



IB NORDHORN
CONSULECTRA CETECOM Gruppe
Van Ameyde TÜV NORD ENOPLAN
CONSULECTRA ENOMETRIK CONSULECTRA
ENOMETRIK RWTÜV CETECOM Van Ameyde ENOPLAN
ENOMETRIK CONSULECTRA TÜV NORD Enviro IB NORDHORN
IB NORDHORN RWTÜV CETECOM Van Ameyde Enviro
RWTÜV ENOMETRIK Enviro ENOPLAN
TÜV NORD Van Ameyde Gruppe
ENOPLAN RWTÜV Grundstücksverwaltungsgesellschaft
CONSULECTRA TÜV NORD IB NORDHORN

CONTENTS



04	Supervisory Board and Managing Board
05	Consolidated profit and loss account (IFRS) of RWTÜV GmbH for the period from 1 January to 31 December 2015
06	Consolidated balance sheet (IFRS) of RWTÜV GmbH as at 31 December 2015
07	Report of the Supervisory Board
09	Group management report and management report of RWTÜV GmbH for fiscal 2015
20	Profit and loss account (HGB) of RWTÜV GmbH for the period from 1 January to 31 December 2015
21	Balance sheet (HGB) of RWTÜV GmbH as at 31 December 2015
22	Publishing details

tents

Contents

SUPERVISORY BOARD

Chairman of the Supervisory Board

Prof. Dr. rer. nat. Karl Friedrich **Jakob**
Chairman of the Board
of RWTÜV e.V., Essen/Germany

Vice Chairman of the Supervisory Board

Dr. rer. pol. Elmar **Legge**
Vice Chairman of the Board
of RWTÜV e.V., Essen/Germany

Dr. jur. Jürgen-Johann **Rupp**
Chief Commercial Officer
RAG Aktiengesellschaft, Herne/Germany

Dipl.-Ing. Volker **Höhnisch**
Chairman of the Board
of TÜV Thüringen e.V., Erfurt/Germany

Dipl.-Ing. Muharrem **Gedikoglu**
CETECOM GmbH, Essen/Germany

Dipl.-Ing Hüseyin **Güngör**
CETECOM GmbH, Essen/Germany

MANAGING BOARD

Managing Board

Lawyer Reinhold **Rüther**

CONSOLIDATED PROFIT AND LOSS ACCOUNT OF RWTÜV GmbH
FOR THE PERIOD FROM 1 JANUARY TO 31 DECEMBER 2015

	2015 € '000	2014 € '000
Sales revenue	184,339	168,666
Increase in the inventory of finished goods and work in progress	6,354	3,629
Other own work capitalised	92	91
Other operating income	4,039	4,837
Cost of materials	-8,052	-6,126
Personnel expenses		
a) Wages and salaries	-87,621	-77,355
b) Social security contributions and social assistance costs	-21,110	-16,882
Depreciation and amortisation expense	-13,442	-13,558
Other operating expenses	-49,769	-45,995
Result from investments measured using the equity method	11,336	9,899
Result from other investments	79	78
Net interest income	-124	123
Earnings before tax (EBT)	26,121	27,407
Taxes on income		
a) Income tax expense	-5,973	-5,775
b) Deferred taxes	807	177
Consolidated net earnings for the year	20,955	21,809
Non-controlling interests	408	804

CONSOLIDATED ANNUAL FINANCIAL STATEMENTS (IFRS)

CONSOLIDATED BALANCE SHEET OF RWTÜV GmbH
AS AT 31 DECEMBER 2015

	31/12/2015	31/12/2014
ASSETS	€ '000	€ '000
A. NON-CURRENT ASSETS		
Intangible assets	53,646	30,241
Tangible assets	27,930	28,103
Investment properties	12,059	12,412
Financial assets stated at equity	4,091	3,124
Other financial assets	1,796	1,489
Receivables and other assets	437	406
Deferred tax assets	6,010	5,220
	105,969	80,995
B. CURRENT ASSETS		
Inventories	35,036	20,355
Receivables and other assets	80,775	76,368
Income tax assets	2,421	3,029
Cash and cash equivalents	69,081	94,620
	187,313	194,372
	293,282	275,367
EQUITY AND LIABILITIES		
	31/12/2015	31/12/2014
	€ '000	€ '000
A. SHAREHOLDERS' EQUITY		
Subscribed capital	10,000	10,000
Capital reserves	24,225	24,225
Revenue reserves	169,538	150,086
Other shareholders' equity items	-82,454	-73,464
Non-controlling interests	2,133	2,101
	123,442	112,948
B. NON-CURRENT LIABILITIES AND PROVISIONS		
Non-current liabilities	5,569	6,047
Provisions for pensions and similar obligations	10,613	10,358
Other non-current provisions	3,013	3,094
Deferred tax liabilities	2,731	2,659
	21,926	22,158
C. CURRENT LIABILITIES AND PROVISIONS		
Current liabilities	132,756	128,470
Income tax liabilities	2,312	775
Short-term provisions	12,846	11,016
	147,914	140,261
	293,282	275,367

In fiscal 2015 the Supervisory Board of RWTÜV GmbH performed the tasks incumbent upon it as required by statutory provisions, the articles of association, and the rules of procedure. It regularly advised the Managing Board in the management of the company and supervised the activities of the Managing Board. The Supervisory Board was directly involved in all decisions of fundamental importance.

During the fiscal year, three ordinary Supervisory Board meetings were held, on 30 April, 18 September and 11 December, and one extraordinary meeting was held on 14 August. The extraordinary meeting was occasioned by a transaction requiring approval, for the acquisition and financing of new long-term equity investments in the Insurance Services business unit.

The Managing Board regularly informed the Supervisory Board promptly and extensively, both in writing and verbally, about corporate planning, the course of business in general, the current economic and financial situation and profitability of the company, the strategic development of the Group, about the risk situation and risk management, the Internal Control System (ICS) and the Compliance Management System (CMS). All other important business transactions such as investments, divestments, staffing and organisational changes, and deviations from plan in the development of business were also explained in detail by the Managing Board. Significant business transactions for the company were discussed extensively by the Supervisory Board and with the Managing Board on the basis of the Managing Board's reports. As was required in accordance with statutory provisions and the provisions of the articles of association and rules of procedure, following thorough examination and deliberation the Supervisory Board voted on the Managing Board's reports and proposed resolutions.

In addition to the Supervisory Board meetings, the Chairman of the Supervisory Board was also in regular contact with the Managing Board and was informed about the current development of the business situation and significant business transactions.

BDO AG Wirtschaftsprüfungsgesellschaft, Essen/Germany audited the annual financial statements, consolidated annual financial statements and combined management report for RWTÜV GmbH and the Group as of 31 December 2015. The annual financial statements of RWTÜV GmbH and the combined management report for RWTÜV GmbH and the Group were prepared in accordance with the provisions of German commercial law and received an unqualified audit certificate. The consolidated annual financial statements were prepared in accordance with the International Financial Reporting Standards (IFRS) as applicable in the European Union and the supplementary provisions of German commercial law in accordance with section 315a (1) of the German Commercial Code (Handelsgesetzbuch, HGB). The auditor issued a qualified audit certificate for the consolidated annual financial statements because the salaries of the Managing Directors of RWTÜV GmbH were not stated on grounds of protecting the rights of the individual. The auditor conducted the audit in accordance with section 317 HGB and the generally accepted standards for the audit of financial statements set down by the German Institute of Auditors (Institut der Wirtschaftsprüfer, IDW), and in conformity with the International Standards on Auditing (ISA).

The consultation documents and the Managing Board's proposal for the appropriation of net income for the year were promptly distributed to all members of the Supervisory Board. In its meeting of 28 April 2016, in the presence of the auditor, the Supervisory Board discussed at length the annual and consolidated financial statements, the combined management report, and the audit report. Based on its own examinations, the Supervisory Board raised no objections and approved the results of the audit. The Supervisory Board recommended to the Annual General Meeting of RWTÜV GmbH that it should accept the Managing Board's proposal for the appropriation of net income for the year, approve the actions of the Managing Director for fiscal 2015 and approve the consolidated annual financial statements prepared by the Managing Board.

The Supervisory Board thanks the Managing Board of RWTÜV GmbH, the Managing Directors of the Group companies, all employees of the Group and the staff representatives for their dedication and commitment in fiscal 2015.

Essen/Germany, April 2016

For the Supervisory Board

Karl Friedrich Jakob.

Prof. Dr. Karl Friedrich Jakob
Chairman

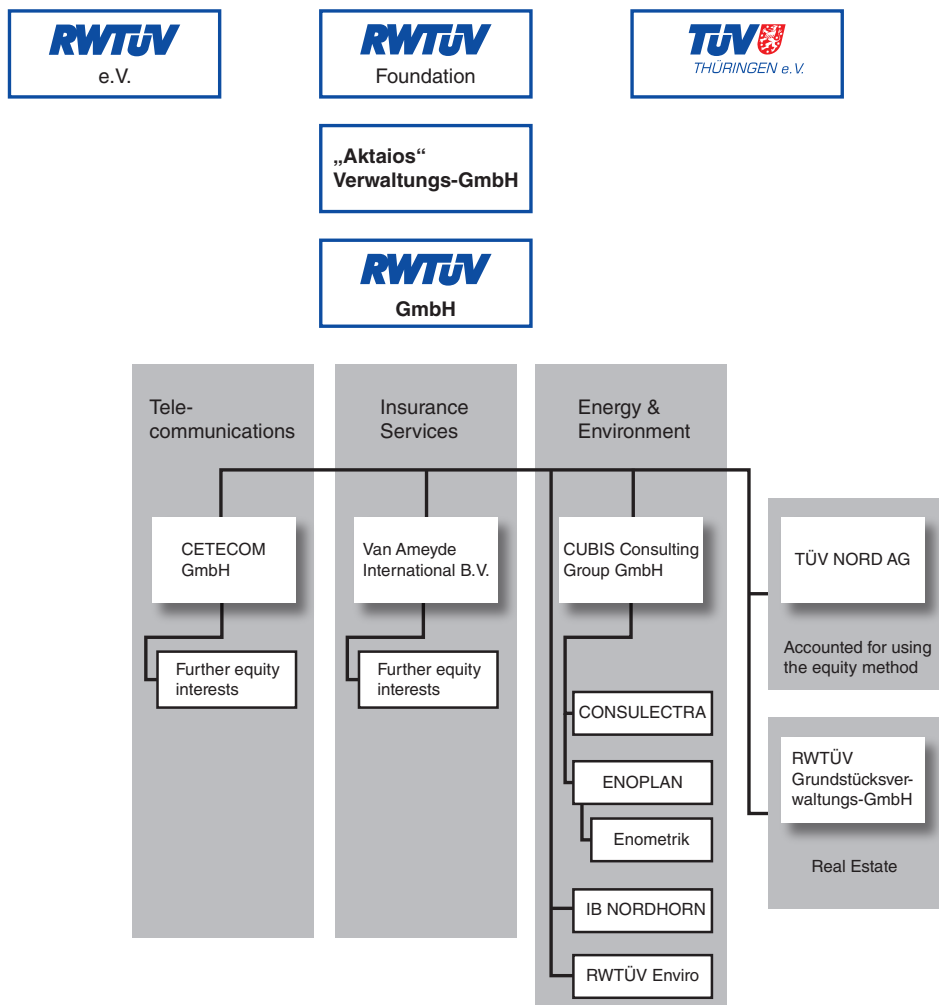
The RWTÜV Group is a group of technology service provider companies with strong brands. RWTÜV is the holding company. The Group's strength lies in an efficient group structure with a diversified portfolio, in which innovativeness, efficiency and sustainability are vital. Via its companies, the Group is currently represented in more than twenty countries in Europe, Asia and North America.

On the cut-off date 31 December 2015, including the management and financial holding company RWTÜV GmbH, the Group comprised 86 (2014: 73) fully consolidated companies, of which 17 were in Germany and 69 in other countries. Furthermore, RWTÜV GmbH holds a 36.1 % stake in TÜV NORD AG, a global testing, inspection and certification (TIC) group.

The growth strategy was continued in 2015. In addition to purely organic growth of around 3 %, equity investments were made and the Group's business units were strengthened as a result. The focus is on service providers that are successful with their own brand in our business areas. When acquiring a company, we aim to integrate it and utilise opportunities on both sides.

Throughout fiscal 2015, the RWTÜV Group was structured into three business units: Insurance Services, Telecommunication, and Energy & Environment. Our companies occupy leading market positions in their sub-segments. The holding in TÜV NORD AG is accounted for in the consolidated annual financial statements using the equity method.

The following diagram shows the structure of the RWTÜV group:



The *Insurance Services* business unit consists of the VAN AMEYDE group (VAI) and contains 75 affiliated companies in 20 European countries. VAI offers comprehensive solutions for settling claims across Europe to a client base mainly comprising insurance companies, insurance brokers, leasing companies and vehicle fleet operators. Additional services are offered along the value chain: complete claims process outsourcing, secondment of multi-lingual interim professionals such as claim adjusters and surveyors, as well as risk identification and assessment with the aim of facilitating the decision as to which preventive measures to take, and how best to control the loss burden. Claims process audits complete the VAI service offering.

The *Telecommunications* business unit comprises the CETECOM group with sites in Europe, the U.S. and Asia. The group's service portfolio covers consultancy, training, development, engineering, validation, certification and approval management. Testing and certification of mobile terminal equipment is a focus of CETECOM group's international activities. CETECOM operates independently of manufacturers with its accredited laboratories equipped with state-of-the-art testing systems – including for LTE mobile communication technology, smart cards and large batteries for electromobility. Its extensive services are targeted not only at telecommunications and IT companies but also at businesses in the automotive, mechanical and plant engineering, energy engineering and medical technology sectors.

The operating companies in the *Energy & Environment* business unit are: CONSULECTRA Unternehmensberatung GmbH, Hamburg/Germany, ENOPLAN Ingenieurgesellschaft für Energiedienstleistungen mbH, Bruchsal/Germany, ENOMETRIK Gesellschaft für Messdienstleistungen mbH, Bruchsal/Germany, IB NORDHORN GmbH & Co. KG, Münster/Germany, and ENVIRO GmbH, Essen/Germany.

CONSULECTRA advises energy utility companies on technical, business management and organisational issues. Other focuses of CONSULECTRA's activities are grid planning and grid operation services in Germany and other countries. ENOPLAN helps businesses optimise their energy usage and energy costs. In addition, ENOMETRIK offers energy measurement services and other services relating to the optimisation of energy consumption. IB NORDHORN is a company specialising in technical building equipment. It offers construction planning and construction supervision in close collaboration with building owners, architects and building contractors. Complex industrial and commercial buildings with technically demanding solutions are the main focus. ENVIRO is a niche provider that specialises in waste disposal.

MARKET AND INDUSTRY CONDITIONS

Global economic growth slowed in 2015, particularly as a result of sluggish performance in the BRICS countries (Brazil, Russia, India, China) and emerging markets. The economy in the euro area picked up slightly, however. Positive effects were generated by private and government consumption expenditure, investment and foreign trade.

As the momentum of economic growth shifts further from the emerging economies towards the established industrialised countries, continued highly expansionary monetary policy is likely to drive the average growth rate higher. Low oil prices are an additional benefit to the industrialised economies, and a relatively weak euro is also supporting economic growth in the eurozone.

Numerous geopolitical uncertainties still pose risks to the global economy, such as the continuing Ukraine crisis, conflicts in the Middle East, and worldwide migration movements. Negative impacts could also arise if high volatility in the financial sector is followed by a further significant economic downturn.

Political, regulatory and economic conditions are important for the success of an internationally operating services group. The Insurance Services business unit operates mainly in the eurozone, whereas the United States and Asia are becoming increasingly relevant market sub-segments for the Telecommunications business unit. In contrast, the Energy & Environment business unit predominantly benefits from trends within Germany. All in all, the companies within the RWTÜV Group did well in their respective environments.

BUSINESS DEVELOPMENT

The key data for RWTÜV Group's fiscal year are as follows:

- External sales: € 184.3 million
(2014: € 168.7 million),
- Earnings before tax: € 26.1 million
(2014: € 27.4 million),
- Return on sales, based on the result before income taxes: 14.2 %
(2014: 16.3 %),
- Equity ratio: 42.1 %
(2014: 41.0 %)

Once again, RWTÜV Group can look back on a satisfactory business year in 2015, having exceeded the previous year's forecast in respect of sales and earnings trends.

The domestic business finished 2015 with sales revenues amounting to € 45.7 million (2014: € 42.4 million). The share of international business in consolidated sales came to € 138.6 million (2014: € 126.3 million). A total of 75 % of sales were generated outside of Germany in fiscal 2015.

The individual business units developed as follows:

Insurance Services business unit

RWTÜV Group continued to expand its portfolio in the Insurance Services business unit by making targeted acquisitions. During the second half of 2015, three newly acquired company groups were also consolidated. These new acquisitions give the VAN AMEYDE group a broader regional presence in the Benelux countries, Scandinavia and the Baltic, and they increase market share in segments that are already served. Relevant market positions were obtained in the British real estate and accident insurance market, and in the Dutch market sub-segment for personal injury insurance cover. In addition, the Group's position was strengthened in the Scandinavian, Baltic and Russian sub-sector of the marine segment. In the highly competitive service market for the insurance industry, VAI again reported positive development, with sales increasing by 19.6 % in 2015 compared to the previous year. Aside from the acquisitions, business in the Netherlands developed particularly positively. VAI's total sales in fiscal 2015 came to € 107.3 million.

Telecommunications business unit

CETECOM group generated sales of € 51.8 million in 2015, slightly down on the previous year. New activities mostly compensated for falling sales in the core business due to customers' consolidation processes. The Internet of Things ("IoT") is a megatrend that is making its way into more and more everyday products, offering further growth prospects and added opportunities for CETECOM, which specialises in wireless technologies.

CETECOM GmbH, based in Essen/Germany, maintained stable business performance in 2015, though the effects of market changes were felt. CETECOM's previous focus on the testing and certification of mobile terminal equipment is increasingly shifting to other products that use wireless technologies, e.g. in the automotive and mechanical engineering industries. New areas such as "networked driving" (car-to-car communication, car-to-infrastructure, intelligent traffic systems) have been added to the service portfolio, with encouraging sales growth. Changes in the markets were duly taken into account back in 2014. The sales volume was slightly down on the previous year, at € 12.9 million.

CETECOM ICT Services GmbH, based in Saarbrücken/Germany, reported sales of € 14.8 million in 2015, around 1.5 % higher than the previous year on the back of organic growth. In 2015, as previously, the company offered its largely non-sector-specific services in a mainly robust market environment, which was characterised on the whole by continuing high demand for high-quality services.

The subsidiary CETECOM Inc., based on the west coast of the United States, achieved sales of € 18.0 million in 2015. Business was marked by increasing saturation of the testing and certification market for mobile terminal equipment, which is occurring later than in Europe. Market changes are being taken into account by focusing activities on the "IoT" megatrend, along with optimisation in the mobile communications sector.

Business activities in Asia followed a stable trend. Due to high demand, CETECOM Ltd. in Korea expanded its testing capacities. This company increased its sales to € 7.9 million in 2015. CETECOM Japan gained more market share for the CETECOM group, with sales of € 2.6 million.

Energy & Environment business unit

During 2015, the energy industry was characterised by many new regulatory requirements and continued significant uncertainties. For grid operators, a revised set of rules for calculating network charges was announced, and in the generation segment, new subsidy caps for renewable energy sources were introduced. At the same time, following the Paris climate agreement, measures to decarbonise the energy sector and other sectors of industry are being discussed, including the possible abandonment of coal-fired electricity generation. Electricity exchange prices remained at a low level in 2015, resulting in persistent investment caution. Despite this, the Energy & Environment business unit generated consolidated sales of € 23.4 million in 2015, which was only slightly below the previous year's level.

CONSULECTRA posted a decline in sales to € 4.9 million in 2015, owing to further consolidation measures. In the operation and maintenance of power plant facilities, the smaller workforce's focus on profitable services was successful. The network and IT business benefited in particular from increased demand in connection with IT security issues, and from sustained demand in the area of network control technology. The "Netzleittechnik" network control technology symposium staged by CONSULECTRA was also an economic success.

Fiscal 2015 went well for ENOPLAN and ENOMETRIK. Total sales came in at € 14.3 million, somewhat below the previous year's level. ENOPLAN, with its subsidiary ENOMETRIK, has a metering point operation business that sets it apart from competitors. ENOPLAN is not dependent on particular industries and is therefore unaffected or only marginally affected by negative trends in individual sectors. ENOMETRIK continued to do well in the price-competitive market for metering service providers. During 2015, IB NORDHORN's business was characterised by a high project workload with advanced work stages which will continue into the following years. Sales totalled € 2.8 million. The company was proportionally consolidated for the first time in 2014. ENVIRO saw its sales fall slightly to € 1.7 million. The core business (disposal of waste from dental practices) was strongly influenced by movements in precious metal prices during 2015.

EARNINGS SITUATION, FINANCIAL POSITION AND ASSETS

EARNINGS SITUATION

Fiscal 2015 was once again successful on the whole for the RWTÜV Group. With external sales of € 184.3 million (2014: € 168.7 million), the RWTÜV Group achieved earnings before taxes (EBT) of € 26.1 million (2014: € 27.4 million) and net earnings for the year of € 21.0 million (2014: € 21.8 million). Regarding the development and analysis of sales revenue in the individual business units, we refer to the statements concerning business development.

Other operating income was down on the previous year's figure of € 4.8 million at € 4.0 million in 2015. This was due to lower reversals of provisions. The increase of € 2.0 million in the cost of materials is due to the changed service structure in the CETECOM group. Personnel expenses increased from € 94.2 million to € 108.7 million as the average number of employees rose by 120 due to the Group's expansion. Depreciation and amortisation expense, at € 13.4 million, was slightly below the previous year's level. Other operating expenses grew from € 46.0 million to € 49.8 million due to business growth. The result from investments measured using the equity method – the minority holding in TÜV NORD AG – increased by 14 % from € 9.9 million to € 11.3 million. Tax expenses in 2015 amounted to € 5.2 million. Adjustments not affecting net income are included in the notes concerning the asset position.

FINANCIAL POSITION

The salient features of the changes in our cash flow were a positive operating result and tight management of net current assets in conjunction with equity investments of € 26.2 million. Our cash and cash equivalents decreased accordingly from € 94.6 million to € 69.1 million.

RWTÜV Group's sound financial policy was continued in 2015. The most important goals – those of ensuring an appropriate level of liquidity as well as needs-based Group financing for the Group companies – were fulfilled. It is based on a multi-year financial plan and a rolling forecast method for liquidity planning with a planning period of up to one year. Cash inflows from operating activities are the most important source of liquidity.

RWTÜV Group's cash flow (cash flow from operating activities) stood at € 9.1 million in 2015 (2014: € 29.7 million). Cash flow from investing activities amounted to € -33.7 million (2014: € -13.3 million), and cash flow from financing activities totalled € -0.4 million (2014: € -4.9 million). The ratio of cash flow from operating activities to investments was therefore 27 % (2014: 223 %). For details, please refer to the cash flow statement in the notes to the consolidated annual financial statements. The Group's net financial position remains positive.

In the reporting period a total of € 35.9 million (2014: € 15.2 million) was invested across the Group in tangible and intangible assets. This figure includes the goodwill and customer portfolios resulting from the acquisitions of companies. Of this amount, the Telecommunications business unit accounted for € 5.5 million (2014: € 8.3 million), the Insurance Services business unit € 29.7 million (2014: € 6.5 million), and the Energy & Environment business unit € 0.7 million (2014: € 0.4 million).

ASSET POSITION

The balance sheet structure of the RWTÜV Group also indicates that the Group's financing and liquidity continued to stand on a secure basis in 2015.

As at 31 December 2015, shareholders' equity totalled € 123.4 million with total assets of € 293.3 million. As a result, the Group equity ratio increased to 42.1 % (2014: 41.0 %). The low interest rate level continues to have an influence, and was taken into account by reducing the discount rate for pension obligations to 1.7 % in Germany (it is 2.6 % in other countries). Due to the reporting of actuarial losses outside of profit or loss, this had a negative impact on shareholders' equity amounting to around € 10.3 million.

As at 31 December 2015, the company's reserves to total capital ratio (reserves / total capital) increased to 66.1 % (2014: 63.3 %), which means a continuing high level of protection. Long-term assets totalled € 106.0 million (2014: € 81.0 million). The cover ratio (shareholders' equity / non-current assets) was 116.5 % (2014: 139.5 %), and hence non-current assets are fully covered by long-term capital. Short-term borrowed capital, at € 147.9 million (2014: € 140.3 million) is less than short-term assets of € 187.3 million (2014: 194.4 million), demonstrating that payment obligations can be fulfilled.

Given the macroeconomic situation, we are satisfied with the development of the Group's assets, financial position and earnings situation. The conditions are in place for further growth.

BASIC PRINCIPLES OF THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

The consolidated annual financial statements per 31 December 2015 were prepared in accordance with the International Financial Reporting Standards (IFRS) as applicable in the European Union, which are issued by the International Accounting Standards Board (IASB). In order to achieve equivalence with consolidated annual financial statements as prepared in accordance with German commercial law, all statutory obligations over and above the IASB rules were fulfilled.

RWTÜV GmbH – ASSETS, FINANCIAL POSITION AND EARNINGS SITUATION

RWTÜV GmbH is the financial and management holding company for the RWTÜV Group. RWTÜV GmbH is managed and controlled by the Managing Board of RWTÜV GmbH according to financial ratios, the main ones being sales/results figures and investments. The Managing Board obtains its information on an ongoing basis from a monthly Group report and holds regular discussion meetings with the representatives of the company's executive bodies and with the management of RWTÜV Group's operating companies.

RWTÜV GmbH prepares its individual company financial statements in accordance with the rules set out in the German Commercial Code (Handelsgesetzbuch, HGB).

A profit-pooling agreement has existed since 2005 between the financial and management holding company RWTÜV GmbH and the Group company RWTÜV Grundstücksverwaltungs-GmbH.

In the reporting period, RWTÜV GmbH generated net earnings for the year of € 1.0 million (2014: € 1.6 million). Sales revenue totalling € 260,000 (2014: € 279,000) is comprised of head office charges.

Non-current assets as at 31 December 2015 were € 87.9 million (2014: € 61.3 million) while current assets stood at € 5.9 million (2014: € 32.2 million). The changes result from increased equity investments. Total assets per 31 December 2015 amounted to € 93.4 million (2014: € 93.5 million).

Per 31 December 2015, the balance sheet of RWTÜV GmbH showed shareholders' equity of € 87.5 million (2014: € 87.5 million). As a result, the equity ratio of the financial and management holding company RWTÜV GmbH stood at 93.2 % (2014: 93.6 %).

The liabilities of RWTÜV GmbH decreased to a total of € 3.6 million (2014: € 3.7 million). Provisions increased by € 0.5 million to € 2.8 million.

The opportunities, risks and future development of RWTÜV GmbH largely correspond to the opportunities, risks and future development of the RWTÜV Group.

INTERNAL CONTROL SYSTEM

An internal control system is implemented within the RWTÜV Group which defines rules for business-critical processes and for their monitoring. As an organisational framework, RWTÜV GmbH has specified an extensive system of policies, rules of procedure and schedules of responsibilities. The internal control system, which is geared towards the individual companies' particular business activities, is intended to protect assets. Control activities are all measures intended to ensure that business risks are adequately addressed. The company managements and the supervisory bodies integrated into the processes are responsible for monitoring and continually improving the internal control system. At the same time, business operations are conducted and documented in accordance with the key operational processes. The policies and process descriptions are based on the respective operational service provision processes.

All information from the subsidiaries is prepared and analysed in the holding company RWTÜV GmbH. This includes monthly reporting, regular risk reporting, reports on functional tests of the internal control system and ad-hoc reporting, and submission of transactions subject to approval. With regard to Group accounting, the internal control system ensures that accounting is carried out in accordance with generally accepted accounting principles and the International Financial Reporting Standards. Consolidated accounting guidelines exist for this purpose, and define standardised accounting rules.

Supervision of Group companies is assisted by a Group internal audit department.

The internal control system that is established in the RWTÜV Group therefore ensures that rules for the management of business activities are adhered to. Compliance with these rules and their effectiveness are regularly monitored.

 RISK MANAGEMENT SYSTEM

The risk management system is also a component of Group controlling, serving to avoid or control risks arising from business activities. It comprises all measures necessary for dealing systematically and transparently with risks, and forms part of the overall Group management system through its links with controlling processes. The risk management system is established at all levels of the Group. In the current Group risk management policy, we have formulated all the mandatory specifications for the risk management process. As an integral part of the internal controlling system, it is the task of the risk management system to identify and assess risks at an early stage so that appropriate counter-measures can be planned and implemented.

A quarterly risk and opportunity assessment is carried out for all affiliated companies in the RWTÜV Group. In addition, the Group companies have undertaken to submit ad-hoc reports where needed. As a result, external and internal risks are systematically recorded and assessed in a standardised way throughout the Group according to the extent of potential damages. They are assigned to risk levels according to the estimated probability of occurrence. Thus the risk management system guarantees a comprehensive overview, enabling management measures to be taken. Sales and earnings before tax are central performance indicators in this regard.

Risks that the RWTÜV Group is currently exposed to are subject to a permanent system of management and control. In so far as these risks affect the Group's earnings, assets and financial position, counter-measures are introduced. If necessary, risk provisions are made for the various risk areas. In addition, potential damages and liability risks are covered by appropriate insurance policies which will contain or completely eliminate the financial impacts of any damages that occur. Furthermore, the operating companies are required to develop action alternatives and counter-measures at an early stage to avert and minimise risks. All decision-makers in the Group are involved in the management of our risks.

Strict cost management and quality assurance at all levels of the Group contribute to reducing the identified risks and to strengthening the competitive position of the RWTÜV Group. The risk management system is subject to a process of continuous improvement in accordance with current requirements. Its efficiency and effectiveness are regularly monitored by the internal auditors.

 FORECAST, OPPORTUNITY AND RISK REPORT

As an internationally operating group of companies, RWTÜV Group is faced with many kinds of opportunities and risks which are inseparably linked to business activity. Opportunities and business success for the Group companies result from their presence in growth sectors and from dynamic markets. The associated risks are influenced by various different factors. These include industry and competitive conditions, geographical and industry-specific economic cycles, political and financial conditions, and of course global economic development.

The standardised risk management processes ensure timely and structured information concerning the Group's current risk situation. In fiscal 2015 there were no identifiable risks which individually or together threatened the continued existence of the RWTÜV Group or existentially affected the Group's assets, financial position or earnings situation. There are no significant price, default or liquidity risks for the Group, nor any risks resulting from cash flow fluctuations or the use of financial instruments. The Group's financial assets are structured in such a way that no material risks exist from the current perspective. We continuously monitor risks associated with business activities; balance sheet provisions are made where required.

Measures to counteract risks are introduced at an early stage, if necessary. In addition, in order to contain and avoid risks, market development and the trend in incoming orders in the respective Group companies are continuously monitored to enable a rapid reaction to falling sales with sales initiatives accompanied by marketing and cost management measures.

To maintain solvency, we hold cash based on a multi-year financial plan and rolling liquidity planning. Active portfolio management remains a key element for the development of our Group. Thanks to our financial position, we are able to carry out transactions risk-free and actively support the acquired companies in their continued development. Opportunity management consists of systematically dealing with opportunities and potentials within the Group. On a monthly basis, Group reporting records the current earnings situation and liquidity position of the subsidiaries to enable an assessment of opportunities and risks.

The following risks, opportunities and business activity trends are reported for the business units.

Insurance Services business unit

In the Insurance Services business unit, the VAN AMEYDE group continues to occupy a top position in Europe in a highly competitive insurance market. VAN AMEYDE group counteracts the risk resulting from competitive and price pressure by making adjustments to its organisational structure and ongoing improvements to processes, and by strengthening customer loyalty, enhancing its service offering and developing new markets. Opportunities arise for the VAN AMEYDE group through providing additional insurance-related services for banks and other client groups, and through continuing to develop the Eastern Europe market. A slight decline in sales is anticipated in claims management as a normalisation of the high business volume is seen in the Benelux countries. We expect a stable sales situation in the other countries. A sharp increase in sales is anticipated in marine and industry, as the companies acquired in 2015 will be fully integrated in 2016. Thus a significantly rising overall sales trend is expected in 2016.

Telecommunications business unit

The market for mobile phones is largely saturated. With a world population of around 7.4 billion people, around 4.6 billion mobile phones are in use. By 2019, the number of mobile phones globally is set to rise only moderately to 5.1 billion. This is in contrast to the global trend of networking all products (Internet of Things or "IoT"). Approximately 4.9 billion products are currently networked, and this figure is growing at an annual rate of more than 30 %. This includes areas relating to "networked driving" in the automotive sector. Even in 2016, around 80 % of new cars sold will be networked, and 250 million networked vehicles worldwide are expected by 2020.

All of these trends and activities represent a big opportunity for CETECOM. CETECOM is therefore stepping up investment in the development of wireless compliance testing services for all kinds of products, including related advisory services.

In 2016, we anticipate that the automobile industry will be a sales driver with projects relating to "networked driving" (car-to-car communication, car-to-infrastructure, intelligent traffic systems). These activities are based on technologies which CETECOM already covers.

In Europe, CETECOM has already positioned itself as a competent partner in this area. In the United States, the market for mobile terminal equipment is starting to stagnate. Our activities in the U.S. in 2016 will focus on more extensive coverage of the "IoT" megatrend, and on optimising our activities in the mobile communications sector.

At our site in South Korea, we are currently still expanding our testing capacities to meet rising demand, particularly from Korean customers. However, we anticipate stagnating sales in 2016 due to tough price competition in Asia. For the Telecommunications business unit as a whole, with a changing service focus, sales in 2016 are expected to come in slightly above the previous year's level.

Energy & Environment business unit

No fundamentally changed market factors are anticipated for CONSULECTRA in 2016. Further detailing of regulatory requirements will drive customer activities and in turn increase demand for assistance from CONSULECTRA, especially in network and IT-related areas. With the secure, strong market position in network control technology and grid planning, a stable earnings position is expected in 2016 as well. Additional personnel will be recruited for IT security. Overall sales are expected to increase in the years ahead. ENOPLAN is currently experiencing a very high level of sales owing to the large number of business areas. The company has the flexibility to further expand and if necessary adapt its energy services offering as the energy market becomes increasingly complex. As a result, ENOPLAN can build long-term customer loyalty and make up for lost revenues. ENOMETRIK, which works closely with ENOPLAN, is expected to achieve a constant level of sales. IB NORDHORN will participate in predicted high market growth rates for technical building equipment. Since orders on hand point to a good future workload, a slight increase in sales is anticipated. ENVIRO expects sales in 2016 to be stable at the previous year's level, though they may be influenced by precious metal price movements. All in all, for the Energy & Environment business unit, sales in 2016 are expected to be slightly higher than the previous year's level.

In fiscal 2016, work will continue on improving Group structures. We are aiming for further organic and inorganic growth. Our goal for the years ahead is to make the RWTÜV Group even more resilient to fluctuations in the relevant market sub-segments through portfolio expansion, and to invest mainly in growth areas.

To consistently align the Group for profitable growth, the business units and the Group's strategic development are continuously controlled. In this way, we strengthen our financial base and gain the necessary flexibility to gear our business activities specifically to markets of the future.

Consistent development of our companies for the markets of the future assures the growth and value enhancement prospects of the RWTÜV Group. Our multi-year planning enables us to identify opportunities in all business units from the relevant market trends. This process, with a Group-wide structure, provides the basis for the continued development of the Group.

Strong performance orientation is a pillar for development. Our goal is to continuously improve the operational performance of Group companies. Among the performance criteria used to assess our businesses, in addition to results-oriented indicators we focus closely on cash generation since cash improvements provide the foundation for future investment capabilities and are therefore a fundamental requirement for positioning the RWTÜV Group as a diversified entity and ensuring long-term profitability. We expect all our companies to occupy leading market positions and generate good earnings. Strong cash flow orientation, EBT, and the corresponding return on sales and investment form the basis for management processes and decision-making at the strategic and operational levels. At the same time, we rely on lean structures and a local presence, with services tailored to the customer's needs.

The described development of our finances in the years ahead will enable us to continue making investments in developing strategically attractive growth businesses. Rapid integration of acquired businesses into the Group business process is an important part of this.

Continued positive business development is expected over the years ahead. According to the current forecast, the financing and liquidity of the RWTÜV Group will continue to stand on a solid and secure basis in 2016. Even in a continuing challenging economic environment, we expect increasing revenues and stable earnings in 2016. However, the actual results may differ from expectations not least because of unforeseeable external factors, particularly macroeconomic developments.

 **SUPPLEMENTARY REPORT**

No events of special significance have occurred since the end of the business year which materially affect business development for the RWTÜV Group.

 **EMPLOYEES**

The RWTÜV Group employed 1,549 people on average for the year. Of these, 375 employees worked in Germany and 1,174 employees worked in other countries.

The Managing Board of RWTÜV GmbH wishes to thank all members of staff and the management of Group holdings in Germany and other countries for their dedication, dependability and constructive teamwork.

Essen/Germany, 29 March 2016

RWTÜV GmbH
Managing Board



Reinhold Rütter

PROFIT AND LOSS ACCOUNT OF RWTÜV GmbH
FOR THE PERIOD FROM 1 JANUARY TO 31 DECEMBER 2015

	2015 €	2014 €
Sales revenue	260,000.00	279,000.00
Other operating income	1,842,261.19	2,059,931.68
Personnel expenses	-1,651,962.74	-1,711,213.02
Depreciation and amortisation expense	-20,863.42	-24,669.07
Other operating expenses	-2,524,368.71	-2,221,485.86
Income from participating interests	1,521,170.00	1,920,096.00
Income from profit transfer agreements	1,529,862.72	1,663,649.99
Interest receivable and similar income	631,280.64	679,978.74
Interest payable and similar charges	-605,952.00	-660,709.47
Financial results	3,076,361.36	3,603,015.26
Results from ordinary activities	981,427.68	1,984,578.99
Taxes	9,966.67	-361,041.52
Net earnings for the year	991,394.35	1,623,537.47

BALANCE SHEET OF RWTÜV GmbH
AS AT 31 DECEMBER 2015

ASSETS	31.12.2015	31.12.2014
	€	€
A. NON-CURRENT ASSETS		
I. Intangible assets	3,674.00	15,041.00
II. Tangible assets	164,304.29	173,429.29
III. Financial assets	87,789,543.08	61,074,543.08
Total non-current assets	87,957,521.37	61,263,013.37
B. CURRENT ASSETS		
I. Receivables and other assets	1,973,560.78	5,518,107.49
II. Cash in hand, bank balances	3,994,796.30	26,730,108.44
Total current assets	5,968,357.08	32,248,215.93
Total assets	93,925,878.45	93,511,229.30
EQUITY AND LIABILITIES		
	31.12.2015	31.12.2014
	€	€
A. SHAREHOLDERS' EQUITY		
I. Subscribed capital	10,000,000.00	10,000,000.00
II. Capital reserves	24,205,526.68	24,205,526.68
III. Revenue reserves	2,528,868.36	2,528,868.36
IV. Retained earnings brought forward	49,799,368.78	49,175,831.31
V. Net earnings for the year	991,394.35	1,623,537.47
Total shareholders' equity	87,525,158.17	87,533,763.82
B. PROVISIONS	2,787,181.00	2,312,710.00
C. LIABILITIES	3,613,539.28	3,664,755.48
Total equity and liabilities	93,925,878.45	93,511,229.30

PUBLISHED BY

RWTÜV GmbH
Kronprinzenstraße 30
45128 Essen
Germany

Phone: +49(0)201 12 52 - 150
Fax: +49(0)201 12 52 - 145
Internet: www.rwtuev.de
E-mail: info@rwtuev.de

CONCEPTION AND EDITING SERVICES

RWTÜV GmbH
Gabriele Schimmel
Kronprinzenstraße 30
45128 Essen
Germany

Phone: +49(0)201 12 52 - 150
Fax: +49(0)201 12 52 - 145
E-mail: gabriele.schimmel@rwtuev.de

REALISATION

PPR. personality partner
Gesellschaft für marktorientierte Werbung mbH

RWTÜV GmbH

Kronprinzenstraße 30
45128 Essen
Germany

Phone: +49(0)201 1252 - 150
Fax: +49(0)201 1252 - 145

Internet: www.rwtuev.de
E-mail: info@rwtuev.de