

# Annual Report 2015



**ANDUS GROUP**

*Serving the industry*







*Serving the industry*

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## **Manufacturing**

FIB Industries  
Gouda Refractories  
Nedstaal Special Steel  
Van Voorden Castings

## **Services & Maintenance**

Gouda Vuurvast Belgium  
Gouda Vuurvast Services  
Gouda Feuerfest Deutschland  
ISS Projects Slovakia  
Lengkeek Staalbouw

## **Contracting**

Armada Janse  
Armada Mobility  
HSM Offshore  
HSM Steel Structures  
RijnDijk Construction

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ANDUS GROUP

## COMPANY PROFILE

Andus Group is the holding company of independent subsidiaries. Over 100 years of experience underlies the leading position that Andus Group has built up worldwide within the industry.

The operating companies of Andus Group are grouped into three divisions: Manufacturing, Services & Maintenance and Contracting. Within each of these three divisions, the focus is on the end user in one of the following market segments: industry and petrochemicals, energy, civil engineering, oil & gas, rail infrastructure, food and pharmaceuticals, dredging and maritime. Because the market cuts right across the divisional structure, any of the three divisions may operate in virtually any of the market segments that Andus Group focuses on.

Andus Group has evolved into a powerful, multidisciplinary organisation that is capable of creating added value for its customers with a wide range of services. Not only are we engineering and delivering sophisticated propellers and nozzles for the shipping industry, we are also active in the field of casting special steel in small charges, we manufacture refractory linings and concrete, we build bridges and locks, platforms for the offshore industry, we deliver high alloy castings for the dredging industry, we are active in the field of corporate identity signage and traveller related facilities in and around public areas such as railway stations. Moreover we manufacture stainless steel process equipment and undertake complex steel construction projects. The whole of Andus Group offers a wide range of technical solutions and services to their customers worldwide.

In 2015 the organisation has a combined turnover of €319 million and has approximately 1,000 employees in the Netherlands, Belgium and Slovakia. It is a company in perfect health, operating at the top of the market. Alongside autonomous growth, Andus Group strives for growth through acquisitions.

Andus Group is a strong, reliable partner for its customers, giving top-priority to the highest safety and quality standards.

### SERVING THE INDUSTRY

The Group sees its mission as: 'Serving the industry'. This motto means that customers can always call on the specialised know-how and attention in the field of process equipment and constructions, refractory solutions, offshore and maritime projects. A healthy mix of reliability and a constant drive for innovation ensure that Andus Group is able to successfully maintain its top position in the market.

Andus Group is a solid company that combines human added value with modern entrepreneurship, high quality technology, safe working and inspirational leadership.

ANDUS GROUP

**THE GROUP OF COMPANIES**

AS PER MAY 1, 2016

**EUROPE**The Netherlands | Belgium | Germany | Slovakia  
France | Greece | Italy | Norway | Spain**NORTH AMERICA**

Canada | USA

**SOUTH AMERICA**

Argentina | Brazil | Venezuela

**AFRICA**

Egypt | Mozambique | South Africa

**ASIA**Bahrain | China | India | Indonesia | Qatar  
Saudi Arabia | South Korea | UAE**OCEANIA**

Australia



● Andus Group Companies

● Local partners







**MANUFACTURING**

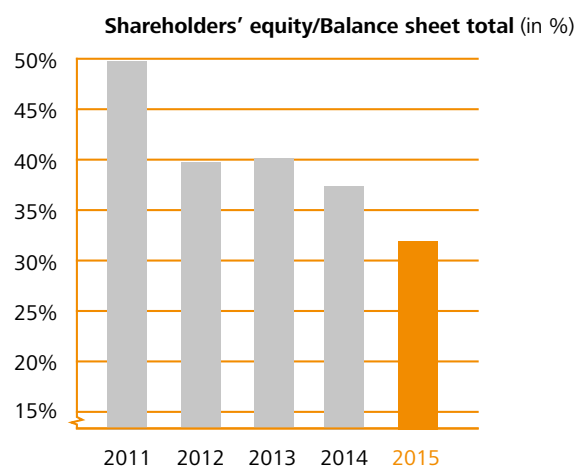
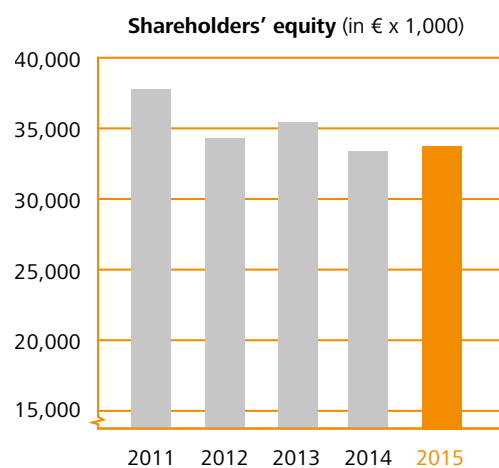
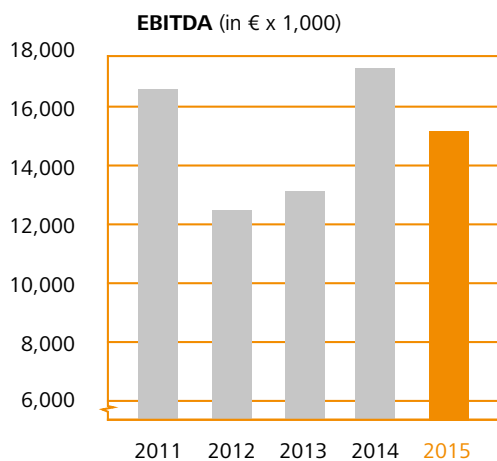
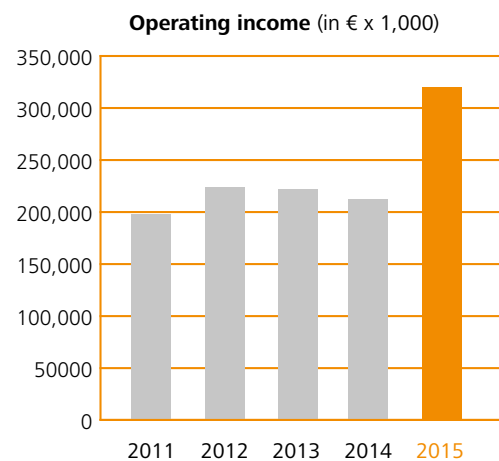
## ANDUS GROUP

## KEY FIGURES

amounts in € x 1,000

	2015	2014	2013	2012	2011
<b>Operating income</b>	<b>319,828</b>	211,911	222,786	224,276	198,341
<b>EBITDA*</b>	<b>15,241</b>	17,555	13,085	12,654	16,683
<b>Operating results</b>	<b>9,532</b>	12,001	6,010	6,019	10,871
<b>Net result</b>	<b>7,052</b>	8,769	4,223	4,366	7,922
<b>Operating results/Operating income</b>	<b>3.0%</b>	5.7%	2.7%	2.7%	5.5%
<b>Net result/Operating income</b>	<b>2.2%</b>	4.1%	1.9%	1.9%	4.0%
<b>Shareholders' equity</b>	<b>33,663</b>	33,493	35,357	34,148	37,594
<b>Balance sheet total</b>	<b>104,601</b>	90,295	88,095	86,719	75,887
<b>Shareholders' equity/Balance sheet total</b>	<b>32.2%</b>	37.1%	40.1%	39.4%	49.5%
<b>Net result/Shareholders' equity</b>	<b>20.9%</b>	26.2%	11.9%	12.8%	21.1%
<b>Current assets - current liabilities</b>	<b>3,204</b>	2,862	-947	1,868	11,989
<b>Average number of employees</b>	<b>994</b>	876	872	818	768

\* EBITDA = earnings before interest, taxes, depreciation and amortization.





**CONTRACTING**

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ANDUS GROUP

## VERSLAG VAN DE DIRECTIE VERSLAGJAAR 2015

**Het jaar 2015 laat zich kenmerken door een forse groei van de omzet. Deze is met ruim 50% gestegen naar het hoogste omzetsniveau ooit, € 319 miljoen. De overname in november 2014 van Nedstaal Special Steel in Alblasterdam heeft hier voor een groot deel aan bijgedragen, maar ook bij HSM Offshore, RijnDijk Construction en Gouda Refractories was sprake van een forse omzetsijging. Bij de overige bedrijven ligt de omzet in grote lijnen op het niveau van 2014. Het resultaat over 2015 is iets lager uitgekomen dan vorig jaar. Gezien de nog altijd uitdagende economische omstandigheden, zeker in de staal- en de olie & gasmarkt, is een EBITDA van € 15,2 miljoen voor ons een mooi eindresultaat.**

Eind 2014 heeft de overname van Nedstaal plaatsgevonden. Gezien de omvang en complexiteit van deze onderneming, in combinatie met een uitdagende markt, hebben wij in 2015 veel tijd besteed om Nedstaal verder te optimaliseren en in lijn met de Andus-filosofie te laten werken. Daarnaast is er behoorlijk geïnvesteerd om de uitstraling van het bedrijf weer zodanig te krijgen, dat het past bij de huidige tijd en het kwalitatief hoogwaardige karakter van de onderneming. Nedstaal produceert hoogwaardig gelegeerd staal voor smederijen, staaldraadproducenten en andere staalverwerkende bedrijven in Europa. Dit staal wordt toegepast in markten waar de maatstaven op het gebied van duurzaamheid, kwaliteit en veiligheid hoog liggen zoals de energiesector, automotive-, mijnbouw-, olie en gas-, en luchtvaartindustrie.

Bij zowel HSM Offshore, als RijnDijk Construction was in 2015 sprake van een fors aantal grote en complexe projecten. Deze hebben bijgedragen aan de hogere omzet van deze ondernemingen, maar hebben ook een behoorlijke wissel getrokken op de organisaties. Daarnaast is er veel effort gestoken in het verder optimaliseren van de Armada-bedrijven en Van Voorden. In dit proces zijn in 2015 verdere stappen genomen, waardoor deze ondernemingen goed zijn gepositioneerd om in 2016 een betere performance te laten zien.

Door de overname van Nedstaal is de geografische omzetverdeling veranderd t.o.v. voorgaande jaren. De procentuele omzet in Nederland is hierdoor gestegen, maar nog altijd wordt meer dan 50% van de omzet buiten Nederland gegenereerd, waarvan bijna 20% buiten Europa. Doelstelling is om dit percentage de komende jaren verder te verhogen. Binnen de omzetverdeling per sector zien wij een behoorlijke procentuele afname in de petrochemie, echter in absolute bedragen is deze min of meer gelijk gebleven. In de automotive daarentegen zien wij een forse procentuele stijging, doordat dit een belangrijk afzetkanaal is voor Nedstaal. In de olie & gasmarkt is de omzet relatief gelijk gebleven. Als gevolg van de ontwikkeling van de olieprijs en de hiermee gepaard gaande

forse afname van het investeringsniveau, zal onze omzet binnen deze branche in 2016 dalen.

HSM Offshore, Gouda Refractories en de service- en onderhouds-bedrijven Gouda Vuurvast Services, Gouda Vuurvast Belgium, ISS Projects en Lengkeek Staalbouw hebben in 2015 een (zeer) goed resultaat laten zien. De service- en onderhoudsbedrijven leveren wederom een belangrijke bijdrage aan de continuïteit van de winstgevendheid. Deze bedrijven, met vaak langlopende contracten, bieden een stabiele basis. Bovendien is het goed om naast project- en productiegebonden activiteiten een aantal bedrijven te hebben met een meer constante opdrachtenstroom.

De hierboven genoemde goed presterende bedrijven zijn ook een representatief beeld van onze drie divisies. Deze divisies, maar ook de verschillende bedrijven, bevinden zich over het algemeen in verschillende fases van een economische cyclus, zowel in een opwaartse als in een neergaande economie. Net als voorgaande jaren wordt een groot deel van de omzet buiten Nederland gegenereerd en kent de omzet een sterke geografische spreiding wat de continuïteit en het risicoprofiel van Andus Group ten goede komt. Dit alles heeft gezorgd voor een omzet van € 319 miljoen. Ondanks dat de marges in veel markten nog steeds onder druk staan, is de EBITDA in 2015 uitgekomen op ruim € 15,2 miljoen. Weliswaar iets lager dan vorig jaar, maar nog steeds zeer bevredigend. Het resultaat voor belasting bedroeg ruim € 9,5 miljoen. Ook iets lager dan vorig jaar, maar nog steeds een resultaat waar wij trots op zijn en wederom een jaar om met een goed gevoel op terug te kijken.

In 2015 bedroegen de investeringen € 5,2 miljoen, iets onder het niveau van de afschrijvingen. Na een aantal jaren van forse investeringen, zijn deze de afgelopen twee jaar iets lager. Deze investeringen hebben voornamelijk betrekking op uitbreiding of modernisering van het machinepark.

Daarnaast is het binnen Andus Group beleid om geen activa te leasen of te huren, waardoor alle investeringen vanuit eigen middelen of bestaande financieringsruimte worden voldaan. Zeker na een overname kan dit de eerste jaren een toename van het investeringsniveau betekenen.

**Samenvattend** kijken wij op het jaar 2015 terug als een jaar met een behoorlijk aantal grote en complexe projecten, het integreren van de laatste acquisitie, een aantal bedrijven die het wat lastiger hebben en een zeer stabiele performance van de divisie Services & Maintenance. Dit laat eens te meer zien dat de strategie van continuïteit door risicospreiding een juiste keuze is. De orderportefeuille voor de eerste maanden van 2016 is goed gevuld en wij zijn actief met een veelheid aan grote en minder grote



aanbiedingen, wat vertrouwen geeft voor het werkaanbod in de 2<sup>e</sup> helft van 2016.

## OMZET PER DIVISIE

Bij Andus Group hanteren we een divisiestructuur, waarbij de indeling is gebaseerd op het type activiteit dat het bedrijf uitvoert. De divisiestructuur ziet er als volgt uit: Manufacturing, Services & Maintenance en Contracting. We kiezen ervoor om de ontwikkelingen in de diverse marktsegmenten te monitoren aan de hand van deze divisiestructuur in plaats van elke werkmaatschappij afzonderlijk.

Met de drie divisies als uitgangspunt, geven wij onderstaand een korte toelichting op onze verschillende activiteiten.

### Manufacturing

In deze divisie zijn onze productieactiviteiten samengebracht. Dit betreft de productie van vuurvaste stenen en betonnen, roestvast-stalen process equipment, industrieel gietwerk zoals pomphuizen, scheepsschroeven en waaiers voor de baggerindustrie en scheepvaart en de productie van hoog gelegeerd staal voor de energiesector, de machinebouw en de automobiel- en olie- en gasindustrie.

### Services & Maintenance

Binnen deze divisie vallen alle bedrijven die zich primair richten op service- en onderhoudswerkzaamheden op het gebied van vuurvaste stenen en betonnen, en staalconstructies. Het zwaartepunt ligt bij de afvalverwerkende- en de (petro)chemische industrie.

### Contracting

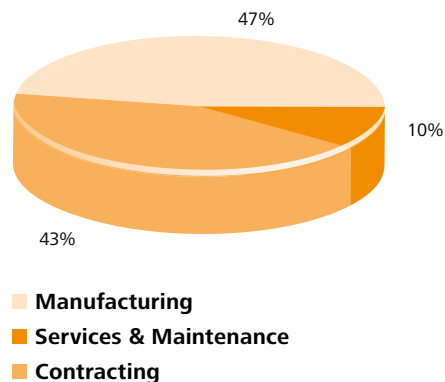
Deze divisie bestaat uit de bedrijven die zich bezighouden met het aannemen van projecten, waaronder het bouwen van offshore installaties en multidisciplinaire staalconstructieprojecten voor de (petro)chemische en zware industrie, de energiemarkt en de complexe utiliteitsbouw. Ook bouwen we mee aan grote infrastructurele projecten zoals stalen bruggen en sluiscomplexen. Daarnaast zijn we actief in speciale projecten voor het spoor en de openbare ruimten en leveren totaaloplossingen op het gebied van lichtreclame in de breedste zin van het woord.

In het diagram rechtsboven op de pagina wordt de omzet per divisie in relatie tot de totale omzet weergegeven.

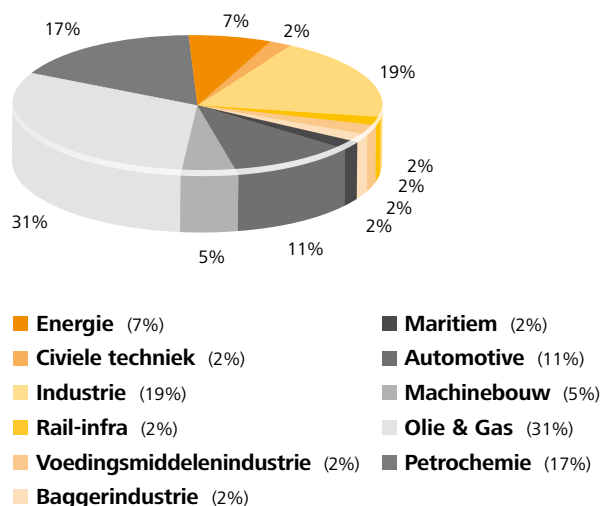
## MARKTSEGMENTEN

Binnen elk van de drie divisies ligt de focus op de eindklant, waardoor het zeer goed mogelijk is dat meerdere werkmaatschappijen dezelfde eindklant bedienen.

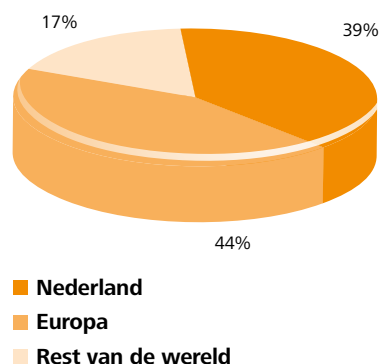
### Omzet per divisie 2015



### Marktsegmenten 2015



### Nederland, Europa en de rest van de wereld





## Industrie en Petrochemie

Dit marktsegment laat in 2015 een lichte omzetstijging zien en is nog steeds een solide basis voor ons bedrijf. We hebben wereldwijd tal van projecten gerealiseerd en zijn een betrouwbare en waardige partner voor de belangrijke spelers in deze markt. Exxon, Shell, Q8, Sabic, Petrogas, Talisman, Shin-Etsu, LyondellBasell, BASF, Total, Dubal, Emal, Rio Tinto Alcan, Tata Steel, AkzoNobel, DSM, Engie (GDF Suez), Indorama, General Electric, CRI, Yara, Belco, Aperam, Abbott, Fluor, Dow Chemical, Borealis, Aleris en Jacobs zijn enkele namen van onze klanten in Nederland en daarbuiten. Deze markt zal ook in de toekomst een van onze belangrijkste speerpunten blijven.

## Energie

In 2015 is de omzetbijdrage uit dit marktsegment gestegen, onder meer door de bouw van een grote waste-to-energy centrale en een trafo-platform. De energiemarkt blijft voor ons een belangrijke markt. Niet alleen voor projecten, maar ook voor onze vuurvast producten en serviceactiviteiten.

## Olie & Gas

In 2015 is de omzet in deze markt nog toegenomen door projecten die in 2014 zijn aangenomen. Echter de komende jaren zal dit duidelijk afnemen door de lage olieprijs waardoor de investeringen in deze sector drastisch zijn gedaald. Op de lange termijn blijft dit voor ons echter een belangrijke markt. HSM Offshore is een van de belangrijke spelers als het gaat om het bouwen van complete platforms voor olie winnende bedrijven als Shell, Talisman, Petrogas, Total, Engie E&P en vele anderen.

## Infrastructuur

Ondanks dat dit al jaren een uitdagende markt is, die sterk beïnvloed wordt door overheidsuitgaven, is onze omzet in dit segment in 2015 gegroeid door met name opdrachten van de NS en ProRail. Voor 2016 verwachten wij een verdere groei, onder andere door de bouw van een grote spoorbrug in Utrecht.

## Voedingsmiddelenindustrie

In dit marktsegment hebben wij een gelijkblijvende omzet gerealiseerd, een omzet die volledig door FIB Industries in Leeuwarden wordt gerealiseerd. Deze producent van hoogwaardig roestvaststaal equipment heeft een uitstekende reputatie in de markt voor het leveren van kelderbierinstallaties.

## Baggerindustrie

De baggerindustrie is een interessante en stabiele markt met een wereldwijd karakter. In 2015 is onze omzet in dit marktsegment stabiel gebleven, maar wij zien hier voldoende groeimogelijkheden. De grote, wereldwijd opererende baggerbedrijven zoals Boskalis,

Van Oord, Deme en Jan de Nul zijn allemaal trouwe en tevreden klanten, maar ook Suez Canal Authority bijvoorbeeld behoort tot onze vaste klanten.

## Maritiem

Ondanks dat deze markt zich kenmerkt door overcapaciteit, is onze omzet in 2015 gegroeid. Desondanks verwachten wij dat dit de komende jaren een uitdagende markt blijft, maar op langere termijn absoluut interessant. Belangrijke OEM-klanten van ons zijn o.a.: Damen Shipyards, Feadship, IHC, Steerprop, Fincantieri, Rolls-Royce, Flowserve en ZF.

## Automotive

Onze omzet in dit marktsegment wordt geheel gegenereerd door Nedstaal. Nedstaal levert hoogwaardig staal voor veel toepassingen in de automotive industrie, voornamelijk voor krukassen, kogellagers en aandrijfstukken voor o.a. SKF, NSK-AKS. Ook MAN en Daimler bijvoorbeeld zijn gerenommeerde eindgebruikers van onze producten.

## Machinebouw

Met de levering van hoogwaardig staal aan machinebouwers als Bosch Rexroth en SEW-EURODRIVE realiseren wij na de overname van Nedstaal substantiële omzet in dit marktsegment.

## NEDERLAND, EUROPA, DE WERELD

De grafiek op de vorige pagina geeft een beeld van de geografische omzetverspreiding. Een van de onderdelen van onze strategie is om zorg te dragen voor een sterke, wereldwijde, geografische omzetverspreiding. Net als in voorgaande jaren, zijn wij hier ook in 2015 in geslaagd. Dit maakt ons steeds minder kwetsbaar voor negatieve ontwikkelingen in een bepaald land of regio. Dat komt ten goede aan de continuïteit en het lage risicoprofiel van Andus Group.

## INVESTERINGEN

In 2015 hebben wij ruim € 5 miljoen euro geïnvesteerd in met name nieuwe machines, voertuigen en equipment. Een belangrijk deel van deze investeringen zijn aangewend voor uitbreiding en modernisering, waarmee het machinepark up-to-date blijft en wij kunnen blijven voldoen aan de hoge kwaliteitseisen die onze klanten stellen. Door gerichte uitbreidingsinvesteringen in de afgelopen jaren zijn wij klaar voor verdere groei in de toekomst. Het hoge investeringsniveau is eveneens noodzakelijk om te kunnen blijven opereren in de hoogwaardige markten waarin wij actief zijn. Naar verwachting zal het investeringsniveau in 2016 in lijn liggen met de afgelopen twee jaar.

## RISICOBEBEERSING

Andus Group kent een strikt beleid, gericht op een zo groot mogelijke beperking en beheersing van huidige en toekomstige risico's,





zonder daarbij afbreuk te doen aan het ondernemerschap en de flexibiliteit. Wij hebben dan ook, onder andere, alle debiteurenrisico's verzekerd en alle valutarisico's worden onmiddellijk afgedekt.

Bij het aannemen van projecten en grote orders worden met een uitgebreid team van specialisten alle risico's in kaart gebracht. Naast productierisico's, gaat het ook om klant-, landen-, capaciteits-, subcontracting- en financieringsrisico's. Voor de contractuele kant van de zaak wordt nauw samengewerkt met de juridische afdeling van Andus Group. Bij alle bedrijven worden deze projecten en grote orders periodiek besproken, waarbij de stakeholders aanwezig zijn en waarover uitgebreid gerapporteerd wordt.

Zoals wij aan onze omzetkant streven naar een sterke spreiding om het risico te beheersen, doen wij dit ook aan onze leverancierskant. Voor alle belangrijke/essentiële zaken hebben wij meerdere (vaste) leveranciers/partijen. Dit geldt dan niet alleen voor de inkoop van materialen en grondstoffen, maar ook voor b.v. het onderhoud van ICT-systemen en voor financiële instellingen zoals banken, borgmaatschappijen en kredietverzekeraars. Op deze wijze blijft de continuïteit van deze diensten en producten gewaarborgd.

Andus Group hecht intern grote waarde aan stringente en adequate risicobeheersing. Daarnaast wordt hoge prioriteit gegeven aan een sterke solvabiliteit en liquiditeit. Potentiële risico's van de onderneming zijn in kaart gebracht en worden regelmatig besproken. Eenmaal per jaar wordt hier ook in een uitgebreide sessie met de Raad van Commissarissen bij stil gestaan. De controlerend accountant omschrijft onze risicobeheersing al jarenlang als adequaat en van een goed niveau.

## WET BESTUUR EN TOEZICHT

Op dit moment voldoet Andus Group niet aan de regelgeving omtrent vertegenwoordiging door vrouwen in het bestuur. Uiteraard zullen wij, bij toekomstige vacatures, waar mogelijk rekening houden met deze regelgeving.

## PERSONEEL EN ORGANISATIE

Het zijn onze mensen die het verschil maken waar het gaat om onze klanten zo goed mogelijk van dienst te zijn. In 2015 is ons totale personeelsbestand toegenomen tot bijna 1.000 medewerkers. Het aantal flexibele medewerkers en ingeleende krachten varieerde tussen de 100 en 300. Dankzij hen zijn wij in staat pieken en dalen in de marktvraag op te vangen. Er hebben geen ingrijpende wijzigingen in het personeelsbestand plaatsgevonden, anders dan het normale verloop. Het ziekteverzuimpercentage voor de gehele groep laat geen grote afwijkingen zien in vergelijking met voorgaande jaren en blijft stabiel op ongeveer 4%.

Binnen Andus Group staan onze medewerkers centraal. Hun vakmanschap, hun inzet en hun loyaliteit maken Andus Group tot wat zij nu is: een sterke groep bedrijven, die ieder voor zich streven naar de top op hun specifieke vakgebied, maar die gezamenlijk een meerwaarde hebben die uniek is in de industrie.

## VEILIGHEID EN MILIEU

Veiligheid en gezondheid van onze medewerkers zijn belangrijke speerpunten binnen onze organisatie. Wij hanteren een strikt veiligheidsbeleid, dat zijn weerslag heeft op onze veiligheidscijfers. Dit wordt ook verlangd door onze klanten.

Er wordt veel aandacht besteed aan en energie gestoken in het verhogen van veiligheidsbewustzijn en voorkomen van ongevallen, mede door het doorlopend blijven stimuleren van onder meer bijnaongeval-meldingen. Ook het milieu-aspect van onze activiteiten heeft altijd onze volle aandacht. Enkele van onze bedrijven hebben de hoogste certificering op dit vlak (CO<sub>2</sub>-ladder).

## VOORUITZICHTEN 2016

Met de wetenschap van vandaag zijn wij ervan overtuigd dat ook 2016 een winstgevend jaar zal worden. Er is sprake van een gezonde orderportefeuille en wij zijn drukdoende met een aantal grote, interessante aanvragen en de service & maintenance-activiteiten lopen ook de eerste maanden van 2016 goed door. Mede hierdoor hebben wij alle reden om positief te zijn over 2016 en de jaren erna.



**Directie Andus Group:**  
*Tom van Rijn, Directievoorzitter (rechts)*  
*Wiebe van den Elshout, Directeur (links)*  
*Kris Rooijackers, Directiesecretaris (midden)*



**MANUFACTURING**





ANDUS GROUP

# MANAGEMENT REPORT OF THE YEAR 2015

**The year 2015 was characterised by considerable turnover growth. Sales increased by more than 50% to an all-time high total turnover of €319 million. This is largely due to the takeover in November 2014 of Nedstaal Special Steel in Alblasserdam, although HSM Offshore, RijnDijk Construction and Gouda Refractories also saw significant increases in turnover. Turnover at the other companies remained more or less on the same level as in 2014. The result in 2015 is somewhat lower than in 2014. Considering the still challenging economic situation however, certainly in the steel and oil & gas market, we consider an EBITDA of €15,2 million to be a good and satisfying end result.**

The takeover of Nedstaal took place at the end of 2014. Considering the size and complexity of this company, combined with a challenging market, we devoted considerable time in 2015 to further optimising Nedstaal and ensuring its operation would be in keeping with the Andus-philosophy. Considerable investments were also made in updating the look and feel of the company to a more modern design and high-quality image of the organisation. Nedstaal produces high-quality alloy steel for forges, steel wire manufacturers and other steel-processing companies in Europe. This steel is used in markets with high standards in terms of durability, quality and safety, such as the energy, automotive, mining, oil & gas and aviation industries.

HSM Offshore and RijnDijk Construction both undertook a significant number of large and complex projects in 2015. These contributed to the higher turnover of these companies, but also made heavy demands on the organisations. Much effort was also devoted to ensuring the further optimisation of the Armada-companies and Van Voorden. Further steps were taken in this process in 2015, as a result of which these companies are now well positioned to perform better in 2016.

The takeover of Nedstaal changed the geographical spread in turnover compared to previous years. Turnover in the Netherlands has increased in terms of percentage as a result, but more than 50% of turnover continues to be generated outside the Netherlands, with nearly 20% originating outside of Europe. The goal is to further increase this percentage in coming years. In terms of the turnover distribution per sector, we see a considerable decrease in terms of percentage in the petrochemical industry, although this shows a slight increase in absolute amounts. In the automotive industry, on the other hand, we see a significant increase in terms of percentage because this is an important sales channel for Nedstaal. Turnover has remained relatively the same in the oil & gas market. Considering the development of the price of oil and related

significant decrease in the investment level, our turnover within this sector is expected to somewhat decrease in 2016. HSM Offshore, Gouda Refractories and service and maintenance companies Gouda Vuurvast Services, Gouda Vuurvast Belgium, ISS Projects and Lengkeek Staalbouw showed excellent results in 2015. The service and maintenance companies once again contributed significantly to continued profitability. These companies, often with long-term contracts, offer a stable basis. Moreover, it is positive to have not only project and production-related activities, but a number of companies with a more constant flow of orders.

The above companies also provide a representative picture of our three divisions. These divisions, as well as the various companies, generally operate in different phases of an economic cycle, during both economic upswings and downswings. As in previous years, a large percentage of turnover is generated outside the Netherlands and there is a strong geographical spread, which benefits the continuity and risk profile of Andus Group.

All of this has resulted in a turnover of €319 million. In spite of the margins that are still under pressure in many markets, the EBITDA in 2015 was over €15.2 million. This may be slightly less than last year, but still a very satisfactory result.

The pre-tax result was more than €9.5 million. Again, slightly less than last year, but still a result to be proud of and once again a year to look back on with pride. Investments in 2015 totalled €5.2 million, slightly below the depreciation level. After a number of years with considerable investments, investment amounts have decreased significantly the past two years. Most investments have been in expanding or updating machinery. The policy within Andus Group is also to not lease or rent assets, which means that all investments are made from our own resources or within the existing financing framework. This may translate into an increase in the investment level the first few years after a takeover in particular.

**All in all**, we look back on the year 2015 as a year with a considerable number of large and complex projects, the integration of the latest acquisition, a number of companies who have experienced a number of challenges and a highly stable performance of the Services & Maintenance-division. This is once again proof that the strategy of continuity through a spread in risk is the right one. The order portfolio for the first months of 2016 is well stocked and we are actively working on a wide range of large and smaller offers, which gives us confidence for the amount of work to be carried out during the second half of 2016.



### TURNOVER BY DIVISION

Within Andus Group we employ a division structure based on the type of activity carried out by the company. The division structure is as follows: Manufacturing, Services & Maintenance and Contracting. We prefer to monitor developments in the various market segments based on this division structure instead of each operating company separately.

With the three divisions as the point of departure, we provide a brief explanation below of our various activities.

#### Manufacturing

This division is where our production activities are carried out. This includes the production of refractory materials and concrete, stainless steel process equipment, industrial casting of pump housings, ship propellers and impellers for the dredging and shipping industries and the production of high-alloy steel for the energy sector, machine manufacturing and the automobile and oil & gas industries.

#### Services & Maintenance

This division includes all companies specialising in service and maintenance work for refractory linings and concrete and steel constructions. The focus here is on the waste processing and chemical and petrochemical industries.

#### Contracting

This division consists of companies that are engaged in the contracting of projects, such as the building of offshore installations and multidisciplinary steel construction projects for the chemical, petrochemical and heavy industries, energy market and complex non-residential construction.

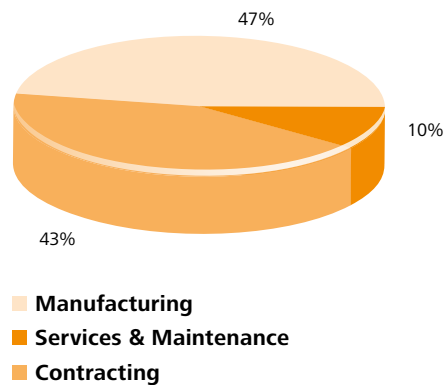
We also build on large infra structure projects, such as bridges and ship locks. Moreover we are active in the field of special projects for rail and public spaces and total solutions in terms of signing and architectural lighting.

The diagram on top shows the turnover by division compared to the total turnover.

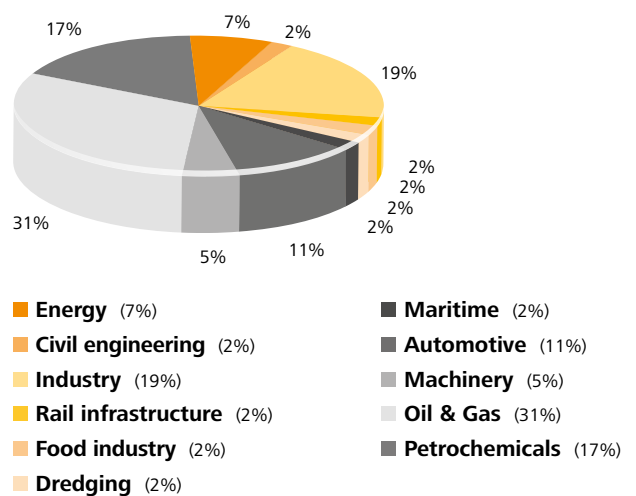
### MARKET SEGMENTS

The focus within each of the three divisions is on the end customer, which means that various companies may serve the same end customer.

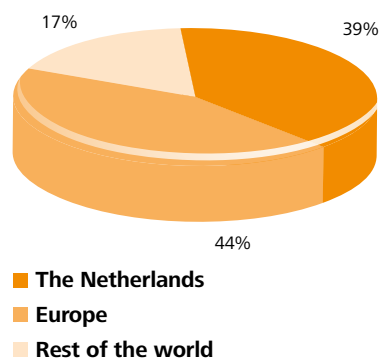
### Volume of trade by division 2015



### Market segments 2015



### The Netherlands, Europe and the world





## Industry and Petrochemicals

In 2015, this market showed a slight increase in turnover and continues to form a solid basis for our company. We have completed dozens of projects worldwide and are a reliable and valuable partner for the major players in this market. Exxon, Shell, Q8, Sabic, Petrogas, Talisman, Shin-Etsu, LyondellBasell, BASF, Total, Dubal, Emal, Rio Tinto Alcan, Tata Steel, AkzoNobel, DSM, Engie (GDF Suez), Indorama, General Electric, CRI, Yara, Belco, Aperam, Abbott, Fluor, Dow Chemical, Borealis, Aleris and Jacobs are among our customers in the Netherlands and abroad. This market will continue to be one of our important focal areas in the future.

## Energy

In 2015, the amount of turnover generated from this market segment rose, due in part to the construction of a large waste-to-energy plant and a transformer platform. The energy market continues to be an important market for us, not only for projects, but also for our refractory products and service activities.

## Oil & Gas

In 2015, turnover in this market increased due to projects launched in 2014. However, turnover here will decrease considerably in coming years due to the low oil price, as a result of which investments in this sector have declined drastically. All the same, it remains an important market for us in the long term. HSM Offshore is one of the important players with regard to the construction of complete platforms for oil extracting companies like Shell, Talisman, Petrogas, Total, Engie E&P and others.

## Infrastructure

Although a challenging market for many years and strongly influenced by government spendings, our turnover in this segment increased in 2015, especially due to orders from Dutch Railways and ProRail. We expect further growth in 2016, among others by the building contract for a large rail bridge in Utrecht.

## Food industry

We consolidated our turnover in this market segment, which was generated fully by FIB Industries in Leeuwarden. This manufacturer of sophisticated high-quality stainless steel equipment has an excellent reputation in the market of cellar beer installations.

## Dredging industry

The dredging industry is a profitable and stable market with a global character. In 2015, our turnover in this market segment remained stable, though we see plenty of growth opportunities

here. Our loyal and satisfied customers include large and worldwide operating dredging companies like Boskalis, Van Oord, Deme and Jan de Nul. But also Suez Canal Authority is a regular customer.

## Maritime

Even though this market is experiencing overcapacity, our turnover grew in 2015. All the same, we expect it to remain a challenging market in coming years, but of absolute interest in the long term. Important OEM customers of ours include Damen Shipyards, Feadship, IHC, Steerprop, Fincantieri, Rolls-Royce, Flowserve and ZF.

## Automotive

Our turnover in this market segment is entirely generated by Nedstaal. Nedstaal produces high quality steel for many applications in the automotive industry, mainly for crankshafts, bearings and drive shafts for among others SKF and NSK-AKS. Also, MAN and Daimler, for example, are reputable end users of our products.

## Machinery

Turnover in this market segment is mainly generated by Nedstaal with steel production for the established machine builders such as Bosch Rexroth and SEW-EURODRIVE.

## THE NETHERLANDS, EUROPE AND THE WORLD

The figure on the previous page shows the geographic turnover distribution. One of the principles of our strategy is to ensure strong worldwide geographic spread in turnover. As in previous years, we succeeded in this once again in 2015. This makes us increasingly less vulnerable to negative developments in a specific country or region. This benefits the continuity and low risk profile of Andus Group.

## INVESTMENTS

We invested more than €5 million in 2015, especially in new machinery, vehicles and equipment. A substantial part of these investments has been directed to expansion and modernisation, enabling us to keep our machinery up-to-date and continue to meet the high quality demands of our customers. Targeted expansion investments in recent years have prepared us for further growth in the future. The high investment level is also necessary to continue to be active in the high-quality markets in which we operate. The investment level in 2016 is expected to be in line with the level of the past two years.

## RISK MANAGEMENT

Andus Group adheres to a strict policy aimed at limiting and managing current and future risks as effectively as possible without compromising on entrepreneurship or flexibility. This includes insuring



all debt risks and fully hedging all currency risks.

On taking on new projects and large orders, an extensive team of specialists maps out all risks. In addition to production risks, they also identify customer, country, capacity, subcontracting and financing risks. Close collaboration with the legal department of Andus Group takes place for contractual processing. Projects and large orders are discussed periodically at all companies with all major stakeholders present and are subject to extensive reporting.

Just as we strive for strong distribution in order to mitigate risks with regard to turnover, the same is done with regard to suppliers. We have several temporary and regular suppliers for all essential matters. This applies not only to the purchasing of materials and raw materials, but also for the maintenance of ICT systems and financial institutions such as banks, surety companies and credit insurers. This enables us to safeguard the continuity of our services and products.

Andus Group feels very strongly about stringent and adequate risk management. High priority is also given to a strong solvability and liquidity position.

Potential risks for the company are identified and discussed regularly. An extension session with the supervisory board also devotes attention to this annually.

The auditor describes our risk management as having been adequate and on a healthy level for many years.

### MANAGEMENT AND SUPERVISION ACT

To date, Andus Group does not meet the governmental requirements on a balanced occupation of board positions, by both men and women. Andus Group will, of course, take these regulations into account for future vacancies in the board whenever possible.

### PERSONNEL AND ORGANISATION

It is our employees who make the difference when it comes to serving our customers as best as possible. In 2015, our total workforce increased to close to 1,000 employees. The number of flexible and temporary workers varied between 100 and 300. Thanks to the use of flexible staff, we are able to meet the highs and lows in market demand. No major changes have taken place in the workforce apart from regular turnover. The percentage of absenteeism due to illness for the entire group does not show any major deviations compared to previous years and has remained at a stable 4%. Our employees are the focus

of Andus Group. Their expertise, efforts and loyalty have made Andus Group what it is today: a strong group of companies, each of which strives to reach the top of its specific area of specialisation, but which together offer an added value that is unique in the industry.

### SAFETY AND THE ENVIRONMENT

The health and safety of our employees are important focal areas within our organisation. We adhere to a strict safety policy, which is reflected in our safety figures. This is also demanded by our customers. Much attention and energy is devoted to increase safety awareness and prevent accidents, thanks in part to continuously encouraging the filing of near-accident reports. We have also always had a focus on the environment and some of our companies have earned the highest level of certification in this area (CO<sub>2</sub> ladder).

### PROSPECTS FOR 2016

With the knowledge we have today, we are convinced that 2016 will also be a profitable year. We have a healthy order portfolio and are hard at work on a number of major and interesting enquiries-requests, while service & maintenance-activities have been on a healthy level during the first months of the year. Thanks in part to this we have every reason to be confident about 2016 and the years to come.



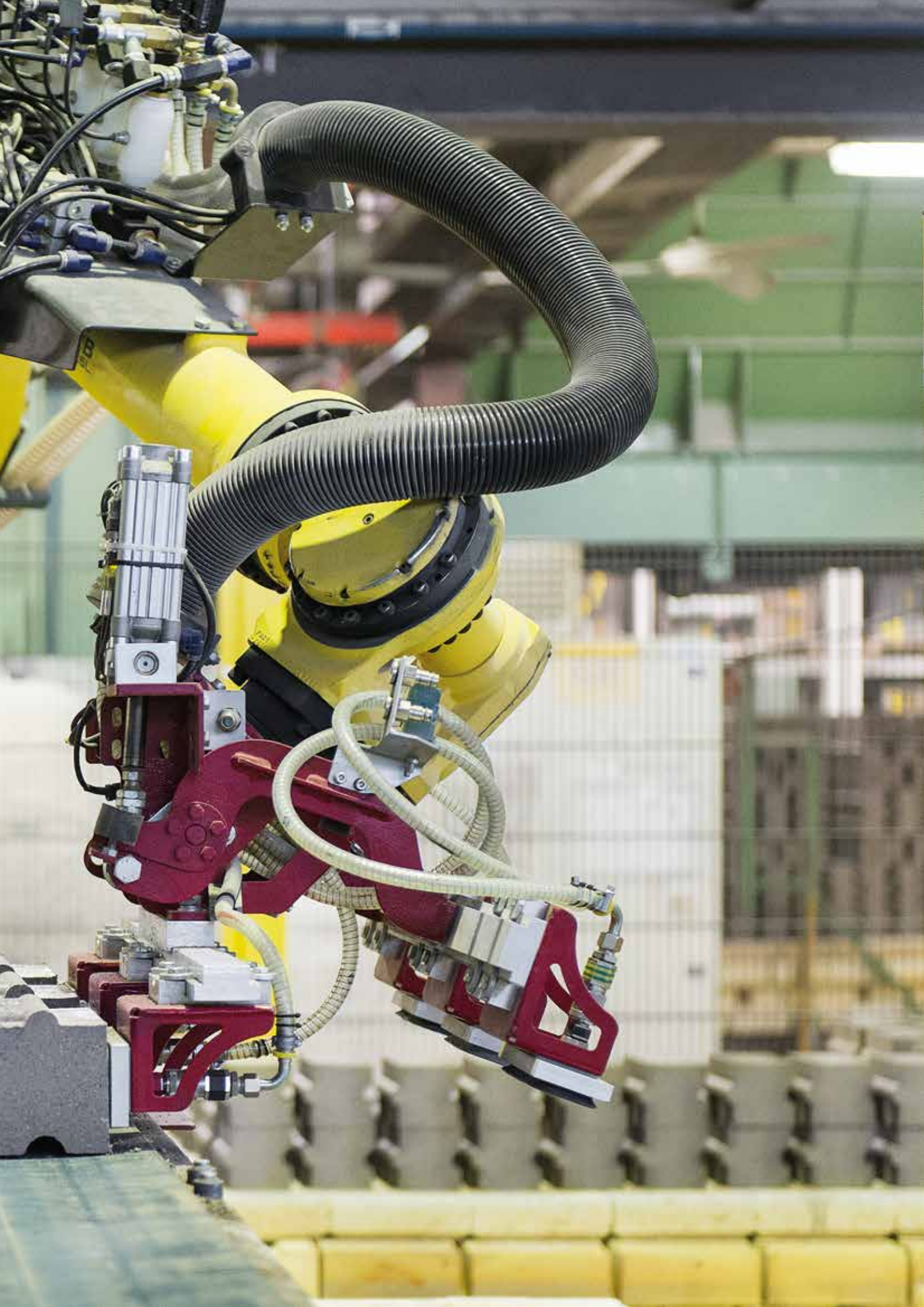
#### Andus Group Board:

*Tom van Rijn, Chairman of the Board (right)*  
*Wiebe van den Elshout, Member of the Board (left)*  
*Kris Rooijackers, Secretary to the Board (middle)*



**MANUFACTURING**





ABBREVIATED FINANCIAL STATEMENTS DERIVED FROM THE AUDITED FINANCIAL STATEMENTS 2015

## CONSOLIDATED BALANCE SHEET OF THE YEAR 2015

per December 31, 2015,  
amounts in € x 1,000

<b>ASSETS</b> (in € x 1,000)	<i>31 December 2015</i>	<i>31 December 2014</i>
<b>Fixed assets</b>		
<b>Intangible fixed assets</b>		
• Goodwill	175	261
• Others	<u>63</u>	<u>117</u>
	238	378
<b>Tangible fixed assets</b>		
• Land and buildings	3,426	4,062
• Machinery and equipment	21,376	21,008
• Other operating assets	<u>7,255</u>	<u>7,020</u>
	32,057	32,090
<b>Current assets</b>		
<b>Stock</b>		
• Raw materials and consumables	14,312	12,835
• Construction contracts	<u>6,420</u>	<u>3,117</u>
	20,732	15,952
<b>Short-term receivables</b>		
• Trade receivables	45,522	37,094
• Taxes and social securities	2,797	1,588
• Other receivables and prepaid expenses	<u>3,251</u>	<u>3,186</u>
	51,570	41,868
<b>Cash</b>	<u>4</u>	<u>7</u>
<b>Total</b>	<b>104,601</b>	<b>90,295</b>

<b>SHAREHOLDERS' EQUITY &amp; LIABILITIES</b>	<i>31 December 2015</i>	<i>31 December 2014</i>
<b>Shareholders' equity</b>	33,663	33,493
<b>Provisions</b>		
• Deferred tax liabilities	458	501
• Employee benefits	365	382
• Other	<u>1,013</u>	<u>954</u>
	1,836	1,837
<b>Short-term liabilities</b>		
• Banks	25,396	18,724
• Accounts payables	31,537	23,710
• Taxes and social securities	1,900	2,900
• Other payables and accrued expenses	<u>10,269</u>	<u>9,631</u>
	69,102	54,965
<b>Total</b>	<b>104,601</b>	<b>90,295</b>

## CONSOLIDATED INCOME STATEMENT

amounts in € x 1,000

	<b>2015</b>	<b>2014</b>
<b>Operating income</b>	319,828	211,911
• Raw materials and auxiliaries, cost of contracted work	195,963	104,147
• Wages, salaries	69,868	53,294
• Social security	11,640	10,300
• Depreciation intangible fixed assets	140	142
• Depreciation tangible fixed assets	5,266	5,058
• Other operating expenses	<u>27,116</u>	<u>26,616</u>
<b>Total operating expenses</b>	<u>309,993</u>	<u>199,557</u>
<b>Operating results</b>	9,835	12,354
• Interest income and expenses	<u>-303</u>	<u>-353</u>
<b>Result on ordinary activities before taxation</b>	9,532	12,001
• Taxation on ordinary activities	-2,480	-3,160
• Participations	<u>0</u>	<u>-73</u>
<b>Net result</b>	<b>7,052</b>	<b>8,768</b>

# CONSOLIDATED CASH FLOW STATEMENT

amounts in € x 1,000

	<b>2015</b>	<b>2014</b>
<b>Cash flow from operating activities</b>		
Operating results	9,836	12,354
Adjustments to:		
• Depreciations	5,405	5,200
• Changes in provisions	-2	-122
• Changes in receivables	-9,703	-8,069
• Changes in inventory and work in progress	-4,780	-2,229
• Changes in current liabilities (excl. bankers)	7,469	5,826
Gross cash flow from operating activities	-1,611	606
• Interest	-303	-426
• Taxation	-2,480	-3,160
Net cash flow from operating activities	5,442	9,374
<b>Cash flow from investing activities</b>		
• (Dis)investments in (in)tangible fixed assets	-5,235	-6,300
Net cash flow from investing activities	-5,235	-6,300
<b>Cash flow from financing activities</b>		
• Dividend	-6,882	-3,735
Cash flow from financing activities	-6,882	-3,735
<b>Net cash flow</b>	<b>-6,675</b>	<b>-661</b>
Cash at January 1 (incl. acquisition and disposition of participations)	-18,718	-18,057
<b>Cash at December 31</b>	<b>-25,393</b>	<b>-18,718</b>



**MANUFACTURING**



ANDUS GROUP

# NOTES TO THE 2015 ANNUAL ACCOUNTS

## PRINCIPLES FOR FINANCIAL REPORTING

### Activities

Andus Group BV is the holding company of independent subsidiaries, specialised in the worldwide realisation of industrial projects and supply and manufacturing of products for industrial end users. The activities mainly concentrate on the (petro)chemistry, oil and gas industry, energy market and civil engineering, dredging and shipping industry.

### General

The financial statements are drawn up in accordance with the provisions of Title 9, Book 2 of the Dutch Civil Code and the firm pronouncements in the Dutch Accounting Standards, as published by the Dutch Accounting Standards Board ('Raad voor de Jaarverslaggeving'). Accounting principles regarding valuation and profit recognition as below apply as well to the company's annual accounts as to the consolidated annual accounts. The financial statements are prepared under the historical cost convention.

### Principles of consolidation

Financial information relating to group companies and other legal entities which are controlled by Andus Group BV or where central management is conducted has been consolidated in the financial statements of Andus Group BV. The consolidated financial statements have been prepared in accordance with the accounting principles of Andus Group BV. The financial information relating to Andus Group BV is presented in the consolidated financial statements. Financial information relating to the group companies and the other legal entities and companies included in the consolidation is fully included in the consolidated financial statements, eliminating the intercompany relationships and transactions. Third-party shares in equity and results of group companies are separately disclosed in the consolidated financial statements. The results of newly acquired group companies and the other legal entities and companies included in the consolidation are consolidated from the acquisition date. At that date the assets, provisions and liabilities are measured at fair values. Goodwill paid is capitalised, to which amortization is charged based on the estimated useful life. The results of participations sold during the year are recognised until the moment of disposal.

The consolidated annual accounts comprise the annual accounts for:

- Andus Group BV
- BNG Staalconstructie BV in Budel
- RijnDijk Engineering BV in Eindhoven, 100% RijnDijk Construction BV
- ADS IV BV in Eindhoven
- Nefa BV in Alblasterdam, 100% Nedstaal Holding BV
- RijnDijk Construction Zuid BV in Eindhoven, 100% RijnDijk Construction BV
- Lengkeek Staalbouw BV in Hoogvliet-Rt
- Armada Rail BV in Nieuwegein, 100% Armada Group BV
- RijnDijk Construction Noord BV in Schagen, 100% RijnDijk Construction BV
- Armada Mobility BV in Nieuwegein, 100% Armada Group BV
- Armada Janse BV in Budel, 100% Armada Group BV
- RijnDijk International BV in Vianen
- ISS Projects s.r.o. in Košice (Slovakia), 100% RijnDijk International BV
- ISH Real Estate s.r.o. in Košice (Slovakia), 100% RijnDijk International BV
- HSM BV in Schiedam
- HSM Offshore BV in Schiedam, 100% HSM BV
- HSM Steel Structures BV in Schiedam, 100% HSM BV
- FIB Industries BV in Leeuwarden
- RijnDijk Construction BV in Eindhoven
- Andus Refractories BV in Vianen
- Gouda Refractories BV in Gouda, 100% Andus Refractories BV
- Gouda Vuurvast Services BV in Gouda, 100% Andus Refractories BV
- Gouda Vuurvast Belgium NV in Wijnegem (Belgium), 99% GVB Holding NV and 1% RijnDijk International BV
- GVB Holding NV in Wijnegem (Belgium), 99% Andus Refractories BV en 1% RijnDijk International BV
- Gouda Feuerfest Holding GmbH in Bochum (Germany), 100% Andus Refractories BV
- Gouda Feuerfest (Deutschland) GmbH in Bochum (Germany), 100% Gouda Feuerfest Holding GmbH
- Gouda Feuerfest GmbH in Bochum (Germany), 100% Gouda Feuerfest Holding GmbH
- GFD Services GmbH in Bochum (Germany), 100% Gouda Feuerfest Holding GmbH
- Gouda Vuurvast Nederland BV in Gouda, 100% Andus Refractories BV
- Royal Van Voorden BV in Zaltbommel
- Van Voorden Castings BV in Zaltbommel, 100% Royal Van Voorden BV
- Van Voorden Maritime BV in Zaltbommel, 100% Royal Van Voorden BV



- Nedstaal Holding BV in Alblasterdam
- Nedstaal BV in Alblasterdam, 100% Nedstaal Holding BV
- Armada Group BV in Vianen

### Financial instruments

Financial instruments be both primary financial instruments, such as receivables and payables, and financial derivatives. For the principles of primary financial instruments, reference is made to the treatment per balance sheet item. The company records the way in which the hedge relations suit the goals of the risk management, the hedge strategy and the expectation in respect of the hedge's effectiveness. The effective part of financial derivatives that have been allocated for cost price hedge accounting is valued at cost and the ineffective part is valued at fair value. The fair value changes of the ineffective part are directly recognised in the profit and loss account. The foreign currency components of both the hedged balance sheet items and the currency forward contracts that act as hedge instrument, are recognised at the rate as at balance sheet date. The foreign currency component of currency forward contracts that act as hedge instrument for hedging future transactions is valued at cost as long as the hedged position has not yet been recognized in the balance sheet.

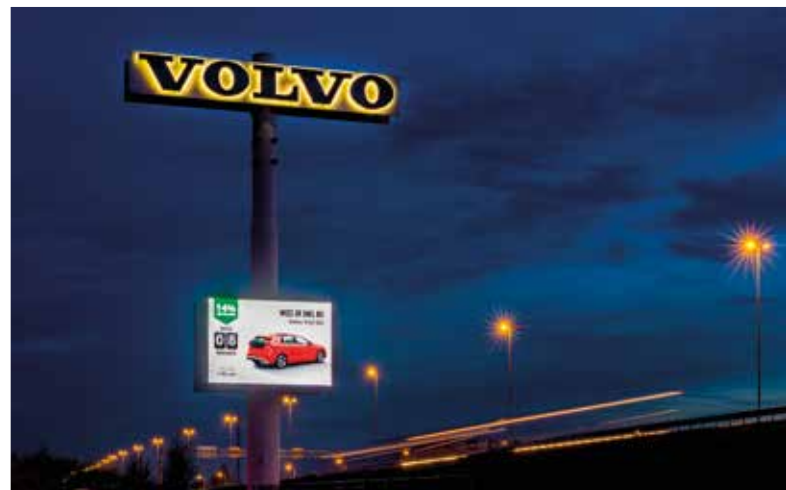
### Translation of foreign currency method

Transactions in foreign currencies are stated in the financial statements at the exchange rate of the functional currency on the transaction date.

Monetary assets and liabilities in foreign currencies are converted to the closing rate of the functional currency on the balance sheet date. The translation differences resulting from settlement and conversion are credited or charged to the income statement, unless hedge-accounting is applied.

### Estimates

The preparation of financial statements in conformity with the relevant rules requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. If necessary for the purposes of providing the view required under Section 362 (1), Book 2, of the Netherlands Civil Code, the nature of these estimates and judgements, including the related assumptions, is disclosed in the notes to the financial statement items in question.





**CONTRACTING**



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## PRINCIPLES OF VALUATION AND DETERMINATION OF ASSETS AND LIABILITIES

### Intangible fixed assets

Intangible fixed assets are stated at cost less accumulated amortization. Intangible fixed assets are amortized linearly over five years.

### Tangible fixed assets

Tangible fixed assets are stated at cost, less straight-line depreciation based on estimated useful life. Depreciation is provided from the date an asset comes into use.

### Financial fixed assets

Participations are valued at cost. Where significant influence is exercised on business and operating policy participations in consolidated group companies are valued under the equity method. The equity method is established by valuation of assets, provisions, liabilities and results on basis of the company's principles for valuation and profit recognition. Other financial fixed assets are carried at face value – after deduction of any provisions.

### Impairment of non-current assets

At each balance sheet date, the company tests whether there are any indications of assets being subject to impairment. If any such indications exist, the recoverable amount of the asset is determined. If this proves to be impossible, the recoverable amount of the cash generating unit to which the asset belongs is identified. An asset is subject to impairment if its carrying amount exceeds its recoverable amount; the recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the determination of impairment, assets are grouped at the lowest level of cash flow generating.

### Inventories

Inventories (stocks) are valued at cost price or lower realizable value. This lower net realizable value is determined by individual assessment of the inventories. Finished goods are valued at cost of manufacture or lower net realizable value. Cost of manufacture includes direct materials used, direct wages and machine costs and other direct costs of manufacture, together with applicable production overhead. Net realizable value is based on estimated selling price, less any future costs to be incurred for completion and disposal. A provision is made for obsolete stock and deducted from the total value of stock.

### Construction contracts

Construction contracts are valued at cost together with applicable production overhead, increased by profits allocated to work carried out and deducted by losses foreseeable at balance sheet date. Construction contracts are reduced by amounts invoiced on account. Construction contracts are recognised as current liabilities if the balance of all construction contracts is negative.

### Accounts receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost. If payment of the receivable is postponed under an extended payment deadline, fair value is measured on the basis of the discounted value of the expected revenues. Interest gains are recognised using the effective interest method. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables.

### Cash at hand and in bank

Cash at bank and in hand is carried at nominal value and are, unless stated otherwise, freely disposable to the company.

### Revaluation

A revaluation reserve is recognised net of deferred income tax liabilities for assets recognised at current value.

### Provisions

Provisions are valued at face value. The deferred taxation is due to differences between the valuation principle in the annual report and the valuation for tax purposes of tangible fixed assets and is valued at the discounted value at an interest rate of 25%. Revaluation of real estate abroad is provisioned for with 19%. The deferred tax assets resulting from the tax loss carried forward is valued at the discounted value.

### Provisions for employee benefits

The company has several pension plans. The Dutch plans are financed by payments to pension fund administrators, i.e. insurance companies and industry-wide pension funds. The foreign pension funds are comparable to the Dutch pension system in terms of structure and functioning. The pension liabilities under both the Dutch and the foreign plans are valued according to the 'valuation to pension fund approach'. In this approach, the contribution pay-

able to the pension fund administrator is charged to the profit and loss account. A provision is recognised for additional pension/early retirement payments for Andus Refractories employees that retire at the age of 63 with a pension of 75% of their average salary. The provision for other employee benefits is based on actuarial calculations. The provision for jubilee benefits is measured at the present value of expected benefits payable during employment. The calculation of the provision takes the expected future salary increases and the likely stay into account. The present value factor is the market rate of interest of high-quality corporate bonds of 0% (2014:0%).

### Long-term liabilities

Long-term liabilities comprise liabilities with a remaining loan term of over a year. Redemptions due within one year are included in the current liabilities.

### Current liabilities

On initial recognition current liabilities are recognised at fair value. After initial recognition current liabilities are recognised at the amortised cost price, being the amount received, taking into account premiums or discounts, less transaction costs. This usually is the nominal value.

## PRINCIPLES APPLIED TO DETERMINE THE RESULT

### General

The result is established by the difference between the operating income and all allocated costs in the reporting year. Foregoing principles of valuation and profit recognition apply to the establishment of all costs. Profit is recognised based upon percentage of completion of construction contracts. Losses originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements. All other profits and losses are accounted for on accrual basis.

### Operating income

The operating income represents amounts invoiced for goods and services supplied during the financial year under report and changes in costs and overhead charges in construction contracts, after deduction of discounts and such like.

### Depreciations

Depreciations relate to the price of acquisition or as the case may be actual value of the referring (in)tangible fixed assets. Gains and losses from the occasional sale of property, plant or equipment are included in the operating expenses.

### Financial receipts and expenditures

Financial receipts and expenditures relate to interest, to be received from and to be paid to third parties.

### Income tax

Tax on the result is calculated based on the result before tax in the income statement, taking account of the losses available for set-off from previous financial years (to the extent that they have not already been included in the deferred tax assets) and exempt profit components and after the addition of non-deductible costs. Due account is also taken of changes which occur in the deferred tax assets and deferred tax liabilities in respect of changes in the applicable tax rate.

### Cash flow statement

Cash flow statement is compiled according to the indirect method. According to this method, the net result is adjusted for profit and loss account items which do not affect income and expenditure during the year and movement in balance sheet and profit and loss account items associated with income and expenditure not considered to relate to normal operating activities. Cash flow of group companies taken over in the reporting year is taken into account for the whole year. Changes in bank credit are balanced with the changes in cash at hand and in bank.



**MANUFACTURING**

ANDUS GROUP

# INDEPENDENT AUDITOR'S REPORT

To: the board of directors of Andus Group BV

The accompanying summary financial statements, which comprise the consolidated balance sheet as at 31 December 2015, the consolidated income statement and the consolidated cash flow statement for the year then ended, and related notes, are derived from the audited financial statements of Andus Group BV for the year 2015. We expressed an unqualified audit opinion on those financial statements in our report dated 11 April 2016. Those financial statements, and the summary financial statements, do not reflect the effects of events that occurred subsequent to the date of our report on those financial statements.

The summary financial statements do not contain all the disclosures required by Part 9 of Book 2 of the Dutch Civil Code. Reading the summary financial statements, therefore, is not a substitute for reading the audited financial statements of Andus Group BV.

## Board of directors' responsibility

The board of directors is responsible for the preparation of a summary of the audited financial statements in accordance with the "notes to the 2015 annual accounts" in the summary financial statements (page 30-35).

## Auditor's responsibility

Our responsibility is to express an opinion on the condensed financial statements and the related explanatory notes based on our procedures, which we conducted in accordance with Dutch Law, including the Dutch Standard 810 "Engagements to report on summary financial statements".

## Opinion

In our opinion, the summary financial statements derived from the audited financial statements of Andus Group BV for the year 2015 are consistent, in all material respects, with those financial statements and in accordance with the "notes to the 2015 annual accounts" in the summary financial statements (page 30-35).

Eindhoven, 11 April 2016

PricewaterhouseCoopers Accountants N.V.

Original has been signed by  
E.M.A. van Heugten RA





**MANUFACTURING**



ANDUS GROUP

## REPORT FROM THE SUPERVISORY BOARD

In 2015, Andus Group achieved a good result for the financial year with as usual some occasional outliers. Within the Manufacturing division, Gouda Refractories and FIB Industries performed well. After a slow start, both companies came back strongly during the course of 2015. The results for Van Voorden and Nedstaal lagged behind due to a drop in demand and the associated price pressure.

The companies in Service & Maintenance had a great deal of work. This gave rise to superb results throughout the entire division and this far exceeded expectations.

With Contracting, HSM had plenty of work and again achieved outstanding project results. RijnDijk Construction also had a lot of work, but unfortunately some large projects did not lead to the expected results. For the Armada companies, 2015 was a difficult year. The implemented cost savings still have not shown positive results yet.

It seems that 2016 will also be an interesting year for Andus Group. The collapse in the oil and gas market will require HSM to be creative. In contrast, other markets important for Andus Group seem to be recovering nicely. Management and the Supervisory Board anticipate that the consciously chosen variety of companies within Andus Group will once again prove themselves worthy in the current circumstances.

The companies that most recently joined Andus Group will require attention from the board to further strengthen the 'Andus culture' in 2016.

A major event in 2015 was the addition of a second shareholder in Andus Group, i.e. De Hoge Dennen Capital PE. The Supervisory Board welcomes this development, which provides an additional guarantee for the continuity of Andus Group in the longer term.

The Supervisory Board met with the management of Andus Group five times last year. Naturally, they discuss the state of affairs within the company on every occasion. And each time they zoom in on particular developments and decisions that must be taken.

In addition to the developments in the group and in the individual companies, the following topics were discussed:

- The financial statements for 2014. These were discussed in the presence of the accountant and approved and submitted to the General Shareholders Meeting for adoption.
- Risk management.
- Management Development.

- The annual evaluation of the consultation process between the Board of Directors and the Supervisory Board.

Finally, the Supervisory Board discussed its own performance as is customary.

Annual visits deepen the knowledge, insight and perception of the supervisory board about the individual companies within Andus Group. In 2015, the supervisory board visited HSM.

For all the members of the Supervisory Board, there are no circumstances that prevent them from working independently and critically in whatever manner.

The Supervisory Board thanks all those involved in Andus Group for their efforts and achievements in 2015.

### Supervisory board:



Wouter Waleson



Paul Medendorp



Daan Sperling



**CONTRACTING**

ANDUS GROUP

**LIST OF GROUP COMPANIES**

AS PER MAY 1, 2016

**ANDUS Group BV**

Voorstraat 56, 4132 AS Vianen, NL

T +31 (0)30 - 211 58 00

F +31 (0)30 - 820 05 80

I [www.andusgroup.com](http://www.andusgroup.com)**Subsidiaries****MANUFACTURING****FIB Industries BV**

Managing director: Rien Pepping

*Stainless steel process equipment and beer systems*

Einsteinweg 18, 8912 AP Leeuwarden, NL

T +31 (0)58 - 294 59 45 I [www.fib.nl](http://www.fib.nl)**Sales Office**

Alte Bahnhofstraße 56a, D-44892 Bochum

T +49 (0)2154 - 9313 003 I [www.fib.nl](http://www.fib.nl)**Gouda Refractories BV**

Managing director: Marcus Schuchmann

Commercial director: Michel Grootenboer

*Design, manufacturing and supply of refractory linings***Production locations**

Goudkade 11-16, 2802 AA Gouda, NL

T +31 (0)182 - 59 14 00 I [www.goudarefractories.com](http://www.goudarefractories.com)

De Rondoven 2, 4191 GX Geldermalsen, NL

T +31 (0)345 - 57 49 43 I [www.goudarefractories.com](http://www.goudarefractories.com)**Sales Office**

Alte Bahnhofstraße 56a, D-44892 Bochum

T +49 (0)2154 - 888 700 I [www.goudarefractories.com](http://www.goudarefractories.com)

Vianen



Leeuwarden



Gouda



Geldermalsen

**Nedstaal Special Steel BV**

Managing director: Gita Hoogeveen

*Manufacturing of various types of customised high grade steel*

Rapenburg 1, 2950 AE Alblasterdam, NL

T +31 (0)78 - 692 37 00 | [www.nedstaal.nl](http://www.nedstaal.nl)



Alblasterdam

**Van Voorden Castings BV**

Managing director a.i.: Tom van Rijn

*Design and manufacturing of high alloyed industrial castings*

Bossekamp 6, 5301 LZ Zaltbommel, NL

T +31 (0)418 - 57 12 00 | [www.vanvoorden.nl](http://www.vanvoorden.nl)



Zaltbommel

**SERVICES & MAINTENANCE****Gouda Vuurvast Belgium NV**

Managing director: Philip Knipscheer

*Supply, installation and maintenance of refractory linings*

Vosveld 13, B-2110 Wijnegem (Antwerp), Belgium

T +32 (0)3 - 326 57 00 | [www.goudavuurvast.be](http://www.goudavuurvast.be)



Wijnegem (Antwerp,B)

**Gouda Vuurvast Services BV**

Managing director: Arie van Vliet

*Supply, installation and maintenance of refractory linings*

Goudkade 11, 2802 AA Gouda, NL

T +31 (0)182 - 59 14 00 | [www.goudaservices.com](http://www.goudaservices.com)



Gouda

**Sales Office**

Alte Bahnhofstraße 56a, D-44892 Bochum

T +49 (0)2154 - 93 13 002 | [www.goudaservices.com](http://www.goudaservices.com)

**ISS Projects s.r.o.**

Managing director: Erik Palinsky

*Staffing for refractory and construction projects*

Hraničná 2, 040 17 Košice, Slovakia

T +421 (0)55 - 729 92 27 | [www.issprojects.sk](http://www.issprojects.sk)



Košice (SK)

**Lengkeek Staalbouw BV**

Managing director: Dick Bikker

*Maintenance oriented steel contractor*

Oppermanstraat 80, 3194 AC Hoogvliet, NL

T +31 (0)10 - 416 16 44 | [www.lengkeek-staalbouw.nl](http://www.lengkeek-staalbouw.nl)



Hoogvliet

**CONTRACTING****Armada Janse BV**

Managing director: Leon Akkermans

*Total solutions for illuminated advertising and signposting*

Fabrieksstraat 102, 6021 RE Budel, NL

T +31 (0)40 - 256 19 11 | [www.armadajanse.nl](http://www.armadajanse.nl)



Budel

**Armada Mobility BV**

Managing director: Peter Baars

*Overall supplier of public design projects*

Groningenhaven 2, 3433 PE Nieuwegein, NL

T +31 (0)30 - 246 95 00 | [www.armadamobility.nl](http://www.armadamobility.nl)



Nieuwegein

**HSM Offshore BV**

Managing director: Jaco Lemmerzaal

Technical director: Gijs Kaashoek

*Compression and process modules, wellhead and production platforms, jackets, offshore high voltage stations (OHVS), living quarters*

Westfrankelandsedijk 9, Haven 528, 3115 HG Schiedam, NL

T +31 (0)10 - 427 92 00 | [www.hsm.nl](http://www.hsm.nl)



Schiedam

**HSM Steel Structures BV**

Managing director: Jaco Lemmerzaal

Technical director: Gijs Kaashoek

*Bridges, barriers and ship locks*

Westfrankelandsedijk 9, Haven 528, 3115 HG Schiedam, NL

T +31 (0)10 - 427 92 00 | [www.hsm.nl](http://www.hsm.nl)



Schiedam

**RijnDijk Construction BV**

Managing director a.i.: Wiebe van den Elshout

Technical director: Wout van Brandenburg

*Project management, engineering, production and on-site installation of large turnkey industrial projects*

Beukenlaan 115, 5616 VC Eindhoven, NL

T +31 (0)40 - 246 72 28 | [www.rijndijk.com](http://www.rijndijk.com)



Eindhoven

**Workshop facilities:**

Zijperweg 8, Industrieterrein Lagedijk, 1742 NE Schagen, NL

T +31 (0)224 - 27 31 00 | [www.rijndijk.com](http://www.rijndijk.com)



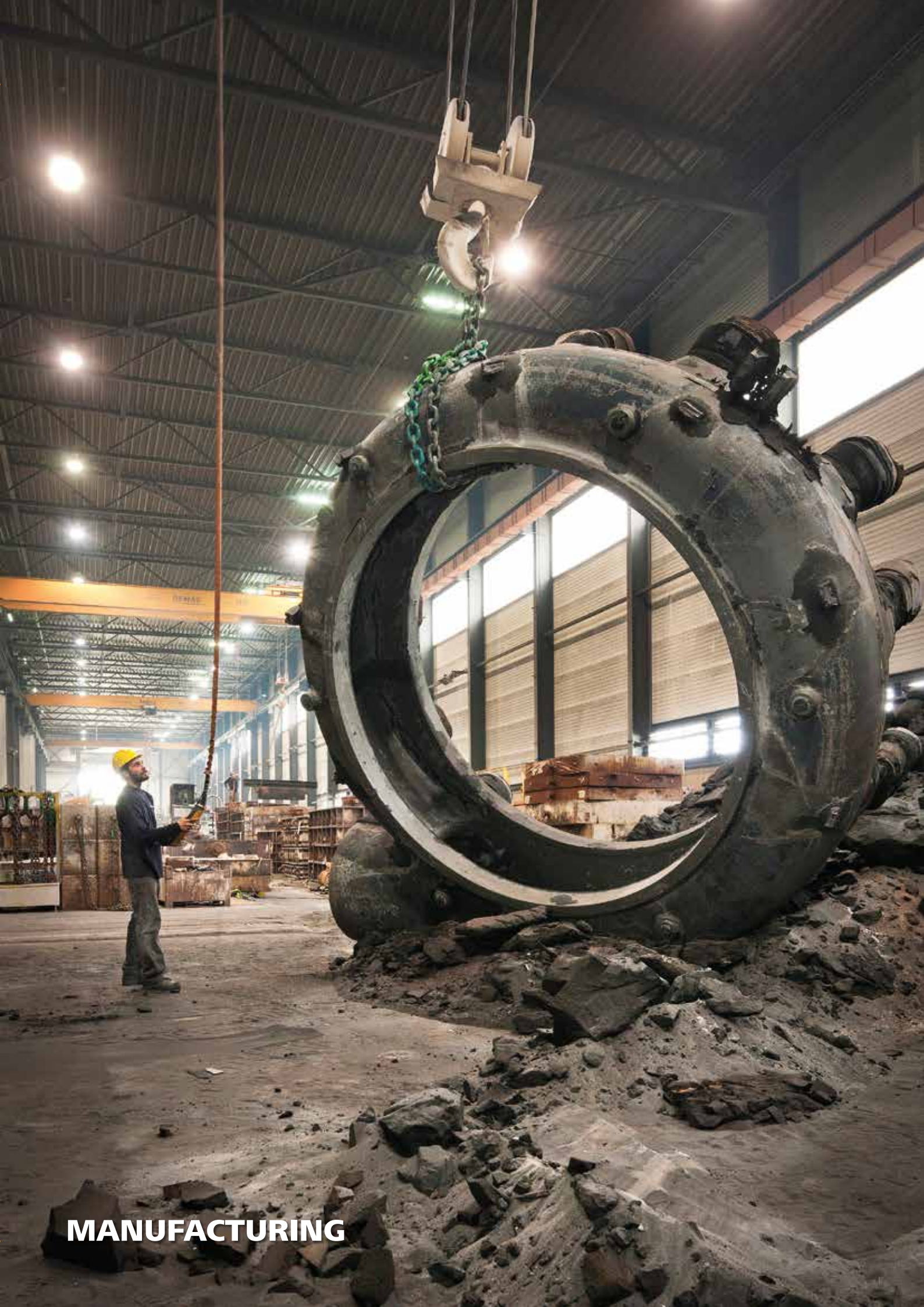
Schagen

Fabrieksstraat 104, 6021 RE Budel, NL

T +31 (0)495 - 49 18 02 | [www.rijndijk.com](http://www.rijndijk.com)



Budel



**MANUFACTURING**









Voorstraat 56, 4132 AS Vianen NL

**T** +31 (0)30 - 211 58 00

**F** +31 (0)30 - 820 05 80

**E** [info@andusgroup.com](mailto:info@andusgroup.com)

**I** [www.andusgroup.com](http://www.andusgroup.com)