

**Navigator Equity Solutions SE
Waalre**

Annual report 2012

FINANCIAL REPORT

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FINANCIAL REPORT

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To Our Shareholders

2012 has been a good year of progress. But we know that we still have much to do as we work towards our targets. Over the past 12 months we have continued to rationalise and reposition our portfolio of businesses. Our portfolio with its six direct investments developed very well in a difficult market environment.

In fiscal year 2012 there were important events which are of great significance for the further development of our business.

Our participation Catalis SE increased its revenues for fiscal year 2012 to € 27.5m (2011: € 26.4m). The resulting group profit was in excess of € 800k (EBIT), after significant restructuring costs. This represents a significant turnaround on the losses recorded in 2011 (-€ 3.5m EBIT), and those of the two preceding years.

IT Competence Group SE – a 75% participation of Navigator Equity Solutions SE – has recently announced its 2012 financial figures. The company has generated revenues at Group level of € 16.7m and EBITDA amounted to around € 340. The company has proven its successful turnaround and is on track to deliver double-digit growth in revenues in 2013. IT Competence Group expects 2013 revenues to be in the range of € 18m and € 20m and a 2013 EBITDA margin greater than 3%. The result before depreciation (EBITDA) is anticipated on Group level at more than € 0.6m. Over the medium-term, EBITDA margin should be increased to greater than 5%.

And quite recently Navigator Equity Solutions SE announced that it has reduced its shareholding in The ACON Group SE to 49.99% from 100%. The shares were acquired by the current

management team. The Board and Management are working hard to deliver value to shareholders. The Board remains confident about the future and believes that Navigator Equity Solutions is well placed to deliver improved earnings performance over the medium term.

For the fiscal year 2013 management expects to achieve:

- 2013 revenues above € 18m
- 2013 EBIT above € 0.5m

Thank you for your continuing support.

Waalre, June 12, 2013

Robert Käß Managing Director

FISCAL YEAR 2012 at a glance

Total Revenues	2012	€ 18.7m
		+ 40.4%
Operating Result	2012	€ 12.1m
	2011	€ 8.0m
EBIT	2012	€ -0.4m
	2011	€ -4.9m
Result after Tax	2012	€ -0.5m
	2011	€ -4.5m
TOTAL assets	2012	€ 7.4m
	2011	€ 8.0m

Management

Navigator Equity Solutions SE is organised as a SE company under Dutch law with a two-tier board structure. The company's

management consists of a Management Board ("Raad van Bestuur") and a Supervisory Board ("Raad van Commissarissen").

Board of Directors

Robert Käß

Robert Käß joined the Management Board of Navigator Equity Solutions SE in November 2008. He is also one of the founding partners of the consulting company The ACON Group SE. He founded AdVal Capital Management AG in 1998, a Munich-based consulting company specialised in the field of finance. In his capacity as CEO of AdVal he invested in several technology companies and advised six companies on their way to IPO. He started his career as a management consultant with KPMG. Robert Käß holds a Master in Business Administration from LMU in Munich.

Supervisory Board

Dr Jens Bodenkamp (Chairman):

Dr Bodenkamp is currently active as a Business Angel. Previously he was Managing Director of the ETF Group Deutschland GmbH, a wholly owned subsidiary of the globally active venture capital firm ETF Group based in Lugano, Switzerland, responsible for the German language market segment. Previously Dr Bodenkamp directed Intel Corporation's broadband programme in Europe, responsible for strategy, strategic alliances, marketing and targeted investments in the broadband space. Prior to that he gained substantial experience in a range of technical and senior executive positions with Intel in the United States and Germany, and in 1995 assumed responsibility for Intel's European investment strategy. Dr Bodenkamp has

served on the Boards of several companies, and holds a PhD in physics as well as a patent.

Erich Hoffmann:

Erich Hoffmann is a Member of the Supervisory Board of Navigator Equity Solutions SE since October 2004. Currently, he works as a consulting engineer and has also successfully supported a number of start-up companies since the year 2000. Mr Hoffmann is founder of ContTect GmbH, a producer of testing systems that was merged with a British competitor to aeco N.V. in the course of it listing on the Neuer Markt /Frankfurt) in July 2000. As a Member of the Management Board, Mr. Hoffmann was responsible for the technology department. Prior to this, he held the position of a managing director at Dr. Schenk GmbH, a producer of testing systems, where he was in charge of the "systems engineering" department. Mr Hoffmann started his career as an engineer at Deutsche Telekom. He graduated in electronic engineering at FH Munich.

Ulli Fischer (resigned in 2013)

Ulli Fischer is the founder of PORTUNEON GmbH, an internet company being successfully active in the fields of crowd sourcing and the lively exchange of knowledge. In addition, he is the CEO of the Munich-based company MARKETSOLUTIONSNETWORK INTERNATIONAL, specialised in the opening up of new markets for industrial goods companies.

The Company

Navigator Equity Solutions SE is committing funds to both majority and minority investments of different size and

at different stages of the company life cycle – including start-ups and special situation businesses.

Through its operating subsidiaries Navigator Equity Solutions SE is currently active in several different industries, including Financial Services and IT Services. Additionally, Navigator Equity Solutions SE holds a number of minority investments in both publicly listed and privately held companies.

Currently, Navigator Equity Solutions SE has operating activities in several industries.

The Financial Services business is comprised in The ACON Group SE and its subsidiaries ACON Actienbank AG and Ascendo Management GmbH.

The IT Services business is comprised in IT Competence Group N.V.

The participation in Catalis SE was acquired in February 2009. Catalis is a worldwide leading outsourcing provider focusing on high-end technical services relating to the creation of digital content for the film, video games and software industries.

Navigator holds several minor participations and listed and unlisted companies in several industries.

Shareholder Structure

By the end of the fiscal year 2012, the number of own shares held by Navigator Equity Solutions SE amounted to 2,036,104. The number of shares outstanding was 4,730,452.

Annual Shareholders' Meeting

The Annual General Meeting of Navigator Equity Solutions SE for the fiscal year 2012 took place in Eindhoven, the Netherlands, on August 02, 2012. In total 16.43% of the share capital was represented at the meeting. All items of the agenda were approved unanimously.

Development of Earnings, Asset and Financial Situation

Earnings situation

Revenue Development

In the fiscal year 2012, Navigator Equity Solutions Group generated total (net) revenues of 18.7m euros (2011: 13.3m euros). This represents an increase of 40.4%.

The Group's total costs in the fiscal year 2012 amounted to 18.9m euros (2011: 18.3m euros) an increase of 3.3%.

Earnings Development

In the fiscal year 2012, Navigator Equity Solutions Group generated a gross profit of 12.2m euros (2011: 8.0m euros). The gross margin was significantly higher from 59.3% to 64.6%.

The Group's operating result (EBIT) amounted to -0.4m euros (2011: -4.9m euros).

This was primarily attributable to higher revenues at reduced costs. The cost-cutting and realignment measures implemented in 2012 were sufficient to bring the Company back on track.

Pre-tax earnings amounted to -0.4m euros (2011: -5.0 euros). After deduction of income tax amounting to -0.03m euros (2011: 0.1m euros) and taking into account the result of participating interests (2012: -0.04m euros, 2011: 0.4m euros) income for the period amounted to -0.5m euros (2011: -4.5m euros). Of this income, 0.0m euros (2011: 0.0m euros) were attributable to equity holders of the company and 0.0m euros (2011: 0.0m euros) were attributable to non-controlling interest.

Asset Situation

Balance Sheet

As of December 31, 2012, the Navigator Equity Solutions Group balance sheet total amounted to 7.4m euros (December 31, 2011: 8.0m euros).

The group's total fixed assets decreased to 0.6m euros (2011: 0.8m euros). Current assets decreased from 7.2m euros at the end of 2011 to 6.8m euros.

Total equity decreased from 4.2m euros to 3.7m euros. Current liabilities decreased from 4.1m euros to 4.0m euros, consisting of trade payables amounting to 1.6m euros (2011: 1.7m euros), other liabilities of 1.2m euros (2011: 1.3m euros) and current tax liability of 0.3m euros (2011: 0.2m euros).

The equity ratio diminished from 53.2% in 2011 to 50.3% in 2012. The equity-to-fixed-assets-ratio amounted to 1650% (2011: 525%), indicating a proper long-term financing of the fixed assets. Therefore, long-term assets are still more than sufficiently financed through long-term capital.

Employees

As of December 31, 2012, the number of employees at Navigator Equity Solutions Group amounted to 125 (2011: 133). This comprises 115 employees at IT Competence Group N.V. and 10 employees at The ACON Group SE.

We expect employee numbers at IT Competence Group N.V. to be significantly up in 2013 as its subsidiaries plan to expand its staff. In total, we expect employee numbers at Navigator Equity Solutions Group to increase by

approximately 3 to 7 percent in the fiscal year 2013.

Risk Report

Navigator Equity Solutions Group's future business development will always be influenced by both elements of chance and risk. Our risk management serves to recognise, observe and communicate both chance and risk. This ensures the punctual delivery of information to the relevant decision makers so that the development of suitable measures to both utilise chance and contain risk can be implemented.

Apart from the general risks that exist in the business environment, due to the nature of its industry, Navigator Equity Solutions Group is also subjected to other risks. These have been summarised below:

Cyclical Risks

The economic development of participations is linked to the general development of the economic situation in Germany, the EU and worldwide as well as the market development of individual industries which may also have an adverse effect on the state of investments.

Risks of Selling and Pricing

The ability to sell participations depends on numerous factors including the development of the economic situation in general and the industry in particular.

Legal Risks

Amendments to laws and/or regulations may have a positive or a negative effect on a company's market activities.

Pre-investment Analysis Risks

Navigator Equity Solutions SE focuses on enterprises with above average growth and profit potential as well as undervalued companies. Therefore, prior to making an

investment decision, Navigator Equity Solutions SE is carrying out a detailed analysis of the potential Investee to determine whether it meets these investment criteria or not. Despite of all analyses, the business development of the acquired companies is hardly predictable.

Reorganisation Risks

As soon as we have acquired interests in a company, we directly and actively support the operational business until a sustained turnaround can be achieved. However, a reorganisation may also fail due to a variety of factors.

Management Risks

Navigator Equity Solutions SE usually acquires participations in enterprises in special situations which can in many cases be acquired at favourable prices and often show attractive appreciation potential. The selection, reorganisation and management of the Investees are carried out by a Best Practice Team, a team that is equipped with its own staff either employed or permanently associated with Navigator Equity Solutions SE. Therefore, the company depends to a large extent on the expertise and skills of these people.

Internal Control and Management Statement

With due observance of the limitations that are inevitably inherent in any risk management and internal control system, our internal risk management and control systems provide reasonable assurance that our financial reports are free of material misstatement and that these systems were adequate and effective in 2010. There are no indications that they will not be adequate and effective in the current year. The phrase "reasonable assurance" is taken to mean the level of assurance that would be provided by a director acting with due care under the given circumstances. The set of procedures involving the internal risk management and control systems, and the related findings, recommendations and measures have been discussed with the Supervisory Board and the independent external auditor.

In addition, we declare, based on Article 5.25c Wet op het financieel toezicht (Wft), that to the best of our knowledge and in accordance with the applicable reporting principles:

- the consolidated financial statements of 2012 give a true and fair view of the assets, liabilities, the financial position and the profit and loss of Navigator Equity Solutions SE and its consolidated operations; and
- the management report includes a true and fair review of the position as per 31 December 2012 and of the development and performance during 2012 of Navigator Equity Solutions SE and its related participations of which the data have been included in the financial statements, together with a description of the relevant risks of which the Navigator

Equity Solutions Group is being confronted.

Waalre, June 12, 2013

The Management Board:

Robert Kaess

FINANCIAL STATEMENTS

		EQUITY AND LIABILITIES			
		December 31, 2012		December 31, 2011	
		€	€	€	€
EQUITY	(6)		3,706,050		4,204,279
MINORITY INTEREST			-351,332		-407,163
PROVISIONS	(7)		11,300		14,983
CURRENT LIABILITIES	(8)				
Trade creditors		1,579,079		1,728,794	
Loans from associates		753,372		778,185	
Taxes and social securities		373,440		355,731	
Other liabilities, accruals and deferred income		<u>1,296,634</u>		<u>1,336,706</u>	
			4,002,525		4,199,416

7,368,543

8,011,515

2 CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR 2012

	2012		2011	
	€	€	€	€
Nett turnover	(9)	18,660,350		13,293,947
Changes in inventories of finished goods and work in progress		-143,263		108,158
Cost price		6,385,204		5,426,819
Gross margin			12,131,883	7,975,286
Wages and salaries	(10)	7,636,722		7,290,725
Social security charges	(11)	1,272,823		1,111,432
Amortisation and depreciation	(12)	116,845		222,148
Other operating expenses	(13)	3,484,630		4,231,636
			12,511,020	12,855,941
Operating result			-379,137	-4,880,655
Interest and similar income	(14)	10,864		22,461
Interest and similar expenses	(15)	-61,450		-91,203
Financial income and expenses			-50,586	-68,742
Result before tax			-429,723	-4,949,397
Taxation on result of ordinary activities	(16)		-25,970	83,557
			-455,693	-4,865,840
Share in result of participating interests			-42,532	384,201
Result after tax			-498,225	-4,481,639

3 CASH FLOW STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2012

(According to the indirect method)

	2012		2011	
	€	€	€	€
Operating result		-379,137		-4,880,656
Adjustments for:				
- Depreciation (and other changes in value)		116,845		222,148
- Changes in provisions:		-3,683		-6,592
- Changes in working capital:				
. movements operating accounts receivable	-661,546		-940,970	
. movements inventories	143,263		-113,684	
. movements in securities	454,696		2,880,827	
. movements operating accounts payable	-214,600		2,256,502	
		<u>-278,187</u>		<u>4,082,675</u>
Cash flow from business activities		-544,162		-582,425
Interest paid	-50,586		-68,742	
Change of market value financial fixed assets	-		-	
Dividends received	-		-	
Corporate income tax paid on operating activities	-8,261		55,755	
Payments for extraordinary expense	-		-	
		<u>-58,847</u>		<u>-12,987</u>
Cash flow from operating activities		-603,009		-595,412
Investments in intangible fixed assets	-		-19,966	
Disposals of intangible fixed assets	-		-	
Investments in tangible fixed assets	-61,177		-278,621	
Disposals of tangible fixed assets	-		-	
Acquisitions of group companies	-		-	
Disposals of group companies	-		-	
Acquisitions of non-consolidated companies	-		-	
Disposals of non-consolidated companies	-		235,920	
Investments in other financial fixed assets	-6,882		-550,000	
Disposals of other financial fixed assets	200,000		244,785	
Cash flow from investment activities		<u>131,941</u>		<u>-359,882</u>
Transfer		-471,068		-955,294

	2012	2011
<i>Transfer</i>	<u>-471,068</u>	<u>-955,294</u>
Movement current accounts payable banks	-	-
Receipts from issuance of share capital	-	-
Receipts from long-term liabilities	-	-
Redemptions of long-term liabilities	-	-
Interest paid after corporate income tax	-	-
Other equity movement	-	-
Change in minority interest	13,295	-142,416
Repurchase shares	-	-50,701
Dividends paid	-	<u>-125,663</u>
Cash flow from financing activities	<u>13,295</u>	-
Net cash flow	<u>-457,773</u>	<u>-1,274,104</u>
Exchange rate and translation differences on movements in cash	-	-
Movements in cash	<u>-457,773</u>	<u>-1,274,104</u>
Cash and cash equivalents 1-1	2,371,338	3,645,446
Cash and cash equivalents 31-12	<u>1,913,565</u>	<u>2,371,342</u>
Movements in cash	<u>-457,773</u>	<u>-1,274,104</u>

4 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

GENERAL

Navigator Equity Solutions SE is a company domiciled in The Netherlands. The address of the company registered office is Laan van Diepenvoorde 3, 5582 LA Waalre.

Activities

Navigator Equity Solutions SE is a publicly listed investment company with an investment focus on majority and minority participations in European service companies. Through its subsidiaries, the group is active in the financial services and IT services industries.

Group structure

Group structure

In the financial statements of Navigator Equity Solutions SE the financial information is consolidated of Navigator Equity Solutions SE and her following group companies:

LIST OF PARTICIPATING INTERESTS

Name, statutory registered office	Share in issued share capital
	%
IT Competence Group SE Amsterdam	81.61
Regent Netherlands B.V. Maastricht	100.00
Investment Holding 3 N.V. Amsterdam	100.00
The Acon Group SE Amsterdam	100.00
Investment Holding 4 N.V. Amsterdam	100.00

Consolidation principles

Financial information relating to group companies and other legal entities which are controlled by Navigator Equity Solutions SE or where central management is conducted has been consolidated in the financial statements of Navigator Equity Solutions SE. The consolidated financial statements have been prepared in accordance with the accounting principles of Navigator Equity Solutions SE.

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.

Financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences (the acquisition date) until the date that control ceases. At acquisition date the assets, provisions and liabilities are measured at fair values. Goodwill paid is at once deducted from the equity. The results of participations sold during the year are recognised until the moment of disposal.

GENERAL ACCOUNTING PRINCIPLES FOR THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statement have been prepared in accordance with Title 9 Book 2 of the Netherlands Civil Code.

Valuation of assets and liabilities and determination of the result takes place under the historical cost convention. Unless presented otherwise at the relevant principle for the specific balance sheet item, assets and liabilities are presented at nominal value.

Translation of foreign currency

Receivables, liabilities and obligations denominated in foreign currency are translated at the exchange rates prevailing at balance sheet date. The exchange differences resulting from the translation as of balance sheet date, taking into account possible hedge transactions, are recorded in the profit and loss account.

Receivables, liabilities and obligations denominated in foreign currency are translated at the exchange rates prevailing at balance sheet date. Transactions in foreign currency during the financial year are recognised in the financial statements at the exchange rates prevailing at transaction date. The exchange differences resulting from the translation as of balance sheet date, taking into account possible hedge transactions, are recorded in the profit and loss account.

Foreign group companies and non-consolidated participations outside the Netherlands qualify as carrying on of business operations in a foreign country, with a functional currency different from that of the company. For the translation of the financial statements of these foreign entities the balance sheet items are translated at the exchange rate at balance sheet date and the profit and loss account items at the exchange rate rate at transaction date. The translation differences that arise are directly deducted from or added to group equity.

PRINCIPLES OF VALUATION OF ASSETS AND LIABILITIES

Intangible fixed assets

Intangible fixed assets are presented at cost less accumulated amortisation and, if applicable, less impairments in value. Amortisation is charged as a fixed percentage of cost, as specified in more detail in the notes to the balance sheet. The useful life and the amortisation method are reassessed at the end of each financial year.

Tangible fixed assets

Tangible fixed assets are presented at cost less accumulated depreciation and, if applicable, less impairments in value. Depreciation is based on the estimated useful life and calculated as a fixed percentage of cost, taking into account any residual value. Depreciation is provided from the date an asset comes into use. Land is not depreciated.

Financial fixed assets

Participating interests where significant influence is exercised over the business and financial policy are valued according to the equity method on the basis of the net asset value.. Participating interests with a negative net asset value are valued at € 1. In the case that the company fully or partly guarantees for the debts of the respective participating interest, a provision is recognised. If the company fully or partly guarantees the liabilities of the participations concerned, or has the effective obligation respectively to enable the participation to pay it's (share of the) liabilities, a provision is formed. Upon determining this provision, provisions for doubtful debts already deducted from receivables from the participations are taken into account.

Work in progress

The work in progress is valued at construction cost or lower net realizable value. This lower net realizable value is determined by individual assessment of the inventories.

Trade and other receivables

Trade and other receivables are stated at nominal value, less any provision for doubtful debts. Provisions are designated on basis of individual assessment of recoverability of the receivables.

Provisions

The provisions mainly have a long-term character.

PRINCIPLES FOR THE DETERMINATION OF THE RESULT

Determination of the result

The result is determined based upon the difference between the net turnover and the costs and other expenses taking into account the accounting principles mentioned before. Income and expenses are accounted for on accrual basis. Profit is only included when realized on the balance sheet date. Losses originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements.

Nett turnover

Revenues from services are recognised in proportion to the services rendered, based on the cost incurred in respect of the services performed up to balance sheet date, in proportion to the estimated costs of the aggregate services to be performed. The cost price of these services is allocated in the same period.

Amortisation and depreciation

Amortization on tangible fixed assets using a fixed rate on the acquisition costs of conversion. The depreciation on tangible fixed assets is calculated by using a fixed rate on the acquisition cost or cost of conversion. Gains and losses on disposal of tangible fixed assets are recorded under amortisation/depreciation, gains only to the extent that the gain is not capitalised deducted from replacement investments.

Financial income and expenses

Financial income and expenses comprise interest income and expenses of loans for the current reporting period.

Taxation

Corporate income tax is calculated at the applicable rate on the result for the financial year, taking into account permanent differences between profit calculated according to the financial statements and profit calculated for taxation purposes, and with which deferred tax assets (if applicable) are only valued insofar as their realisation is likely.

5 NOTES TO THE CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2012

Assets

Fixed assets

	<u>12/31/2012</u>	<u>12/31/2011</u>
	€	€
<i>1. Intangible fixed assets</i>		
Client lists and other intangible fixed assets	<u>15,901</u>	<u>37,585</u>

The client lists of € 0 (2011: € 13.186) regards the acquisition of clients of The Acon Group SE in 2008. The remaining life is 0 months.

€ 15.901 (2011:€ 24.399) regards other intangible fixed assets.

Amortisation rates

Client lists and other intangible fixed assets	25
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	<u>12/31/2012</u>	<u>12/31/2011</u>
	€	€
<i>2 Tangible fixed assets</i>		
Plant and equipments	80,880	96,232
Furniture	111,317	129,949
	<u>192,197</u>	<u>226,181</u>

Depreciation rates

Plant and equipments	10-50
Furniture	5-50

	<u>12/31/2012</u>	<u>12/31/2011</u>
	€	€
<i>3. Financial fixed assets</i>		
Subsidiaries	-	1
Other receivables	356,883	550,000
	<u>356,883</u>	<u>550,001</u>

The 68.89% participation in Sopitus 5 GmbH (formerly known as Power Economizer GmbH), with its statutory seat in Hamburg, was acquired from Nanoventure N.V. for a purchase price of € 1. The management decided to liquidate the company in 2012.

	<u>12/31/2012</u>	<u>12/31/2011</u>
	€	€
<i>Other receivables</i>		
Loan Next Alarm CB	-	200,000
Loan KIBO	350,000	350,000
Sagatus	6,883	-
	<u>356,883</u>	<u>550,000</u>

As from September 20, 2011 loans have been given to KIBO Beteiligungsgesellschaft GmbH for a total amount of € 350.000. An interest of 5% has been calculated.
The loan to Sagatus has a long-term character. An interest of 6% has been calculated.

Current assets

4 Trade and other receivables

	<u>12/31/2012</u>	<u>12/31/2011</u>
	€	€
<i>Trade debtors</i>		
Trade debtors	2,816,110	1,943,541
Provision for bad debts	-82,575	-95,807
	<u>2,733,535</u>	<u>1,847,734</u>
<i>Taxes and social securities</i>		
Corporate income tax	53,494	129,696
Value added tax	44,747	14,067
Pay-roll tax	-	25,139
Social securities	27,215	86,599
	<u>125,456</u>	<u>255,501</u>
<i>Other receivables, prepayments and accrued income</i>		
Prepayments and accrued income	<u>179,384</u>	<u>273,594</u>
5. Securities		
Shares and bonds	<u>1,795,646</u>	<u>2,250,342</u>

The shares are valued at market value. The difference between the applied valuation and the acquisition price is credited to the result.

Realised and unrealised value changes are accounted for in the profit and loss account in the value changes entry of claims pertaining to fixed assets and of securities. Periodic returns from securities, such as dividends and interest are accounted for in the revenue entry of claims pertaining to fixed assets and of securities.

6. Equity

Group equity share of the legal person

Reference is made to the note on shareholders' equity in the company financial statements on page 34.

	<u>12/31/2012</u>	<u>12/31/2011</u>
	€	€
7. Provisions		
Deferred tax liability	-	3,683
Other provisions	<u>11,300</u>	<u>11,300</u>
	<u>11,300</u>	<u>14,983</u>

The provisions have mainly a long-term character.

Deferred tax liability

This provision concerned the temporary differences between the valuation in the annual account and the tax valuation of assets and liabilities. The provision is calculated based on the applicable tax rate of 20%.

Other provisions

General bank provision	<u>11,300</u>	<u>11,300</u>
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8. Current liabilities

Trade creditors

Trade creditors	<u>1,579,079</u>	<u>1,728,794</u>
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Loans from associates

Short term loans	<u>753,372</u>	<u>778,185</u>
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Taxes and social securities

Corporate income tax	804	-
Value added tax	25,020	2,812
Pay-roll tax	<u>347,616</u>	<u>352,919</u>
	<u>373,440</u>	<u>355,731</u>

Other liabilities, accruals and deferred income

Accrued liabilities	<u>1,296,634</u>	<u>1,336,706</u>
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Off balance sheet commitments

Lease obligations

Lease obligations entered into with third parties in respect of cars (based on an average three) yearly amounts € 346,000 (2010: €348,000). These obligations end between 2012 and 2015 (2010: 2010 and 2012).

6 NOTES TO THE CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR 2012

9 Nett turnover

The revenue increased in 2012 with 40.4 % compared to 2011.

	<u>2012</u>	<u>2011</u>
	€	€
10. <i>Wages and salaries</i>		
Gross wages	<u>7,636,722</u>	<u>7,290,725</u>
11. <i>Social security charges</i>		
Social security premiums	<u>1,272,823</u>	<u>1,111,432</u>

Staff

During the 2012 financial year, the average number of employees in the Group , converted into full-time equivalents, amounted to 125 (2011: 133).

Director's total remuneration approximated € 162,000 in 2012 and € 300,000 in 2011.

12. Amortisation and depreciation

Intangible fixed assets	21,016	26,371
Tangible fixed assets	95,829	190,777
Impairment loss	-	5,000
	<u>116,845</u>	<u>222,148</u>

13. Other operating expenses

Other personnel expenses	6,689	17,175
Accommodation expenses	756,032	813,745
Car expenses	727,351	698,189
Selling and distribution expenses	513,610	689,329
General expenses	<u>1,480,948</u>	<u>2,013,198</u>
	<u>3,484,630</u>	<u>4,231,636</u>

Financial income and expenses

	2012	2011
	€	€
14. Interest and similar income		
Interest bank	5,712	13,535
Interest receivable third parties (loan)	5,152	8,926
	<u>10,864</u>	<u>22,461</u>
15. Interest and similar expenses		
Bank charges	5,744	16,328
Interest payable third parties (loan)	48,373	54,632
Other interest	7,333	20,243
	<u>61,450</u>	<u>91,203</u>
16. Taxation on result of ordinary activities		
Corporate income tax	25,970	-83,329
Corporate income tax prior periods	-	360
Tax dividend	-	-588
	<u>25,970</u>	<u>-83,557</u>

7 COMPANY BALANCE SHEET AS OF DECEMBER 31, 2012
(after appropriation of result)

ASSETS

	December 31, 2012		December 31, 2011	
	€	€	€	€
FIXED ASSETS				
Intangible fixed assets (17)		-	13,186	
Financial fixed assets (18)	1,554,336		1,702,681	
		1,554,336		1,715,867
CURRENT ASSETS				
Trade and other receivables (19)				
Trade debtors	12,000		9,300	
Receivable group companies	711,011		495,627	
Taxes and social securities	5,550		-	
Other receivables, prepayments and accrued income	21,609		70,757	
		750,170		575,684
Securities (20)		1,365,527		2,166,314
Cash and cash equivalents		413,111		202,276
		<u>4,083,144</u>		<u>4,660,141</u>

		EQUITY AND LIABILITIES			
		December 31, 2012		December 31, 2011	
		€	€	€	€
SHAREHOLDERS' EQUITY	(21)				
Issued capital		1,311,089		1,311,089	
Share premium reserve		20,198,673		20,198,673	
Legal and statutory reserves		-1,700,482		-1,700,482	
Other reserves		-16,101,398		-15,605,001	
			3,707,882		4,204,279
PROVISIONS	(22)		-		3,683
CURRENT LIABILITIES	(23)				
Trade creditors		94,942		72,215	
Loans from group companies		227,953		286,449	
Taxes and social securities		453		2,354	
Other liabilities, accruals and deferred income		51,914		91,161	
			375,262		452,179
			<u>4,083,144</u>		<u>4,660,141</u>

8 COMPANY PROFIT & LOSS ACCOUNT FOR THE YEAR 2012

	2012		2011	
	€	€	€	€
Gross margin		-172,446		-3,817,276
Wages and salaries (25)	121,204		310,940	
Social security charges (26)	1,598		800	
Amortization of intangible fixed assets (27)	13,186		26,371	
Other operating expenses (28)	200,319		333,433	
		336,307		671,544
Operating result		-508,753		-4,488,820
Interest and similar expenses (29)		-115		-
Result on ordinary activities		-508,868		-4,488,820
Taxation on result of ordinary activities (30)		3,683		7,180
Share in result of participating interests (31)		8,788		-
Result after tax		-496,397		-4,481,640

9 NOTES TO THE COMPANY BALANCE SHEET AS OF DECEMBER 31, 2012

Fixed assets

	<u>12/31/2012</u>	<u>12/31/2011</u>
	€	€
<i>17. Intangible fixed assets</i>		
Client lists and other intangible fixed assets	-	13,186
	<u> </u>	<u> </u>
<i>18. Financial fixed assets</i>		
Subsidiaries	814,078	747,177
Receivable group companies	390,258	405,504
Other receivables	350,000	550,000
	<u>1,554,336</u>	<u>1,702,681</u>
<i>Subsidiaries</i>		
IT Competence Group SE	1	1
Investment Holding 3 N.V.	87,197	88,773
Investment Holding 4 N.V.	88,097	89,605
The Acon Group SE	638,782	568,797
Regent Netherlands B.V.	1	1
	<u>814,078</u>	<u>747,177</u>

For the negative equity of IT Competence Group SE, amounting to € 3,506,811 (2011: € 3,610,540), a provision has been formed. This provision is deducted from the outstanding loan of the subsidiary.

For the negative equity of Regent Netherlands B.V., amounting to € 74,288 (2011: € 48,796) an amount of € 72,463 is deducted from the outstanding loan of the subsidiary. The subsidiaries are not valued less than € 1. Consequently the net appropriated result for Regent Netherlands B.V. amounts to € 10,273.

	<u>2012</u>	<u>2011</u>
	€	€
<i>Investment Holding 3 N.V.</i>		
Book value as per January 1	88,773	91,562
Share in result	-1,576	-2,789
Book value as per December 31	<u>87,197</u>	<u>88,773</u>

	2012	2011
	€	€
<i>Investment Holding 4 N.V.</i>		
Book value as per January 1	89,605	92,379
Share in result	-1,508	-2,774
Book value as per December 31	<u>88,097</u>	<u>89,605</u>
<i>The Acon Group SE</i>		
Book value as per January 1	568,797	981,592
Other movements	-	322
Share in result	69,985	-413,117
Book value as per December 31	<u>638,782</u>	<u>568,797</u>
	<u>12/31/2012</u>	<u>12/31/2011</u>
	€	€
<i>Receivable group companies</i>		
IT Competence Group SE	1	1
Investment Holding 4 N.V.	257	-
The Acon Group SE	190,000	190,000
Regent Netherlands B.V.	-	15,503
Investment Holding 3 N.V.	200,000	200,000
	<u>390,258</u>	<u>405,504</u>
<i>IT Competence Group SE</i>		
	2012	2011
	€	€
Book value as per January 1	2,740,000	2,220,000
Addition	50,000	520,000
Provision for negative net equity value subsidiary	-3,506,811	-3,610,541
Reclassification receivable interest due to negative equity	716,812	870,542
Book value as per December 31	<u>1</u>	<u>1</u>

A loan of € 2,740,000 is subordinated to all existing and future liabilities of IT Competence Group SE. An interest equal to the 6-month Euro Interbank Offered Rate (Euribor) is calculated. To the extent that IT Competence Group SE realizes commercial profit, IT Competence Group SE is obliged to pay a profit depending interest, which will be determined as follows:

- € 0 - € 500,000, 0.5%
- € 500,000 - € 1,000,000, 1.0%
- € 1,000,000 and more, 2.0%

The loan will be repaid within a maximum of 5 years (31 December 2016).

On 30 March 2012 a loan of € 50,000 has been issued to IT Competence Group SE. The interest rate amounts to 6.0% per annum. The loan has to be repaid on or before 31 December 2015.

Investment Holding 4 N.V.

	2012	2011
	€	€
Book value as per January 1	-	-
Addition	257	-
Book value as per December 31	<u>257</u>	<u>-</u>

The Acon Group SE

Book value as per January 1	190,000	140,000
Addition	-	50,000
Book value as per December 31	<u>190,000</u>	<u>190,000</u>

An interest rate of 8% has been calculated.

Regent Netherlands B.V.

Book value as per January 1	64,300	50,000
Addition	500	14,300
Provision for negative net equity value subsidiary	-64,800	-48,797
Book value as per December 31	<u>-</u>	<u>15,503</u>

An interest rate of 5% has been calculated.

Investment Holding 3 N.V.

Book value as per January 1	200,000	200,000
Movement	-	-
Book value as per December 31	<u>200,000</u>	<u>200,000</u>

An interest rate of 7% has been calculated.

	<u>12/31/2012</u>	<u>12/31/2011</u>
	€	€
<i>Other receivables</i>		
Loan Next Alarm CB	-	200,000
Loan KIBO	350,000	350,000
	<u>350,000</u>	<u>550,000</u>

As from September 20, 2011 loans have been given to KIBO Beteiligungsgesellschaft GmbH for a total amount of € 350.000. An interest of 5% has been calculated.

Current assets

19. Trade and other receivables

Receivable group companies

IT Competence Group SE	330,211	125,299
The Acon Group SE	345,217	344,297
Regent Netherlands B.V.	-	4,448
The Acon Group SE	35,583	21,583
	<u>711,011</u>	<u>495,627</u>

Taxes and social securities

Value added tax	<u>5,550</u>	<u>-</u>
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20. Securities

Shares and bonds	<u>1,365,527</u>	<u>2,166,314</u>
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The shares are valued at market value. The difference between the applied valuation and the acquisition price is credited to the result.

Realised and unrealised value changes are accounted for in the profit and loss account in the value changes entry of claims pertaining to fixed assets and of securities. Periodic returns from securities, such as dividends and interest are accounted for in the revenue entry of claims pertaining to fixed assets and of securities.

21. **Shareholders' equity**

	<u>12/31/2012</u>	<u>12/31/2011</u>
	€	€
<i>Issued capital</i>		
Subscribed and paid up 6,555,445 ordinary shares at par value € 0.20	<u>1,311,089</u>	<u>1,311,089</u>
The statutory share capital amounts to € 5,000,000.		
	<u>2012</u>	<u>2011</u>
	€	€
<i>Share premium reserve</i>		
Book value as per January 1	20,198,673	20,198,673
Movement	-	-
Book value as per December 31	<u>20,198,673</u>	<u>20,198,673</u>
<i>Legal and statutory reserves</i>		
<i>Treasury shares</i>		
Book value as per January 1	-1,700,482	-1,574,819
Repurchase shares	-	-125,663
Book value as per December 31	<u>-1,700,482</u>	<u>-1,700,482</u>
The reserve for the Company's own shares held by the Group. At 31 December 2012 the Group held 2,036,104 of the Company's shares (2011: 2,036,104). All rights of the treasury shares are suspended until those shares are reissued.		
<i>Other reserves</i>		
Book value as per January 1	-15,605,001	-10,980,945
Appropriation of the nett result	-496,397	-4,481,640
Other changes	-	-142,416
Book value as per December 31	<u>-16,101,398</u>	<u>-15,605,001</u>

In 2011 Navigator Equity Solutions SE changed its accounting policies from IFRS to Dutch GAAP. Due to this change of accounting policies the comparative figures of 2010 have been adopted. The cumulated effect of the change of accounting policies amounting € 6,935,434 in 2010 has been recognised in the openingsbalance under Appropriation of prior year result. The effect of changing the accounting policies recognised in the profit and loss account amounts € 0.

The appropriation of 2011 amounting €-142,416 is the result on the IT Competence Group SE shares bought from Mr. Soliebieda as well as an adjustment in previous years.

The variance between the consolidated equity and the company's equity is similar to the negative equity of the 100% participation in Regent Netherlands B.V. of € 74,288 less an impairment of the receivables of the participation concerned amounting to € 72,463.

	<u>12/31/2012</u>	<u>12/31/2011</u>
	€	€
22. Provisions		
Deferred tax liability	<u>-</u>	<u>3,683</u>
<p>This provision concerns the temporary differences between the valuation in the annual account and the tax valuation of assets and liabilities. The provision is calculated based on the applicable tax rate of 20%.</p>		
23. Current liabilities		
<i>Taxes and social securities</i>		
Value added tax	-	1,911
Pay-roll tax	<u>453</u>	<u>443</u>
	<u>453</u>	<u>2,354</u>
<i>Other liabilities, accruals and deferred income</i>		
Accrued liabilities	<u>51,914</u>	<u>91,161</u>

10 NOTES TO THE COMPANY PROFIT & LOSS ACCOUNT OVER THE YEAR 2012

24. **Nett turnover**

The gross margin on turnover contains an amount of € 139,899 (2011: € 2,060,656 negative) on group companies.

Employee expenses

	<u>2012</u>	<u>2011</u>
	€	€
25. <i>Wages and salaries</i>		
Gross wages	<u>121,204</u>	<u>310,940</u>
26. <i>Social security charges</i>		
Social security premiums	<u>1,598</u>	<u>800</u>
Staff		
During the 2012 financial year, the average number of employees in the Group , converted into full-time equivalents, amounted to - (2011: 1).		
Amortisation and depreciation		
27. <i>Amortization of intangible fixed assets</i>		
Client lists and other intangible fixed assets	<u>13,186</u>	<u>26,371</u>
28. <i>Other operating expenses</i>		
Accommodation expenses	6,000	8,540
Selling and distribution expenses	16,346	14,039
General expenses	<u>177,973</u>	<u>310,854</u>
	<u>200,319</u>	<u>333,433</u>
Financial income and expenses		
29. <i>Interest and similar expenses</i>		
Other interest	<u>115</u>	<u>-</u>
30. <i>Taxation on result of ordinary activities</i>		
Corporate income tax	-3,683	-6,592
Tax dividend	-	-588
	<u>-3,683</u>	<u>-7,180</u>
31. <i>Share in result of participating interests</i>		
IT Competence Group SE	<u>8,788</u>	<u>-</u>

Navigator Equity Solutions SE
Waalre

Signing of the financial statements

Waalre, June 12, 2013

R. Kaess

OTHER INFORMATION

1 INDEPENDENT AUDITOR'S REPORT

To: The management of Navigator Equity Solutions SE

Report on the financial statements

We have audited the accompanying financial statements 2012 Navigator Equity Solutions SE, Waalre, which comprise the consolidated and company balance sheet as at 31 December, 2012, the consolidated and company profit and loss account for the year then ended and the notes, comprising a summary of the accounting policies and other explanatory information.

Management's responsibility

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion with respect to the financial statements

In our opinion, the financial statements give a true and fair view of the financial position of Navigator Equity Solutions SE as at 31 December, 2012 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements

Pursuant to the legal requirement under Section 2:393 sub 5 at e and f of the Dutch Civil Code, we have no deficiencies to report as a result of our examination whether the management board report, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code, and whether the information as required under Section 2:392 sub 1 at b-h has been annexed. Further we report that the management board report, to the extent we can assess, is consistent with the financial statements as required by Section 2:391 sub 4 of the Dutch Civil Code.

Waalre, 12 June, 2013

Stroeken Rossieau B.V.

Was signed on 12 June, 2013 by F.A.A. Stroeken RA

2 STATUTORY APPROPRIATION OF PROFIT

Based on article 17 of the statutes the result is at disposal of the General Shareholders Meeting which can allocate the profit wholly or partly to the general or specific reserve funds.

The company can only make payments to the shareholders and other parties entitled to the distributable profit for the amount the shareholders' equity is greater than the paid-up and called-up part of the capital plus the legally required reserves.

Article 17 of the company's Articles of Association:

1. Following the prior approval of the supervisory board, the management board is authorised to reserve such a portion of the profit as it deems necessary, with due observance of the obligation to retain statutory reserves, or any reserves prescribed by these articles.
2. Any profit remaining following the reserves retained to in the foregoing paragraph is placed at the disposal of the general meeting. A resolution to distribute profits in cash shall be adopted by the general meeting of shareholders by more than half of the votes cast. A resolution to distribute profits in kind shall be adopted by the general meeting of shareholders with a majority of at least ninety-five percent (95%) of the votes cast, provided that at least fifty percent (50%) of the issued share capital is represented at the general meeting of shareholders.
3. Other than by adoption of the annual accounts, the general meeting is authorised to cancel the reserves, either wholly or in part, at the proposal of the management board, which proposal is approved by the supervisory board. A deficit may only be offset against the reserves prescribed by law to the extent that this is allowed by law.
4. The company may only pay out to shareholders and other entitled parties any profit subject to distribution to the extent that its equity capital exceeds the amount of the paid and called-up portion of the capital plus the reserves that must be retained by law or in accordance with the articles of association.
5. In calculation the profit distribution, shares that the company holds in its own capital do not count and no profit is distributed in respect of them except if and to the extent that the shares in question are encumbered with a right of usufruct established by the company at the time they were acquired. These shares do not confer any right to a share in the balance left after winding-up either.

3 APPROPRIATION OF THE RESULT FOR THE 2011 FINANCIAL YEAR

The annual account for 2011 was adopted by the General Shareholders Meeting held on August 2, 2012. The General Shareholders Meeting has determined the appropriation of the result as it was proposed.

4 RECOGNITION OF THE LOSS FOR 2012

The board of directors proposes to add the 2012 result to the other reserves for an amount of € 496,397. The General Meeting of Shareholders Shareholders will be asked to approve the appropriation of the 2012 result, this proposition is already recognised in the financial statements.

5 POST BALANCE SHEET EVENTS

The Company and Catalis SE have been in dispute about the treatment of options being issued to the Company as part of a capital increase in August 2012 and a reverse stock split of Catalis SE, which has been executed in March 2013. In order to avoid costly and lengthy legal procedures the parties have agreed on 19 March 2013 that the Company owns 400,000 options to acquire 400,000 shares in the capital of Catalis SE for a price of € 1.00 each.

As per 26 March 2013 the Company sold 50,01% of the shares in The Acon Group SE.