

**LUPIN HOLDINGS B.V.**

Amsterdam, the Netherlands

**FINANCIAL REPORT FOR THE YEAR  
ENDED MARCH 31, 2017**

**Baker Tilly Berk N.V.**  
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## LUPIN HOLDINGS B.V.

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## LUPIN HOLDINGS B.V.

**Balance sheet as at March 31, 2017**  
(in USD, before appropriation of results)

	Notes	March 31, 2017	Restated (EUR to USD) March 31, 2016
<b>ASSETS</b>			
<b>Fixed assets</b>			
Financial fixed assets	4	275,459,966	278,106,444
<b>Current assets</b>			
Receivables	5	5,991,199	4,773,568
Cash and cash equivalents	6	6,136,281	2,220,575
		<u>12,127,480</u>	<u>6,994,143</u>
<b>TOTAL ASSETS</b>		<u>287,587,446</u>	<u>285,100,587</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Equity</b>			
Issued and paid-up capital	7	120,178,288	120,178,288
Share premium		103,387,463	103,387,463
Other reserve		59,549,211	51,542,210
Result for the year		2,937,084	8,007,001
		<u>286,052,046</u>	<u>283,114,962</u>
<b>Provisions</b>			
Deferred Income tax	8	1,375,909	1,408,183
		<u>1,375,909</u>	<u>1,408,183</u>
<b>Current Liabilities</b>			
	9	159,491	577,442
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>287,587,446</u>	<u>285,100,587</u>

## LUPIN HOLDINGS B.V.

### Income statement for the financial year ended March 31, 2017 (in USD)

	Notes	March 31, 2017	Restated (EUR to USD) March 31, 2016
General and administrative expenses	11	153,248	153,375
<b>Operating expenses</b>		<b>153,248</b>	<b>153,375</b>
<b>OPERATING PROFIT</b>		<b>(153,248)</b>	<b>(153,375)</b>
Result on participation's/subsidiaries	12	1,542,708	9,213,581
Interest income on loans to group companies		2,119,399	1,471,775
Bank and other interest		(124)	67
Interest income on time deposit		24,257	-
Withholding tax on dividend received		(39,099)	(442,741)
Withholding tax on interest received		(3,765)	-
Withholding tax on interest accrued		(4,008)	-
Interest on Corporate Income Tax		-	(27,329)
Exchange differences		(116,684)	(2,322,273)
<b>Financial income and expenses</b>		<b>3,522,684</b>	<b>7,893,080</b>
<b>RESULT BEFORE TAXATION</b>		<b>3,369,436</b>	<b>7,739,705</b>
Income tax expense		(432,352)	(498,357)
Deferred income tax		--	765,653
<b>NET RESULT AFTER TAXATION</b>		<b>2,937,084</b>	<b>8,007,001</b>

# LUPIN HOLDINGS B.V.

## Notes to the balance sheet and income statement as at March 31, 2017

(in USD)

### 1 GENERAL

Lupin Holdings B.V. is a Dutch private company with limited liability, incorporated in Amsterdam on March 30, 2007. The Company mainly acts as a holding and finance company and currently has its office address at Naritaweg 165, 1043 BW, Amsterdam, the Netherlands. Chamber of Commerce Trade Register number: 34270847.

#### (a) Group structure

The Company is a member of the Lupin group. The ultimate parent company of this group is Lupin Limited, Mumbai, India. The financial statements of the Company are included in the consolidated financial statements of Lupin Limited, Mumbai, India.

#### (b) Related party transactions

All legal entities that can be controlled, jointly controlled or significantly influenced are considered to be a related party. Also entities which can control the company are considered a related party. In addition, statutory directors and close relatives are regarded as related parties.

Significant transactions with related parties are disclosed in the notes insofar as they are not transacted under normal market conditions. The nature, extent and other information is disclosed if this is required for to provide the true and fair view.

#### (c) Consolidation

Consolidated Financial Statements have not been prepared, as is permitted by Article 408, Book 2 of the Netherlands Civil Code. Pursuant to the conditions of this article, the Company will file with the Trade Register of the Chamber of Commerce in Amsterdam the consolidated financial statements of its ultimate parent company Lupin Limited, Mumbai, India.

#### (d) Use of estimates

In applying the accounting policies and guidelines for preparing the financial statements, management makes a range of estimates and judgments that might be essential for the amounts disclosed in the financial statements. If necessary for the purposes of providing the view required under Section 362(1), Book 2, of the Dutch Civil Code, the nature of these estimates and judgments, including the related assumptions, is disclosed in the notes to the Financial Statement items in question. Actual amounts may differ from these estimates.

## LUPIN HOLDINGS B.V.

### Notes to the balance sheet and income statement as at March 31, 2017 (in USD)

#### 2 ACCOUNTING POLICIES FOR THE BALANCE SHEET

The accompanying Financial Statements have been prepared in accordance with the statutory provisions of Part 9, Book 2, of the Netherlands Civil Code and the firm pronouncements in the Guidelines for Annual Reporting in the Netherlands as issued by the Dutch Accounting Standards Board, taking into account the exemptions offered by the Dutch Accounting Standards Board.

In general, assets and liabilities are stated at the amounts at which they were incurred or current value. If not specifically stated otherwise, they are recognized at the amounts at which they were acquired or incurred. The balance sheet and income statement include references to the notes.

##### (a) Comparison with previous year

The accounting policies have been consistently applied to all the years presented. The functional currency of the Company changed in 2016 to USD. The reason for this change in functional currency is that both the majority of the assets and the majority of transactions are in USD. The comparative figures have been restated in USD against the exchange rate as of March 31, 2016. The USD/EUR exchange rate used was 0.8806.

##### (b) Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange prevailing at the balance sheet date. Foreign currency transactions in the reporting period are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates are recognised in the income statement.

Translation differences on non-monetary assets held at cost are recognised using the exchange rates prevailing at the dates of the transactions (or the approximated rates).

##### (c) Financial fixed assets

Participating interests, including majority investments where significant influence can be exercised, are stated at acquisition cost in accordance with Article 214.325 of the Guideline for Annual Reporting in the Netherlands as issued by the Dutch Accounting Standards Board, with reference to Title 9, Book 2, Article 408 of the Dutch Civil Code or in case of a permanent impairment of the value of the shares, it is measured at impaired value; any write-offs are disclosed in the income statement (refer to note 2 (d) Impairment).

## LUPIN HOLDINGS B.V.

Notes to the balance sheet and income statement as at March 31, 2017  
(in USD)

### 2 ACCOUNTING POLICIES FOR THE BALANCE SHEET (CONTINUED)

#### (d) Impairment

At each balance sheet date, the Company tests whether there are any indications of assets being subject to impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent, if any, of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. 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. An impairment loss is recognised immediately in the income statement.

If it is established that a previously recognised impairment loss no longer applies or has declined, the increased carrying amount of the assets in question is not set any higher than the carrying amount that would have been determined had no asset impairment been recognised. A reversal of an impairment loss is recognised immediately in the income statement.

#### (e) Receivables

Receivables are valued upon initial recognition at fair value and then valued at amortized cost.

#### (f) Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank balances and deposits held at call with maturities of less than 12 months. Bank overdrafts, if any, are shown within borrowings in current liabilities on the balance sheet. Cash and cash equivalents are stated at face value.

#### (g) Equity

Direct changes in equity are recognised net of the relevant income tax effects.

#### (h) Provisions

##### *General*

Provisions are recognised for legally enforceable or constructive obligations existing at the balance sheet date, the settlement of which is likely to require an outflow of resources and the extent of which can be reliably estimated. Provisions are measured on the basis of the best estimate of the amounts required to settle the obligation at the balance sheet date. Unless indicated otherwise, provisions are stated at the present value of the expenditure expected to be required to settle the obligations.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement shall be recognised when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement shall be treated as a separate asset.

## LUPIN HOLDINGS B.V.

### Notes to the balance sheet and income statement as at March 31, 2017

(in USD)

#### 2 ACCOUNTING POLICIES FOR THE BALANCE SHEET (CONTINUED)

##### *Deferred income tax assets and liabilities*

Deferred income tax assets and liabilities are recognised to provide for temporary differences between the tax bases of assets and liabilities, and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are deductible temporary differences and available fiscal losses are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences and fiscal losses can be utilised.

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

Deferred income taxes are recognised at face value.

#### 3 ACCOUNTING POLICIES FOR THE INCOME STATEMENT

##### (a) General

Profit or loss is determined as the difference between the realisable value of the goods delivered and services rendered, and the costs and other charges for the year. Revenues on transactions are recognised in the year in which they are realised.

##### (b) Exchange rate differences

Exchange rate differences arising upon the settlement or conversion of monetary items are recognised in the income statement in the period that they arise.

##### (c) Financial income and expenses

Interest paid and received is recognised on a time-weighted basis, taking account of the effective interest rate of the assets and liabilities concerned. When recognising interest paid, allowance is made for transaction costs on loans received as part of the calculation of effective interest.

Dividends receivable from associates not carried at net asset value and securities are recognised as soon as the Company acquires the right to them.

##### (d) Taxation

Income tax is calculated on the profit/loss before tax in the income statement, taking into account any losses carried forward from previous financial years (where not included in deferred income tax assets) and tax-exempt items, and plus non-deductible expenses. Account is also taken of changes in deferred income tax assets and liabilities owing to changes in the applicable tax rates.



## LUPIN HOLDINGS B.V.

**Notes to the balance sheet and income statement as at March 31, 2017**  
(in USD)

### FIXED ASSETS

#### 4 FINANCIAL FIXED ASSETS

Movements in financial fixed assets can be broken down as follows:

	Amounts due from group companies	Investments in group companies	Total
<b>Opening balance</b>	59,479,487	218,626,957	278,106,444
<b>Movements 2017</b>			
Additions	500,000	15,004	515,004
Disposals	(500,000)	(2,577,283)	(3,077,283)
Exchange differences	(84,199)	--	(84,199)
<b>Closing balance</b>	<u>59,395,288</u>	<u>216,064,678</u>	<u>275,459,966</u>

The amounts due from group companies are specified as follows:

Name	CCY	Amount in	
		CCY	
		2017	2016
Hormosan Pharma GmbH	EUR	1,250,000	1,335,288
Lupin (Europe) Limited			6,000,000
Lupin Atlantis Holdings SA			50,000,000
Lupin Pharma Canada Ltd.			2,000,000
Lupin Middle East FZ-LLC			60,000
		<u>59,395,288</u>	<u>59,479,487</u>

The company's investments in group companies comprise the following:

Name	Registered office	Ownership	Acquisition cost 2017	Acquisition cost 2016
Kyowa Pharmaceutical Industry Co. Ltd	Japan	99.82%	49,626,667	49,626,667
Hormosan Pharma GmbH	Germany	100.00%	19,877,866	19,877,866
Pharma Dynamics (Proprietary) Ltd	South Africa	100.00%	116,617,237	116,617,237
Multicare Pharmaceuticals Philippines Inc	Philippines	51%*	4,145,913	4,145,913
Generic Health Pty Ltd	Australia	100.00%	20,036,589	20,036,589
Lupin Pharma Canada Ltd	Canada	0.00%	--	2,577,283
Lupin Mexico SA de CV	Mexico	100.00%*	764,581	764,581
Lupin Philippines Inc.	Philippines	100.00%*	998,044	998,044
Generic Health SDN BHD	Malaysia	100.00%*	78,427	63,427
Medquimica Industria Farmaceutica LTDA	Brazil	4.86%	3,919,348	3,919,348
Limited Liability Company Lupin Pharma	Russia	0.1%	2	2
Lupin Ukraine LLC	Ukraine	0.1%	4	--
			<u>216,064,678</u>	<u>218,626,957</u>

\* Includes shares held by Nominees / Fellow Subsidiary.

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## LUPIN HOLDINGS B.V.

**Notes to the balance sheet and income statement as at March 31, 2017**  
(in USD)

### CURRENT ASSETS

#### 5 RECEIVABLES

As at March 31, 2017, this item can be detailed as follows:

	2017	2016
Amounts due from group companies	5,972,324	4,760,916
Value added tax	5,572	4,214
Prepaid expenses	8,734	8,438
Interest on time deposit	4,569	--
<b>Total receivables</b>	<b>5,991,199</b>	<b>4,773,568</b>

All receivables fall due in less than one year. The fair value of the receivables approximates the book value.

Amounts due from group companies are specified as follows:

Name	CCY	Amount in CCY	2017	2016
Hormosan Pharma GmbH	EUR	--	--	4,732
Lupin Atlantis Holdings SA			712,153	284,375
Lupin Pharma Canada Ltd. *			500,000	--
Lupin Pharma Canada Ltd.			36,068	10,111
Medquimica Industria Farmaceutica LTDA			4,723,019	4,461,433
Lupin Middle East FZ-LLC			1,084	265
			<b>5,972,324</b>	<b>4,760,916</b>

\*Part of loan receivable that was repaid on April 3, 2017.

#### 6 CASH AND CASH EQUIVALENTS

Description	CCY	Amount in CCY	2017	2016
Citibank International PLC, the Netherlands - in Current Account	EUR	557,413	595,445	1,262,369
Citibank International PLC, the Netherlands - in Current Account			1,021,141	958,199
Citibank International PLC, London - in Current Account	EUR	2	2	2
State Bank of India, London - in Current Account	EUR	5	5	5
Time deposit State Bank of India, London			4,519,688	--
			<b>6,136,281</b>	<b>2,220,575</b>

The cash and cash equivalents are fully at the Company's free disposal.

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## LUPIN HOLDINGS B.V.

### Notes to the balance sheet and income statement as at March 31, 2017 (in USD)

#### 7 SHAREHOLDERS' EQUITY

The Company's authorised share capital amounts to EUR 200,000,000 and consists of 200,000 ordinary shares with a nominal value of EUR 1,000 each.

As at March 31, 2017, 105,829 shares were issued and fully paid-up. The movements in the year under review can be summarised as follows:

		Issued and paid-up capital	Share Premium	Other reserve	Result for the year	Total
<b>Opening balance 2016</b>	<b>EUR</b>	105,829,000	--	31,880,213	13,507,855	151,217,068
Additions		--	91,043,000	--	--	91,043,000
Result for the year		--	--	--	7,050,967	7,050,967
Profit appropriation		--	--	13,507,855	(13,507,855)	--
<b>Opening balance 2017</b>	<b>EUR</b>	<u>105,829,000</u>	<u>91,043,000</u>	<u>45,388,068</u>	<u>7,050,967</u>	<u>249,311,035</u>

Conversion to USD functional currency.

		Issued and paid-up capital	Share Premium	Other reserve	Result for the year	Total
<b>Opening balance 2017</b>	<b>USD</b>	120,178,288	103,387,463	51,542,210	8,007,001	283,114,962
Result for the year		--	--	--	2,937,084	2,937,084
Profit appropriation		--	--	8,007,001	(8,007,001)	--
<b>Closing balance 2017</b>	<b>USD</b>	<u>120,178,288</u>	<u>103,387,463</u>	<u>59,549,211</u>	<u>2,937,084</u>	<u>286,052,046</u>

#### 8 PROVISIONS

	Deferred Income tax	Total
<b>Opening balance</b>	1,408,183	1,408,183
Exchange differences	(32,274)	(32,274)
<b>Closing balance</b>	<u>1,375,909</u>	<u>1,375,909</u>

The deferred corporate income tax charge of USD 1,375,909 is fully related to unrealized exchange profits for a total of USD 5,503,637.

## LUPIN HOLDINGS B.V.

### Notes to the balance sheet and income statement as at March 31, 2017 (in USD)

#### 9 CURRENT LIABILITIES

	<u>2017</u>	<u>2016</u>
Corporate income tax (Net off advance tax)	82,495	498,357
Other debts and accruals	74,196	73,769
State Bank of India, London - in Current Account	--	30
Interest received in advance	2,800	5,286
Total	<u>159,491</u>	<u>577,442</u>

The remaining term of the current liabilities is less than one year.

#### 10 COMMITMENTS AND CONTINGENCIES NOT INCLUDED IN THE BALANCE SHEET

##### *Letters of Support*

The Company has granted a letters of support to its subsidiaries Generic Health Pty Limited and to Hormosan Pharma GmbH until March 31, 2018.

##### *Guarantees*

The Company has signed a comfort letter stating its condition as guarantor, principal payer and jointly liable for the faithful, conclusive, and punctual compliance with all principal and ancillary obligations undertaken by its group company Medquimica Industria Farmaceutica LTDA, arising from the Lease Agreement by the subsidiary on General Legend Desenvolvimento Imobiliario e Comercial Ltda.

#### 11 GENERAL AND ADMINISTRATIVE EXPENSES

	<u>2017</u>	<u>2016</u>
Bank expenses	3,886	3,783
Legal and professional fees	135,180	136,433
Management fees	10,068	7,594
Rent	1,281	1,299
Non recoverable VAT	2,833	2,955
General expenses	--	1,311
	<u>153,248</u>	<u>153,375</u>

## LUPIN HOLDINGS B.V.

### Notes to the balance sheet and income statement as at March 31, 2017 (in USD)

#### 12 RESULT ON SUBSIDIARIES

The result on subsidiaries can be broken down as follows:

	<u>2017</u>	<u>2016</u>
Dividend received from subsidiaries	390,991	8,400,835
Result on sale of partial investment in subsidiary	--	812,746
Result on sale of investment in subsidiary	1,151,717	--
	<u>1,542,708</u>	<u>9,213,581</u>

The dividend received from subsidiaries is specified as follows:

<u>Name</u>	<u>CCY</u>	<u>Amount in</u>		
		<u>CCY</u>	<u>2017</u>	<u>2016</u>
Pharma Dynamics (Proprietary) Ltd, South Africa	ZAR	--	--	7,946,854
Multicare Pharmaceuticals Philippines Inc., Philippines	PHP	18,316,847	390,991	453,981
			<u>390,991</u>	<u>8,400,835</u>

#### 13 NUMBER OF EMPLOYEES AND EMPLOYEES COSTS

Neither during the year under review nor in the previous year did the Company have any employee. Hence, it did not pay any wages and related social security.

#### 14 DIRECTORS

During the year under review, the Company had four Managing Directors, who received no remuneration during the current or the previous financial year. The Company has no Board of Supervisory Directors.

On April 1, 2016 Mr. M. A. H. Martis and Mr. T. R. A. Volle were appointed as Managing Directors of the Company. On the same date Trust International Management (T.I.M.) resigned as Managing Director.

#### 15 APPROPRIATION OF RESULT

The Board of Managing Directors proposes to add the net profit for the year to the other reserve. This proposed appropriation of result has not been reflected in the financial statements, and is subject to the approval of the General Meeting of Shareholders.

## LUPIN HOLDINGS B.V.

Notes to the balance sheet and income statement as at March 31, 2017  
(in USD)

### 16 POST BALANCE SHEET EVENTS

No major post balance sheet events affecting the financial statements have occurred to date.

#### The Board of Managing Directors.

S. Makharia

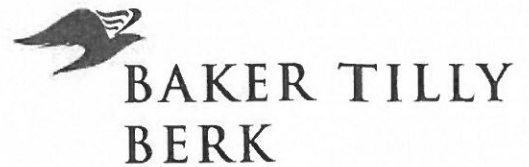
J.P.V.G. Visser

M. A. H. Martis

T.R.A. Volle

Amsterdam, May 10, 2017

Auditors



To The shareholders of  
Lupin Holdings B.V.

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## **INDEPENDENT AUDITOR'S REPORT**

### **A. Report on the audit of the financial statements for the year ended March 31, 2017 included in the financial report**

#### **Our opinion**

We have audited the financial statements for the year ended March 31, 2017 of Lupin Holdings B.V. based in Amsterdam, the Netherlands.

In our opinion the accompanying financial statements give a true and fair view of the financial position of Lupin Holdings B.V. as at March 31, 2017, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- 1 the balance sheet as at March 31, 2017;
- 2 the income statement for the year then ended; and
- 3 the notes comprising a summary of the accounting policies and other explanatory information.

#### **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 Lupin Holdings B.V. in accordance with the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

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

Auditors



### **Unaudited corresponding figures**

We have not audited the financial statements for the year ended March 31, 2016. Consequently, we have not audited the corresponding figures included in the income statement for the financial year ended March 31, 2016 and in the related notes.

### **B. Description of responsibilities regarding the financial statements**

#### **Responsibilities of the board of directors for the financial statements**

The board of directors is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the board of directors is responsible for such internal control as the board of directors determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the board of directors is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, the board of directors should prepare the financial statements using the going concern basis of accounting unless the board of directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

the board of directors should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

#### **Our responsibilities for the audit of the financial statements**

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered 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. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;



Auditors



- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control;
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors;
- Concluding on the appropriateness of the board of directors' use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern;
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Amsterdam, May 12, 2017

Baker Tilly Berk N.V.

signed by

H.R. Dikkeboom RA