



# European Assets Trust NV

REPORT AND ACCOUNTS 2016



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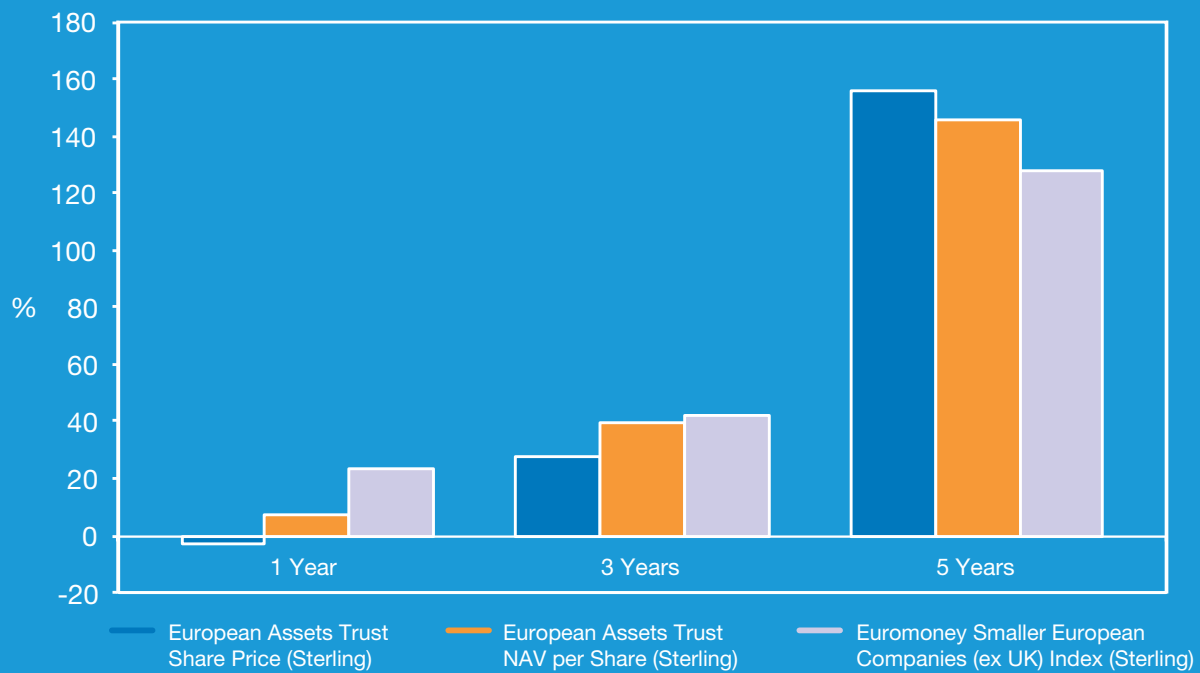
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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised financial adviser. If you have sold or otherwise transferred all your ordinary shares in European Assets Trust NV please forward this document, together with the accompanying documents, immediately to the purchaser or transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of shares, you should retain these documents.

# Performance and portfolio

EUROPEAN ASSETS TRUST NET ASSET VALUE AND SHARE PRICE COMPARED TO EUROMONEY SMALLER EUROPEAN COMPANIES (EX UK) INDEX



Source: F&C

All performance returns are total returns basis and calculated to 31 December 2016 (accumulated)

## Company overview

The Company is an investment company with variable capital incorporated in the Netherlands and its shares are listed on the London Stock Exchange and Euronext Amsterdam Stock Market. It is a member of the Association of Investment Companies.

Total assets (less current liabilities) at 31 December 2016 were €436.2 million (31 December 2015: €483.9 million).

The investment objective of the Company is to achieve growth of capital through investment in quoted small and medium-sized companies in Europe, excluding the United Kingdom. A high distribution policy has been adopted and dividends have historically been paid mainly out of current year net profits and other reserves.

The Company has a simple capital structure, being financed exclusively by ordinary shares. It may also employ gearing of up to 20 per cent of assets.

€0.7884

TOTAL DIVIDENDS  
FOR 2017 OF €0.7884  
PER SHARE

£11.22

STERLING NET ASSET  
VALUE PER SHARE OF  
£11.22 AT  
31 DECEMBER 2016

# Financial highlights

Investing in European small and medium sized quality companies to deliver attractive returns

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7.4%

## Performance

The Company achieved a Sterling NAV total return of 7.4% in comparison to its benchmark which rose 23.3%. Further analysis of this performance is provided in the Chairman's Statement and Fund Manager's Review.

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75.8p

## Dividend

Distributions for the year ended 31 December 2016 totalled 75.8 pence per share an increase of 33.9% from 56.6 pence per share in 2015. The Board has declared a total dividend for 2017 of Euro 0.7884 per share. At the rate of exchange ruling at 31 December 2016 this would be equivalent to 67.3 pence. The actual amounts to be received by UK shareholders will be dependent on the rates of exchange ruling at the dates during 2017 when the dividends are paid.

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1.3  
million

## Shares issued

During the year ended 31 December 2016 the Company issued and sold 1,320,000 new shares raising £14.0 million. These shares were issued at a small average premium to net asset value and improved stock liquidity. There were no share buybacks during the year.

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1.1%

## Ongoing charges rate

The ongoing charges rate of the Company has fallen from 1.7% for the year ended 31 December 2012 to 1.1% for year ended 31 December 2016.

Potential investors are reminded that the value of investments and the income from them may go down as well as up and investors may not receive back the full amount invested. Tax benefits may vary as a result of statutory changes and their value will depend on individual circumstances.

# Summary of performance

During the five year period ended 31 December 2016 the Company's Sterling net asset value total return was 146.1% in comparison to 127.9% for its benchmark.

Total Return for the year				
	Euro		Sterling	
	2016	2015	2016	2015
Net asset value total return per share	(7.3)%	26.9%	7.4%	20.5%
Market price total return per share	(16.1)%	26.8%	(2.7)%	20.4%
Euromoney Smaller European Companies (ex UK) Index	6.4%	23.4%	23.3%	17.2%

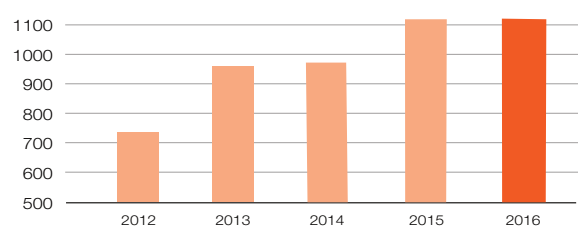
Capital at year end				
	Euro		Sterling	
	2016	2015	2016	2015
Total assets (less current liabilities) – millions	€436.2	€483.9	£372.3	£356.6
Net asset value per share	€13.14	€15.20	£11.22	£11.20
Market price per share <sup>‡</sup>	€11.97	€15.29	£10.22	£11.27
Euromoney Smaller European Companies (ex UK) Index	576.09	553.88	491.75	408.24

Distributions per share				
Total distributions paid in cash <sup>¶</sup> (for 2017 the annual dividend is €0.7884 per share)	€0.9429	€0.7743	75.8p	56.6p

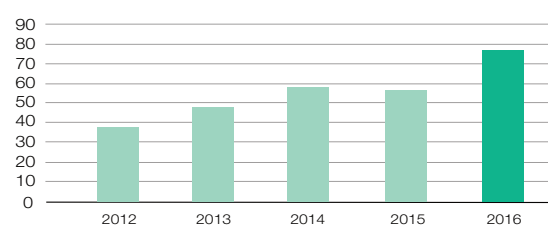
<sup>‡</sup> London Stock Exchange prices converted into Euros at relevant exchange rate at the year end.

<sup>¶</sup> Gross of Dutch withholding tax.

## NET ASSET VALUE PER SHARE AT 31 DECEMBER - PENCE



## DIVIDENDS PAID PER SHARE - PENCE



Source: F&C Investment Business Limited

	Sterling	
	<b>2016</b>	2015
<b>(Discount)/premium at Year End (difference between share price and net asset value)<sup>#</sup></b>	<b>(8.9)%</b>	0.6%
<b>Net Cash/Gearing at Year End</b> (less than 100% represents net cash, more than 100% represents net gearing) <sup>§</sup>	<b>96%</b>	98%
<b>Ongoing Charges<sup>∞</sup></b> (note 19)	<b>1.12%</b>	1.10%
<b>Portfolio Turnover<sup>**</sup></b> (UK method – note 18)	<b>23%</b>	26%
<b>Active Share Ratio<sup>*</sup></b>	<b>95%</b>	94%
<b>2016 Year's Highs/Lows</b>		
	<b>High</b>	<b>Low</b>
Net asset value per share	<b>£11.47</b>	<b>£9.41</b>
Market price per share	<b>£11.28</b>	<b>£9.34</b>

# The widest discount on the ordinary shares during 2016 was 9.6 per cent and the widest premium was 3.7 per cent in sterling terms.

§ This percentage indicates the extra amount by which shareholders' funds would rise or fall if total assets were to rise or fall and is total assets (less cash and cash equivalents) divided by shareholders' funds expressed as a percentage.

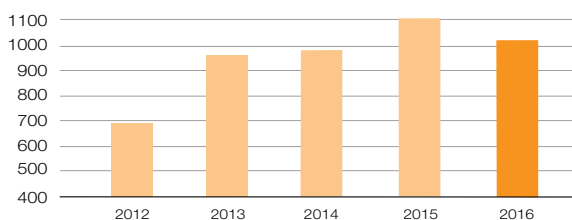
∞ Calculated in accordance with the basis recommended by the AIC.

\*\* Portfolio turnover = (purchases + sales) ÷ 2 ÷ average assets. Calculated in Euros.

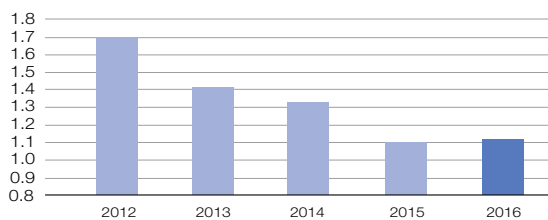
\* The active share ratio is a measure of the percentage of stock holdings in the portfolio that differ from the benchmark index. The greater the difference between the asset composition of the portfolio and its benchmark, the greater the active share percentage. Calculated in Euros.

Sources: Morningstar/Datastream/Euromoney

### MID-MARKET PRICE PER SHARE AT 31 DECEMBER - PENCE



### ONGOING CHARGES<sup>∞</sup> - %



Source: F&C Investment Business Limited



# Chairman's statement

**Jack Perry CBE, Chairman**



2016 was a volatile year dominated by political events which superseded fundamentals for most of the period.

Fellow Shareholders,

## 2016 Review

European Assets Trust ('the Company') recorded a Sterling net asset value ('NAV') total return for the year ended 31 December 2016 of +7.4% (2015: +20.5%) and a Sterling share price return of -2.7% (2015: +20.4%). This compares to the total return of its benchmark the Euromoney Smaller European Companies (ex UK) Index which rose 23.3% (2015: 17.2%) during the same period. Our performance is clearly disappointing and significantly below the returns we expect to deliver to you as shareholders. It is however a consequence of the risk of active investing on the basis of the high conviction philosophy and process followed by the investment managers. Historically, this philosophy and these processes have delivered good long term returns ahead of the market.

2016 was a volatile year dominated by political events which superseded fundamentals for most of the period. The uncertainty over both economic growth and political outcomes meant that the search for security pushed valuations of defensive assets to record relative valuations. The investment managers' valuation discipline, impacted by some uncharacteristically poor stock picking, meant that for the first half of the year our portfolio lagged this market.

While valuation gained more importance towards the year end, the market dislocation following the outcome of the British referendum on membership of the European Union had a severe detrimental effect on the portfolio. Despite some uplift to Euro and other European currency denominated holdings from the devaluation of Sterling post the Brexit vote, this was largely offset by the poor performance from our Irish listed holdings. These suffered from the perception that both their indirect and direct exposure to the United Kingdom would hurt their profits. However, since we initiated positions in these Irish companies, they have delivered handsomely, and we continue to maintain holdings in the majority of these companies, with the belief that they adopt quality business models, run by proven managers, and trade at attractive prices. Ultimately we believe that these fundamentals will prevail.

The Investment Manager's Review discusses the Company's performance in more detail on page 17 of this report.

Following the implementation of the Alternative Investment Fund Manager's Directive in 2014, the Company appointed F&C Investment Business Limited as its AIF Manager and KAS Trust & Depository Services BV as its depository. Although financial regulatory supervision switched to the British Financial Conduct Authority the Company remains Dutch registered. The Board and its advisors will therefore monitor closely financial and regulatory developments in both the United Kingdom and the Netherlands arising from the outcome of the British referendum on EU membership.

## Distribution

The level of dividend paid by the Company each year is determined by the Board in accordance with the Company's distribution policy. The Board has stated that, barring unforeseen circumstances, it will pay an annual dividend equivalent to 6 per cent of the net asset value of the Company at the end of the preceding year. The dividend is funded from a combination of current year net profits and other reserves.

The Board has already announced that in applying the above distribution policy, a total dividend for 2017 of Euro 0.7884 per share (2016: Euro 0.912 per share, net of Dutch withholding tax) will be paid. This represents a 13.6% decrease in the 2017 Euro denominated dividend compared with the previous year. The 2017 dividend will be paid in three equal instalments of Euro 0.2628 per share on 31 January, 31 May and 31 August. The January dividend of Euro 0.2628 per share was paid to shareholders on 31 January 2017 and amounted to 22.8 pence per share in Sterling terms compared to 23.4 pence paid in January 2016 – a reduction of 2.6%. The total dividend for 2017 in Sterling will be determined by the exchange rates ruling on the dates of payment.

Shareholders may elect to receive dividends by way of further shares in the Company rather than cash. Where shareholders so elect, they will receive shares based on the net asset value of the Company; the shares may trade in the market at a discount or premium to net asset value. Subject to personal circumstances and shareholders taking their own tax advice, UK resident individual shareholders who receive such a scrip dividend should not be liable to UK income tax on such dividend. Instead, UK capital gains tax rules should apply.

### Gearing

The Company has a banking facility to allow the Manager to gear the portfolio within the 20 per cent of assets level permitted under the Articles. The facility available throughout the year was Euro 45.0 million. The facility is Euro-denominated and flexible, allowing the Manager to draw down amounts for such periods as required. The Manager made use of the facility during the year when investment opportunities arose.

### Liquidity enhancement policy

To satisfy continuing demand for the Company's shares a prospectus was published in July 2015. Approved by the Dutch financial regulator, the Autoriteit Financiële Markten, this allowed for the issuance of up to nine million new shares within 12 months of the date of its publication at a price of at least net asset value and a premium to cover the commissions of issuance. During the subsequent 12 month period 6,240,000 shares were issued and sold. Of this amount 1,320,000 were issued and sold in the current year.

In July 2016 the Company received the necessary approval from the London Stock Exchange to allow the issuance, within a twelve month period, of a further 3,317,671 shares representing less than ten per cent of the issued share capital at that date. To facilitate the issuance of these shares at a price of at least net asset value and a premium to cover the commissions of issuance, the existing liquidity enhancement agreement with F&C Asset Management was amended.

However, following the outcome of the British referendum, the share price of the Company which had traded very close to NAV for a number of years declined into a discount. As illustrated by the graph on page 11, an initial recovery to par in September was short lived and at the year end the discount was -8.9% (2015: premium of 0.6%). The average discount of its European peer group at 31 December 2016 was -13.7%. The Board receives regular updates from its advisers with regard to movements in demand for the Company's shares and as at 6 March 2017 the discount had narrowed to -7.0%.

### Outlook

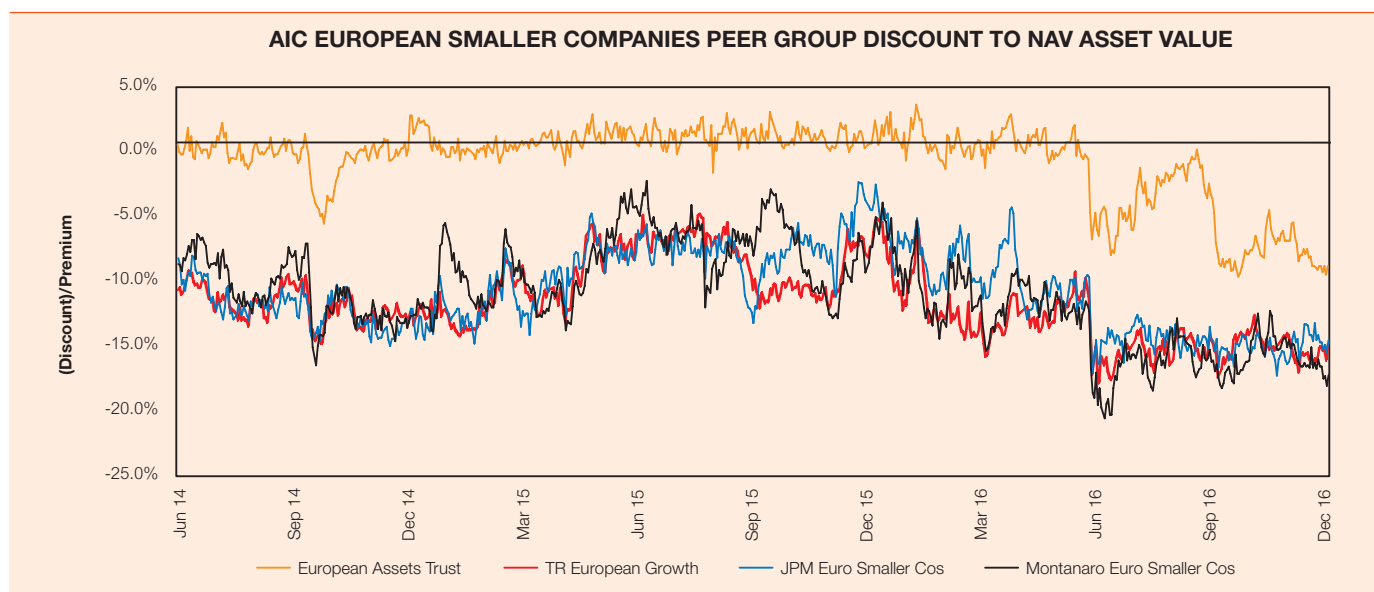
2016 has been chastening for pollsters and economists alike and I will refrain from predictions here, but it feels reasonable to say that 2017 looks likely to be another challenging year. The potential hurdles in Europe loom large in the form of political elections in Germany, France, the Netherlands and of course the 'Brexit' negotiations. However recent precedents would suggest that



even perceived negative outcomes do not necessarily mean that share prices will decline. 2016 ended so positively because the fundamentals for the global economy and Europe in particular have improved with economic statistics, including inflation being surprisingly positive.

This is encouraging for investors as it has brought fundamentals back to the fore. Prior to the fourth quarter a combination of central bank action and fear had driven investors to seek out assets perceived as safe. For bonds this has driven yields to irrational levels and for equities 'bond proxies' led the way. Valuation seemed to have been forgotten. The fourth quarter however saw market leadership transfer back to assets which have value support. This market sentiment is certainly more aligned with our Managers' investment strategy.

The Board continues to focus on strategy and performance. We will therefore not get carried away with improving economic fundamentals but instead invest based on solid individual company business models, management and results. After all, predicting economic growth is probably more difficult than predicting election results. While it has been a challenging year in terms of performance we believe the philosophy and process that the investment team has in place remains the right strategy to deliver good long term returns for our shareholders.



Source: F&C investment Business Limited

### Shareholder meetings

The Company's General Meeting will be held at 12 noon on 21 April 2017 at the Company's Office, Weena 210-212, Rotterdam, the Netherlands. In addition, the Company holds a Shareholders' and Investors' Briefing in London each year.

The London Briefing this year will take place on 10 May 2017 at 10.00am at the offices of BMO Global Asset Management (EMEA), Exchange House, Primrose Street, London EC2A 2NY and will include a presentation from the Fund Manager, Sam Cosh, on the Company and its investment portfolio. This is a good opportunity for shareholders to meet the investment manager and the Board and we look forward to welcoming as many shareholders as are able to attend. In addition, for the first time and to reach a wider audience of shareholders, the presentation will be recorded and will be available to view on the Company's website shortly thereafter.

### Jack Perry CBE

Chairman  
6 March 2017

### Forward-looking statements

This document may contain forward-looking statements with respect to the financial condition, results of operations and business of the Company. Such statements involve risk and uncertainty because they relate to future events and circumstances that could cause actual results to differ materially from those expressed or implied by forward-looking statements. The forward-looking statements are based on the Supervisory Board's ('the Board's') current view and on information known to it at the date of this document. Nothing should be construed as a profit forecast.

# Your company in today's world

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## The Company

European Assets Trust NV is a closed-end investment company and an investment institution within the meaning of the Dutch Act on Financial Supervision. The Company has a single class of Ordinary Shares. These shares are listed on the London Stock Exchange and the Euronext Amsterdam Stock Market.

## Objective

The investment objective of the Company is to achieve growth of capital through investment in quoted small and medium-sized companies in Europe, excluding the United Kingdom.

A high distribution policy has been adopted and dividends have been paid mainly out of current year net profits and other reserves.

## Dividends

Through its past commitment to pay shareholders a dividend of 6% based on the net asset value on 31 December each year the Company has offered an attractive level of yield – both in absolute terms and relative to other asset classes. Investors seeking long-term capital appreciation meanwhile can choose to reinvest dividends in order to enhance their growth potential.

## Share Price

The ordinary shares are quoted on the London Stock Exchange ([www.londonstockexchange.com](http://www.londonstockexchange.com)) (Reuterscode: EAT.L) and Euronext Amsterdam Stock Market ([www.euronext.com](http://www.euronext.com)) (Reuterscode: EURT.AS) and their price is published daily in Het Financieele Dagblad as well as The Financial Times and other newspapers. The share price is also available from the website noted below. Trading primarily takes place on the London Stock Exchange.

## Cost effective

With an Ongoing Charges ratio of 1.1%<sup>†</sup> the company compares favourably with open-ended investment companies and many other investment trusts. The cumulative benefits of low costs are very significant for long-term investors.

## Stability and liquidity

The Board seeks to manage liquidity in the Company's shares through its Liquidity Enhancement Agreement which provides the ability to issue or buyback shares dependant on the extent of any share premium or discount. This policy is designed to minimise the volatility of the Company's share price relative to its Net Asset Value.

## Suitability for retail distribution

The Company's shares are excluded from the FCA's restrictions which apply to non-mainstream pooled investments as the Company's portfolio is wholly made up of shares and public securities which are not themselves issued by other investment funds. The Company conducts its affairs so that its shares can be recommended by financial advisers to ordinary retail investors in accordance with the UK Financial Conduct Authority's ('FCA') rules relating to non-mainstream investment products and intends to continue to do so.

<sup>†</sup> Calculated in accordance with the basis recommended by the AIC.

Visit our website at [www.europeanassets.eu](http://www.europeanassets.eu)

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Potential investors are reminded that the value of investments and the income from them may go down as well as up and investors may not receive back the full amount invested. Tax benefits may vary as a result of statutory changes and their value will depend on individual circumstances.

# Business model and strategy

## Investment objective and distribution policy

The investment objective of the Company is to achieve growth of capital through investment in quoted small and medium-sized companies in Europe, excluding the United Kingdom.

A high distribution policy has been adopted and dividends have been paid mainly out of current year net profits and other reserves.

## Strategy and principal guidelines

The investment policy adopted in 1980 has been refined by seeking investments in small and medium-sized companies in Europe, excluding the United Kingdom, defined as those with a market capitalisation below that of the largest company in the Euromoney Smaller European Companies (ex UK) Index.

The Company will not invest more than 20 per cent of its total assets in any one company and does not take legal or management control of any company in which it invests.

As part of an active investment strategy the Company does not restrict its investments to any specific industrial or geographical sector; a diversified geographical spread is maintained.

The Company does not seek to create a portfolio to take advantage of anticipated currency fluctuations.

The Company has the ability to undertake stock lending activities but does not anticipate doing so and would need to enter into a new agreement before commencing.

The Company has the powers under its Articles to borrow an amount up to 20 per cent of its securities portfolio.

## Implementing the strategy

The investment management contract is with F&C Investment Business Limited ('F&C') which is a company within the F&C Asset Management plc group ('F&C Group'). Following the implementation of the Alternative Investment Fund Managers Directive ('AIFMD') which became fully effective on 22 July 2014, F&C was appointed as Alternative Investment Fund Manager ('AIF Manager'). F&C is a wholly owned subsidiary of Bank of Montreal ('BMO') and is part of BMO Global Asset Management. F&C provides investment management and other services to a range of investment companies.

Sam Cosh is the lead manager appointed by F&C to the Company. He is assisted by David Moss and Lucy Morris. Biographies of Sam Cosh, David Moss and Lucy Morris who are members of the European Equities team at F&C are provided on page 16.

The European Equity team at F&C focuses on detailed fundamental analysis with particular scrutiny on balance sheets and cashflows with an aim to invest in businesses with a long term time horizon. A key tenet of the approach is the belief that the most important factors that influence stock returns are both the value creation of the business and the initial price paid to own the equity. Consequently a significant emphasis is placed on valuation.

The fee that F&C receives for its services is based on the value

of assets under management of the Company, thus aligning its interests with those of the shareholders. It is also appointed as the AIF Manager in accordance with the provisions of the AIFMD for which there is no additional fee. The ancillary functions of secretarial and marketing services are also carried out by F&C. Details of the management fee payable to F&C are provided on page 44.

**Board Structure**

The Company, which is incorporated in the Netherlands has a two-tier structure comprising the Supervisory Board ('the Board') and Management Board. The biographies of the Supervisory Board Directors are detailed on page 26.

FCA Management BV is the Management Board Director and provides management and legal compliance services to the Company. Further details of the Management Board are provided on page 27.

As noted above the Company has an investment management contract with F&C ('the Investment Managers'). This contract sets out the matters over which the Investment Managers have authority and the limits above which approval of the Board must be sought.

All other matters, including strategy, investment and dividend policies, gearing and corporate governance procedures are reserved for the Board. It is the responsibility of the Board to provide the Management Board with general instruction and guidance with regard to these matters. It is the responsibility of the Management Board to act, and manage and represent the Company in accordance with these directives and to report to the Board on outcomes.

**Responsible Ownership**

The Board's primary responsibility is to ensure that the Company's portfolio is properly invested and managed in accordance with the investment objective. The Board supports F&C in its belief that good governance creates value. F&C takes a particular interest in corporate governance and sustainable business practices, and continues to work on systematically incorporating environmental, social and governance factors into its investment processes. Reference can be made to the F&C webpage [www.bmogam.com/corporate/about-us/responsible](http://www.bmogam.com/corporate/about-us/responsible) where the responsible ownership policy is described. This is based on the view that companies with strong management focus on these areas have the potential to reduce risks facing their business and deliver sustainable performance over the longer term. Engagement with companies on significant matters, such as to reduce risk, improve performance, encourage best practice and underpin long-term investor value forms an important part of F&C's approach towards responsible investment. The Board receives an annual report on instances where F&C has voted against the recommendation of the management on any resolution.

Information on F&C's engagement and voting at company meetings in relation to your Company and where to find the statement of compliance with The UK Stewardship Code can be found on page 30.

**Gearing strategy**

Over many years the Company has used borrowings to enhance its returns. The Company has the ability to borrow up to an amount of 20 per cent of the value of its securities portfolio.

**Liquidity enhancement agreement**

The Company has entered into a liquidity enhancement agreement with F&C. The purpose of the agreement is to enhance the liquidity in the trading of the Company's shares. During the year the Company sold 1.3 million shares. Further details of this agreement are provided on page 30.

**Marketing strategy**

F&C continues to promote investment in the Company's shares, which are suitable for retail distribution in the UK as well as professionally advised private clients and institutional investors.

Promotion has traditionally been made through the F&C Savings Plans, which remain a cost effective and flexible way to invest in the Company.

The Company is well positioned as a beneficiary of the Retail Distribution Review and changes to pensions legislation in the UK and continues to see a notable increase in the number of shares held through investment platforms. The Board hopes to see access to the Company's shares on as many platforms as possible as more investors look to make their own investment decisions.

**Regulatory Framework and Tax Status**

The Company is governed by the provisions of the Wft, the Dutch Act on Financial Supervision, including the provisions on Alternative Investment Funds ('AIF'). The Company has appointed F&C Investment Business Limited as its AIF Manager and KAS Trust & Depositary Services BV as its depositary and custodian.

Any change to the Articles of Association of the Company and any other changes of the conditions which causes a reduction in shareholders' rights or security or imposes costs upon shareholders will not become effective until one month after publication of such change.

The Company has fiscal investment institution status in the Netherlands ('fiscale beleggingsinstelling') and is subject to tax on both income and capital gains at a zero rate. Under its articles the Company has the power to borrow up to 20 per cent of the book value of the securities portfolio of the Company and its subsidiaries, if any, without the prior approval of the general meeting of the Company.



## Rolling three year viability assessment and statement

The 2016 UK Corporate Governance Code requires a board to assess the future prospects for the Company, and report on the assessment within the annual report.

The Supervisory Board ('the Board') considered that a number of characteristics of the Company's business model and strategy were relevant to this assessment:

- The Company as an active investor looks to long-term outperformance compared to its benchmark rather than short-term opportunities.
- The Company's investment objective, strategy and policy, which are subject to regular Board monitoring, mean that the Company is invested in realisable, listed securities and that the level of borrowings is restricted.
- The Company's business model and strategy is not time limited.

Also relevant were a number of aspects of the Company's operational arrangements:

- The Company retains title to all assets held by the Custodian under the terms of a formal agreement with the Custodian and Depositary.
- The borrowing facility has been entered into for an indefinite period of time.
- The annual dividend declared by the Company is determined in accordance with the year-end net asset value.
- Revenue and expenditure forecasts of the Company are reviewed by the Directors at each Board Meeting.
- Cash is held with the Company's banker.

In addition, the Board carried out a robust assessment of the principal risks which could threaten the Company's objective, strategy, future performance, liquidity and solvency. These risks, mitigating actions and the processes for monitoring risks are set out on page 24, and in Note 17 of the accounts.

The principal risks identified as relevant to the viability assessment were those relating to investment portfolio under-performance, failure to operate effectively the liquidity enhancement policy and threats to security over the Company's assets.

In undertaking this assessment the Board took into account the following factors:

- the liquidity of the Company's portfolio;
- the existence of the borrowing facility;
- the effects of any significant future falls in investment values and income receipts on the ability to repay and re-negotiate borrowings;
- the maintenance of dividend payments and the retention of investors;
- the potential need for more share issuance capacity in the event of unexpected market demand; and
- minimising the discount between the Company's share price and net asset value.

These matters were assessed over a three year period to March 2020. The Board will continue to assess viability over three year rolling periods, taking account of foreseeable severe but plausible scenarios. A rolling three year period represents the horizon over which the Board believes it can form a reasonable expectation of the Company's prospects, balancing the Company's financial flexibility and scope with the current uncertain outlook for longer-term economic conditions affecting the Company and its shareholders.

Based on their assessment, and in the context of the Company's business model, strategy and operational arrangements set out above, the Board has a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three year period to March 2020. For this reason, the Board also considers it appropriate to continue adopting the going concern basis in preparing the Report and Accounts.

# Fund Managers

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**Sam Cosh**  
**Lead Manager**

is a Director, European Equities at F&C. Sam joined F&C in 2010 from BNP Investment Partners and was appointed Lead Manager for European Assets Trust during 2011. Sam is also the lead manager of F&C European Small Cap Fund and manages the European investments of F&C Global Smaller Investment Trust plc. He has seventeen years' experience in European equities, principally within small and mid cap mandates.



**David Moss**  
**Fund Manager**

is the Head of European Equities and manages European and Pan European portfolios. From 1998-1999, he focused on UK Equity and prior to that he worked as a Fixed Interest Analyst focusing on the UK Gilt and Non-Gilt Markets. He joined F&C in 1996. David began his career in 1987 at Barclays Bank, where he worked as an Analyst on the Corporate Lending Team, working primarily with recovery situations for small to medium-sized enterprises. David has nineteen years' experience in European equities.



**Lucy Morris**  
**Fund Manager**

is a Fund Manager in the European Equities team, dedicated to smaller companies. Lucy joined F&C in 2007 and joined the European Equities team in 2011. Lucy has six years' experience in European equities, principally within small and mid cap mandates.



# Fund Manager's Review

**Sam Cosh, Fund Manager**



Performance was disappointing in 2016 as we contrived to give up a significant proportion of some of our hard earned gains in recent years. We can however take some comfort in the fact that our gains since the current investment policy was in place are still ahead of the benchmark.

## Market Review

2016 was another volatile year for European equity markets. Though ultimately they ended the year in positive territory in Euro terms, it turned out to be much higher in Sterling terms due to the depreciation of the Pound following the referendum.

Politics dominated news flow firstly with the British decision to leave the European Union and then Trump's election to the Presidency of the United States driving market direction, though perhaps not as many would have predicted. The outcome of the Italian referendum, potentially a market changing event in normal circumstances, whilst not the result many investors had wanted, proved to have little impact on a strong final quarter. We are all living in interesting times. The upcoming elections in the Netherlands, France and Germany will ensure that this will continue; 2017 looks likely to be another challenging year politically.

It is perhaps surprising given these challenges that European markets made progress this year at all. The reason for this is that, for the first time since 2011, we are entering a year with positive and rising surprises for economic activity and inflation for the global economy. Due to years of disappointment, expectations for a recovery in Europe have been low, but economic data and leading indicators in the region continue to be supportive of a recovering economy, and earnings expectations are also finally improving.

That consensus estimates for the both growth and inflation have been too low has helped drive a change in market leadership through the year. As has been the case during most of the last five years, quality assets, secure growth, or 'bond proxies' as they have been increasingly known, led the market for the first three quarters of the year due to a combination of scepticism on economic growth and the perception that interest rates would never rise again. As we entered the fourth quarter and bond yields began to increase on the back of better economic data, market leadership changed towards value and cyclical assets that tend to do better in the face of rising bond yields and improving economic environment.

What is additionally supportive, is that because of a rise in polarisation in the markets between quality assets and value that has emerged in recent years, value assets were and continue to be at exceptionally low valuations relative to the market. We enter this year with the prospect of improving economics and rising bond yields, and in this environment we would expect equities with value support to continue to drive the market forward.

## Portfolio Review

Performance was disappointing in 2016 as we contrived to give up a significant proportion of some of our hard earned gains in recent years. We can however take some comfort in the fact that our gains since the current investment policy was in place are still well ahead of the benchmark, and that while we lagged a rising market, we delivered absolute gains in Sterling terms. Nonetheless it has clearly been a disappointing year against our benchmark. Below we explain the three contributing factors, but it is important to point out the role momentum has played in stock market returns this year. Wild swings in investor sentiment have meant that momentum dominated large periods during the year. This has dislocated stocks from fundamentals and made stock picking on the basis of fundamentals extremely challenging.

## Portfolio Construction

During 2015 we had shifted our holdings to reflect a more balanced portfolio, where our core of quality assets within our 'Wide Moat Growth' and 'Durable Franchise' segments were augmented with higher weights in 'Transformation/Recovery' and 'Deep Value' in particular. We had done this because we felt, for a number of reasons, though principally low bond yields, that the quality areas of the market were looking increasingly expensive. This is shown on the chart on page 18 where the dispersion between the price to book (P/B) ratio of high ROE (return on equity) stocks and low ROE stocks had increased to what we believed were unsustainable levels.



Source: JP Morgan.

Remember, our philosophy is to buy quality assets run by good managers at attractive prices and we continue to follow this process with rigour. However it is this discipline, with particular regard to valuation that pushed us further away from the structural growth stocks or ‘bond proxies’, because the valuations were excessive. This proved to be a challenge particularly during the first part of the year as this dispersion between quality and everything else only increased.

We do not however believe that the reasoning behind our portfolio construction was wrong as long term returns will always be dictated by the price that you buy assets and the cash flows that they deliver. However, it is clear that we were too early in this portfolio construction strategy. More recently as bond yields have risen on the back of both economic and inflation surprises, value assets have started to perform better, and we have participated in this particularly with our financial holdings. Indeed our top contributors to performance for the year were all financials; the Norwegian Bank Sparebank, the Norwegian life insurer Storebrand, and the German bank Aareal Bank.

### Brexit

Our portfolio was not positioned for the United Kingdom vote to leave the European Union, but neither was it positioned for the UK to remain. It is constructed from a bottom up perspective to deliver long term returns for our investors, and political considerations do not play a large role in this process. Over the long term this has proved to be a sensible approach, in this case however the effect on portfolio returns of this particular political event has proved severe. This was principally due to our Irish holdings, which suffered from the fact that a number of them have significant operations in the UK. There was therefore exposure to both a declining currency in Sterling but also the perception that the UK economy would weaken. If we look at the stocks affected, the worst performers were as follows:

**Origin Enterprises:** the Irish listed agronomist which advises UK farmers (~70% of profits) on improving their crop yields.

**Irish Continental Group:** the Irish listed freight and ferry company which operates in a duopoly on the routes between the UK and Ireland. They also operate container terminals in the ports of Dublin and Belfast.

**Grafton:** the UK listed (previously Irish listed) builders’ merchant that derives approximately 70% of its profits from the UK and 25% from Ireland.

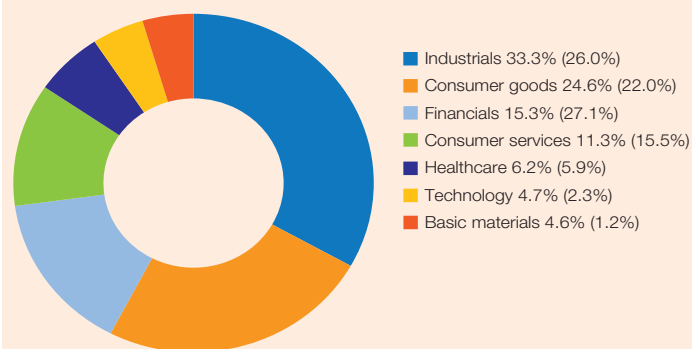
**IFG Group:** the Irish listed financial holding company which owns the high end UK pension administrator James Hay and the UK wealth manager Saunderson House.

All these holdings had poor years and made a substantial negative contribution to our performance. However, we believe that the impact on their share prices from ‘Brexit’, has been excessive and we do not believe that their business models are impaired. Each company listed above has good market positions, are run by managers we trust, have strong balance sheets, and are now in fact more attractively priced. They should therefore deliver good shareholder returns over the long term and so in this sense we believe that the impact of this particular political event should be temporary. We have added selectively to these positions.

### Stock Selection

Part of the strength of our long term track record has been built on avoiding significant stock selection mistakes. Unfortunately this year we struggled in this regard; three stocks delivered negative relative returns worse than 40%, these were Leonteq, Permanent TSB and Betsson. This is a disappointing aspect of performance this year. These stocks have now all been sold out of the portfolio in recognition that the initial investment cases proved weaker than originally determined.

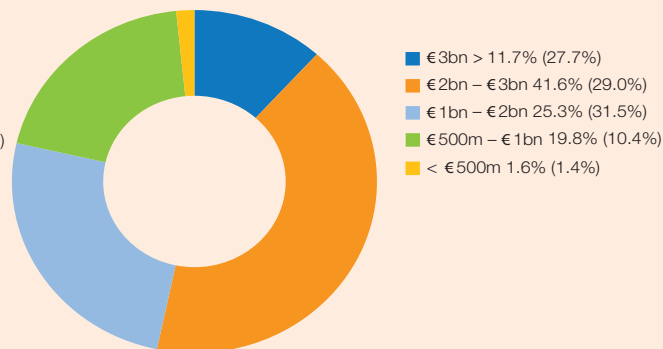
### Portfolio Split by Sector at 31 December 2016



(Figures in brackets – as at 31 December 2015)

Source: F&C Investment Business Limited

### Portfolio Split by Market Capitalisation as at 31 December 2016



### Portfolio Changes

In terms of new purchases and sales, our process has delivered; our additions in particular have contributed positively to performance. We discussed a number of these in our half year report, but we have added a number of holdings since. Of note has been the addition of Lectra, the French provider of fabric cutting technology and software to the fashion, furniture and automobile industry. It is part of a global duopoly operating in niche areas which enables consistent delivery of high levels of returns and cash generation on a largely recurring revenue base. Recently they have been investing to improve sales, marketing and distribution to increase future sales growth.

Other portfolio additions have been Swiss industrials Metall Zug and Komax. Metall Zug is a small family controlled business that makes high-end kitchen and laundry appliances, principally for their home market. They are also the second largest operator in the global wire processing industry. Komax, one of our other additions, is the market leader. The main applications for wire processing are found in the car industry where the volume of wire cabling within vehicles is gradually increasing, whilst the processing is done manually. Both companies should grow from greater automation of wire processing and the move towards greater electrification of vehicles.

The most recent purchase was Dometic, the global market leader in the manufacture of appliances for recreational vehicles, mainly caravans. The recreational vehicle market is recovering from the financial crisis, while there is an increasing trend to a more outdoor lifestyle. Additionally, ageing populations support long term demand for their products.

### Outlook

Valuations in aggregate do not look particularly attractive to us. For markets to rise from here they must be driven by profit recovery. On this front, in contrast to last year, the signs are encouraging. While European profits have made little progress since the financial crisis, for the first time in recent years, earnings expectations are rising. Economic progress appears to be sustained. Within this environment the areas of the market which have lagged since the financial crisis now appear healthier. In a cycle of recovering profitability it feels reasonable to expect this improvement to continue.

Our bottom up stock selection which has valuation as a core discipline has resulted in a portfolio balanced between value and quality. The portfolio is composed of good quality businesses, run by strong managers, where we can find a sensible return potential in terms of value. We believe that this is the best strategy to deliver good returns over the long term. Occasionally stock prices dislocate from fundamentals, over the long term they do not. We are confident that the fundamentals of the portfolio will deliver better returns for us in the long term.

### Sam Cosh

Lead Investment Manager  
F&C Investment Business Limited  
6 March 2017

# Key Performance Indicators

The Board recognises that it is longer term share price performance that is most important to the Company's investors. Underlying share price performance is driven by the performance of the net asset value. The overriding priority is to continue to strive for the consistent achievement of relative outperformance; adding value for shareholders through net asset value and share price total return; the operation of the liquidity enhancement policy; dividend yield; low and competitive ongoing charges; and effective marketing. The Board assesses its performance in meeting the Company's objective against the following key performance indicators ("KPIs"):

1. Net asset value per share total return
2. Share price total return
3. Dividend yield
4. Premium / (discount) to net asset value
5. Ongoing charges ratio
6. Shares issued / (bought back)

Information in relation to these KPIs is set out in the tables below. Commentary can be found in the Chairman's Statement and the Fund Manager's Review.

## Net asset value per Share sterling total return performance - 31 December 2016

	1 Year %	3 Years %	5 Years %
European Assets Trust net asset value <sup>†</sup>	7.4	39.3	146.1
Euromoney Smaller European (ex. UK) Companies Index <sup>†</sup>	23.3	41.8	127.9
AIC Sector peer group size weighted average <sup>†</sup>	16.7	45.7	143.2

<sup>†</sup>Total return. Source: F&C, Euromoney and AIC.

## Share price sterling total return performance – 31 December 2016

	1 Year %	3 Years %	5 Years %
European Assets Trust share price <sup>†</sup>	(2.7)	27.6	155.9
Euromoney Smaller European (ex. UK) Companies Index <sup>†</sup>	23.3	41.8	127.9

<sup>†</sup>Total return. Source: F&C and Euromoney.

## Dividend Yield % – 31 December

	2016 %	2015 %
European Assets Trust	6.0	6.0
Yield FTSE All-Share	3.5	3.7
UK Average bank savings rate	0.5	0.9

Source: F&C, London Stock Exchange and Bank of England

## Ongoing charges ratio – 31 December\*

	%
2016	1.12
2015	1.10
2014	1.33
2013	1.41
2012	1.70

\*Calculated in accordance with the basis recommended by the AIC

Source: F&C

## (Discount)/premium

31 December	%
2016	(8.9)
2015	0.6
2014	0.7
2013	(0.5)
2012	(6.4)

Source: F&C

## Shares issued/(bought back)

2016	1,351,439
2015	10,219,916
2014	3,658,542
2013	3,198,128
2012	(120,494)

Source: F&C

## Investment portfolio

There are approximately 2,000 quoted European (ex UK) small and mid-cap companies. Using internal team analysis as well as meetings with company management, a relatively concentrated portfolio has been created. Key attributes for portfolio companies are strong balance sheets, healthy cashflows and high and sustainable returns on capital.

Holdings are assigned to one of four broad categories: Durable franchise, Wide moat growth, Transformation/recovery and Deep value.



### Durable franchise

The core of the portfolio. This represents companies with at least modest growth potential, have disciplined management and robust business models. Typically represents 40-50% of the portfolio; 43.8% at 31 December 2016.



### Wide moat growth

These are faster-growing companies with strong brands, a unique product or a high market share in a competitive industry. Typically represent 25-30% of the portfolio; 29.4% at 31 December 2016.



### Transformation / recovery

























These are stocks that may be undervalued but have a catalyst for change, such as new management. Typically represent 15-20% of the portfolio; 14.7% at 31 December 2016.



### Deep value

These are out-of-favour companies where there is a belief that recovery or growth potential is underappreciated. Typically represent 10-15% of the portfolio; 12.1% at 31 December 2016.

# Investment Portfolio

<p><b>1. Forbo (7)</b> Switzerland Flooring, Adhesives and Conveyor Belts <b>4.6%</b> Total investments <b>€19,196,501 value</b> <a href="http://www.forbo.com">www.forbo.com</a></p> 	<p><b>2. Gerresheimer (4)</b> Germany Glass and Plastic Containers <b>4.4%</b> Total investments <b>€18,310,884 value</b> <a href="http://www.gerresheimer.com">www.gerresheimer.com</a></p> 	<p><b>3. Cerved Information Solutions (6)</b> Italy Credit Information Provider <b>4.4%</b> Total investments <b>€18,238,518 value</b> <a href="http://www.cerved.com">www.cerved.com</a></p> 	<p><b>4. Origin Enterprises (3)</b> Ireland Agricultural Nutrition <b>4.0%</b> Total investments <b>€16,578,047 value</b> <a href="http://www.originenterprises.com">www.originenterprises.com</a></p> 
<p><b>5. Amer Sports (5)</b> Finland Sporting Goods <b>3.8%</b> Total investments <b>€15,727,012 value</b> <a href="http://www.amersports.com">www.amersports.com</a></p> 	<p><b>6. Interpump (14)</b> Italy Industrial Manufacturer of Pumps and Power Take-offs <b>3.6%</b> Total investments <b>€15,234,688 value</b> <a href="http://www.interpumpgroup.it">www.interpumpgroup.it</a></p> 	<p><b>7. ASM International (21)</b> Netherlands Semi-conductor Equipment <b>3.4%</b> Total investments <b>€14,280,849 value</b> <a href="http://www.asminternational.org">www.asminternational.org</a></p> 	<p><b>8. IMCD</b> Netherlands Speciality Chemical Distributor <b>3.3%</b> Total investments <b>€13,980,856 value</b> <a href="http://www.imcdgroup.com">www.imcdgroup.com</a></p> 
<p><b>9. Glanbia (10)</b> Ireland Agricultural Nutrition <b>3.3%</b> Total investments <b>€13,896,176 value</b> <a href="http://www.glanbia.com">www.glanbia.com</a></p> 	<p><b>10. CTS Eventim (15)</b> Germany Concert and Ticketing <b>3.3%</b> Total investments <b>€13,621,227 value</b> <a href="http://www.eventim.de">www.eventim.de</a></p> 	<p><b>11. Irish Continental (1)</b> Ireland Shipping <b>3.2%</b> Total investments <b>€13,539,000 value</b> <a href="http://www.icg.ie">www.icg.ie</a></p> 	<p><b>12. CTT Correios de Portugal (8)</b> Portugal Postal Services <b>3.2%</b> Total investments <b>€13,403,244 value</b> <a href="http://www.ctt.pt">www.ctt.pt</a></p> 
<p><b>13. Indutrade (26)</b> Sweden High-tech Products and Solutions <b>2.9%</b> Total investments <b>€12,077,820 value</b> <a href="http://www.indutrade.se">www.indutrade.se</a></p> 	<p><b>14. Storebrand (38)</b> Norway Long-term Savings and Insurance <b>2.9%</b> Total investments <b>€12,056,638 value</b> <a href="http://www.storebrand.no">www.storebrand.no</a></p> 	<p><b>15. Sparebank (40)</b> Norway Banking <b>2.8%</b> Total investments <b>€11,925,891 value</b> <a href="http://www.sparebank1.no">www.sparebank1.no</a></p> 	<p><b>16. Takkt (20)</b> Germany Office Equipment <b>2.8%</b> Total investments <b>€11,916,090 value</b> <a href="http://www.takkt.de">www.takkt.de</a></p> 
<p><b>17. Inwido (37)</b> Sweden Supplier of Windows and Doors <b>2.7%</b> Total investments <b>€11,181,213 value</b> <a href="http://www.inwido.com">www.inwido.com</a></p> 	<p><b>18. Ringkjøbing Landbobank (11)</b> Denmark Regional Banking <b>2.5%</b> Total investments <b>€10,677,831 value</b> <a href="http://www.landbobanken.dk">www.landbobanken.dk</a></p> 	<p><b>19. Viscofan (30)</b> Spain Artificial Casings for Meat Products <b>2.5%</b> Total investments <b>€10,450,736 value</b> <a href="http://www.viscofan.com">www.viscofan.com</a></p> 	<p><b>20. Aareal Bank (34)</b> Germany Property Financing <b>2.4%</b> Total investments <b>€10,148,426 value</b> <a href="http://www.aareal-bank.com">www.aareal-bank.com</a></p> 
<p><b>21. SAF Holland (32)</b> Germany Commercial Vehicle Equipment <b>2.4%</b> Total investments <b>€9,890,020 value</b> <a href="http://www.safholland.co.uk">www.safholland.co.uk</a></p> 	<p><b>22. Grafton (9)</b> Ireland Building Supply, Manufacturer and Retailer <b>2.3%</b> Total investments <b>€9,777,031 value</b> <a href="http://www.graftonplc.com">www.graftonplc.com</a></p> 	<p><b>23. Tomra Systems (33)</b> Norway Recycling Equipment <b>2.2%</b> Total investments <b>€9,193,939 value</b> <a href="http://www.tomra.com">www.tomra.com</a></p> 	<p><b>24. Dometic</b> Sweden Manufacturer of Cooling Equipment <b>2.1%</b> Total investments <b>€8,674,517 value</b> <a href="http://www.dometic.com/en/se">www.dometic.com/en/se</a></p> 







# Investment Portfolio

<p><b>25. NORMA (25)</b> Germany Plastic and Metal Based Components <b>2.0%</b> Total investments <b>€8,549,560 value</b> <a href="http://www.normagroup.com">www.normagroup.com</a></p>	<p><b>26. Marr</b> Italy Food Service Provider <b>2.0%</b> Total investments <b>€8,423,928 value</b> <a href="http://www.marr.it/en">www.marr.it/en</a></p>	<p><b>27. Industria Macchine Automatiche</b> Spain Packaging Machinery Producer <b>2.0%</b> Total investments <b>€8,388,173 value</b> <a href="http://www.mediaset.es">www.mediaset.es</a></p>	<p><b>28. Mediaset Espana Comunicacion (27)</b> Spain Free to Air Television <b>2.0%</b> Total investments <b>€8,339,040 value</b> <a href="http://www.mediaset.es">www.mediaset.es</a></p>
<p><b>29. Christian Hansen (18)</b> Denmark Bacteria Culture Producer <b>1.9%</b> Total investments <b>€7,809,790 value</b> <a href="http://www.chr-hansen.com">www.chr-hansen.com</a></p>	<p><b>30. Plastic Omnium (2)</b> France Automotive Body Modules and Fuel Systems <b>1.8%</b> Total investments <b>€7,527,065 value</b> <a href="http://www.plasticomnium.com">www.plasticomnium.com</a></p>	<p><b>31. Metall Zug</b> Switzerland Appliances, Tools &amp; Housewares <b>1.6%</b> Total investments <b>€6,771,522 value</b> <a href="http://www.metallzug.ch">www.metallzug.ch</a></p>	<p><b>32. IFG (39)</b> Ireland Financial Services <b>1.6%</b> Total investments <b>€6,660,488 value</b> <a href="http://www.ifgroup.com">www.ifgroup.com</a></p>
<p><b>33. Bolas y Mercados Espanoles (23)</b> Spain Regional Stock Exchange <b>1.5%</b> Total investments <b>€6,392,210 value</b> <a href="http://www.originenterprises.com">www.originenterprises.com</a></p>	<p><b>34. Azimut (16)</b> Italy Asset Management <b>1.5%</b> Total investments <b>€6,145,480 value</b> <a href="http://www.azimut.it">www.azimut.it</a></p>	<p><b>35. Rational (24)</b> Germany Specialist in Hot Food Preparation for Professionals <b>1.4%</b> Total investments <b>€6,107,056 value</b> <a href="http://www.rational-online.com">www.rational-online.com</a></p>	<p><b>36. C&amp;C (31)</b> Ireland Manufacturer, Marketer and Distributor of Branded Cider, Beer, Wine and Soft Drinks <b>1.4%</b> Total investments <b>€5,698,906 value</b> <a href="http://www.candcgroupplc.com">www.candcgroupplc.com</a></p>
<p><b>37. Symrise (41)</b> Germany Global Supplier of Fragrances, Flavourings and Cosmetic Active Ingredients <b>1.3%</b> Total investments <b>€5,494,293 value</b> <a href="http://www.symrise.com">www.symrise.com</a></p>	<p><b>38. Atresmedia (29)</b> Spain Free to Air Television <b>1.2%</b> Total investments <b>€4,879,331 value</b> <a href="http://www.atresmedia.com">www.atresmedia.com</a></p>	<p><b>39. Lectra</b> France Provider to the Fashion, Automotive and Furniture Industries <b>1.2%</b> Total investments <b>€4,879,095 value</b> <a href="http://www.lectra.com">www.lectra.com</a></p>	<p><b>40. Komax</b> Switzerland Automatic Solutions in the Automotive Supply &amp; Pharmaceutical Sectors <b>0.6%</b> Total investments <b>€2,740,545 value</b> <a href="http://www.komaxgroup.com">www.komaxgroup.com</a></p>

The value of the twenty largest holdings represents 66.0% (2015: 59.7%) of the portfolio.  
The figures in brackets denote the position within portfolio last year.

# Principal Risks and Changes in the Year

Most of the Company's principal risks are market-related and no different to those of other investment trusts investing in listed markets. The principal ongoing risks and uncertainties currently faced by the Company, and the controls and actions to mitigate those risks, are described below. In addition a detailed review of the risks of the Company's investment portfolio including market, credit, foreign currency and liquidity is provided in note 17 beginning on page 48. Details of actions taken to reduce the potential impact of these risks is also provided.

Principal Risks	Mitigation
<p>Objective and strategy are inappropriate in relation to investor demands, adversely affecting control over share price discount/premium.</p> <p> <b>No change in overall risk in year</b></p>	<p>At each Supervisory Board Meeting the Directors monitor performance against benchmark and peer group. Market intelligence is maintained via the Company's broker, Cenkos and the provision of shareholder analyses. The Supervisory Board meets shareholders on an annual basis at the General Meeting in Rotterdam and the Shareholders' and Investors' Briefing in London. A Liquidity Enhancement Agreement is in place with F&amp;C to allow the issuance and repurchase of shares within parameters laid down by the Supervisory Board.</p>
<p>Failure to maintain tax exempt fiscal investment institution status ('fiscal belegginginstelling') in the Netherlands.</p> <p> <b>No change in overall risk in year</b></p>	<p>During the year the Company has complied with all applicable legislation regarding its Dutch tax status. No new Dutch tax legislation has been issued during the year which would have an impact on the Company's tax status. The Board reviews this compliance and retains Ernst &amp; Young Accountants LLP to provide tax advice in the Netherlands and calculate the annual distributable profit.</p>
<p>Stock selection, asset allocation and the use of gearing is inappropriate.</p> <p> <b>No change in overall risk in year</b></p>	<p>Investment policy and performance are reviewed by the Supervisory Board at each meeting. Rigorous individual stock reviews are regularly performed by the Manager and action taken to either hold, accumulate or sell. Cash, borrowing and gearing limits are set and monitored regularly.</p>
<p>Failure of Investment Manager or loss of senior staff could cause reputational damage and/or place the business in jeopardy.</p> <p> <b>No change in overall risk in year</b></p>	<p>The Supervisory Board meets regularly with the management of F&amp;C and receives an annual Audit Assurance Faculty Report on its procedures. The Manager's appointment can be terminated at six months' notice. Key man risk is limited by the team approach adopted by the European Equities team at F&amp;C.</p>
<p>Error, fraud or control failures at service providers or loss of data through cyber-attack or business continuity failure could damage reputation or result in loss of assets.</p> <p> <b>No change in overall risk in year</b></p>	<p>The Supervisory Board receives regular reports from the Managing Director and the Investment Manager on oversight of third party service providers, together with annual internal audit reports on controls. The Depositary oversees custody of investments and cash in accordance with the requirements of the AIFMD.</p>
<p>The Company's assets are denominated in Euros or other continental European currencies. The majority of its shares are traded on the London Stock Exchange and traded in Sterling. The returns to Sterling based shareholders are therefore subject to the fluctuations in the relative strength of Sterling against its European counterparts. In the period before and after the United Kingdom referendum on European Union membership the Sterling versus Euro exchange rate has experienced increased volatility.</p> <p> <b>Increase in overall risk in year</b></p>	<p>Although the Company's dividends are declared in Euros at the beginning of each calendar year, Sterling dividends payable to registered shareholders are calculated at a rate of exchange ruling at the date of payment.</p>





Actions taken in the year	
	<p>During the year the Company has issued 1,320,000 shares raising £14.0 million through the procedures of the Liquidity Enhancement Agreement. The Directors receive a weekly update from the Company's broker detailing movements in market demand for the Company's shares and its discount or premium.</p>
	<p>The Company paid its mandatory distribution in respect of the year ended 31 December 2015 with the August 2016 dividend.</p>
	<p>The borrowing facility from KAS BANK NV is €45 million. At the year end the facility was undrawn.</p> <p>During the year the Directors received external presentations from a leading London-based economist and a Chief Investment Officer of an Italian subsidiary of an international bank.</p>
	<p>The Manager now benefits from the long-term financial strength and policies of its owner, the BMO Group, and through its stated commitment to the future of F&amp;C's investment trust management business.</p> <p>There were no changes during the year in the investment manager's senior staff.</p>
	<p>The Manager continues to strengthen and develop its Risk, Compliance and Internal Control functions as part of the integration of its operations with BMO including IT security. Supervision of F&amp;C's third party service providers, including State Street and IFDS, has been maintained by F&amp;C and includes assurances regarding IT security and cyber-attack prevention. The Depositary oversees custody of investments and cash and reports to the Company in accordance with the AIFMD.</p>
	<p>At each meeting of the Supervisory Board, the relative and absolute total returns to shareholders in both Euros and Sterling are reviewed and discussed.</p> <p>External presentations from a leading London-based economist and a Chief Investment Officer of an Italian subsidiary of an international bank were received by the Board during the year.</p>

# Supervisory Board



## Jack Perry CBE

### Chairman

was Managing Partner, Glasgow and Regional Industry Leader (Technology, Communications and Entertainment and Consumer Products) for Scotland and Northern Ireland for Ernst and Young. He was also Chief Executive of Scottish Enterprise. He is currently Chairman of ICG-Longbow Senior Secured UK Property Debt Investments Limited and a non executive director of Witan Investment Trust plc. He has served on the Boards of FTSE 250 and other public and private companies and is a member of the Institute of Chartered Accountants of Scotland. He is a past Chairman of CBI Scotland.

Shared directorships with other Directors:  
None



## Professor Robert van der Meer

### Deputy Chairman and Chair of Audit

Professor van der Meer has formerly held positions on the management boards of Fortis and AEGON. He is emeritus professor of finance at the Rijksuniversiteit Groningen with supervisory board positions at Klépierre Nederland, KASBANK and Contest Yachts as well as advisoryships with a number of pension funds and charities. He is a member of the Dutch Accountants Institute (NBA) and serves as Deputy Justice with the High Court Amsterdam (Ondernemingskamer).

Shared directorships with other Directors:  
None



## Julia Bond

### Senior Independent Director

has 29 years' experience of capital markets in the financial sector and held senior positions within Credit Suisse including Head of One Bank Delivery. She is currently a non executive director and trustee of several governmental bodies and charities including the Supervisory and Management Board of the British Foreign and Commonwealth Office and a non executive advisor to the CEO of the Association of Certified Chartered Accountants.

Shared directorships with other Directors:  
None



## Laurence Jacquot

has extensive experience of financial markets and asset management in Continental Europe, having worked at COB, the French financial services authority regulator, and SCOR, the leading French reinsurance company. Latterly, she has been an investment consultant involving asset allocation and equity fund selection.

Shared directorships with other Directors:  
None



## Martin Breuer

has been Chief Financial Officer of Italian cosmetic manufacturer Intercos Group since 2011 and has recently been appointed as CEO of Asia Pacific. He was previously an executive with Siemens and a board member and Chief Financial Officer of SEVES.

Shared directorships with other Directors:  
None

# Management Board and Secretary

## Management Board



**Wilbert van Twuijver**  
representing the  
Managing Director



**Tim Koster**  
representing the  
Managing Director

The Management Board consists of a single Director, FCA Management BV, a limited liability company incorporated in the Netherlands. It has its registered office in Rotterdam. FCA Management BV carries out the day-to-day management of the Company in accordance with the general directives of the Supervisory Board.

The Articles of Association and the latest annual report of FCA Management BV are available at its offices at Weena 210-212, Rotterdam.

Wilbert van Twuijver and Tim Koster represent FCA Management BV on the Management Board of European Assets Trust NV.

## Company Secretary



**Scott McEllen**  
Company  
Secretary

In addition to investment management, the F&C group provides other services to the Company, including company secretarial, financial and marketing.

Scott McEllen acts as Company Secretary to the Company. A chartered accountant, he has provided accounting and company secretarial services to investment companies for over sixteen years.

# Management and Advisers

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## Management Board Director

FCA Management BV  
Chamber of Commerce  
Rotterdam, nr. 33239987

## Supervisory Board

Jack Perry CBE (Chairman)  
Professor Robert van der Meer  
(Deputy Chairman)  
Julia Bond (Senior Independent Director)  
Martin Breuer†  
Laurence Jacquot

## Registered Office

### Visiting address

Weena 210-212  
NL-3012 NJ Rotterdam  
Tel No. +(31 10) 201 3600  
Chamber of Commerce  
Rotterdam, nr. 33039381

### Postal address

PO Box 1370  
NL-3000 BJ Rotterdam

## AIF Manager

F&C Investment Business Limited  
80 George Street  
Edinburgh EH2 3BU  
Tel No. 0131 718 1000

## UK Registrars and Transfer Office

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol BS99 6ZZ

### Registrar's Shareholder Helpline

Tel No. 0370 707 1550

## Brokers

in the United Kingdom-  
Cenkos Securities plc  
6.7.8 Tokenhouse Yard  
London EC2R 7AS

in The Netherlands-  
NIBC Markets N.V.  
Nieuwezijds Voorburgwal 162  
1012 SJ Amsterdam

## Depository and Custodian

KAS Trust & Depository Services BV  
Nieuwezijds Voorburgwal 225  
1012 SJ Amsterdam

## Accounting and Reporting

KAS BANK NV  
Nieuwezijds Voorburgwal 225  
1012 SJ Amsterdam

## Auditors

PricewaterhouseCoopers Accountants N.V.  
Fascinatio Boulevard 350  
3065 WB Rotterdam

## Lawyers

in The Netherlands-  
De Brauw Blackstone Westbroek  
Claude Debussylaan 80  
1082 MD Amsterdam

in the United Kingdom-  
Shepherd and Wedderburn  
1 Exchange Crescent  
Conference Square  
Edinburgh  
EH3 8UL

## Website

[www.europeanassets.eu](http://www.europeanassets.eu)

† Formally appointed to the Board on 10 May 2016.

# Report of the Management Board Director

We have pleasure in submitting to Shareholders the Company's Annual Report and Accounts for the year to 31 December 2016 as prepared by us and approved by the Supervisory Board. We consider the Annual Report and Accounts taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance and strategy. They have been examined by PricewaterhouseCoopers Accountants NV, and their report is included under Additional Information in the Financial Report.

The Revenue Account for the year shows a net loss of €35,181,000. Dividends in cash totalling €0.9429 per share were paid during 2016. A dividend of €0.2628 per share was announced and paid in January 2017. Shareholders are offered the option of a scrip dividend. Dividends paid have historically been mainly funded from current year net profits and other reserves (for tax purposes from the reinvestment reserve) in accordance with the Company's distribution policy.

We recommend that the Financial Statements for the year ended 31 December 2016, together with the notes, be adopted.

## Supervisory Board

The Supervisory Directors who held office at 31 December 2016 are shown on the page of this report entitled 'Supervisory Board'.

Mr Jack Perry, Ms Julia Bond and Mr Martin Breuer had a beneficial interest of 4,063, 4,547 and 5,500 shares respectively in the Company at 6 March 2017. None of the other Supervisory Directors of the Company or the families of any Director owned any interest in the shares of the Company during the year under review or at any date up to 6 March 2017. Mr Jack Perry, Professor Robert van der Meer, Ms Julia Bond and Ms Laurence Jacquot will be proposed for re-appointment as Supervisory Directors at the forthcoming General Meeting. Martin Breuer was formally appointed to the Board on 10 May 2016.

With reference to article 166 of Book 2 of the Dutch Civil Code, the Company does not comply with a balanced split between male and female directors within the Supervisory Board ('the Board'): the Board currently includes two female directors out of a total of

five. The Company and the Board are committed to diversity in its composition in general and to the fair representation of women in particular, but strives primarily to appoint the most suitable Director regardless of gender.

## Management Board Director

FCA Management BV provides management and legal compliance services to the Company and represents the Company in and out of court. These services can be terminated by either party by giving three months notice of termination. Any termination will take effect as of the end of the calendar year in which the notice is given. FCA Management BV receives a fixed fee paid on a quarterly basis.

During the year under review, the management and service fee paid by the Company to FCA Management BV was €114,091 (including Dutch VAT).

## Investment Managers

F&C Investment Business Limited (F&C) provides investment management and other services to the Company. These services can be terminated by the Company at any time by giving six months notice of termination. Following the implementation of the AIFMD which became fully effective on 22 July 2014, F&C was appointed as AIF Manager ('the Investment Managers'). Details of the remuneration of F&C are provided on note 2 to the Accounts on page 44.

During March 2017, the Management Engagement Committee of the Board reviewed the appropriateness of the Investment Managers' continuing appointment. In carrying out the review,

consideration was given to past investment performance and the ability of the Investment Managers to produce satisfactory investment performance in the future. Consideration was also given to the standard of other services provided which include company secretarial, financial and marketing. The length of notice of the investment management contract and fees payable to the Investment Managers were also reviewed. Following this review, it is the Board's opinion that the continuing appointment of the Investment Managers on the terms agreed is in the interests of shareholders as a whole.

### Voting Policy on Portfolio Investments

The Investment Managers, in the absence of explicit instructions from the Board, is empowered to exercise discretion in the use of the Company's voting rights. Only where there are matters of particular concern will the Investment Managers contact management to explore the issues. The policy of F&C is to seek to maximise shareholder value by constructive use of votes at company meetings and by endeavouring to use its influence as an investor with a principled approach, including socially responsible and environmental factors, to corporate governance. In the year ended 31 December 2016, F&C had engaged with 15 companies held by the Company and had voted in respect of its holdings at 38 company meetings on a range of issues. Key engagement themes in 2016 included urging companies to improve governance standards and remuneration disclosure in addition to the information they provide on environmental, social and governance strategy including risks and opportunities.

F&C's statement of compliance with The UK Stewardship Code, which encourages and supports F&C on its voting policy and its stance towards environmental, social and governance issues is available at [www.bmogam.com/corporate/about-us/responsible/](http://www.bmogam.com/corporate/about-us/responsible/).

### Depository and Custodian

As of 22 July 2014, the date on which the AIFMD became fully effective, KAS Trust & Depository Services BV, a subsidiary of KAS BANK NV, was appointed as depository and custodian for the Company. The depository and custody services can be terminated by either party by giving six months notice of termination. KAS BANK NV, has granted a credit facility to the Company. This credit facility was employed during the year. However as at 31 December 2016 the facility was unused.

### Management of Assets during the Year

The Company has invested its assets during the year in accordance with its stated investment policy. Investment risk has been spread by investing in a diversified geographical spread of investments across a variety of industrial sectors. At 31 December 2016 there were 40 investments in the portfolio. At each Board meeting, the Board receives detailed information on the Company's investments and the Investment Managers present on the investment portfolio and its performance. The Company can

borrow up to a maximum of 20 per cent of investments.

Details on the Company's performance over the year are contained in the Chairman's Statement and Fund Manager's Review. A historical record of key performance indicators for the Company is set out in the Historical Record section.

### Share Capital

As at 6 March 2017 the Company has not been notified by shareholders of a holding of 5 per cent or more of its issued share capital (excluding treasury shares).

F&C Retail Products owned 9,448,711 shares or 28.5 per cent of the issued share capital of the Company at 31 December 2016. The nominee company holding these shares votes the shares held on behalf of planholders who have not returned their voting directions in proportion to the directions of those who have ("proportional voting"). Implementation of this arrangement is subject to a minimum threshold of 5% of the shares held in the F&C savings plans being voted. A maximum limit of 5,000 shares that any one individual investor can vote, being approximately 1.0% of the relevant minimum threshold, also applies. Any individual voting directions received in excess of the maximum limit will remain valid, but will not form part of the proportional voting basis. Planholders have the right to exclude their shares from the proportional voting arrangement.

The Company issued 31,439 shares during the year by way of its scrip dividend option and sold 1,320,000 newly issued shares. Since the year end 8,807 shares were issued as scrip.

The Company entered into a Liquidity Enhancement Agreement with F&C in November 2005. The purpose of this agreement is to enhance the liquidity in the trading of the Company's shares on the London Stock Exchange. The agreement is for a continuous period. F&C has sole discretion, in the name of the Company, to implement share buy backs or sales assuming the parameters and requirements laid down by the Company in the agreement are met. In summary, where F&C become aware through recognised brokers that there are shareholders wishing to sell whose offers cannot be fulfilled by the market and the average share price discount to net asset value measured over a rolling five business day period is five per cent or more, shares may be bought back based upon the share price equivalent to a discount of five per cent to the net asset value, adjusted for portfolio realisation costs depending upon market circumstances subject to other relevant requirements including protection against market interference. In practice, due to these requirements the price paid has historically been the prevailing market price at the time of the buy-back although this may vary for any future buy-backs that may occur depending upon the circumstances. The maximum number of shares that can be bought back in any three month period is ten per cent of issued share capital. The price at which shares are sold from treasury is subject to limitations on asset dilution. The absolute level of dilution through the sale of treasury shares is

restricted to 0.5 per cent of net asset value in any one year, and treasury shares which are sold at a discount to net asset value will only be sold where the discount at which the shares are to be sold is lower than the average discount at which the shares have been acquired by the Company measured over preceding financial periods and in addition at a price which is not less than the market bid price at the time of sale.

The agreement was subsequently amended to allow for the issuance of new shares. The issue price of new shares will be at least net asset value and a premium to cover the commissions of issuance.

### Going Concern and Internal Controls

After making enquiries, and with due regard to the nature of the Company's business and assets, the Board and the Management Board Director consider that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company's longer term viability is considered in "Rolling three year viability assessment and statement" on page 15. For this reason, they continue to adopt the going concern basis in preparing the accounts.

The Company's system of internal control is supported by robust procedures designed to manage rather than eliminate risk. By their nature, these procedures can provide reasonable, but not absolute, assurance against material misstatement or loss. The Board monitors the investment performance of the Company in comparison to its objective at each Board meeting and the Board also reviews the Company's activities since the last Board meeting. The Board has reviewed the need for an internal audit function. The Board has decided that the systems and procedures employed by the Investment Managers, including an internal audit function, and work carried out by the Management Board Director, Administrators and Custodian and the Company's external auditors mean that an additional internal audit function for the Company is unnecessary.

### Administrative Organisation and Internal Controls ('In Control' – Statement)

Statement (by the Management Board Director) referred to in section 121, sub 1 Decree on the Supervision of the conduct of Financial Enterprises under the Dutch Act on Financial Supervision.

We have adopted a description of the administrative organisation and internal controls which comply with the requirements as laid down in the Dutch Act on Financial Supervision and the Decree on the Supervision of the conduct of Financial Enterprises under the Dutch Act on Financial Supervision.

We have evaluated the various aspects of the administrative organisation and internal controls during the financial year under review. We believe, to our best knowledge, that the framework of the administrative organisation and internal controls as referred to



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in section 4:14 of the Dutch Act on Financial Supervision complies with the requirements as laid down in this act and related rules. In addition, these systems have shown themselves to be reasonably effective in the year under review and thus offer a reasonable degree of certainty that the financial reporting does not contain any material misstatements.

### The Management Board Director

6 March 2017

# Corporate Governance

## Summary

European Assets Trust NV ('the Company') is incorporated as a Dutch company. It is organised in the form of a listed public investment company with variable capital governed by the provisions of the Wft, the Dutch Act on Financial Supervision including the provisions on Alternative Investment Funds. The Company is subject to the supervision of Autoriteit Financiële Markten, while F&C as the AIF Manager is supervised by the Financial Conduct Authority in the UK. The Company's shares are listed on the stock exchanges in Amsterdam and London. The Company has a two-tier board structure comprising a Management Board and a Supervisory Board. With FCA Management BV appointed as Management Board Director, the corporate management functions are separated from the administration function performed by KAS BANK NV, the custody and depositary function performed by KAS Trust & Depositary Services BV and investment management and other functions performed by F&C Investment Business Limited. The Management and Supervisory Boards believe that this arrangement enhances the Company's management and corporate governance.

The Management Board Director, is entrusted with the corporate management of the Company and is obliged to act and represent the Company in accordance with the general directives of the Supervisory Board concerning the financial and investment policy of the Company. A contract with the Management Board Director sets out its responsibilities.

The Supervisory Board ('the Board') is responsible for supervising the policy of the Management Board and the general course of the Company's affairs and business. The Board currently consists of five Directors, all of whom are non-executive.

## Corporate Governance Framework

The Company is committed to high standards of corporate governance and accordingly, adheres to Dutch corporate governance requirements as determined by the prevailing Dutch Corporate Governance Code ('the Dutch Code'), insofar as they are relevant to externally managed closed-end investment funds, and the 2016 UK Corporate Governance Code ('the UK Code') of the UK Financial Reporting Council. The UK Association of Investment Companies issued its own code of Corporate Governance (the 'AIC Code') which can be found at [www.theaic.co.uk](http://www.theaic.co.uk).

The Company believes there are no differences of principle or inconsistencies between the Dutch Code and the UK Code.

The Company monitors developments in corporate governance codes and legislation. The Company believes its current articles of association, rules and regulations and practices are consistent with these developments.

As a matter of good practice, the Company has adopted corporate governance arrangements which follow the general principles of the UK Code and the AIC Code. Significant differences in actual practice from the UK Code and the AIC Code are detailed below.

## The Dutch Code

As the Company is an externally-managed investment institution without its own organisation, it is not possible to apply the Dutch Code in full. The preamble to the Dutch Code acknowledges this. For example, many of the provisions of the Dutch Code deal with management and remuneration by and of individuals. These cannot be applied in full in the case of the Company, because its corporate and investment management have been outsourced to FCA Management and F&C respectively. In addition, the Company's Articles of Association provide indemnification for the directors by the Company. The provisions of the Dutch Code that relate to the appointment and remuneration of management are therefore not fully complied with. The remuneration for these functions is governed by contractual arrangements as described in the Report of the Management Board Director.

The contract with the Management Board Director can be terminated with a notice period of three months. Any termination will take effect as of the end of the calendar year in which notice is given. The contract with the Investment Manager can be terminated at six months' notice. In addition, these contracts do not provide for severance payments to individual Directors or Managers.

On 8 December 2016 the Dutch Corporate Governance Code Monitoring Committee published the revised Dutch Code; the current Dutch Code dates back to 2008. The most important change is the central role given to long-term value creation, and the introduction of 'company culture' as a component of effective corporate governance. In addition, the Dutch Code has been updated in a number of other areas.

Dutch listed companies are required to report in 2018 on compliance with the revised Dutch Code in the 2017 financial year. The condition for this is that the revised Code must be enacted in Dutch law in 2017. The Management and Supervisory Boards will assess the consequences of the revised Dutch Code for the Company and take appropriate measures to duly comply with the revised Dutch Code in 2017.

## The Supervisory Board

The Supervisory Board ('the Board') is the Company's non-executive supervisory body. Its members are referred to as 'Supervisory Directors'. The Company has no employees.



A management contract between the Company and its Investment Manager, F&C Investment Business Limited ('the Investment Managers'), sets out the matters over which the Investment Managers have authority and the limits above which Board approval must be sought. All other matters, including strategy, investment and dividend policies, gearing, and corporate governance procedures, are reserved for the approval of the Board and Management Board Director. With regard to these matters it is the responsibility of the Supervisory Board to provide the Management Board Director with general instruction and guidance. It is the responsibility of the Management Board Director to act and manage the Company in accordance with these general directives and to report to the Supervisory Board upon their corporate management. A contract with the Management Board Director sets out its responsibilities.

The Board currently meets at least four times a year. In order to enable them to discharge their responsibilities, all Supervisory Directors have full and timely access to relevant information. At each meeting the Board reviews the Company's management information, which includes reports on investment performance and strategic matters and financial analyses. The Management Board Director and key representatives of the Investment Managers attend each meeting. Board meetings are also held on an ad-hoc basis to consider particular issues when they arise.

The following table sets out the number of Board, Committee and Shareholder meetings held during the year ended 31 December 2016 and the number of meetings attended by each Director.

	Board meetings of Directors		Audit meeting of Directors		Shareholder meetings in The Netherlands (formal) and UK (informal)	
	Held	Attended	Held	Attended	Held	Attended
Jack Perry CBE	6	6	2	2	2	1
Professor Robert van der Meer	6	6	2	2	2	2
Julia Bond	6	6	2	2	2	1
Martin Breuer	6	6	2	2	2	1
Laurence Jacquot	6	6	2	2	2	1

Supervisory Directors do not have service contracts but new Supervisory Directors are provided with a letter of appointment.

Individual Directors may, at the expense of the Company, seek independent professional advice on any matter that concerns them in the furtherance of their duties. No such professional advice was taken by Directors during the year under review. The Board has direct access to the company secretarial advice and services provided by F&C. The proceedings at all Board meetings are fully recorded through a process that allows any Director's concerns to be recorded in the minutes. The Board through the Management Board Director has the power to appoint or remove and replace the company secretary. The Company maintains appropriate Directors'

and Officers' liability insurance in addition to indemnity provisions in the Company's articles of association.

In order to review the effectiveness of the Supervisory Board and the individual Supervisory Directors, the Board carries out a process of formal annual self-appraisal. This is facilitated by the completion of a questionnaire and led by the Chairman. The performance of the Chairman is evaluated by the other Supervisory Directors. The Board considers that the appraisal process is a constructive means of evaluating the contribution of Supervisory Directors and to identify ways to improve the functioning and performance of the Board. The Board does not consider that the use of external consultants to conduct this evaluation is likely to provide any meaningful advantage over the process that has been adopted, but the option of doing so will be kept under review.

### Appointments and Succession Planning

With effect from March 2017, the Board has established a Remuneration and Nomination Committee. Previously the functions of this Committee were undertaken by the Board. This committee is responsible for the review of the re-appointment of Supervisory Directors, as they fall due for re-election and to make recommendations to the Supervisory Board.

In addition, this committee is responsible to review and make recommendations to the Supervisory Board regarding the nomination of additional Directors, where appropriate, for approval by the General Meeting of Shareholders.

Under the requirements of the Articles of Association, Supervisory Directors retire by rotation at shareholder meetings and Supervisory Directors are appointed for a specified term of no more than four years, subject to reappointment by shareholders. The Board has agreed, however, that Supervisory Directors will seek re-election at the completion of each three years' service and annually after serving on the Board for more than nine years.

Mr Jack Perry, Professor Robert van der Meer, Ms Julia Bond and Ms Laurence Jacquot will be proposed for re-appointment as Directors at the General Meeting on 21 April 2017. Following the evaluation process set out above, the Board confirms that the performance of these individuals continues to be effective and demonstrates commitment to the role. The Board therefore believes that it is in the interest of shareholders that they be re-elected.

Appointments of all new Supervisory Directors are made on a formal basis using professional search consultants, with the Board agreeing the selection criteria and the method of selection, recruitment and appointment. A Supervisory Board Director role specification is prepared to assist with this process. Each appointment is subject to shareholder approval at a General Meeting.

In considering the appointment of additional Supervisory Directors, the Board takes into account the ongoing requirements of the Company and the need to have a balance of skills and experience within the Supervisory Board. The Board favours diversity and welcomes appointments that contribute to it, but its first objective is to select Supervisory Directors on merit with relevant and complementary skills.

Full details of the duties of a Supervisory Director are provided at the time of appointment. An induction process takes place for new appointees, who meet the Fund Manager, Managing Director, company secretary and other key employees of the Investment Managers and are given briefings on the workings and processes of the Company.

The Supervisory Directors are encouraged to attend relevant training courses and seminars and receive regular updates on the industry and changes to regulation from the Management Board Director and the company secretary.

#### **Independence of Supervisory Directors**

All Supervisory Directors are considered by the Supervisory Board to be independent of the Company's Investment Managers and the Management Board Director. Professor Robert van der Meer has served on the Board for longer than nine years and seeks re-election from shareholders annually. In addition he is a member of the Supervisory Board of KAS Bank NV, a service provider to the Company. The Supervisory Board does not consider that a Supervisory Director's tenure or other board memberships necessarily reduces his or her ability to act independently and, following performance evaluations, believes that each Supervisory Director is independent in character and judgement and that continuity and experience add to the strength of the Board.

#### **Board Committees**

Up to and including the year ended 31 December 2016 the Board as a whole considered nomination, remuneration and management engagement matters. With effect from March 2017 the Board has established Management Engagement and Remuneration and Nomination Committees. All Supervisory Board Directors and the Management Board Director are members of each committee. Terms of reference for these committees are available from the Company on request.

Given the size and structure of the Company and taking account of Dutch Corporate Governance principles, the Board as a whole performs the function of audit. The Board therefore performs the duties of the Audit Committee including reviewing the Annual and Interim Accounts, the system of internal controls and risk management, the terms of appointment of the auditors together with their remuneration, and ensuring that auditor objectivity and independence is safeguarded in the provision of non-audit services by the auditors. The Board meets twice a year specifically to consider audit matters and this provides a forum through which the auditors may report to the Chair of the Audit, Professor Robert van der Meer.

#### **Remuneration and Nomination Committee**

The duties of the Remuneration and Nomination Committee: include the periodic review and recommendation to the Board of the level of Supervisory Directors' fees; the review and recommendation of candidates to the Board for the approval by the General Meeting of Shareholders to fill vacancies on the Board; the periodic review of the composition and balance of the Board; the review and recommendation to the Board of

The Company is committed to high standards of corporate governance.

It adheres, where relevant, to:

- The Dutch Corporate Governance Code
- The UK Corporate Governance Code
- The UK Association of Investment Companies Code of Corporate Governance.

the re-appointment of Directors, as they fall due for re-election and to review actual or possible conflicts of interest in respect of each Supervisory Director.

The Committee is chaired by the Senior Independent Director Julia Bond.

#### **Management Engagement Committee**

The duties of the Management Engagement Committee, which meets on an annual basis are to review the terms and conditions of the appointment and the appropriateness of the continuing appointment of the Investment Manager, the Management Board Director and other significant service providers including the depositary and custodian, corporate broker, administrator and legal counsel and to make recommendations to the Supervisory Board.

The Committee is chaired by the Chairman of the Company, Jack Perry.

As Professor Robert van der Meer is a member of the Supervisory Board of KAS BANK NV, he is excused while its performance and remuneration is discussed.

The Management Board Director is excused from the meeting while its performance and remuneration is reviewed.

## Board Report on Remuneration

### Supervisory Directors' Remuneration

With effect from March 2017, the Board established a Remuneration and Nomination Committee.

The review and recommendation to the Board of the level of Director's fees is a responsibility of the Remuneration and Nomination Committee which is chaired by the Senior Independent Director, Julia Bond. All Directors are members of the Committee. Previously this duty was undertaken by the Board.

The policy is to set Supervisory Directors' remuneration at a level commensurate with the skills and experience necessary for the effective stewardship of the Company and the expected contribution of the Board as a whole in continuing to achieve the investment objective. Time committed to the Company's business and the specific responsibilities of the Chairman, Chairman of Audit, Senior Independent Director and Directors are taken into account. The policy aims to be fair and reasonable in relation to comparable investment trusts and other similar sized financial companies. Directors are not eligible for bonuses, pension benefits, share options, long term incentive schemes or other benefits.

The Remuneration and Nomination Committee considers the level of Directors' fees at least annually. The Company has previously, engaged an external consultancy to undertake an extensive independent benchmarking review of the fees paid.

No changes to the current level of fees are proposed for 2017.

### Voting at General Meeting

At the Company's last general meeting, held on 10 May 2016, shareholders approved the changes to Directors' remuneration. For the resolution to approve the increases to Directors' remuneration, 85.1% of votes were cast in favour. The approval of shareholders at a general meeting is required for any changes to the remuneration of Supervisory Board Directors.

### Future policy table

Based on the levels of fees, Directors' remuneration for the year ending 31 December 2017 will be as follows:

Annual fees for Board responsibilities – 2017/16		
	2017 €	2016 €
Jack Perry CBE	48,000	48,000
Professor Robert van der Meer	38,500	38,500
Julia Bond	37,500	37,500
Martin Breuer	32,500	32,500
Laurence Jacquot	32,500	32,500
<b>Total</b>	<b>189,000</b>	<b>189,000</b>

### Directors' emoluments for the year

The Directors who served during the financial year received the following emoluments in the form of fees:

	2016 €	2015 €
Jack Perry CBE <sup>(1)</sup>	48,000	33,054
Professor Robert van der Meer <sup>(2)</sup>	38,500	28,909
Julia Bond	37,500	26,409
Martin Breuer	32,500	–
Laurence Jacquot	32,500	26,409
Sir John Ward <sup>(3)</sup>	–	23,239
Neville Cook <sup>(4)</sup>	–	26,409
<b>Total</b>	<b>189,000</b>	<b>164,429</b>

<sup>(1)</sup> Appointed Chairman on 23 April 2015.

<sup>(2)</sup> In addition Professor Robert van der Meer's fees are subject to Dutch VAT.

<sup>(3)</sup> Stepped down as Chairman on 23 April 2015. Retired from the Supervisory Board on 8 October 2015.

<sup>(4)</sup> Retired from the Supervisory Board on 31 December 2015.

### Relative importance of spending on pay

The table below shows the actual expenditure during the year in relation to Supervisory Board remuneration, other expenses, shareholder distributions and year end net asset value:

	2016 €'000s	2015 €'000s
Aggregate Board remuneration	189	164
Management and other expenses	4,974	4,933
Dividends paid to shareholders	30,900	19,647
Year end net asset value	436,220	483,854

**Board Report on Audit**

The Board performs the functions of an audit committee. The Board meets twice a year specifically to consider audit matters. This section of the meeting is chaired by Professor Robert van der Meer and is attended by all Supervisory Board members and the Management Board Director. In addition representatives of the auditors, PricewaterhouseCoopers Accountants NV, senior members of the investment management team and the Company Secretary attended meetings held during the 2016.

Amongst other matters, the Board considers and reviews:

- The annual results announcement and annual and half-yearly reports and accounts;
- The principal risks faced by the Company and the effectiveness of the Company's internal control environment;
- The Company's statements on corporate governance and risk, including board evaluation, internal control and risk management systems;
- The external auditor's independence and objectivity and the effectiveness of the audit process;
- Reports from the auditor including the auditor's report to the Board;

- The requirement to make recommendations to shareholders for their approval at general meetings in relation to the appointment, re-appointment and removal of the external auditor; and
- The requirement for an internal audit function.

The Board's assessment of internal control and the 'In Control' - Statement by the Management Board Director is provided on page 31.

At the conclusion of the audit PricewaterhouseCoopers Accountants NV did not highlight any issues which would cause it to qualify its audit report nor did it highlight any fundamental internal control weaknesses. PricewaterhouseCoopers Accountants NV issued an unqualified audit report which is included on pages 53 to 56.

In evaluating the independence and effectiveness of PricewaterhouseCoopers Accountants NV the Board has taken into consideration the skills, experience and performance of the firm and audit team. In addition, in the Netherlands, the provision of non-audit services, for example, tax and advisory services cannot be provided in combination with audit services. PricewaterhouseCoopers Accountants NV were appointed as auditor on 24 April 2014 following an audit tender process. On the basis of the assessment, the Board has proposed a resolution to be approved by shareholders at the forthcoming General Meeting to re-appoint PricewaterhouseCoopers Accountants NV as auditors to the Company.

Significant issues considered by the Board for the year ended 31 December 2016	
Matter	Action
Existence and valuation of investments	
The Company's portfolio is invested in listed securities. Errors in valuation could have a material impact on the Company's net asset value per share.	The Board reviews the full portfolio valuation at each Board meeting and receives quarterly reports from the AIFM (directly) and the depositary (via the Management Board Director). The Company has adopted a manual Administrative Organisation and Internal Controls which has been approved the Dutch financial regulator. The Board has received written assurance from its investment manager and administrator that they have operated in accordance with the manual and that no material irregularities had occurred during the year ended 31 December 2016.  The Board receives an annual analysis from the investment managers reviewing the liquidity of the portfolio.
Review and appropriateness of viability assessment and statement	
The Company discloses a viability assessment and statement in accordance with the requirements of the 2016 UK Corporate Governance Code.	The Audit section of the Board meeting reviewed and discussed the contents and conclusions of the rolling three year viability assessment and statement.
Effectiveness of internal control environment	
On an annual basis the Board considers the Company's internal control environment.	The Audit section of the Board meeting considered the control reports and written assurances received from third party service providers with regard to the operation of internal controls during the year ended 31 December 2016.

### Relations with shareholders

The Company welcomes the views of shareholders and places importance on communication with its shareholders. The Investment Managers hold meetings with the Company's largest shareholders and report back to the Board on these meetings. Each year, the Company holds a General Meeting of shareholders in the Netherlands and a Shareholders' and Investors' Briefing in London, which provide a forum, both formal and informal, for shareholders to meet and discuss issues with the Supervisory and Management Board Director and Investment Manager of the Company.

Julia Bond has been appointed Senior Independent Director. The Senior Independent Director is available to shareholders if they have concerns which initial contact through the Chairman or company secretary has failed to resolve or for which such contact is inappropriate.

Shareholders wishing to communicate with the Chairman or other members of the Board may do so by writing to European Assets Trust NV, 80 George Street, Edinburgh, EH2 3BU.

### Statement referred to in Section 3 of the Decree of 23 December 2004, Stb 747, determining the further requirements concerning the contents of annual reports

Based on Section 391 of Book 2 of the Dutch Civil Code\* and the Royal Decree of 23 December 2004, limited liability companies, whose shares, are listed on a stock exchange, must include a statement in their annual reports about their compliance with the principles and best practices of the Dutch Code. European Assets Trust assumes that, with the introduction of the Dutch Act on Financial Supervision on 1 January 2007, the Dutch Code does not apply in full to externally managed investment institutions such as European Assets Trust. Nevertheless, European Assets Trust makes the following statement: *In the year under review, European Assets Trust did not comply fully with the provisions of the Code, nor does it intend to comply with these during the current financial year or the next financial year. Its grounds for doing so are explained in the corporate governance policy of European Assets Trust described above.*

\*Act of 9 July 2004, Stb 370, to amend Book 2, CL

### Responsibility of Institutional Investors under the Code

The principles and provisions with regard to the responsibility of institutional investors as laid down in the Dutch Code do apply to all institutional investors including European Assets Trust. The Investment Managers, in the absence of explicit instructions from the Supervisory Board in a specific case, are empowered to exercise discretion in the use of the Company's voting rights. Only when there are matters of particular concern will the Investment Managers contact the Management Board Director to explore issues. The policy of the Investment Managers is to seek to maximise shareholder value by constructive use of votes at company meetings and by endeavouring to use its influence as an investor with a principled approach to corporate governance. The Company seeks to conduct its affairs responsibly and environmental factors are, where appropriate, taken into consideration with regard to investment decisions taken by the Investment Managers on behalf of the Company. The Company's Investment Managers consider socially responsible investment and actively engages with portfolio companies.

### Annual discussion with shareholders about corporate governance framework during shareholders' meeting

Corporate governance has been an agenda item for each general meeting of the Company's shareholders since 2004. Each year, the corporate governance policy, including the remuneration policy, and the corporate governance as described in this section have been approved by the shareholders. At the General Meeting held in May 2016, shareholders once again approved the current corporate governance framework. In line with the Company's intention to do so annually, the subject is scheduled for discussion at the General Meeting of shareholders on 21 April 2017.

The Management Board Director and Board will continue to give the required attention to the subject during the current year. If preferable or required, the prevailing framework and policies and practice will be adjusted and improved. In doing this, the legal requirements of Dutch Law, as well as the principles and 'best practices' of the Dutch Code, in addition to the UK Code, as far as appropriate, will be taken into account.

The Board has stated that, barring unforeseen circumstances, it will pay an annual dividend equivalent to 6 per cent of the net asset value of the Company at the end of the preceding year.



# Profit and Loss account

For the year ended 31 December		
Notes	2016 Euro '000	2015 Euro '000
	<b>Income from Investments</b>	
	Dividends from securities	7,573
	Irrecoverable source taxes	(6)
1		7,567
	Movements on investments – realised	20,922
	Movements on investments – unrealised	56,130
		77,052
	<b>Total investment (loss)/gain</b>	84,619
2	Investment management fee	(2,983)
3	Depositary and custody fees	(191)
4	Share issuance and prospectus costs	(593)
5	Other expenses	(1,166)
6	Interest charges	(160)
	<b>Total operating expenses</b>	(5,093)
	<b>Net (loss)/profit</b>	79,526
16	<b>Earnings per share</b>	2.94

# Balance sheet

For the year ended 31 December		
Notes	2016 Euro '000	2015 Euro '000
7	<b>Investments</b>	
	Securities	473,801
	<b>Receivables</b>	
8	Other receivables	805
	<b>Other assets</b>	
9	Cash and cash equivalents	9,333
	<b>Total current assets</b>	10,138
	<b>Current liabilities (due within one year)</b>	
10	Banking facility	–
11	Accrued liabilities	(85)
	<b>Total current liabilities</b>	(85)
	<b>Total of receivables and other assets less current liabilities</b>	10,053
	<b>Total assets less current liabilities</b>	483,854
	<b>Capital and reserves</b>	
12	Issued share capital	14,645
13	Share premium account	235,177
15	Other reserves	234,032
		483,854
16	<b>Net asset value per Ordinary Share – Basic</b>	15.20
		13.14



# Statement of Cash Flows

For the year ended 31 December		
Notes	2016 Euro '000	2015 Euro '000
	<b>Cash flow from investment activities</b>	
	Dividends	7,236
7	Purchase of securities	(158,378)
7	Sales of securities	52,257
	Share issuance and prospectus costs	(593)
	Depository fees, custody fees and other expenses	(1,363)
2	Investment management fee	(2,983)
	Interest charges	(206)
		(104,030)
	<b>Cash flow from financing activities</b>	
	Credit facility	(17,485)
15	Dividends	(19,316)
	Sale of own shares	150,164
		113,363
	<b>Cash and cash equivalents</b>	
	Net movement for the year	9,333
	Balance as at 1 January	–
	Balance as at 31 December	9,333

# Accounting Policies

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## General

European Assets Trust N.V. (the 'Company'), registered in Amsterdam, the Netherlands, and having its offices in Rotterdam, the Netherlands, is a closed-end investment company with variable capital. F&C Investment Business Limited has been appointed as AIF Manager and KAS Trust & Depositary Services BV as depositary. For a general description of the agreements with the AIF Manager, the depositary and the Company's managing director (FCA Management B.V.) reference is made to Note 2, Note 3 and Note 20, respectively.

The Company has prepared an AO/IC Manual describing its administrative and internal control procedures.

The Annual Accounts 2016 are drawn up in accordance with the provisions of Title 9, Book 2, of the Dutch Civil Code and the Dutch Accounting Standards as published by the Dutch Accounting Standards Board ("Raad voor de Jaarverslaggeving").

The financial year of the Company equals the calendar year. The comparative figures included in these financial statements refer to the financial year 2015.

The valuation principles and method of determining the Company's results are the same as those used in the previous year.

The functional and reporting currency for the Company is the Euro.

## Investments

Listed investments are valued at the closing bid price on the valuation date on the relevant stock markets.

Unquoted investments are valued by the Management Board Director. As at 31 December 2016, the Company did not own any unquoted investments.

All movements in value as well as profits and losses on realisation are recognised as income and are accounted for in the Profit and Loss Account.

## Own shares held by the Company

The Company is allowed to purchase its own shares. Any such shares purchased are not cancelled and are available for sale by the Company. In line with the Dutch Guidelines for Annual Reporting for investment funds, own shares held by the Company are deducted in arriving at the share capital and share premium in the Balance Sheet and the difference between their cost and paid-up amount is deducted from Other reserves. On a sale of such shares, the difference between the proceeds of sale and nominal value is credited to the share premium account.

## Share premium account

This reserve originates from the issue of shares and from the purchase and sale of shares held in treasury.

## Cash and cash equivalents and bank overdraft

Cash and cash equivalents represent bank balances and deposits with terms of less than twelve months. The bank overdraft is recognised as part of the banking facility under current liabilities. Cash at bank is valued at nominal value.

## Other assets and liabilities

Receivables are valued initially at the fair value of the consideration to be received. Where considered necessary, provisions for bad debts are deducted from the carrying amount of the receivable. On initial recognition current liabilities are recognised at fair value.

After initial recognition current liabilities are recognised at the amortised cost price, being the amount received taking into account premiums or discounts and minus transaction costs.

## Determination of results - general

The results on transactions are recognised in the year in which they are realised. In the determination of results, the unrealised movements in value of the investments are also taken into account.

## Income

- (a) Dividends are recognised on an ex-dividend date basis and interest is accrued on a daily basis.
- (b) If the Company elects to receive a stock dividend in lieu of a cash dividend, an amount equal to dividends not received is included in income.
- (c) When the Company receives a stock dividend when there is no cash alternative, an amount equal to the nominal value of the shares issued is included in income to the extent that such stock dividend is regarded as revenue for Dutch tax purposes.

- (d) Other interest includes interest on credit bank balances and interest received from tax authorities.
- (e) Movements on investments include all movements in the value of the investments during the financial year as well as profits and losses on realisation.

### Expenses

Expenses are dealt with on an accruals basis. Transaction costs in respect of purchases and sales of investments are included in movements on investments. All other expenses are charged to the profit and loss account.

### Financial income and expenses

Interest income and expenses are recognised on an accruals basis, taking account of the effective interest rate of the assets and liabilities to which they relate. In accounting for interest expenses, the availability commission for the undrawn part of the banking facility is taken into consideration.

### Taxation

As the Company has qualified as an investment institution ('Beleggingsinstelling') under Dutch tax law, it has been subject to corporation tax at a zero rate; so long as it qualifies that way and distributes in cash its annual distributable income as defined for tax purposes, no liability to Dutch tax arises on income or capital gains. For the calculation of the distributable income, all movements on investments and transaction costs arising on purchases and sales of investments are credited or charged to the Company's reserves. The investment management fee is charged to the Profit and Loss Account and to the Company's reserves based on the proportion between the fiscally defined capital reserve and net assets at the beginning of the year. All other expenses are fully charged to the Profit and Loss Account.

### Foreign currency translation

Assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Exchange differences on investments are accounted for in the Profit and Loss Account. Transactions in foreign currencies are converted into euros at the exchange rate on the transaction date.

Rates of exchange as at 31 December (with regard to euro).

	2016	2015
Danish Krone	0.13449	0.13400
Norwegian Krone	0.11014	0.10400
Pound Sterling	1.17151	1.35676
Swedish Krona	0.10436	0.10919
Swiss Franc	0.93284	0.91962

### Statement of Cash Flows

The Statement of Cash Flows is prepared using the direct method. Cash and cash equivalents include cash held at banks. Receipts and payments in respect of received dividends, interest charges, sales and purchases of securities and expenses are included under "Cash flows from investment activities". Receipts and payments in respect of amounts drawn down from or redeemed to the credit facility, dividends distributed to shareholders and sale and repurchase of own shares are included under "Cash flows from financing activities".

### Related parties

A related party is any entity or person which has control or significant influence over the Company, or any entity over which the Company has control or significant influence. The Management and Supervisory Board Directors, the AIF manager, and key employees of the AIF manager involved with the investment management of the Company and their close relatives are also considered related parties. Transactions with related parties are disclosed to the extent that these have not been entered into at arm's length basis. Such disclosure will contain the nature and size of the transaction and other relevant information.

### Estimates

In applying the principles and policies for drawing up the Annual Accounts, estimates and judgments are made that may impact the amounts disclosed in the Annual Accounts. If and when necessary for providing the transparency as required under section 362, sub 1, Book 2 of the Dutch Civil Code the nature of these estimates and judgments, including related assumptions, is disclosed in the Notes to the relevant item in the Annual Accounts.

# Notes to the Accounts

<b>1. Income</b>	<b>2016</b> Euro '000	2015 Euro '000
Interest and dividends from securities, after deduction of irrecoverable taxes, are related to investments in:		
Denmark	387	494
Finland	345	237
France	320	160
Germany	1,918	1,372
Ireland	1,992	1,808
Italy	1,960	1,086
Netherlands	375	164
Norway	465	455
Portugal	955	574
Spain	1,649	1,061
Sweden	481	162
Less: irrecoverable source taxes	–	(6)
	<b>10,847</b>	<b>7,567</b>

<b>2. Investment management fee</b>	<b>2016</b> Euro '000	2015 Euro '000
Remuneration of the Investment Manager	3,550	2,983

F&C Investment Business Limited (F&C) provides investment management and other services to the Company. F&C has provided these services during 2016 and 2015 in their capacity of AIF Manager for the Company. These services can be terminated by the Company at any time by giving six months notice of termination. F&C receives a quarterly fee, payable in advance, equal to 0.2 per cent of the value of funds under management, excluding the value of any funds managed by the F&C group and 50 per cent of the value of funds managed by other managers, based on the value of total assets less current liabilities (excluding borrowings from current liabilities) at the end of the preceding quarter.

Detailed regulatory disclosures including those on the the AIF Manager's remuneration policy and costs are available on the Company's website or from F&C on request.

<b>3. Depositary and custody fees</b>	<b>2016</b> Euro '000	2015 Euro '000
Custody fees	154	141
Depositary fee	57	50
	<b>211</b>	<b>191</b>

KAS Trust & Depositary Services BV, a subsidiary of KAS BANK NV, has been appointed as depositary and custodian for the Company. The depositary and custody services can be terminated by either party by giving six months notice of termination.

The fee for depositary services, payable on a monthly basis, is equal to 0.013 per cent of the value of funds under management less the amount used under the credit facility at the end of the preceding month, divided by twelve, plus VAT. The fee for custody services, payable on a monthly basis, is equal to the sum of 0.0325 per cent of the value under custody up to €100 million plus 0.03 per cent of the value under custody from €100 million up to €150 million plus 0.0275 per cent of the value under custody above €150 million, divided by twelve. The value under custody is determined at the end of the preceding month. VAT is chargeable on 40% of the total amount of fees for depositary and custody services.

#### 4. Share issuance and prospectus costs

During the year ended 31 December 2016, non recurring or share issuance prospectus costs amounted to €80,598. This was composed of advisory costs and other costs in connection with the preparation and publication of supplementary prospectuses and issuance and supervisory fees paid to the London Stock Exchange. Non recurring or share issuance and prospectus costs during the year ended 31 December 2015 amounting to €593,246 comprise advisory and other costs in connection with the preparation and publication of

a prospectus for the Company, issuance and supervision fees paid to the London Stock Exchange and to regulatory authorities, and remuneration of €30,250 (€25,000 excluding VAT), paid to the Company's Management Board director, FCA Management BV, for services rendered in connection with the prospectus.

#### 5. Other expenses

	2016 Euro '000	2015 Euro '000
Remuneration of the Supervisory Directors	197	171
Annual remuneration of the Management Director	114	104
Travel expenses	41	36
Indemnity insurance costs	10	11
Auditor's remuneration	37	36
Fund administration fee	169	167
Broker fees	34	43
Advisory costs	127	128
Marketing, advertising and printing costs	167	161
Bank administration charges	59	83
Other expenses	177	226
	<b>1,132</b>	1,166

Other expenses include mainly Dutch and UK listing, registration and other regulatory fees and miscellaneous costs. The independent auditor's remuneration for 2016 comprises an amount of €37,026, including VAT, in respect of the audit of these financial statements. The auditor did not provide any other service to the Company than the audit of these financial accounts.

#### 6. Interest charges

	2016 Euro '000	2015 Euro '000
Interest and charges on bank facility	154	160

#### 7. Investments

	2016 Euro '000	2015 Euro '000
Listed investments as at 31 December incorporated in:		
Denmark	18,488	34,479
Finland	15,727	16,535
France	12,406	18,076
Germany	84,038	84,986
Ireland	66,150	103,059
Italy	56,431	59,688
Netherlands	28,262	10,770
Norway	33,176	23,546
Portugal	13,403	14,802
Spain	30,061	38,992
Sweden	31,933	31,950
Switzerland	28,709	36,918
	<b>418,784</b>	473,801

Investments in Denmark, Norway, Sweden and Switzerland are priced in local currencies and converted to Euros. There were no unquoted investments at 31 December 2016 and 2015. All investments as at 31 December 2016 are at the free disposal of the Company.

# Notes to the Accounts

## 7. Investments (continued)

	2016 Euro '000	2015 Euro '000
The changes in securities are shown below:		
Market value as at 1 January	473,801	290,696
Purchases during the year	95,424	158,311
Sales during the year	(109,542)	(52,257)
	459,683	396,750
Currency exchange (losses)/gains	(1,231)	1,377
Change in value and results on realisation	(39,668)	75,674
Market value as at 31 December	418,784	473,801

### Transaction costs

During the year the Company incurred transaction costs of €264,786 (2015: €479,176) on the purchase and sale of investments.

## 8. Other receivables

Other receivables at 31 December 2016 relate to amounts receivable for Dutch and other tax authorities totalling €760,949.

The balance at 31 December 2015 related to the issue of 20,000 new shares with net proceeds of €304,959 received and settled shortly after the end of the financial year 2015, and to amounts receivable from Dutch and other tax authorities totalling €500,079.

Other receivables all have a remaining term to maturity of less than one year.

## 9. Cash and cash equivalents

Cash and cash equivalents comprise amounts in Euros.

## 10. Banking facility

The Company has a banking facility with KAS BANK NV. The total amount of the banking facility available to the Company may vary from time to time depending on the value of the Company's investments, and currently will not exceed €45,000,000 (31 December 2015: €45,000,000). The credit facility arrangement is part of an overall custody agreement between the Company and KAS BANK NV. The agreement is entered into for an indefinite period of time and can be terminated by either party with due observance of a notice period of 60 days. For amounts drawn under the facility, an interest rate equal to the one month Euribor plus 1.53% per annum applies; for the undrawn part of the facility an availability commission of 0.18% per annum is paid. As at 31 December 2016, the facility is undrawn (31 December 2015: undrawn). As part of the custody agreement, the Company has granted to KAS BANK NV a first right of pledge over its investments as a continuing security for due payments of all liabilities to KAS BANK NV including the amounts drawn under the banking facility.

## 11. Accrued liabilities

This item includes accrued expenses and creditors, all due within 12 months.

## 12. Issued share capital

The Company is an investment company with variable capital. The number of authorised ordinary shares of €0.46 each as at 31 December 2016 amounts to 50,000,000 (31 December 2015: 50,000,000).

	2016 Shares	2016 Euro '000	2015 Shares	2015 Euro '000
Balance as at 1 January	31,837,460	14,645	21,617,544	9,943
Stock dividend	31,439	15	22,859	11
Treasury shares sold (see Note 14)	–	–	3,312,057	1,524
Shares newly issued (see Note 14)	1,320,000	607	6,885,000	3,167
Balance as at 31 December	33,188,899	15,267	31,837,460	14,645

The number of shares issued and outstanding as at 31 December 2016 amounts to 33,188,899 (31 December 2015: 31,837,460), of which no shares are held by the Company in treasury (31 December 2015: no shares held in treasury).

## 13. Share premium account

	2016 Euro '000	2015 Euro '000
Balance as at 1 January	235,177	89,361
Decrease as a result of stock dividend	(15)	(11)
Increase as a result of shares sold and new shares issued (see note 12)	17,405	145,827
Balance as at 31 December	252,567	235,177

The share premium account is freely distributable to shareholders.

## 14. Sale and repurchase of own shares

During 2016, the Company issued 1,320,000 ordinary shares (2015: 3,312,057 own shares held in treasury were sold and a further 6,885,000 new ordinary shares were issued) and did not purchase any shares (2015: none). The issue and sale of shares was in accordance with the Company's liquidity enhancement agreement.

The total net proceeds from the sale of newly issued shares in 2016, net of brokerage commissions, amounted to €18,012,075 equal to €13.65 per share (2015: treasury and newly issued shares €150,517,248 equal to €14.76 per share). There were no unsettled or unpaid transactions as at 31 December 2016.

The total amount in respect of brokerage commissions paid to the Company's independent broker in 2016 was €121,845. This amount has been charged to the Share premium account.

## 15. Other reserves

	2016 Euro '000	2015 Euro '000
Balance as at 1 January	234,032	173,822
Add: net (loss)/profit	(35,181)	79,526
Less: interim dividends paid in cash	(30,465)	(19,316)
Balance as at 31 December	168,386	234,032

Other reserves are freely distributable to shareholders.

# Notes to the accounts

## 16. Net asset value/net income

Comparative figures for movement in capital and income:

	2016 Euro '000	2015 Euro '000	2014 Euro '000	2013 Euro '000	2012 Euro '000
<b>Net asset value</b>	<b>436,220</b>	483,854	273,127	209,077	135,286
<b>Number of shares</b>	<b>33,189</b>	31,837	21,618	17,959	14,761
<b>Net asset value per share</b>	<b>13.14</b>	15.20	12.63	11.64	9.17
Dividend income	<b>10,847</b>	7,567	5,092	3,754	3,307
Movements on investments	<b>(40,900)</b>	77,052	33,190	48,866	32,407
Interest/other income	-	-	-	-	-
<b>Total investment (loss)/gain</b>	<b>(30,053)</b>	84,619	38,282	52,620	35,714
Depository fees, custody fees and other expenses	<b>(1,343)</b>	(1,357)	(1,219)	(1,039)	(1,065)
Investment management fee	<b>(3,550)</b>	(2,983)	(2,003)	(1,365)	(1,017)
Share issuance and prospectus costs	<b>(81)</b>	(593)	-	-	-
Interest charges	<b>(154)</b>	(160)	(269)	(198)	(163)
<b>Net (loss)/profit</b>	<b>(35,181)</b>	79,526	34,791	50,018	33,469
Dividend and interest income per share*	<b>0.33</b>	0.28	0.25	0.23	0.22
(Losses)/gains on investments per share*	<b>(1.24)</b>	2.85	1.64	3.00	2.19
Expenses per share**	<b>(0.16)</b>	(0.19)	(0.17)	(0.16)	(0.14)
Net (loss)/profit per share*	<b>(1.07)</b>	2.94	1.72	3.07	2.27
Dividends paid per share	<b>0.9429</b>	0.7743	0.7221	0.5757	0.4698
Ongoing charges*** (UK method)	<b>1.12%</b>	1.10%	1.33%	1.41%	1.70%
Ongoing charges*** (Dutch method)	<b>1.14%</b>	1.25%	1.33%	1.41%	1.70%

\*Returns per share based on the weighted average number of shares in circulation during the year.

\*\* Expenses per share: Total of investment management fee, share issuance and prospectus costs, depository fee, custody fee and other expenses and interest charges divided by weighted average number of shares in circulation during the year.

\*\*\* For the definition of ongoing charges reference is made to Note 19.

## 17. Financial instruments

In the normal course of its business, the Company holds a portfolio of equities, and manages investment activities with on-balance sheet risk. Equities are valued at fair value. A description of the basis of valuation of investments is included within Accounting Policies. These financial instruments are subject to the risks described below.

### Market risk

Market risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, caused by factors that exclusively apply to the individual instrument or its issuer or by factors that affect all instruments traded in the market. Interest rate risk is the risk that the value of a financial instrument will fluctuate as a result of changes in interest rates.

The Company minimises the risks by making a balanced selection of companies with regard to distribution across European countries, sectors and individual stocks.

Any changes in market conditions will directly affect the profit or loss reported through the Profit and Loss Account. A 25 per cent increase, for example, in the value of the securities portfolio as at 31 December 2016 would have increased net assets and net profit for the year by €104.7 million (2015: €118.5 million). A decrease of 25 per cent would have had an equal but opposite effect. The calculations above are based on investment valuations at the respective balance sheet dates and are not representative of the year as a whole, nor reflective of future market conditions.



## 17. Financial instruments (continued)

### Credit risk

Credit risk is the risk that the counterparty of a financial instrument will no longer meet its obligations, as a result of which the Company will suffer a financial loss. To reduce exposure to credit risk relating to financial instruments, the creditworthiness of the counterparties and the transactions' size and maturity are assessed by service providers to the Company. Wherever it is customary in the market, collateral will be demanded and obtained. The Company and its service providers monitor and control its risks to exposures frequently and, accordingly, Management believes that it has in place effective procedures for evaluating and limiting the credit risks to which it is subject.

### Foreign currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate as a result of changes in exchange rates. The Company reports its results and financial position in Euros. The Company will have exposure to European currencies other than the Euro (see Note 7). In addition, although the assets of the Company are held in Euros and other continental European currencies, the majority of its shareholders own shares traded in Sterling. Dividends payable to these shareholders are declared in Euros but paid in Sterling at the rate ruling at the date of payment. The Company does not employ any derivatives to hedge its exposure to other currencies.

### Liquidity risk

Liquidity risk is the risk that the Company is not able to obtain the financial means required to meet its obligations. The Company minimises this risk by mainly investing in equities that are traded on a regular basis. The Company may use borrowings to seek to enhance returns for shareholders. This may include the use of financial instruments; such financial instruments are valued at fair value. Cash balances may be held from time to time and these will be held with reputable banks. Liquidity risk of the Company is mitigated by the fact that the Company is a closed-end investment company.

### Insight into actual risks

The Report of the Management Board Director, the overview of the Investment Portfolio, which includes the geographic distribution of the investments, and the Notes to the Annual Accounts give an insight into the actual risks at the Balance Sheet date.

### Risk management of financial instruments

Managing risk is a part of the investment process as a whole and, with the help of systems, the risks outlined above are limited, measured and monitored on the basis of fixed risk measures.

### Policy regarding the use of financial instruments

Investing exposes the investor to market risks. The Company does not currently invest through derivative products to increase or decrease market risks.

The Company presently has banking facilities to gear the portfolio within the 20 per cent of assets level as permitted under the Articles and under the Company's tax status as a Fiscal Investment Institution.

## 18. Turnover ratio

### Dutch method

This shows the turnover of the investments against the average net assets value of the Company. The turnover ratio ('Portefeuille Omloop factor') is determined by expressing the amount of turnover as a percentage of the average net asset value of the Company. In the calculation method used, the amount of turnover is determined by the sum of purchases and sales of investments less the sum of sale and repurchase of own shares. The turnover ratio (Dutch method) for 2016 is 42.8% (2015: 14.8%).

### UK method

The turnover ratio (UK method) for the year ended 31 December 2016 was 23% (2015: 26%). This is expressed as  $((\text{purchases} + \text{sales}) \div 2)$  as a percentage of the average net asset value of the Company.

## 19. Ongoing charges

### UK method

The Ongoing Charges figure (UK method) for the year ended 31 December 2016 was 1.12% (2015: 1.10%) and is calculated in accordance with the methodology for the calculation of an Ongoing Charges figure as recommended by the Association of Investment Companies (AIC), which defines the Ongoing Charges figures as the ratio of total ongoing costs to the average net asset value. Share issuance and prospectus costs, interest on borrowing and transaction costs are not considered as ongoing charges and are excluded from the calculation of the Ongoing Charges figure (UK method).

# Notes to the accounts

## 19. Ongoing charges (continued)

### Dutch method

The Ongoing Charges figure (Dutch method) which, within the scope of the Dutch Act on Financial Supervision ('Wft'), should be reported by investment institutions in the Netherlands in order to provide clear and comparable information on the level of costs, amounts to 1.14% for the financial year (2015: 1.25%). In the Nadere regeling gedragstoezicht beleggingsinstellingen Wft (further regulation supervision investment institutions) for the definition of the Ongoing Charges figure (Dutch method) reference is made to the EU Directive 2009/65/EC. The Ongoing Charges figure (Dutch method) is defined as the ratio of total ongoing charges, i.e. total ongoing costs, to the average net asset value. Performance related fees, interest on borrowing and transaction costs are not considered as ongoing charges and should be excluded from the calculation of the Ongoing Charges figure (Dutch method), whereas share issuance and prospectus costs are included.

## 20. Remuneration of the Supervisory and Management Board

The annual remuneration of the members of the Supervisory Board comprises fixed amounts as determined by the General Meeting of shareholders. The remuneration of the Chairman of the Supervisory Board amounted to €48,000 (2015: €36,035) while the remuneration of the Supervisory Director who is also Deputy Chairman and Chair of the Audit amounted to €38,500 (2015: €28,909) and the remuneration of the Supervisory Director who is also the Senior Independent Director amounted to €37,500 (2015: €26,409), whereas the other members of the Supervisory Board each received €32,500 (2015: €26,409). The remuneration of the Managing Director, FCA Management BV, is also fixed on annual basis and amounted to €114,091, including VAT (2015: €103,975). During 2015, in addition to the regular Management Board remuneration, a one-off additional remuneration amounting to €30,250, including VAT, was paid during 2015 to FCA Management BV for services rendered in connection with the preparation and publication of the Company's prospectus (see note 4).

The policy on Supervisory Director's fees is that remuneration should reflect the experience of the Board as a whole, time committed and responsibilities of Directors and be fair and consistent to other comparable investment companies. Further details are provided on page 35. An increase in fee levels requires approval of shareholders at a general meeting.

FCA Management BV provides management and legal compliance services to the Company. These services can be terminated by either party by giving three months' notice of termination. Any termination will take effect as of the end of the calendar year in which the notice is given. FCA Management BV receives a fixed fee paid on a quarterly basis.

## 21. Outsourcing

The Company has drawn up service level agreements for the outsourced duties with the following external parties, which, among others, deal with requirements regarding mutual transfer of information, terms of notice, compliance with regulation and fees.

Main duty:	Outsourced to:
Accounting and Reporting	KAS BANK NV
Management Board Director	FCA Management BV
AIF Manager (including investment management)	F&C Investment Business Limited
Custodian and Depositary	KAS Trust & Depositary Services B.V.

The liability of the Investment Managers (F&C Investment Business Limited) towards the Company is stipulated in the investment management agreement and can be summarised as follows. The Investment Managers will act in good faith, with due skill, care and diligence in the best interests of the Company and in accordance with the standard of care that could be reasonably expected of a professional manager of an investment trust with a similar investment policy to the Company's investment guidelines in the performance of its services.

The Investment Managers will be liable for losses only to the extent that such losses arise under the law of agreement and where such losses are directly caused by the negligence, fraud, wilful default, intent or material breach of the terms of the investment management agreement committed by the Investment Managers or any associates or delegates of the Investment Managers and its or their employees, directors and officers. The Investment Managers shall not be liable for any direct or consequential loss, claim, damage, expense or liability suffered by the Company or for any failure or delay in performing any of its obligations which has been caused by force majeure. The Investment Managers will not be liable for any direct or indirect, special or consequential loss, claim, damage, expense or liability suffered by the Company and caused by any investment decision made in accordance with the provisions of the investment management agreement, or any depreciation in the value of the Company's portfolio or any income arising therefrom.

The liability of the custodian and depositary (KAS Trust & Depositary Services BV) towards the Company is stipulated in the custodian and depositary agreement and can be summarised as follows. The custodian and depositary ('the depositary') shall be liable to the Company for any loss suffered as a result of the depositary's unjustifiable failure to perform its obligations or its improper performance of them. Any claims the shareholders of the Company and the Company may have towards the depositary can only be initiated by the Company and not by the Company's shareholders directly to the depositary. In no circumstances shall the depositary be liable to the Company for any loss resulting from force majeure.

## 22. Transactions with related parties

If funds have been placed at, or transactions have been carried out with KAS BANK NV, FCA Management BV or F&C Investment Business Limited, these placements or transactions took place at arm's length. During the year 2016 there were no fund or investment transactions between these related parties and the Company. During the year, the Company did not invest in any funds managed by the F&C Group.

## 23. Employees

The Company does not have any employees.

## 24. Subsequent event

With regard to the distribution policy, the Company announced a dividend of €0.2628 per share on 5 January 2017. This dividend was paid from the other reserves on 31 January 2017. During the year 2017, the total distributions are expected to be €0.7884 per share, payable in equal instalments on 31 January, 31 May and 31 August.

## 25. Statutory Income Allocation

According to Article 21 of the Articles of Association the Company's profit shall be at the disposal of the general meeting of shareholders. Distribution of profit can only be made in so far as the net asset value of the Company shall exceed the aggregate of the amounts paid upon the issued share capital and the reserves of the Company, which are to be maintained by statute. The Management Board may, on a proposal of the Supervisory Board, decide to grant an interim distribution of profit and/or grant a distribution out of reserves. In view of the interim dividends already distributed amounting to €0.9429 per share, the final dividend for 2016 is proposed to be nil. It is further proposed to allocate the remaining amount as undistributed income to other reserves.

<b>Proposed income allocation</b>	<b>2016</b> Euro '000	2015 Euro '000
Net (loss)/profit	<b>(35,181)</b>	79,526
Dividends	<b>(30,900)</b>	(19,647)
Dividends distributed in shares	<b>435</b>	331
Undistributed (loss)/profit carried forward	<b>(65,646)</b>	60,210
Earnings per share	<b>(1.07)</b>	2.94
Dividends per share	<b>0.9429</b>	0.7743

Earnings per share are based on the net profit for the year divided by 32,959,896 (2015: 27,013,907) shares, being the weighted average number of shares in circulation during the year.

The Management Board Director

**FCA Management BV**

The Supervisory Board

**Jack Perry CBE, Chairman**

**Professor Robert van der Meer, Deputy Chairman**

**Julia Bond, Senior Independent Director**

**Martin Breuer**

**Laurence Jacquot**

Rotterdam

6 March 2017

# Additional Information

## Major Shareholders

### Dutch Act on the Disclosure of Major Holdings and Capital Interests in Securities-Issuing Institutions (Wet melding zeggenschap en kapitaalbelang in effectenuitgevende instellingen (Wmz 2006))

In the register of major holdings maintained by Autoriteit Financiële Markten the following major holdings in the Company are disclosed: European Assets Trust NV: 2.98%\*. This concerns shares held by the Company in treasury, which are not in circulation and disregarded both from a financial and a voting right point of view.

\* This concerns the percentage registered as at 25 March 2015 following a sale of own shares whereby the threshold value of 3.0% was passed. At 31 December 2016 the Company held none of its own shares in treasury.

## Interests of the Supervisory and Management Board Directors

The Supervisory Board Directors and the Management Board Director collectively had no interests in securities held in the Company's portfolio at 31 December 2016.

Professor Robert van der Meer is a Supervisory Board director of KAS BANK NV which currently acts as custodian, provides administrative services for the Company and has granted a credit facility to the Company. No Supervisory Director of the Company has any material interest in any contract to which the Company is a party. No Supervisory Director of the Company has a contract of service with the Company.

As at 31 December 2016, Mr Jack Perry, Mr Martin Breuer and Ms Julia Bond had beneficial interests of 4,063 shares, 5,500 shares and 4,547 shares respectively in European Assets Trust NV. The other Supervisory Board Directors and the Management Board Director did not hold any shares in the Company as at 31 December 2016.

## Alternative Investment Fund Managers Directive

In accordance with the Alternative Investment Fund Managers Directive ('the AIFMD'), information in relation to the Company's leverage and the remuneration of its AIF manager, F&C Investment Business Limited, is required to be made available to investors.

The Company qualifies as a Dutch fiscal investment institution ('fiscale belegginginstelling'). Investments can therefore be funded by borrowings up to a maximum of 20 per cent of the book value of the securities portfolio of the Company. A similar restriction is also included within the Company's Articles of Association which state that the Company can only exceed this level of borrowing with the prior approval of shareholders at a general meeting.

Therefore, the maximum gross leverage, calculated in accordance with the requirements of the AIFMD, is 125% under the Gross Method and 125% under the Commitment Method (equivalent to 20% of the book value of the Company securities portfolio).

The Company's maximum and actual leverage levels at 31 December 2016 are shown below:

Leverage exposure as at 31 December 2016	Gross Method	Commitment method
Maximum limit	125%	125%
Actual	96%	100%

For the purposes of the AIFMD, leverage is any method which increases the Company's exposure, including the borrowing of cash and the use of derivatives. It is expressed as a percentage of Company's exposure to its net asset value and is calculated on both a gross and commitment method.

Under the gross method, exposure represents the sum of the Company's positions after deduction of cash balances, without taking account of any hedging or netting arrangements. Under the commitment method, exposure is calculated without the deduction of cash balances and after certain hedging and netting positions are offset against each other.

Detailed regulatory disclosures including those on the the AIF Manager's remuneration policy and costs are available on the Company's website or from F&C on request.

An Investor Disclosure Document for the Company is available on the Company's website [www.europeanassets.eu](http://www.europeanassets.eu).

# Independent Auditors' Report

To: the general meeting and Supervisory Board of European Assets Trust N.V.

## Report on the financial statements 2016

### Our opinion

In our opinion the accompanying financial statements give a true and fair view of the financial position of European Assets Trust N.V. as at 31 December 2016, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

### What we have audited

We have audited the accompanying financial statements 2016 of European Assets Trust N.V., Rotterdam ('the company'). The financial statements comprise:

- the balance sheet as at 31 December 2016;
- the profit and loss account for the year then ended;
- the notes, comprising a summary of the accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is Part 9 of Book 2 of the Dutch Civil Code.

### The basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the section 'Our responsibilities for the audit of the financial statements' of our report.

### Independence

We are independent of European Assets Trust N.V. in accordance with the 'Verordening inzake de onafhankelijkheid van accountants bij assuranceopdrachten' (ViO) and other relevant independence requirements in the Netherlands. Furthermore, we have complied with the 'Verordening gedrags- en beroepsregels accountants' (VGBA).

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

### Our audit approach

#### Overview and context

European Assets Trust N.V. is a closed-end investment company with variable capital incorporated in the Netherlands and its shares are listed on the London Stock Exchange and Euronext Amsterdam Stock Market. The investment objective of the company is to secure long-term growth of capital through investment in quoted small and medium-sized companies in Europe, excluding the United Kingdom. The company has a two-tier structure comprising the supervisory board and the management board; FCA Management B.V. is the

management board director. F&C Investment Business Limited, a subsidiary of the Bank of Montreal is engaged as investment manager. KAS Trust & Depositary Services B.V., a subsidiary of KAS BANK N.V., is the depositary and custodian of the company. The company's administration has been delegated by the management board to KAS BANK N.V.. We paid specific attention to the areas of focus following from the operations of the company, as set out below.

We designed our audit by determining materiality and assessing the risks of material misstatement in the financial statements.

We identified the existence and valuation of investments and the completeness and accuracy of direct and indirect income from investments as key audit matters because these matters are the main drivers for the performance and net asset value of the company. Besides these key audit matters, another area of focus was the issue of new share capital and related share premium.

As in all of our audits, we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the management board that may represent a risk of material misstatement due to fraud. We ensured that the audit team included the appropriate skills and competences which are needed for the audit of an investment company. We therefore included financial instruments specialists in our team.

The outlines of our audit approach were as follows:



#### Materiality

- Overall materiality: €4,300,000 which represents 1.0% of net assets.

#### Audit scope

- We conducted our audit of the financial statements at KAS BANK NV (the 'Administrator') to whom the Management Board has delegated the provision of certain administrative functions.
- We place reliance on KAS BANK N.V.'s service provider's ISAE 3402 type II report on the operating effectiveness of internal controls on outsourced processes for those internal controls, including IT general controls, that are relevant to our audit of the financial statements.

#### Key audit matters

- Existence and valuation of investments
- Completeness and accuracy of direct and indirect income from investments

## Independent Auditors' Report (continued)

### Materiality

The scope of our audit is influenced by the application of materiality which is further explained in the section 'Our responsibilities for the audit of the financial statements'

We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and to evaluate the effect of identified misstatements on our opinion.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall materiality	€4,300,000 (2015: €4,800,000).
How we determined it	1% of net asset.
Rationale for benchmark applied	We have applied this benchmark, a generally accepted auditing practice, based on our analysis of the common information needs of users of the financial statements. On this basis we believe that net asset value is an important metric for the financial performance of the company.

We also take misstatements and/or possible misstatements into account that, in our judgement, are material for qualitative reasons.

We agreed with the supervisory board that we would report to them misstatements identified during our audit above €15,000 (2015: €40,000) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

### The scope of our audit

We tailored our audit approach to ensure that we obtained enough audit evidence to be able to give an opinion on the financial statements as a whole, taking into account the types of investments

within the company, the involvement of FCA Management B.V., F&C Investment Business Limited, KAS Trust & Depository Services B.V. and KAS BANK N.V., the accounting processes and internal controls and the industry in which the company operates.

The company's administration is delegated to KAS BANK N.V., which maintains its own accounting records and internal control. As part of our risk assessment we therefore assessed the operating and accounting structure relevant for our audit of the financial statements of the company in place at KAS BANK N.V., by obtaining and assessing the service provider's ISAE 3402 type II report, to determine which internal controls are relevant to our audit and to define the nature, timing and extent of our substantive procedures. We applied professional judgement to determine whether we could rely on the relevant internal controls of KAS BANK N.V. by assessing the work performed by the external auditor of the service provider and the outcome of these procedures. Following this assessment we determined that we can rely on the internal controls of KAS BANK N.V. that are relevant to the audit of European Assets Trust N.V.

### Key audit matters

Key audit matters are those matters that, in our professional judgement, were the most significant in the audit of the financial statements. We have communicated the key audit matters to the supervisory board, but they are not a comprehensive reflection of all matters that were identified by our audit and that we discussed. We have described the key audit matters and have included a summary of the audit procedures we performed on those matters.

The key audit matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on these matters or on specific elements of the financial statements. Any comments we make on the results of our procedures should be read in this context.

The key audit matters are similar in nature to the key audit matters we reported in 2015 due to the nature of the company's business and its environment and therefore may not change significantly year over year.

### Key audit matter

#### Existence and valuation of investments

See accounting policies – 'Investments' and note 7 to the financial statements for the management board's disclosures on related accounting policies, judgements and estimates for further information.

The investment portfolio at year-end comprised European listed equity investments valued at €418,784,000.

We focused on the existence and valuation of investments because investments represent the principal element of the net asset value as disclosed on the balance sheet of the financial statements.

### How our audit addressed the matter

We integrally tested the existence of the investment portfolio by agreeing the holdings for investments to the independent custodian confirmation we received from KAS BANK N.V. who acts as custodian on behalf of KAS Trust & Depository Services B.V.

We integrally tested the valuation of listed equity investments by agreeing the prices used in the valuation as at 31 December 2016 to independent third party sources.

Based on the procedures as described above, we found no material differences.

## Key audit matter

### Completeness and accuracy of direct and indirect income from investments

See accounting policies – ‘Investments’ and ‘Income’ and note 7 and note 1 to the financial statements for the management board’s disclosures on the related accounting policies, judgements and estimates for further information.

We focused on the completeness and accuracy of the direct and indirect income from investments because direct and indirect income are the main drivers for the performance and the net asset value of the company.

## How our audit addressed the matter

We obtained the ISAE 3402 type II report for the period from 1 January 2016 to 31 December 2016, which, amongst other things, comprised an assurance report provided by the independent auditor of KAS BANK N.V.

We read this report and determined that the internal controls relevant to our audit and related to the completeness and accuracy of revenue recognition are suitably designed and operated effectively during the period of the audit.

We obtained from independent third party sources the corporate action data for the securities European Assets Trust N.V. invested in during or at the end of 2016. By selecting a sample of dividend announcements from this corporate action data and by reconciling the selected dividend announcements with the recognised direct income from investments we tested the direct income for completeness. These procedures are also performed to test the accuracy of the direct income, but for this purpose the sample is selected from the recognized direct income from investments.

The indirect income on investments held at fair value comprise realised and unrealised gains/losses:

- for unrealised gains/losses, we integrally tested the valuation as at 31 December 2016 by agreeing the prices used in the valuation as at 31 December 2016 to independent third party sources, and determined that the related gains/losses were appropriately calculated; and
- for realised gains/losses, we tested disposal proceeds by agreeing the proceeds to bank statements and sale agreements and we reperformed the calculation of a sample of realised gains/losses.

Based on the procedures described above, we found no material differences.

## Report on the other information included in the annual report

In addition to the financial statements and our auditor’s report thereon, the annual report contains other information that consists of:

- the overview;
- the strategic report;
- the governance report;
- the additional information;
- the general meeting; and
- the other information.

Based on the procedures performed as set out below, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains all information that is required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained in our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing our procedures, we comply with the requirements of Part 9 Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of such procedures was substantially less than the scope of those performed in our audit of the financial statements.

The management board is responsible for the preparation of the other information, including the directors’ report and the other information pursuant to Part 9 Book 2 of the Dutch Civil Code.

## Report on other legal and regulatory requirements

### Our appointment

We were appointed as auditors of European Assets Trust N.V. on 24 April 2014 by the supervisory board following the passing of a resolution by the shareholders at the annual meeting held on 24 April 2014 and the appointment has been renewed annually by shareholders representing a total period of uninterrupted engagement appointment of three years.

### Responsibilities of the management board and the supervisory board for the financial statements

The management board is responsible for:

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

## Independent Auditors' Report (continued)

As part of the preparation of the financial statements, the management board is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, the management board should prepare the financial statements using the going-concern basis of accounting unless the management board either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The management board should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements. The supervisory board is responsible for overseeing the company's financial reporting process.

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

Our responsibility is to plan and perform an audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence to provide a basis for our opinion. Our audit opinion

aims to provide reasonable assurance about whether the financial statements are free from material misstatement. Reasonable assurance is a high but not absolute level of assurance which makes it possible that we may not detect all misstatements. Misstatements may arise due to fraud or error. They are considered to be material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements. Materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

A more detailed description of our responsibilities is set out in the appendix to our report.

Rotterdam, 6 March 2017

PricewaterhouseCoopers Accountants N.V.

**F.J. van Groenestein RA**

### Appendix to our auditor's report on the financial statements 2016 of European Assets Trust N.V.

In addition to what is included in our auditor's report we have further set out in this appendix our responsibilities for the audit of the financial statements and explained what an audit involves.

#### The auditor's responsibilities for the audit of the financial statements

We have exercised professional judgement and have maintained professional scepticism throughout the audit in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error. Our audit consisted, among other things of the following:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the intentional override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management board.

- Concluding on the appropriateness of the management board's use of the going concern basis of accounting, and based on the audit evidence obtained, concluding whether a material uncertainty exists related to events and/or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report and are made in the context of our opinion on the financial statements as a whole. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures, and evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We provide the supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with the supervisory board, we determine those matters that were the most significant in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.



# Notice of General Meeting

Notice is hereby given that the General Meeting of Shareholders of European Assets Trust NV, will be held at the Company's Office, Weena 210-212, Rotterdam, at 12 noon on 21 April 2017.

The agenda to be considered is as follows:

1. Opening.
2. Management Board Director's report for the financial year to 31 December 2016.
3. Adoption of the financial statements for the year ended 31 December 2016.
4. Appropriation of the result for the year ended 31 December 2016.
5. To approve the 2017 dividend of €0.7884 per share to be paid in three equal instalments of €0.2628 per share.
6. Discharge of the Management Board Director for the management over the last financial year.
7. Discharge of the Supervisory Board Directors for their supervision over the last financial year.
8. To re-appoint PricewaterhouseCoopers Accountants NV as auditors to the Company.
9. Re-appointment of Jack Perry to the Supervisory Board.
10. Re-appointment of Professor Robert van der Meer to the Supervisory Board.
11. Re-appointment of Julia Bond to the Supervisory Board.
12. Re-appointment of Laurence Jacquot to the Supervisory Board.
13. Approval of the corporate governance policy of the Company as set out in this annual report.
14. Any other business.
15. Closing.

An explanation of the agenda, the annual report for 2016 and the data prescribed by mandatory Dutch law with respect to Jack Perry, Professor Robert van der Meer, Julia Bond and Laurence Jacquot are deposited at the offices of FCA Management BV and are available to all shareholders.

To be passed, resolutions numbers 3 to 13 require a simple majority of votes cast.

## FCA Management BV

Rotterdam

6 March 2017

A member who is entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. Such a proxy need not also be a member of the Company.

A Form of Proxy for use by Ordinary shareholders is enclosed with this Report. Completion of the Form of Proxy will not prevent a shareholder from attending the meeting and voting in person.

Holders of Bearer Shares may obtain a letter of entitlement from KAS BANK NV on deposit of their share certificates or upon receipt of a deposit advice from a bank certifying that the stated number of share certificates is in its possession and will remain so until the conclusion of the meeting. Registered shareholders do not need to apply for such a letter of entitlement.

# Shareholder Information

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## Shares and Distribution Policy

The shares of the Company, which form one class and rank pari passu in all respects as regards dividend and capital, may be held in either registered or bearer form. They are listed on the London Stock Exchange and Euronext Amsterdam Stock Market. Holders of bearer shares may request the Company to convert their shares into registered shares and holders of registered shares may convert such shares into bearer shares. The share certificates are signed by the Management Board Director.

The Company also has a facility to allow CREST participating shareholders to hold and transfer interests in the shares of the Company within the CREST UK electronic settlement system. The facility is in the form of Depository Interests which is operated by Computershare Investor Services PLC pursuant to a Deed Poll executed under English law. Shareholders that wish to continue to hold their shares in the Company in certificated form on the UK register can continue to do so and their rights are unaffected by the issue of the Depository Interests.

The Board intends, barring unforeseen circumstances, setting an annual dividend yield level of 6 per cent on the net asset value per share at the end of the preceding year. A scrip alternative is available.

Dividends are declared in Euros and paid in sterling (registered shares) or in Euros (bearer shares). Those registered shareholders who wish to receive their dividends in Euros should contact the Company's UK Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ.

Distributions on bearer shares are announced in the Official Price List of Euronext Amsterdam NV. The holders of registered shares receive their payment from the Company's Registrars.

## Scrip Dividend

Shareholders may elect to receive dividends by way of further shares in the Company. Where shareholders elect for scrip dividends, they will receive shares at net asset value either from the Company's holding of shares in treasury or through an issue of new shares; the net asset value for this purpose will be that announced for the end of the month immediately preceding the record date for the relevant dividend. Roundings will be retained by the Company. Application will be made for any new shares issued to be listed on the London Stock Exchange and Euronext Amsterdam Stock Market.

Computershare Investor Services PLC acts as administrator for the purposes of the Company's scrip dividend payments for holders of registered shares. The Administrator's address for correspondence is Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ.

Elections for scrip dividends may be made by registered shareholders by notice to the Administrator using the form available from the Administrator on request. Such elections for scrip dividends must be received by the record date for a particular dividend in order to apply to the payment in respect of that month. Elections for scrip dividends apply to all future dividends until revoked. Unless otherwise agreed by the Administrator, instructions by registered shareholders to revoke an election to receive scrip dividends must be received by the record date for a particular dividend in order for that month's dividend to be paid in cash. If a registered shareholder who has elected for scrip dividends sells part of their holding, their election will remain valid in respect of the reduced holding.

Holders of bearer shares can elect for scrip dividends in the manner customary in the Dutch market through the bank at which those shareholders have their securities account.

## Costs of the Investment Fund

The Company incurs the following costs on an annual basis: advertising fees, audit and accounting fees, bank charges, broker and distribution fees, custody fees, D&O insurance, fund administration fees, investment management fees, legal fees, marketing and retail plan, printing costs, registration fees, UK and Dutch regulatory fees, tax advice and travel expenses as well as remuneration of the Managing Board Director and Supervisory Directors.

## Company Taxation

The Company is a tax resident of the Netherlands and qualifies as a fiscal investment institution ('fiscale beleggingsinstelling').

Companies with fiscal investment institution status in the Netherlands are subject to tax on both income and capital gains in the Netherlands at a zero rate. The conditions which have to be satisfied in order for a company to have fiscal investment institution status under Dutch tax law are summarised below:

- (a) The company must be exclusively or almost exclusively engaged in investment in securities or in real estate or in loans secured by mortgage on real estate.
- (b) Investment may be funded by borrowing only as follows:
  - (i) loans of up to 20 per cent of the book value of the securities portfolio of the company and its subsidiaries; and
  - (ii) loans of up to 60 per cent of the book value of the real property of the company and its subsidiaries, where the moneys borrowed are secured by mortgage on that property.

For purposes of this test, real property is not limited to immovable property, but includes also real estate companies (i.e. companies whose assets, on a consolidated basis, consist for at least 90% of immovable property).
- (c) Distributable profit must be distributed within eight months following the end of the related financial year. Distributable profit includes all fiscal profits but does not include:
  - (i) net realised or unrealised capital gains provided that these are added to a fiscal reinvestment reserve; and
  - (ii) amounts set aside to an accumulation reserve which amounts may be set aside at the Company's option, subject to the reserve not exceeding a balance equal to 1 per cent of the Company's paid in capital (the aggregate of the share capital and the share premium account).
- (d) One quarter or more than one quarter of the interest in the entity is not held by one individual.
- (e) Both the total number of shares or participation certificates or of the shares or participation certificates that share in the reserves of the entity on its dissolution 45 percent or more are not held by one entity – not being a fiscal investment institution or an undertaking for collective investments as meant in article 4, paragraph 4 of the Dutch General Tax Act – that is subject to any form of income tax or whose profits are subject to such tax at the level of the beneficiaries of the assets or profits of the entity, or else of two or more such entities that are affiliated with each other, also taking into account the shares or participation certificates on which basis the aforementioned entities, whether or not pursuant to an agreement with others, can exercise their right to vote in the general shareholders' meeting.

Professional advice should be sought in respect of any question relating to taxation.

A summary of taxation is set out below. It represents a general description only and should not be construed or read as advice on shareholders' own tax positions, as individual circumstances may affect the general tax consequences as described in the summary. Shareholders should consult their own tax advisers with regard to their individual tax position.

### Withholding Tax

The Dutch dividend withholding tax is 15 per cent. Therefore, where withholding tax is applicable to dividends paid by the Company, these dividends are subject to a Dutch dividend withholding tax rate of 15 per cent. The Dutch dividend withholding tax rate can be reduced under a tax treaty.

The double taxation agreement between the Netherlands and the United Kingdom currently allows a general dividend withholding tax of 15 per cent. This withholding tax is available as a credit against any United Kingdom tax payable by a United Kingdom resident shareholder in respect of dividends. The withholding tax is also available as a credit against Dutch income or corporate income tax payable by a Dutch resident shareholder or will be refunded if there is no tax due, as in the case of a Dutch resident tax exempt entity. Subject to certain ordering rules, which deem income to be distributed first, a distribution from the reinvestment reserve with effect from 1 January 2001 is exempt from withholding tax.

### Dividend Taxation

#### Netherlands Taxation

The information below, is of a general nature only and relates to Dutch law. If you are in any doubt as to your tax position you should contact your own professional adviser.

#### Dividend withholding tax

The existing fiscal reinvestment reserve (roughly equalling the balance of realised and unrealised capital gains) is treated as paid in capital for dividend withholding tax purposes. This also applies to additions to this reserve in later years. Distributions which are made out of paid in

## Shareholder Information (continued)

capital in principle can be made free of withholding tax. In determining whether these payments can be made free of withholding tax out of paid in capital, certain mandatory ordering rules apply. In general these ordering rules deem a dividend to come out of earnings (income on an accruals basis) before coming out of paid in capital. For payments coming out, or deemed to come out, of earnings withholding tax at a rate of 15 per cent is due. This withholding tax is available as a credit against any United Kingdom tax payable by a United Kingdom resident shareholder in respect of dividends.

Of the dividends paid in 2016, an amount of €4,240,691 has been paid in order to meet the distribution obligations under Dutch tax law, subject to dividend withholding tax. An amount of €2,495,365 has been paid from the fiscal reinvestment reserve, subject to dividend withholding tax at a rate of 15%. The remainder of €23,728,833 is charged against the fiscal reinvestment reserve, without dividend withholding tax.

Scrip dividends that are booked against paid in capital for dividend withholding tax purposes are not subject to dividend withholding tax.

Dutch resident shareholders who are taxed in the Netherlands on their worldwide income generally are able to credit the withholding tax against their overall Dutch income tax liability.

### **Tax on income and capital gains**

A shareholder who is considered a UK resident under the terms of the Netherlands/UK double taxation treaty, will not be subject to any Dutch taxes on income or capital gains in respect of dividends distributed by the Company or in respect of capital gains realised on the disposition of shares in the Company (other than the dividend withholding tax described above), provided that:

- such UK resident shareholder is not an individual who has been resident or is deemed to have been resident in the Netherlands during a period of five years preceding an alienation of the shares in the Company;
- such UK resident shareholder does not have a business or an interest in a business that is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands and to which business or part of a business, as the case may be, the shares in the Company are attributable; and
- the shares in the Company owned by such UK resident shareholder, whom is an individual, do not form part of a substantial interest or a deemed substantial interest, as defined, in the share capital of the Company.
- the shares in the Company owned by such UK resident shareholder, whom is a legal entity do not form part of a substantial interest or deemed substantial interest, as defined, in the share capital of the Company or if such shares do form part of such a substantial interest, the shares are not held with the main or one of the main purposes to avoid income tax or dividend withholding tax to be borne by someone else and additionally the shares cannot be attributed to the assets of an enterprise.

A shareholder who is resident in the Netherlands for tax purposes and whose shares do not:

- form part of a substantial interest or a deemed substantial interest, as defined, in the share capital of the Company;
- or
- form part of a business, or deemed to be income from labour,

will be taxed at a 30 per cent tax rate on a notional return of 4 per cent on the average value of the shares, regardless of the actual income or gains on the shares.

A shareholder who is not a resident of the Netherlands and who is not considered a resident of the UK under the terms of the Netherlands/UK double taxation treaty, will not be subject to any Dutch taxes on income or capital gains in respect of distributions made by the Company or in respect of capital gains realised on the disposition of shares in the Company (other than the dividend withholding tax described above), provided that:

- such shareholder does not have a business or an interest in a business that is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands and to which business or part of a business, as the case may be, the shares in the Company are attributable; and

- the shares in the Company owned by such UK resident shareholder, whom is a legal entity do not form part of a substantial interest or deemed substantial interest, as defined, in the share capital of the Company or if such shares do form part of such a substantial interest, the shares are not held with the main or one of the main purposes to avoid income tax or dividend withholding tax to be borne by someone else and additionally the shares cannot be attributed to the assets of an enterprise.

Generally, a shareholder will not have a substantial interest in the Company if he, his spouse, certain other relatives (including foster children) or certain persons sharing his household, do not hold, alone or together, whether directly or indirectly, the ownership of, or certain other rights over, shares representing 5 per cent or more of the total issued and outstanding capital (or the issued and outstanding capital of any class of shares) of the Company, or rights to acquire shares, whether or not already issued, that represent at any time (and from time to time) 5 per cent or more of the total issued and outstanding capital (or the issued and outstanding capital of any class of shares) of the Company or the ownership of certain profit participating certificates that relate to 5 per cent or more of the annual profit of the Company and/or to 5 per cent or more of the liquidation proceeds of the Company. A deemed substantial interest generally exists if (part of) a substantial interest has been disposed of or is deemed to have been disposed of without recognition of gain.

### **UK Resident Shareholders**

The information below, which is of a general nature only and does not constitute tax advice, and which relates only to Netherlands and UK taxation, is applicable to persons who are resident or ordinarily resident in the UK and who hold Ordinary shares as an investment. The provisions set out below may not apply to certain classes of shareholders, such as dealers in securities, or to shareholders who are not absolute beneficial owners of their shares. Any shareholder or prospective investor in shares who is in any doubt as to their tax position, or who is subject to tax in a jurisdiction other than the UK is strongly recommended to consult their professional adviser as soon as possible. Special provisions apply to certain kinds of shareholder who are also strongly recommended to seek their own professional advice. If you are in any doubt as to your tax position you should consult your own professional adviser.

#### *Individual Shareholders*

UK resident individual shareholders will be liable to UK income tax on dividends received from the Company. For the fiscal year 2015/2016, an individual shareholder, resident in the UK for tax purposes, holding less than 10 per cent of the Company's share capital will generally be entitled to a notional tax credit in respect of any dividend received equal to one-ninth of the amount of the dividend. The notional tax credit therefore equals 10 per cent of the aggregate of the dividend and the tax credit. UK resident individual shareholders, (including those who hold their shares through an ISA), who are not liable to income tax in respect of their dividends, will not generally be entitled to reclaim any part of the notional tax credit. The income tax charge in respect of dividends for basic rate tax payers will be at the rate of 10 per cent and, after offsetting the 10 per cent notional tax credit, such shareholders will have no further liability to UK tax on their dividends.

A higher rate taxpayer will be liable to UK income tax on dividends received from the Company (to the extent that, taking the dividend as the top slice of his income, it falls above the threshold for the higher rate of income tax) at the rate of 32.5 per cent of the gross dividend including any Netherlands dividend withholding tax and any notional tax credit which, after offsetting the 10 per cent notional tax credit, equates to a rate of tax of 22.5 per cent of the gross dividend, or an effective rate of 25 per cent of the dividend paid. Netherlands dividend withholding tax may also be set against the UK income tax liability arising on dividends received from the Company. The relevant dividend voucher will show whether Netherlands dividend withholding tax has been applied or not.

An additional rate taxpayer will be liable to UK income tax on dividends received from the Company (to the extent that, taking the dividend as the top slice of his income, it falls above the threshold for the additional rate of income tax of £150,000) at the rate of 37.5 per cent of the gross dividend including any Netherlands dividends withholding tax and any notional tax credit which, after offsetting the 10 per cent notional tax credit, equates to a tax rate of 27.5 per cent of the gross dividend, or an effective rate of 30.56 per cent of the dividend paid.

UK resident shareholders who are not liable to UK income tax on their income and those who hold their Ordinary shares through an ISA will not be subject to UK tax on dividends.

With effect from 6 April 2016 the notional tax credit was abolished and an annual tax free allowance of £5,000 introduced. For the fiscal year 2016/17 basic rate taxpayers will have to pay 7.5 per cent tax on dividend income in excess of the tax free amount. Higher rate taxpayers will have to pay 32.5 per cent tax and additional rate taxpayers 38.1 per cent tax. Dividends received in ISAs and pension funds will continue to be tax free.

## Shareholder Information (continued)

UK resident individual shareholders who receive a scrip dividend will not, to the extent that it is paid up out of the tax exempt share premium reserve, be liable to UK income tax on such a dividend. Instead, for the purposes of UK capital gains tax, such a scrip dividend will be treated as a bonus issue of shares derived from the shareholders' existing shareholding.

Subject to certain ordering rules, which deem income to be distributed first, a distribution from the reinvestment reserve with effect from 1 January 2001 is exempt from Netherlands dividend withholding tax.

On 17 September 2015, the European Court of Justice ruled in the joined cases *Miljoen, X, and Société Générale* (C-10/14, C-14/14 and C-17/14) that the Dutch withholding tax incurred by non-Dutch resident individual shareholders on Dutch portfolio shares could lead to a discrimination of EU law. Both Dutch and non-Dutch resident shareholders are subject to Dutch withholding tax, meaning that the withholding in itself is in accordance with EU law. However, where Dutch resident shareholders can benefit from a credit or refund in their Dutch personal income tax return, the withholding tax is a final Dutch levy for non-resident shareholders. The European Court of Justice ruled that non-resident individual shareholders may however in principle not be subject to a higher effective Dutch tax burden for their Dutch dividends than the tax burden incurred by Dutch resident individuals for that same dividend. If Dutch withholding tax incurred in a calendar year by a non-Dutch resident individual shareholder on its Dutch portfolio shareholdings results in a higher effective burden than that of a Dutch resident individual shareholder in the same situation, and the withholding tax incurred cannot be fully credited in the country of residence based on an applicable Double Tax Treaty, a refund claim of that withholding tax could be filed by the shareholder with the Dutch tax authorities based on a breach of EU law. In case you cannot fully credit the withholding tax incurred on your shareholding in the Company, you should consult with your own professional advisor on the steps that can be taken. For corporate shareholders, opportunities based on this ruling are limited. For a full analysis of your withholding tax position and EU law possibilities you should consult with your own professional advisor.

### *Corporate Shareholders*

With effect from 1 July 2009 UK companies will generally be exempt from corporation tax on dividends received from the Company.

### **Taxation of Share Buy-backs and Resale of Shares Held in Treasury**

#### **UK taxation**

The information below is of a general nature only, does not constitute tax advice and shareholders should consult their professional advisers with regard to their individual tax position.

#### **Capital gains tax**

Shareholders who are resident or ordinarily resident in the UK for taxation purposes who sell their shares through the market (other than shares held through an ISA) may, depending upon their own personal circumstances be subject to capital gains tax (or, in the case of a UK resident corporate shareholder, corporation tax on capital gains) in respect of any gain arising on such sale unless the shareholder is taxed as a dealer in securities, in which case any gain will be treated as income and taxed as such.

Shareholders who are individuals will, to the extent that a gain on a disposal of shares, together with other gains less allowable losses in a fiscal year, exceeds the annual exempt amount which, for the fiscal year 2016/17 is £11,100 (2015/16: £11,100) be liable to capital gains tax. Disposals by higher and additional rate taxpayers will be liable to capital gains tax at the rate of 20 per cent for the fiscal year 2016/17 (2015/16: 28 per cent). Basic rate taxpayers will be taxed at the rate of 10 per cent for the fiscal year 2016/17 (2015/16: 18 per cent).

Shareholders within the charge to UK corporation tax may benefit from indexation allowance in respect of their period of ownership, which in general terms, increases the tax base cost of an asset in accordance with changes in the Retail Prices Index.

#### **Stamp taxes**

- Buy back

Where the shares are bought back into treasury a charge to stamp duty will arise if the document of transfer is executed in the UK or there is a matter to be done in the UK, which will include an update to the UK share register. Stamp duty will be chargeable at 0.5 per cent of the consideration given (and will be rounded up to the nearest £5). This will normally be paid by the purchaser, in this case the Company.

- Resale of shares held in treasury

A resale of the shares held in treasury will only be within the charge to stamp duty if the document of transfer is executed in the UK or there is a matter to be done in the UK, which will include an update or change to the UK share register where the shares are resold to a UK resident. This transfer would be stampable with £5 fixed duty which is normally payable by the purchaser. No charge to Stamp Duty Reserve Tax (SDRT) should arise.

### **Netherlands taxation**

#### **Netherlands withholding tax**

The information below, which is of a general nature only and which relates to certain Dutch dividend withholding tax consequences of the repurchase of shares of the Company, does not represent a comprehensive description of all Dutch tax considerations that may be relevant to holding or disposition of the shares.

This summary is based on the present tax laws of the Netherlands, as well as present regulations, rulings and decisions of the Netherlands tax and other authorities available and now in effect. All of the foregoing is subject to change, which change could apply retroactively and could affect the continued validity of this summary.

A buy back of shares will not be subject to Dutch withholding tax as long as the price at which the shares are repurchased does not exceed the average paid in capital on those shares. For this purpose, paid in capital comprises for Dutch tax purposes recognised paid in capital and share premium, as well as the fiscal reinvestment reserve (as defined under Dutch law).

To the extent the repurchase price exceeds the average paid in capital made on those shares, Dutch withholding tax at a 15 per cent rate applies. Where applicable, a tax treaty may provide for a lower rate.

Notwithstanding the above, no withholding tax applies if the repurchase can be regarded as a temporary investment. Under a special deeming provision applicable to Dutch investment companies such as the Company, a repurchase of shares is considered a temporary investment by operation of law, unless the company elects otherwise.

If by the end of the year a company repurchased more shares as temporary investment than it issued to the market in the same year, the difference is deemed to be a repurchase of shares subject to withholding tax to the extent that the average fair market value of all shares repurchased during the year exceeds the average paid in capital. An exemption from withholding tax may nevertheless apply if and to the extent this excess is debited from the share premium reserve or the fiscal reinvestment reserve (as defined under Dutch law).

### **Warning to Shareholders – Beware of Share Fraud**

Fraudsters use persuasive and high-pressure tactics to lure investors into scams. They may offer to sell shares that turn out to be worthless or non-existent, or to buy shares at an inflated price in return for an upfront payment.

If you receive unsolicited investment advice or requests:

- Check the Financial Services Register from [www.fca.org.uk](http://www.fca.org.uk) to see if the person or firm contacting you is authorised by the FCA
- Call the Financial Conduct Authority ('FCA') on **0800 111 6768** if the firm does not have contact details on the Register or you are told they are out of date
- Search the list of unauthorised firms to avoid at [www.fca.org.uk/scams](http://www.fca.org.uk/scams)
- Consider that if you buy or sell shares from an unauthorised firm you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme
- Think about getting independent financial and professional advice

If you are approached by fraudsters please tell the FCA by using the share fraud reporting form at [www.fca.org.uk/scams](http://www.fca.org.uk/scams) where you can find out more about investment scams. You can also call the FCA Consumer Helpline on **0800 111 6768**. If you have already paid money to share fraudsters you should contact Action Fraud on **0300 123 2040**.

# How to Invest

One of the most convenient ways to invest in European Assets Trust NV is through one of the savings plans run by F&C Investments.

## F&C Investment Trust ISA

You can use your ISA allowance to make an annual tax-efficient investment of up to £20,000 for the 2017/18 tax year with a lump sum from £500 or regular savings from £50 a month per Trust. You can also transfer any existing ISAs to us whilst maintaining the tax benefits

## F&C Junior ISA (JISA)\*

You can invest up to £4,128 for the tax year 2017/18 from £500 lump sum or £30 a month per Trust, or a combination of both. Please note, if your child already has a Child Trust Fund (CTF), then you cannot open a separate JISA, however you can transfer the existing CTF (held either with F&C or another provider) to an F&C JISA

## F&C Child Trust Fund (CTF)\*

If your child has a CTF you can invest up to £4,128 for the 2017/18 tax year, from £100 lump sum or £25 a month per Trust, or a combination of both. You can also transfer a CTF from another provider to an F&C CTF. Please note, the CTF has been replaced by the JISA and is only available to investors who already hold a CTF.

## F&C Private Investor Plan (PIP)

This is a flexible way to invest in our range of Investment Trusts. There are no maximum contributions, and investments can be made from £500 lump sum or £50 a month per Trust. You can also make additional lump sum top-ups at any time from £250 per Trust.

## F&C Children's Investment Plan (CIP)

This is a flexible way to save for a child in our range of Investment Trusts. There are no maximum contributions, and the plan can easily be set up under bare trust (where the child is noted as the beneficial owner) or kept in your name if you wish to retain control over the investment. Investments can be made from a £250 lump sum or £25 a month per Trust. You can also make additional lump sum top-ups at any time from £100 per Trust.

\*The CTF and JISA accounts are opened in the child's name and they have access to the money at age 18. \*\*Calls may be recorded or monitored for training and quality purposes.

## Charges

Annual management charges and other charges apply according to the type of plan.

### Annual account charge

**ISA:** £60+VAT

**PIP:** £40+VAT

**JISA/CIP/CTF:** £25+VAT

You can pay the annual charge from your account, or by direct debit (in addition to any annual subscription limits).

### Dealing charges

**ISA:** 0.2%

**PIP/CIP/JISA:** postal instructions £12, online instructions £8 per Trust.

Dealing charges apply when shares are bought or sold but not on the reinvestment of dividends or the investment of monthly direct debits for the PIP, CIP and JISA.

There are no dealing charges on a CTF but a switching charge of £25 applies if more than 2 switches are carried out in one year.

Government stamp duty of 0.5% also applies on the purchase of shares (where applicable).

There may be additional charges made if you transfer a plan to another provider or transfer the shares from your plan.

For full details of our savings plans and charges, please read the Key Features and Terms and Conditions of the plan – available on our website [fandc.co.uk](http://fandc.co.uk).

## How to Invest

To open a new F&C savings plan, apply online at [fandc.com/apply](http://fandc.com/apply). Note, this is not available if you are transferring an existing plan with another provider to F&C, or if you are applying for a new plan in more than one name.

## New Customers

Call: **0800 136 420\*\*** (8.30am – 5.30pm, weekdays)

Email: [info@fandc.com](mailto:info@fandc.com)

## Existing Plan Holders

Call: **0345 600 3030\*\*** (9.00am – 5.00pm, weekdays)

Email: [investor.enquiries@fandc.com](mailto:investor.enquiries@fandc.com)

By post: F&C Plan Administration Centre

PO Box 11114

Chelmsford

CM99 2DG

You can also invest in the trust through online dealing platforms for private investors that offer share dealing and ISAs. Companies include: **Alliance Trust Savings, Barclays Stockbrokers, Halifax, Hargreaves Lansdown, HSBC, Interactive Investor, Lloyds Bank, Selftrade, TD Direct Investing, The Share Centre**

The value of investments can go down as well as up and you may not get back your original investment. Tax benefits depend on your individual circumstances and tax allowances and rules may change. Please read our Key Features Document before you invest and this can be found on our website [fandc.co.uk](http://fandc.co.uk). F&C cannot give advice on the suitability of investing in our investment trust or savings plans. If you have any doubt as to the suitability of an investment, please contact a professional financial adviser.

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**F&C Management Limited**

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# Historical Record

The performance of the Company since 2001 is shown in the table below.

31 December	Market price per share Pence	Market price per share Euro	Net asset value per share Pence	Net asset value per share Euro	Dividends/distributions per share Euro	Euro		Sterling	
						% Annual total return net asset value per share	% Annual total return benchmark	% Annual total return net asset value per share	% Annual total return benchmark
2001*	531	8.25	569.12	9.35	1.56	(23.2)	(17.3)	(25.1)	(19.5)
2002	304	4.67	392.13	6.03	0.90	(27.5)	(22.1)	(22.5)	(17.0)
2003	482	6.85	548.19	7.78	0.37	37.1	40.0	48.5	51.2
2004	553	7.80	619.58	8.75	0.465	19.3	25.0	19.9	25.6
2005	721	10.49	782.52	11.39	0.555	37.7	39.6	33.7	35.5
2006	970	14.40	1,000.61	14.85	0.7325	38.2	33.8	35.9	31.2
2007	893	12.17	978.02	13.32	0.912	(4.8)	(3.0)	3.7	5.8
2008	479	4.95	519.97	5.38	0.8535	(56.4)	(49.5)	(42.1)	(33.4)
2009	582	6.55	642.10	7.23	0.3551	42.5	55.2	31.0	42.5
2010	628	7.33	727.44	8.49	0.4613	25.2	21.7	20.8	17.4
2011	544	6.51	614.78	7.36	0.5337	(7.6)	(21.8)	(9.9)	(23.8)
2012	692	8.54	743.39	9.17	0.4698	32.0	20.4	28.2	17.0
2013	964	11.59	968.61	11.64	0.5757	34.4	34.0	37.8	37.5
2014	987	12.72	980.50	12.63	0.7221	15.3	5.2	7.7	(1.9)
2015	1,127	15.29	1,120.10	15.20	0.7743	26.9	23.4	20.5	17.2
2016	1,022	11.97	1,121.89	13.14	0.9429	(7.3)	6.4	7.4	23.3

\*High distribution policy adopted from 2001.

For the purpose of the table, the Net Asset Value of the Company at the relevant date is based on the Balance Sheet as at 31 December of each year. Rates in the London spot market on the relevant dates have been applied to convert the Euro figures into Sterling.

# Glossary of Terms

**AIC** – Association of Investment Companies, is the UK trade body for closed-end investment companies ([www.theaic.co.uk](http://www.theaic.co.uk)).

**AIFMD** – Alternative Investment Fund Managers Directive. Issued by the European Parliament in 2012 and 2013, the Directive requires that all investment vehicles (AIF – Alternative Investment Fund) in the European Union must have appointed a Depositary and an Alternative Investment Fund manager on or before 22 July 2014. The Directors of the Company nevertheless, remains fully responsible for all aspects of the Company's strategy, operations and compliance with regulations.

**AIF manager** – The AIF manager, F&C Investment Business Limited, is responsible for the provision of investment management services to the Company.

**Benchmark** – This is a measure against which the Company's performance is compared. The Company's benchmark is the Euromoney Smaller European Companies (ex UK) Index.

**Custodian** – A specialised financial institution responsible for safeguarding worldwide the listed securities and certain cash assets of the Company, as well as the income arising therefrom, through provision of custodial, settlement and associated services. The Company's custodian is KAS Trust & Depositary Services BV.

**Depositary** – Under AIFMD rules applying from July 2014, the Company must appoint a depositary, whose duties in respect of investments, cash and similar assets include: safekeeping; verification of ownership and valuation; and cash monitoring. Under AIFMD regulations, the depositary has strict liability for the loss of the Company's financial assets in respect of which it has safekeeping duties. The depositary's oversight duties include, but are not limited to dividend payments and adherence to investment limits. The Company's depositary is KAS Trust & Depositary Services BV.

**Discount (or Premium)** – If the share price of the Company is less than its Net Asset Value per share, the shares are trading at a discount. If the share price is greater than the Net Asset Value per share, the shares are trading at a premium.

**Dividend** – The income from an investment. The Company currently pays dividends to shareholders three times per year in January, May and August. The rate of the dividend is announced in January each year and is set at an annual yield of six per cent to the net asset value at the end of the preceding year. A scrip alternative is available.

**Gearing** – The Company has the ability to borrow to invest within pre-determined limits. This term is used to describe the level of borrowings that the Company has undertaken, and is stated as a percentage of total assets less current liabilities. The higher the level of borrowings, the higher the gearing ratio.

**Leverage** – As defined under AIFMD rules, leverage is any method by which the exposure of an AIF is increased through borrowing of cash or securities or leverage embedded in derivative positions. Leverage is broadly equivalent to Gearing, but is expressed as a ratio between the assets (excluding borrowings) and the net assets (after taking account of borrowing). Under the gross method, exposure represents the sum of the Company's positions after deduction of cash balances, without taking account of any hedging or netting arrangements. Under the commitment method, exposure is calculated without the deduction of cash balances and after certain hedging and netting positions are offset against each other.

**Management Board** – The Management Board in the Netherlands, FCA Management, is entrusted with the corporate management of the Company and is obliged to act in accordance with the general directives of the Supervisory Board concerning the financial and investment policy of the Company.

**Market Capitalisation** – The stock market value of a company is determined by multiplying the number of shares in issue, excluding those shares held in treasury, by the market price of the shares.

**Net Assets (or Shareholders' Funds)** – This is calculated as the value of the investments and other assets of the Company, plus cash and debtors, less borrowings and any other creditors. It represents the underlying value of the Company at a point in time.

**Net Asset Value ('NAV') per Ordinary Share** – This is calculated as the net assets of the Company divided by the number of shares in issue, excluding those shares held in treasury.

**Ongoing Charges** – This is a measure of the level of expenses incurred by the Company during a reporting period. It is calculated as the sum of the investment management fee and other expenses divided by the average net assets during the period.

**Ordinary Shares** – Shareholders are entitled to their share of both income, in the form of dividends paid by the Company and any capital growth. The Company has only Ordinary Shares in issue.

**Scrip Dividend** – Shareholders can elect to receive dividends by way of further shares in the Company rather than cash. Where shareholders so elect, they will receive shares based on the net asset value of the Company; the shares may trade in the market at a discount or premium to net asset value. Subject to personal circumstances, UK resident individual shareholders who receive a scrip dividend should not be liable to UK income tax but UK capital gains tax rules should apply.

**Share Price** – The value of a share at a point in time as quoted on a stock exchange. The Company's Ordinary Shares are quoted on the Amsterdam and London stock exchanges.

**Supervisory Board** – The Supervisory Board is responsible for supervising the policy of the Management Board and the general course of the Company's affairs and business. The Board currently consists of five Directors, all of whom are non-executive.

**Total Return** – The return to shareholders calculated on a per share basis by adding dividends paid in the period to the increase or decrease in the Share Price or NAV. The dividends are assumed to have been reinvested in the form of Ordinary Shares or Net Assets.

## Important dates

Investing in European small and medium sized companies to deliver attractive returns

First Dividend Paid	31 January 2017
Announcement of Annual Results	9 March 2017
General meeting of Shareholders (Rotterdam)	21 April 2017
Shareholders and Investors' Briefing (London)	10 May 2017
Second Dividend Paid	31 May 2017
Announcement of Interim Results	August 2017
Third Dividend Paid	31 August 2017

# European Assets Trust NV

## REPORT AND ACCOUNTS 2016

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