



**Royal
HaskoningDHV**
Enhancing Society Together

Annual Report 2013



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Foreword

Dear Reader,



I am pleased to present our Annual Report for 2013. This year we publish a comprehensive report that provides you with an overview of our activities across the globe and gives you an insight into our aims and ambitions for the future.

We achieved a revenue of €667 million in 2013 (2012: €702 million), a decline of 1.1% after correction of currency exchange rates.

Operating earnings (recurring EBITA) increased by 67% to €16 million compared to €10 million in 2012. The year ended with a net loss of €3.4 million.

As the year progressed it became evident that the European markets continued to suffer under the prolonged economic climate. Our international markets however were flourishing and we were successful in Africa, Asia, the Middle East and South America.

Our priority now is to implement our strategy; to achieve leading positions, excel in our work and build the best team of people who share our values – brightness, integrity, team spirit and excellence.

This strategy is our starting point for creating innovative and sustainable solutions for our clients. Solutions that make a difference to people's lives and the environment. To channel our abilities we are focussing on the four global issues we see today that have an impact on society: the urban challenge, transport challenge, water challenge and industry challenge. As you read this report you will find many examples where our work in these areas is already making a difference.

We hope you enjoy reading our report.

Erik Oostwegel

Chairman of the Executive Board



The World of Royal HaskoningDHV

38

Sustainable sea defence
Littlehaven, UK



40

Sustainable road
Leeuwarden, The Netherlands



32

Flood protection
Canal del Dique, Colombia



30

Implementation of wastewater technology UK and Brazil



36

Hvidovre hospital
Hvidovre,
Denmark



34

Integrated agricultural logistic centre Russian Federation



24

New terminal international airport Taoyuan, Taiwan



28

Sharq Crossing immersed tunnel
Doha, Qatar



42

Trans Adriatic Pipeline Greece, Albania, Italy



26

Large port extension Jakarta, Indonesia

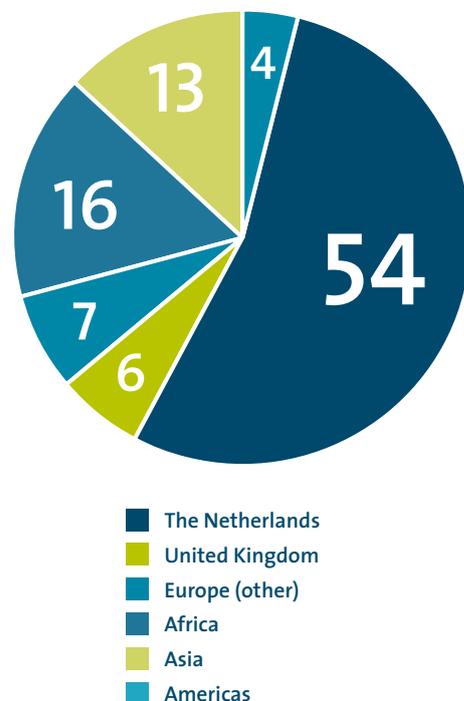


Key Figures 2013

KEY FINANCIAL FIGURES (€MILLION, PERCENT OR EMPLOYEES)

	2013	2012
TURNOVER		
Net turnover	651.4	704.0
Revenue	667.2	701.5
Added value	508.3	531.2
RESULTS		
EBITA recurring	16.2	9.7
EBITA	6.1	(12.4)
Net result	(3.4)	(19.9)
Return on average shareholders' equity (%)	(3.1)	(15.3)
EBITA margin, recurring (%)	2.4	1.4
BALANCE SHEET		
Total assets	284.8	337.2
Shareholders' equity	103.6	110.1
Group equity	104.3	114.5
Group equity as percentage of total assets (%)	36.6	34.0
FINANCIAL POSITION		
Net working capital	25.3	33.2
Free cash flow	(20.2)	(18.3)
WORKFORCE		
Number of staff (headcount per ultimo)	6,398	6,905

TURNOVER BY REGION (PERCENT)



DEFINITIONS

Net turnover	Amounts invoiced to clients (excluding VAT)
Revenue	Net turnover adjusted for change in work in progress
Added value	Revenue less cost of work subcontracted and other external charges
EBITA recurring	EBITA excluding non-operational items
EBITA margin	EBITA / Revenue
Earnings per share	Net result / Number of ordinary shares issued
Net working capital	Current assets less current liabilities (excluding cash and cash equivalents less amounts owed to credit institutions)
Free cash flow	Cash flow from operating and investing activities

The 2011 figures are combined for both companies previous to the merger in 2012.

667

€million, revenue

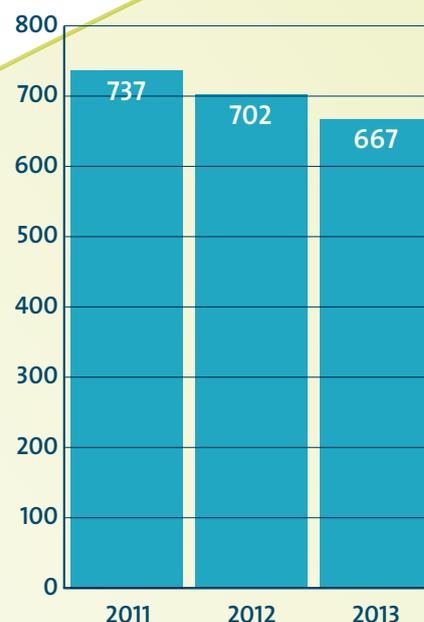
6,700

Average workforce

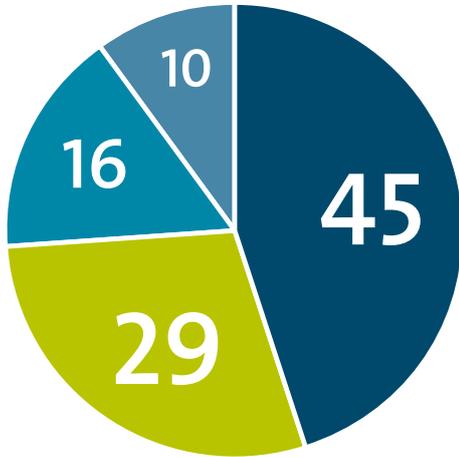
104

€million, shareholders' equity

REVENUE (€MILLION)



TURNOVER BY CLIENT GROUP (PERCENT)



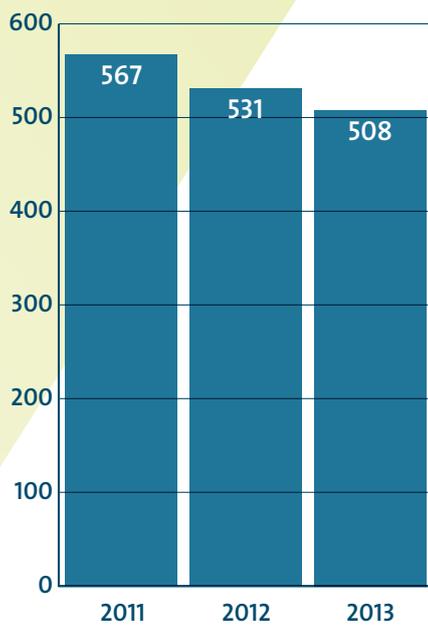
- Government & Society
- Infrastructure & Utilities
- Industry & Business
- Intermediates

TURNOVER BY MARKET GROUP (PERCENT)

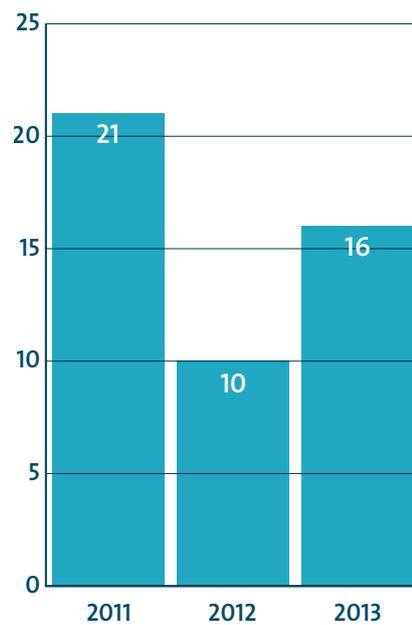


- Aviation
- Buildings
- Industry, Energy & Mining
- Infrastructure
- Maritime & Waterways
- Planning & Strategy
- Rivers, Deltas & Coasts
- Transport & Asset Management
- Water Technology

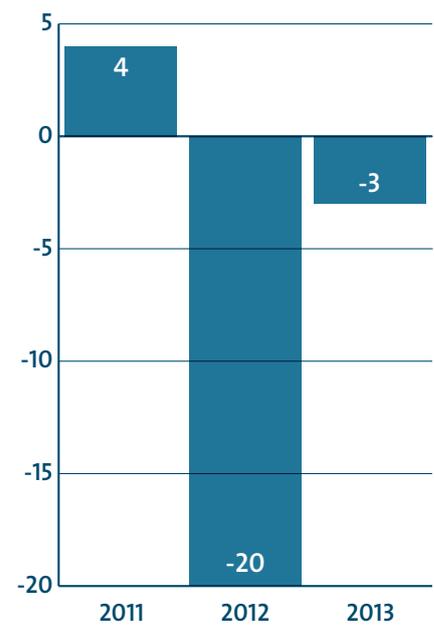
ADDED VALUE (€MILLION)



EBITA RECURRING (€MILLION)



NET RESULT (€MILLION)



Company Profile

Royal HaskoningDHV is a leading independent, international engineering consultancy service provider with roots established in the Netherlands, the United Kingdom and South Africa. We specialise in asset management, aviation, buildings, energy, industry, infrastructure, maritime, mining, strategy, transport, urban and rural planning, water management and water technology.

We focus on delivering added value for our clients while at the same time addressing the challenges that societies worldwide are facing. These include the growing world population and the consequences this has on our towns and cities; on the demand for clean drinking water and water management; on traffic, transport and resource management.

By showing leadership in sustainable development and innovation, together with our clients, we are working to become part of the solution to a more sustainable society now and into the future.

OUR MISSION

Our mission outlines what in essence we do and who we are. We are a people to people company. In partnership with our clients, we create solutions for the sustainable interaction between people and their environment.

OUR VISION

Our vision is to be a strong, global, independent engineering consultancy – sustainable and leading in our markets. Together we create an inspiring environment that we can be proud of and that others will want to join.



OUR VALUES

Key to our existence as a company is our set of values. These values, in essence, form the basis of who we are and what we want to be. The following four words, known by the acronym **Br I T E** explain these values:

Brightness

We keep an open mind to ideas that lead to the best solutions for our clients. We innovate and are eager to lead by inspiration.

Integrity

We care about our clients, our staff and society as a whole. We create integrated and pragmatic solutions for sustainable interaction with a high respect for people and the environment. We have zero tolerance for non-compliance with our integrity code.

Team spirit

Our way of working is pro-active, open and inclusive.

Excellence

We deliver on our promises and strive to continuously improve the added value of our services.

By explicitly stating our ambitions as a company in terms of our Vision, Mission and Values, we make it clear who we are and what our stakeholders (clients, staff, shareholders and others) can expect of us: that we are BrI TE! This goes hand in hand with our promise, "Enhancing Society Together".

Our story – Enhancing Society Together

Royal HaskoningDHV, with its proud heritage of bringing leading expertise and innovation to the market, is deeply committed to business integrity and sustainable development.

With 6,500 consultants and engineers across the world, Royal HaskoningDHV advises and develops systems and solutions to enhance society, for the needs and challenges of the world, today and in the future.

We would like to share our story with you, and tell you about what drives our desire to be part of the solution for a more sustainable society. The world is changing, bringing both challenges and opportunities, and we must change with it so we can contribute to the future for ourselves and our children.

Our story is about the way our environment is evolving – it is not 'set in stone' and never can be, but will change in many different ways. And what matters is our passion to contribute to positive developments in this changing environment, in cities, transport, water and industry and how we – and you – see our role in creating a more sustainable environment.



Market sectors



AVIATION

Increased air traffic and larger aircrafts are driving the creation of new airports, as well as upgrades and expansion of existing sites. Environmental impact remains a key issue, particularly where airports are situated near to cities. For upgrades and improvements, safety and expediency are critical to minimise disruption to existing operations. Involved in the design, upgrade and project management of many of the world's best-known airports, Royal HaskoningDHV is experienced in the practicalities of the aviation sector, and maintains a reputation for developing innovative solutions. Sustainable operations and minimising environmental impact feature prominently, as well as a commitment to building in flexibility to respond to future needs.



BUILDINGS

New buildings can and are incorporating the best of recent innovations and the benefits are quantifiable. But what of our existing stock? Updating, re-engineering or rescuing existing buildings present different challenges and require smart ways of thinking to realise the opportunities in sustainable ways.

At Royal HaskoningDHV, we value our built heritage and have proved highly successful in breathing new life into old buildings. At the same time, our work at the forefront of innovation in new-build technology enables us to introduce sustainable and future-proof features across all our projects.



ENERGY

Excessive consumption of fossil fuels is contributing to global warming and air pollution: the challenge therefore is to move to low-carbon and renewable means of production while ensuring existing and future demands are met. Costs need to be contained, output assured, and risks managed. Our engineers are ahead of the curve, providing solutions to meet the long-term interests of our clients and the societies in which they operate, whilst accommodating the related social, environmental, cultural and economic necessities.



INDUSTRY

Energy use, water availability, transport infrastructure, waste generation, working environment and more can be engineered to optimise productivity and reduce operational costs. The growing expectation among consumers with regard to corporate responsibility provides additional impetus to organisations to ensure transparency, safety and sustainability of their operations.



INFRASTRUCTURE

Well-functioning infrastructure helps societies to thrive and individuals to prosper. Get the infrastructure right and the benefits extend far beyond the actual functionality. Increasingly, it is not just effective systems that are required. Whether it is in modernising historic structures, creating new systems to cope with growing populations, addressing challenges posed by megacities, or tackling basic infrastructure needs which are still not being met in many parts of the world, sustainability is becoming critical.



MINING



Demand for mined resources is increasing as the world population escalates, consumption climbs, and cities expand. We assist the mining community to continuously improve through innovative thinking and

sustainable strategies. Our engineers identify new methods to extract raw materials with reduced impact on the environment. We advise on new technologies that increase productivity and safety, improving economics of production and working conditions.

RURAL AREAS



Rural areas are under pressure as never before, from urban sprawl, requirement for resources, degradation, pollution and more. We neglect them at our peril.

Our quality of life is inextricably entwined with the quality of rural areas. They help to keep our societies alive and functioning, providing food, water and clean air. We enjoy them for recreation, use them to protect us from flooding and harness them to generate energy.

Understanding these complex interactions, managing the resources and improving ecologies underpin successful rural engineering. In so doing, the quality of all our lives is enhanced.

URBAN AREAS



The unprecedented growth of cities and the birth of megacities demand new approaches, new thinking and new technologies to create socially, environmentally and economically sustainable urban spaces.

Constraints and barriers remain but there is a growing awareness of how to re-engineer our cities and urban infrastructure more effectively to facilitate systems change.

WATER



Channelling water where it is needed, supplying safe water to people and to industry and treating wastewater all require state-of-the-art technology and sustainable strategies. Water has to be managed so that in times of

scarcity the impact on our lives is minimised and, in times of flood, the threat to life and property is reduced.

As the technology and know-how becomes increasingly available, it requires vision and ambition to improve the management of the whole water cycle, from capture and storage, through abstraction and treatment, to flood risk management and coastal protection.

MARITIME



Providing vital pathways for the effective operation of world trade as well as accommodating offshore installations, the maritime industry plays an important role in economic success and, increasingly, contributes

to sustainable energy solutions. The drive to improve performance, energy efficiency, environmental standards and safety are ever present within the sector. Constraints over costs and timings add to the challenge.

To innovate, succeed and push forward boundaries in such an environment requires expert knowledge of marine structures and conditions, a genuinely multi-disciplinary approach, and smarter ways of thinking.

Report of the Supervisory Board

RECOMMENDATION TO THE ANNUAL GENERAL MEETING

We have the pleasure in presenting the 2013 Royal HaskoningDHV Annual Report. The annual accounts were prepared by the Executive Board, audited by the external accountant PwC and signed following discussions with the Executive Board. Given the result of 2013, we support the proposal of the Executive Board not to pay a dividend. We recommend that the annual accounts for 2013 be adopted and we call on you to discharge the Executive Board from liability for its management and the Supervisory Board for its supervision during the 2013 financial year.

MERGER

After Royal Haskoning and DHV had operationally merged in the middle of 2012, the legal merger was a fact as per the beginning of 2013. The Supervisory Board continued its focus to achieve a joint culture, while safeguarding the valuable history both partners have and reflecting the principle of a merger of equals. Impressive steps have been taken in this field.

SUPERVISORY BOARD

The Supervisory Board convened six times during 2013. The average attendance of the members of the Supervisory Board was close to 100%. Frequent meetings between the Supervisory Board and the Executive Board took place. Members of the Supervisory Board participated in meetings with both the Shareholder Foundation and the Works Council. The development of the financial results received regular attention. During the Supervisory Board meetings the progress of the merger process was discussed. The Supervisory Board has seen a positive development in the quality of the organisation and the systems and procedures that are in place, thus improving

both risk and financial awareness throughout the company. Due to the continued economic crisis in 2013, certain hard measures had to be taken to bring the organisation in line with clients' demand. This resulted, amongst others, in staff reductions. The Supervisory Board understands the impact on all concerned, but is convinced the process has been carried out with utmost care and taking the Works Council's advice into account.

Other main items on the agenda included: operational excellence, corporate responsibility, claims and risks, investments and divestments, remuneration philosophy and compliance. In particular, considerable attention was paid to the urgent need to bring the overhead costs to a competitive level. Substantial cost reductions were required at all levels across the company. This resulted in the adoption and implementation of a firm and long-term restructuring programme, to achieve the required cost reductions.

OUTLOOK 2014

The Supervisory Board is positive about the outlook for 2014. This does not mean that nothing will change. Continuous review, reshaping, alignment and focus on the internal processes and costs at all levels of the company remain crucial to a healthy development of the company. In addition, the Supervisory Board will pay attention to financial management and risk control. Special attention will be given to the development and implementation of corporate responsibility, integrity and compliance as well as to the second layers of management in the organisation. Implementation of a set of baseline expectations will support the transfer from a 'company of professionals' to a 'professional company'.

From left to right: Sybilla Dekker, Hessel Lindenberg, Klaas de Vries, Joop van Oosten,

Arthur van der Poel, Jan Bout, Wim van Vonno, Marry de Gaay Fortman.



AUDIT COMMITTEE MEETINGS

The Audit Committee of Royal HaskoningDHV is composed of Mr. Lindenbergh as Chairman, Mr. Bout and Mr. Van der Poel. The Committee met on four occasions. Topics on the agenda were the annual accounts, the external auditor's report and finalisation of the budget. In addition, the auditor's Audit Plan, refinancing, compliance with bank covenants, tax planning, pensions, the financial impact of divestments and management information were discussed. The quarterly results and internal controls were on the agenda for all meetings.

REMUNERATION AND APPOINTMENT COMMITTEE

The Remuneration and Appointment Committee convened twice. Members are Mr. Van Vonno (Chairman), Mr. Van Oosten and Mr. De Vries. The Committee prepared a plan to harmonise the terms of employment of the members of the Executive Board.

PROFILE AND COMPOSITION OF THE SUPERVISORY BOARD

The Board is properly constituted and its members possess the desired competencies in accordance with the profile of the Board. All members are 'independent' as provided in best practice provision III.2.2 of the Dutch Corporate Governance Code. One of the members is a financial expert as provided in best practice provision III.3.2 of the Code. The current Board consists of eight members. A reappointment and resignation scheme is agreed for the coming years. For background information about the Board we refer to our website.

As per the resignation scheme, the terms of Ms. De Gaay Fortman and Mr. Van Vonno end in March 2014. Mr. Van der Poel has decided to voluntarily resign as member of the Supervisory Board. All have served many years on the Supervisory Board and its predecessors and the Supervisory Board thanks them for their invaluable contributions during all these years.

In line with earlier decisions, the Supervisory Board will consist of five members as from March 2014.

EXECUTIVE BOARD

As per 1 April 2013 Mr. Heemskerk left the company. In December 2013 Mr. Van Ee stepped down as Chairman of the Executive Board. The Supervisory Board thanks both for the enormous amount of work, efforts and dedication to make the merger succeed and wishes them every success in the future.

Mr. Oostwegel was appointed as Chairman of the Executive Board as per 1 December 2013. It was decided that the Executive Board will consist of four members.

DIVERSITY

The Supervisory Board has a diverse composition in terms of experience, gender and age, and consists of two women and six men. The Supervisory Board is of the opinion that the present composition reflects a broad selection of society, industry and markets. From 1 January 2014 the Executive Board will consist of

four members: one woman and three men of whom three are of Dutch and one is of British nationality. Diversity and gender will also in the future be important drivers in the selection process for new members of the Supervisory Board as well as the Executive Board and in other teams of the organisation.

CORPORATE GOVERNANCE

The Royal HaskoningDHV Corporate Governance Report and further information concerning the remuneration policy, the Code of Conduct, the SpeakUp Line and regulations for the Executive Board, Supervisory Board, Audit Committee and Nomination and Remuneration Committee can be found on our website. The remuneration of the Supervisory Board and the Executive Board is reported in the Financial Statements and is also available on our website.

WORKS COUNCILS

Various members of the Supervisory Board met several times with delegates of the Works Councils to discuss the general course of events of the company, in an open and constructive dialogue.

IN CLOSING

2013 has been a year in which we built our company in accordance with the design made during the merger process. The Supervisory Board has envisaged a widespread respect for the heritage, high level knowledge and experience within the company as we know it now.

The Supervisory Board should not and cannot be satisfied with the financial results of the year 2013. We are however of the opinion that the measures taken constitute a solid basis for improved results going forward. The Supervisory Board sees a strong and healthy Royal HaskoningDHV which is ready for the future.

The Supervisory Board wants to thank all staff for their commitment and loyalty and trusts that staff remain cost and risk aware and focused on business opportunities. The advancement of our company depends on an open and transparent way of working: both internally and towards our clients and other stakeholders, whereby the highest levels of integrity will at all times be applied.

Amersfoort, the Netherlands
13 March 2014

Supervisory Board

J.A.P. van Oosten (Chairman)
W. van Vonno (Vice Chairman)
J. Bout
S.M. Dekker

M.T.H. de Gaay Fortman
J.H.M. Lindenbergh
A.P.M. van der Poel
K.G. de Vries

Report of the Executive Board

FINANCIAL SUMMARY

Royal HaskoningDHV achieved a revenue of €667 million in 2013 (2012: €702 million), a decline of 4.9%. However revenue corrected for currency impact decreased by 1.1%. Operating earnings (recurring EBITA) increased by 67% to €16 million compared to €10 million in 2012. The year ended with a net loss of €3.4 million.

Challenging market conditions in Europe and the effect of exchange rates with the strong euro were the main cause of the decline in revenue. Currency effects impacted top-line by -3.8%. One-off gains and losses, including restructuring and integration costs, of total €10 million were included in the operating result. Our recurring EBITA margin rose to 2.4% compared with 1.4% in the previous year.

While it is disappointing to report a loss in any year, this financial result is a reflection of a company that had to bear further restructuring costs while operating in a shrinking European marketplace where price prevails.

A HEALTHY FINANCIAL POSITION AND INCREASING UTILISATION RATE

Despite the results, we ended the year with a healthy financial position, reduced overhead costs and an increasing utilisation rate. Our balance sheet remains solid in relation to our operational results, reflected by strong ratios: net debt/EBITDA ratio of 0.5 (2012: -0.2), interest coverage ratio of 8.9 (2012: 9.4) and equity ratio of 37% in 2013 (2012: 34%). The work we did to synergise our systems and processes reduced our corporate overhead. Our utilisation rate also rose due to a number of large project wins and a reduced organisational structure. The integration and restructuring of the company contributed to the free cash flow of -€20 million in 2013 (2012: -€18 million).

Now with most of the restructuring costs behind us, and a five year strategy that will see important opportunities in Africa, Asia and the Middle East, we can look forward to positive results in 2014.





Erik Oostwegel
Chairman of Executive Board
Member since 2009



Jaska de Bakker
CFO
Member since 2010



Piet Besselink
Member since 2006



Henry Rowe
Member since 2008

INTEGRATION AND RESTRUCTURING

After launching Royal HaskoningDHV in 2012, the legal merger of our company was completed on 1 January 2013. We needed to spend time integrating our organisation and we completed this in record time while operating our business as usual.

While we worked extremely hard to win and deliver work, we needed to bear the cost of further restructuring due to a lack of demand in our markets. This resulted in the decision to discontinue our Transport & Asset Management business line and restructure our Planning & Strategy business line. In addition, 2013 was also about rationalising the merged overhead structure resulting in substantial savings.

The global workforce at the start of the year was 6,905. During the year 860 people started with Royal HaskoningDHV and 1,230 employees left the company. In 2013 we had to adjust the workforce to market conditions, especially in Europe. Redundancies were made mainly in the Netherlands, Poland and the United Kingdom. The greatest impact was in the Netherlands, where 484 employees left Royal HaskoningDHV. These were tough decisions and we acknowledge this was a painful process for everyone involved. We ended the year with 6,398 employees.

MARKET CHALLENGE – INTERNATIONAL FOCUS

It was a challenging time for the construction industry and engineering world, particularly in Europe where the market continued to shrink. We faced increasing pressure to deliver good quality projects at the lowest possible price. Trading in such a market where costs are driven down challenges our company values and brand promise: to ensure the delivery of high quality sustainable solutions that enhance society and the environment.

Our aim to secure large international projects was successful. We won business in India, Indonesia, Mozambique, Qatar, Saudi Arabia, Thailand, Turkey, and Vietnam.

NEW OFFICES AND ACQUISITIONS

Reflecting our international success, we opened offices in São Paulo in Brazil and Yangon in Myanmar. In Brazil we are engaged in aviation, maritime and immersed tunnel projects. In Myanmar we are working on maritime and industrial assignments.

At the beginning of the year the acquisition of UK airport project management specialist IPM (Integrated Project Management) became official. IPM has operated in the UK since 1995. During this time it has delivered multi-million Euros worth of projects and has a strong reputation in the aviation market. In 2013, we won several major airport projects around the globe.

At the end of June we signed the Asset Purchase Agreement that signified the official integration of PT DBI (Dwira Bangun Indonesia), a building services consultancy in Jakarta. This acquisition will enable us to deliver a full engineering consultancy service in the Indonesia region.

BOARD MEMBERS

There were significant changes in the company's Executive Board in 2013. Frank Heemskerck left the company to join the World Bank as an Executive Director. At the end of the year Bertrand van Ee stepped down as Chairman having completed his role within the merger process and he has been succeeded by Erik Oostwegel.

Highlights of 2013



HYDROPOWER IN UGANDA

Royal HaskoningDHV designs mini-hydro power stations in Uganda.

ENGINEERING THE PORT OF ROTTERDAM

Framework engineering services contract signed for the Port of Rotterdam, including construction, management and maintenance of port infrastructure.



PRIZE

Royal HaskoningDHV, together with Ibelings Van Tilburg architects, won the Dutch Building Prize awarded by the public for The Karel Doorman in Rotterdam.

FEBRUARY



WIND FARMS

Royal HaskoningDHV is part of consortium that investigates 'plug socket' North Sea wind farms.

JANUARY



TUNNEL LINK

The first tunnel element of the Hong Kong-Zhuhai-Macau Link with a length of 180m has been successfully immersed by CCC, the Chinese contractor. Tunnel Engineering Consultants, a joint venture of Royal HaskoningDHV and Witteveen+Bos.

MAY



MARITIME JOINT VENTURE

Joint Venture with ATP Engenharia established in Brazil for maritime services.

APRIL

AWARDED...

Pippa Lawton won the CIWEM Young in the United Kingdom.



JUNE

...ELECTED

John Kraus elected structural engineer of the year in the Netherlands.



AWARDED...

Jasper de Wit, Controller of the Year 2013 in the Netherlands.





TRUSTED TRAVELLER PROGRAMS

InterVISTAS won a competition to deliver a vision for the future of trusted traveller programs for the Canada Border Services Agency.

SEPTEMBER



SECOND ASSIGNMENT FOR L'ORÉAL INDONESIA

A new Head Office and Training Centre in the Ciputra World Office Tower, Kuningan, Jakarta.

AUGUST



...AWARDED

Coco Smits wins the 2013 IEMA Graduate Award in the United Kingdom.

DECEMBER

JULY

INNOVATIVE AIR SCREEN TECHNOLOGY

Rijkswaterstaat, Deltares and Royal HaskoningDHV sign agreement to develop the innovation of the air screen technology at locks with a fresh-salt transition.



SELECTED...

United Nations Disaster Assessment and Coordination (UNDAC) selected Mathijs van Ledden as a member of their emergency response teams (after flood disasters worldwide).



OCTOBER

BEST TALL BUILDING

Royal HaskoningDHV was acoustic consultant. Beijing television skyscraper voted best tall building in Asia (also awarded best tall building worldwide).



NOVEMBER

LEVEL 2 BLACK ECONOMIC EMPOWERMENT

Royal HaskoningDHV achieves Level 2 Black Economic-Empowerment status in South Africa.



BEST INNOVATION

Foldable lock gate best innovation 'Waterbouwdag'.



Outlook 2014

While we need to continue to adapt our organisation in line with the economy and our markets, in 2014 we do not foresee significant changes in the organisational structure or workforce. We will however continue to focus on driving down costs and improving our financial performance. We will refinance our loan facility to fund our operations.

In order to deliver our brand promise we must ensure sustainable financial performance. Our longer term goal is to significantly improve the EBITA margin by 2018. To attain this we need to focus and make choices about our service delivery in terms of scope and geography. We currently achieve 67% of our revenue in Europe. It is expected that our revenue sources will increase outside Europe as we develop our international market opportunities.

We will also focus on becoming more effective and efficient in our operations. To do this we will improve project management and cost control while continuing to deliver guaranteed quality.

We will introduce a new Global Career Framework that will enable us to build further flexibility into international employability. This is aligned with our strategy to become a transnational organisation, where we will be able to mobilise people with the right skills and knowledge from all over the world, to wherever their skills and knowledge are needed.

With the merger and integration work behind us and a strong team of people across the world who are committed to our

success and the success of our clients, we are ready to start the next chapter of our journey.

We look forward to 2014 – and beyond – with great confidence.

VISION 2018

Adapting to a changing world is fundamental to survival. Through our mission to create sustainable ways for people to interact with their environment, we can respond to the challenges and opportunities these changes bring to create an enduring future for society, our planet and our organisation.

We are confident that the alignment of our activities in the different markets improve the circumstances people live and work in. We identified four global challenges where the work we do can contribute to reducing the impact on people and the environment. These global challenges relate to: megacities and strained cities (the Urban challenge); moving people and goods all around the world (the Transport challenge); protecting people when water threatens and making it available when scarce (the Water challenge); and the impact of industry on society and the environment (the Industry challenge).

Looking towards the coming years, we have created a vision that will see us evolve into a strong and inspiring market leading organisation; a company that is known and respected for its solid, innovative and sustainable solutions. It is our strength to look forward and base our decisions on our long-term vision in the best interest of the company.





We are a transnational independently owned, engineering consultancy that operates across borders, nationalities and cultures. By combining expertise worldwide we are able to deliver world-class solutions adapted to local conditions. Our people are diverse in their thinking and approach and are regarded for their shared BRITE values. A company where people are proud of the work they do and the company they work for. A community others will want to join – our community.

We have developed a plan of action that will take us there.

OUR STRATEGY FOR A STRONG SUSTAINABLE FUTURE

Looking ahead we are focusing on three areas of our business that will help us achieve sustainable financial performance: to achieve leading market positions with our clients and in geographical areas and markets where we are already doing well; to excel in what we do. Integrity is our watchword here and we will concentrate on helping our clients achieve their ambitions on schedule and to budget; to build the best team of people with the right skills and flexibility to deliver our services wherever in the world they are needed.

For further explanation on our strategy see our annual report website.

Amersfoort, the Netherlands
13 March 2014

Executive Board

- E. Oostwegel (Chairman)*
- J.M. de Bakker (CFO)*
- P. Besselink*
- H.J.D. Rowe*

*Executive Council (Executive Board and Business Line Directors).
From left to right: Piet Besselink, Nyami Mandindi, Erik Oostwegel,
Vic Prins, Eugene Grüter, Anton van der Sanden, Marije Hulshof,
Anke Mastenbroek, Simon Harries, Craig Huntbatch,
Naren Bhojaram, Jaska de Bakker, Henry Rowe.*



Corporate Responsibility

Defining innovative and sustainable solutions

During 2013, we demonstrated that innovation, collaboration and commitment to sustainability deliver results that make a real difference to society. Here are selected highlights from the year.

BRINGING SUSTAINABILITY TO LIFE

We have been at the forefront in creating viable alternatives to the linear economic model. Instead of 'make, use, dispose', the circular economy promotes 'use, reuse, recover and regenerate' to save resources, energy and waste.

EcoProFabrics is a major circular economy initiative developed for the textile industry through the European Commission's Eco Innovation programme. Used textiles are shredded and converted into new fabric which EcoProFabrics has launched for the workwear market. The project is a collaboration between the European Commission, Royal HaskoningDHV, Dutch aWEARness, EcoChain Technologies, Bukk Fashion, Backhausen and Van Schoot Pompcentrum.

Recover-E® is another of our pioneering initiatives. This one is a foundation established to enable the reuse, optimal recycling and recovery of valuable materials from electronic equipment. It gives organisations control over what happens to equipment after they have used it and allows them to make an essential contribution to the circular economy. The business benefits from the reuse and recovery value of their equipment while also helping to fund innovation in recycling and charity.

We have continued to develop our circular business model for the chemical industry, TaBaChem (Take Back Chemicals). The model aims for a zero-emissions industry where waste streams are reused and raw material use is optimised. It relies on trust and cooperation between the chemical supplier and the user, adding value for both as a result. Several Dutch partners in the chemical sector have joined to explore opportunities in their operations.

We embarked on an innovative circular economy project with Royal FrieslandCampina, one of the largest milk producers in the Netherlands. The company required a solution to the increased amounts of manure that would result from a major expansion of the business.

Already, we have introduced and delivered innovative solutions to challenges faced by our clients and by society. Major breakthroughs include the exponential increase in global installations of our biological waste water treatment solution Nereda®, (described on page 30). The technology won the Blue Tulip Award 2013 in the Energy and Chemicals category of the Accenture Innovation Awards.

Together with Delft University of Technology, STOWA and three water boards, we won the Water Innovation Award of 2013 for research into the recovery and reuse of alginate from granular sludge, using Nereda wastewater technology.

Another new award-winning innovation is the concept of the folding lock gates. The technology uses hinged folding panels which open across the lock into an arced curve shape designed to withstand enormous water pressure.

A completely different innovation creates a new life for flyovers, the cathodic protection of concrete girder heads to stop corrosion. The method is a cutting-edge technology that illustrates our conviction that new ways of thinking aligned with a commitment to sustainability delivers better results from every perspective.



We encourage our people to be creative and innovative via our Da Vinci Award competition. The solutions showcase clearly the benefits for people, planet and profit. Alongside large-scale solutions, we want to reach a position where we look at every single project to see how we can improve on traditional practices. In this way we can reach a better solution for our clients and for society.

SETTING THE EXAMPLE

Our work enables us to enhance society far beyond the boundaries of our organisation. At the same time, we are making sure that we are setting a positive example. We are actively trying to reduce our carbon footprint and aiming for best practice across health, safety, diversity and environmental measures.

We are also using our expertise to give back to local societies in which we operate, inspiring and motivating young people about sustainable development and the fascinating world of technology.

BETTER FOR EVERYONE

At its core, our corporate responsibility vision is about change – changing the way we think, changing the way we do things, changing outcomes. We have made impressive progress already. As the programme becomes more embedded and attitudes and behaviours align with the vision, we are expecting to multiply our impact. It is in everyone's best long-term interests.

A FOCUS ON LISTENING

The best solutions emerge from understanding. That is why one of the elements underpinning our corporate responsibility vision is stakeholder engagement. We want to talk more with our clients, with academics, with governments, with NGOs and with all the community groups and organisations who have an interest in our projects. It helps us to understand what the issues are and to integrate this understanding into creating better solutions.

DOING THE RIGHT THING

It is vital that our business principles are clear, transparent and uphold the highest ethical standards. There are circumstances where controversy is an inevitable part of our role as an independent expert at the forefront of new developments. We cannot avoid this, but we can be explicit about how we assess dilemmas and the decisions reached. Our approach to controversial projects was developed during 2013. It will continue, with a particular focus on raising staff awareness.

DIALOGUE OF ENLIGHTENMENT

Across our activities, we have demonstrated the success that can be achieved through engagement with partners from public and private spheres.

We have also placed emphasis on stakeholder communication, ensuring it is an integral feature of the way we operate. In 2013 we established a structure for feedback and dialogue with clients and stakeholders, and created unique events to promote the exchange of knowledge and understanding.

We invited 10 South African and 10 Dutch leaders to discuss sustainable urbanisation. The CEOs represented sectors including medical equipment, airports, energy, ports and human resources from each country.

They met at the Maboneng Precinct in Johannesburg, the first inner city rejuvenation project initiated by a private developer. Maboneng means 'place of light' and the event, entitled Mwangaza, means 'enlightenment' in Swahili. Hot debate ensued as delegates discussed the issues and their roles in providing solutions for the overwhelming problem of urbanisation. All agreed that the dialogue format was invaluable in encouraging constructive discussion on such a complex topic.



HELPING COMMUNITIES WITH SUSTAINABILITY

Traditionally, we compensated for our CO₂ emissions with CO₂ certificates. In 2013, we launched an alternative approach. We are placing the money which would have been used to buy CO₂ certificates into a Green Fund.

The Green Fund supports staff projects for CO₂ reduction in local communities. These will typically be small-scale projects, allowing the fund to stretch a long way in helping countries and communities in becoming more sustainable.

The concept of the Green Fund was developed by staff during 2013 and has launched with a small number of illustrative projects, like enabling families to cycle to school. It will be expanded internationally in 2014, and supports our corporate responsibility commitment of giving back to societies in which we operate.

BRINGING OUR RESPONSIBILITY TO THE NEXT LEVEL

We started in 2012 with a vision on corporate responsibility. During 2013, we made good progress in developing and implementing that vision. We are already seeing results. But we must be realistic. It takes time to reach all staff and convey the message globally.

Hence, the focus during 2014 is on continuing to embed and implement sustainability within all our activities, operations and projects. In summary, here are a few of our ambitions for the year ahead:

We have a reputation for our ability to bring diverse interest groups together and nurture agreement in pursuit of a commonly agreed vision. We will be extending and developing opportunities to listen and engage within our organisation and externally.

We rely on every single member of staff to take responsibility for upholding our integrity and business ethics. We will be providing support to staff across our organisation through communication and training.

We are focused on leading the way in developing sustainable solutions across four key challenges: urban, water, transport and industry. We will continue to develop solutions in partnership with public and private institutions. We will build on our portfolio demonstrating the added value of sustainable solutions.

We are committed to achieve targets to reduce CO₂ emissions from office, travel, and energy use. Furthermore, in 2014 within our organisation, we will be developing a pilot in circular procurement.

We will continue to encourage our people to share their skills and knowledge among the wider community, and particularly in schools and colleges. In addition, we will develop programmes with educational institutions in the areas where we work to promote technology and an understanding of sustainable development.

Already we have achieved a series of impressive breakthroughs and have implemented some highly innovative sustainable solutions. The challenges are significant but we remain committed to create the best possible result for every project we undertake. In this way, working with our people, our clients, our partners, and our societies, we can build on the progress made during 2013 in enhancing society together.

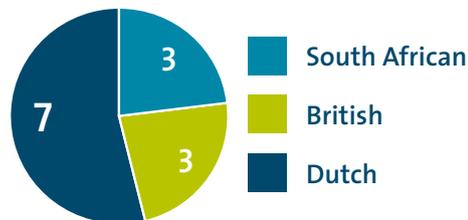
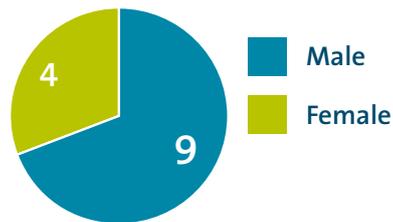


Key figures

The greatest benefit for people and their environment is achieved by Royal HaskoningDHV in its projects with clients. In all business decisions, we are striving for a finely tuned balance between respect for our staff or stakeholders, the world we live in and our profitability. Both in our own performance, as well as in our services, we strive to reduce our footprint. It involves all of our staff to improve our performance regarding Corporate Responsibility.

More information on Corporate Responsibility can be found on our website.

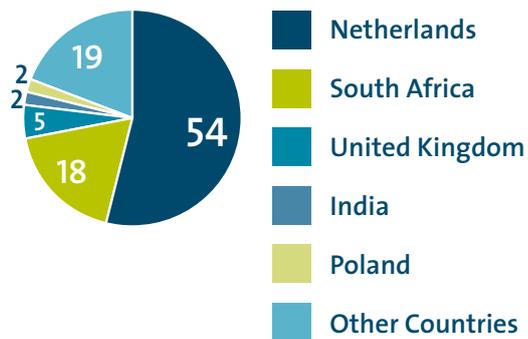
DIVERSITY WITHIN THE EXECUTIVE BOARD AND THE EXECUTIVE COUNCIL



CO₂ EMISSIONS BY RESOURCE (PERCENT)



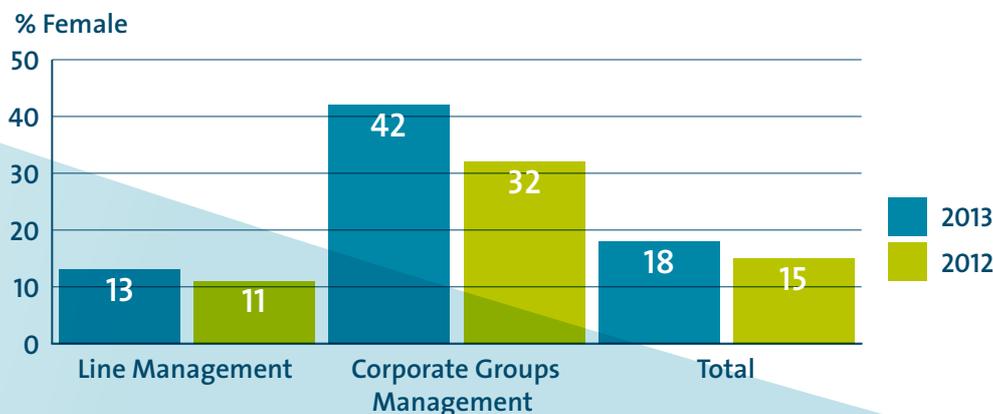
CO₂ EMISSIONS BY COUNTRY (PERCENT)



CO₂ FOOTPRINT (TONNES PER EMPLOYEE)



LINE MANAGEMENT COMPARISON



Aviation

Taiwan Taoyuan International Airport

Leading airport design at Taiwan's international airport

The development of Taiwan's Taoyuan region has initiated a dynamic, €1.25 billion, expansion scheme at the country's international airport that will enable it to service the region's growing appetite for air travel.

Taiwan Taoyuan International Airport currently handles 30 million passengers a year. The region is growing into a thriving industrial and residential hub, and passenger numbers are expected to rise to 60 million by 2030.

We operate as General Consultant for the Terminal Three Area project and provide Masterplanning services, in a joint venture with T.Y. Lin International and Parsons Brinckerhoff. This includes developing the baggage handling concept, air traffic forecast, commercial planning, and masterplans for aviation fuel and storm water drainage.

Our main challenge is to construct the new terminal site while the airport functions as usual, taking care to minimise impact on airport operations.

The project involves the design and construction of a third terminal which connects to the airport's Terminal 2. The area in between will be used to develop a ground transportation centre, car park and commercial real estate.

In addition the work comprises a taxiway relocation, road system expansion and apron area creation. The terminals will have stations served by the region's light rail system.

Howng-Jiung Fei, President, Taoyuan International Airport Corporation Ltd. said: *"The expansion of Taiwan Taoyuan International Airport will allow us to regain our position as a major aviation hub and become an even stronger driver for the national economy."*

"After the planned completion in 2021 the airport will combine Taiwan's rich cultural heritage with excellent passenger experience, operational efficiency, the sustainable use of energy sources and minimised waste. It will also open the doors to local development and economic stability in the region."





Maritime

Jakarta, Tanjung Priok, Indonesia

New North Kalibaru Container Terminal

Tanjung Priok is Indonesia's main port and is situated in Jakarta Bay. It handles the majority of Indonesia's exports and imports and is a lifeline for the majority of the country's many thousands of islands.

The port has become severely congested due to the increase in container traffic and lack of major port development over decades and therefore it is now undergoing one of the largest port extensions in the world.

We are supervising the construction of the first stage of the development – the new North Kalibaru 4.5 million TEUs Container Terminal. Once completed in 2018, the terminal will become an international hub for seaborne trade and it will strengthen Indonesia's logistics chain.

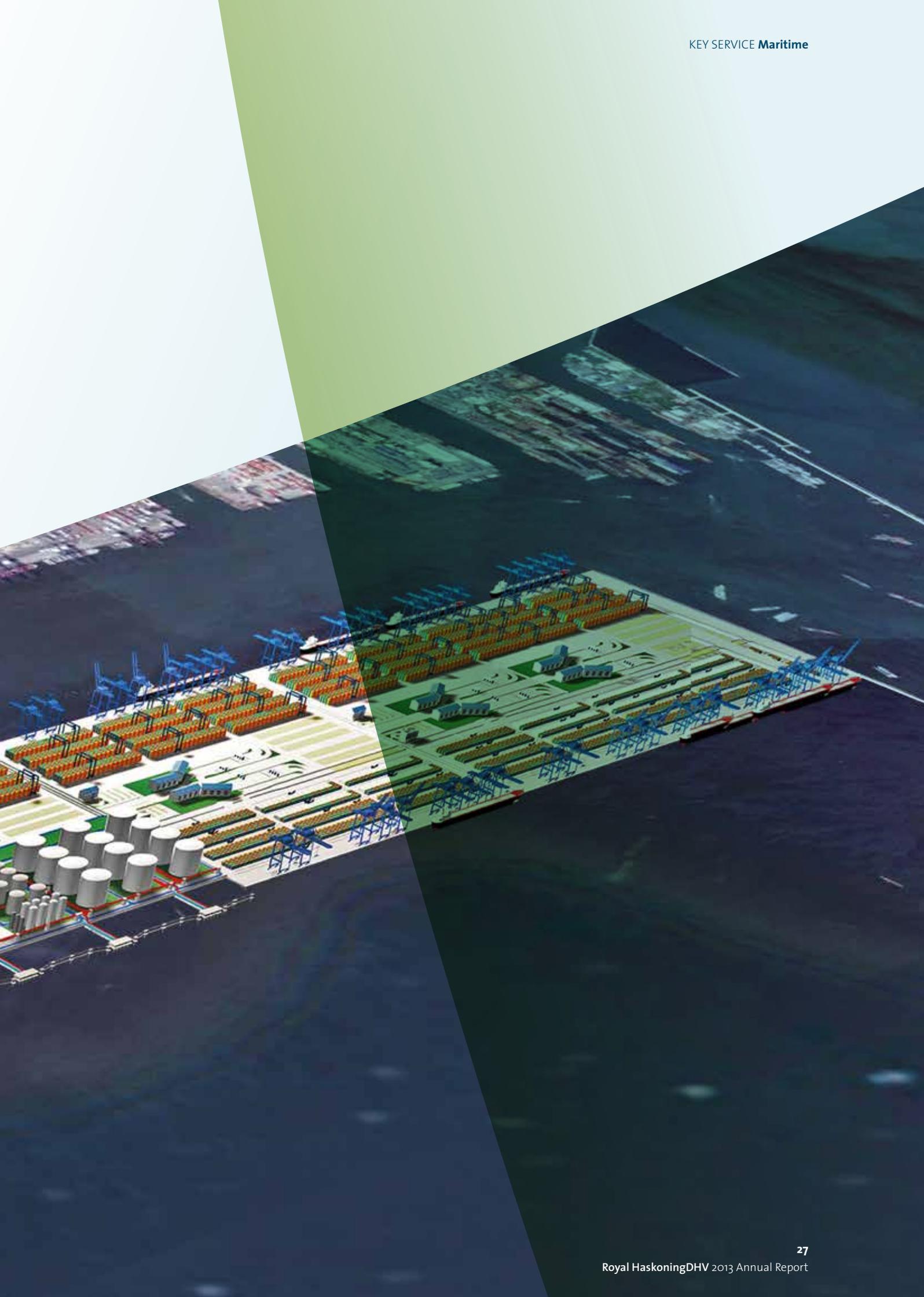
Royal HaskoningDHV was commissioned by Indonesian Port Corporation (IPC) to supervise the construction of the port, including land reclamation, retaining walls, an access bridge, the container yard and quay structures.

The port is being constructed on soft soils and an innovative approach has been taken to secure foundations. The entire first terminal and container yard is being constructed on a concrete deck supported by foundation piles. Seawater and cooling

water intake will be protected from contamination (caused by dredging) by using silt curtains and reusing dredged material for landfill.

At the height of construction we have mobilised a team of more than 40 engineering professionals with a wide range of multidisciplinary skills on site to supervise works and resolve any issues. One of the reasons we have been selected to perform the supervision work, is because our teams have the right set of skills, there is a very strong local presence in Indonesia and we have the flexibility to mobilise people quickly, as and when needed.





Immersed Tunnels

First Middle East immersed tunnel part of Sharq Crossing – Doha

Qatar's capital city Doha is home to nearly two million people. Doha's population is rising along with the growing number of tourists to the city, who come to attend some of the world's most popular sporting events.

Transport is a top priority and Qatar's Greater Doha traffic masterplan provides a solution for future transport needs.

Sharq Crossing, an ambitious bridge and tunnel system, is a strategic element of this plan. The crossing will span Doha Bay, linking the new Hamad International Airport and the capital's business and leisure districts. It is expected to solve the city's congestion issues when it is completed in 2020.

TEC, the permanent joint venture between Royal HaskoningDHV and Witteveen+Bos, is validating the conceptual tunnel design on behalf of Santiago Calatrava, architect of the Sharq Crossing. The Sharq Crossing is one of the most



iconic and prestigious bridge-tunnel connections we have been commissioned to work on to date, and the first ever immersed tunnel project in the Middle East region.

We are designing two immersed tunnels and three cut-and-cover tunnels that will connect the bridges to the mainland. The assignment further includes design of bridge foundations, roads, utilities, safety, mechanical, electrical and plumbing systems, and planning.

Santiago Calatrava said: *"Sharq Crossing will be a new icon for Qatar's capital, improving transport for Doha citizens and tourists. It will help receive all visitors to the FIFA World Cup events."*



Water Treatment

New technology revolutionises wastewater treatment

A revolution is taking place in wastewater treatment with the introduction of our ground-breaking Nereda® technology. Nereda® provides a sustainable approach to sanitation, bringing financial, health and environmental benefits.

Nereda® is an innovative and advanced biological wastewater treatment technology. It requires a quarter of the space of traditional installations, uses 40% less energy in operation and provides higher quality purification.

The technology resulted from an innovative 20-year research and development partnership between Royal HaskoningDHV, the Delft University of Technology, the Dutch Foundation for Applied Water Research (STOWA) and several Dutch Water Boards.

Plants are already in operation or under construction in the Netherlands, Portugal and South Africa, and further projects anticipated in Australia, South America and Europe. Brazilian Water Company Odebrecht Ambiental has plans to build at least 10 Nereda installations before 2018. In the UK, Imtech Process Ltd expects to build up to eight installations over the coming years.

“The international expansion of this inspiring innovation is under way,” said Royal HaskoningDHV’s Global Director for Water Products and Innovation, Mr. Noppeney. *“The compelling advantages of Nereda in terms of cost, sustainability and performance place it in the running to become the next global standard for wastewater treatment.”*

Royal HaskoningDHV consultant Ronald Niermans (left) and Giancarlo Marcus Ronconi (right) from Odebrecht Ambiental Brazil

AWARD-WINNING INNOVATION

Nereda and its developers have won a succession of prestigious awards, nationally and internationally. In 2013, it received the aspired Blue Tulip in the Energy & Chemicals category of the Accenture Innovation Awards.

This was followed by the Dutch Water Innovation Award for an exciting new enhanced benefit arising out of the Nereda process – the recovery and reuse of alginate. This is a valuable raw material with many industry applications, from medicine to agriculture. This new process will be available very soon, providing further environmental and economic benefit to society.





Flood Protection

Innovative flood control solution safeguards Colombia

Flood control projects in Colombia have become a necessity since the increase of disasters such as the La Niña floods in 2010 that killed over 174 people and left thousands homeless.

The most significant of these is the restructuring of the 120 km Canal del Dique, which connects the Magdalena River with Cartagena, Colombia's major Caribbean port, and provides a vital national trade route.

The project was assigned to Royal HaskoningDHV by Fondo Adaptación Colombia, the government body responsible for the construction and restoration of infrastructure affected by the 2010 floods.

Working with Colombian engineering firm Gómez Cajiao and Dutch knowledge institute Deltares, we are leading the studies and re-design of the canal including restructuring of dykes, new locks and marsh improvements.

The project will, for the first time in Colombia's history, provide a joint water resource and flood control solution. It will protect both people and the environment while securing the navigation route that is vital to the local economy.

On completion in 2017 the canal will vastly improve sustainability in the region by providing a constant supply of fresh water for domestic use, agriculture and fisheries. In addition it will enhance natural processes, ecological networks and biodiversity.

Speaking about the importance of the project, Carmen Arévalo Correa, Director General of Fondo Adaptación Colombia, said: *"This is a very important step towards the restoration of the Canal del Dique System and its surrounding environment. In addition to protecting the people living along the Canal del Dique, the work will safeguard the natural environment and benefit the economy of the Country by boosting trade at its ports."*





Light Industry

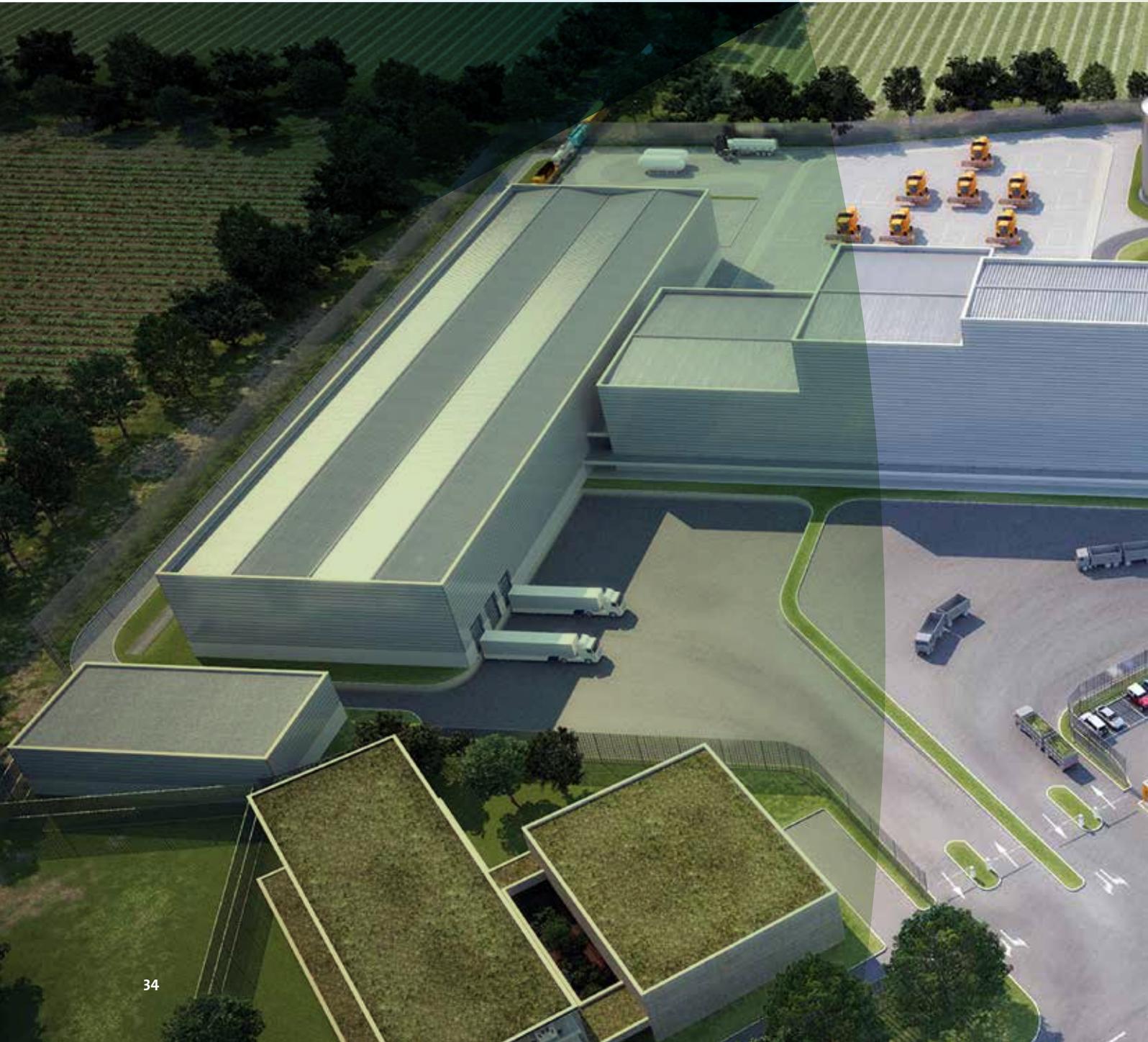
Advanced agricultural logistics in the Russian Federation

Agricultural development is considered a top state priority in the Russian Federation. The government has initiated a number of programmes to lead the technical upgrade of agricultural facilities as well as implementation of innovative agricultural processes. Ensuring that the companies and organisations operating in the sector have access to process 'know-how' is critical to the success of these programmes.

Agrico is one of Russia's largest agricultural organisations and cultivates around 100,000 hectares of agricultural land in the south of the country. The Republic of Dagestan is known for its favourable agricultural climate. Agrico develops a total area of more than 150 hectares.

We are assisting Agrico with the design of a greenfield agricultural complex which includes three facilities; a meat processing and canning complex, a fruit and vegetable storage and canning facility, and a rice processing plant.

Royal HaskoningDHV is applying the best engineering and management practices for this project. We have completed conceptual designs on all three facilities and have carried out selection and tendering for process equipment. Our independent position means that we can select the most cost-efficient process equipment which adds value for Agrico.



Our international team is now working on the basic design for the project. The design will include process engineering in line with Russian Federation regulations and will take into account local geophysical conditions such as seismic hazards.

The project is expected to enhance living standards across the region bringing both employment and economic opportunities to the Republic of Dagestan.

Director of LLC "Agrico", Vladimir Bovin noted: *"Implementing the latest agricultural technologies to international standards is important to us. Working with Royal HaskoningDHV, during the design phase means that we will have a state-of-the-art solution, tailored to Russia's needs."*



Urban Challenge

Half of humanity today – 3.5 billion people – lives in cities. This is predicted to rise to 60% by 2030, and the familiar challenges of congestion, shortages of adequate housing and health and safety issues will grow accordingly. Cities in developing countries often even lack the most basic services – 828 million people live in slums today and their numbers are increasing.

This issue is becoming more urgent as 95% of urban expansion in the next decades will take place in the developing world. Water management and flood protection are key concerns, especially for vulnerable delta cities, and 80% of the world's megacities are predicted to be located in river deltas within the next few years, possibly as soon as 2015.

Future proofing Hvidovre Hospital

Innovative engineering design and planning is one of the ways we can help ease the pressure on urban areas and improve economic, social and environmental values.

The 30,000 m² extension of Hvidovre Hospital in Copenhagen is part of Denmark's extensive programme to centralise its hospitals. When the hospital completes in 2020 it will provide the city with a new emergency ward, paediatric ward, obstetrics and cardiology departments.

We are delivering structural design and building services working as part of a wider design and architectural team. The extension is being designed using future proof building concepts which is where our knowledge plays a key role.

The main structure has four connected squares that will make it easy to adapt the building according to changes in growth and demand. Each square has its own spatial variation, including green outdoor areas and has a decentralised technical system like heating and cooling which benefits patients and staff.

Denmark's strict building regulations call for daylight in all rooms and spaces. The challenge is to meet regulations on one hand and on the other hand control the internal climate during the seasons in an energy efficient way. As a solution each square has its own atrium which channels natural light and the frontage is made mainly of glass designed to conserve energy. To keep the interior cool in warmer months, vertical blinds provide protection from the sun.

During the next two years we will prepare the detailed design. We expect to hand over plans in 2016. Completion is expected in 2020.

Royal HaskoningDHV is among others also involved in the design of Denmark's Aalborg University Hospital, and Honliv Hospital in China.

Eduard Boonstra, Director Business Development Health Care: *"A hospital that offers patients a comfortable space to recover and provides staff with a flexible, bright environment, is vital for the smooth day to day running of a large city hospital. To be able to adapt the hospital to anticipated growth or changes in demand is a great advancement in the way we deliver healthcare today and in the future."*



GLOBAL SERVICE PHILIPS

We have had a long and rewarding partnership with Philips for over 60 years. We are now using our vast global office network and multidisciplinary expertise to deliver project management services to its real estate locations worldwide. Our contribution will help Philips to improve standards in its offices and manufacturing facilities, and achieve its challenging objectives.



Contract signing. F.l.t.r.: Peter Warmerdam (Group Executive Vice-President Philips Electronics), Jos van de Loo (Director Business Development Royal HaskoningDHV), Eugene Grüter (Buildings Director Royal HaskoningDHV), Kees van der Linden (Global Head of Transactions and Project Delivery Real Estate Philips)

THE RIJKSMUSEUM AMSTERDAM

Our innovative techniques and technology have helped to bring Amsterdam's the Rijksmuseum into the 21st century. Energy efficient lighting and climate control have created a sustainable building and an excellent environment for precious works of art. The renovation of this world famous art museum won the Abe Bonnema Architect Prize 2013.



REGIONAL ECONOMIC MASTERPLAN FOR MUSANDAM

Stimulating sustainable economic development is the aim of the Masterplan for Musandam, the most northern Governate of Oman. We were selected to assess the future potential of the regional economy to create jobs in tourism, trade, fishery and production of building material. Engaging with local population and protecting the natural environment are key to this plan.



CHALLENGING ENGINEERING FOR FLORIDA CAMPUS SOUTH AFRICA

We carried out the multi disciplinary engineering of the campus service installations while the building had to remain operational. We used Virtual Design & Construction, an advanced design concept, to cope with the complex civil, structural, mechanical, electrical and electronic components of the work. Special attention was paid to energy conservation in the design of the services.



Water Challenge

Water is the source of all life, but water supply is a challenge in many parts of the world. Only 2.5% of the earth's approximate water volume is fresh water and only 1% of this can be used for drinking, hygiene, agriculture and industry. Water usage has been growing fast, at more than twice the rate of population increase in the last century. Much of it

is used for food production, with one person 'consuming' 2,000-5,000 litres of water every day. Predicted population growth is from 7 billion today to 9 billion in 2050, requiring 60% more food and therefore a 19% increase in agricultural water consumption.

Littlehaven Sea Wall and Promenade leading innovation in sustainable sea defence

Coastal flooding is a major issue for many seaside communities in the United Kingdom. Our approach to managing this risk was tested during surge events at Littlehaven on the North East coast of England during December 2013 and proved to be effective, whilst many other areas of the UK suffered extensive coastal flooding.

Working with South Tyneside Council since 2009, we appraised and designed a solution and through 2013 we supervised the construction of the new sea wall and promenade for the seaside resort of Littlehaven. The existing sea wall was suffering from structural damage and foreshore lowering caused by regular wave overtopping and frequent coastal flooding.

The new sea wall has been constructed along an alignment that is set back from the shore, landward of the old failing defence. It is the first coastal defence scheme of this kind in the UK, which deliberately sets back the alignment of a sea wall to a more sustainable position for longer term effectiveness.

This unique design approach encourages development of a natural beach in front of the sea wall while reducing the risk of wave overtopping and land erosion.

Waste materials from demolition of the former wall were re-used on site to raise the levels of the adjoining car park and amenity areas to further reduce flood risk. The sea wall design includes a wide promenade and a stepped terrace down to the beach to provide greater access for beach users. In addition the sea wall alignment has enhanced the scenic beauty of the area by creating a sweeping bay shape.

Councillor Audrey McMillan, Vice-Chair of the Foreshore Steering Group for South Tyneside Council, said: *"The investment and improvements being made to the coastline at Littlehaven will provide a wealth of opportunities for the Borough. It will add new dimensions for tourism and give vital protection to homes and businesses from the risk of flooding."*



**URBAN SANITATION DEVELOPMENT PROGRAMME
INDONESIA**

Our team is helping to raise the living standards in Indonesia. Our support to PPSP (Percepatan Pembangunan Sanitasi Permukiman) – a nation-wide sanitation development programme – now covers 440 cities and districts (87% of the country) providing sewerage solutions, innovative waste management technologies and flood reduction in vulnerable rural and urban areas across the country. Key activities are sanitation development planning, institution building, stakeholder management and capacity building.



SUPPLYING SAFE WATER TO MAPUTO

We are working with international water utilities company Vitens Evides to develop a new water distribution system for Maputo, capital of Mozambique. It will supply safe drinking water to 550,000 residents and 20,000 households. The project is being funded by the Netherlands Government via an ORIO Grant.



**URBAN DEVELOPMENT INVESTMENT PROGRAMME
BIHAR, INDIA**

Our expertise in project management consultancy will improve the lives of 1.5million residents in four of the largest towns across India’s Bihar state. The delivery of sustainable water supplies, sewerage systems and sanitation maintenance equipment will ensure vast improvements in quality, coverage and reliability of water. The large investments to realise this come together in an innovative programme including participation of the private sector.



TRANSFORMATION MARKERMEER NETHERLANDS

Our expertise in ecosystems and technical innovation is helping to transform Markermeer, one of the largest freshwater lakes in Europe, into a natural paradise of wetland and island structures. This is the largest nature development programme ever undertaken in the Netherlands. By developing Marker Wadden, 1,000 hectares of wetland and island structures, a first convincing step is made.



Transport Challenge

People and goods move, every day and all over the world, creating important social and economic value. Transportation in many developed countries accounts for between 6% and 12% of the GDP. Although transport is vital for our current economy, it also has a large and growing

impact on fossil energy consumption, health and safety, ecosystems and costs. There are around 750 million cars in the world today, but by 2035 the global number of passenger vehicles will double to almost 1.7 billion, with the strongest growth in emerging economies.

A sustainable road to enhance the landscape

The Drachtsterweg in the Dutch of Leeuwarden is being transformed with a focus on sustainability. This vital route into the city centre cuts right through a number of suburbs and has become heavily congested. The new development will ease traffic flows and improve Leeuwarden's accessibility.

The transformation works include replacing a bridge with an aqueduct, deepening the road lay and constructing several overpass junctions. There will be an underpass for small boats and bikes with an innovative nature-friendly bank and a fauna passage. Native species of trees and plants will be used, a high percentage of recycled materials and a solar island will generate energy for the lights and pumps.

We prepared the design and construct tender, preliminary design, contract preparation and delivered contract management for the reconstruction. Our experts ensured that sustainability criteria were specified at every stage of the entire process and implemented in the contract.

We were also able to use our experience of BREEAM in other areas. We advised on the implementation of BREEAM-NL Infrastructure to measure sustainability levels objectively. This system provides clear criteria for including sustainability in all phases of infrastructural work. We used it to monitor the level of sustainability and further improve the requirements. The system also includes criteria for among others energy-efficient equipment, air quality, the environmental impact of materials and CO₂ reduction.

Sieds Hoitinga, Programme Manager, Province of Fryslân: *"Combining and integrating as many sustainability concepts as possible was a top priority for the Drachtsterweg project. With high levels of sustainability criteria specified in all our contracts and excellent teamwork from Royal HaskoningDHV and the contractor Heijmans we have delivered a great result. We are delighted that Dutch Studio Roosegaarde will design the lighting concept of the road, making it even more sustainable and turning the area into a piece of art."*



TRANSPORT SYSTEM FOR UNIVERSITY JEDDAH, PEOPLE MOVER IN SAUDI ARABIA

We are designing culturally appropriate transport systems at Jeddah University's female campus to enhance education for women in Saudi Arabia. zgetthere is responsible for the Rapid Transit System that will cover 5 km and include eight stations and a maintenance facility. We made the preliminary functional and structural designs of the elevated infrastructure including guideways, stations, a maintenance facility and control room.



IMPROVING PASSENGER SERVICES IN SYDNEY HARBOUR

Our 30 years' experience in pontoon design and construction is contributing to the upgrade of seven ferry terminals at Sydney Harbour, Australia. The upgrade will improve passenger services and allow wheelchair access to public ferries. Our expertise on the requirements for safe operation of pontoons in all conditions is an invaluable element of the team's design capability.



IMMERSED TUNNEL INNOVATION AT ITS BEST IN BRAZIL

Our world renowned experts in immersed tunnels are leading the design of a link across Santos Port in São Paulo, Brazil. The 800 m tunnel will provide lanes for pedestrians, cyclists and vehicles when it opens in 2018. The new link will make a vast difference to the lives of commuters, reduce traffic congestion and pollution, and boost Brazil's economy.



COMMUNITY PROJECT HELPS CHILDREN GET TO SCHOOL SAFELY IN SOUTH AFRICA

Our design of a pilot pedestrian bridge and walkway project is helping South African school children cross a busy motorway safely. The Model Kloof Pedestrian Bridge and Walkway is the first project of its kind to follow Greenroads™ internationally recognised best practice. National Roads Agency SANRAL won Institution of Civil Engineers' 'Best Community-based Project for the scheme.'



Industry Challenge

Industry plays a vital role in innovation and the research and development activities crucial for the economic and social progress of any country. Goods and services have created the easier and more comfortable lifestyles which are becoming affordable and accessible for an increasing

number of people. However, the current business model does not place enough emphasis on resource scarcity and other negative side effects, and challenges to current industrial practices from environmental, as well as economic and social perspectives, are increasing.

Trans Adriatic Pipeline – securing energy for Europe

The 870 km Trans Adriatic Pipeline will be playing a major role in the European Union's drive to secure future energy supply. Starting near Kipoi on the Turkish Greek border, the pipeline will transport natural gas from Azerbaijan across Greece, Albania and Italy. The pipeline continues along the Adriatic seabed to Southern Italy where gas could be distributed further to Western Europe.

TAP AG will promote economic development and job creation along the pipeline route. But before construction can start, TAP must establish 'right-of-way' agreements with the thousands of landowners and householders who live in Greece, Albania and Italy. With each country having its own cultural heritage and legislative system, this is an enormous and complex task.

We are working with TAP AG to conduct the Land Easement and Acquisition (LEA) process in these transit countries. Our goal is to ensure that access to land is secured so TAP can start construction on schedule.

We also ensure people affected are compensated according to international best practice standards such as the European Bank for Reconstruction and Development (EBRD) performance standards.

We are assisting TAP AG in conducting stakeholder engagement, livelihood restoration planning, securing land access agreements, securing 'right-of-way' contracts and geo-data management. We have mobilised 200 employees to conduct field activities, surveys and to reach agreements on compensation with affected people. Once the LEA process is concluded, we expect to have contacted between 30,000 to 50,000 people.

Albert Haak, Land Easement and Acquisition Manager for TAP, said: "Our LEA activities are being conducted in a transparent manner in compliance with the highest international standards. TAP is committed to open dialogue and building trustful and lasting relationships with the communities living along the future pipeline route."



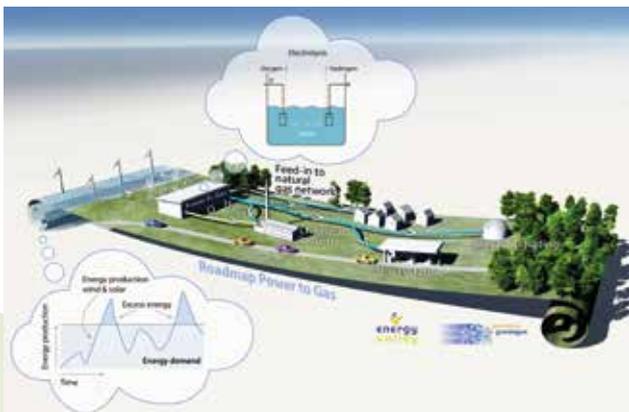
SITECH SITE SERVICES SIGNED THIRD SUCCESSIVE CONTRACT IN THE NETHERLANDS

The asset management contract regarding Chemelot, the largest chemical industrial park in the Netherlands, has been renewed until the end of 2017. Part of the contract is to ensure sustainable performance.



POWER TO GAS IN GRONINGEN

We are delivering a roadmap for a dynamic method of power storage at Groningen in the Netherlands. Experts are using highly innovative techniques to convert renewable energy to gas, which is then stored. This important leap forward will help the country keep up with balancing the demand and production of (sustainable) energy and can provide large scale energy storage in the future.



HYDROPOWER IN INDONESIA

Our world leading skills in hydropower are helping to provide electricity to 80,000 homes in Indonesia. The project will transform the lives of some 350,000 people. We are collaborating with TIRASA and the Indonesian Government to deliver 100 MW of small scale hydropower plants during the next five years. A perfect example of partnership in action enhancing society together.



SAVING COSTS AND LOWERING CARBON FOOTPRINT IN SOUTH AFRICA

With our help, Onderstepoort Biological Products SOC Ltd (OBP) completed an energy management project that not only saves energy costs but also contributes to reduction of CO₂ emissions. Lighting was replaced with energy-saving lamps and LED technology and conventional geysers with heat-pump technology. OBP sees this as a first step towards energy management and a greener and safer environment.



Performance Review

Consolidated Balance Sheet

(before profit appropriation)

(€ thousands)

Assets

	2013	2012
Non-current assets		
Intangible assets	46,115	50,737
Tangible fixed assets	33,132	44,470
Financial fixed assets	14,339	18,269
	93,586	113,476
Current assets		
Work in progress	14,226	2,478
Receivables	154,938	171,219
Cash and cash equivalents	22,037	50,072
	191,201	223,769
	284,787	337,245

Shareholders' equity & liabilities

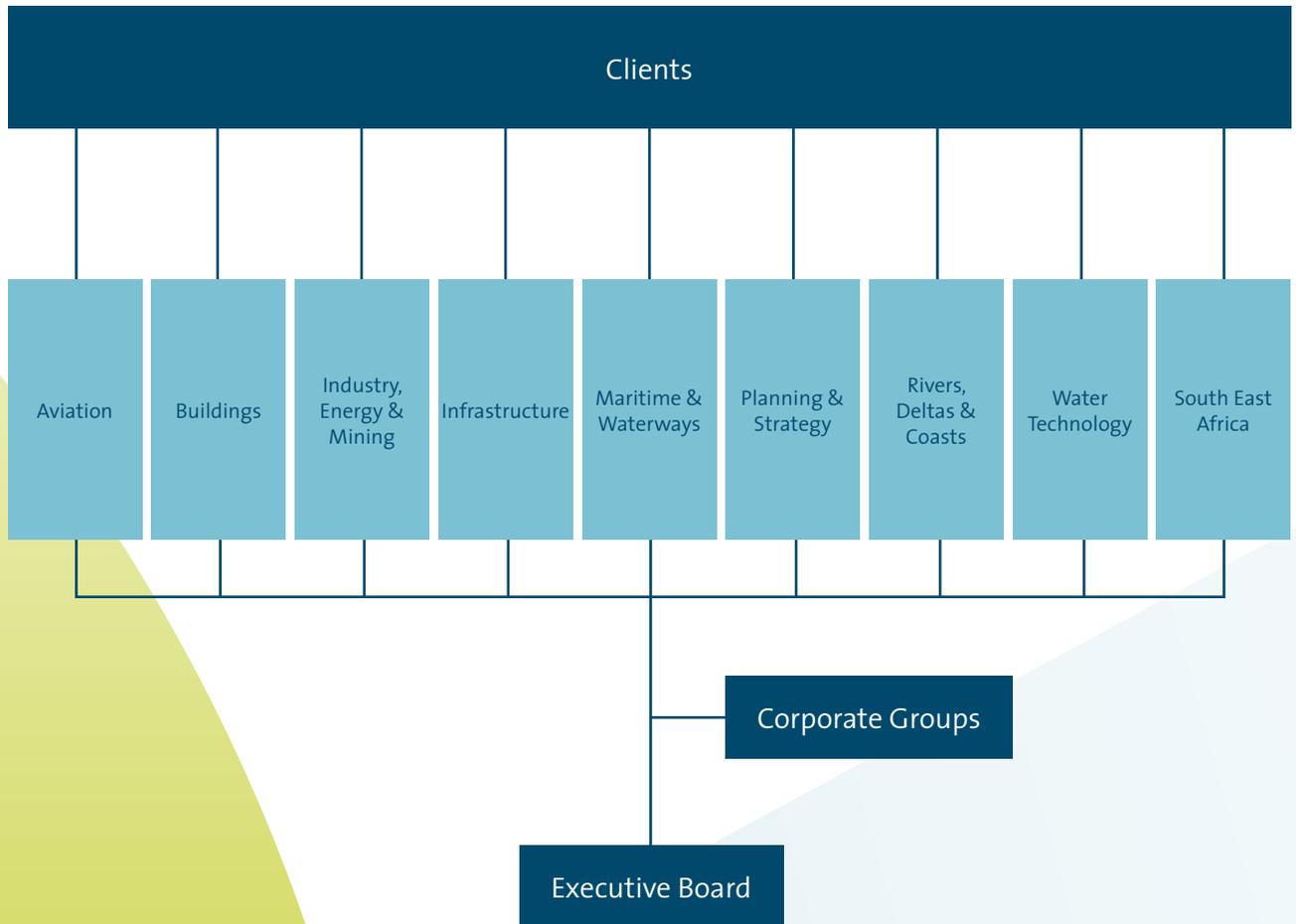
	2013	2012
Group equity		
Equity	103,600	110,085
Minority interest	654	4,456
	104,254	114,541
Provisions	28,444	45,278
Non-current liabilities	8,267	36,957
Current liabilities	143,822	140,469
	284,787	337,245

Consolidated Income Statement

(€ thousands)

	2013	2012
Net turnover	651,406	704,028
Change in work in progress	15,782	(2,496)
Revenue	667,188	701,532
Costs of work subcontracted and other external charges	158,853	170,359
Salaries and wages	300,991	315,041
Social security contributions	63,241	67,517
Depreciation and amortisation on tangible and intangible assets	14,094	15,741
Other operating costs	127,759	149,216
Operating expenses	664,938	717,874
Operating result	2,250	(16,342)
Interest income	950	1,452
Interest costs	(3,898)	(3,488)
Net interest expense	(2,948)	(2,036)
Result before tax	(698)	(18,378)
Income tax expense	(3,440)	(1,047)
Share of result of participating interests	779	501
Result after tax	(3,359)	(18,924)
Minority interest	(4)	(974)
Result for the year	(3,363)	(19,898)

Organisational Structure



Production

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Royal HaskoningDHV compiled three documents, combined they form the company's annual report: the financial statement, the corporate responsibility statement and this publication. Read our complete annual report on royalhaskoningdhv.com/annualreport2013.

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Front cover photo: De Rotterdam, in the city of Rotterdam, the Netherlands opened in November 2013. It is also referred to as the vertical city. Royal HaskoningDHV was responsible for the structural design and engineering.

Back cover photo: A consortium led by Royal HaskoningDHV has drawn up a plan for Vietnam's Mekong Delta that will deliver sustainability and protection for this important agricultural area.



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