

OS AA01

Statement of details of parent law and other information for an overseas company



Companies House

☒ **What this form is for**
You may use this form to
accompany your accounts
disclosed under parent law

☐ **What this form is NOT for**
You cannot use this form to
an alteration of manner of co
with accounting requirements

THURSDAY



A18 12/11/2015 #261
COMPANIES HOUSE

Part 1 Corporate company name

Corporate name of overseas company ① EMI GROUP HOLDINGS B V

UK establishment number 8 R 0 0 7 8 7 2

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited

Legislation ② TITLE 9, BOOK 2 OF THE NETHERLANDS CIVIL CODE

② This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts

A2 Accounting principles

Accounts Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box

☐ No Go to Section A3

☒ Yes Please enter the name of the organisation or other
body which issued those principles below, and then go to Section A3

③ Please insert the name of the
appropriate accounting organisation
or body

Name of organisation or body ③ RAAD VOOR DE JAARVESLAGGEVING

A3 Accounts

Accounts Have the accounts been audited? Please tick the appropriate box

☐ No Go to Section A5

☒ Yes. Go to Section A4

OS AA01

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A4**Audited accounts**

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box

☐**No** Go to Part 3 'Signature'☒**Yes** Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'

① Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ①

ERNST & YOUNG ACCOUNTANTS LLP

A5**Unaudited accounts**

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

☐**No**☐**Yes****Part 3****Signature**

I am signing this form on behalf of the overseas company

Signature

Signature

X**X**This form may be signed by
Director, Secretary, Permanent representative.

OS AA01

Statement of details of parent law and other information for an overseas company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Bola Abioye**

Company name **Universal Music Group**

Address **Beaumont House, Avonmore Road**

Post town **London**

County/Region

Postcode **W 1 4 8 T S**

Country

DX

Telephone **020 7550 7373**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



Important information

Please note that all this information will appear on the public record



Where to send

You may return this form to any Companies House address

England and Wales.

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland.

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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EMI GROUP HOLDINGS B.V.

Annual Report for the year ended 31 December 2014



A18

12/11/2015
COMPANIES HOUSE

#262

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COMPOSITION OF THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS

A Brown
R Constant
B Muir

BOARD OF DIRECTORS' REPORT

We are pleased to present our report for EMI Group Holdings B V ("the Company") covering the year ended 31 December 2014, together with the financial statements for the same period

Principal activities

The principal activity of the Company is that of an investment holding company. There has not been any change to the principal activity of the Company during the year ended 31 December 2014 or subsequently. The Directors do not anticipate any change to the principal activity of the Company during the next year.

Financial information

The Company made a profit from finance activities of GBP 122 million for the year ended 31 December 2014 compared to a profit from finance activities of GBP 110 million in the previous year ended 31 December 2013.

At 31 December 2014 the Company has GBP 2,091 million of net assets (31 December 2013 GBP 1,971 million). With equity of GBP 2,091 million (31 December 2013 GBP 1,971 million), the Company has a solvency of 100% (31 December 2013 100%).

Investments

During the year the Company transferred its shares in EMI Zenei KFT and EMI Music Switzerland AG to fellow Universal Music Group companies as part of an internal reorganisation. (See note 4)

The Company recognised impairment losses of GBP 41 million on its investments during the current financial year (31 December 2013 GBP 6 million). (See note 4). There were no research and development activities in the year ended 31 December 2014.

BOARD OF DIRECTORS' REPORT (CONTINUED)

Information regarding financial instruments

The principal financial instruments used to fund the Company's operations are intercompany funding, receivables and payables. The Company has no other financial instruments, and therefore no increased risk on financial instruments is identified.

Environmental and personnel related information

The Company is not aware of any environmental liability that the Company believes would have a material effect on the Company's business or financial statements.

The Company has no employees (31 December 2013: nil).

Potential risks of the Company

During the normal course of business, the Company makes use of financial instruments that could expose the Company to credit, interest rate and currency risks. The Company is not exposed to significant credit risks, interest rate risk, cash-flow risk or currency volatility risks.

Future outlook

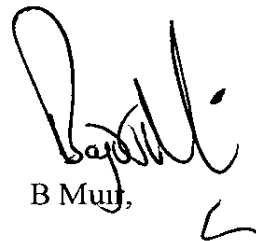

The Company is dependent on the results of its subsidiaries with respect to the result for the financial year ended 31 December 2015.

Subsequent events

Subsequent to 31 December 2014, the liquidation of EMI Group Singapore Holdings Pte Ltd was completed. The Company has recorded income of GBP 40,000 in the profit and loss account for the year to 31 December 2015 relating to the release of an intercompany payable to EMI Group Singapore Holdings Pte Ltd. The liquidation of EMI Music New Zealand was also completed subsequent to 31 December 2014.

The Board of Directors

A Brown,  R Constant, 


B Muir, 

London 03 NOV 2015

BALANCE SHEET
31 December 2014
(Before profit appropriation)

	Note	31 Dec 2014	31 Dec 2013
		GBP'000	GBP'000
Fixed assets			
Investments	4	<u>7,729</u>	<u>58,324</u>
Total fixed assets		7,729	58,324
Current assets			
Amounts due from group companies	5	2,086,069	1,925,492
Cash at bank	6	<u>-</u>	<u>-</u>
Total current assets		2,086,069	1,925,492
Current liabilities			
Amounts due to group companies	5	(2,615)	(12,385)
Total current liabilities		<u>(2,615)</u>	<u>(12,385)</u>
Current assets less current liabilities		2,083,454	1,913,107
Total assets less total liabilities		<u>2,091,183</u>	<u>1,971,431</u>
Shareholder's equity			
Share capital paid up and called up	10	153,316	153,316
Share premium reserve	10	1,395,620	1,395,620
Retained earnings	10	422,494	313,030
Net profit for the year	10	<u>119,753</u>	<u>109,464</u>
Total shareholder's equity		<u>2,091,183</u>	<u>1,971,431</u>

See accompanying notes on pages 6 to 16

PROFIT AND LOSS ACCOUNT
Year 31 December 2014

	Note	12 Months 31 Dec 2014	12 Months 31 Dec 2013
		GBP'000	GBP'000
Financial income and expenses			
Dividend income	8	147,586	9,911
Other Income		2,439	-
Interest income from group companies		11,883	47,539
Interest payable to group companies		-	(57)
Gain on sale of investments	3	991	56,874
Loss on sale of investments	3	(8,422)	-
Amounts written off investments	4	(41,339)	(6,118)
Waiver of intercompany loan	5	9,100	-
Exchange gain		89	1,796
Result before taxation		122,327	109,945
Taxation	9	(2,574)	(481)
Net profit for the year		119,753	109,464

See accompanying notes on pages 6 to 16

NOTES TO THE FINANCIAL STATEMENTS

1. General

EMI Group Holdings B V, Baarn, ("the Company") operates as a finance and intermediate holding company and is a wholly owned subsidiary of EMI Group International Holdings Limited, England. The Company's address is at 364-366 Kensington High Street, Kensington, London W14 8NS, United Kingdom.

The ultimate parent undertaking and controlling party is Vivendi SA, a company registered in France. The parent undertaking of the largest and smallest Group to consolidate these financial statements is Vivendi SA.

With effect from 1 October 2004, the Company became UK tax resident, has traded as English branches at 364-366 Kensington High Street, Kensington, London W14 8NS (previously Wrights Lane, London W8 5SW), and are registered as branches with the Registrar of Companies for England and Wales.

2. Summary of significant accounting policies

Basis of presentation

The accounts have been drawn up in accordance with the provisions of Title 9 Book 2 of the Netherlands Civil Code.

Application of Article 408, Book 2 of the Netherlands Civil Code

The Company has made use of the exemption option as laid down in Article 408, Book 2 of the Netherlands Civil Code. Under this option, a company does not consolidate the financial statements of its group companies as a company attaches or separately files the annual report of its ultimate parent company, which includes the accounts of the company and its group companies on a consolidated basis. Copies of the consolidated financial statements of Vivendi SA for the year ended 31 December 2014 can be obtained at the company's registered address, 42 Avenue de Friedland, 75380, Paris.

General

Net result and shareholder's equity are determined by reference to historical cost. Income and expenses are allocated to the reporting period to which they relate. Unless stated otherwise, assets and liabilities are included at nominal value.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. Summary of significant accounting policies (continued)

Functional and presentational currency

The functional and presentational currency of the Company is the Great British Pound (GBP) (2013 GBP)

Translation of foreign currencies

Transactions arising in foreign currencies are translated into GBP at the exchange rate prevailing at the transaction date. At the balance sheet date, assets and liabilities denominated in foreign currencies are translated into GBP at the balance sheet date rates of exchange. Resulting exchange differences are recognised in the profit and loss account.

Use of estimates

The preparation of the financial statements requires the management to form opinions and to make estimates and assumptions that influence the application of principles and the reported values of assets and liabilities and of income and expenditure. The actual results may differ from these estimates. The estimates and the underlying assumptions are constantly assessed. Revisions of estimates are recognised in the period in which the estimate is revised and in future periods for which the revision has consequences.

Cash flow statement

As permitted under the Guidelines for financial reporting under Dutch law (RJ 360 104), the Company does not include a cash flow statement in its financial statements. The Company's financial data, including cash flow, are included in the consolidated financial statements of Vivendi SA.

Going concern

The strong balance sheet of the Company combined with a strong operating performance has meant that the Company has been able to meet its ongoing working capital needs. They expect this position to continue and as a result have prepared these financial statements on a going concern basis.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. Summary of significant accounting policies (continued)

Financial instruments

Financial instruments include trade and other receivables, cash items, loans and other financing commitments, and trade and other payables

Financial instruments are initially recognised at fair value. If instruments are not measured at fair value through profit and loss, then any directly attributable transaction costs are included in the initial measurement.

After initial recognition, financial instruments are valued in the manner described below.

Trade and other receivables

Trade and other receivables are carried at amortised cost using the effective interest method, less impairment losses.

Other financial commitments

Financial commitments that are not held for trading purposes are carried at amortised cost using the effective interest rate.

Investments in subsidiaries

Investments in subsidiary companies are stated at cost or their assigned value at the date of acquisition. Provision against the carrying value of an investment is only made when management believes that there is a permanent diminution in value.

Impairment of assets

The carrying amount of the Company's assets are reviewed for impairment in the case of changes or circumstances arising that lead to an indication that the carrying amount of the asset will not be recovered. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to dispose.

An impairment loss is recognised whenever the carrying amount exceeds the recoverable amount.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. Summary of significant accounting policies (continued)

Dividend income

Dividends are recognised in the profit and loss account if the Company is entitled to them and the dividends are likely to be received

Interest income

Interest income arises on funds provided to other group companies and is recognised on an accruals basis

Taxation

Tax on the profit for the period comprises the current and deferred corporate income tax payable and deductible for the reporting period

Corporate income tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly to equity, in which case it is recognised in equity

Current tax comprises the expected tax payable or receivable on the taxable profit or loss for the financial period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to the tax payable in respect of previous periods

Deferred tax is provided for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised

3. Gain on sale of investments

As discussed in Board of Directors' report, the Company transferred its investments in EMI Zene1 KFT and EMI Music Switzerland AG to fellow Universal Music Group companies as part of an internal reorganisation. The Company recorded a gain of GBP 1.0 million on the disposal of EMI Zene1 KFT, and a loss of GBP 8.4 million on the disposal of EMI Music Switzerland AG.

NOTES TO THE FINANCIAL STATEMENTS (continued)

4. Investments

Financial fixed assets relate to investments in subsidiary companies. The movement in investments is as follows:

	31 Dec 2014	31 Dec 2013
	GBP'000	GBP'000
Opening balance	58,324	188,287
Additions	-	1,741
Disposals	(9,256)	(125,586)
Impairment	(41,339)	(6,118)
Closing balance	<u>7,729</u>	<u>58,324</u>

The current year disposals relate to transfers of shares to fellow group companies as part of an internal reorganisation. A net loss on sale of GBP 7.4 million was recorded on these disposals (refer to note 3).

The prior year disposals relate to transfers of shares to fellow group companies as part of an internal reorganisation, and the sale of certain investments which was a mandatory requirement of the sale of the EMI Recorded Music business to Universal Music Group. A net gain on sale of GBP 56.9 million was recorded on these disposals.

The reconciliation from cost to book value as at 31 December 2014 is as follows:

	31 Dec 2014	31 Dec 2013
	GBP'000	GBP'000
Cost	113,913	123,169
Accumulated provisions	(106,184)	(64,845)
Closing balance	<u>7,729</u>	<u>58,324</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

4. Investments (continued)

During the year the Company identified impairment indicators under RJ 121 triggering an impairment review. In accordance with RJ 121 'Impairment of Fixed Assets and Goodwill', the carrying values of the assets have been compared to their recoverable values, represented by their fair market value. In line with the accounting policy disclosed in note 2, an impairment loss was recognized for each investment where the carrying amount exceeded the recoverable amount. A total impairment loss of GBP 41.3 million was recognized (2013: GBP 6.1 million). In the opinion of the Directors, the value of the investments is at least equal to their carrying value at the year end.

At 31 December 2014 the Company's directly held investments comprise

Name	Registered office	% owned
Subsidiaries		
EMI Music New Zealand Ltd (in liquidation)#	Manukau City, New Zealand	100
EMI Records Austria GmbH	Vienna, Austria	100
Virgin Records (India) Pvt Ltd	Mumbai, India	100
Oy EMI Group Finland Ab	Helsinki, Finland	100
EMI Records France Holdco Limited	London, England	100
EMI Group Ireland Ltd (in liquidation)	Dublin, Ireland	100
EMI Group Holdings Singapore Pte Ltd (in liquidation)*	Singapore, Singapore	100
EGHI B V	Baarn, The Netherlands	100
Minos- EMI SA	Athens, Greece	100
Delta Holdings BV	Baarn, The Netherlands	100
EMI Music Arabia FZE (in liquidation)	Dubai, U A E	100
EMI Music Egypt Ltd	Egypt	100
EMI Holding Lebanon SAL	Beirut, Lebanon	100
EMI Music Mexico S A de C V	Mexico City, Mexico	100
EMI Recorded Music SA de C V	Mexico City, Mexico	100
EMI Kent Elektronik San Ve TIC AS	Istanbul, Turkey	100
Insight Music Ltd	London, England	100
EMI Music de Uruguay SA	Montevideo, Uruguay	100
EMI Recorded Music Hong Kong Ltd	Hong Kong, Hong Kong	100
EMI Music South Africa (Pty) Ltd	Johannesburg, South Africa	100
The CCP Record Company (Pty) Ltd	Johannesburg, South Africa	100

Liquidation process completed 1st May 2015

*Liquidation process completed 8th April 2015

NOTES TO THE FINANCIAL STATEMENTS (continued)

5. Amounts due from group companies

Current assets comprise	31 Dec 2014	31 Dec 2013
	<u>GBP'000</u>	<u>GBP'000</u>
Amounts due from group companies		
-Interest Bearing Loans	2,086,069	1,924,828
Other amounts due from group companies	-	664
	<u>2,086,069</u>	<u>1,925,492</u>
Current liabilities comprise	31 Dec 2014	31 Dec 2013
	<u>GBP'000</u>	<u>GBP'000</u>
Amounts due to group companies		
-Interest Free Loans	(2,615)	(9,292)
Other amounts due to group companies	-	(3,093)
	<u>(2,615)</u>	<u>(12,385)</u>

All loans and receivables from group companies are classified as current as they are available on demand

Interest rates on loans are at market rates apart from the interest free loans

A loan payable to EMI Group Singapore Holdings Pte Ltd was waived during the year

NOTES TO THE FINANCIAL STATEMENTS (continued)

6. Cash at bank

The Company has no bank accounts

7. Financial instruments

General

During the normal course of business, the Company uses various financial instruments that expose the Company to market and/or credit risks

The Company does not trade in financial derivatives and follows procedures and code of conduct to limit the size of the credit risk with each counterparty and market

If a counterparty fails to meet its payment obligations to the Company, the resulting losses are limited to the fair value of the instruments in question. The contract value or principal amounts of the financial instruments serve only as an indication of the extent to which such financial instruments are used, and not of the value of the credit or fair risks

Credit risk

The maximum amount of credit risk is GBP 2,086,069,000. The actual credit risk is considered limited as the amounts are due from one related party, EMI Group Finance Limited, which is capable of and has the intention to settle this position in the future

Interest rate risk and cash-flow risk

The interest rate risk is limited to possible changes in the fair value of loans taken up and granted. The Company's policy is not to use derivative financial instruments to control interim or other interest rate fluctuations

8. Dividend income

During the year ended 31 December 2014 dividends of GBP 147,586,000 were received from subsidiary undertakings (2013: GBP 9,911,000)

NOTES TO THE FINANCIAL STATEMENTS (continued)

9. Taxation

Tax on profit on ordinary activities	31 Dec 2014 GBP'000	31 Dec 2013 GBP'000
Foreign tax		
Current period	(2,574)	(481)
Adjustments in respect of previous year	-	-
Total current tax charge	<u>(2,574)</u>	<u>(481)</u>
Tax on profit on ordinary activities	<u>(2,574)</u>	<u>(481)</u>
	31 Dec 2014 GBP'000	31 Dec 2013 GBP'000

Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the average rate of corporation tax in the UK of 21.50% (2013: 23.25%)

Profit on ordinary activities before tax	<u>122,327</u>	<u>109,945</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.50% (2013: 23.25%)	26,300	25,562
<i>Effect of</i>		
Group relief received		(11,457)
Foreign tax suffered in the period	-	(481)
Permanent difference	<u>(23,726)</u>	<u>(14,105)</u>
Total current tax charge	<u>(2,574)</u>	<u>(481)</u>

The permanent differences relate to net losses on disposal of investments and amounts written off investments

NOTES TO THE FINANCIAL STATEMENTS (continued)

9. Taxation (continued)

Factors affecting future tax charge

As part of the Universal Music Group, the company may receive or surrender losses by way of group relief. Equivalent receipts or surrenders have been made in the past without charge.

Deferred tax

At the balance sheet date the Company had unused tax losses of GBP nil (2013: GBP nil) available for offset against future profits.

10. Shareholder's equity

The Company has an authorised share capital of 986,990 common shares and 10 B shares, each with a nominal value of GBP 375 (EUR 450). A total of 408,842 common shares and 1 B share have been issued.

During the year ended 31 December 2014 there were no movements in the underlying share capital, share premium or authorised capital.

The movements in share capital and share premium are as follows:

	Share capital	Share premium
	GBP'000	GBP'000
Opening and closing balance	153,316	1,395,620
The movements in retained earnings are as follows:		
	31 Dec 2014	31 Dec 2013
	GBP'000	GBP'000
Opening balance	422,494	313,030
Net profit	119,753	109,464
Closing balance	542,247	422,494

NOTES TO THE FINANCIAL STATEMENTS (continued)

11. Remuneration of the supervisory board and board of directors

The Company's Directors received no remuneration for the year ended 31 December 2014 and the year ended 31 December 2013. The Company employs no other personnel.

12. Commitments and contingent liabilities

For corporate income tax purposes, the Company and certain of its Dutch subsidiaries formed a fiscal unity until 30 September 2004, of which the Company was the head and as a consequence the Company can be held jointly and severally liable for the obligations of the fiscal unity in respect of corporate income tax assessments payable.

13. Transactions with related parties

Transactions with related parties include relationships between the Company, the Company's participating interests and the Company's directors.

As at 31 December 2014, the amounts receivable from related parties amounted to GBP 2,086 million (31 December 2013: GBP 1,925 million) and the account payable of GBP 2.6 million (31 December 2013: GBP 12 million).

GBP 147.6 million income was received from dividends in the year ended 31 December 2014 (year ended 31 December 2013: GBP 9.9 million). The remuneration of directors is included in note 11.

14. Auditor's fees

With reference to section 382a sub 3 of Part 9, Book 2 of the Netherlands Civil Code, the fees of £12,000 charged to the Company for the financial period by Ernst and Young Nederland LLP are included in the financial statements of Vivendi SA.

The Board of Directors

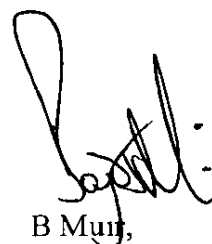
A Brown,



R Constant,



B Muir,



London

03 NOV 2015

OTHER INFORMATION

Statutory arrangements in respect of appropriation of the result for the year

In accordance with Article 17 of the Company's Articles of Association, the result for the year ended 31 December 2014 as shown in the profit and loss account has been added to retained earnings in the balance sheet following a decision of the shareholder

Proposed appropriation of the result for the year

The Board of Directors do not propose a dividend for the year ended 31 December 2014 (2013 nil)

Composition of the board of directors

The Dutch Civil Code Book 2 art 276 includes provisions for a balanced participation of men and women in the executive and supervisory board for which purpose a target has been set for at least 30% for both genders EMI Group Holdings B V recognises the possibility of added value provided by women as directors of the company We are currently considering the approach to achieve this goal, if and when we reach the conclusion that it can be achievable

Subsequent events

Subsequent to 31 December 2014, the liquidation of EMI Group Singapore Holdings Pte Ltd was completed The Company has recorded income of GBP 40k in the profit and loss account for the year to 31 December 2015 relating to the release of an intercompany payable to EMI Group Singapore Holdings Pte Ltd The liquidation of EMI Music New Zealand was also completed subsequent to 31 December 2014

Independent auditor's report

The independent auditor's report is set forth on the following pages

* * * * *

Independent auditor's report

To the management board and the shareholder of EMI Group Holdings B.V.

Report on the financial statements

We have audited the accompanying financial statements 2014 of EMI Group Holdings B.V., which comprise the balance sheet as at 31 December 2014, the 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 board of directors 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 EMI Group Holdings B.V. as at 31 December 2014 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 board of directors 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 board of directors 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.

Amsterdam, 3 November 2015

Ernst & Young Accountants LLP

signed by C. J. M. Kruijt