

CORPORATE GOVERNANCE STATEMENT

2013

AAA Auto Group N.V.

Prepared for the Budapest Stock Exchange

www.aaaauto.nl

APPENDIX 1

DISCLOSURE ON CORPORATE GOVERNANCE

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Introduction

The Corporate Governance Statement was prepared as required by the regulations of the Budapest Stock Exchange Ltd. where AAA Auto Group N.V.'s shares are listed. The first part (Appendix 1) describes the Corporate Governance of AAA Auto Group N.V. The second part (Appendix 2) describes the level of compliance with the Corporate Governance Recommendations and Suggestions published by the Budapest Stock Exchange Ltd.

Note that the Company's Articles of Association were last amended at the Annual General Meeting on 17 June 2011, in order to reflect certain amendments of Dutch legal regulations. The amended Articles of Association are available at the Company's website: www.aaaauto.nl in the section About Us / Investors / Corporate Governance.

All Corporate Governance issues described in this document were effective and valid as at 30 April 2013, the date of the 2012 Annual Report issuance.

Corporate Governance of AAA Auto Group N.V. - General Principles

AAA Auto Group N.V. is a public company with limited liability under the laws of the Netherlands. The Company was incorporated on 12 December 2003 as Automobile Group B.V. and converted into legal form of N.V. under the name AAA Auto Group N.V. on 29 December 2006. In view of the listing of its shares on the main markets of the Prague and Budapest Stock Exchange, the Articles of Association of the Company were amended on 7 September 2007.

The last amendment of the Company Articles of Association, approved by the Annual General Meeting of Shareholders on 17 June 2011, authorized the Executive Members of the Management Board to act severally on behalf of the Company, enabled to issue shares by a decision of the General Meeting or by a decision of the Management Board authorized to it by the General Meeting and adopted changes to the method and conditions of convening the General Meeting of the Company and the announcement of the General Meeting in compliance with applicable laws and requirements and rules of the stock exchanges where the Company's shares are traded. The amendment of the Articles of Association was necessitated by the need to harmonize the Company's Articles of Association with the applicable law and regulations of the Netherlands.

In December 2008, the Dutch Corporate Governance Monitoring Committee released a new Dutch Corporate Governance Code, also known as *Code Frijns* (the "Dutch Code") which, with effect from 1 January 2009, replaced the 2003 Code. The Dutch Code is divided into five chapters: (I) compliance with and enforcement of the Dutch Code; (II) the management board; (III) the supervisory board; (IV) the shareholders and the general meeting of shareholders; and (V) the audit of the financial reporting and the position of the internal audit function and the external auditor. All these chapters contain principles and best practice provisions for listed companies. Chapter IV also contains provisions for shareholders, including institutional investors and trust offices that administer shares for which depositary receipts have been issued. Chapter V contains some provisions for the external auditor.

Under Dutch law the Company is required to disclose in its annual report whether or not it complies with the provisions of the Dutch Code and, if not, to explain the reasons why. The Dutch Code provides that if the general meeting of shareholders explicitly approves the corporate governance structure and policy according to the Dutch Code and endorses the explanation for any deviation from the best practice provisions in the annual report, the Company will be deemed to have complied with the Dutch Code. The complete Dutch Code is published on the Company's website, in the section 'Corporate Governance'.

In July 2004, the Czech Securities Commission (the former Czech regulator) issued an updated code of good corporate governance based on the OECD principles (the "Code"). The Company is not obliged to comply with this Code. The Czech National Bank (the current capital markets regulator in the Czech Republic) only recommends that a declaration of compliance with a code of corporate governance, along with a determination of which code it is, should be included in the annual report of the company. If a company does not observe specific principles of the code, it is obliged to explain its reasons.

Under Hungarian law and the rules of procedure for the Budapest Stock Exchange, the Company should announce which points of the corporate governance recommendations of the Budapest Stock Exchange it wishes to follow. The complete list of recommendations that the Company follows can be found in Appendix 2 of this report.

1. The Shareholders' Rights and Treatment of Shareholders

Shares – General Information

The shares of AAA Auto Group N.V. are traded in the Czech Republic on the Prague Stock Exchange (PSE) and in Hungary on the Budapest Stock Exchange (BSE) as of 26 September 2007. Shares are also traded in RM-system, Česká burza cenných papírů, a.s., which has in the meantime become another CNB-regulated stock exchange.

The overall number of issued shares amounts to 67,757,875 with the nominal value of EUR 0.10 per share of which 50,000,000 shares (73.79%) were as at 31 December 2012 held by AUTOMOTIVE INDUSTRIES S.à.r.l. holding which is owned by Mr. Anthony James Denny, Non-Executive Member and Chairman of the Management Board. The remaining 17,757,875 shares (26.21%) are available for trading on the PSE and BSE main markets (free float); the ISIN of the shares is NL0006033375.

On 3 April 2009, Anthony Denny, currently a Non-Executive Member and Chairman of the Management Board, announced his intention to acquire around 5% of the Company shares. As at 31 December 2012 Anthony Denny held a total of 3.77% of the Company shares. Together with his company AUTOMOTIVE INDUSTRIES S.à.r.l. his overall holding thus reached 77.56% of the outstanding capital and voting rights of AAA Auto Group N.V. as at 31 March 2013.

Based on a proposal submitted by the majority shareholder AUTOMOTIVE INDUSTRIES S.à.r.l., the Extraordinary General Meeting of shareholders held on 29 March 2013 resolved on delisting of all 67,757,875 ordinary shares issued by the Company from trading on the Prague and Budapest Stock Exchanges. The Extraordinary General Meeting of shareholders also authorized the Management Board to take all steps necessary or required under laws of any jurisdiction in order to execute the aforementioned resolutions, including the procedure related to the exercise of the rights of the Company's shareholders to require the Company to acquire their shares, as well as to repurchase shares of the Company. All related documents on delisting and the resolutions of the Extraordinary General Meeting can be found at the Company's website www.aaaauto.nl in the 'About Us / Investors' section.

Shareholder structure as of 31 December 2012:

Automotive Industries S.à.r.l.	73.79%
Anthony James Denny	3.77%
Other investors	22.44%

Shareholder Rights

Issue of Shares and Pre-emptive Rights

The company has issued only one type of shares and no share certificates were issued.

In general, each holder of shares in the Company (the "Shares") shall have a pre-emptive right to subscribe for newly issued Shares, pro rata to the aggregate amount of such holder's Shares. Such pre-emptive rights do not apply, however, in respect of: (i) Shares issued for a non-cash contribution; and (ii) Shares issued to employees of the Group.

The pre-emptive rights may be restricted or excluded by a resolution of the Management Board. This authority vested with the Board shall terminate upon the expiration of the Management Board's mandate to issue Shares.

The General Meeting of Shareholders may resolve to issue Shares; alternately, Shares may be issued by decision of the Management Board if mandated by the General Meeting. The mandate is given for a period not exceeding five years in each case. The number of Shares, which may be issued, shall be determined by the Articles of Association or the General Meeting.

A designation by the Articles of Association can be revoked by an amendment of the Articles of Association.

A designation by a resolution of the General Meeting of Shareholders cannot be revoked unless determined otherwise at the time of designation.

Upon termination of the authority of the Management Board, the issuance of Shares shall thenceforth require a resolution of the General Meeting of Shareholders, unless another Company body has been designated by the General Meeting of Shareholders. No resolution of the General Meeting of Shareholders is required for an issue of Shares pursuant to the exercise of a previously granted right to subscribe for Shares.

Acquisition of Shares in the Capital of the Company

The Company and its subsidiaries may acquire fully paid-in shares at any time. Furthermore, subject to certain provisions of Dutch Code and the Articles of Association, the Company may acquire fully paid-in shares on the condition that: (i) the shareholders' equity less the payment required to make the acquisition, does not fall below the sum of the paid-in issued capital plus the reserves as required to be maintained by the Dutch Code or by the Articles of Association (such excess, the "Distributable Equity"); and (ii) the Company and its subsidiaries would thereafter not hold own shares or hold a pledge over own shares in the capital of the Company with an aggregate nominal value exceeding 10% of the issued capital of the Company.

Other than those shares acquired for no consideration, own shares may only be acquired subject to a resolution of the Management Board and authorised by the General Meeting of Shareholders. Such authorisation from the General Meeting for the acquisition of own shares in the capital of the Company shall specify the number and class of own shares that may be acquired, the manner in which the shares may be acquired and the price range within which shares may be acquired. Such authorization may be valid for no more than 18 months.

No authorisation from the General Meeting of Shareholders is required for the acquisition of fully paid-in shares for the purpose of transferring these shares to employees pursuant to a share option plan of the Company. Any shares the Company holds in its capital may not be voted or counted for voting quorum purposes.

Reduction of Share Capital

The General Meeting of Shareholders may resolve to reduce the issued capital of the Company by cancelling shares, or by amending the Articles of Association to reduce the nominal value of shares.

Investor Relations

The company has established an investor relations department to ensure ongoing communication with shareholders in order to comply with requirements regarding transparency and disclosure, as well as the company's own disclosure guidelines.

General Meetings of Shareholders and Voting Rights

The Annual General Meeting of Shareholders shall be held within six months after the end of each financial year. The financial year of the Company is equivalent to a calendar year. General Meetings of Shareholders are held in the Netherlands in the municipality where the Company has its registered office, or in Haarlemmermeer (airport Schiphol).

An extraordinary General Meeting of Shareholders may be convened by the Management Board, whenever the interests of the Company so require. Shareholders representing alone or in aggregate at least one tenth of the issued share capital of the Company may, pursuant to the Dutch Civil Code and the Articles of Association, request that a General Meeting of Shareholders be convened. If the Management Board has not given proper notice of a General Meeting within four weeks following receipt of such request such that the meeting can be held within six weeks after receipt of the request, the applicants shall be authorised to convene a meeting themselves.

The notice convening any General Meeting of Shareholders must be sent at least 42 days prior to the date of the General meeting, and must contain all agenda points with an indication which points are to be voted on, as well as the time and place

A notice of the General Meeting of Shareholders must be sent at least 42 days prior to the date of the General Meeting, and must contain all agenda points with an indication as to which points are to be voted on, as well as the time and place of the General Meeting and the method of registration for attendance of the General Meeting by means of a written proxy, and the Company's website. Shareholders (including the holders of rights granted by law to the holders of depository receipts) who individually or jointly hold shares amounting to the share of the issued capital of the Company which is required in Article 2:114a of the Dutch Civil Code may ask items to be put on the agenda of the General Meeting of Shareholders, provided that the request is received by the Company at least sixty day before the date of the General Meeting. The shareholder who requested an item to be added to the agenda of the General Meeting must explain to the General Meeting in session why the item was included, and answer any related questions.

All notices of the General Meeting of Shareholders, announcements concerning dividends and any other notices to shareholders must be published in accordance with the applicable laws by which the Company is bound, with regard to the requirements of stock markets where the Company's shares are listed for trading.

The record date which determines whether a shareholder has the right to attend and vote at the General Meeting is set with respect to the applicable laws. At present, the laws of the Netherlands stipulate that the record date is the 28th day before the date of the General Meeting of Shareholders.

Each share represents one vote. Shareholders may be represented at the meeting based on a written power of attorney.

The General Meeting of Shareholders passes decisions by a simple majority of votes present, save for instances in which the laws of the Netherlands require a decision passed by a qualified majority. If a majority cannot be reached, the proposal is not adopted.

Other – Dividends, Articles of Association etc.

Dividends and Other Distributions

The Management Board shall determine which part of the profits shall be reserved. The part of the profits remaining after reservation shall be distributed as a dividend on the shares. Under Dutch law, payment of dividends may be made only if the shareholders' equity of the Company exceeds the sum of the fully paid-in issued capital of the Company increased with the reserves required to be maintained by law and the Articles of Association of the Company and, if it concerns an interim payment of dividend, the compliance with this requirement is evidenced by an interim statement of assets and liabilities as referred to in Section 2:105, subsection 4, of the Dutch Civil Code. Claims to dividends and other distributions in cash that have not been made within five years and two days after having become due and payable lapse and any such amounts shall revert to the Company.

Amendment of the Articles of Association and Change of Corporate Form

The General Meeting of Shareholders may resolve to amend the Articles of Association of the Company. The General Meeting may furthermore resolve to change the corporate form. A change of the corporate form shall require a resolution to amend the Articles of Association of the Company.

2. Structure and Responsibilities of the Statutory Body

General information

AAA AUTO Group N.V. bases its good corporate governance on professional business conduct, high work commitment, professional expertise and constructive management of persons involved in the Company's business.

In 2012, the Company conducted its business in accordance with good manners and business principles; it respects the rules of market competition and strives to increase its market share through continuous quality improvement of the services it provides.

Statement of compliance with the Dutch Corporate Governance Code

AAA Auto Group N.V. applies the larger part of the principles and best practices and procedures laid down in the Dutch Corporate Governance Code ("Dutch Code") pertaining to the organisation structure of the Company and its business profile.

The Company acknowledges the importance of good corporate governance. The Management Board has reviewed the Dutch Code, generally agrees with its basic provisions, and has taken and will take any further steps it considers appropriate to implement the Dutch Code. The Company supports the code and will comply with the best practice provisions of the Dutch Code subject to the exceptions set forth in the Compliance with the Dutch Code session in the 2012 Annual Report.

General roles and responsibilities of the statutory body

AAA Auto Group N.V. has a so-called one-tier management structure consisting of a Management Board member with executive powers (hereinafter only as 'Executive Member'), and Management Board members without executive powers (hereinafter only as 'Non-Executive Members'). The provisions regarding the Supervisory Board under the Dutch Code are also applicable to the Non-Executive Members and the provisions governing the Management Board are also applicable to the Executive Members, save for management duties that cannot be delegated.

The Company is in compliance with the Best Practice Provision III.8.4, the majority of the members of the Management Board are non-executive directors and are independent within the meaning of the Best Practice Provision III.2.2.

The Management Board is entrusted with the management of the Company and represents the Company in its dealings with the external environment. The Executive Member is in charge of the day-to-day affairs of the Company under the supervision of the Non-Executive Members. The Non-Executive Members may require specific actions from the Executive Member to be subject to their approval. The Executive Member may perform all acts necessary or useful for achieving the corporate purpose of the Company, save for those acts that are prohibited by law or by the Company's Articles of Association.

The general meeting of shareholders of the Company may also require specific Management Board resolutions to be subject to its approval. The Management Board shall be notified in writing of such resolutions, which shall be clearly specified.

According to the Company's Articles of Association, the number of Executive and Non- Executive members of the Management Board is determined by the General Meeting of Shareholders.

Executive Members

Executive Members are appointed by the General Meeting of Shareholders from a list of nominees, containing the names of at least two persons for each vacancy, drawn up by the Non-Executive Members. If the Non-Executive Members should fail to draw up a list of nominees within three months after the vacancy has occurred, the general meeting of shareholders may appoint an Executive Member at its own discretion. The list of nominees drawn up in time by the Non-Executive Members shall be binding. However, the general meeting of shareholders may deprive the list of nominees of its binding character by a resolution passed with a two-thirds majority vote, representing more than half of the issued capital.

An Executive Member may be suspended or dismissed by the general meeting of shareholders at any time. A resolution of the general meeting to suspend or dismiss an Executive Member other than on the proposal of the Non-Executive Members may only be adopted by a resolution passed with a two-thirds majority vote, representing more than half of the issued capital.

The Executive Members are responsible for the day-to-day running of the business of the Company. The business address of the Executive Member of the Company in 2012 was: AAA Auto Group N.V., Dopraváků 723, 184 00 Prague 8, Czech Republic.

Non-Executive Members

Non-Executive Members of the Management Board are appointed by the General Meeting of Shareholders. A Non-Executive Member may be suspended or dismissed by the General Meeting at any time.

The business address of all Non-Executive Members of the Company in 2012 was: AAA Auto Group N.V., Dopraváků 723, 184 00 Prague 8, Czech Republic.

Report from the Non-Executive Members (please see the Report of the Chairman of the Management Board in the 2012 Annual Report available on the company's website www.aaaauto.nl in the section About Us / Publications).

Corporate Governance in 2012

In compliance with the Best Practice Provisions III.1.7 and III.1.8 of the Dutch Code, Non-Executive Members of the Management Board in 2012 discussed in the absence of the Executive Member their activities, activities of the committees, including the activities of individual Non-Executive Members of the Management Board and the desired profile of a Non-Executive Member and the related content and scope of authority, and adopted conclusions to that effect.

This assessment was done by each of the two Non-Executive Members separately, taking into account their position and role in the Management Board and in the committees. The matter was discussed in the absence of the Executive Member.

The Non-Executive Members also discussed the activities and the profile of the Executive Member of the Management Board and the corporate strategy, business risks and the results of the evaluation of the structure and management of internal risks by Executive Member of the Management Board, including any changes thereto.

In compliance with the Best Practice Provisions III.3.1 of the Dutch Code, Non-Executive Members of the Management Board prepared desired profile of the Non-Executive Members, taking account of the nature of the business, its activities and the desired expertise and background of the supervisory board members. The profile in general requires that the Non-Executive Members shall have expertise in the automotive business. We assume that the current Non-Executive Members comply with such profile as both Mr. Anthony J. Denny and Mr. Kulhánek are long-standing automotive business experts.

All Non-Executive Members were regularly present at committee meetings in 2012, see section 3. Committees of this report.

Business Plan

In keeping with the Best Practice Provisions of II. 1.2 of the Dutch Code, the Executive Member of the Management Board presented the following targets to the Non-Executive Members of the Management Board:

- a) business development outlook for the next five years
- b) financial and operational targets for 2013
- c) strategy to achieve both long-term and annual goals
- d) key performance indicators (KPIs) for a measurement of efficiency of core business processes

The Company's main goal for 2012 was to further increase the Group's sales compared to 2011 as well as to attain an increase in the Group's consolidated net income. Both aforementioned goals have been achieved and the Company's current target is to continue on this course in the following period. The Company introduced its five-year outlook in October 2012. Meeting relevant goals is nevertheless dependent also on the current automotive market development. The market stagnation we saw in the second half of 2012 turned into recession again at the end of the year and that situation remained throughout January and February this year. The Company monitors the market situation carefully and is ready to revise its plans accordingly. However, the main goals to increase the Group's sales year-on-year and to improve the Company's performance remain.

Annual General Meeting of Shareholders

The Annual General Meeting of Shareholders of the AAA Auto Group N.V. was held on 22 June 2012.

The General Meeting of Shareholders approved:

- a) audited Annual Accounts of the Company for the year 2011;
- b) report on the discharge of duties of Executive and Non-Executive Members of the Management Board in the fiscal year 2011;
- c) mandate for the Management Board to repurchase Company shares;
- d) mandate for the Management Board to appoint an external auditor for the fiscal year 2012.

The Extraordinary General Meeting of Shareholders

The Extraordinary General Meeting of Shareholders of AAA Auto Group N.V. was held on 21 September 2012.

Due to the resignation of Mr. Anthony James Denny as the Chief Executive Officer and Executive Management Board Member of the Company, the General Meeting of Shareholders decided to appoint Ms. Karolína Topolová the Executive Management Board Member from the list of nominees drawn up by Non-Executive Board Members. Ms. Karolína Topolová was also granted the title of Chief Executive Officer ("CEO").

Furthermore, following the resignation of Mr. Vratislav Válek as the Non-Executive Management Board Member of the Company, the General Meeting of Shareholders appointed Mr. Anthony James Denny as a Non-Executive Management Board Member. The shareholders also resolved that Mr. Anthony James Denny would be granted the title of Chairman of the Management Board, replacing Mr. Vratislav Kulhánek.

The full text of the resolutions adopted by both General Meetings can be found on the Company's website: www.aaaauto.nl in the 'About Us / Corporate Governance / General Meetings' section.

Personnel composition of the statutory body – the Management Board of AAA Auto Group N.V. in 2012

- Executive Member of the Management Board and Chief Executive Officer: Anthony James Denny (from 29 December 2006 until 21 September 2012)
- Executive Member of the Management Board and Chief Executive Officer: Karolína Topolová (from 21 September 2012; appointed for a tenure of four years)
- Non-Executive Member: Vratislav Kulhánek (from 1 November 2011; appointed for a tenure of two years)
- Non-Executive Member and Chairman of the Management Board: Anthony James Denny (from 21 September 2012; appointed for a tenure of four years)
- Non-Executive Member: Vratislav Válek (from 25 April 2008 until 21 September 2012)

Anthony James Denny

- Executive Member of the Management Board and Chief Executive Officer from 29 December 2006 until 21 September 2012;
- Non-Executive Member and Chairman of the Management Board from 21 September 2012; appointed for a tenure of four years;
- gender: male;
- year of birth: 1962;
- nationality: Australian;
- profession: expert in automotive trading;
- principal position: Non-Executive Member and Chairman of the Management Board

He graduated from the Ryde College of Horticulture, Sydney, Australia. He acquired over twenty years of experience in the used car business in the Australian, European and United States markets. He has been living in the Czech Republic since 1992, where he started his business with used cars and developed the international car centre network of AAA AUTO.

Karolína Topolová

- Executive Member of the Management Board and Chief Executive Officer from 21 September 2012; appointed for a tenure of four years;
- gender: female;
- year of birth: 1976;
- nationality: Czech;
- profession: executive manager;
- principal position: Chief Executive Officer.

Karolína Topolová studied Operative Management with a major in the formation of a training department and the call centre at the British university, TTA (London-Prague) with the Oxford Training Program. In 2010 she got her M.A. degree in Andragogy from Jan Amos Komenský College of Higher Education.

She began her career in the Hilton Atrium Hotel in Prague as program manager. In 1998, she founded the AAA AUTO Call Centre, which became one of the largest and most modern in the Czech Republic.

In 2006 she became Group HR and Call Centre Director, and one year later became Vice President and was involved in the Company's listing on the Prague and Budapest stock exchanges. She speaks Czech and English.

Vratislav Kulhánek

- principal position: Non-Executive Member and Chairman of the Management Board from 1 November 2007 until 21 September 2012;
- present mandate: Non-Executive Member of the Management Board; appointed until 1 November 2013;
- gender: male
- year of birth: 1943;
- nationality: Czech;
- profession: professional with extensive experience in the automotive industry.

He graduated from the University of Economics and the European Business School in Prague. He was the director of Robert Bosch from 1992 to 1997. In April 1997, he was elected to the position of the Chairman of the Board of Directors of Škoda Auto, and then became the Chairman of its Supervisory Board from October 2004 to 2007. From 1997 to 2007, he was the President of the Association of the Automotive Industry of the Czech Republic and Vice President of the Union of Industry and Transport in the Czech Republic. He also was a member of the World Executive Committee of the International Chamber of Commerce in Paris, president of the Czech Institute of Directors, member of the Supervisory Board of Kooperativa pojišťovna, member of the Scientific Council of the University of Economics, member of the Management Board of Charles University, of the Executive Committee of the Czech Olympic Committee and of the Association of Exporters.

Mr. Kulhánek is independent within the framework of Best Practice Provision III.2.2 of the Dutch Code.

Vratislav Válek

- principal position: Non-Executive Member of the Management Board from 25 April 2008 until 21 September 2012;
- gender: male
- year of birth: 1945;
- nationality: Czech;
- profession: consultant in the field of finance and economics (specialist in the automotive sector).

After his graduation from the University of Economics in Prague, Mr. Válek worked at the Finance Research Institute and at the Ministry of Finance until 1992. He established the Czechoslovak Leasing Association (later Czech Leasing Association) in 1991 and worked there as the president until 2007 and then as the deputy president. In 1992, he joined Škofin - Volkswagen Captive Leasing company as Managing Director. In 1999, he moved to Essox – a universal independent leasing company as the President of their Supervisory Board. In 2000 he was elected to the Board of the European Federation of Leasing company Association /Leaseurope/ as the first member from Central and Eastern Europe. Mr. Válek was a regular speaker at the World Leasing Convention, Leaseurope Congresses, Euromoney Seminars and wrote several books and articles concerning the topic of leasing.

Mr. Válek was independent within the framework of Best Practice Provision III.2.2 of the Dutch Code.

Independence of Managing Body and Supervisory Board Members

As required by the Dutch Code all Non-Executive Members of the Management Board shall be independent on the Company with the exemption of one Non-Executive Member of the Management Board. All Non-Executive Members of the Management Board are independent. As a result, Best Practice Provision III.2.1 of the Dutch Code is complied with.

Conflict of Interest of Managing Body and Supervisory Board members

We see no potential conflict of interests. In this respect we are in compliance with the Best Practice Provisions II.3.2 to II.3.4 inclusive and III.6.1 to III.6.3 inclusive as well as the Best Practice Provision III.6.4 of the Dutch Code.

With respect to the Best Practice Provision III.6.4 of the Dutch Code regarding transactions between the Company and legal or natural persons who hold at least ten percent of the shares in the Company (affiliated transactions), see more information in the note to the Consolidated Financial Statements called: "Related Party Transactions" published in the 2012 Annual Report.

Insider Trading

The company adopted internal code on inside information as required by the Dutch Financial Supervision Act and published it on its website. The code was prepared in compliance with Dutch, Czech and Hungarian law. The code defines inside information, insiders, market manipulation and other relevant concepts. The code sets up prohibition for insiders and other related persons to perform transactions in the Company shares or market manipulation. The code also sets up closed periods in which specific persons are prohibited from performing any transactions in the Company regardless whether they are in possession of inside information or not. The code deals also with reporting obligations as regards the trading in the Company shares.

Remuneration Policy

In compliance with the Articles of Association, the General Meeting of Shareholders adopted the remuneration policy regarding the remuneration of the Management Board.

A remuneration policy of AAA Auto Group N.V. reflects a fundamental orientation of the Company towards performance and growth. It takes into account internal and external relationships and corporate governance principles.

The main objective is to gain, keep and motivate Board Members who embody character qualities, skills and backgrounds suitable for successful leadership and management of the Company. The remuneration policy reflects a context of the Company business operations in international and highly competitive markets of Central Europe and is benchmarked to well-established international corporations.

The Management Board comprised of Anthony James Denny, Karolína Topolová, Vratislav Kulhánek and Vratislav Válek in 2012 were paid fees and benefits including social and health insurance in a total amount of CZK 1,857,608 (EUR 73,882).

Bonuses were paid out in the form of fixed salaries. The Company does not pay any pension or other similar contributions on behalf of the Management Board members. As at the end of 2012, the Management Board members jointly held 260,000 share options.

Internal Audit in 2012

The Management Board of the AAA Auto Group N.V. is aware that both a strong risk management and an internal control system represent an important precondition for safe, healthy and efficient operation of the whole AAA AUTO Group.

With regard to this fact, the Internal Audit department was founded with the aim to assess the internal control environment of the AAA AUTO Group, to test its efficiency and to improve it continuously. The activities of the Internal Audit department are also aimed at assisting members of the executive and line management in meeting their principal duties with respect to the internal control system implemented. As a body for supervision and methodological assistance, the Internal Audit department may not substitute those managers in performance of their respective duties.

The Internal Audit department is kept strictly independent on business operations and on the book keeping of the AAA AUTO Group. In order to maintain a high level of autonomy, the audit processes and a performance of the Internal Audit department are supervised by the Non-executive Members of the Management Board. The Internal Audit department reports to those Non-executive Members of the Management Board regularly on results of the inspections carried out and on efficiency of the corrective measures implemented by the respective managers.

The Internal Audit Charter, which was approved by the Management Board of the AAA Auto Group N.V., is the principal document governing the position and responsibility of the Internal Audit.

During 2012, internal audit activities were focused on the quality of the control environment, setting internal processes and on compliance with established procedures and policies across the branch network especially in the Czech Republic and Slovakia.

Internal auditors focused on the regularity and quality of particular activities and on the effectiveness of the internal control mechanisms in processes considered as crucial. The auditors also regularly and thoroughly inspected main daily business operations at branches. During 2012, the Internal Audit Department submitted 184 recommendations and corrective measures that were subsequently implemented by the respective managers.

In 2013, the Internal Audit Department continues in its effort to identify, measure and minimize all significant risks to ensure sustainability of the Company's business and focuses on the internal control system optimization and prevention against human failure, irregularities and symptoms of risk factors in a reasonable extent.

Risk Management

The Management Board of the AAA Auto Group N.V. is aware of its responsibility for implementation of a risk management system and internal audit processes as well as for their effectiveness. Risk management is an integral part of the Company's strategy and the Management Board of the AAA Auto Group N.V. considers risk management as one of the principal instruments of an efficient company

management and essential for sustainable development of the Company. The risk management model is uniform for all companies in the AAA AUTO Group and fully conforms to the best international practices in the field of corporate governance. The Company has implemented risk monitoring processes and a system of regular audit inspections in all relevant areas where significant risk factors possibly hindering the Company from achieving its goals have been identified.

The Company managers monitor 24 risk areas identified within the annually updated Risk Analysis. Following the results of the Risk Analysis the respective managers implemented measures aiming to mitigate or eliminate risks identified and the Internal Audit Department has drawn up a plan of audits to diminish an exposure to the risks and likelihood of their appearance.

In accordance with the Best Practice Provision II.1.4 of the Dutch corporate governance code the Management Board of the AAA Auto Group N.V. has assessed the design and operational effectiveness of the Company's internal risk management and control system. Based on the activities performed during 2012, and in accordance with the Best Practice Provision II.1.5, the Management Board believes that the risk management and control systems regarding the financial reporting risks have worked properly during 2012, and provide reasonable assurance that the 2012 financial statements do not contain any errors of material importance.

Risk factors

A number of key risk factors, which the AAA AUTO Group is exposed to in the course of its business, were already disclosed in the Prospectus published in connection with the share offering at the Prague and Budapest stock exchanges, and in the 2007 Annual Report. The majority of the risk factors are still applicable. The aforementioned documents are available on the Company's website www.aaaauto.nl in the section 'About us / Investors / Publications'.

In 2012, the AAA AUTO Group carried out its business operations in the Czech Republic, Slovakia and Russia. The Company thoroughly monitored and managed risks that may negatively impact its business activities and performance and, by extension, the Company's financial results.

The risk management system of the AAA AUTO Group recognises risks in four categories: 1. Strategic risks, 2. Financial risks, 3. Operating risks and 4. Compliance risks.

External Advisor, Auditor

The external auditor is appointed by the General Meeting of the shareholders of the Company. In case the General Meeting does not appoint any auditor the authorization to appoint the auditor is as a result assigned to the Management Board.

The General Meeting held on 22 June 2012 made no resolution about the appointment of an auditor for 2012. As a result, the Management Board was authorised to appoint the Company's auditor for the financial year 2012 for the purpose of examining the Company's 2012 Annual Accounts and Annual Report and issuing an auditor's report.

Corporate internal co-ordination

For the purpose of communication between the Board, shareholders and other stakeholders, as well as continuous exchange of information and opinions, the Company co-ordinates the following activities within the Company by relevant departments:

- press conferences and press materials distribution – Public Relations Department
- investor relations and contact with authorities, regulators – Investor Relations Department
- legal matters and compliance with the law and regulations – Legal Department
- administration of the Management Board meetings, legal support for Company 's decisions and resolutions - Legal Department

These activities are continuously co-ordinated and harmonised with the Company's corporate governance principles. Interested parties are also informed on contact details of those responsible for the aforementioned activities.

3. Committees

Committees suggested by the Dutch Code were instituted by decision of the Management Board from 20 June 2008. The same Management Board meeting also approved the principles by which the committees worked. The committees were the following: Audit Committee, Remuneration Committee, Nomination Committee.

Since the Company does not have more than four Non-Executive Management Board Members, there is no legal requirement to establish the Audit, Remuneration and Nomination Committee according to the Best Practice Provision III.8.3. and under the principles of the Best Practice Provision III.5. Therefore, the Management Board resolved on the abolition of above committees on September 5, 2012.

In compliance with the Best Practice Provision III.8., the proper and independent supervision is assured and the duties of the respective committees are performed by two Non-Executive Management Board Members who have the necessary professional experience and personal integrity and responsibility for the remuneration and nomination policies and internal audit processes.

Information about meetings and their agendas held by the Audit, Nomination and Remuneration committees and Non-executive members.

Internal Audit agenda

30 January 2012

Present: Jan Rathouský, Vratislav Kulhánek, Vratislav Válek / René Horák, Petr Koutský

- discussion on results of planned audits No 3/2011, 4/2011
- discussion on results of the periodic risk analysis
- discussion on results of the 2011 annual inventory"
- assessment of the Internal Audit Plan 2011 fulfilment
- inspection of the Annual Report 2011 drafting

22 February 2012

Present: Jan Rathouský, Vratislav Kulhánek, Vratislav Válek / René Horák, Petr Koutský

- discussion on the 2011 Annual Report on internal audit results
- discussion on preliminary result of the consolidated 2011 annual accounts on the base of information from CFO

15 March 2012

Present: Jan Rathouský, Vratislav Kulhánek, Vratislav Válek / René Horák, Petr Koutský, Jan Hubáček

- discussion on information about the ongoing 2011 statutory audit
- assessment of results of the internal audit inspection at the Prague branch

16 April 2012

Present: Jan Rathouský, Vratislav Kulhánek, Vratislav Válek / Anthony J. Denny, PwC - statutory auditor representatives

- discussion on results of the AAA AUTO Group statutory audit (Consolidated financial statements as included in the 2011 Annual Report)

30 May 2012

Present: Jan Rathouský, Vratislav Kulhánek, Vratislav Válek / René Horák, Petr Koutský, Jiří Trnka

- discussion on the 2011 Management Board Report and adoption of recommendations
- discussion on results of the buying process inspection
- discussion on results of the internal inspections at branches

22 November 2012

Present: Anthony James Denny, Vratislav Kulhánek / Karolína Topolová, Jiří Trnka, PwC - statutory auditor representatives

- discussion of the audit strategy and the audit plan for 2012

3 December 2012

Present: Anthony James Denny, Vratislav Kulhánek / René Horák, Petr Koutský

- discussion on results of the buying process inspection
- discussion on results of the internal inspections at branches
- discussion on results of ad hoc internal audit inspections
- assessment of the Risk Analysis Update
- approval of the 2013 annual plan of the Internal Audit

Transparency, Compliance and Disclosure

The international character of the AAA AUTO Group operations and requirements of the business strategy implemented generate the need of harmonization of the Group business activities with the respective legislation and economic environment in countries where the Company operates as well as with the EU legal framework.

In compliance with the principles of good corporate governance, the AAA AUTO Group acts in coordination with capital markets regulators and the stock exchanges in countries where the Group listed its shares (the Czech Republic and Hungary) and where its headquarters resides (Netherlands) and follows related legal and regulatory requirements.

Listing on the Prague and Budapest Stock Exchanges

The shares of the AAA AUTO Group N.V. were listed at the PSE and BSE in September 2007. The entry on the equity markets of the two Central European countries means more pressure for the maximum transparency of services offered, a widely open disclosure policy towards investors and the compliance with strict regulatory requirements, which in turn brings about the need to respect the principles of Corporate Governance as defined in the Dutch Corporate Governance Code (see section 'Corporate Governance' of the 2012 Annual Report) and in the new OECD rules (New Principles of Corporate Governance, 2004).

Disclosure Policy

The Company's disclosure policy is based on the regulation set forth by Dutch, Czech and Hungarian law and on requirements of the Prague and Budapest stock exchanges to ensure that all relevant information is communicated timely to investors and regulators as required. The Company has ensured that all relevant information is handed over on time to the IR department to evaluate the nature of the information according to the respective regulations and if required or appropriate the IR and PR departments arranges disclosure of such information to investors and regulators as required.

APPENDIX 2

Corporate Governance Declaration on Compliance with the Corporate Governance Recommendations

As part of the Corporate Governance Report, by completing the following tables, the company declares to what extent it applied in its own practice of corporate governance the recommendations and suggestions formulated in the different points of the Corporate Governance Recommendations published by the Budapest Stock Exchange Ltd.

By reviewing the tables, market participants may receive information on the extent to which the corporate governance practice of different companies meets certain requirements included in the CGR, and may easily compare the practices of the different companies.

Level of compliance with the Recommendations

The company should indicate whether it applies the relevant recommendation or not, and in the case of a negative answer, it should provide the reasons for not applying the given recommendation.

R 1.1.1 The Managing Body ensured that shareholders received access to information in time to enable them to exercise their rights.

Yes (Complies)

R 1.1.2 The company applies the "one share - one vote" principle.

Yes (Complies)

R 1.2.8 The company ensures that shareholders must meet the same requirements in order to attend at the general meeting.

No (Please explain)

The Company has to follow the Dutch law and there is a different system for registration of holders of non-traded and traded shares. However, the record date and registration period is the same for all shareholders, only the way of notification differs (holders of non-traded shares: directly at the Company office; as opposed to holders of traded shares: through a depositor).

R 1.2.9 Items on the general meeting agenda only include subjects which are correctly detailed and summarized clearly and unambiguously.

Yes (Complies)

The proposals included the suggestions of the Supervisory Board and a detailed explanation of the effects of the decision.

Yes (Complies)

R 1.2.10 Shareholders' comments on and supplements to the items on the agenda were published at least two days prior to the general meeting.

No (Please explain)

There were no shareholders comments to the AGM agenda. As required by the Articles of Association, the Management Board was ready to add any subject for discussion based on a notice made by one or more Shareholders who individually or jointly represent at least such shareholding as is required pursuant to the provisions of Section 2:114a of the Dutch Civil Code.

R 1.3.8 Written comments made on the items on the agenda were published two working days prior to the general meeting.

Yes (Complies)

Comments on the items of the agenda are available to shareholders simultaneously with registration (7 days prior GM) at the latest.

R 1.3.10 The election and dismissal of executives took place individually and by separate resolutions.

Yes (Complies)

R 2.1.1 The responsibilities of the Managing Body include those laid out in 2.1.1.

No (Please explain)

With respect to Dutch law and the Dutch Corporate Governance the responsibilities of Managing Body are specified in the Articles of Association and Management Board Regulation published on the company website.

R 2.3.1 The Managing Body held meetings regularly, at times designated in advance.

Yes (Complies)

The Supervisory Board held meetings regularly, at times designated in advance.

Yes (Complies)

The rules of procedure of the Managing Body provide for unscheduled meetings and decision-making through electronic communications channels.

Yes (Complies)

The rules of procedure of the Supervisory Board provide for unscheduled meetings and decision-making through electronic communications channels.

Yes (Complies)

R 2.5.1 The Board of Directors/Supervisory Board of the company has a sufficient number of

independent members to ensure the impartiality of the board.

Yes (Complies)

- R 2.5.4 At regular intervals (in connection with the CG Report) the Board of Directors/Supervisory Board requested a confirmation of their independent status from those members considered independent.

No (Please explain)

In connection with Dutch law and the Dutch Corporate Governance no confirmation is required, the Board of Directors/Supervisory Board is obliged to state if the independent status has been contravened. No issue has been known so far.

- R 2.5.6 The company disclosed on its website the guidelines on the independence of the Board of Directors/Supervisory Board, as well as the criteria applied for assessing independence.

Yes (Complies)

- R 2.6.1 Members of the Managing Body informed the Managing Body (Supervisory Board/Non-Executive Management Board Members) if they (or any other person in a close relationship to them) had a significant personal stake in a transaction of the company (or the company's subsidiary).

Yes (Complies)

- R 2.6.2 Transactions between board and executive management members (and persons in close relationship to them) and the company (or its subsidiary) were conducted according to general rules of practice of the company, but with stricter transparency rules in place.

Yes (Complies)

- R 2.6.3 Board members inform the Supervisory Board/Non-Executive Management Board Members if they received an offer of Board membership or an offer of an executive management position in a company which is not part of the company group.

Yes (Complies)

The recommendation described above is implemented.

- R 2.6.4 The Managing Body established its guidelines on information flow within the company and the handling of insider information, and monitored compliance with those guidelines.

Yes (Complies)

The Managing Body established its guidelines regarding insiders' trading in securities and monitored compliance with those guidelines.

Yes (Complies)

R 2.7.1 The Managing Body formulated remuneration guidelines regarding the evaluation and remuneration of the work of the Managing Body, the Supervisory Board and the executive management.

Yes (Complies)

The Supervisory Board formed an opinion on the remuneration guidelines.

Yes (Complies)

The guidelines regarding the remuneration for the Managing Body and the Supervisory Board and the changes in those guidelines were approved by the general meeting, as a separate item on the agenda.

Yes (Complies)

R 2.7.2 The Managing Body prepared an evaluation of the work it carried out in the given business year.

Yes (Complies)

R 2.7.2.1 The Supervisory Board prepared an evaluation of the work it carried out in the given business year.

Yes (Complies)

R 2.7.3 It is the responsibility of the Managing Body to monitor the performance and determine the remuneration for the executive management.

Yes (Complies)

The frameworks of benefits due to members of the executive management that do not represent normal practice, and the changes in those benefits were approved by the general meeting as a separate agenda item.

Yes (Complies)

R 2.7.4 The structure of share-incentive schemes were approved by the general meeting.

Yes (Complies)

Prior to the decision by the general meeting on share-incentive schemes, shareholders received detailed information (at least according to those contained in 2.7.4).

Yes (Complies)

R 2.7.7 The Remuneration Statement was prepared by the company and submitted to the general meeting.

Yes (Complies)

The Remuneration Statement includes information about the remuneration of individual members of the Managing Body, the Supervisory Board, and the executive management.

No (Please explain)

According to Dutch law, it is not needed to publish the remuneration of individual members of the Managing Body and the Supervisory Body. The Company follows Dutch law and the Dutch Corporate Governance Code and therefore, publishes only the total amount of remuneration of all members, which the Management Board accepted as satisfactory information given the low number of the Management Board Members.

R 2.8.1 The Managing Body or the committee operated by it is responsible for monitoring and controlling the company's entire risk management.

Yes (Complies)

The Managing Body requests information on the efficiency of risk management procedures at regular intervals.

Yes (Complies)

The Managing Body took the necessary steps to identify the major risk areas.

Yes (Complies)

R 2.8.3 The Managing Body formulated the principles regarding the system of internal controls.

Yes (Complies)

The system of internal controls established by the executive management guarantees the management of risks affecting the activities of the company, and the achievement of the company's performance and profit targets.

Yes (Complies)

R 2.8.4 When developing the system of internal controls, the Managing Body took into consideration the viewpoints included in 2.8.4

Yes (Complies)

R 2.8.5 It is the duty and responsibility of the executive management to develop and maintain the system of internal controls.

Yes (Complies)

R 2.8.6 The company created an independent Internal Audit function which reports to the

Supervisory Board.

Yes (Complies)

The Internal Audit reported at least once to the Supervisory Board on the operation of risk management, internal control mechanism and corporate governance functions.

Yes (Complies)

R 2.8.7 The internal audit activity is carried out by the Internal Audit based on authorisation from the Supervisory Board.

Yes (Complies)

As an organisation, the Internal Audit function is independent from the executive management.

Yes (Complies)

R 2.8.8 The Internal Audit schedule was approved by the Managing Body / Supervisory Board.

Yes (Complies)

R 2.8.9 The Managing Body prepared its report on the operation of internal controls.

Yes (Complies)

The Managing Body developed its procedures regarding the receipt, processing of reports on the operation of internal controls, and the preparation of its own report.

Yes (Complies)

R 2.8.11 The Managing Body identified the most important deficiencies or flow in the system of internal controls, and reviewed and re-evaluated the relevant activities.

Yes (Complies)

R 2.9.2 The Managing Body, the Supervisory Board were notified in all cases when an assignment given to the auditor may have resulted in significant additional expense, caused a conflict of interest, or affected normal business practices significantly in any other way.

Yes (Complies)

R 2.9.3 The Managing Body informed the Supervisory Board of any assignment given to the external auditor or an external advisor in connection with any event which held significant bearing on the operations of the company.

Yes (Complies)

The Managing Body pre-determined in a resolution what circumstances constitute

"significant bearing".

No (Please explain)

No significant bearing have not been known so far.

R 3.1.6 On its website, the company disclosed duties delegated to the Audit Committee, as well as the committees targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).

No (Please explain)

Since the Company does not have this committee established, those duties are performed by the Supervisory Board / Non-Executive members of the Management Board.

R 3.1.6.1 On its website, the company disclosed duties delegated to the Nomination Committee, as well as the committees targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).

No (Please explain)

Since the Company does not have this committee established, those duties are performed by the Supervisory Board / Non-Executive members of the Management Board.

R 3.1.6.2 On its website, the company disclosed duties delegated to the Remuneration Committee, as well as the committees targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).

No (Please explain)

Since the Company does not have this committee established, those duties are performed by the Supervisory Board / Non-Executive members of the Management Board.

R 3.2.1 The Non-Executive Management Board members providing the duties of the Audit Committee and of the Supervisory Board monitored the efficiency of risk management, the operation of internal controls, and the activity of the Internal Audit.

Yes (Complies)

R 3.2.3 The Non-Executive Management Board members providing the duties of the Audit Committee and of the Supervisory Board received accurate and detailed information on the work schedule of the Internal Auditor and the independent auditor, and received the auditor's report on problems discovered during the audit.

Yes (Complies)

R 3.2.4 The Non-Executive Management Board members providing the duties of the Audit Committee and of the Supervisory Board requested the new candidate for the position of auditor to submit the disclosure statement according to 3.2.4

Yes (Complies)

R 3.3.1 There is a Nomination Committee operating at the company.

No (Please explain)

Since the Company is governed in compliance with Dutch law and it does not have more than four Non-Executive Management Board Members, there is no legal requirement to establish the Nomination Committee according to the Best Practice Provision III.8.3. and under the principles of the Best Practice Provision III.5. of the Dutch Code.

R 3.3.2 The Non-Executive Management Board members providing the duties of the Nomination Committee should ensure the preparation of personnel changes.

Yes (Complies)

The Non-Executive Management Board members providing the duties of the Nomination Committee should examine the procedures regarding the election and appointment of members of the executive management.

Yes (Complies)

The Non-Executive Management Board members providing the duties of the Nomination Committee should assess the activity of board and executive management members.

Yes (Complies)

The Non-Executive Management Board members (Nomination Committee) should examine all the proposals regarding the nomination of board members which were submitted by shareholders or the Managing Body.

Yes (Complies)

R 3.4.1 There is a Remuneration Committee operating at the company.

No (Please explain)

Since the Company is governed in compliance with Dutch law and it does not have more than four Non-Executive Management Board Members, there is no legal requirement to establish the Remuneration Committee according to the Best Practice

Provision III.8.3. and under the principles of the Best Practice Provision III.5. of the Dutch Code.

R 3.4.2 The Non-Executive Management Board members providing the duties of the Remuneration Committee should make a proposal for the system of remuneration for the boards and the executive management (individual levels and the structure of remuneration), and carries out its monitoring.

Yes (Complies)

R 3.4.3 The remuneration of the executive management was approved by the Managing Body based on the recommendation of the Non-Executive Management Board members providing the duties of the Remuneration Committee.

Yes (Complies)

The remuneration of the Managing Body was approved by the general meeting based on the recommendation of the Non-Executive Management Board members providing the duties of the Remuneration Committee.

Yes (Complies)

The Non-Executive Management Board members providing the duties of the Remuneration Committee also monitored the share option, cost reimbursement and other benefits in the remuneration system.

Yes (Complies)

R 3.4.4 The Non-Executive Management Board members providing the duties of the Remuneration Committee made proposals regarding remuneration guidelines.

Yes (Complies)

R 3.4.4.1 The Non-Executive Management Board members providing the duties of the Remuneration Committee made proposals regarding the remuneration of individual persons.

Yes (Complies)

R 3.4.4.2 The Non-Executive Management Board members providing the duties of the Remuneration Committee reviewed the terms and conditions of contracts concluded with the members of the executive management.

Yes (Complies)

R 3.4.4.3 The Non-Executive Management Board members providing the duties of the Remuneration Committee should ascertain whether the company fulfilled its disclosure obligations regarding remuneration issues.

Yes (Complies)

- R 3.4.7 The majority of the members of the Non-Executive Management Board members providing the duties of the Remuneration Committee should be independent.

Yes (Complies)

- R 3.5.1 The Managing Body should disclose its reasons for combining the Remuneration and Nomination Committees.

No (Please explain)

Since the Company is governed in compliance with Dutch law and it does not have more than four Non-Executive Management Board Members, there is no legal requirement to establish such Committees according to the Best Practice Provision III.8.3. and under the principles of the Best Practice Provision III.5. of the Dutch Code.

- R 3.5.2 The Managing Body may carry out the duties of the Remuneration and Nomination Committees and disclosed its reasons for doing so.

Yes (Complies)

- R 4.1.1 In its disclosure guidelines, the Managing Body established those principles and procedures which ensure that all relevant information about the operations of the company and circumstances influencing its share price are disclosed and made available accurately, in a timely fashion and in full.

Yes (Complies)

- R 4.1.2 The company ensured in its disclosure activities that all shareholders and market participants were treated equally.

Yes (Complies)

- R 4.1.3 The company's disclosure guidelines include the procedures governing electronic, on-line disclosure.

Yes (Complies)

The company develops its website taking into consideration disclosure guidelines and the provision of information to investors.

Yes (Complies)

- R 4.1.4 The Managing Body assessed the efficiency of disclosure processes.

Yes (Complies)

- R 4.1.5 The company published its corporate events calendar on its website.

Yes (Complies)

- R 4.1.6 In the annual report and on the website of the company, the public was informed about the company's corporate strategy, its main business activities, business ethics and its policies regarding other stakeholders.

Yes (Complies)

- R 4.1.8 In the annual report the Managing Body disclosed the character and size of any other assignments given by the company or its subsidiaries to the auditing firm responsible for auditing the financial statements.

Yes (Complies)

- R 4.1.9 In the annual report and on the website the company discloses information on the professional career of the members of the Managing Body, the Supervisory Board and the executive management.

Yes (Complies)

- R 4.1.10 The company provided information on the internal organisation and operation of the Managing Body and the Supervisory.

Yes (Complies)

- R 4.1.10.1 The company provided information on the criteria considered when evaluating the work of the Managing Body, the executive management and the individual members thereof.

Yes (Complies)

- R 4.1.11 In the annual report and in the Remuneration Statement on the company's website, the company informed the public about the applied remuneration guidelines, including the remuneration and fees provided for members of the Managing Body, the Supervisory Board and the executive management.

Yes (Complies)

- R 4.1.12 The Managing Body disclosed its risk management guidelines, including the system of internal controls, the applied risk management principles and basic rules, as well as information about major risks.

Yes (Complies)

- R 4.1.13 In order to provide market participants with information, the company publishes its report on corporate governance at the same time that it publishes its annual report.

Yes (Complies)

R 4.1.14 The company discloses its guidelines governing insiders' trading in the company's securities on its website.

Yes (Complies)

The company published in the annual report and on its website ownership in the company's securities held by the members of the Managing Body, the Supervisory Board and the executive management, as well as any interests held in share-incentive schemes.

Yes (Complies)

R 4.1.15 In the annual report and on its website, the company disclosed any relationship between members of the Managing Body and the executive management with a third party, which might have an influence on the operations of the company.

Yes (Complies)

Level of compliance with the Suggestions

The company should indicate whether the relevant suggestion of the CGR is applied or not (Yes / No)

S 1.1.3	The company has an investor relations department.	Yes
S 1.2.1	The company published on its website the summary document regarding the conducting of the general meeting and the exercise of shareholders' rights to vote (including voting via proxy)	Yes
S 1.2.2	The company's articles of association are available on the company's website.	Yes
S 1.2.3	The company disclosed on its website information according to 1.2.3 (on the record date of corporate events).	Yes
S 1.2.4	Information and documents according to 1.2.4 regarding general meetings (invitations, proposals, draft resolutions, resolutions, minutes) were published on the company's website.	Yes
S 1.2.5	The general meeting of the company was held in a way that ensured the greatest possible shareholder participation.	Yes
S 1.2.6	Additions to the agenda were published within 5 days of receipt, in the same manner as the publication of the original invitation for the general meeting. <i>Comment: No additions have been presented by shareholders.</i>	Yes
S 1.2.7	The voting procedure applied by the company ensured unambiguous, clear and fast decision-making by shareholders.	Yes
S 1.2.11	At the shareholders' request, the company also provided information on the general meeting electronically.	Yes
S 1.3.1	The identity of the chairman of the general meeting was approved by the company's general meeting prior to the discussion of the items on the	No

agenda.

Comment: The chairperson of the general meeting was nominated by the Management Board in compliance with Dutch law and article 25.1 of the Articles of Association of the Company.

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| S 1.3.2 | The Managing Body and the Supervisory Board were represented at the general meeting. | Yes |
| S 1.3.3 | The company's articles of association render possible that at the initiation of the chairman of the Managing Body or the shareholders of the company, a third party be invited to the company's general meeting and be granted the right of participation in the discussion of the relevant items on the agenda.
Comment: Pursuant to art. 24.7, the chairperson of the General Meeting is authorized to decide on the admittance of other persons to the meeting. | Yes |
| S 1.3.4 | The company did not prevent shareholders attending the general meeting from exercising their rights to request information, make comments and proposals, and did not set any pre-requisites to do so. | Yes |
| S 1.3.5 | The company published on its website within three days its answers to those questions which it was unable to answer satisfactorily at the general meeting. Where the company declined to give an answer it published its reasons for doing so.
Comment: No shareholders' questions were raised during the general meeting. | No |
| S 1.3.6 | The chairman of the general meeting and the company ensured that in answering the questions raised at the general meeting, national laws and regulations of the Stock Exchange pertaining to disclosure were complied with.
Comment: No shareholders' questions were raised during the general meeting. | No |
| S 1.3.7 | The company published a press release and held a press conference on the decisions passed at the general meeting.
Comment: Only a press release was published. | No |

S 1.3.11	The company's general meeting decided on the different amendments of the articles of association in separate resolutions. Comment: No amendments of the articles of association were made in 2012.	No
S 1.3.12	The minutes of the general meeting containing the resolutions, the presentation of draft resolutions, as well as the most important questions and answers regarding the draft resolutions were published by the company within 30 days of the general meeting.	Yes
S 1.4.1	The dividend was paid within 10 days to those shareholders who had provided all the necessary information and documentation. Comment: No decision to pay dividends payment was adopted.	No
S 1.4.2	The company disclosed its policy regarding anti-takeover devices. Comment: Not required by Dutch law or the Dutch Corporate Governance Code	No
S 2.1.2	The rules of procedure define the composition of the Managing Body and all procedures and protocols for the preparation and holding of meetings, the drafting of resolutions and other related matters.	Yes
S 2.2.1	The rules of procedure and the work schedule of the Supervisory Board gives a detailed description of its operation and duties, as well as procedures and processes which the Supervisory Board followed.	Yes
S 2.3.2	Board members had access to the proposals of a given meeting at least five days prior to the board meeting.	Yes
S 2.3.3	The rules of procedure regulate the regular or occasional participation at board meetings of persons who are not members of the boards.	Yes
S 2.4.1	The election of the members of the Managing Body took place in a transparent way, information on candidates was made public at least five days prior to the general meeting.	Yes

S 2.4.2	The composition of boards and the number of members complies with the principles specified in 2.4.2	Yes
S 2.4.3	Newly elected, non-executive board members were able to familiarize themselves with the structure and operations of the company, as well as their duties as board members through a tailored induction programme.	Yes
S 2.5.2	The separation of the responsibilities of the Chairman of the Managing Body from those of the Chief Executive Officer has been outlined in the basic documents of the company.	Yes
S 2.5.3	The company has published a statement about the means it uses to ensure that the Managing Body gives an objective assessment of the executive management's work where the functions of Chairman and CEO are combined. Comment: The functions are not combined.	No
S 2.5.5	The company's Supervisory Board has no member who held a position in the Managing Body or the executive management of the company in the three years prior to his nomination. Comment: One Non-Executive Board Member, Mr. Anthony James Denny, previously held a position in the executive management prior to his nomination; this falls within the exception provided for in article 3.10. of the Regulations of the Management Board, according to which Non-Executive Board Members, with the exception of not more than one person, shall be independent from the Company.	No
S 2.7.5	The development of the remuneration system of the Managing Body, the Supervisory Board and the executive management serves the strategic interests of the company and thereby those of the shareholders.	Yes
S 2.7.6	In the case of members of the Supervisory Board, the company applies a fixed amount of remuneration and does not apply a remuneration component related to the share price.	Yes
S 2.8.2	The Managing Body developed its risk management policy and	Yes

regulations with the cooperation of those executives who are responsible for the design, maintenance and control of risk management procedures and their integration into the company's daily operations.

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| S 2.8.10 | When evaluating the system of internal controls, the Managing Body took into consideration the aspects mentioned in 2.8.10 | Yes |
| S 2.8.12 | The company's auditor assessed and evaluated the company's risk management systems and the risk management activity of the executive management, and submitted its report on the matter to the Supervisory Board. | Yes |
| S 2.9.1 | The rules of procedure of the Managing Body, the Supervisory Board and the committees cover the procedure to be followed when employing an external advisor. | Yes |
| S 2.9.4 | The Managing Body may invite the company's auditor to participate in those meetings where it debates general meeting agenda items. | Yes |
| S 2.9.5 | The company's Internal Audit function co-operated with the auditor in order to help it successfully carry out the audit. | Yes |
| S 3.1.2 | The chairmen of the Audit Committee, Nomination Committee, Remuneration Committee (and any other committees operating at the company) regularly inform the Managing Body about the meetings of the committee, and the committees prepared at least one report for the Managing Body and the Supervisory Board in the given business year. | No |

Comment: Since the Company does not have more than four Non-Executive Management Board Members, there is no legal requirement to establish the Audit, Remuneration and Nomination Committee according to the Best Practice Provision III.8.3. and under the principles of the Best Practice Provision III.5. Therefore, the Management Board resolved on the abolition of the above committees on September 5, 2012. In compliance with the Best Practice Provision III.8., the proper and independent supervision is assured by two Non-Executive Management Board Members who have the necessary professional experience and personal integrity and they are also involved in drawing up the work schedule of the

Internal Auditor and taking cognizance of the findings of the Internal Auditor.

S 3.1.4 The company's committees/Non-Executive members of the Management Board have the capabilities, professional expertise and experience required to perform their duties. **Yes**

S 3.1.5 The rules of procedure of committees operating at the company include those aspects detailed in 3.1.5 **No**

Comment: Since the Company does not have more than four Non-Executive Management Board Members, there is no legal requirement to establish the Audit, Remuneration and Nomination Committee according to the Best Practice Provision III.8.3. and under the principles of the Best Practice Provision III.5. Therefore, the Management Board resolved on the abolition of the above committees on September 5, 2012. In compliance with the Best Practice Provision III.8., the proper and independent supervision is assured by two Non-Executive Management Board Members who have the necessary professional experience and personal integrity.

S 3.2.2 The Supervisory Board/Non-Executive Management Board Members were fully informed about the accounting, financial and operational peculiarities of the company. **Yes**

S 3.3.3 The Nomination Committee /Non-Executive Management Board Members prepared at least one evaluation for the chairman of the Managing Body on the operation of the Managing Body and the work and suitability of the members of the Managing Body. **Yes**

S 3.3.4 The majority of the Nomination Committee /Non-Executive Management Board members are independent. **Yes**

S 3.3.5 The rules of procedure of the Nomination Committee /Non-Executive Management Board Members includes those details contained in 3.3.5 **Yes**

S 3.4.5	The Remuneration Committee/Non-Executive Management Board Members prepared the Remuneration Statement.	Yes
S 3.4.6	The Remuneration Committee exclusively consists of non-executive members of the Managing Body.	Yes
S 4.1.4	The disclosure guidelines of the company at least extend to those details contained in 4.1.4	Yes
	The Managing Body informed shareholders in the annual report on the findings of the investigation into the efficiency of disclosure procedures.	Yes
S 4.1.7	The company's financial reports followed IFRS guidelines.	Yes
S 4.1.16	The company also prepares and releases its disclosures in English.	Yes