

Annual Report 2014

Messe Düsseldorf Group

Contents

- 05 **Shareholders and Board of Management** of Messe Düsseldorf GmbH
 - 07 **Supervisory Board** of Messe Düsseldorf GmbH
 - 08 Messe Düsseldorf GmbH **Performance Figures:** 2010 to 2014
 - 09 **Events** Organized by Messe Düsseldorf GmbH in 2014
-

Messe Düsseldorf GmbH

- 10 **Balance Sheet** of Messe Düsseldorf GmbH
 - 13 **Income Statement** of Messe Düsseldorf GmbH
 - 14 **Movements in the Fixed Assets** of Messe Düsseldorf GmbH
 - 16 **Notes to the Balance Sheet and Income Statement**
of Messe Düsseldorf GmbH
-

Messe Düsseldorf GmbH Group

- 25 Messe Düsseldorf GmbH **Group Management Report**
 - 31 **The Messe Düsseldorf GmbH Group**
 - 32 **Consolidated Balance Sheet** of Messe Düsseldorf GmbH
 - 35 **Consolidated Income Statement** of Messe Düsseldorf GmbH
 - 36 **Movements in the Consolidated Fixed Assets** of Messe Düsseldorf GmbH
 - 38 **Notes to the Consolidated Balance Sheet and Income Statement**
of Messe Düsseldorf GmbH
 - 46 **Statement of Changes** in Messe Düsseldorf GmbH Group Equity
 - 48 **Consolidated Cash Flow Statement** of Messe Düsseldorf GmbH
 - 49 **Shareholdings** of Messe Düsseldorf GmbH
-

- 50 **Dialogue**

Shareholders and Board of Management

of Messe Düsseldorf GmbH

Shareholders

| | € '000 | Proportion of capital held |
|--|---------------|----------------------------|
| City of Düsseldorf | 8,829 | 56.50 % |
| Industrieterrains Düsseldorf-Reisholz AG, Düsseldorf | 3,125 | 20.00 % |
| The Land of North Rhine-Westphalia via its holding company Beteiligungsverwaltungsgesellschaft des Landes Nordrhein-Westfalen mbH, Düsseldorf | 3,125 | 20.00 % |
| The Düsseldorf Chamber of Industry and Commerce | 273 | 1.75 % |
| The Düsseldorf Chamber of Handicrafts | 273 | 1.75 % |
| Nominal capital | 15,625 | 100.00 % |

Managing Board

| | | |
|--|-------------------------------------|------------|
| Dipl.-Betriebswirt Werner M. Dornscheidt | CEO, Chairman of the Managing Board | Düsseldorf |
| Dipl.-Kaufmann Hans Werner Reinhard | | Düsseldorf |
| Joachim Schäfer, MICS, MCP | | Düsseldorf |
| Dipl.-Kaufmann Bernhard J. Stempfle, MBA | | Düsseldorf |

Supervisory Board

of Messe Düsseldorf GmbH

Supervisory Board of Messe Düsseldorf GmbH in 2014

In the business year under review, the Company's Supervisory Board was made up as follows:

Chairman

Thomas Geisel, Mayor of Düsseldorf, capital of the Land of North Rhine-Westphalia – as from 25.9.2014

Dirk Elbers, Mayor of Düsseldorf – up to 24.9.2014

Vice-Chairpersons

Andreas Ehlert, President of the Düsseldorf Chamber of Handicrafts – as from 5.5.2014

Andreas Hartnigk, Lawyer, Member of Düsseldorf City Council – as from 25.9.2014

Gabriele Schafer, Chairperson of the Employees' Council, Messe Düsseldorf GmbH Employees' Representative – as from 25.9.2014

Christina Hertrich, Commercial Employee (retired) – up to 24.9.2014

Dipl.-Volkswirtin Gudrun Hock, Mayor of Düsseldorf – up to 24.9.2014, Member of the Supervisory Board up to 20.11.2014

Prof. Dipl.-Volkswirt Wolfgang Schulhoff, President of the Düsseldorf Chamber of Handicrafts – deceased on 17.2.2014

Members

Uwe Balzer, Company Engineer, Messe Düsseldorf GmbH

Dr.-Ing. h. c. Wolfgang R. Bays, Vice-President of Düsseldorf Chamber of Industry and Commerce

Bernd Bresgen, Qualified Bank Clerk, Messe Düsseldorf GmbH Employees' Representative

Karl-Uwe Bütof, Chief of Division in the Land of North Rhine-Westphalia's Ministry of Economics, Energy, Industry, Small to Medium-Sized Enterprises and Craft Industries

Friedrich G. Conzen, Businessman, Mayor of Düsseldorf

Ulrich Dreckmann, Businessman (IT systems), Messe Düsseldorf GmbH Employees' Representative

Ursula Holtmann-Schnieder, Member of Düsseldorf City Council

Dr. Günther Horzetzky, Undersecretary in the Land of North Rhine-Westphalia's Ministry of Economics, Energy, Industry, Small to Medium-Sized Enterprises and Craft Industries

Dipl.-Ing. Ian Hume, Head of Department, Messe Düsseldorf GmbH Employees' Representative – as from 25.9.2014

Dipl.-Sozialarbeiter Günter Karen-Jungen, Mayor of Düsseldorf

Dipl.-Kfm. Claudia Laskowski, Head of Department, Messe Düsseldorf GmbH Employees' Representative

Dr. Steffen Neumann, Chief of Division in the Land of North Rhine-Westphalia's Ministry of Finance

Angelika Penack-Bielor, Member of Düsseldorf City Council – as from 25.9.2014

Dipl.-Kfm. Denis Rauhut, Member of the Managing Board of Industrieterreinen Düsseldorf-Reisholz AG – as from 25.9.2014

Dipl.-Ing. Stefanie Rübsamen, Head of Department, Messe Düsseldorf GmbH Employees' Representative – as from 25.9.2014

Frank Spielmann, Member of Düsseldorf City Council – as from 21.11.2014

Dr. Marie-Agnes Strack-Zimmermann, Member of Düsseldorf City Council

Dr. Jens-Jürgen Böckel, Member of the Board of Management of the Tengelmann Group holding company – up to 24.9.2014

Volker Höhfeld, Lawyer – up to 24.9.2014

Klaus-Heiner Lehne, Lawyer, Member of the European Parliament – up to 28.2.2014

Facts and Figures on the Performance

of Messe Düsseldorf GmbH

| | | 2010 | 2011 | 2012 | 2013 | 2014 |
|---|----------------|-----------|-----------|-----------|-----------|-----------|
| Total capacity* | sq. m. | 305,700 | 305,700 | 305,700 | 305,400 | 305,400 |
| Available hall space | sq. m. | 262,700 | 262,700 | 262,700 | 262,400 | 262,400 |
| Available open-air space | sq. m. | 43,000 | 43,000 | 43,000 | 43,000 | 43,000 |
| Space utilization* | sq. m. (gross) | 2,168,700 | 2,152,500 | 2,101,300 | 1,737,287 | 2,294,836 |
| Space rented out* | sq. m. (net) | 1,158,327 | 1,204,648 | 1,219,626 | 979,346 | 1,315,625 |
| Trade fairs and exhibitions* | total | 40 | 38 | 37 | 29 | 36 |
| Own events* | | 24 | 21 | 23 | 18 | 21 |
| Partner/guest events | | 16 | 17 | 14 | 11 | 15 |
| Total consolidated sales | € million | 335.0 | 372.7 | 380.5 | 322.9 | 411.5 |
| Consolidated sales (Germany) | € million | 228.0 | 270.2 | 265.8 | 210.0 | 299.7 |
| Consolidated sales (foreign) | € million | 107.0 | 102.5 | 114.7 | 112.9 | 111.8 |
| Consolidated annual profit | € million | 13.3 | 39.4 | 40.6 | 14.0 | 57.7 |
| Group workforce | | 1,286 | 1,253 | 1,250 | 1,212 | 1,200 |
| Exhibitors* | total | 27,935 | 28,000 | 27,988 | 25,126 | 31,269 |
| Exhibitors (German-based)* | | 12,115 | 11,722 | 11,380 | 9,662 | 11,363 |
| Exhibitors (foreign-based)* | | 15,820 | 16,278 | 16,608 | 15,464 | 19,906 |
| Visitors* | total | 1,445,247 | 1,406,426 | 1,452,077 | 1,194,674 | 1,399,024 |
| Visitors from Germany* | | 1,010,221 | 969,433 | 958,024 | 837,852 | 904,076 |
| Visitors from abroad* | | 435,026 | 436,993 | 494,053 | 356,822 | 494,948 |
| Düsseldorf Congress Sport & Event GmbH | | | | | | |
| Event days | | 317 | 322 | 309 | 330 | 331 |
| Events | | 2,410 | 2,816 | 3,041 | 3,189 | 4,335 |
| Participants | | 1,816,749 | 1,971,506 | 2,121,426 | 2,025,498 | 2,379,560 |

* Düsseldorf exhibition site – due to the differing numbers of events, the annual figures are only partly comparable.

For reasons relating to calculation, rounding differences amounting to +/- one unit (€, %, etc.) may occur in the tables.

Events Organized

by Messe Düsseldorf GmbH in 2014

| | Exhibitors German-based | Exhibitors foreign-based | Exhibitors total | Net exhibition space in sq.m., not counting special areas | Visitors total | Visitors Of which foreign visitors |
|---------------------------|----------------------------|-----------------------------|---------------------|--|-------------------|---|
| BEAUTY DÜSSELDORF | 491 | 124 | 615 | 22,293 | 54,700 | 10.0 % |
| boot Düsseldorf | 863 | 814 | 1,677 | 85,931 | 248,281 | 17.0 % |
| CARAVAN SALON | 372 | 178 | 550 | 91,514 | 192,423 | 14.2 % |
| COMPAMED* | 240 | 488 | 728 | 12,790 | 0 | 0.0 % |
| ENERGY STORAGE EUROPE | 67 | 0 | 67 | 498 | 366 | 0.0 % |
| EuroShop | 816 | 1,413 | 2,229 | 116,579 | 109,496 | 62.5 % |
| GDS Frühjahr** | 253 | 530 | 783 | 32,502 | 16,486 | 40.0 % |
| GLOBAL SHOES Frühjahr** | 1 | 264 | 265 | 8,530 | 3,939 | 75.0 % |
| GDS Sommer with tag it!** | 253 | 840 | 1,093 | 41,977 | 15,663 | 47.8 % |
| glasstec | 378 | 839 | 1,217 | 60,601 | 42,701 | 63.1 % |
| interpack*** | 719 | 2,030 | 2,670 | 175,503 | 174,798 | 66.0 % |
| MEDICA**** | 1,077 | 3,763 | 4,840 | 116,368 | 121,902 | 61.2 % |
| ProWein | 845 | 3,985 | 4,830 | 51,496 | 49,048 | 44.7 % |
| REHACARE | 494 | 406 | 900 | 31,646 | 50,912 | 14.1 % |
| TOP HAIR | 106 | 41 | 147 | 4,334 | 23,300 | 8.0 % |
| TourNatur | 187 | 67 | 254 | 3,869 | 36,821 | 1.9 % |
| Tube | 309 | 901 | 1,210 | 50,200 | 33,668 | 56.0 % |
| Valve World Expo***** | 167 | 528 | 695 | 18,332 | 12,500 | 69.1 % |
| wire | 331 | 1,002 | 1,333 | 58,459 | 38,050 | 65.9 % |
| Other events | 3,394 | 1,693 | 5,087 | 332,203 | 173,970 | 19.0 % |
| Sum total | 11,363 | 19,906 | 31,269 | 1,315,625 | 1,399,024 | |

*Number of visitors included in MEDICA visitor total ** Biannual event

*** Including Components **** Including visitors to COMPAMED ***** In 2014, including PUMP Summit

Balance Sheet

of Messe Düsseldorf GmbH at 31 December 2014

| Assets | 31.12.2014 | 31.12.2013 |
|--|-------------------|-------------------|
| | €'000 | €'000 |
| Fixed assets | | |
| Intangible assets | | |
| Concessions, industrial and similar rights and assets, and licences in such rights and assets | 6,912 | 7,628 |
| Advance payments made | 315 | 141 |
| | 7,227 | 7,769 |
| Tangible assets | | |
| Land, land rights and buildings, including buildings on third-party land | 266,507 | 279,850 |
| Other equipment, factory and office equipment | 9,303 | 9,725 |
| Advance payments made and assets under construction | 33,681 | 9,362 |
| | 309,491 | 298,937 |
| Financial assets | | |
| Shares in affiliated enterprises | 3,868 | 3,868 |
| Loans to affiliated enterprises | 13,724 | 13,724 |
| Participations | 286 | 286 |
| Other loans | 22 | 32 |
| | 17,900 | 17,910 |
| | 334,618 | 324,616 |
| Current assets | | |
| Inventories | | |
| Raw materials, auxiliary materials and supplies | 79 | 73 |
| Receivables and other assets | | |
| Trade receivables | 4,993 | 9,209 |
| Receivables from affiliated enterprises | 1,731 | 912 |
| Receivables from shareholders | 0 | 2 |
| Receivables from enterprises in which participations are held | 1,075 | 1,755 |
| Other assets | 8,316 | 6,725 |
| | 16,115 | 18,603 |
| Securities | 9,999 | 0 |
| Cash-in-hand, bank balances and cheques | 99,956 | 138,417 |
| | 126,149 | 157,093 |
| Prepaid expenses | 3,242 | 6,814 |
| | 464,009 | 488,523 |

| Equity and liabilities | 31.12.2014 | 31.12.2013 |
|---|-------------------|-------------------|
| | €'000 | €'000 |
| Equity | | |
| Subscribed capital | 15,625 | 15,625 |
| Capital reserves | 111,398 | 111,398 |
| Revenue reserves | 83,939 | 83,939 |
| Distributable profit | 91,555 | 45,928 |
| | 302,517 | 256,890 |
| Accruals | | |
| Accruals for pensions and similar obligations | 17,030 | 16,149 |
| Tax accruals | 7,701 | 9,793 |
| Other accruals | 50,946 | 48,168 |
| | 75,677 | 74,110 |
| Liabilities | | |
| Liabilities to banks | 30,130 | 30,128 |
| Advance payments received in respect of orders | 32,384 | 88,082 |
| Trade payables | 9,893 | 23,218 |
| Payables to shareholders | 13 | 14 |
| Payables to affiliated enterprises | 8,551 | 10,147 |
| Other liabilities | 4,844 | 5,934 |
| (of which taxes: € 609k; previous year: € 766k) | | |
| (of which relating to social security and similar obligations: € 2k; previous year: € 0k) | | |
| | 85,815 | 157,523 |
| | 464,009 | 488,523 |

Income Statement

of Messe Düsseldorf GmbH for the Period from 1 January to 31 December 2014

| | 31.12.2014 | 31.12.2013 |
|---|---------------|---------------|
| | €'000 | €'000 |
| Sales | 347,543 | 257,759 |
| Own work capitalized | 47 | 171 |
| Other operating income | | |
| (including € 176k due to currency conversion; previous year: € 8k) | 5,593 | 7,592 |
| Event-related expenses | | |
| a) Cost of raw materials, auxiliary materials and supplies, and of purchased merchandise | -9,240 | -9,722 |
| b) Cost of purchased services | -159,147 | -133,585 |
| | -168,387 | -143,307 |
| Human resources expenses | | |
| a) Wages and salaries | -40,013 | -38,613 |
| b) Social security charges and costs of retirement pensions and other welfare benefits | -10,879 | -10,054 |
| (including € 4,582k for retirement pensions; previous year: € 3,976k) | | |
| | -50,892 | -48,667 |
| Depreciation on intangible and tangible fixed assets | -19,107 | -17,216 |
| Other operating expenses | -43,547 | -41,559 |
| (including other taxes: € 1,725k; previous year: € 1,717k) | | |
| (including € 22k due to currency conversion; previous year: € 6k) | | |
| Income from participations | 5,603 | 3,450 |
| (including € 2,103k from affiliated enterprises; previous year: € 3,450k) | | |
| Income from long-term loans | 646 | 664 |
| (including € 645k from affiliated enterprises; previous year: € 662k) | | |
| Other interest and similar income | 433 | 837 |
| (including € 0k from affiliated enterprises; previous year: € 3k) | | |
| Interest and similar expenses | -2,172 | -2,741 |
| (including € 3k paid to affiliated enterprises; previous year: € 3k) | | |
| (including € 861k impact on interest due to the valuation of accruals; previous year: € 857k) | | |
| Net income from ordinary activities | 75,760 | 16,983 |
| Taxes on income and profits | -24,666 | -6,049 |
| Net income for the year | 51,094 | 10,934 |
| Profit brought forward from the previous year | 40,461 | 34,994 |
| Distributable profit | 91,555 | 45,928 |

Movements in the Fixed Assets

of Messe Düsseldorf GmbH in the 2014 Business Year

| | Cost of acquisition/manufacture | | | | Status at 31.12.2014 €'000 |
|--|---------------------------------|--------------------|---------------------------------|---------------------------|----------------------------------|
| | Status at 1.1.2014 €'000 | Additions €'000 | Reclassi- fications €'000 | Retire- ments €'000 | |
| Intangible assets | | | | | |
| Concessions, industrial and similar rights and assets, and licences in such rights and assets | 38,033 | 1,062 | 124 | 93 | 39,126 |
| Advance payments made | 141 | 298 | -124 | 0 | 315 |
| | 38,174 | 1,360 | 0 | 93 | 39,441 |
| Tangible assets | | | | | |
| Land, land rights and buildings, including buildings on third-party land | 753,683 | 951 | 215 | 0 | 754,849 |
| Other equipment, factory and office equipment | 51,657 | 2,466 | 122 | 17,639 | 36,606 |
| Advance payments made and assets under construction | 9,362 | 24,656 | -337 | 0 | 33,681 |
| | 814,702 | 28,073 | 0 | 17,639 | 825,136 |
| Financial assets | | | | | |
| Shares in affiliated enterprises | 62,023 | 0 | 0 | 0 | 62,023 |
| Loans to affiliated enterprises | 13,724 | 0 | 0 | 0 | 13,724 |
| Participations | 12,244 | 0 | 0 | 0 | 12,244 |
| Loans to enterprises in which Participations are held | 0 | 0 | 0 | 0 | 0 |
| Other loans | 32 | 2 | 0 | 12 | 22 |
| | 88,023 | 2 | 0 | 12 | 88,013 |
| Total | 940,899 | 29,435 | 0 | 17,744 | 952,590 |

| Depreciation | | | | Book values | | |
|--------------------------------|--------------------|--------------------------------|---------------------------|----------------------------------|----------------------------------|----------------------------------|
| Status at 1.1.2014 €'000 | Additions €'000 | Reclasi- fications €'000 | Retire- ments €'000 | Status at 31.12.2014 €'000 | Status at 31.12.2014 €'000 | Status at 31.12.2013 €'000 |
| 30,405 | 1,902 | 0 | 93 | 32,214 | 6,912 | 7,628 |
| 0 | 0 | 0 | 0 | 0 | 315 | 141 |
| 30,405 | 1,902 | 0 | 93 | 32,214 | 7,227 | 7,769 |
| 473,833 | 14,499 | 10 | 0 | 488,342 | 266,507 | 279,850 |
| 41,932 | 2,706 | -10 | 17,325 | 27,303 | 9,303 | 9,725 |
| 0 | 0 | 0 | 0 | 0 | 33,681 | 9,362 |
| 515,765 | 17,205 | 0 | 17,325 | 515,645 | 309,491 | 298,937 |
| 58,155 | 0 | 0 | 0 | 58,155 | 3,868 | 3,868 |
| 0 | 0 | 0 | 0 | 0 | 13,724 | 13,724 |
| 11,958 | 0 | 0 | 0 | 11,958 | 286 | 286 |
| 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 0 | 0 | 0 | 0 | 0 | 22 | 32 |
| 70,113 | 0 | 0 | 0 | 70,113 | 17,900 | 17,910 |
| 616,283 | 19,107 | 0 | 17,418 | 617,972 | 334,618 | 324,616 |

Notes

to the Balance Sheet and Income Statement of Messe Düsseldorf GmbH

I. General principles

The annual financial statements of Messe Düsseldorf GmbH have been prepared in compliance with the mercantile law provisions relating to large joint-stock companies.

For the Income Statement, the total costs (type of expenditure) method has been opted for. The peculiarities of trade fair business have been taken into account.

II. Accounting and valuation policies

Purchased intangible assets are reported at their acquisition cost less the scheduled depreciation charge. Depreciation is based on the straight-line method, taking the normally-applicable useful life of the asset into account.

Tangible assets are valued at acquisition or manufacturing costs and, provided their useful life is limited in time, scheduled depreciation is deducted. If necessary, additional depreciation is applied based on the value appropriate for the assets on the balance-sheet date.

Buildings are depreciated mainly on a straight-line basis, but in one case the double declining-balance method is used. Investments in extensions to buildings are depreciated in accordance with an elevated assessment basis or so as to match the whole building's remaining useful life.

Since 1.1.2001, the straight-line method has been used for depreciation on additions to movable assets. Straight-line depreciation is calculated pro rata temporis.

Low-value assets with a maximum value of between EUR 52 and EUR 410 are written off fully in the year of acquisition and are simultaneously reported as a retirement in the fixed assets movements schedule. Additions to low-value assets with a value of between EUR 150 and EUR 1,000 in the 2008 and 2009 business years were capitalized in an aggregate item and written off over a period of five years.

Shares in affiliated companies and participations are carried at cost of acquisition or at such lower value as may be appropriate.

Shares in foreign subsidiaries are valued on the basis of a currency conversion at the appropriate historical rates of exchange or at such lower value as may be appropriate.

Loans are shown at their nominal value less any principal repaid. Write-downs are made to the extent required to reflect any identifiable risks.

Inventories are shown at fixed values. In the year under review, the fixed values were reduced.

Receivables and other assets are shown at their nominal value. Appropriate individual write-downs have been applied to trade receivables in order to cover the overall risk of non-payment. Interest-free receivables with a remaining term of more than one year are discounted as from the balance-sheet date.

Following a recommendation of the Supervisory Board, in the general meeting held on 16.5.2014, the shareholders passed a resolution to the effect that an amount of EUR 5,467k from the net income deriving from 2013 be distributed with effect from 29.8.2014. The remaining net income for the year, amounting to EUR 5,467k, was carried forward to new account. The 2014 distributable profit figure includes an amount totaling EUR 40,461k consisting of profit brought forward from previous years.

The asset-value of accruals for pensions is established on the basis of actuarial principles following the projected unit credit method (PUC method), and also applying the 2005 G standard tables of Dr. Klaus Heubeck. Accruals for pensions are discounted at a flat rate, this being the average market interest rate of the last seven years, applicable to an assumed remaining term of 15 years, as published by the Deutsche Bundesbank (German Federal Bank) for the month of December 2014. This interest rate was put at 4.58 (previous year 4.89) percent. The calculation following the PUC method is based on the following assumptions regarding trends:

- Trend in wages and salaries: 2.7 percent (previous year: 2.7 percent)
- Trend in the earnings ceiling for social security contributions: 2.7 percent (previous year: 2.7 percent)
- Trend in pensions: 1.7 percent (previous year: 1.7 percent)
- Fluctuation: 1.0 percent (previous year: 1.0 percent)

All other accruals have been set up at a required payment level that takes account of all identifiable risks on the basis of a prudent business assessment. Accruals with a remaining term of more than one year are discounted on the basis of the actuarial interest rates published by the Deutsche Bundesbank.

Liabilities are stated at the amounts repayable. The payments received on account mainly relate to trade fairs and events scheduled for subsequent years.

Receivables and liabilities in foreign currencies are entered in the accounts at the rate of exchange applicable at the time, and are then valued at year-end at the rate applicable on the closing date. As regards receivables and liabilities with a remaining term of more than one year, the principle of lowest value or highest value is applied, as the case may be.

When deferred taxes are accounted for, deferred tax assets exceed liabilities. This is due in particular to differences between tax-law and commercial-law valuations of shares in affiliated enterprises, participations and accruals, based on a tax rate of 31.23 percent. The option provided for in § 274 subsection 1 sentence 2 HGB (Commercial Code) of capitalizing the surplus in deferred tax assets was waived when the pertinent right of option was exercised.

III. Explanatory notes on the Balance Sheet

Fixed assets

Apart from purchased software, the intangible assets mainly consist of rights to the use of a public highway, rights to the use of the power supply grid of Stadtwerke Düsseldorf AG, and rights to the use of trade fair themes. The additions to this

item mainly relate to purchased software. The additions to tangible assets are primarily attributable to additions to assets under construction and to factory and office equipment. The payments made on account and assets under construction mainly concern the Hall 10 and 11 conversion projects.

The retirements in the sphere of intangible assets relate primarily to software that is no longer used. As regards tangible assets, the retirements mainly result from the fixed assets stocktaking operation concluded in 2014.

For further details, the reader is referred to the fixed assets movements schedule attached to the Notes to the financial statements.

The list of subsidiaries and other holdings is attached to the Notes as Annex II.

Receivables and other assets

As in the previous year, trade receivables have a remaining term amounting to less than one year.

In the receivables from affiliated enterprises and receivables from enterprises in which participations are held, trade receivables have been set off against trade payables. Furthermore, the receivables from affiliated enterprises include other assets amounting to EUR 998k.

Accruals

The Company's pension obligations to former managerial staff and two current managers are fully covered by pension accruals. In the year under review, these obligations led to a EUR 2,002k increase in pension accruals with a net impact on results. For employees who have been given no pension benefits promise an additional pension scheme is provided by the Rhenish Supplementary Pension Fund, Cologne.

The tax accruals mainly cover trade tax and corporation tax relating to the year under review and also accruals designed to cover tax audits.

The other accruals cover all identifiable risks and have been calculated on the basis of prudent commercial principles.

The accruals underwent the following movements:

| | 1.1.2014 | Amount utilized | Amount written back | Additions | 31.12.2014 |
|---|---------------|--------------------|------------------------|---------------|---------------|
| | €'000 | €'000 | €'000 | €'000 | €'000 |
| 1. Accruals for pensions and similar obligations | 16,149 | 1,120 | 0 | 2,002 | 17,030 |
| 2. Tax accruals | 9,793 | 9,662 | 130 | 7,701 | 7,701 |
| 3. Other accruals | | | | | |
| <i>Risks associated with order processing</i> | | | | | |
| Maintenance and repairs | 1,323 | 1,162 | 161 | 3,323 | 3,323 |
| Outstanding invoices | 10,400 | 9,064 | 739 | 9,164 | 9,761 |
| Accruals for event-related losses | 795 | 95 | 105 | 0 | 595 |
| Accrual for risks deriving from a subordination agreement | 13,723 | 0 | 0 | 0 | 13,723 |
| | 26,241 | 10,321 | 1,005 | 12,487 | 27,402 |
| <i>Human resources and the social sphere</i> | | | | | |
| Semiretirement scheme obligations | 138 | 39 | 0 | 64 | 163 |
| Accruals for vacations | 1,668 | 1,668 | 0 | 1,992 | 1,992 |
| Accruals for anniversaries | 1,959 | 142 | 0 | 282 | 2,098 |
| Accruals for bonuses | 542 | 542 | 0 | 560 | 560 |
| Miscellaneous accruals | 98 | 0 | 0 | 5 | 103 |
| | 4,405 | 2,391 | 0 | 2,902 | 4,916 |
| <i>Other accruals</i> | | | | | |
| Fiscal risks in foreign countries | 16,650 | 0 | 0 | 1,150 | 17,800 |
| Annual financial statements costs | 296 | 289 | 7 | 302 | 302 |
| Miscellaneous accruals | 576 | 41 | 9 | 0 | 526 |
| | 17,522 | 330 | 16 | 1,452 | 18,628 |
| | 48,168 | 13,043 | 1,021 | 16,841 | 50,946 |
| | 74,110 | 23,826 | 1,151 | 26,544 | 75,677 |

Liabilities

Of total liabilities to banks, EUR 30,000k (previous year: EUR 30,000k) consisting of liabilities in the form of loans were secured by means of charges on real estate.

In the payables to affiliated enterprises and payables to enterprises in which participations are held, trade receivables have been set off against trade payables. Furthermore, the payables to affiliated enterprises include other liabilities deriving from a cash pool with IGEDO amounting to EUR 8,142k (previous year: EUR 8,053k).

The Company's liabilities at 31.12.2014 were classified as follows on the basis of their remaining terms:

| | Total amount | With a remaining term of | | |
|------------------------------------|---------------|--------------------------|---------------|-------------------|
| | | up to 1 year | up to 5 years | more than 5 years |
| | €'000 | €'000 | €'000 | €'000 |
| Liabilities to banks | 30,130 | 130 | 30,000 | 0 |
| Payments received on account | 32,384 | 32,384 | 0 | 0 |
| Trade payables | 9,893 | 9,893 | 0 | 0 |
| Payables to shareholders | 13 | 13 | 0 | 0 |
| Payables to affiliated enterprises | 8,551 | 8,551 | 0 | 0 |
| Other liabilities | 4,844 | 4,340 | 391 | 113 |
| | 85,815 | 55,311 | 30,391 | 113 |

The liabilities at 31.12.2013 were classified as follows on the basis of their remaining terms:

| | Total amount | With a remaining term of | | |
|------------------------------------|----------------|--------------------------|---------------|-------------------|
| | | up to 1 year | up to 5 years | more than 5 years |
| | €'000 | €'000 | €'000 | €'000 |
| Liabilities to banks | 30,128 | 128 | 30,000 | 0 |
| Payments received on account | 88,082 | 88,082 | 0 | 0 |
| Trade payables | 23,218 | 23,218 | 0 | 0 |
| Payables to shareholders | 14 | 14 | 0 | 0 |
| Payables to affiliated enterprises | 10,147 | 10,147 | 0 | 0 |
| Other liabilities | 5,934 | 5,443 | 383 | 108 |
| | 157,523 | 127,032 | 30,383 | 108 |

IV. Explanatory notes on the Income Statement

Sales

| Business segment | 2014 | 2013 |
|---------------------|----------------|----------------|
| | €'000 | €'000 |
| Domestic events | 292,989 | 203,971 |
| Foreign events | 41,979 | 44,572 |
| Other sales revenue | 12,575 | 9,216 |
| | 347,543 | 257,759 |

The sales revenue from abroad stems mainly from events in Russia, the People's Republic of China, and India.

Other operating income

Other operating income mainly consists of income deriving from write-backs of accruals and from the passing on of charges to affiliated enterprises and enterprises in which participations are held. In addition, in the year under review there were refunds from insurance policies amounting to EUR 741k (previous year: EUR 123k). The income not relating to the accounting period, amounting to EUR 796k (previous year: EUR 72k), contains value-added tax refunds totalling EUR 747k for the 2002-2008 period.

Event-related expenses

The differentiation between event-related expenditure and other operating expenses was effected via an assessment of the individual costs. The event-related expenditure consists of costs that are directly allocable to a cost unit. Deliveries of fabricated goods are recorded under "cost of raw materials, auxiliary materials and supplies, and of purchased merchandise". Construction work and other services are included in "cost of purchased services". It is mainly energy costs, costs of consumables and supplies, and expenditure on advertising materials that are shown under "cost of raw materials, auxiliary materials and supplies, and of purchased merchandise", whereas the "cost of purchased services" item mainly covers expenditure on commissions, stand construction services purchased, rental charges, and advertising expenditure.

Other operating expenses

In addition to exhibition site maintenance costs, the other operating expenses mainly consist of rental charges for premises, legal and consultancy expenses, expenditure on advertising and IT expenses, insurance policies, site security and cleaning services, and additions to accruals. The item contains EUR 4k (previous year: EUR 3,904k) in the form of expenditure not relating to the accounting period. The other taxes shown as part of this item amount to EUR 1,725k (previous year: EUR 1,717k).

Income from participations

Dividends paid by GEC German Exposition Corporation International GmbH, 000 Messe Düsseldorf Moscow, Messe Düsseldorf ASIA Pte. Ltd. and Messeturm Düsseldorf Verwaltungsgesellschaft mbH are included under this heading; the same also applies to the portion of annual net profit of Igedo Company GmbH & Co. KG that exceeds the loss carried forward by the limited partner.

Income from long-term loans

This item mainly covers interest from loans to Veletrhy Brno a. s. and from loans to staff.

Interest and similar expenditure

In addition to interest on loans and interest rate swap transactions, the item covers expenditure deriving from the discounting of accruals in the amount of EUR 861k (previous year: EUR 857k).

Taxes on income and business profits

The item shows expenditure on corporation tax and trade tax for the business year under review, amounting to EUR 12,108k (previous year: EUR 3,107k) and EUR 11,444k (previous year: EUR 2,750k), respectively. Amounts totalling EUR 1,114k (previous year: EUR 192k) are shown in respect of expenditure on corporation tax and trade tax in previous years.

V. Other disclosures

Consolidated financial statements

In its capacity as the parent company, Messe Düsseldorf GmbH includes the following subsidiaries, in which it has either a direct or an indirect majority holding, fully in its consolidated financial statements:

- Veletrhy Brno a.s., Brno/Czech Republic
- Brno INN a.s., Brno/Czech Republic
- 000 Messe Düsseldorf Moscow, Moscow/Russia
- IGEDO Company GmbH & Co. KG, Düsseldorf
- Messe Düsseldorf China Ltd., Hong Kong/China
- Messe Düsseldorf (Shanghai) Co., Ltd., Shanghai/China
- Messe Düsseldorf North America Inc., Chicago/USA
- Messe Düsseldorf ASIA Pte. Ltd., Singapore
- Messeturm Düsseldorf Verwaltungsgesellschaft mbH, Düsseldorf
- FIXXUS Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Rheinhalle Düsseldorf KG, Pullach i. Isartal

Furthermore, the Company's holding in Düsseldorf Congress Sport & Event GmbH, Düsseldorf, an associated company, is also included in the consolidated financial statements.

Human resources

In addition to the management, on average 642 (previous year: 638) wage-earners and salaried staff were employed during the business year. This number corresponds to a staff of 586 (previous year: 583) calculated on a full-time basis. In addition, the casual staff and apprentices employed numbered 364 (previous year: 152) and 20 (previous year: 19), respectively.

Other financial obligations and contingent liabilities

For financial reasons, in the business years from 1999 to 2003 two sale and lease-back transactions were carried out with FIXXUS Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Rheinhalle Düsseldorf KG, Düsseldorf (abbreviated to FIXXUS), regarding real estate items hitherto owned by Messe Düsseldorf GmbH.

In 1999, Exhibition Hall 6 (multi-purpose hall) was sold to FIXXUS for a purchase price of EUR 87,520k and leased back at an annual leasing rate of EUR 6,549k. The leasing agreement runs till 30.09.2022. Furthermore, a right of purchase agreement was concluded with FIXXUS. In accordance with the latter, the right of purchase can be exercised by Messe Düsseldorf GmbH when the 22.5th rental year has elapsed since the beginning of the term of the leasing agreement. The agreement states that, if the right of purchase is exercised, an appropriate purchase price is to be paid, but at least the fiscal residual book value amounting to EUR 8,779k at the end of the 22.5th rental year.

In a contract dated 15.12.2003, Messe Düsseldorf GmbH sold FIXXUS part ownership rights relating to Messeturm B for a purchase price of EUR 12,000k. The annual rental payments amount to EUR 824k. The leasing agreement runs till 29.12.2023. The right of purchase agreement concluded under this contract gives Messe Düsseldorf GmbH a repurchase right when the 20th rental year has elapsed. An appropriate purchase price is to be paid, but at least the fiscal residual book value amounting to EUR 5,100k.

The leasing rates payable in future under the above leasing agreements amount to EUR 58,442k (previous year: EUR 65,815k).

Further obligations amounting to EUR 97k (previous year: EUR 106k) stemmed from the leasing rates payable in future based on leasing agreements; in addition, there were commitments totalling EUR 4,904k (previous year: EUR 7,406k) based on rental agreements and leases. Other financial obligations thus totalled EUR 63,443k (previous year: EUR 73,327k) on the balance-sheet date.

On the balance-sheet date, the Company's purchase commitments totalled EUR 53,410k (previous year: EUR 28,266k).

On the balance-sheet date, guarantees amounting, as in the past, to EUR 708k had been issued in favour of employees to cover employees' investment loans and to safeguard employee semiretirement schemes in the event of insolvency.

Messe Düsseldorf GmbH grants its employees benefits under the occupational pension scheme; for this purpose, employees have been insured with the Rhenish Supplementary Pension Fund, Cologne. To the best of our current knowledge, the institutional assets of the public supplementary pension funds and the contributions system in its existing structure do not adequately or completely cover the existing pension commitments of the employers participating in the scheme. The ensuing cover shortage comes to a substantial sum - a financial obligation that will hit public employers hard in future. The Supplementary Pension Fund (ZVK) contribution shown on the Income Statement under human resources expenses amounts to EUR 3,196k for the year under review (previous year: EUR 3,107k). The contribution amounts to 4.25 percent of the remuneration on which contributions are payable. In addition, a 3.5 percent financial reorganization charge is also imposed. The contribution rate can be regarded as remaining constant. The level of the financial reorganization charge is likely to increase even further pending the establishment of definitive capital cover for the supplementary pension system.

The possibility of claims being lodged on the basis of contingent liabilities is viewed as being relatively small.

Hedging policy and financial derivatives

Due to its being an internationally-operating company, the business operations and financing transactions of Messe Düsseldorf GmbH are exposed to financial risks. The risks involved may arise in particular as a result of interest rate changes and exchange rate fluctuations.

In accordance with the Company's risk management system, action is taken to limit these risks not only by identifying, analyzing and assessing them but also by using financial derivative instruments. Pursuant to a management directive, it is not permissible to use such derivatives for speculative purposes.

At 31.12.2014, Messe Düsseldorf GmbH had concluded a total of three (previous year: three) interest rate swap transactions designed to hedge against interest rate-related payment flow risks relating to variable-interest liabilities to banks - entered into for the purpose of financing capital projects - by establishing valuation units covering total borrowings of EUR 30,000k.

The valuation units set up relate to micro-hedge linkups in which the individual commitments to be hedged against the risk of interest-rate changes (base transactions) and the interest rate swaps belonging to each of the latter (hedging transactions) coincide in respect of the contractual components that determine their value (currency, nominal amount, term, interest payment dates, reference interest rate), thus establishing total compensation for the risk of interest-rate changes for each of the hedged liabilities over the remaining terms of the individual loans (extending from March 2015 to May 2017). The level of risk safeguarded depends on the future movements in the variable interest rates hedged against by the interest rate swaps.

The market value of the interest rate swaps not includable in the Balance Sheet on account of the valuation units established (loan-related transactions concluded) totalled EUR -2,739k (previous year: EUR -3,252k) at 31.12.2014.

Auditors' fees

In accordance with § 285 item 17 HGB (Commercial Code), the disclosure of auditors' fees has been waived, as the latter are included in the Company's consolidated financial statements.

Transactions contrary to market principles

No transactions contrary to market principles involving companies or persons close to the Company have been performed.

Disclosures regarding the Company's bodies

The remuneration paid to the Managing Board of Messe Düsseldorf GmbH in the business year totalled EUR 1,695k (previous year: EUR 1,621k). The remuneration paid to former members of the Managing Board and their surviving dependants amounted to EUR 1,120k (previous year: EUR 1,061k).

An accrual amounting to EUR 13,268k (previous year: EUR 13,169k) has been set aside to cover pension obligations to former members of the Managing Board and their surviving dependants.

In the business year concerned, expenses for the Supervisory Board amounted to EUR 82k (previous year: EUR 77k).

Messe Düsseldorf GmbH Group Management Report

for the Business Year 2014

Business model

The present-day Messe Düsseldorf GmbH was founded on 7 January 1947 under the name of Nordwestdeutsche Ausstellungsgesellschaft mbH – NOWEA. Today, Messe Düsseldorf's product portfolio includes roughly 120 events encompassing a wide variety of sectors both at home and abroad and the Group employs, worldwide, a workforce of 1,200 employees. Both in terms of floor space rented out and in terms of sales, the Group ranks among the world's major trade fair organizers. 15 companies in eight different countries belong to the Messe Düsseldorf Group. The Group currently generates its highest foreign sales in Russia, the Czech Republic and China.

Economic boundary conditions

Macroeconomic and sector-specific boundary conditions

In the course of 2014, the world economy manifested a positive growth trend. World trade, which had seen a somewhat weak increase in the first half of the year, accelerated perceptibly in the second half. Growth rates, however, were still increasing only at a moderate pace, and, averaged out over the year, at a rate of 3.4%, world production is likely to have increased only slightly more rapidly than in the previous year. At the same time, the economies of the industrial nations continued to maintain heterogeneous trends. Business activity in the United States remained at a moderately positive level. France and Italy, on the other hand - after Germany the largest economies in the eurozone - manifested great structural problems. Thanks to a painful programme of economies and reforms, Spain and Portugal, the former crisis-stricken countries, are now again making slight progress. Uncertainty as to whether or not Greece will stay in the eurozone unnerved the region's markets.

The emerging countries' economies have recently been expanding somewhat more rapidly again, but the basic trend in business activity is still faltering. In China, the positive trend that began in spring continued without a great deal of dynamism.

The repercussions of the political crisis affecting Ukraine became increasingly perceptible in 2014. The result was a deterioration in the capital investment climate and diminishing consumer confidence.

The Messe Düsseldorf Group's business performance

Sales and profits situation

In the 2014 business year, Group sales increased from EUR 322,923k to EUR 411,540k. This EUR 88,617k increase in sales results from the fact that Messe Düsseldorf GmbH's business year was a relatively strong one due to trade fair cycles. 83 percent of consolidated sales, totalling EUR 411,540k, were generated by Messe Düsseldorf. The portion of sales accounted for by the other companies included in the consolidated financial statements was EUR 1,383k down on the previous year, at a figure of EUR 70,557k. On the whole, the foreign portion of consolidated sales was roughly 26%. The bulk of this was generated in the Czech Republic, Russia, and China.

The Group's net earnings for the year after tax amounted to EUR 57,681k (previous year: EUR 14,033k).

Net asset position and financial situation

Compared with the previous year, the Messe Düsseldorf Group's total assets fell by 4.8 percent to EUR 643,568k (previous year: EUR 675,944k). As in the past, the Group's net asset position is predominantly characterized by the fixed assets item, which accounts for 74.9% of total assets. Assets tied down in the long term are covered at a rate of 98.5 percent by funds available over the long term.

On the equity and liabilities side, Group equity increased from EUR 374,696k to EUR 426,895k. This corresponds to an equity ratio of 66.3 percent (previous year: 55.4 percent). Accruals rose by EUR 867k, to EUR 64,544k, compared to the previous year. In addition to accruals for pensions and tax accruals they mainly comprise accruals for impending losses, outstanding invoices, maintenance work, other human resources costs, and tax risks relating to foreign business. Payments received on account fell by EUR 58,881k.

Overall, a EUR 36,007k drop was recorded in cash and cash equivalents at 31.12.2014. This was largely due to the 2015 exhibition year being relatively weak for reasons of trade fair rotation.

Messe Düsseldorf GmbH's business performance

2014 proved to be a strong exhibition year for Messe Düsseldorf GmbH due to trade fair cycles. In the 2014 business year, the Company organized 36 events of its own plus guest events on a total of roughly 1.3 million square metres of net hall space rented out, these events being attended by 31,269 exhibitors and roughly 1.4 million visitors.

Various key international trade fairs drove the trend in sales. Alongside the annual No. 1 MEDICA, ProWein, CARAVAN SALON and boot events, glasstec, EuroShop and interpack were the major sales boosters and highlights, which gave the future performance of their respective sectors a major impetus. The events with the most sales were interpack with its 2,670 exhibitors and 174,798 visitors, and EuroShop with 2,229 exhibitors and 109,496 visitors.

The following events - shown in comparison with the previous year - were staged at the Düsseldorf site:

| | 2014 | 2013 |
|----------------------------|--------------------------|------------------------|
| Fairs and exhibitions | | |
| Own events | 21 | 18 |
| Guest events | 15 | 11 |
| Net floor space rented out | 1,315,625 m ² | 979,346 m ² |
| Number of exhibitors | 31,269 | 25,126 |
| Number of visitors | 1,399,024 | 1,194,674 |

Due to the increased trade fair activity, attendance by visitors was, as expected, up on the previous year's figure. The same applied to net floor space rented out and the numbers of exhibitors. Compared to the predecessor events, the numbers of exhibitors were 1.0 percent higher than those of the previous years. The figures for net floor space rented out and the numbers of visitors were practically on a par with those of the predecessor events.

The guest events registered a slight decline in the various figures compared to their predecessor events, both in terms of visitors and exhibitors and also as regards floor space rented out.

Last year too, the international flair of the various events, one of Messe Düsseldorf's quality characteristics, was extremely perceptible at the Düsseldorf exhibition site. The percentage of foreign exhibitors came to 63.7 (previous events: 61.3 percent), with self-organized events even registering a 69.6 percent ratio of foreign exhibitors; the percentage of foreign visitors was around 35.4 (predecessor events: 33.7 percent). The highest ratio of foreign exhibitors was registered by the ProWein trade fair (82.5 percent), followed by Valve World Expo (79.5 percent), MEDICA (77.7 percent), and tag it! (76.9 percent). The largest percentages of foreign visitors were registered by interpack (66.0 percent) and MEDICA (61.2 percent).

As regards international trade fair business, Messe Düsseldorf GmbH can look back on a successful business year, organizing 36 events on commission and 17 self-sponsored events and participations. The bulk of these events were staged in Russia, China, and India.

Business performance of the Group's international subsidiaries

Messe Düsseldorf GmbH has a 61 percent stake in Veletrhy Brno a.s. As in the past, other shareholders are the City of Brno, holding 34 percent, and several minority shareholders holding 5 percent of the shares. The business objective of Veletrhy Brno is essentially to arrange participations in trade fairs and exhibitions and to organize fairs and trade fair participations at the company's own exhibition site in Brno. Demand remains slack at the Veletrhy Brno a.s. events. 2014, too, saw no sustained recovery in the Czech Republic's trade fair market. In the 2014 business year, the company returned a net profit for the year of EUR 1,001k (previous year: EUR 1,761k), while generating sales of EUR 36,062k (previous year: EUR 36,043k). In the previous year, the company's result had been considerably affected by the reimbursement of service charges by Messe Düsseldorf.

Brno INN, in which Veletrhy Brno holds a majority of the shares, operates the Holiday Inn Hotel situated on the Brno exhibition site, thus contributing to the quality of service to exhibitors and visitors at the Brno site. As a result of the slackened demand at the Brno exhibition site, sales dropped

from the previous year's figure of EUR 3,833k to EUR 3,746k. In the year under review, the company reported a net profit for the year of EUR 146k (previous year: EUR 34k).

The main task of Messe Düsseldorf North America Inc., a 100-percent subsidiary of Messe Düsseldorf GmbH, is to obtain business, in terms of exhibitors and visitors from the USA, for trade fairs at the Düsseldorf site. The successive establishment of a number of events in the USA has increasingly made sales less dependent on the rotation of events in Düsseldorf. However, the company's result is also being affected by the start-up costs of a new event. For 2014, the company returned a net profit for the year of EUR 273k (previous year: EUR 480k).

The Singapore-based Messe Düsseldorf ASIA Pte. Ltd., a 100-percent subsidiary of Messe Düsseldorf GmbH, organizes its own trade fairs in the Asian region while also obtaining business in terms of exhibitors and visitors for events in Düsseldorf. The 2014 business year saw sales decrease to EUR 3,885k (previous year: EUR 6,136k), while net profit for 2014 rose to EUR 790k (previous year: EUR 713k).

In the year under review, the sales revenue of 000 Messe Düsseldorf Moscow dropped to EUR 7,146k (previous year: EUR 8,747k). Nevertheless, the company returned an improved net profit for the year, amounting to EUR 577k (previous year: EUR 418k). The object of the company is to organize and stage trade fairs, exhibitions and similar events in Russia.

Messe Düsseldorf China, in which Messe Düsseldorf holds a 100 stake, is responsible together with its 100-percent subsidiary Messe Düsseldorf (Shanghai) for obtaining business in the form of exhibitors and visitors for events in Düsseldorf as well as organizing their own events in China. Due to the trade fair year being quite a vigorous one, the group's sales were successfully boosted to a figure of EUR 12,754k (previous year: EUR 6,499k). Net profit for the year also saw a successful increase of EUR 3,020k on the previous year's figure, taking it to EUR 5,106k (previous year: EUR 2,086k).

Business performance of the Group's national subsidiaries

In the 2014 business year, IGEDO Company GmbH & Co. KG generated sales totalling EUR 16,021k (previous year: EUR 18,140k), while returning a net profit for the year of EUR 341k (previous year: EUR 1,563k). The decline in sales was predominantly attributable to the drop at the CPM's September event and to the discontinuation of the "gallery" trade fair in Berlin.

Düsseldorf Congress Sport & Event GmbH – previously called DüsseldorfCongress Veranstaltungsgesellschaft mbH - provides services for congresses and other events, including events held in the CCD Congress Center Düsseldorf, the Mitsubishi Electric HALLE, the CASTELLO, the MUSEUM KUNST-PALAST, the Airport Station at Düsseldorf Airport, the ESPRIT arena and the ISS DOME at Rath. Sales amounted to EUR 28,935k (previous year: EUR 26,641k). Despite the integration of the sportAgentur Düsseldorf activities in 2014, the company's result for the year was successfully maintained at a satisfactory level of EUR 172k (previous year: EUR 251k).

Messeturm Düsseldorf Verwaltungsgesellschaft mbH is a 50-percent subsidiary of Messe Düsseldorf GmbH. The company rents out Messeturm A, of which it is the owner. In the business year just ended, revenues from rental income dropped by EUR 8k to a level of EUR 2,713k. At EUR 622k (previous year: EUR 649k), the company's annual result remained slightly below the level of the previous year.

With a 94 percent stake in the company, Messe Düsseldorf is a limited partner of FIXXUS Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Rheinhalle Düsseldorf KG. Under a sale-and-lease-back scheme, the company has purchased Exhibition Hall 6 together with part ownership of Messeturm B from Messe Düsseldorf GmbH and leased these buildings back to the latter on a long-term basis. In the business year under review, FIXXUS returned a net loss for the year of EUR 2k (previous year's profit: EUR 1k), while generating sales of EUR 4,672k (previous year: EUR 4,670k).

Financial and non-financial performance indicators

Financial performance indicators

Major control parameters applicable to Messe Düsseldorf are sales, earnings before tax (EBT), and capital expenditure on fixed assets, including expenditure on repairs and maintenance. A comparison between results and forecasts is made in the section entitled forecast report.

Non-financial performance indicators

Messe Düsseldorf's business performance is not only manifested in business indicators. To maintain its top position among the leading trade fair companies at both the national and the international level, Messe Düsseldorf GmbH has, for years, been continually improving its standards of service and quality. Furthermore, the Group is determinedly pursuing the strategic course that it has set for itself. The aims of this course are to safeguard and develop the trade fair programme at the Düsseldorf site and to expand international business by means of the Group's own activities or in joint ventures with partners. To this end, with the exception of a few fairs for high-quality consumer goods, Messe Düsseldorf GmbH is concentrating its activities on exhibitions covering capital goods. The goal is to become the number one company as regards the organization of capital goods trade fairs. A prerequisite for this is highly capable staff – which is why Messe Düsseldorf invests in good training and advanced training schemes and a high standard of occupational safety.

On average, throughout the 2014 business year, Messe Düsseldorf employed a staff of 1,200 worldwide (previous year: 1,212). To train its staff, Messe Düsseldorf offers advanced training courses in foreign languages and IT applications, as well as highly-specialized schemes in individual cases. Furthermore, employees have an opportunity to acquire experience of foreign countries with partners in Finland, Sweden, Great Britain and the USA under an international exchange programme.

Reports on risks, forecasts and opportunities

Risk report

The Group has a risk management system into which all the divisions of Messe Düsseldorf GmbH and those of its subsidiaries are integrated. The task of the risk management system is to identify, assess, and communicate/report any possible risks so as to enable countermeasures or remedial action to be initiated in good time.

What Messe Düsseldorf defines as a risk is an exposure to losses, ensuing from events or actions, that may have a negative impact on the Company's net worth, financial situation and profitability.

Individual risk categories are defined on the basis of this overall risk definition. The various risk categories express the severity of the repercussions to which the Company's net worth, financial situation and profitability will be exposed if a risk materializes. In this classification, the following risk categories were laid down:

- Operating risks
- Ad hoc risks

Operating risks are risks whose expected level of loss would not have the effect of jeopardizing the Company's existence, but which, viewed separately or in their interaction with other operating risks, would have a more than negligible impact on the Company's net worth, financial situation and profitability.

Ad hoc risks are risks whose expected level of loss and probability of materialization would trigger an immediate report to the Board of Management and from the Board of Management to the Supervisory Board.

Individual risks are assessed on the basis of the anticipated level of loss and the probability of the risk actually materializing.

Risks identified at 31.12.2014:

| Probability of materialization | Level of loss | | |
|-----------------------------------|---------------|----------|-----------------------------------|
| | Low | Critical | Jeopardizing MD's existence |
| High (75–100%) | 8 | 2 | – |
| Medium a (50–75%) | 2 | – | – |
| Medium b (25–50%) | 1 | – | – |
| Low (0–25%) | 6 | – | – |

The two risks identified as being critical, with a high probability of materialization, relate to an exhibition event the conceptual realignment of which was put into effect in 2014. In this connection, there are uncertainties as regards the event's acceptability to the market. The winter event carried out in February 2015 went off more positively than expected.

The risks associated with a low level of loss consist of sales and human resources risks. The sales risks are mainly associated with reductions in the floor space rented out and in the numbers of exhibitors and visitors. The sanctions against Russia and the falling exchange rate of the rouble have just as much impact on the situation regarding demand for our trade fair products as the political uncertainty in Ukraine or the developments in Greece. Thus, it cannot be ruled out in future that individual events might be affected by declines in sales and earnings.

As regards the human resources risks identified, medium-term solutions have been prepared and their implementation has been initiated.

In the business year under review, no risks were established that, either individually or cumulatively, might be susceptible to jeopardizing Messe Düsseldorf's existence.

At 31.12.2014, Messe Düsseldorf had concluded a total of four (previous year: four) interest rate swap transactions, designed to hedge against interest rate-related payment flow risks relating to variable-interest liabilities to banks, entered into for the purpose of financing capital projects, by establishing valuation units covering total borrowings of EUR 30,600k.

Forecast report

Due to the good sales figures, sales revenue rose to EUR 411,540k – 2.9 percent above the forecast for 2014. At the same time, the bulk of this improvement in sales was accomplished in Germany, while foreign business was forced to suffer from the repercussions of the Russian crisis and the hesitant approach to capital investment in India. On the expenditure side, project budgets were complied with on the basis of cost-conscious action, and this led to a further improvement in results. The fact that overheads were lower than those budgeted for plus the GEC dividend intensified the positive impact on profitability.

| | Forecast for 2014 | Results in 2014 | Forecast for 2015 |
|--|----------------------|--------------------|----------------------|
| Sales (€ '000) | 400,000 | 411,540 | 300,568 |
| Net pre-tax profit for the year (€ '000) | 41,604 | 83,626 | –14,203 |
| Capital expenditure on fixed assets* (€ '000) | 52,946 | 46,027 | 73,250 |

* Including repairs and maintenance

In the 2015 trade fair year with its relatively low event frequency, involving a scheduled number of 27 events in Düsseldorf alone, Messe Düsseldorf is anticipating consolidated sales of EUR 301 million and a net pre-tax loss for the year of approximately EUR 14.2 million. It is above all the key trade fairs – MEDICA, boot, CARAVAN SALON, GDS and GIFA – that will have a crucial impact on sales. By comparison, due to trade fair rotations, the year 2016 that follows is set to be one with a relatively high event frequency.

In 2015, EUR 73,250k is to be invested in the Company's business assets out of its own resources. In Düsseldorf, by 2030 at the latest, the complete renovation of all the halls and customer rooms – a project involving total capital investment of more than EUR 600 million – is to be completed.

Opportunity report

In 2015, the interpack family will be extended in the Chinese market to include the new trade fair quartet SWOP – Shanghai World of Packaging. For the first time, PacPro Asia, FoodPex and BulkPex will be staged around the already well-established CHINA PHARM, the China International Pharmaceutical and Cosmetic Industry Exhibition. SWOP will thus become the ideal platform on which to forge new business links in the Chinese market. A EuroShop spin-off is to be launched in the form of the Shanghai-based C-Star.

Statement regarding compliance with the Company's public objective and the attainment of the goal set in accordance with § 108 subsection 3 item 2 GO NW (Local Authorities Code for the Land of North Rhine-Westphalia)

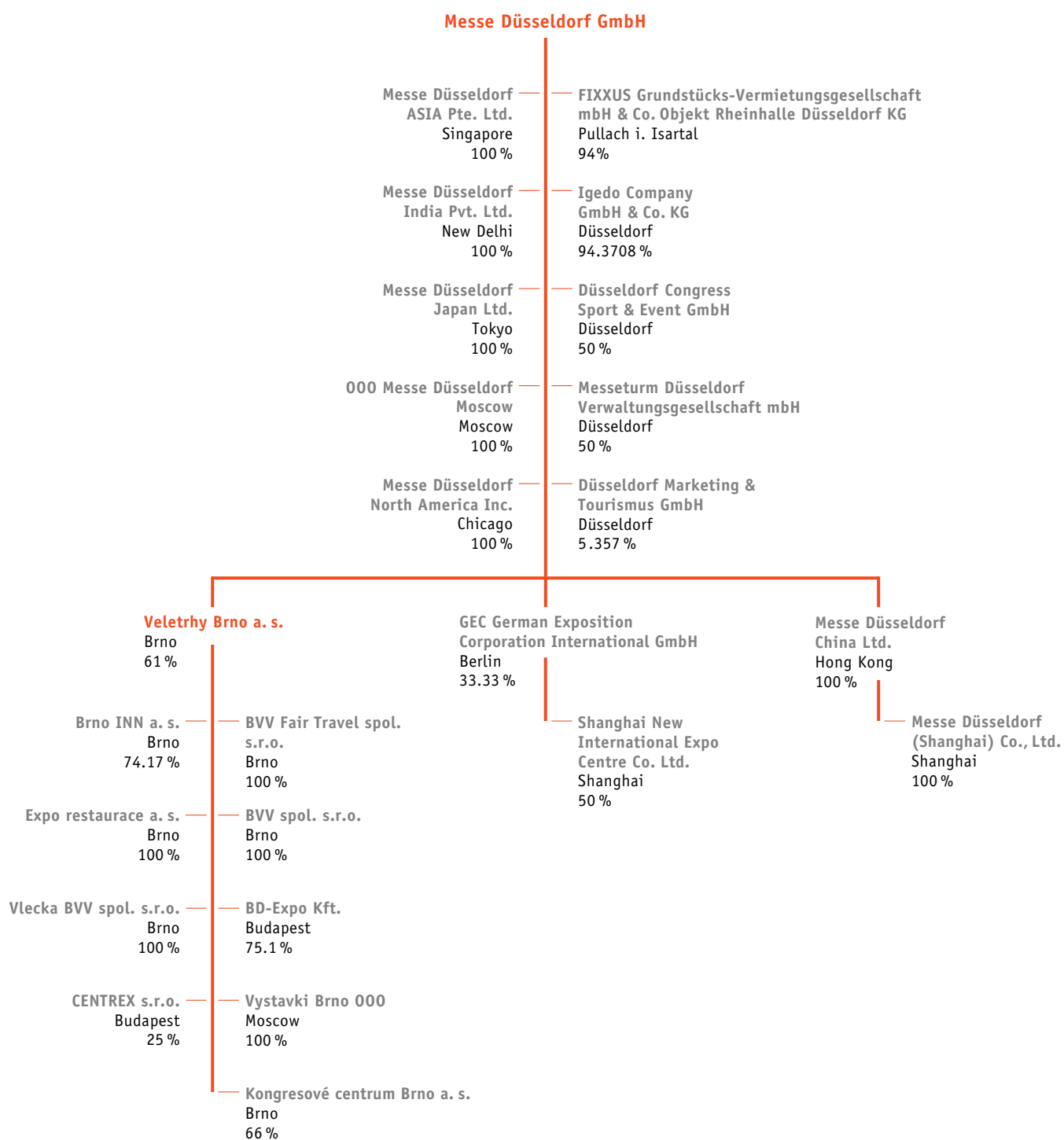
In accordance with the articles of association of Messe Düsseldorf GmbH, the object of the Company is to organize and stage fairs, exhibitions and other events that serve to promote industry, craft industries, trade and services, and to provide the counselling, project development and order placement services necessary for this purpose.

We are absolutely convinced of the fact that we have oriented the business policy and strategic position of Messe Düsseldorf GmbH in a suitable fashion.

Report on post-Balance Sheet date events

No transactions of particular significance have occurred since the end of the business year under review.

The Messe Düsseldorf GmbH Group



Consolidated Balance Sheet

of Messe Düsseldorf GmbH at 31 December 2014

| Assets | 31.12.2014 | 31.12.2013 |
|--|-------------------|-------------------|
| | €'000 | €'000 |
| Fixed assets | | |
| Intangible assets | | |
| Concessions, industrial and similar rights and assets, and licences in such rights and assets | 9,972 | 12,567 |
| Advance payments made | 388 | 294 |
| | 10,360 | 12,861 |
| Tangible assets | | |
| Land, land rights and buildings, including buildings on third-party land | 422,299 | 445,526 |
| Technical equipment and machines | 446 | 578 |
| Other equipment, factory and office equipment | 11,873 | 12,345 |
| Advance payments made and assets under construction | 33,736 | 9,468 |
| | 468,354 | 467,917 |
| Financial assets | | |
| Shares in affiliated enterprises | 158 | 202 |
| Shares in associated enterprises | 822 | 736 |
| Participations | 1 | 1 |
| Other loans | 2,078 | 1,910 |
| | 3,059 | 2,849 |
| | 481,773 | 483,627 |
| Current assets | | |
| Inventories | | |
| Raw materials, auxiliary materials and supplies | 146 | 132 |
| Finished products and merchandise | 358 | 424 |
| | 504 | 556 |
| Receivables and other assets | | |
| Trade receivables | 6,534 | 11,019 |
| Receivables from affiliated enterprises | 18 | 75 |
| Receivables from shareholders | 0 | 2 |
| Receivables from associated enterprises | 1,075 | 1,755 |
| Other assets | 10,587 | 9,268 |
| | 18,214 | 22,119 |
| Securities | 9,999 | 0 |
| Cash-in-hand, bank balances and cheques | 125,666 | 161,673 |
| | 154,383 | 184,348 |
| Prepaid expenses | 7,412 | 7,788 |
| Deferred tax assets | 0 | 181 |
| | 643,568 | 675,944 |

| Equity and liabilities | 31.12.2014 | 31.12.2013 |
|---|-------------------|-------------------|
| | €'000 | €'000 |
| Equity | | |
| Subscribed capital | 15,625 | 15,625 |
| Capital reserves | 79,718 | 79,718 |
| Revenue reserves | 85,270 | 85,270 |
| Difference in equity due to currency translation | 2,585 | 2,892 |
| Adjusting item for minority interests | 30,066 | 29,589 |
| Consolidated distributable profit | 213,631 | 161,602 |
| | 426,895 | 374,696 |
| Adjusting item resulting from capital consolidation | 0 | 561 |
| Accruals | | |
| Accruals for pensions and similar obligations | 17,346 | 16,450 |
| Tax accruals | 8,392 | 10,313 |
| Other accruals | 38,806 | 36,914 |
| | 64,544 | 63,677 |
| Liabilities | | |
| Liabilities to banks | 62,036 | 67,169 |
| Advance payments received in respect of orders | 36,544 | 95,425 |
| Trade payables | 11,880 | 26,977 |
| Payables to shareholders | 13 | 14 |
| Payables to affiliated enterprises | 118 | 449 |
| Other liabilities | 40,275 | 45,670 |
| (of which taxes: € 856k; previous year: € 1,191k) | | |
| (of which relating to social security and similar obligations: € 187k; previous year: € 184k) | | |
| | 150,866 | 235,704 |
| Deferred tax liabilities | 1,263 | 1,306 |
| | 643,568 | 675,944 |

Consolidated Income Statement

of Messe Düsseldorf GmbH for the Period from 1 January to 31 December 2014

| | 31.12.2014 | 31.12.2013 |
|---|----------------|----------------|
| | €'000 | €'000 |
| Sales | 411,540 | 322,923 |
| Own work capitalized | 104 | 253 |
| Other operating income | 6,170 | 4,957 |
| Event-related expenses | | |
| a) Cost of raw materials, auxiliary materials and supplies, and of purchased merchandise | 13,544 | 14,510 |
| b) Cost of purchased services | 171,678 | 151,182 |
| | 185,222 | 165,692 |
| Human resources expenses | | |
| a) Wages and salaries | 51,337 | 51,484 |
| b) Social security charges and costs of retirement pensions and other welfare benefits (including € 4,663k for retirement pensions; previous year: € 4,047k) | 13,798 | 13,269 |
| | 65,135 | 64,753 |
| Depreciation on intangible and tangible fixed assets | 31,458 | 29,754 |
| Other operating expenses | 49,163 | 44,062 |
| Net income from participations | 3,500 | 3,000 |
| Net income from shareholdings in associated enterprises | 86 | 125 |
| Income from long-term loans | 1 | 2 |
| Other interest and similar income | 583 | 1,019 |
| Write-downs of financial assets and investments classified as current assets | 41 | 0 |
| Interest and similar expenses | 7,339 | 8,151 |
| Results from ordinary activities | 83,626 | 19,867 |
| Taxes on income and profits | -25,945 | -5,834 |
| Consolidated net profit for the year | 57,681 | 14,033 |
| Portion of loss/profit accruing to minority interests | -746 | -1,008 |
| Profit brought forward from the previous year | 156,696 | 148,577 |
| Allocation to revenue reserves | | |
| Consolidated distributable profit | 213,631 | 161,602 |

Statement of Movements in the Consolidated Fixed Assets

of Messe Düsseldorf GmbH in the Business Year 2014

| | Cost of acquisition/manufacture | | | | |
|--|---------------------------------|----------------------------------|--------------------|---------------------------------|---------------------------|
| | Status at 1.1.2014 €'000 | Currency translation €'000 | Additions €'000 | Reclassi- fications €'000 | Retire- ments €'000 |
| Intangible assets | | | | | |
| Concessions, industrial and similar rights and assets, and licences in such rights and assets | 53,976 | 77 | 1,329 | 263 | 716 |
| Goodwill | 20,178 | 0 | 0 | 0 | 0 |
| Payments made on account | 294 | -2 | 359 | -263 | 0 |
| | 74,448 | 75 | 1,688 | 0 | 716 |
| Tangible assets | | | | | |
| Land, land rights and buildings, including buildings on third-party land | 1,045,489 | -1,887 | 1,195 | 307 | 184 |
| Technical equipment and machines | 2,172 | -25 | 0 | 0 | 4 |
| Other equipment, factory and office equipment | 81,223 | -158 | 3,149 | 262 | 19,131 |
| Payments made on account and assets under construction | 9,468 | -2 | 24,892 | -569 | 53 |
| | 1,138,352 | -2,072 | 29,236 | 0 | 19,372 |
| Financial assets | | | | | |
| Shares in affiliated enterprises | 1,509 | -2 | 0 | 0 | 1 |
| Shares in associated enterprises | 736 | 0 | 86 | 0 | 0 |
| Participations | 13,258 | -15 | 0 | 0 | 0 |
| Loans to affiliated enterprises | 234 | -3 | 0 | 0 | 0 |
| Other loans | 1,910 | -22 | 203 | 0 | 13 |
| | 17,647 | -42 | 289 | 0 | 14 |
| Total | 1,230,447 | -2,039 | 31,213 | 0 | 20,102 |

| Depreciation | | | | | | Book values | | |
|----------------------------------|--------------------------------|----------------------------------|--------------------|------------------------|---------------------------|----------------------------------|----------------------------------|----------------------------------|
| Status at 31.12.2014 €'000 | Status at 1.1.2014 €'000 | Currency translation €'000 | Additions €'000 | Reclassi- fications | Retire- ments €'000 | Status at 31.12.2014 €'000 | Status at 31.12.2014 €'000 | Status at 31.12.2013 €'000 |
| 54,929 | 41,409 | 138 | 4,125 | 0 | 715 | 44,957 | 9,972 | 12,567 |
| 20,178 | 20,178 | 0 | 0 | 0 | 0 | 20,178 | 0 | 0 |
| 388 | 0 | 0 | 0 | 0 | 0 | 0 | 388 | 294 |
| 75,495 | 61,587 | 138 | 4,125 | 0 | 715 | 65,135 | 10,360 | 12,861 |
| 1,044,920 | 599,963 | -886 | 23,718 | 10 | 184 | 622,621 | 422,299 | 445,526 |
| 2,143 | 1,594 | -19 | 126 | 0 | 4 | 1,697 | 446 | 578 |
| 65,345 | 68,878 | -195 | 3,489 | -10 | 18,690 | 53,472 | 11,873 | 12,345 |
| 33,736 | 0 | 0 | 0 | 0 | 0 | 0 | 33,736 | 9,468 |
| 1,146,144 | 670,435 | -1,100 | 27,333 | 0 | 18,878 | 677,790 | 468,354 | 467,917 |
| 1,506 | 1,307 | 0 | 41 | 0 | 0 | 1,348 | 158 | 202 |
| 822 | 0 | 0 | 0 | 0 | 0 | 0 | 822 | 736 |
| 13,243 | 13,257 | -15 | 0 | 0 | 0 | 13,242 | 1 | 1 |
| 231 | 234 | -3 | 0 | 0 | 0 | 231 | 0 | 0 |
| 2,078 | 0 | 0 | 0 | 0 | 0 | 0 | 2,078 | 1,910 |
| 17,880 | 14,798 | -18 | 41 | 0 | 0 | 14,821 | 3,059 | 2,849 |
| 1,239,519 | 746,820 | -980 | 31,499 | 0 | 19,593 | 757,746 | 481,773 | 483,627 |

Notes to the Consolidated Financial Statements

of Messe Düsseldorf GmbH

I. General principles

According to the criteria of § 267 HGB (Commercial Code) regarding size, Messe Düsseldorf GmbH is a large joint-stock company. Pursuant to § 290 HGB, the Company is obligated to prepare consolidated financial statements. The consolidated financial statements of Messe Düsseldorf GmbH have been prepared in compliance with the provisions of the GmbH Act (Act concerning limited-liability companies).

For the Income Statement, the total costs (type of expenditure) method has been opted for. The peculiarities of trade fair business have been taken into account.

II. Scope and principles of consolidation

In addition to Messe Düsseldorf GmbH, the consolidated financial statements also fully include the following subsidiaries in which Messe Düsseldorf GmbH has a direct or indirect majority holding:

- Veletrhy Brno a. s., Brno/Czech Republic
- Brno INN a. s., Brno/Czech Republic
- 000 Messe Düsseldorf Moscow, Moscow/Russia
- Igedo Company GmbH & Co. KG, Düsseldorf
- Messe Düsseldorf China Ltd., Hong Kong/China
- Messe Düsseldorf (Shanghai) Co., Ltd., Shanghai/China
- Messe Düsseldorf North America Inc., Chicago/USA
- Messe Düsseldorf ASIA Pte. Ltd., Singapore
- Messeturm Düsseldorf Verwaltungsgesellschaft mbH, Düsseldorf
- FIXXUS Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Rheinhalle Düsseldorf KG, Pullach i. Isartal

Pursuant to § 296 subsection 2 HGB (Commercial Code), the inclusion in the consolidated financial statements of Messe Düsseldorf Japan Ltd., Tokyo/Japan, Messe Düsseldorf INDIA Pvt. Ltd., New Delhi/India, and other affiliates or subsidiaries of Veletrhy Brno a. s. has been waived.

Pursuant to § 312 HGB, the shareholding in Düsseldorf Congress Sport & Event GmbH, Düsseldorf, has been included in the consolidated financial statements at equity.

German Exposition Corporation International GmbH, Berlin, 33.33% of whose shares are held by Messe Düsseldorf GmbH, is not included as an associated company as Messe Düsseldorf does not exercise a significant influence over it.

Messeturm Düsseldorf Verwaltungsgesellschaft mbH, Düsseldorf and FIXXUS Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Rheinhalle Düsseldorf KG, Pullach i. Isartal, have been included in the consolidated financial statements pursuant to § 290 subsection 2, item 4 HGB (special-purpose entities).

The capital consolidation of the companies included in the consolidated financial statements was based on book values in the case of first-time consolidation up to 31.12.2008. Pursuant to § 301 subsection 1 sentence 2 HGB, the revaluation method has been applied for consolidation since 1.1.2009.

The positive differences arising from capital consolidation are partly allocated to the assets of the subsidiary concerned and depreciated on the basis of their useful life. Any positive differences remaining have been posted as goodwill and depreciated over a four-year period in all cases. Unscheduled write-downs are applied whenever necessary. At 31.12.2014, all items of goodwill had been written off completely.

Pursuant to § 309 HGB, the amounts of negative goodwill arising from the capital consolidation of 000 Messe Düsseldorf Moscow (EUR 1,448k) and Messeturm Düsseldorf Verwaltungsgesellschaft mbH (EUR 3,987k) have been posted to capital reserves.

The negative goodwill arising from the initial consolidation of Messe Düsseldorf China Ltd. is shown in the adjusting item set up during capital consolidation. In 2014, the adjusting item was added to the consolidated distributable profit for the year.

In an agreement dated 29.10.2012, Messe Düsseldorf acquired the remaining shares in Messe Düsseldorf China Ltd., amounting to 20% of the total, for a purchase price of EUR 3,500k. As part of the initial consolidation of the shares acquired, the Group acquired an intangible right to a trade fair for a sum of EUR 3,138k, which was to be written off over a five-year period. Furthermore, deferred tax liabilities amounting to EUR

549k were to be taken into account. On the closing date, EUR 311k of these were still shown. The EUR 21k negative goodwill arising from the initial consolidation of Messe Düsseldorf (Shanghai) Co., Ltd., Shanghai, was set off against consolidated profit brought forward. The inclusion process was carried out via the financial statements of the Messe Düsseldorf China Ltd., Hong Kong, sub-group as the latter company is the sole shareholder of Messe Düsseldorf (Shanghai).

Any reciprocal receivables and liabilities between the fully-consolidated companies are set off against each other. In the Consolidated Income Statement, intragroup sales revenues and other intragroup income items are set off against the corresponding expenditure. No intragroup interim profits had to be eliminated in the year under review.

Pursuant to § 308a HGB, foreign currency amounts on the balance sheets of the foreign subsidiaries included in the consolidation are translated on the basis of the spot exchange middle rates applicable on the balance-sheet date. This does not apply to equity, which has been translated at the appropriate historical rates. The income statements have been translated at the average rates applicable to the accounting period. Any currency translation differences ensuing have been posted to the adjusting items set up for this purpose, and thus have no effect on earnings.

III. Accounting and valuation policies

The individual companies' financial statements on which full consolidation is based are uniformly prepared in accordance with the accounting and valuation guidelines laid down by the parent company. Uniform valuation policies have not been applied to the associated companies.

Purchased intangible assets are reported at their acquisition cost less the scheduled depreciation charge. Depreciation is based on the straight-line method, taking the normally-applicable useful life of the asset into account.

Tangible assets are valued at acquisition or manufacturing costs and, provided their useful life is limited in time, scheduled depreciation is deducted. If necessary, additional depreciation is applied based on the value appropriate for the assets on the balance-sheet date.

Buildings are depreciated mainly on a straight-line basis, but in one case the double declining-balance method is used. Investments in extensions to buildings are depreciated to correspond with the whole building's remaining useful life. Since 1.1.2001, the straight-line method has been used for depreciation on additions to movable assets. Straight-line depreciation is calculated pro rata temporis.

Low-value assets with a maximum value of between EUR 52 and EUR 410 are written off fully in the year of acquisition and are simultaneously reported as a retirement in the fixed assets movements schedule. Additions to low-value assets with a value of between EUR 150 and EUR 1,000 in the 2008 and 2009 business years were capitalized in an aggregate item and written off over a period of five years.

Shares in affiliated companies and participations are carried at cost of acquisition or at such lower value as may be appropriate, while the participations in associated enterprises that are reported are adjusted to reflect changes in the equity valuation of the companies concerned.

Loans are shown at their nominal value less any principal repaid. Write-downs are made to the extent required to reflect any identifiable risks.

Inventories are valued, in some cases, at fixed amounts, in other cases at their average prices or at cost price, if this is lower. If inventories are subject to risks arising from periods of storage or reduced merchantability, write-downs are made.

Receivables and other assets are shown at their nominal value. Appropriate individual write-downs have been made to cover any individual risks that are identifiable. Interest-free receivables with a remaining term of more than one year are discounted as from the balance-sheet date.

The asset-value of accruals for pensions is established on the basis of actuarial principles following the projected unit credit method (PUC method), and also applying the 2005 G standard tables of Dr. Klaus Heubeck. Accruals for pensions are discounted at a flat rate, this being the average market interest rate of the last seven years, applicable to an assumed remaining term of 15 years, as published by the Deutsche

Bundesbank (German Federal Bank) for the month of December 2014. This interest rate was put at 4.58 (previous year: 4.89) percent. Its calculation following the PUC method is based on the following assumptions regarding trends:

- Trend in wages and salaries: 2.7 percent (previous year: 2.7 percent)
- Trend in the earnings ceiling for social security contributions: 2.7 percent (previous year: 2.7 percent)
- Trend in pensions: 1.7 percent (previous year: 1.7 percent)
- Fluctuation: 1.0 percent (previous year: 1.0 percent)

All other accruals have been set up at a required payment level that takes account of all identifiable risks on the basis of a prudent business assessment. Accruals with a remaining term of more than one year are discounted on the basis of the actuarial interest rates published by the Deutsche Bundesbank.

Liabilities are stated at the amounts repayable. The payments received on account mainly relate to trade fairs and events scheduled for subsequent years.

Receivables and liabilities in foreign currencies are entered in the accounts at the rate of exchange applicable at the time, and are then valued at year-end at the rate applicable on the closing date. As regards receivables and liabilities with a remaining term of more than one year, the principle of lowest value or highest value is applied, as the case may be.

IV. Explanatory notes on the Consolidated Balance Sheet

Fixed assets

Apart from purchased software, the intangible assets mainly consist of rights to the use of a public highway, rights to the use of the power supply grid of Stadtwerke Düsseldorf AG, and rights to the use of trade fair themes. The additions to intangible assets mainly relate to purchased software. The additions to tangible assets are primarily attributable to additions to assets under construction and to factory and office equipment. The payments made on account and assets under construction mainly relate to the alterations to Halls 10 and 11.

The retirements in the sphere of intangible assets relate primarily to software that is no longer used. As regards tangible assets, the retirements mainly result from the fixed assets stocktaking operation concluded in 2014.

For further details, the reader is referred to the fixed assets movements schedule attached to the Notes to the Financial Statements as Annex I.

The list of subsidiaries and other holdings is attached to the Notes as Annex 2.

IGEDO Company GmbH & Co. KG and FIXXUS Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Rheinhalle Düsseldorf KG avail themselves of the exemption stated in § 264b HGB and waive the disclosure of their annual financial statements.

Receivables and other assets

Trade receivables include receivables in the amount of EUR 97k (previous year: EUR 83k) with a remaining term of more than one year.

Other assets include receivables in the amount of EUR 117k (previous year: EUR 133k) with a remaining term of more than one year.

The receivables from affiliated enterprises relate to trade receivables from the subsidiaries that, pursuant to § 296 subsection 2 HGB (Commercial Code), have not been included in the consolidated financial statements.

The receivables from associated enterprises relate to trade receivables from the affiliates that have been included in the consolidated financial statements at equity. These receivables have a remaining term of less than one year.

Deferred tax assets

The deferred tax assets shown in the previous year concern the deferred taxes included in a subsidiary's consolidation entries pursuant to § 306 HGB. As provided for by § 274 HGB, in the amount shown deferred tax liabilities belonging to the same subsidiary were set off against the tax assets.

The 19 percent tax rate applied is the rate generally applicable to the Group member company concerned.

Accruals

The Company's pension obligations to former managerial staff and two current managers are fully covered by pension accruals. In the year under review, these obligations led to a EUR 2,016k increase in pension accruals with a net impact on results. For employees of Messe Düsseldorf GmbH who

have been given no pension benefits promise an additional pension scheme is provided by the Rhenish Supplementary Pension Fund, Cologne.

The tax accruals mainly cover taxes on business profits relating to the year under review and also accruals designed to cover tax audits.

The other accruals cover all identifiable risks and have been calculated on the basis of prudent commercial principles.

Accruals exhibited the following movements:

| | 1.1.2014 | Amounts utilized | Amounts written back | Additions | 31.12.2014 |
|---|---------------|---------------------|-------------------------|---------------|---------------|
| | €'000 | €'000 | €'000 | €'000 | €'000 |
| 1. Accruals for pensions and similar obligations | 16,450 | 1,120 | 0 | 2,016 | 17,346 |
| 2. Tax accruals | 10,313 | 9,850 | 464 | 8,393 | 8,392 |
| 3. Other accruals | | | | | |
| Risks associated with order processing | | | | | |
| Repairs and maintenance | 1,323 | 1,162 | 161 | 3,323 | 3,323 |
| Outstanding invoices | 10,815 | 10,067 | 749 | 10,223 | 10,222 |
| Impending losses | 799 | 95 | 109 | 0 | 595 |
| | 12,937 | 11,324 | 1,019 | 13,546 | 14,140 |
| Human resources and the social sphere | | | | | |
| Semiretirement scheme obligations | 138 | 39 | 0 | 64 | 163 |
| Accruals for vacations | 1,832 | 1,832 | 0 | 2,087 | 2,087 |
| Accruals for anniversaries | 1,959 | 142 | 0 | 282 | 2,099 |
| Accruals for bonuses | 680 | 666 | 14 | 671 | 671 |
| Miscellaneous accruals | 912 | 577 | 15 | 377 | 697 |
| | 5,521 | 3,256 | 29 | 3,481 | 5,717 |
| Other accruals | | | | | |
| Fiscal risks in foreign countries | 16,650 | 0 | 0 | 1,150 | 17,800 |
| Annual financial statements costs | 483 | 472 | 10 | 456 | 457 |
| Miscellaneous accruals | 1,323 | 776 | 14 | 159 | 692 |
| | 18,456 | 1,248 | 24 | 1,765 | 18,949 |
| | 36,914 | 15,828 | 1,072 | 18,792 | 38,806 |
| | 63,677 | 26,798 | 1,536 | 29,201 | 64,544 |

Liabilities

The liabilities of the Messe Düsseldorf Group at 31.12.2014 were classified as follows on the basis of their remaining terms:

| | Total amount | With a remaining term of | | |
|------------------------------------|----------------|--------------------------|---------------|-------------------|
| | | up to 1 year | up to 5 years | more than 5 years |
| | €'000 | €'000 | €'000 | €'000 |
| Liabilities to banks | 62,036 | 3,195 | 42,241 | 16,600 |
| Payments received on account | 36,544 | 36,484 | 60 | 0 |
| Trade payables | 11,880 | 11,872 | 8 | 0 |
| Payables to shareholders | 13 | 13 | 0 | 0 |
| Payables to affiliated enterprises | 118 | 118 | 0 | 0 |
| Other liabilities | 40,275 | 9,984 | 16,814 | 13,477 |
| | 150,866 | 61,666 | 59,123 | 30,077 |

The liabilities of the Messe Düsseldorf Group at 31.12.2013 were classified as follows on the basis of their remaining terms:

| | Total amount | With a remaining term of | | |
|------------------------------------|----------------|--------------------------|---------------|-------------------|
| | | up to 1 year | up to 5 years | more than 5 years |
| | €'000 | €'000 | €'000 | €'000 |
| Liabilities to banks | 67,169 | 5,116 | 44,232 | 17,821 |
| Payments received on account | 95,425 | 95,370 | 55 | 0 |
| Trade payables | 26,977 | 26,960 | 17 | 0 |
| Payables to shareholders | 14 | 14 | 0 | 0 |
| Payables to affiliated enterprises | 449 | 449 | 0 | 0 |
| Other liabilities | 45,670 | 11,107 | 17,030 | 17,533 |
| | 235,704 | 139,016 | 61,334 | 35,354 |

Of total liabilities to banks, EUR 40,226k (previous year: EUR 40,226k) consisting of liabilities in the form of loans was secured by means of charges on real estate.

The payables to shareholders mainly related to trade payables; payables to affiliated and associated enterprises also included trade payables.

Deferred tax liabilities

There were deferred tax liabilities totalling EUR 8,773k (previous year: EUR 9,270k) based on consolidation entries pursuant to § 306 HGB, having an impact on the result and concerning the parent company in particular. In accordance with § 274 HGB, this sum was set off against deferred tax assets of the parent company's, amounting to EUR 7,802k (previous year: EUR 8,079k). The latter ensue from differences between the commercial-law and fiscal balance-sheet valuations of shares in affiliated enterprises, participations and accruals. Furthermore, EUR 292k (previous year: EUR 115k) of the deferred tax liabilities shown are due to deferred taxes pursuant to § 274 HGB (tax rate: 19 percent). As in the previous year, a tax rate of 31.23 percent is applied.

V. Explanatory notes on the Income Statement

Sales

Consolidated sales in the business year under review can be broken down according to the following business segments and regions:

| Business segment | 2014 €'000 | 2013 €'000 |
|----------------------------|----------------|----------------|
| Trade fair business | 407,869 | 319,192 |
| Hotel management | 3,671 | 3,731 |
| | 411,540 | 322,923 |
| Region | 2014 €'000 | 2013 €'000 |
| Germany | 299,747 | 210,030 |
| Russia | 45,908 | 49,520 |
| Czech Republic | 33,337 | 34,606 |
| China | 16,903 | 11,290 |
| Singapore | 3,724 | 6,305 |
| USA | 3,416 | 3,452 |
| India | 2,787 | 1,558 |
| Other countries | 5,718 | 6,162 |
| Total foreign sales | 111,793 | 112,893 |
| | 411,540 | 322,923 |

Other operating income

Other operating income mainly consists of income deriving from write-backs of accruals, from the passing on of charges to associated enterprises, from write-backs of adjustments to the value of individual assets and from the retirement of fixed assets. The item contains non-operating revenue amounting to EUR 67k (previous year: EUR 118k) and income of EUR 382k (previous year: EUR 440k) deriving from currency translation. The non-operating revenue mainly results from income deriving from the retirement of other accruals amounting to EUR 1,072k (previous year: EUR 1,041k).

Event-related expenses

The differentiation between event-related expenditure and other operating expenses was effected via an assessment of the individual costs. The event-related expenditure consists of costs that are directly allocable to a cost unit. Deliveries of fabricated goods are recorded under "cost of raw materials, auxiliary materials and supplies, and of purchased merchandise". Construction work and other services are included in "cost of purchased services".

It is mainly energy costs, costs of consumables and supplies, and expenditure on advertising materials that are shown under "cost of raw materials, auxiliary materials and supplies, and of purchased merchandise", whereas the "cost of purchased services" item mainly covers expenditure on commissions, stand construction services purchased, rental charges, and advertising expenditure.

Other operating expenses

In addition to exhibition site maintenance costs, the other operating expenses mainly consist of rental charges for premises, legal and consultancy expenses, expenditure on advertising and IT expenses, insurance policies, site security and cleaning services, expenditure on valuation adjustments and cancellations of claims, losses due to the retirement of fixed assets, and additions to accruals. The item contains non-operating expenditure amounting to EUR 17k (previous year: EUR 3k) and expenditure of EUR 282k (previous year: EUR 87k) on currency translation. Furthermore,

other taxes, amounting to EUR 2,194k (previous year: EUR 2,207k), are also shown under this heading.

Interest and similar expenditure

In addition to interest on loans and interest rate swap transactions, the item covers expenditure totalling EUR 874k (previous year: EUR 872k) deriving from the discounting of accruals.

Taxes on income and profits

The item contains the tax on business profits for the business year and deferred taxation due to valuation adjustments. Changes in deferred taxes have given rise to income amounting to EUR 42k (previous year: EUR 1,222k) and expenditure amounting to EUR 181k (previous year: EUR 535k).

VI. Other disclosures

Human resources

In addition to the management, on average 1,200 (previous year: 1,212) wage-earners and salaried staff were employed during the business year. In addition, 20 (previous year: 19) apprentices were employed.

Other financial obligations and contingent liabilities

On the balance-sheet date, the Group's purchase commitments totalled EUR 53,709k (previous year: EUR 28,266k).

Further obligations amounting to EUR 6,910k (previous year: EUR 5,562k) stemmed from commitments deriving from long-term rental agreements and leases.

On the balance-sheet date guarantees totalling EUR 708k (previous year: EUR 750k) had been issued in favour of employees to cover investments based on employees' loans and to safeguard employee semiretirement schemes in the event of insolvency.

Messe Düsseldorf GmbH grants its employees benefits under

the occupational pension scheme; for this purpose, employees have been insured with the Rheinische Zusatzversorgungskasse (Rhenish Supplementary Pension Fund), Cologne. To the best of our current knowledge, the institutional assets of the public supplementary pension funds and the contributions system in its existing structure do not adequately or completely cover the existing pension commitments of the employers participating in the scheme. The ensuing cover shortage comes to a substantial sum - a financial obligation that will hit public employers hard in future. The Supplementary Pension Fund (ZVK) contribution shown on the Income Statement under human resources expenses amounts to EUR 3,196k (previous year: EUR 3,107k). The contribution amounts to 4.25 percent of the remuneration on which contributions are payable. In addition, a 3.5 percent financial reorganization charge is also imposed. The contribution rate can be regarded as remaining constant. The level of the financial reorganization charge is likely to increase even further pending the establishment of definitive capital cover for the supplementary pension system.

The possibility of claims being lodged on the basis of contingent liabilities is viewed as being relatively small.

Hedging policy and financial derivatives

Due to its being an internationally-operating company, the business operations and financial transactions of Messe Düsseldorf GmbH are exposed to financial risks. The risks involved may arise in particular as a result of interest rate changes and exchange rate fluctuations.

In accordance with the Company's risk management system, action is taken to limit these risks not only by identifying, analyzing and assessing them but also by using financial derivative instruments. Pursuant to a management directive, it is not permissible to use such derivatives for speculative purposes.

At 31.12.2014, Messe Düsseldorf GmbH had concluded a total of four (previous year: four) interest rate swap transactions designed to hedge against interest rate-related payment flow risks relating to variable-interest liabilities to banks - entered

into for the purpose of financing capital projects - by establishing valuation units covering total borrowings of EUR 30,600k.

The valuation units set up relate to micro-hedge linkups in which the individual commitments to be hedged against the risk of interest-rate changes (base transactions) and the interest rate swaps belonging to each of the latter (hedging transactions) coincide in respect of the contractual components that determine their value (currency, nominal amount, term, interest payment dates, reference interest rate), thus establishing total compensation for the risk of interest-rate changes for each of the hedged liabilities over the remaining terms of the individual loans (extending from December 2015 to May 2017). The level of risk safeguarded depends on the future movements in the variable interest rates hedged against by the interest rate swaps.

The market value of the interest rate swaps not includable in the Balance Sheet on account of the valuation units established (loan-related transactions concluded) totalled EUR -2,751k (previous year: EUR -3,290k) at 31.12.2014.

Auditors' fees

A sum of EUR 160k (previous year: EUR 155k) was recorded as an expense for the auditing of Messe Düsseldorf GmbH's annual and consolidated financial statements by the auditors appointed in the business year under review.

Transactions contrary to market principles

No transactions contrary to market principles involving companies or persons close to the Company have been performed.

Statement of Changes in Messe Düsseldorf GmbH Group Equity

in the Business Year 2014

| | Parent company | | | |
|---|--------------------|------------------|------------------|----------------------------------|
| | Subscribed capital | Capital reserves | Revenue reserves | Currency translation differences |
| | €'000 | €'000 | €'000 | €'000 |
| Balance at 31.12.2012 | 15,625 | 79,718 | 85,270 | 7,629 |
| Carried forward to new account | - | - | - | - |
| Consolidated net income for the year | - | - | - | - |
| Distribution of dividends | - | - | - | - |
| Currency translation differences | - | - | - | -4,737 |
| Balance at 31.12.2013 | 15,625 | 79,718 | 85,270 | 2,892 |
| Carried forward to new account | - | - | - | - |
| Consolidated net income for the year | - | - | - | - |
| Distribution of dividends | - | - | - | - |
| Transfer of the adjusting item ensuing from capital consolidation | - | - | - | - |
| Currency translation differences | - | - | - | -307 |
| Balance at 31.12.2014 | 15,625 | 79,718 | 85,270 | 2,585 |

Except for the amount posted to deferred tax assets, the Group equity generated is fully available for distribution to the shareholders.

| Parent company | | | Minority interests | | | Total |
|-------------------------------------|--------------------------------------|----------------|-------------------------------|---------------------------------------|------------------------------|----------------|
| Consolidated profit brought forward | Consolidated net income for the year | Equity | Minority interests in capital | Minority interests in net profit/loss | Minority interests in equity | Group equity |
| €'000 | €'000 | €'000 | €'000 | €'000 | €'000 | €'000 |
| 125,677 | 37,828 | 351,747 | 28,286 | 2,755 | 31,041 | 382,788 |
| 37,827 | -37,827 | - | 2,755 | -2,755 | - | - |
| - | 13,024 | 13,024 | - | 1,008 | 1,008 | 14,032 |
| -14,927 | - | -14,927 | -449 | - | -449 | -15,376 |
| - | - | -4,737 | -2,011 | - | -2,011 | -6,748 |
| 148,577 | 13,025 | 345,107 | 28,581 | 1,008 | 29,589 | 374,696 |
| 13,025 | -13,025 | - | 1,008 | -1,008 | - | - |
| - | 56,935 | 56,935 | - | 746 | 746 | 57,681 |
| -5,467 | - | -5,467 | - | - | - | -5,467 |
| 561 | - | 561 | - | - | - | 561 |
| - | - | -307 | -269 | - | -269 | -576 |
| 156,696 | 56,935 | 396,829 | 29,320 | 746 | 30,066 | 426,895 |

Consolidated Cash Flow Statement

of Messe Düsseldorf GmbH for the Business Year 2014

| | 2014 €'000 | 2013 €'000 |
|---|----------------|----------------|
| Consolidated net profit/loss for the year | 57,681 | 14,033 |
| Portions of profit/loss accruing to minority interests | -746 | -1,008 |
| Depreciation on tangible and intangible fixed assets | 31,458 | 29,754 |
| Write-downs of financial assets | 41 | 0 |
| Increase (+)/decrease (-) in accruals for pensions | 896 | 439 |
| Cash flow | 89,330 | 43,218 |
| Profits (-)/losses (+) due to the retirement of fixed assets items | -44 | -60 |
| Increase (-)/decrease (+) in trade receivables, other assets, and miscellaneous assets | 4,514 | -2,907 |
| Increase (+)/decrease (-) in payments received on account | -58,881 | 70,115 |
| Increase (+)/decrease (-) in short-term liabilities, other accruals, and in the adjusting item resulting from capital consolidation | -16,839 | 10,654 |
| Inflow of funds due to regular business operations | 18,080 | 121,020 |
| Inflows due to retirements of tangible and intangible assets | 538 | 191 |
| Inflows due to retirements of financial assets | 15 | 18 |
| Outflows for capital expenditure on intangible assets | -1,688 | -1,603 |
| Outflows for capital expenditure on tangible assets | -29,236 | -25,467 |
| Outflows for capital expenditure on financial assets | -289 | -323 |
| Currency-induced changes in fixed assets | 1,059 | 8,444 |
| Outflow of funds due to financial investments made as part of short-term cash management | -9,999 | 0 |
| Outflow of funds due to capital investment | -39,600 | -18,740 |
| Dividend payments to shareholders | -5,467 | -15,376 |
| Changes in minority interests | 477 | -1,003 |
| Changes in liabilities to banks | -5,133 | -20,758 |
| Changes in payables to shareholders | -1 | -18,017 |
| Changes in other long-term liabilities | -4,056 | -4,026 |
| Outflow of funds due to financing activities | -14,180 | -59,180 |
| Changes in cash and cash equivalents | -35,700 | 43,100 |
| Cash and cash equivalents at the beginning of the accounting period | 161,673 | 123,310 |
| Changes in liquid assets due to the scope of consolidation and currency translation | -307 | -4,737 |
| Cash and cash equivalents at the end of the accounting period | 125,666 | 161,673 |
| Outflow of funds (-) for taxes on business profits | -27,754 | -10,171 |
| Inflow of funds (+) from taxes on business profits | 115 | 262 |
| Outflow of funds (-) for interest | -6,508 | -7,279 |
| Inflow of funds (+) from interest | 524 | 553 |

Shareholdings

of Messe Düsseldorf GmbH

| Company | Percentage of capital held (%) | Equity at 31.12.2014 €'000 | Result in 2014 €'000 |
|---|--------------------------------------|----------------------------------|----------------------------|
| Messe Düsseldorf North America Inc., Chicago/USA | 100.00 | 4,168 | 273 |
| Messe Düsseldorf Japan Ltd., Tokyo/Japan | 100.00 | 960 | 236 |
| 000 Messe Düsseldorf Moscow, Moscow/Russia | 100.00 | 602 | 577 |
| Messe Düsseldorf ASIA Pte. Ltd., Singapore | 100.00 | 2,144 | 790 |
| Messe Düsseldorf India Pvt. Ltd., New Delhi/India* | 100.00 | 656 | -23 |
| FIXXUS Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Rheinhalle Düsseldorf KG, Pullach i. Isartal | 94.00 | 22 | -2 |
| Igedo Company GmbH & Co. KG, Düsseldorf | 94.37 | 7,467 | 341 |
| Messe Düsseldorf China Ltd., Hong Kong | 100.00 | 15,077 | 3,524 |
| Messe Düsseldorf (Shanghai) Co., Ltd., Shanghai/China | 100.00 indirectly | 4,529 | 1,443 |
| Veletrhy Brno a. s., Brno/Czech Republic | 61.00 | 54,650 | 1,001 |
| Messturm Düsseldorf Verwaltungsgesellschaft mbH, Düsseldorf | 50.00 | 3,740 | 622 |
| Düsseldorf Congress Sport & Event GmbH, Düsseldorf | 50.00 | 1,644 | 172 |
| Brno INN a. s., Brno / Czech Republic | 74.17 indirectly | 8,602 | 146 |
| German Exposition Corporation International GmbH, Berlin | 33.33 | 50,060 | 12,373 |
| Düsseldorf Marketing & Tourismus GmbH, Düsseldorf** | 5.4 | 1,835 | 191 |

* Closing date 31.3.2014 ** Closing date 31.12.2013

Dialogue

You would like detailed information?

You still have a few questions?

You would like further information on the Messe Düsseldorf Group?

Or on specific topics?

Kindly contact > www.messe-duesseldorf.de/messe/service-12.php

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