AND International Publishers N.V.

Annual report 2014

Contents

Profile, mission and strategy

Profile

AND manufactures and supplies digital maps that are used for location-based services throughout the whole world for mobile phones, the Internet and desktop applications.

AND has two offices with in total over 90 employees. The head office is located in Capelle aan den IJssel. In addition there is a production facility in India. The most important activities in the Netherlands consist of:

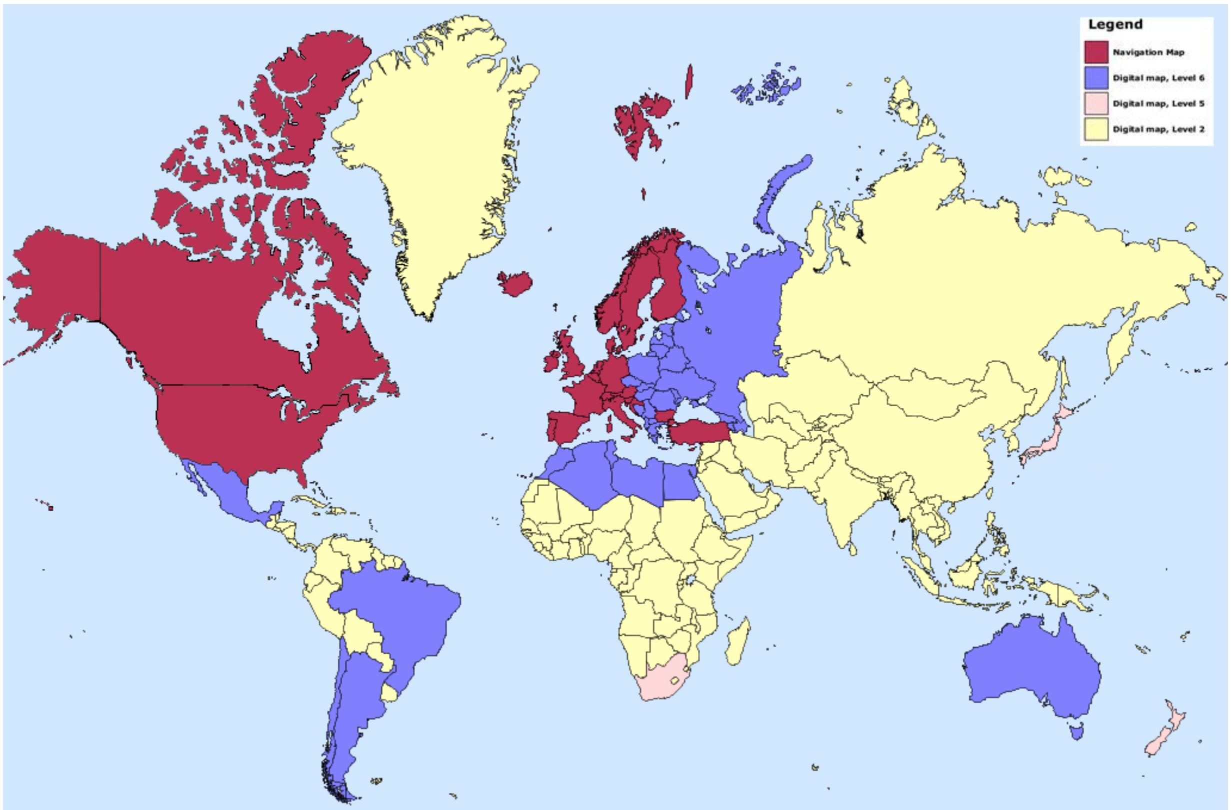
- the purchasing of geographical sources for the production of digital maps;
- research and development of production tools for the production in India, as well as innovation in the field of improving the production process;
- guaranteeing the quality of the digital maps by the quality department;
- sales of digital maps from the database with world coverage.

The production facility in India is responsible for the production of digital maps. In recent years AND has built a database that has now achieved worldwide coverage up to navigation level. In 2014 AND took an important step in the further development of its mapping database. An upgrade- and enrichments program has been started to build a premium navigation map of the US and Canada. Together with the already available Western-European navigation maps AND has doubled the coverage of its navigation maps. AND's digital maps are used in smartphones, car-navigation, Internet Based Mapping, Fleet Management and other applications.
Furthermore AND aims to increase its added value by offering its maps and data as custom-tailored services. Central to this is the addition of location-intelligence as a goal to improve company processes through the use of location-technologies and big geo-data.

Mission and strategy

As independent player, AND focuses on the creation of long-term value for its shareholders through the provision of digital maps for location-based services. AND wants to achieve this by:

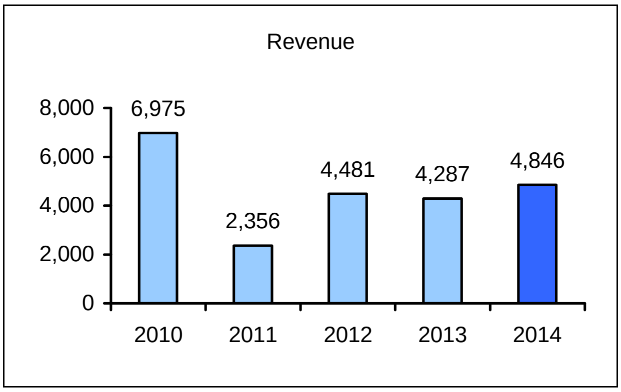
- cost-efficient production;
- flexibility in the type of use and time of the map;
- favourable (competitive) pricing;
- offering custom-tailored solutions.

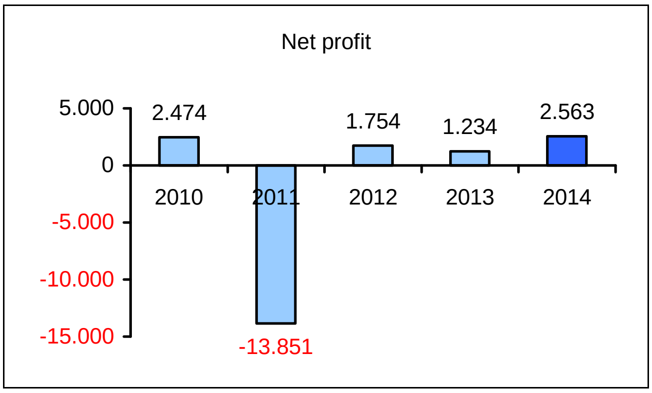


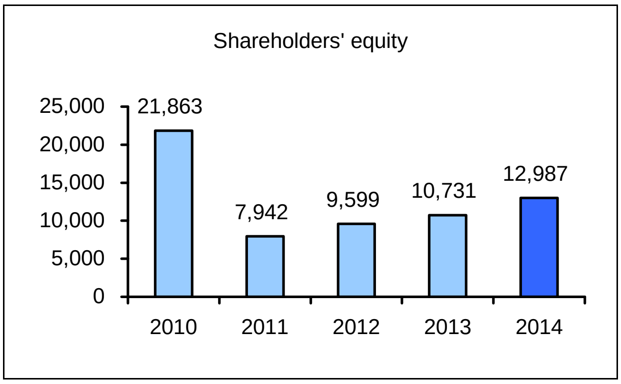
AND Database Coverage

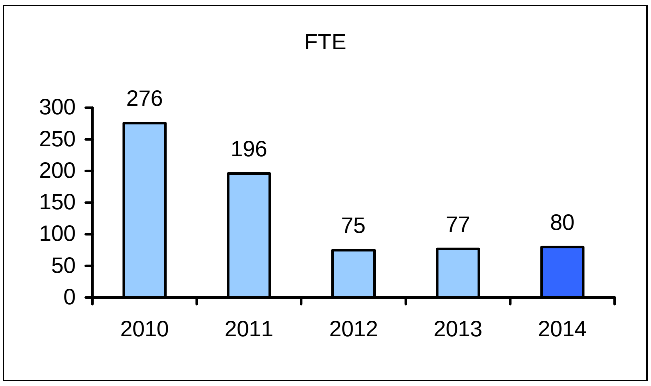
Key figures

in thousands of euros, unless stated otherwise	2014	2013	2012	2011	2010
Results					
Revenue	4.846	4.287	4.481	2.356	6.975
Operating result	2.744	1.209	1.722	(13.375)	3.804
Net profit/(loss)	2.563	1.234	1.754	(13.851)	2.474
Capital					
Balance sheet total	16.032	13.382	12.671	9.689	24.666
Shareholders' equity	12.987	10.731	9.599	7.942	21.863
Solvency (as % of balance sheet total)	81%	80%	76%	82%	89%
Data per share					
Average number of outstanding shares	3.727.137	3.727.137	3.727.137	3.727.137	3.727.137
Shareholders' equity	3,48	2,88	2,58	2,13	5,87
Lowest share price	2,56	1,39	0,83	0,62	3,38
Highest share price	3,93	3,20	1,72	5,15	7,05
Closing share price	3,00	3,20	1,50	0,90	4,45
Market capitalisation	11.181	11.927	5.591	3.354	16.586
Personnel					
Average number of fulltime employees (fte's)	80	77	75	196	276









Information about the AND share

Listing on the stock exchange

AND International Publishers N.V. was established on 18 March 1998 and has been listed on NYSE Euronext Amsterdam since 15 May 1998 (symbol: AND, ISIN-code: NL0000430106).

Capital and shares

The authorized capital of AND amounts to a total of € 13,875,000 and is divided into 18,500,000 ordinary shares of € 0.75 each. As of 31 December 2014, a total of 3,727,173 shares have been issued and paid up.

According to the Financial Supervision Act (Wft) on substantial holdings, shareholders are required to disclose their holdings if it represents 5% or more of the issued shares of the capital of a listed company. The following interests of more than 5% are known (as of 31 December 2014):

Parkland NV (through Roosland Beheer BV)	34.47%	21 December 2011
QuaeroQ cvba	12.72%	7 January 2014
Gijs van Lookeren Campagne	5.00%	20 August 2012

Share price movements

In 2014 the price of the AND share decreased by 6% to € 3,- per share. During the reporting year 2014 a total of 4,918 transactions (2013: 5,453) in the AND share were executed. A total of 1,973,936 shares (2013: 3,699,477) were traded for a total value of € 6.5 million (2013: € 8.7 million).

Dividend policy

AND is a growing company in a dynamic sector. Since the company tries in principle to finance its growth out of its own resources, it takes account of various factors in setting the dividend, such as growth opportunities, investments, cash needs, financial position and shareholders' interests in the medium term. Dividend distributions are discussed each year by the Management Board and the Supervisory Board.

In May of the financial year 2014 AND made a payment to the shareholders from its reserves. AND has no intention to also distribute dividends for the financial year 2014. AND sees multiple opportunities to invest in technology and markets to strengthen its capacities and position, in addition to the current investments in map expansion. Also, AND expects no earlier than 2016 a more substantial contribution to its revenue from the enriched navigational maps of North-America, which are currently under construction. Although AND's intention to make an annual payment to shareholders, if permissible, and taking into account the current dividend policy, a payment to shareholders in the financial year 2015 for these reasons is not obvious.

Investor relations

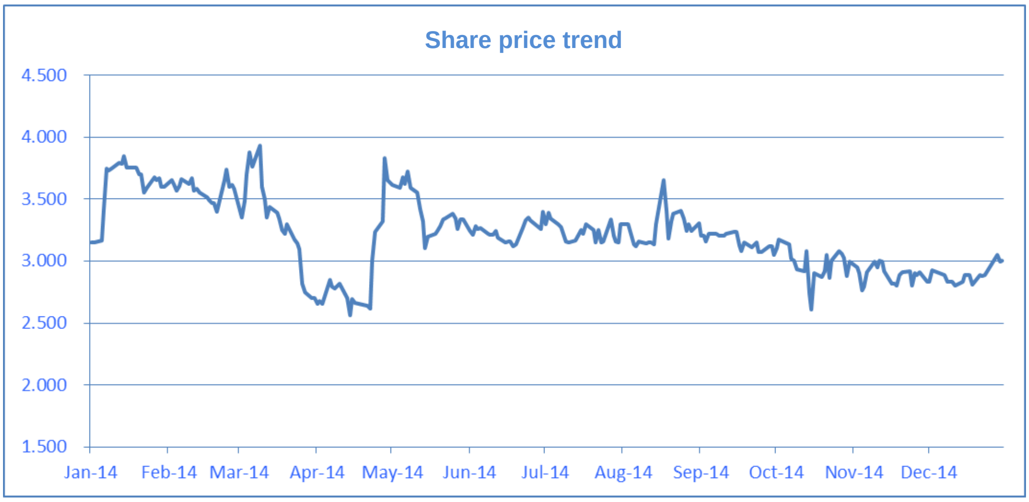
AND values good communication with investors and analysts very highly as it enables them to make a good and realistic estimation of the potential value of the AND share.

Regulation to prevent insider trading

AND fulfills the obligation to draw up regulations for employees and other insiders regarding the ownership of and transactions in financial instruments issued by AND, as referred to in article 5:65 of the Financial Supervision Act. Employees and advisors who are considered by AND as insider, are, by the signing of a statement, bound to comply with the regulations. The Management Board and the Supervisory Board have also complied with the provisions of Chapter 5.3 of the Act on Financial Supervision, the rules for the notification of voting rights, capital, control and capital holdings in issuing institutions. The Authority for the Financial Markets (AFM) monitors compliance with these regulations.

Financial Calendar

1 May	Annual General Meeting of Shareholders
12 May	Trading update for first quarter of 2015
18 August	Half-yearly results for 2015
12 November	Trading update for second quarter of 2015



Management Board and Supervisory Board

Management Board

H.F. van der Linde MBA (1965), MSc, CEO

Dutch nationality.
Appointed as CEO on 15 May 2012.
Current term ends 15 May 2016.

With Hugo as CEO AND started to aim to offering Location Based Services next to the sale of map-licenses.
Hugo studied Mechanical Engineering at the TU Delft. After his start in the oil and gas industry Hugo gained his MBA at the RSM Erasmus University and worked as entrepreneur and director at multiple ICT companies.
Since 2006 Hugo has been working for AND, first as COO responsible for all operational activities and since late 2011 as CEO.

Supervisory Board

R.M. Westerhof, MSc. (1943), chairman

Dutch nationality.
Appointed as supervisory director on 30 December 2009.
Current term ends on 30 December 2017.

Supervisory director at TCL Multimedia Ltd and Teleplan N.V.
Chairman Stichting Sparta1888
Chairman Supervisory Board Sparta Rotterdam B.V.
Member Advisory Board Suncycle N.V.

M.S. Douma, MSc. (1980)

Dutch nationality.
Appointed as supervisory director on 15 May 2012.
Current term ends on 15 May 2016.

Investment Director Indofin Group
Non-executive Director Northpoint Resources Ltd

Preface by the Management Board

Dear shareholders and other interested parties,

AND has been able to continue the positive results of 2012 and 2013 also in 2014. Furthermore AND has made significant developments of its mapping database.

AND remains strong in the sale and development of its map licenses. As an important milestone at the end of April an important contract was signed with the American ALK Technologies Inc. to build a high quality navigation map of the United States and Canada. This agreement in 2014 did not only contribute significantly to the revenue and results, but it will also double AND's current coverage of its navigation maps. The upgrade- and enrichments program is expected to run until mid-2015. This program is on schedule.

Based on this closed contract, as well as the positive result for 2013, AND made a payment to its shareholders from its reserves for the first time since its existence.

Based on our technological Location Based Services (LBS) platform, from early 2014 AND has closed the first contracts within the track and trace market. Examples are the development of the AND Trip Registration Platform, as well as the track and trace solutions module consisting of a mapping API and an accurate (reverse) geocoding based on the AND maps.

Furthermore during the last quarter AND has executed a number of customized services related to analysis and improvement of location-data for various clients.

I would like to express my gratitude once again towards our employees for their commitment and their excellent work.

Lastly I would like to thank Mr. Middelhoven, who has resigned at the end of November 2014 after 12 years as supervisory director of AND, for his valuable and expert involvement at AND.

Hugo van der Linde

CEO

Report of the Supervisory Board

We hereby present the financial statements for 2014 drawn up by the Management Board to the shareholders for adoption. These financial statements have been audited and supplied with an unqualified report from the external accountant Mazars Paardekooper Hoffman Accountants N.V. ('Mazars'), and have been discussed by us with the Management Board in the presence of Mazars. We advise the shareholders to adopt the present financial statements. The appropriation of profit is shown on page 47.

During the year we held five ordinary meetings with the Management Board in which we provided them with advice and, taking into account the interests of those concerned, supervised the policy of the Management Board and the general state of affairs within AND. Details concerning the allocation of tasks and working methods of the Supervisory Board are contained in the chapter on Corporate Governance.

Topics discussed in our meetings are related to strategy, the principal risks to which the company is exposed and the relevant risk-management, and the organization and functioning of the internal risk-management and control systems. Mostly, a lot of attention has been spent on the strategic plans of the enterprise, together with the developments in the relevant markets. Furthermore the development of the new map of the US and Canada has been a constant subject of our conversations, whereby both the operational and commercial side of the case were addressed.

In addition the Supervisory Board has discussed its functioning and desired profile, composition and competencies. The functioning of the Management Board has also been discussed. Based on Corporate Governance rules Mr. Middelhoven has resigned as supervisory member since 28 November 2014. Mr. Westerhof has taken over his tasks as chairman. The Supervisory Board values thank(ing) Mr. Middelhoven for his many years of expert involvement at AND. The members of the Supervisory Board receive a fee of € 2,000 per meeting, with a maximum of 10 meetings per year.

Currently the Supervisory Board consists of two members.

Mr. Westerhof is independent of AND in accordance with the Dutch Corporate Governance Code (best practice determination III.2.1). Mr. Douma is not independent according to the Code because he is working for one of the large shareholders of AND (Indofin Group through Parkland NV).

For 2014 the Supervisory Board has not used the possibility to change and recover bonuses.

Rotterdam, 17 March 2015

Supervisory Board

w.s. R.M. Westerhof
w.s. M.S. Douma

Report of the Management Board

General Developments

Early 2014 AND has closed the first contracts within the track and trace market. The AND Trip and Registration Platform is developed based on the AND LBS Platform. The track and trace solutions module consists of a mapping API and an accurate (reverse) geocoding based on the AND maps.

At the Mobile World Congress in February AND made its mapping and location-based services suitable for Ubuntu with a user-friendly mobile application. AND built a map viewer with proprietary AND maps of Europe to show the possibilities of AND for the Ubuntu operating system on phones.

At the end of April AND signed an important agreement with ALK Technologies Inc. from Princeton to create a high-quality navigation map of the United States and Canada. ALK committed itself to buy the enriched navigation map to use this map in its own products. This agreement contributed substantially to the revenue and results in 2014.

This established navigation-company has sold to AND an exclusive license of its own navigation maps of the United States and Canada, which is already extensively used within various navigation applications, systems and logistic solutions. AND is exclusively entitled to deliver the enriched map to third-parties.

Together with its current Western-European navigation map, AND will double its current coverage of navigation maps. As a result of these developments AND expects to further attract worldwide customers.

The upgrade- and enrichments program is expected to run until mid-2015. This program is on schedule.

Based on the contract for the creation of high-quality navigation maps of the United States and Canada, as well as the positive results for 2013, on 9 May 2014 the Management Board and the Supervisory Board of AND International Publishers NV approved a payment from its reserves of € 372,714 to its shareholders. This payment amounts to € 0.10 gross per share.

Furthermore during the last quarter, AND executed several customized services for various customers relating to the analysis and improvement of location data.

Financially, 2014 can be summarized as follows:

- revenue increased with 13% increase to € 4,846,000 (2013: € 4,287,000);
- operating result increased from € 1,209,000 to € 2,744,000;
- net profit amounted € 2,563,000 (2013: € 1,234,000)

For further explanation on these figures reference is made to the paragraph on financial developments.

Market developments and trends

The strong growth of smartphones with GPS and tablets with location positioning created a mass market for location based apps which are offered through various App Stores. Besides apps for navigation also many other apps make use of location services such as weather, chat and photo apps. Many of these apps make us of the standard APIs (Application Programming Interface) as they are offered within the SDKs (Software Development Kit) of the mobile OS. Also a market for wearables like smart watches starts to develop.

In recent years the sales and margins of PND players have come under strong pressure. The sales numbers in both the market in Europe and the United States have fallen. This downward trend continued unabated in 2014.

With the presence of free location based services also the awareness among companies about the importance of location within their business processes has increased enormously. Furthermore, there is an increasing need to use cloud-based services. AND offers its LBS (Location Based Services) platform as a good solution to fulfill this need. Also AND observes an increasing need for customized services and a higher willingness from customers to pay for services in addition to map licenses only.

The need for Location Based Services as part of the connected car is accelerating in the automotive market. At the request of established parties within the automotive market AND currently investigates the opportunities within this market.

Although the need for digital global maps and location based services is still growing, the number of map providers with global coverage is very limited. In response AND already made an important step in its ability to offer detailed-level maps of North-America in addition to its maps of Western Europe. Also AND investigates the opportunities to further increase this coverage in the future.

Financial developments

Revenue and costs

Revenue increased from € 4,287,000 to € 4,846,000. Revenue from the contract for the creation of the navigation map of North-America contributed an important part to the realized revenue.

Costs for maps and sources amounted to € 104,000 (2013: € 115,000). These costs are related to geographical sources for the maintenance of the database.

Personnel expenses have increased in 2014 with 21% to € 1,983,000 (2013: € 1,637,000).

The expense related to share-based compensation amounted to € 75,000 compared to € 215,000 in 2013. This decrease is explained by a decrease of the share price from € 3.20 at the end of 2013 to € 3.00 at the end of 2014 and the increase in the share price that took place in 2013 compared to 2012.

Due to the investment in the map of North-America and the resulting amortization charge, the amortization of intangible fixed assets increased from € 355,000 in 2013 to € 484,000 in 2014.

The other operating expenses increased to € 740,000 in 2014 (2013: € 721,000).

Cash flow
The net operational cash flow for 2014 amounted to € 551,000 compared to € 1,308,000 in 2013. The cash flow from investment activities amounted to € 1,838,000 (2013: € 33.000). The cash flow from financing activities amounted to € 393,000 (2013: € 26,000).

Taxation
The tax expense for 2014 amounted to € 161,000 (2013: € 40,000). The effective tax burden amounted to 5.9% (2013: 3.1%).

Total net tax carry forward losses amounted at the end of 2014 to € 7.7 million.

Financial position
Total assets increased in 2014 with € 2,650,000 to € 16,032,000. Solvency ratio amounted to 81% of the balance sheet total at the end of 2014 (2013: 80%).
As of 31 December 2014 AND held € 3,817,000 in cash and cash equivalents (2013: € 5,479,000).

Investments
In 2014 there has been a substantial investment in the development of a navigation map of North-America. The total investment in intangible assets amounted to € 4,721,000 in 2014 (2013: € 0).
The investment in property, plant and equipment amounted to € 107,000 (2013: € 33,000).

Research and development

Research and development play an important role within AND's business operations. AND stimulates innovation and wants to fulfill a pioneering role within the market in which it operates. Within AND the Services department is responsible for innovation. A large part of the activities of this department qualifies as search- and development work. As in 2013, AND received a subsidy (WBSO) from the government. For 2014 the total of this subsidy amounted to € 74,000 (2013: € 61,000). Just like in 2014 AND will, again, invest in research and development in 2015.

Personnel and organization

The number of Fte's for 2014 totals 15.8 (2013: 15.4) for AND Rotterdam and 64.1 (2013: 61.4) for AND India. In 2015 the workforce will minimally be equal to the level of 2014.

The Management Board and the Supervisory Board periodically evaluate whether changing conditions exist which should influence the size and composition of the Management Board and the Supervisory Board. An important factor which thereby plays an important role is the size of AND. At this moment there are no female members of the Management Board and the Supervisory Board. Because in 2014 there have been no vacancies in the Management Board or the Supervisory Board there has been no opportunity to meet a balanced distribution of seats between men and women from the Law Management & Supervision (Wet Bestuur & Toezicht). AND will, in the future, take into account the stated balanced division.

Risk management

General
The Management Board is responsible for the proper functioning of the internal risk management and control systems. Among other things these consist of the determination of the strategy and the budget. The realised results and liquidity positions are discussed each month and compared with the results for the previous year and the budget.

AND is aware that internal risk management and control systems – however professional these may be – do not provide any absolute certainty that the corporate goals will be achieved or that these systems will be able to entirely prevent inaccuracies of material importance, loss, fraud and violations of laws and regulations. Although the risk management and internal control systems can still be further improved, AND considers that the systems provide a reasonable degree of certainty and that the financial reporting does not contain any inaccuracies of material importance.

Risks and uncertainties:
Like all companies, AND is exposed to commercial, technical and financial risks that are inherent to entrepreneurship. The following (non-exhaustive) specific risks apply to AND:

- a substantial part of the revenue is achieved among a limited number of customers. In 2014 the top 3 customers accounted for approximately 80% of total revenue;
- in the yearly realisation of the revenue AND is dependent on the realisation of substantial revenue from new licenses. In 2014 the revenue from one-off nature amounted to 60% of the total annual revenue;
- AND is currently making substantial investments in the upgrade of the navigation map of North-America. For the generation of potential revenue from the sale of this map AND is depending on the successful execution of this investment, and is thereby dependent on the performance of outsourcing parties, the achievement of the necessary level of quality, as well as the timely completion of the investment within the determined budget;
- in general a potential new client needs to adjust its software to integrate a new map-supplier in its product. This extra investment for this new client can lead to a longer lead-time of the sales-process. Furthermore this extra investment potentially forms an additional barrier in closing the sale;
- for maintenance of the database and further development AND is dependent on the availability of (geographic) sources and

technology from third-parties. Limitations in the availability of these sources and technologies can lead to maps and technologies of AND which might be insufficiently developed and/or maintained;
- AND is active in a strongly dynamic and competitive industry. The technology for the production and maintenance of digital maps is very innovative and competitive. This requires continuous investment and innovation from AND to adjust its organization to the trends in the industry. Shortcomings in the adjustment of the organisation to trends can have a substantial negative effect on the business and financial position of AND;
- within the industry in which AND operates large, known parties are active with more financial and technical means, a higher map-coverage as well as a larger workforce than AND. This offers them more possibilities to finance and utilize potential opportunities in the market;
- the free or low-cost availability of maps and data. This may lead to pressure on the earning-capacity of the maps and technologies of AND;
- in the market in which AND operates, careful compliance with legal intellectual property provisions as well as maintaining AND's own thereto related conditions to protect its own intellectual property rights is a critical aspect. AND might be confronted with claims for infringement on the intellectual property rights of others which may lead to payment for damages which can have a negative influence on the financial position. Furthermore this can lead to decreased map-coverage;
- AND is working with parties who in general require strict secrecy and confidentiality. AND might be confronted with claims if the secrecy and confidentiality requirements of other parties are violated. This can lead to payment for damages as well as loss of large clients;
- unforeseen disruptions in the business operations as well as disasters can bring damage to AND. If these circumstances present themselves, this can lead to delay and discontinuity of the services as well as leading to loss of critical assets, such as systems, maps and data.

Risk-management of financial instruments
The use of financial instruments arises from the operational activities of the Group. These instruments comprise cash, debtors, other receivables, creditors and other liabilities. AND's current policy is not to make any use of derivative financial instruments in order to hedge potential risk relating to these financial instruments. The use of these instruments exposes AND to the following risks:
- credit risk
- liquidity risk
- currency risk
- interest risk

Credit risk
The credit risk arises primarily from debtors. The Group has a debtor portfolio of creditworthy customers spread over various regions. Most of the sales relate to solid, creditworthy entities. In comparison to the actual revenue, the write-downs on debtors in recent years have been minimal. The Group therefore considers that the credit risk is adequately controlled, e.g. by adequate credit management.

Liquidity risk
As at year-end the Group held total cash balances of € 3,817,000. The availability of these cash balances is sufficient to meet current liabilities. Past experience has indicated that the Group has always been able to obtain sufficient (additional) financing for its operations.

Currency risk
Company policy is aimed at concluding sales contracts in euros wherever possible. A certain element of the sales is however realized from contracts in foreign currency. In 2014 this figure was approximately 21% of total revenue. Apart from the currency risk from sales contracts in foreign currency, the company is exposed to a currency risk on the activities in India, since the reporting currency is the Indian Rupee.

Interest risk
The Group does not have any interest-bearing loans and the interest risk is therefore limited to fluctuations in the interest rate on deposits and other bank balances. Surplus cash is invested in short-term deposits at a variable rate of interest.

Corporate social responsibility
As a producer and provider of digital maps, AND is making a positive contribution to a more sustainable environment. Digital maps enable transport companies, for example, to plan their routes more efficiently and to use their vehicle fleet more effectively. The production of digital maps is moreover a low-pollution activity.

AND undertakes a lot of research and development and, as noted previously, received a further government grant for this purpose in 2014. In this way AND is contributing towards innovative capacity in the Netherlands.

Through the production of digital maps in India AND is, on the one hand, promoting the transfer of knowledge to and employment in India. The basic conditions of employment and fringe benefits in India may be regarded as good. Among other things these include medical insurance, pension facilities and education. On the other hand AND's operations in India are cost-efficient. This way the knife cuts both ways.

Outlook
The year 2014 was again a good year for AND. The economic conditions, market developments and business models in the market for digital maps are still highly uncertain. The results will depend among others on the strength of economic recovery, developments in the market for navigation and location-based services. Also, AND is still highly dependent on a few large customers and new orders to be acquired. In the course of 2015 AND expects to complete the enriched map of North-America and to execute test and pilot projects with prospects and therefore expects a more substantial

contribution to its revenues from this enriched map no earlier than 2016. AND is positive regarding new opportunities within the current fast changing technology and market developments. AND does not provide a financial outlook for 2015.

Rotterdam, 17 March 2015

Management Board
w.s. H.F. van der Linde, CEO

Management declaration

Report pursuant to Section 5:25c of the Financial Supervision Act in the Netherlands

In the opinion of the Board of Directors, the 2014 financial statements of AND International Publishers N.V. give a true and fair view of the assets, liabilities, financial position and profit of AND International Publishers N.V. and its consolidated companies and the 2014 annual report gives a true and fair view of the financial position as at 31 December 2014, and the course of events during 2014 of AND International Publishers N.V. and its consolidated companies, whose details are included in the financial statements. The significant risks AND International Publishers N.V. faces are described in this annual report.

Rotterdam, 17 March 2015

Management Board
w.s. H.F. van der Linde, CEO

Corporate Governance

General

AND International Publishers N.V. is a public limited liability company incorporated under the laws of the Netherlands with its registered office in Rotterdam, the Netherlands. AND International Publishers N.V. has a two-tier management structure, with the Management Board and a separate Supervisory Board. The Management Board and Supervisory Board are independent of one another. Both bodies give account for the performance of their tasks to the General Meeting of Shareholders (hereinafter referred to as the 'General Meeting').

The Management Board and the Supervisory Board endorse the principle embodied in the Dutch Corporate Governance Code ('the Code') that the company is a long-term form of collaboration between the various parties involved. They recognize their integral responsibility for correctly balancing all the interest concerned while safeguarding the continuity of the business. The aim of the Company is to create long-term shareholder value.

AND has the impression that the details of the Code do not always take into account the size of the company, but endorses the principles and associated best practice provisions in the Code.

AND has taken cognizance of the updated Code of December 2008, which came into force on 1 January 2009. AND has assessed the amendments to the code carefully and thoroughly. Any departures from the Code are discussed below.

Management Board

The Management Board is entrusted with the company and represents the company. The Management Board is responsible for the achievement of the targets, strategy and policies, financing, development of the results and Corporate Social Responsibility. The Management Board is also responsible for the internal risk management and control systems related to business activities and for compliance with all relevant legislation and regulations. The Management Board submits all information to the Supervisory Board in due time and is accountable to the Supervisory Board and the General Meeting of Shareholders.
In accordance with the Articles of Association certain decisions of the Management Board are subject to the approval of the Supervisory Board and the General Meeting of Shareholders.

The Management Board determines, with the approval of the Supervisory Board, which portion of the profit will be reserved. The remaining profit is at the disposal of the General Meeting of Shareholders. The dividend policy is set out on page 7 of the annual report.

By virtue of its designation by the General Meeting of Shareholders, the Management Board, with the approval of the Supervisory Board, is authorised to decide to issue shares and to limit or exclude the shareholders' preferential subscription right. This designation is requested at the General Meeting of Shareholders and is always valid for a maximum period of five years.

Among other things, the Management Board needs the approval of the Supervisory Board to enter into or terminate a long-term relationship of major importance to the company, to participate in the capital of other companies and to undertake investments, in each case in so far as the value hereof exceeds a quarter of the issued capital plus the reserves.

Supervisory Board

The task of the Supervisory Board is to supervise the management of the Management Board and the general course of business within AND. The Supervisory Board also advises the Management Board. The Supervisory Board members perform their tasks with the interest of AND and its stakeholders in mind and also bearing in mind the Corporate Social Responsibility aspects relevant for AND.

The Supervisory Board consists of at least two members. The number of members of the Supervisory Board is determined by the Supervisory Board. Given the size of the Board, there are no separate audit, remuneration, selection and appointment committees. The tasks of these committees are instead undertaken by the Supervisory Board as a whole.

General Meeting of Shareholders

The powers of the General Meeting of Shareholders are stipulated in legislation and Articles of Association and can be summarised as follows:

- approval of decisions that would cause a major change to the identity or character of AND or its business;
- appointment and dismissal of Management Board and Supervisory Board members;
- adoption of the Supervisory Board remuneration policy;
- adoption of the financial statements of AND and discharge of the members of the Management Board and the Supervisory Board;
- approval of the profit appropriation;
- authorisation to acquire the company's own shares, to issue shares (or to grant rights to acquire shares) and the limitation or exclusion of preference rights in relation to shares;
- approval of decisions to amend the Articles of Association or dissolve AND.

The following are also discussed with the General Meeting of Shareholders:

- the Annual Report of AND;
- changes to the reserves and dividend policy;
- changes to the Corporate Governance structure.

General Meetings of Shareholders are held once a year, no later than six months from the end of the previous financial year.
Extraordinary General Meetings are held as frequently as deemed necessary by the Supervisory Board or the Management Board.

All notices of the General Meeting of Shareholders shall be published on the Company's website, in a national newspaper and in the Official Price List ('Officiële Prijscourant').

Departures from the best practice provisions of the Code

Although AND International Publishers N.V. endorses the principles of the Code, AND departs from the following best practice provisions of the Code:

Best practice provisions II.1.2
From a competition perspective AND has not included operating and financial targets which are used with the strategy in the annual report.

Best practice provisions II.2.4
The options which have been granted by AND do not have the condition that they may be exercised only after three years from the date of assignment. From 2015 onwards AND has decided if new options are granted to comply with the required terms from provision II.2.4 for exercise of three years after assignment.

Best practice provision II.2.12 and II.2.13
AND has not included a separate remuneration report from the Supervisory Board in het financial statements. This is because the size of AND and the Management Board. The Management Board of AND consists of only one director. The remuneration components of this director are further disclosed in the notes to the financial statements.

Best practice provision III.5.10
In relation to the preparation of the remuneration report reference is made to departure II.2.12.

Best practice provision IV.1.1
AND values the continuity of the Management Board and the Supervisory Board and wants to protect its shareholders from possible quick changes in the Management Board and the Supervisory Board. For this reason AND maintains requirement from the articles of association of two-third representation in case of a decision to oust the binding character of a nomination to appoint a director or supervisory director and/or a decision to the resignation of a director or supervisory director.

Best practice provision V.3
Given the size of AND, no separate internal auditor has been appointed.

Internal insider trading rules

The Management Board of AND International Publishers N.V. has formulated a set of rules regarding price-sensitive information. Under these rules, any AND employee who is in possession of information that may reasonably be expected to influence the price of the securities may not engage in transactions in AND securities or recommend a third party to engage in transactions in AND securities. It is likewise forbidden to communicate price-sensitive information to a third party and engage in transactions during a closed period. These rules also apply to the members of the Management Board and Supervisory Board and other designated individuals.

Takeover guideline

Pursuant to Section 1 of the Decree Article 10 Takeover Directive, AND provides the following notes:

Capital structure
The capital structure is indicated on page 7, 'Information concerning the AND share'.

Disclosure of major holdings
The major holdings of which AND is aware are stated on page 7, 'Information concerning the AND share'.

Appointment and dismissal of members of the Supervisory Board and Management Board
The number of members of the Management Board and the Supervisory Board are determined by the Supervisory Board. The latter must have at least two members.

Members of the Management Board and the Supervisory Board are appointed and dismissed by the General Meeting of Shareholders on the basis of a timely (within three months) and binding nomination by at least two persons. The General Meeting may rescind the binding nature of that nomination by a vote passed by at least two thirds of the votes cast representing at least half the issued capital.

Amendment of Articles of Association
A decision to amend the Articles of Association or to dissolve AND may be taken by the General Meeting only upon a proposal by the Management Board approved by the Supervisory Board.

Powers of the Management Board
The powers of the Management Board are stated in the section on the Management Board in this chapter. At its meeting on 18 May 2010 the General Meeting gave the Board the mandate to issue shares for a period of five years. The issue of shares may not exceed 10% of the issued share capital.

Payment upon termination of employment contract pursuant to a public bid
The Management Board and one other employee qualify under certain conditions for payment of one year's salary upon ending of the employment following from a public offer.

Payment upon public offer
In the event of a change of control Mr. van der Linde receives a bonus of 1 year's salary.

Corporate Governance Declaration

This declaration is included pursuant to Article 2a of the Decree: further stipulations regarding the content of annual reports dated 1 January 2010 (hereafter the 'Decree'). For the statements in this declaration as understood in Articles 3, 3a and 3b of the Decree please see the relevant sections of this annual report. The following should be understood to be inserts to and repetitions of these statements:

- compliance with the provisions and best practice principles of the Code (page 16 'Corporate Governance');
- the most important characteristics of the management and control systems in connection

with the Group’s financial reporting process (page 12 ‘Risk management’);

- the functioning of the Shareholders’ Meeting and its primary authorities and the right of shareholders and how they can be exercised (page 15 and 16 ‘General Meeting of Shareholders);
- the composition and functioning of the Management Board and Supervisory Board (page 11 ‘Report of the Management Board’, page 15 chapter ‘Corporate Governance’ and page 8 ‘Management Board and Supervisory Board’);
- the information concerning the disclosure of the information required by the Decree Article 10 EU Takeover Directive, as required by Article 3b of the Decree, may be found in this chapter under ‘Takeover Directive’.

Financial statements 2014

1. Consolidated income statement

in thousands of euros	Note	2014	2013
Total income	**6,24**	**4.846**	**4.287**
Maps and sources	6.25	(104)	(115)
Personnel expenses	6.26	(1.983)	(1.637)
Share-based compensation	6.27	(75)	(215)
Depreciation	6.32	(47)	(35)
Amortization	6,33	(484)	(355)
Other operating expenses	6.30	(740)	(721)
Total operating expenses		**(3.433)**	**(3.078)**
Capitalised development costs	6.33	1.331	-
Net operating expenses		**(2.102)**	**(3.078)**
			-
Operating result		**2.744**	**1.209**
Financial income		(20)	65
Result before tax		**2.724**	**1.274**
Taxation	6.31	(161)	(40)
Net profit		**2.563**	**1.234**
Profit / (loss) attributable to:			
Shareholders of the company		2.563	1.234
Basic earnings per share (euro)	6.38	0,69	0,33
Diluted earnings per share (euro)	6.38	0,69	0,33

The notes on page 25 to 39 are an integral part of these consolidated financial statements.

2. Consolidated statement of comprehensive income

in thousands of euros	2014	2013
Recognised income		
Net profit	2.563	1.234
Unrecognised income and expenses		
Foreign currency translation differences on foreign operations	65	(101)
Total recognised and unrecognised income and expenses (after income tax)	**2.628**	**1.133**
Comprehensive income attributable to:		
Shareholders of the company	2.628	1.133

The notes on page 25 to 39 are an integral part of these consolidated financial statements.

3. Consolidated balance sheet

As at 31 December (before appropriation of result)

in thousands of euros	Note	2014	2013
Assets			
Property, plant and equipment	6.32	134	72
Intangible assets	6.33	10,453	6,216
Deferred tax assets	6.34	1,229	1,372
Total non-current assets		**11,816**	**7,660**
Trade and other receivables	6.35	399	243
Cash and cash equivalents	6.36	3,817	5,479
Total current assets		**4,216**	**5,722**
Total assets		**16,032**	**13,382**
Shareholders' equity			
Issued and paid-up capital	6.37	2,795	2,795
Share premium reserve	6.37	36,227	36,600
Legal reserve	6.37	6,906	5,866
Stock compensation reserve	6.37	-	10
Result for the year		2,563	1,234
Other reserves		(35,504)	(35,774)
Total shareholders' equity		**12,987**	**10,731**
Liabilites			
Defined benefit plans		14	3
Other debts	6.39	308	328
Total non-current liabilities		**322**	**331**
Trade and other liabilities	6.40	2,723	2,320
Total current liabilities		**2,723**	**2,320**
Total liabilities		**3,045**	**2,651**
Total shareholders' equity and liabilities		**16,032**	**13,382**

The notes on page 25 to 39 are an integral part of these consolidated financial statements.

4. Consolidated summary of changes in shareholders' equity

	Issued and paid-capital	Share premium reserve	Legal reserves	Unappropriated result	Other reserves	Stock compensation reserve	Total shareholders'equity
	6,37	6,37	6,37	6,37		6,37	
As at 31 Dedember 2012	**2.795**	**36.600**	**6.322**	**1.754**	**(37.882)**	**10**	**9.599**
Profit 2012	-	-	-	(1.754)	1.754	-	-
Total recognised and unrecognised income and expenses	-	-	(101)	1.234	-	-	1.133
Withdrawal legal reserve	-	-	(355)	-	355	-	-
Share-based compensation	-	-	-	-	-	-	-
As at 31 Dedember 2013	**2.795**	**36.600**	**5.866**	**1.234**	**(35.773)**	**10**	**10.732**
Profit 2013	-	-	-	(1.234)	1.234	-	-
Payment from reserves	-	(373)	-	-	-	-	(373)
Total recognised and unrecognised income and expenses	-	-	65	2.563	-	-	2.628
Addition to legal reserve	-	-	975	-	(975)	-	-
Share-based compensation	-	-	-	-	10	(10)	-
As at 31 December 2014	**2.795**	**36.227**	**6.906**	**2.563**	**(35.504)**	**-**	**12.987**

The notes on page 25 to 39 are an integral part of these consolidated financial statements.

5. Consolidated cash flow statement

in thousands of euros	Note	2014	2013
Operating result		2,744	1,209
Adjustments for:			
Depreciation tangible fixed assets	6.32	47	35
Amortization intangible fixed assets	6.33	484	355
Non-cash transactions	6.24	(2,045)	-
Changes in working capital:			
Change in receivables	6.35	(95)	70
Change in defined benefit plans		11	(8)
Change in provisions		-	-
Change in other liabilities	6.40	(558)	(397)
Cash flow from operating activities		**588**	**1,264**
Finance income / (expenses)		(20)	65
Income tax paid		(17)	(21)
Net cash flow from operating activities		**551**	**1,308**
Investments in intangible fixed assets and capitalized development costs	6.33	(1,721)	-
Investments in property, plant and equipment	6.32	(107)	(33)
Cash flow from investing activities		**(1,828)**	**(33)**
Payment from reserves		(373)	-
Long-term debts	6.39	(20)	(26)
Cash flow from financing activities		**(393)**	**(26)**
Net increase / (decrease) in cash and cash equivalents		**(1,670)**	**1,249**
Opening balance cash and cash equivalents	6.36	5,479	4,235
		3,809	**5,484**
Impact of exchange rate differences in foreign currencies		8	(5)
Closing balance cash and cash equivalents	**6.36**	**3,817**	**5,479**

The notes on page 25 to 39 are an integral part of these consolidated financial statements.

6. Notes to the consolidated financial statements

6.1 General

AND International Publishers N.V. (the 'company') was incorporated on 18 March 1998 as a public limited company under Dutch law and is at the head of the AND Group. The company has its registered office in Rotterdam, the Netherlands. Since 15 May 1998 the company has been listed on the NYSE Euronext Stock Exchange in Amsterdam.
AND manufactures and supplies digital maps that are used for location-based services throughout the whole world for mobile phones, the Internet and desktop applications. AND's digital maps are used in smartphones, car-navigation, Internet Based Mapping, Fleet Management and other applications.

The consolidated financial statements of the Company for the 2014 financial year include the accounts of the Company and its subsidiary companies (together referred to as the 'Group'). The financial statements were drawn up by the Management Board and were approved for publication by resolution of 17 March 2015.

6.2 Statement of compliance

The consolidated financial statements of AND International Publishers NV have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

6.3 New accounting standards

For 2014 the following standards and interpretations, as well as amendments to those, apply to the financial year of 2014 for the first time:

- IFRS 10 'Consolidated Financial Statements';
- IFRS 11 'Joint Arrangements';
- IFRS 12 'Disclosure of Interests in Other Entities';
- IAS 27 'Separate Financial Statements' and IAS 28 'Investments in Associates and Joint Ventures' (Revised);
- IFRS 10 (amendment) 'Consolidated Financial Statements', IFRS 12 (amendment) 'Disclosure of Interest in Other Entities' and IAS 27 (amendment) 'Separate Financial Statements';
- IAS 32 (amendment) 'Financial instruments: Presentation';
- IAS 36 (amendment) 'Impairment of assets', recoverable amounts disclosures for non-financial assets;
- IAS 39 (amendment) 'Financial Instruments: Recognition and Measurement', Novation of derivatives;
- IFRS 9 'Financial instruments: Classification and measurement'.

The following standards and interpretations have been published but have not yet been applied, or are not applicable:

- IFRIC 21 'Levies';
- IAS 19 (amendment) 'Employee Benefits';
- IFRS 14 'Regulatory Deferral Accounts';
- IFRS 11 (amendment) 'Joint Arrangements';
- IAS 16 (amendment) 'Property, Plant and Equipment', IAS 38 (amendment) 'Intangible Assets';
- IAS 16 (amendment) 'Property, Plant and Equipment', IAS 41 'Agriculture';
- IAS 27 (amendment) 'Separate Financial Statements';
- IFRS 10 (amendment) 'Consolidated Financial Statements', IAS 28 (amendment) 'Investments in Associates and Joint Ventures';
- IFRS 15 'Revenue from Contracts with Customers';
- IFRS 9 'Financial instruments'.

Application of these changed and expected changes in standards, if relevant for the Company, have no negative influence on the financial position and/or the shareholders' equity.

6.4 Significant accounting policies

The financial statements are presented in euros, which is the Company's functional currency, rounded-off to the nearest thousand. The financial statements have been prepared on the basis of historical cost, with the exception of share-based compensation, which is stated at fair value.

The preparation of financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities and income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances.

The results of which form the basis for making the judgements regarding the carrying values of the assets and liabilities that are not readily apparent from other sources. Actual results can differ from these estimates.

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

The most important estimates and judgments relate to the provision of possible impairments of fixed assets, provisions, deferred tax liabilities, share-based compensation and pension obligations. The actual outcomes can differ from these estimates.

The accounting policies set out below have been applied consistently for all the periods presented in these consolidated financial statements. The accounting policies have been applied consistently by all Group companies.

6.5 Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Company.

Control exists when the Company has the power directly or indirectly to govern the financial and operational policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are currently exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. Where necessary the accounting policies of subsidiaries have been adapted to the accounting policies applied by the Group.

Transactions eliminated on consolidation
Intra-Group balances and any unrealised gains and losses or income and expenses arising from intra-Group transactions are eliminated when preparing the consolidated financial statements. Unrealised gains from transactions with associates and jointly controlled entities are eliminated to the extent of the Group's interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no indication for impairment.

6.6 Foreign currencies

Foreign currency transactions
Transactions in foreign currencies are translated into euros at the exchange rate prevailing on the transaction date. Monetary assets and liabilities denominated in foreign currencies on the balance sheet date are translated into euros at the exchange rate prevailing on that date. Foreign exchange differences arising on translation are recognised in the profit and loss account.

Financial statements of foreign operations
The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated into euros at the foreign exchange rates prevailing on the balance sheet date. The revenue and expenses of foreign operations are translated into euros it average rates throughout the year. The currency differences due to the translation of the net investment in foreign activities are taken to the translation differences reserve, a separate component of shareholders' equity. These are not distributable unless the participating interest in question has been sold or liquidated. If the exchange differences reserve shows a debit balance, the amount that may be distributed from the other reserves is reduced by that amount.
If a foreign activity is wholly or partially sold, the associated cumulative exchange differences are transferred to the profit and loss account as part of the profit or the loss on the disposal.

6.7 Property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.
The cost price of the replacement of a part of an item of property, plant or equipment is included by the Group in the book value of that asset when those costs are incurred, where it is likely that the future economic benefits relating to the asset will accrue to the Group and the cost price of the asset can be reliably determined. All other expenses are taken to the profit and loss account as a charge when they are incurred.

Depreciation costs are charges to the profit and loss account on a straight-line basis over the estimated useful lifetime of each component of an item of property, plant and equipment. Estimated useful lifetimes are as follows:

▪ computer equipment	3 years
▪ office furnishings and equipment	3 - 10 years
▪ vehicles	5 years

The depreciation methods, life and residual values are assessed annually.

6.8 Intangible fixed assets

The valuation of the database is made at acquisition price or cost of manufacture. The cost of manufacture consists of all direct wages and other costs and (indirect) costs that may be reasonably and consistently assigned to the manufacture. Maintenance expenses not directly assignable to the database are charged directly to the result in the year in which those costs are incurred.
The costs incurred on extensions of the database are capitalised at cost of manufacture. By extensions are understood the addition of new countries and/or the expansion of the road network in existing countries to a more detailed level. Extensions are capitalised in so far as:

- they meet the definition of an intangible fixed asset;
- they are likely to generate future benefits;
- the cost price can be reliably determined.

Due to the impairment loss that occurred in 2011 the Management Board decided to switch to amortization of the database and thereby assessing its lifetime as good as possible.

In determining the amortization-method AND made use of the current fiscal treatment of the database as well as the systematics that other comparable market parties use. Based on this the amortization period has been set to 20 years. This amortization system has been initialised as per 1 July 2011. The residual value has been determined at null because there is no active market for the database.

The Management Board evaluates the capitalised costs for the database each year in order to determine whether the book value can be covered out of future income (i.e. an impairment test). If that is not the case, an impairment loss will be recognised.

For further details and assumptions in relation to the impairment test on the database reference is made to section 6.33 of the notes.

6.9 Trade and other receivables

Trade and other receivables are valued when first recognised at fair value plus any directly assignable transaction costs. After the initial recognition, trade and other receivables are valued at amortised cost price, where necessary after deduction of any provisions deemed necessary for uncollectability (i.e. impairment losses). The maximum term is one year.

6.10 Cash and cash equivalents

Cash and cash equivalents concern the cash and bank balances held and other deposits on call are valued at nominal value.

6.11 Impairment of assets

The book value of the Group's assets are reviewed each balance sheet date in order to determine whether there are any indications for impairments. If such indications exist an estimate is made of the realisable value of the asset. In the case of assets with an indeterminable life, the realisable value is estimated each year.
An impairment loss is recognised if the book value of an asset exceeds the realisable value.

In the case of assets the realisable value is equal to the higher of the fair value after deduction of selling costs or the value in use. In determining the value in use the present value of the estimated future cash flows are calculated with the aid of a discount rate that reflects both the current market rate and the specific risks relating to the asset. Since there is no active market for the database, no use can be made at fair value for the intangible fixed assets, for which reason AND makes use of the value in use.

In addition an assessment is made as to whether a previously taken impairment loss no longer exists or has been reduced. If that is the case the previously taken loss is reversed and the book value of the asset is increased to realisable value.
For further details and assumptions in relation to the impairment test on the database reference is made to section 6.33 of the notes.

6.12 Share capital

When share capital recognised as equity is repurchased, the amount of the consideration paid, including directly attributable costs, is recognised as a change in equity. Repurchased shares are classified as own shares and presented as a deduction from total equity.
A dividend distribution to AND shareholders is treated as a liability at the point at which the General Meeting of Shareholders takes a decision to that effect.

6.13 Personnel remuneration

Defined contribution plans
A defined contribution plan is a scheme concerning benefits upon leaving employment whereby the Group pays fixed premiums to a separate entity and there is no legally enforceable or factual obligation to make further contributions. Obligations arising from promised contributions to pension schemes are treated as a charge in the profit and loss account when the contributions are payable. A promised contribution scheme applies to the employees of the Dutch companies.

Defined benefit plans
A pension plan on the basis of promised pension entitlements is one that pays an amount in pension entitlements that an employee will receive upon retirement, generally dependent on factors such as age, years of service and remuneration. In the case of the employees of the Indian company the pension scheme has certain characteristics of a defined benefit plan. Given the small and non-material size of the pension obligation no information on this has been provided in the notes.

6.14 Share-based compensation

AND allocates share options that may be qualified as share-based compensation. The options will be settled in cash. For these options the fair value is taken as a charge, with a corresponding entry of a liability. The fair value is to begin with determined as from the assignment date and is divided over the period up to the point at which the options become unconditional. The valuation and the liability are re-determined on each balance sheet date, as is the settlement date.

The fair value is determined on the basis of the Black & Scholes model. Further details are provided in section 6.27 of the notes.

6.15 Provisions

A provision is recognised in the balance sheet when the Group has a current legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and this obligation can be estimated reliably. If the effect is material provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessment of the time value of money and, where appropriate, of the risks to the liability.

6.16 Deferred tax receivables

Deferred tax receivables are calculated on the basis of the nominal taxation rates applying at the end of the financial year or at the rates applying in future years, in so far as already determined by law. Deferred tax receivables arising from forward loss compensation are valued if it may reasonably be assumed that these will be realised.
Deferred taxes are valued at nominal value. The Management Board annually reassesses the deferred tax receivable and reviews it on the basis of a planning period, in which the profit forecasts based on the most recent budget play an important part.

6.17 Trade and other liabilities

Trade and other liabilities with a term of more than one year are recognised under long-term liabilities. Trade and other liabilities are valued at amortised cost price. The initial recognition is at fair value less directly attributable transaction costs. Considering the short-term character of these particulars the amortised cost price and fair price are set equal to the nominal value.

6.18 Revenue

Revenue is recognised in so far as it is likely that the economic benefits will flow to the company and that the amount of the income can be reliably determined.

AND’s revenue is mainly generated by the granting of licenses to use the geographic data drawn from the database. In addition AND supplies services, for example on the basis of the AND LBS platform. AND concludes agreements whereby fixed amounts are charged or whereby a minimum sum is charged against any offsettable royalties, in case these exceed the minimum amount.

In case of license agreements whereby a fixed amount or a minimum amount is charged for a certain period, the revenue is assigned in proportion to the period of the applicable license agreement. When a license is perpetual the revenue is accounted for at the moment of delivery when the terms of contract are fulfilled. When a service is delivered the revenue is accounted to the period in which the service is performed. Royalties are recognized in the period to which the reported royalties relate to.

6.19 Government grants

AND receives subsidies for innovation projects (WBSO). The WBSO (Law Improvement Explore- and Developmentwork, ['Wet Bevordering Speur- en Ontwikkelings-werk']) is a fiscal incentive scheme under which the Dutch government compensates a part of the wages for research and development work. The received subsidy is matched with the costs that these aim to compensate.

6.20 Costs

Costs are determined on the basis of historic cost and assigned to the financial year to which they relate. Research costs are charged to the profit and loss account. Development costs are capitalised in so far as they comply with the relevant criteria described in section 6.33, 'Intangible fixed assets'.

Payments made under operating leases are carried in the profit and loss account on a straight-line basis over the term of the lease.

6.21 Taxation

The tax on profits is calculated on the pre-tax result in the profit and loss account, after deduction of tax losses carried forward from preceding financial years and exempted profit elements and after addition of non-deductible expenses, taking account of movements in deferred tax receivables and deferred tax liabilities. The tax rate applying in the financial year in question is used for the calculation of the profit on the result.

6.22 Consolidated cash flow statement

The consolidated cash flow statement is drawn up on the basis of the indirect method. The movement in liquid assets is based on the operating result according to the consolidated profit and loss account. The cash flows are divided into cash flows from operating activities, investment activities and financing activities. Translation differences in foreign currencies are not presented separately in the cash flow statement but are included as part of the reconciliation between the opening and closing balance of liquid assets under the 'exchange rate differences in foreign currencies' item.

6.23 Segmentation

There are no different segments in the sense of IFRS 8 identified based on the internally available (financial) management information. The explanatory requirements on the grounds of IFRS 8.32-34 are recorded in explanation 6.24.

6.24 Revenue and other income

The revenue may be analysed geographically as follows:

	2014	2013
Europe	1,792	1,979
Asia	-	1,156
North-America	3,054	1,152
Total	**4,846**	**4,287**

Revenue mainly consists of licenses and royalties from geographical data and for 2014 amount to approximately € 4.8 million (2013: € 4.2 million). In 2014 there were three customers each accounting for over 10% of revenue (2013: three customers). For 2014 an amount of approximately € 2 million is related to non-cash revenue.

6.25 Maps and sources

Maps and sources concern the procurement of geographical sources such as maps, satellite images and house number ranges.

6.26 Personnel expenses

	2014	2013
Salaries	1,356	1,374
Social security contribution	154	153
Contribution of defined contribution schemes	78	60
Outsourced work	243	-
Temporary personnel	134	20
WBSO (subsidy)	(74)	(62)
Other personnel costs	92	92
Total	**1,983**	**1,637**
Geographical distribution of the average number of full-time employees of the group		
Netherlands	15.8	15.4
India	64.1	61.4
Total	**79.9**	**76.8**
Average salary per employee		
Netherlands	79.4	84.2
India	5.2	4.8

The costs spent in 2014 for the investment in the map of North-America amount to € 1,331,000. Based on the criteria for capitalization in note 6.8 these costs qualify for capitalization in the consolidated income statement under the item capitalised development costs.

6.27 Share-based compensation

Share options have been granted to the members of the Supervisory Board and Management Board and to one employee. The exercise price of these options is based on the market price at the time of the assignment. A summary of the granted options as well as the movements during the financial year is provided below.

	Granted in			
	2002	2013	2014	Totaal
Number assigned	5.000	125.000	125.000	255.000
Method of settlement	equity	cash	cash	
Exercise price (in euros)	5,28	1,58	2,83	
Outstanding at 1 January 2014	**5.000**	**125.000**	**-**	**130.000**
Assigned	-	-	125.000	125.000
Forfeited	(5.000)	-	-	(5.000)
Outstanding per 31 December 2014	**-**	**125.000**	**125.000**	**250.000**
Exercisable as at 31 December 2014		125.000	110.000	235.000
Weighted average remaining term		0,04	1,32	

The expense of share-based compensation is as follows:

	2014	2013
Cash settled on share-based compensation	75	215
Total	**75**	**215**

From the expense of cash-settled on share-based compensation an amount of € 44,000 (2013: € 125,000) is related to the cash settled options of Mr. van der Linde.

The fair value of the outstanding options has been determined on the basis of the Black & Scholes model. The following variables have been applied:

	2014	2013
Weighted average share price (in euros)	3.00	3.23
Weighted average exercise price (in euros)	2.21	1.71
Weighted average volatility (in %)	56.7%	51.7%
Weighted average risk free interest rate (in %)	0.25%	0.33%
Weighted average expected life (in years)	0.7	1.0
Expected dividends (in %)	0%	0%

The average expected volatility is based on the historical volatility of the AND share taking account of the expected term of the options.

6.28 Remuneration Management Board

in euros	2014	2013
Short-term employee benefits	185.000	185.000
Rewards payable in time	10.000	11.000
Share-based rewards	44.000	125.000
Bonus payment	-	50.000
H.F. van der Linde	**239.000**	**371.000**

The remuneration based on share-based compensation has no relation to the amount that is paid, but on the expense that has been charged towards the result in the reported year. The expense from the crisis-levy has not been recorded under the above mentioned remuneration of the Management Board.

In case of a change of control Mr. van der Linde receives a bonus to the size of 1 year salary.

Termination benefits

The termination benefit for Mr. van der Linde amounts to one years' salary in case of termination of employment.

No loans, advances or guarantees have been granted to the members of the Management Board.

Share-based compensation of the Management Board

	Year of assignment	Exercise price	Outstanding at 31 December 2013	Outstanding at 31 December 2014	Method of settlement
H.F. van der Linde	2013	1.58	75,000	75,000	cash
H.F. van der Linde	2014	2.83	-	75,000	cash
Total			**75,000**	**150,000**	

In 2014 75,000 conditional options have been granted to Mr. van der Linde. These have become exercisable as of 31 December 2014, because the determined conditions are met.

As of 31 December 2014 the Management Board does not have shares in AND International Publishers N.V.

6.29 Remuneration Supervisory Board

in euros	2014	2013
M.S. Douma	10,000	16,000
P.W. Middelhoven	10,000	16,000
R.M. Westerhof	10,000	16,000
Total	**30,000**	**48,000**

Share-based compensation of the Supervisory Board

	Year of assignment	Exercise price	Outstanding at 31 December 2013	Outstanding at 31 December 2014	Method of settlement
P.W. Middelhoven	2002	5.00	5,000	-	equity
Total			**5,000**	**-**	

The options of Mr. Middelhoven have been forfeited after his resignation on 28 November 2014.

No loans, advances or guarantees have been granted to the member of the Supervisory Board. The members of the AND Supervisory Board do not hold any shares in AND International Publishers N.V.

6.30 Other operating expenses

	2014	2013
Accomodation, office, ICT	270	251
Marketing, PR & IR	41	46
Travel, company cars	178	202
Legal, accounting and audit	142	109
Provision for doubtful debtors	-	5
Other operating expenses	109	108
Total	**740**	**721**

Total operating lease expenses amount to € 70,000 (2013: € 74,000). The operating expenses relate to the car fleet. The total rental expenses relate to office space in The Netherlands and India and amount to € 153,000 (2013: €153,000).

6.31 Taxation

	2014	2013
Current tax expenses/tax income	681	319
Deferred tax expenses/tax income	(520)	(279)
Total income taxes	**161**	**40**

The effective tax burden is specified as follows:

		2014		2013
Pre-tax profix		2.724		1.274
Rate of tax on profits based on local tax rate	25,0%	681	25,0%	319
Effect of foreign tax rates	-0,2%	(5)	0,8%	10
Non-deductable costs	0,7%	19	4,2%	54
Effect of valuation of tax losses	-21,2%	(577)	-24,8%	(316)
Correction previous years	1,6%	43	-2,1%	(27)
Total tax burden	**5,9%**	**161**	**3,1%**	**40**

The effective tax burden, based on the pre-tax results, amounts to 5.9% (2013: 3.1%).

6.32 Tangible fixed assets

	Computer equipment	Office & equipment	Vehicles	Total
Cost price				
Position at 1 January 2013	423	188	13	624
Investments	31	1	-	32
Divestments	-	-	-	-
Currency translation differences	(33)	(24)	(2)	(59)
Position at 31 December 2013	**421**	**165**	**11**	**597**
Position at 1 January 2014	421	165	11	597
Investments	64	26	16	106
Divestments	-	(2)	-	(2)
Currency translation differences	23	15	1	39
Position at 31 December 2014	**508**	**204**	**28**	**740**
Depreciation and impairment losses				
Position at 1 January 2013	357	177	13	547
Depreciation	32	3	-	35
Divestments	-	-	-	-
Currency translation differences	(32)	(23)	(2)	(57)
Position at 31 December 2013	**357**	**157**	**11**	**525**
Position at 1 January 2014	357	157	11	525
Depreciation	42	3	2	47
Divestments	-	-	-	-
Currency translation differences	20	14	-	34
Position at 31 December 2014	**419**	**174**	**13**	**606**
Book value				
Position at 1 January 2013	66	11	-	77
Position at 31 December 2013	**64**	**8**	**-**	**72**
Position at 1 January 2014	64	8	-	72
Position at 31 December 2014	**89**	**30**	**15**	**134**

6.33 Intangible fixed assets

	Database
Purchase-/investmentvalue	
Position at 1 January 2013	18,467
Investments/capitalised development costs	-
Position at 31 December 2013	**18,467**
Position at 1 January 2014	18,467
Investments/capitalised development costs	4,721
Position at 31 December 2014	**23,188**
Amortization and impairment losses	
Position at 1 January 2013	11,896
Amortization	355
Position at 31 December 2013	**12,251**
Position at 1 January 2014	12,251
Amortization	484
Position at 31 December 2014	**12,735**
Book value	
Position at 1 January 2013	6,571
Position at 31 December 2013	**6,216**
Position at 1 January 2014	6,216
Position at 31 December 2014	**10,453**

From the investments in 2014 an amount of € 3,000,000 consists of non-cash.

Maintained assumptions

As at the balance sheet date an impairment test was performed, on the basis of which there are no indications that the database is subject to any impairment. The determination of the realizable value has been based on the value in use, since the fair value cannot be determined in the absence of an active market for the database. The value in use has been determined on the basis of the present value of the expected future cash flows over a period of five years and a terminal value for the subsequent period.
The most important assumptions on which the cash flow projections are based are:

- for the cash flows after the period of five years a growth rate of 1% is used;
- the cash flows have been discounted using a weighted average cost of capital (WACC) of 11.2% (2013: 10.5%);
- for the costs and expenses the plans for the maintenance of the database has been taken into account and also the expected growth in sales and associated costs;
- a part of the expected revenue consists of non-recurring income;
- for a material part of the expected revenue no underlying contracts exist yet, the estimate is based on discussions and outstanding leads with potential customers.

Uncertainty in valuation

In note 6.4 it has been explained that in case of possible impairment losses estimates are used. In the impairment analysis future income is estimated by the Management Board and these estimates are subjective. In 2011 an impairment loss was identified and as a consequence the valuation of the database has been adjusted. This downward adjustment needs to be reversed in case the outcome of the impairment test indicates to a higher value. In case the outcome of the impairment analysis is lower, an additional downward adjustment needs to be made. The valuation as per 31 December 2014 is based on the best estimate from Management Board of the future income and discount rate to be used. Considering that for a material part of the projected revenue there are no underlying contracts, there is uncertainty in the financial statements. A sensitivity analysis has been prepared for both the discount rate as well as the deviation from the expected growth in expected cash flow.

Sensitivity analysis

A sensitivity analysis has been prepared for both the WACC as well as the deviation from the expected growth in the expected cash flow.

Sensitivity analysis WACC			
WACC (%)	10,2%	11,2%	12,2%
Impairment	696	-	(565)

Sensitivity analysis deviation from expected growth in cash flows			
Deviation in the growth from cash flow	-5.0%	0%	5.0%
Impairment	(381)	-	447

The table above shows that if the discount rate which is used would be 1% higher, an additional impairment loss of € 565,000 would be present, while if the discount rate which is used would be 1% lower, an amount of € 696,000 of the impairment loss should be retrieved. A similar effect is visible when the assumption is made if the forecasted growth in cash flow would be 5% higher or lower. A higher than expected growth in cash flows would lead to retrieval of a portion of the impairment loss.

It is important to add to the sensitivity analysis that every material change in the assumption can lead to an adjustment in the valuation of the database, which can be both upward as downwards.

Research and development

The costs for research and development amounted to € 1,746,000 (2013: € 342,000). The costs for development are equal to the capitalised development costs in the database. These amounted to € 1,331,000 in 2014 (2013: € 0). The costs for research and development related to the hours granted for WBSO amount to € 415,000 (2013: € 342,000).

6.34 Deferred tax receivables

The balance of the deferred tax receivables arising from temporary differences between the valuation of balance sheet items for tax and commercial purposes respectively as well as the valuation of carried forward tax losses is composed as follows:

	2014	2013
Tangible fixed assets	18	19
Intangible fixed assets	1.020	1.109
Personnel-related compensation	11	6
Fiscal value of recognised tax losses	180	238
Total	**1.229**	**1.372**

The valued tax losses of the Dutch companies at the end of 2014 amount to € 0.7 million (2013: € 1.0 million). This amount has been determined on the basis of a planning period in which the profit forecasts based on the most recent budgets are an important factor. The actual outcomes will probably differ from the forecasts since the assumed events will generally not work out as expected. The resultant discrepancies could be of material significance.

The deferred tax receivable related to intangible fixed assets is related to the difference between commercial and fiscal valuation of the database.

In addition a deferred tax receivable has been recognized since there is a difference from 1 January 2007 onwards between the depreciation of tangible fixed assets for tax and commercial purposes respectively.

The deferred tax receivable in relation to personnel-related remuneration concerned is a temporary difference between the treatment of personnel-related remuneration in India for commercial and tax purposes respectively.

Deferred taxes not recognised:

in millions of euros	2014	2013
Tax losses	7.0	9.2

The expiry date of the accumulated losses which are not recognized are shown in the following table:

in millions of euros	2014	2013
up to and including 2015	4.1	6.3
up to and including 2020	2.9	2.9
Total	**7.0**	**9.2**

6.35 Trade and other receivables

	2014	2013
Debtors	270	118
Prepaid expenses	72	85
Royalties yet to be received	4	41
Accruals and other receivables	53	(1)
Total	**399**	**243**

Debtors are presented after deduction of impairment losses. At the end of 2014 debtors included a provision of € 15,000 for impairments of trade debtors (2013: € 20,000).

6.36 Cash and cash equivalents

	2014	2013
Cash at bank and in hand	159	200
Deposits	3,658	5,279
Total	**3,817**	**5,479**

The cash and cash equivalents are at the free disposal of the company. At the end of 2014 a total of € 27,563 in bank guarantees was issued (2013: € 40,206).

6.37 Shareholders' equity

	Issued and paid-up capital	Share premium reserve	Legal reserve	Unappropriated result	Other reserves	Stock compensation reserve	Total shareholders' equity
Position at 31 December 2012	**2,795**	**36,600**	**6,322**	**1,754**	**(37,882)**	**10**	**9,599**
Profit 2012	-	-	-	(1,754)	1,754	-	-
Total realised and unrealised results	-	-	(101)	1,234	-	-	1,133
Withdrawal legal reserve	-	-	(355)	-	355	-	-
Share-based compensation	-	-	-	-	-	-	-
Position at 31 December 2013	**2,795**	**36,600**	**5,866**	**1,234**	**(35,773)**	**10**	**10,732**
Profit 2013	-	-	-	(1,234)	1,234	-	-
Payment from reserves	-	(373)	-	-	-	-	(373)
Total realised and unrealised results	-	-	65	2,563	-	-	2,628
Addition to legal reserve	-	-	975	-	(975)	-	-
Share-based compensation	-	-	-	-	10	(10)	-
Position at 31 December 2014	**2,795**	**36,227**	**6,906**	**2,563**	**(35,504)**	**-**	**12,987**

Share capital

Capital issued and fully paid	number	in €
Position at 1 January 2013	3,727,137	2,795,353
Position at 31 December 2013	**3,727,137**	**2,795,353**
Position at 31 December 2014	**3,727,137**	**2,795,353**

The authorised share capital at 31 December 2014 consisted of 18,500,000 (2009: 5,000,000) shares with a nominal value of € 0.75 each.

Legal reserve

A legal reserve is held for the capitalised development costs for the database. This reserve forms part of the tied capital and can be distributed to a limited extent only.

The translation reserve consists of the exchange differences arising from the translation of the financial statements of foreign participations. The build-up of this reserve commenced on 1 January 2004. Any reserve for translation differences to be formed in the future will form part of the tied capital and can be distributed to a limited extent only.

The development of the legal reserves is as follows:

	Reserve capitalized development costs	Reserve translation differences	Total legal reserves
Position at 31 December 2012	**6,571**	**(249)**	**6,322**
Movements in financial year	(355)	(101)	(456)
Position at 31 December 2013	**6,216**	**(350)**	**5,866**
Movements in financial year	975	65	1,040
Position at 31 December 2014	**7,191**	**(285)**	**6,906**

6.38 Earnings per share

The ordinary earnings per share have been calculated by dividing the net profit attributable to the holders of ordinary shares in the parent company by the weight average number of ordinary shares issued during the year.

The diluted earnings per share have been calculated by dividing the net profit attributable to the holders of ordinary shares in the parent company by the sum of the weighted average number of ordinary shares issued during the year and the weighted average number of ordinary shares that would have been issued upon the conversion into ordinary shares of all potential ordinary shares that could lead to dilution.

The earnings per share were calculated as follows:

	2014	2013
Average weighted number of issued shares	3,727,137	3,727,137
Dilution effect of options	-	-
Dilution effect of warrants	-	-
Average weighter number of issued shares after dilution	**3,727,137**	**3,727,137**
Result for financial year	2,563,000	1,234,000
Basic profit / (loss) per share	**€ 0.69**	**€ 0.33**
Diluted profit / (loss) per share	**€ 0.69**	**€ 0.33**

6.39 Other long term debts

	2014	2013
Position at 1 January	328	354
Loan lawsuit settlement	(20)	(26)
Position at 31 December	**308**	**328**

For the settlement with the counterparty in 2011 a payment scheme was arranged. The remaining outstanding amount at the end of 2014 amounts € 397,000. Yearly an amount of € 50,000 is paid for interest and repayments. For a part of the remaining amount the interest amounts 2.5%. The outstanding amount is valued against amortized cost price and present value of the outgoing cash flows are calculated at an interest rate of 6.45%.

6.40 Trade and other liabilities

	2014	2013
Creditors	336	90
Taxes and social security premiums	31	28
Pensions	1	1
Sales invoices in advance	1,776	1,680
Other debts	579	521
	2,723	**2,320**

An amount of € 278,000 for the liability for share-based compensation is included in other debts (2013: € 203,000).

6.41 Financial instruments and risk control

The use of financial instruments arises from the group's operational activities. The group's financial instruments comprise cash, debtors and other receivables, creditors and other liabilities. AND's present policy is not to make use of derivatives in order to hedge potential risks in relation to these financial instruments.

Credit risk

Credit risk is the risk of a financial loss for the Group if a customer or counterparty of a financial instrument fails to comply with the contractual obligation that has been entered into. Credit risks arise primarily from claims on debtors.
The Group has a debtor portfolio of creditworthy parties spread over various regions. The majority of the sales concern solid, creditworthy parties. Where necessary, customers are subjected to a credit appraisal. In relation to the realised sales, write-downs on debtors have minimal over the past few years.

The book value of the financial assets represents the maximum risk and amounted at balance sheet date to:

	2014	2013
Trade and other receivables	399	243
Cash and cash equivalents	3,817	5,479
Total	**4,216**	**5,722**

The cash and cash equivalents are held with banks with an A, A2, A+ rating based on Standard & Poors, Moody's and Fitsch ratings.

The age structure of trade receivables as at the balance sheet date is as follows:

	2014		2013	
	gross	provision	gross	provision
Not overdue	87	-	98	-
1 to 60 days overdue	82	-	11	-
60 - 180 days overdue	107	6	9	-
More than one year overdue	9	9	20	20
Totaal	**285**	**15**	**138**	**20**

From the internal review of the credit quality of individual trade receivables which are not overdue no material risks have arisen. The credit quality is judged based on payment history or credit reports.

As per the balance sheet date important concentration of credit risks related to trade receivables is not applicable.

The movements in the impairment losses for debtors during the year were as follows:

	2014	2013
Position as at 1 January	20	50
Recognised impairment losses	-	5
Amortized trade receivables	(5)	(35)
Impairment losses reversed	-	-
Total	**15**	**20**

The write-off on trade receivables took place based on individual assessment of earlier trade receivables for which a provision was made

Liquidity risk

The liquidity risk is the risk that the Group will be unable to discharge its financial obligations at the required time. The Group had a total balance of cash and cash equivalents of € 3,817,000 as of the end of the year. The availability over this cash and cash equivalents is sufficient to fulfill current obligations. Excess cash and cash equivalents are placed on deposits to generate interest revenue. Past experience indicates that the Group has always been able to obtain sufficient (additional) financing for its activities.

The contractual due dates and cash flows (including owed interest) for the financial commitments are as follows:

31 December 2014	book value	contractual cash flows	< 6 months	6 -12 months	> 1 year
Creditors	336	336	336	-	-
Taxes and social security premiums	31	31	31	-	-
Pensions	1	1	1	-	-
Other long-term debts	308	404	-	50	354
Other debts	579	579	479	-	100
Total	1.255	1.351	847	50	454

31 December 2013	book value	contractual cash flows	< 6 months	6 -12 months	> 1 year
Creditors	90	90	90	-	-
Taxes and social security premiums	28	28	28	-	-
Pensions	1	1	1	-	-
Other long-term debts	328	454	-	50	404
Other debts	521	521	521	-	-
Total	**968**	**1.094**	**640**	**50**	**404**

Currency risk

The currency risk incurred by the Group arises from the purchases and sales denominated in a currency other than the functional currency of the Group. Company policy is aimed at concluding sales contracts in euros wherever possible. A certain part of the sales in 2014 is however realised from contracts in foreign currency. Apart from the currency risk from sales contracts in foreign currency the company is exposed to a currency risk on the activities in India, since the reporting currency is the Indian rupee.

The most important exchange rates during the financial year are as follows:

	average rate		rate balance sheet date	
	2014	2013	2014	2013
EUR	1.00	1.00	1.00	1.00
USD	0.75	0.75	0.82	0.73
GBP	1.24	1.18	1.26	1.20
INR	0.012	0.013	0.013	0.012

As of the balance sheet date the Group has the following outstanding amounts in foreign currency:

x € 1.000	USD		INR	
	2014	2013	2014	2013
Trade and other receivables	53	35	-	-
Trade and othe debts	-	-	(429)	(523)
Total	**53**	**35**	**(429)**	**(523)**

Sensitivity analysis

An appreciation/depreciation of the Euro in relation to the Dollar and the Indian Rupee related to the outstanding amounts in foreign currency (see table above) has the following impact on the results:

x € 1.000	USD		INR	
	2014	2013	2014	2013
Impact result appreciation € met 5%	(3)	(2)	21	26
Impact result depreciation € met 5%	3	2	(21)	(26)

Interest risk

The Group does not have any interest-bearing loans and the interest risk is therefore limited to fluctuations in the interest rates on deposits and other bank balances. Surplus cash is invested in short-term deposits at a variable rate of interest.

Capital management

The capital management of the Group is aimed at sustaining the capital structure that allows the Group to achieve its strategic goals and operational needs and contributes to future development of the activities of the Group.
The Group manages its capital structure and adjusts this when deemed necessary after changes in the economic conditions. To maintain or adjust the capital structure, the Group can issue new shares, pay back capital to shareholders or adjust the dividend-policy.

6.42 Rental and operational lease agreements

The amounts owed under rental and operational lease agreements fall due as follows:

	2014	2013
< 1 year	181	183
1 - 5 years	388	80
> 5 years	-	-
Total	**569**	**263**

The Group rents buildings and vehicles under operational leases. A charge of € 233,000 was recognised in the profit and loss account for the financial year 2014 in respect of operational leases (2013: € 227,000).

6.43 Related parties

The parties affiliated to the group, of which AND International Publishers N.V. is the parent company, may be divided into: group companies, members of the Supervisory Board and members of the Management Board. A list of the group companies may be found in section 7 of the notes. Transactions among group companies are eliminated in the consolidation and no further notes are provided on them here. For the remuneration paid to the members of the Management Board and the Supervisory Board reference is made to in sections 6.28 and 6.29 of the notes.

6.44 Subsequent events

There are no post-balance sheet events.

7. AND International Publishers NV subsidiaries

The following entities have been fully included in the consolidation.

Entity	Location, country	Interest
AND Products B.V.	Rotterdam, The Netherlands	100%
AND Data India Pvt. Ltd.	Pune, India	100%
AND International Publishers Plc (dormant)	Oxford, Great Britain	100%
AND Holding B.V. (dormant)	Rotterdam, The Netherlands	100%
AND Publishers B.V. (dormant)	Rotterdam, The Netherlands	100%

8. Company balance sheet

As of 31 December (before profit appropriation)

in thousands of euros	Note	2014	2013
Fixed assets			
Non-current assets	10.3	14,330	11,300
Deferred tax assets	10.4	180	238
Total non-current assets		**14,510**	**11,538**
Trade and other receivables	10.5	12	11
Cash and cash equivalents		3	511
Total current assets		**15**	**522**
Total assets		**14,525**	**12,060**
Shareholders' equity			
Issued and paid-up capital		2,795	2,795
Share premium reserve		36,227	36,600
Legal reserve		7,191	6,216
Exhance difference reserve		(285)	(350)
Stock compensation reserve		-	10
Unappropriated result		2,563	1,234
Other reserves		(35,504)	(35,774)
Total shareholders' equoity	**10.6**	**12,987**	**10,731**
Liabilities			
Total non-current liabilities		**-**	**-**
Trade and other liabilities	10.7	1,538	1,329
Total current liabilities		**1,538**	**1,329**
Total liabilities		**1,538**	**1,329**
Total shareholders' equity and liabilities		**14,525**	**12,060**

9. Company profit and loss account

	Note	2014	2013
Result from participations after tax	10.3	2,965	1,747
Other results after tax		(402)	(513)
		2,563	**1,234**

10. Notes to the company financial statements

10.1 General
The company financial statements form part of the financial statements 2014 of AND International Publishers N.V. With respect to the company profit and loss account of the AND International Publishers N.V. use has been made of the exemption under Article 2:402 Book 2 BW of the Netherlands Civil Code.

10.2 Principles for the valuation of assets and liabilities and the determination of the result
In order to determine the accounting policies for its company financial statements, AND International Publishers N.V. makes use of the option offered in Article 2:362 (8) of the Netherlands Civil Code. This means that the principles for the valuation of assets and liabilities and the determination of the result of the company financial statements of AND International Publisher N.V. are equal to those of the consolidated financial statements. Under these principles, participations over which significant influence is exerted are valued according to the net asset value method. A description of those principles may be found in the notes to the consolidated financial statements.

10.3 Financial fixed assets
Participating interests are valued at net asset value according to the accounting policies of the parent company's financial statements where significant influence is exercised over the financial and commercial policy. Other financial fixed assets are valued at acquisition cost or permanently lower value.
Participating interests that no longer form a strategic part of the Group and are held for disposal purposes only are valued as provided for above or at expected realisable value if lower.

	2014	2013
Participating interests in group companies		
Position at 1 January	11,300	9,654
Share in result after-tax	2,965	1,747
Currency differences	65	(101)
Position at 31 December	**14,330**	**11,300**

AND International Publishers N.V. is at the head of the Group and has capital interests that are explained in part 7 on page 40 of the financial statements.

10.4 Deferred tax receivables
Notes on the deferred tax receivables may be found in section 6.34 of the notes to the consolidated financial statements.

10.5 Trade and other receivables

	2014	2013
Prepaid expenses	12	11
Total	**12**	**11**

10.6 Shareholders' equity
Notes on the shareholders' equity may be found in section 6.37 of the notes to the consolidated financial statements.

10.7 Trade and other liabilities

	2014	2013
Creditors	19	-
Group companies	1,187	1,074
Other liabilities	332	255
Total	**1,538**	**1,329**

10.8 Personnel
During the reporting year, the company employed no members of staff (2013: 0). At the time of signing the financial statements, the company had one director and three supervisory directors.

10.9 Tax entity

AND International Publishers N.V. forms a fiscal entity for corporation tax purposes with all the Dutch companies and AND publishers Plc. In accordance with the standard conditions for a fiscal unity, the participating companies are jointly and severally liable for the payment of taxes. In addition AND International Publishers N.V. forms a fiscal entity with AND Products B.V. for VAT purposes. These two companies are also jointly and severally liable for the payment of any taxes in respect of VAT.

10.10 Remuneration of the Board of Directors and Supervisory Board

Notes on the remuneration including option rights of the Management Board and Supervisory Board may be found in sections 6.28 and 6.29 of the notes.

10.11 Auditor's fees

The fees for Mazars are as follows:

2014	Mazars accoun-tants	Mazars other
Audit	42,500	-
Fiscal advice	-	-
Total	**42,500**	**-**

2013	Mazars accoun-tants	Mazars other
Audit	35,000	-
Fiscal advice	-	10,000
Total	**35,000**	**10,000**

Rotterdam, 17 March 2015

Management Board

w.s. Mr. H.F. van der Linde

Supervisory Board

w.s. Mr. R.M. Westerhof
w.s. Mr. M.S. Douma

11. Other information

11.1 Auditor's report

REPORT ON THE FINANCIAL STATEMENTS

OUR OPINION

We have audited the 2014 financial statements of AND International Publishers N.V. in Rotterdam. The financial statements comprise the consolidated and company financial statements.

In our opinion:

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

The consolidated financial statements comprise:

1. the consolidated balance sheet as at 31 December 2014;
2. the following statements for 2014: the consolidated income statement, the consolidated statement of comprehensive income, the consolidated summary of changes in shareholders' equity, and the consolidated cash flow statement; and
3. the notes, comprising a summary of significant accounting policies and other explanatory notes.

The company financial statements comprise:

1. the company balance sheet as at 31 December 2014;
2. the company profit and loss account for the year 2014; and
3. the notes, comprising a summary of the significant accounting policies and other explanatory notes.

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 AND International Publishers N.V. in accordance with the "Verordering 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.

MATERIALITY

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 these financial statements. Materiality influences the nature, timing, and extent of our audit procedures and is used to evaluate the effect of identified misstatements on our opinion.

Based on our professional judgement we have determined the materiality for the financial statements as a whole at € 241,000. The materiality is based on 1.5% of the balance sheet total. We also take misstatements and/or possible misstatements into account that, in our judgment, are material for reasons of a qualitative nature. We agreed with the Supervisory Board that we would report to them identified misstatements exceeding € 12,000 as well as misstatement below that amount that are, in our judgment, relevant for reasons of a qualitative nature.

SCOPE OF THE GROUP AUDIT

AND International Publishers N.V. heads a group of companies. The financial information of these companies is included in the consolidated financial statements of AND International Publishers N.V.

Considering our ultimate responsibility for our opinion, 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. Determining factors are the significance and/or the risk-profile of the group entities or activities. On this basis we selected group entities for which an audit of financial information or specific balances was considered necessary.

We, and our network organisation performed the audit and review activities.

By performing the audit 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 judgment, were of most significance in the audit of the financial statements. We have communicated the key audit matters to the Supervisory Board, but they are not a comprehensive reflection of all matters that were identified by our audit and that we discussed.

We described the key audit procedures which 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.

VALUATION OF INTANGIBLE FIXED ASSETS (THE DATABASE)

The database has been valued at € 10.5 million as per 31 December 2014. Valuation of this balance is important for our audit because this valuation highly depends on management judgment. Management judgment is affected by expected future market and economic conditions. Management performed an analysis to examine whether the valuation of this balance is appropriate.

In this analysis the value of the database was tested. We have examined the assumptions used in the calculation of the database value based on appropriateness. For the audit we used a valuation-expert to evaluate the acceptability of the assumptions and the method of calculation applied by the company.

We refer to note 6.33 in the financial statements, in which the uncertainty is explained in relation to the database.

VALUATION OF DEFERRED TAX ASSETS

Deferred tax assets amount to € 1.3 million as per 31 December 2014. Approximately € 1 million of this amount relates to (temporary differences arising from the difference between the fiscal valuation and economic valuation of the database. Approximately € 0.2 million relates to fiscal losses available to offset future profits. Valuation of these fiscal losses is important for our audit because this valuation is highly dependent on management judgment. These estimates are affected by expected future market and economic conditions.

Our audit activities include, among others, the assessment of the quality of the valuation process. In addition, specific attention has been given to the assessment of the potential future fiscal profits and the expiry period within which the losses can be settled.

In note 6.34 it can be derived that a part of the available losses are recognised in the balance sheet.

CUT-OFF OF REVENUE IN THE FINANCIAL STATEMENTS FROM IMPORTANT CONTRACT

In 2014 an important contract was signed to build a high quality navigation map of the United States and Canada. The accounting treatment of this contract is highly important for our audit, becausethe cut-off of the revenue of this contract in the financial statements depends on management judgment. During our audit we examined the contract terms and assessed whether the revenue recognition is in accordance with the terms of the contract.

RESPONSIBILITIES OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD FOR THE FINANCIAL STATEMENTS

As part of the preparation of the financial statements, the Management Board is responsible for assessing the Company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the Management Board should prepare the financial statements using the going concern basis of accounting unless the Management Board either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The Management Board should disclose events and circumstances that may cast significant doubt on the Company's ability to continue as a going concern.

The Supervisory Board is responsible for overseeing the Company's financial reporting process.

OUR RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our responsibility is to plan and perform an audit engagement to obtain sufficient and appropriate audit evidence to provide a basis for our opinion. Our audit has been performed with a high but not absolute level of assurance which makes it possible that we did not detect all errors and frauds.

A more detailed description of our responsibilities is set out in.: www.nba.nl/standaardteksten-controleverklaring.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

REPORT TO THE ANNUAL REPORT AND OTHER INFORMATION

Pursuant to the legal requirements under Part 9 of Book 2 of the Dutch Civil Code (concerning our responsibility to report about the annual report and other information) we report:

- that we have no deficiencies to report as a result of our examination whether the report of the Management Board, to the extend we can assess, has been prepared in accordance with Part 9 of Book 2 of the Dutch Civil Code, and whether the information as required under Part 9 of Book 2 of the Dutch Civil Code has been annexed.
- that the report of the Management Board, to the extend we can assess, is consistent with the financial statements.

APPOINTMENT

We have been appointed as auditor of AND International Publisher N.V. by the General Meeting (of Shareholders) since the audit of financial year 2007, and are the external auditor since then.

Rotterdam, 17 March 2015

MAZARS PAARDEKOOPER HOFFMAN ACCOUNTANTS N.V.

J.J.W. Galas, MSc, RA

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end audit-declaration (this an English translation of the Dutch auditor's report. In the event of any disparity between the Dutch original and this translation, the Dutch text will prevail.

11.2 Post-balance sheet events

For post-balance sheet events please refer to section 6.44 of the financial statements.

11.3 Profit appropriation

Article 30 of the company's Article of Association lays down that the Management Board may propose adding a proportion of the profits for the year to the other reserve subject to approval by the Supervisory Board. The remainder of the results is at the disposal of the shareholders.

The Management Board proposes to the general meeting of shareholders that the profit be added to the other reserves. This proposal has already been incorporated in the financial statements.

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