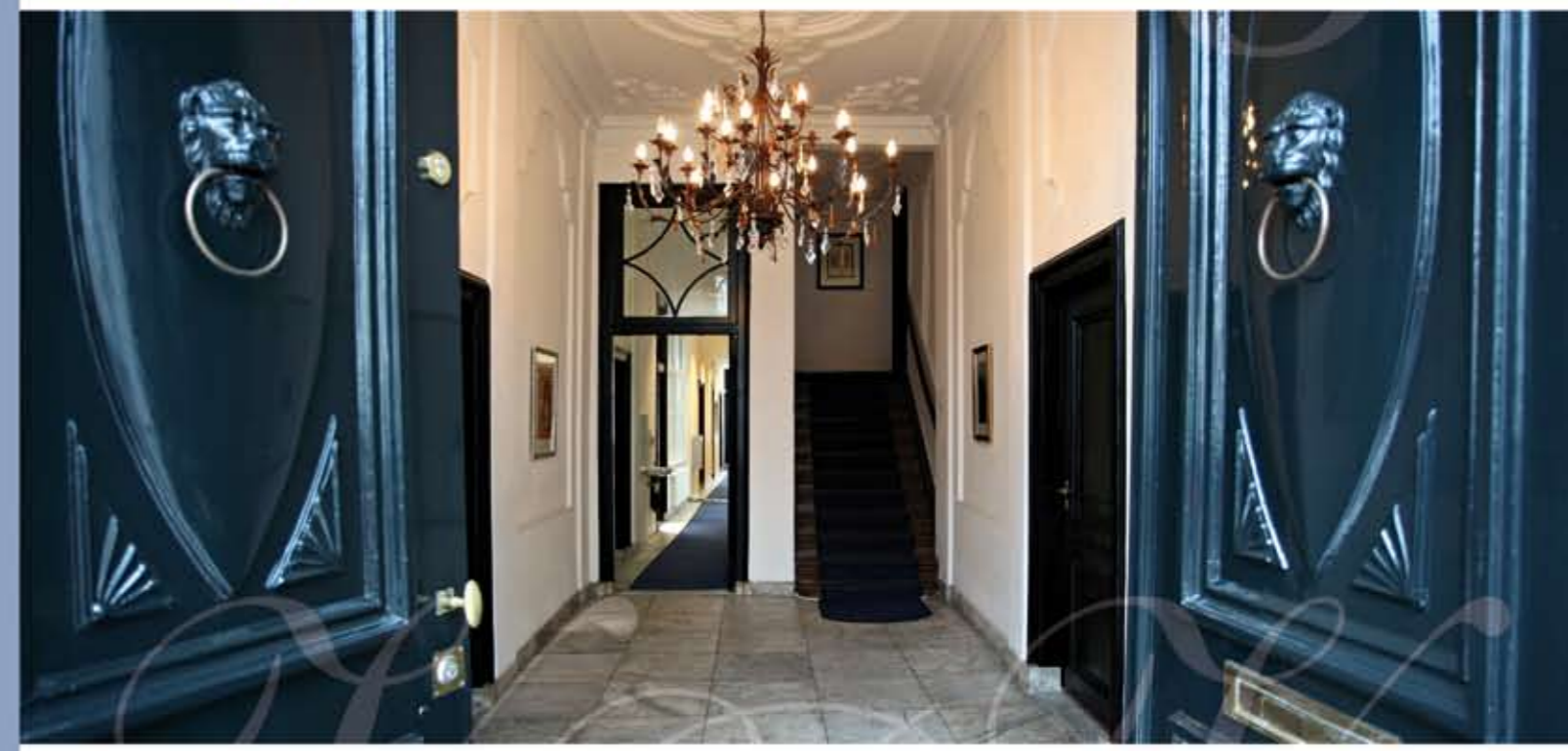


2005 JAARVERSLAG



ANNUAL REPORT 2005

VEER PALTHE VOÛTE (VPV) NV, GOUDA

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ANNUAL REPORT
FOR THE YEAR ENDED DECEMBER 31, 2005

VEER PALTHE VOÛTE (VPV) NV, GOUDA

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Report from the board of managing directors



ECONOMIC ENVIRONMENT FOR VPV IN 2005

World economic growth remained robust in 2005. The overall growth percentage of 4% meant a continuation of the growth rate in the previous year. The US economy still showed the strongest growth among the main economic regions, a 3,5% annualised growth is a growth rate just above trend growth. The Japanese economy, growing by 2,6%, convincingly accelerated in 2005, and moreover, Japan seems to have left the deflationary era. This may provide a necessary stimulus for consumer spending. The Eurozone is the laggard within the three main economic blocks in the world, growing a mere 1,6%. Within the Eurozone Germany and the Netherlands were the weakest economies, hardly showing any growth at all. The good news, however, is that labour market conditions seem to be slightly improving, providing some hope for recovery for current lack-lustre consumer spending. The high overall world economic growth figure was caused by high growth rates in emerging markets. Main contributor was again China, where the economic engine keeps on going with a dazzling 10% annual growth rate. World economic growth also means a sharp increase in energy consumption. The damage to oil producing facilities caused by Katrina and numerous other hurricanes, even further increased pressure on supply/demand conditions in energy markets. The oil price soared by more than 50% over 2005. Other commodity prices also kept on rising sharply. As a result of cheap imports from low wage countries, consumer price inflation remained low. As observed, however, in the same period commodity and energy price rises deeply impacted the cost structure for producers. Fierce global competitive conditions prevented producers to include these cost increases in consumer prices. Consequently, producers suffered from shrinking margins. The only solution was to even further cut costs. Capital expenditures therefore remained to be focused on efficiency enhancing measures, instead of an increase in production capacity.

FINANCIAL MARKETS

Bond markets

Continuous synchronised global economic growth and building inflationary pressures strengthened the FED to maintain the monetary tightening policy. By gradually increasing short rates, they managed to maintain the calm on US and international bond markets, notwithstanding growing headline inflation. All in all capital markets rates even slightly came down, causing a total return of around 5% in European bond markets.

Equities

2005 was an excellent year for equity markets. The US equity markets from our perspective benefited from a tailwind provided by the US dollar, which appreciated by 14% against the euro. VPV clients and funds only indirectly benefit from the rising dollar, as hedging of currency risks is a standard item in most VPV investment policies. This was compensated by the overweight in Dutch equities in relevant portfolios, most of them benefiting from improving export positions by the strengthening dollar.

Both AEX (the large cap index) as the AMX (mid cap index) realised a total return slightly in excess of 30% over the year. Within major markets, Japan with a return of 42,5%, ranked among the best equity markets worldwide. In 2005, contrary to earlier years, mid caps did not significantly outperform large caps.

The MSCI world equity index gained a total return of 26,1% unhedged in euro.

INVESTMENT POLICY AND PERFORMANCES OVER 2005

Over the year an overweight position in equities was maintained in relevant portfolios. This positively contributed to the average performance, as equities strongly outperformed bonds. Cash positions on average were small, and were used to gradually expand equity exposures.

Discretionary balanced (i.e. consisting of equities and bonds) portfolios on average realised a total return of in excess of 20%.

All our six investment funds over 2005 performed more than satisfactory. The Delta Deelnemingen Fonds, with a performance of 34,1%, was the best performer within its peer group, leading to 2 S&P Cash awards that were bestowed to the fund manager on February 26th.

We still are more positive for equity markets, and therefore maintain our current strong overweight in this asset category. We especially remain bullish on perspectives in emerging markets. We remain cautious in our duration exposure in bond portfolios.

VPV BUSINESS DEVELOPMENT 2005

The continued good performance of VPV over the year 2005 for its discretionary clients as well as for the VPV Funds led to a continued and steady inflow of new money. A great number of new accounts were opened by VPV, whereby the majority of those new clients were referrals from satisfied existing clients. Mouth to mouth referrals from existing clients accounted for the majority of the new accounts opened. However it was good to notice that advertisements in newspapers and magazines and other publicity during the year 2005 also led to many prospects calling on VPV for information about the services and products. Over 2005 there were many such incoming calls, and each telephone inquiry was given ample attention by the commercial team. The adequate follow up also led to many new clients and a steady inflow of new capital.

Another positive effect of the good performance was that many clients decided over 2005 to increase their holdings at VPV. Substantial amounts of new money to be added to existing portfolios found its way to VPV. This effect was further increased by the fact that as a result of VPV's 15 years in existence many small special events were organised. These private events, ranging from a golf tournament to sailing with tall ships in the harbour of Amsterdam during Sail Amsterdam, were attended by approximately 50 clients each time. Over the year 2005 12 such events were organised. These pleasant and informal social occasions allowed the VPV staff attending to have many informal one-on-one's with clients, and discuss the clients holdings with VPV and the performance. Many clients decided to increase their assets with VPV after these social events.

The good performance of the several VPV funds also led to a steady inflow of new clients investing in these funds. The launch of VPV's newest investment Fund, the VPV Value Fund was a success, whereby the targets set were met and even outperformed. The VPV Value Fund has continued its growth in the first quarter of 2006. The many new fund clients who decided to invest via VPV were booked in the new giro system, Fundation. This system has state of the art automation elements, allowing the fully automated handling of money deposited by new and existing clients. Although the system does not yet function perfectly the outlook is very good.

An important project during 2005 was the certification of the shares in the special Holding Companies, the so called 'Stapelaars'. This certification allows a much easier and smoother handling of the transactions whereby it is no longer necessary to include a notary public in the deal. This saves costs for the investor and the transaction can be processed more quickly. As a result, a larger number of transactions took place than in previous years, and a new holding company, Passadehaven III BV was created, for which new clients were attracted. Because of the good performance of these holding companies – the funds are (in-) directly invested in the successful Delta Deelnemingen Fonds - the participations in the new company were quickly sold out.

As a final note to the business development of VPV the Managing Directors of VPV are happy to be able to report that the negative effects of the court case have died away. No clients have left VPV over 2005 because of this, and no new clients expressed their concern about these events from the past.

The year 2006 has started positively. The inflow of new clients continued and the positive sentiment on the markets gives clients sufficient faith to further invest their liquidities with investment managers such as VPV.

COMPLIANCE MATTERS

As per the 1st of January 2005 the new Insider Trading Regulations for VPV employees went into force. These new regulations limit the possibilities for staff to invest in other than large cap companies and investment funds. Also included is a full domiciliation requirement for all staff members.

Furthermore during the course of the year we finalized and implemented the Compliance Handbook together with the Compliance programme which defines and describes the scope of the compliance function within VPV. The Handbook gives an overview of all relevant laws, internal policies and procedures at VPV, and defines the roles and responsibilities regarding compliance.

All procedures for all our investment funds were re-vitalized. This was also driven by a number of new laws coming into force during the second half of the year: the new Wtb (Wet toezicht beleggingsinstellingen) and the Law on Market-abuse. The Wtb has dramatically changed the scope of activities of managers of investment funds. Previously the investment fund itself was licensed in the Netherlands; as of the implementation of the new law the Fund Manager (thus VPV) will receive a license for acting as a Manager. In the mean time an application for such a license has been sent out to the Autoriteit Financiële Markten, the AFM.

We performed our yearly Compliance Awareness training for all staff, also informing them about the new laws and the impact for our organization.

Finally a new Compliance module into our trading system Antares was implemented. This module monitors all transactions and signals restricted transactions on a clients account.

OTHER EVENTS

During the month of February 2005 the court in Amsterdam passed its verdict in the case of the Public Ministry against Veer Palthe Voûte NV, one former Managing Director and one employee. All three were convicted for insider trading and received penalties. The verdict was received with disappointment by the Managing directors. The former managing director and the relevant employee have appealed the verdict.

The Managing Directors can report with pleasure that a settlement was reached with the Public Ministry about the court case. As a result of this settlement both VPV NV and the Public Ministry decided to drop their appeal. As a consequence no court appeal will take place, thus avoiding negative publicity. The deal with the public Ministry was closed at for both parties acceptable terms. Apart from the fine VPV NV had to pay, an amount was paid to the Public Ministry for repayment of realised profits over the suspected period. The deal was formally closed with a short press statement issued by the Public Ministry. In line with the settlement with VPV NV also a settlement was reached with the last employees of VPV for whom the case was still not closed, with the exception of the one employee who appealed.

CONCLUSION

VPV NV can close the books on a very successful year 2005. The 2006 forecast is positive. VPV NV is well positioned to continue the success of the past year. No significant investments in staff or IT are needed for a further expansion of the company. A slow increase in staff is foreseen, and furthermore attention will be paid to the ongoing training of personnel in their relevant areas of profession. Also training of staff on integrity matters and introducing the effects of new legislation will continue in the year 2006. A cautious increase of the loan portfolio by extending more credits - on a fully secured basis - to our clients is foreseen, in order to further strengthen the base of the relationships with our clients. The development of new investment products is on its way, and it is expected that a first new product can be introduced briefly after the summer. The markets have started well in the first two months of 2006, and more and more individuals are returning to the stockmarkets with a renewed trust in the future. Also the economic recovery may lead to an increase in the number of smaller companies being sold, thus creating new money for investment by VPV NV, and other discretionary asset managers like VPV NV operating in the competitive Dutch market.

VPV is sufficiently capitalised to facilitate further growth. In summary it can be stated that the Managing Directors of VPV NV have a positive outlook for the development of VPV NV over the year 2006.

Gouda, March 15, 2006.

Managing Directors,
G.J.J. van 't Hof,

P.M.J. Hoorneman,

J.A. van Ketwich Verschuur



Report from the supervisory board

We have the pleasure of presenting hereby to the shareholders of Veer Palthe Voûte NV the Annual report for the year 2005. This report includes the Report from the Board of Managing Directors and the annual accounts. The annual accounts have been adopted and approved by the Supervisory Board during its meeting of March 15 2006, together with the Managing Directors. KPMG Accountants NV, who was appointed auditors for the year 2005, has examined the report and issued an unqualified auditors opinion. KPMG Accountants NV was present during the meeting of March 15, 2006, to answer questions from the Supervisory Board. KPMG confirmed during this meeting that no specific information, was known to them which should have been brought to the attention of the Supervisory Board.

The Annual Report is presented to the General Meeting of Shareholders of Veer Palthe Voûte (VPV) NV, with the recommendation to agree with the report, including the annual accounts. Furthermore it is recommended to formally discharge the members of the Board of Managing Directors of Veer Palthe Voûte NV from any and all liability in respect of their management tasks over the year 2005. The meeting is also recommended to discharge the members of the Supervisory Board of Veer Palthe Voûte NV from any and all liability in respect to their supervision over the year 2005.

Over the year 2005 Veer Palthe Voûte NV paid out an interim dividend of EUR 2.000.000 to the shareholder. Hereby the Supervisory Board recommends the Annual Meeting of Shareholders of Veer Palthe Voûte (VPV) NV to declare this dividend payment of EUR 2.000.000 as final dividend over the year 2005. Furthermore it is suggested to add the remainder of the profit as shown in the information section in this report to the General Reserves of Veer Palthe Voûte NV.

The Supervisory Board of Veer Palthe Voûte NV underwent the following changes in the year 2005: the Chairman, Dr Reinhard H. Krafft, resigned on January 24, 2005 and was replaced by Mr. Benedikt Buhl. As per the same date Mr. Wolfgang Baertz resigned and was replaced by Mr. Thomas Kiefer. Both appointments were effected in the General Shareholders meeting held on January 24, 2005. The Supervisory Authorities, the Dutch Central Bank (DNB) and the Autoriteit Financiële Markten (AFM), both in Amsterdam, approved the appointment of both gentlemen.

The Supervisory Board held 4 formal meetings during the year 2005. Three meetings took place at the offices of Veer Palthe Voûte NV in Gouda, and one at the offices of the shareholder in Luxemburg. All Supervisory Board members attended all meetings held.

The Supervisory Board was informed in February 2005 about the verdict in the case of the Public Ministry against Veer Palthe Voûte NV, one former Managing Director and one employee. All three were convicted for insider trading and received penalties. Following this, the Supervisory discussed at length how to proceed. Finally it was decided to follow the advice of the Managing Directors and the Shareholder of Veer Palthe Voûte NV to try and reach a settlement with the Public Ministry. This settlement was reached during the third quarter of 2005 at for the Supervisory Board acceptable terms. Subsequently both Veer Palthe Voûte NV and the Public Ministry revoked their appeal, which was filed by both parties. As a result the case was fully closed for Veer Palthe Voûte (VPV) NV and there will be no further court case for the company.

The Supervisory Board wishes to express its appreciation to the Board of Managing Directors and the lawyers of Veer Palthe Voûte NV for the efficient and pragmatic way in which the case was concluded with the Public Ministry.

Furthermore substantial time was spent on discussing the commercial development of Veer Palthe Voûte NV and the strategic plans for the further expansion in The Netherlands. Other items addressed were the legal case of the former Managing Directors against Veer Palthe Voûte NV, the budget 2006, the interim figures, the annual accounts, the auditors' report and the management letter from the accountant. Also the risk management by the Managing Directors, both in the field of market developments as well as in the field of credit exposure, was discussed. Finally the Supervisory Board was reported on the credits extended to the Managing Directors.

The Supervisory Board is pleased to see that the results over 2005 were far above the agreed targets for the year 2005. The supervisory Board wishes to thank the Managing Directors, the Management Team and the staff members of Veer Palthe Voûte NV for their effort and input over the year 2005 to make it another very successful year. The Supervisory Board furthermore wishes to express its ongoing assistance and support to the Managing Directors of Veer Palthe Voûte NV to make 2006 just as successful a year as 2005.

Gouda, March 15, 2006

The Supervisory Board

Benedikt Buhl, Chairman
Dresdner Bank Luxembourg S.A.
Chief Executive Officer

Thomas Kiefer, Member
Dresdner Bank Luxembourg S.A.
Chief Financial Officer

Drs. Thom W. Wernink, Member

3.1 BALANCE SHEET AS AT DECEMBER 31, 2005
(BEFORE PROPOSED APPROPRIATION)

	December 31, 2005	December 31, 2004
	EUR'000	EUR'000
ASSETS		
Cash and balances with Central Banks	1,666	863
Due from banks	10,928	19,676
Loans and advances to customers	49,708	37,951
Participating interests in affiliated companies	0	0
Intangible assets	127	88
Property and equipment	189	189
Other assets	18,270	21,905
Total assets	80,888	80,672
LIABILITIES AND SHAREHOLDER'S EQUITY		
Due to other banks	6,607	2,038
Due to customers	36,417	40,778
Other liabilities	10,492	19,343
Subordinated loan	2,000	2,000
Shareholder's equity	25,372	16,513
Total liabilities and shareholder's equity	80,888	80,672
Contingent liabilities	3,033	1,024
Undrawn loan commitments revocable	23,927	24,340
Undrawn loan commitments irrevocable	204	238

The accompanying notes are an integral part of these financial statements.

3.2 PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED DECEMBER 31, 2005

	December 31, 2005		December 31, 2004	
	EUR'000	EUR'000	EUR'000	EUR'000
INCOME				
Interest income	2,706		2,186	
Interest expense	(1,450)		(977)	
Net loan loss provision	0		0	
Net interest income		1,256		1,209
Fee and commission income	26,508		16,745	
Fee and commission expense	(2,303)		(1,908)	
Net fee and commission income		24,205		14,837
Result on financial transactions		0		(36)
Other income		0		29
Total income		25,461		16,039
EXPENSES				
Administrative expenses				
- Staff costs	5,594		3,474	
- Other administrative expenses	3,820		3,208	
		9,414		6,682
Amortisation property and equipment		91		98
Amortisation intangible assets		52		38
Other expenses		73		196
Total expenses		9,630		7,014
Operating result before taxation		15,831		9,025
Taxation on operating result		(4,972)		(3,128)
Net result		10,859		5,897

The accompanying notes are an integral part of these financial statements.

3.3 STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY

	Share Capital	Share Premium	Reserves	Net Result	Total
	EUR'000	EUR'000	EUR'000	EUR'000	EUR'000
Balance as at December 31, 2003	540	1,198	6,635	2,243	10,616
Profit appropriation			2,243	(2,243)	0
Dividend distribution			0	0	0
Net result 2004			0	5,897	5,897
Balance as at December 31, 2004	540	1,198	8,878	5,897	16,513
Profit appropriation			5,897	(5,897)	0
Interim dividend distribution			0	(2,000)	(2,000)
Net result 2005			0	10,859	10,859
Balance as at December 31, 2005	540	1,198	14,775	8,859	25,372

The accompanying notes are an integral part of these financial statements.

3.4 CASH FLOW STATEMENT

	December 31, 2005	December 31, 2004
	EUR'000	EUR'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Interest and commission receipts	23,646	15,993
Interest and commission payments	(3,490)	(2,936)
Other administrative expenses	(7,164)	(5,780)
Other income received	0	29
Other operating expenses paid	(259)	(10)
Income taxes received/paid	(6,884)	(1,601)
Cash flows from operating activities	5,849	5,695
CHANGES IN OPERATING ASSETS AND LIABILITIES		
Net (increase)/decrease in loans and advances to banks	8,748	15,161
Net (increase)/decrease in loans and advances to customers	(11,634)	(8,147)
Net (increase)/decrease in other assets	(41)	(7,702)
Net increase/(decrease) in amounts due to banks	4,568	0
Net increase/(decrease) in amounts due to customers	(4,361)	(12,474)
Net increase/(decrease) in other liabilities	(144)	7,489
Net cash from operating activities	(2,864)	(5,673)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(91)	(94)
Purchase of software	(91)	(86)
Proceeds from redemption of bonds and securities	0	0
Disposal of subsidiaries	0	35
Net cash used in investing activities	(182)	(145)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds subordinated loan	0	0
Dividend paid out	(2,000)	0
Net cash from financing activities	(2,000)	0
Net increase in cash and cash equivalents	803	(123)
Cash and cash equivalents at beginning of year	863	986
Cash and cash equivalents at end of year	1666	863

The accompanying notes are an integral part of these financial statements.

3.5 NOTES TO THE FINANCIAL STATEMENTS AS AT DECEMBER 31, 2005

3.5.1 GENERAL

General

The financial statements have been prepared in accordance with the statutory provision for the financial statements of banks within the meaning of section 415, Book 2 of the Netherlands Civil Code and the further recommendations issued by the Dutch Central Bank. The operations largely comprise international portfolio management for individuals, institutions and enterprises and granting loans to customers.

Foreign currencies

Assets and liabilities denominated in foreign currencies are translated into EUR at the rate of exchange established by the Dutch Central Bank at the financial statements date. Foreign currency assets and liabilities are principally held in US Dollars, GB Pounds, Japanese Yen and Swiss Francs.

Results denominated in foreign currencies are translated at the rates prevailing at the transaction date.

3.5.2 VALUATION PRINCIPLES AND PRINCIPLES FOR THE DETERMINATION OF THE RESULT

Change of accounting principles

The following Changes in presentation have been made in order to being consistent with accounting policies applied by the parent company. From the 2005 financial year:

- Commissions on guarantees have been reclassified from 'Interest income' to 'Commission income'. (§ 3.5.17 and § 3.5.18)
- Cost concerning the preliminary inquiry has been reclassified from 'Other expenses' to 'Other administrative expenses'. (§ 3.5.22)
- Loans and advances to personnel have been reclassified from 'Other assets' to 'Claims on customers'. (§ 3.5.6 and § 3.5.11)
- Interest receivable on loans has been reclassified from 'Other Assets' to 'Claims on customers'. (§ 3.5.6 and § 3.5.11)

The comparative figures for the financial year 2004 have been adapted accordingly. We note that this change in accounting principles will not have any influence on either equity or the result

Loans and advances to customers

Loans and advances to customers are valued at face value less any value adjustments, which are considered necessary.

Participating interests in affiliated companies

Participating interests in whom Veer Palthe Voûte (VPV) NV exerts significant influence in respect of business and financial policy are valued at net equity value, computed according to the company's principles. When acquiring participations differences between the purchase price and the net equity value of the participations on the acquisition moment are treated as goodwill.

The other financial fixed assets are valued at the lower of historical cost and current value.

Intangible assets

Intangible assets represent software. Intangible assets are valued at cost, less straight-line amortisation three years.

Property and equipment

Property and equipment is stated in principal at historical cost less depreciation.

Depreciation is calculated using the straight-line method to write off the cost of each asset to their residual values over their estimated useful life as follows:

Furniture	25%
Computers and equipment	33%

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount. Gains and losses on disposal of property and equipment are determined by reference to their carrying amount and are taken into account in determining operating profit. Repairs and renewals are charged to the income statement when the expenditure is incurred.

Fee and commission income

Fees and commissions are generally recognised on an accrual basis. The revenues consist of amounts charged to third parties for services rendered exclusive of VAT. The revenues consist partly of a fixed fee, which is added to the result on the maturity date (each quarter) and partly of a 'variable' fee, which varies according to the portfolio results over a period of twelve months and which is added to the result after the end of this period.

Interest income and expense

Interest income and expense are recognised in the income statement on an accruals basis.

Other income and expenses

The other income and expenses are accounted for in the year to which they relate.

The corporate income tax is charged against the nominal rate over the commercial result before taxes, taking account of any permanent differences between valuation for tax purposes and for financial reporting purposes.

3.5.3 RISKS ASSOCIATED WITH THE OPERATIONS OF THE BANK

In the normal course of business, the Bank is exposed to the following risks:

Credit risk

In conducting business activities, the Bank is exposed to the possibility that borrowers may default on their obligations to the Bank. To minimise this risk the Bank evaluates each customers' credit worthiness on a case-by-case basis. Collateral held varies but may include guarantees and securities. As per the end of 2005 the management has the opinion that the credit risks are minimal, due to collateral received. The remaining positions are sufficiently provided for.

Market risk

In the normal course of business, the Bank is exposed to market risks. Market risks arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements. As per the end of 2005 the bank is not exposed to major market risk.

Interest rate risk

The Bank takes on exposure to the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. Interest margins may increase as a result of such changes but may reduce or create losses in the event that unexpected movements arise. As per the end of 2005 the bank is not exposed to major interest rate risk.

Liquidity risk

Liquidity risk arises from the possibility that the Bank may be unable to satisfy current and future financial commitments. As per the end of 2005 the bank is not exposed to major liquidity risk.

All above mentioned risks are monitored on a daily basis and discussed by the risk committee on a monthly basis.

3.5.4 CASH AND BALANCES WITH CENTRAL BANKS

This item includes notes and coins and demand deposits with the Dutch Central Bank (DNB).

3.5.5 DUE FROM BANKS

This item includes receivables from credit institutions.

	2005	2004
	EUR'000	EUR'000
Payable on demand	10,928	19,514
Up to 3 months	0	162
	10,928	19,676

Nostro account balances are repayable on demand and bear interest up to 2.18 percent. This item includes EUR 10,859,000 of intercompany positions with banks within the group. (2004: EUR 19,576,000)

3.5.6 LOANS AND ADVANCES TO CUSTOMERS

This item includes all loans and advances arising out of banking transactions, except loans and advances to credit institutions and evidenced by debt securities. This item consists mainly of loans and advances to private clients against securities.

	2005	2004
	EUR'000	EUR'000
Up to 3 months	31,292	28,278
> 3 months up to 1 year	8,032	4,292
> 1 year up to 5 years	5,139	3,445
> more than 5 years	3,751	1,936
> more than 10 years	1,494	0
	49,708	37,951

The interest rates on loans vary between 2.21 and 6.12 percent.

3.5.7 INVESTMENT SECURITIES

This item includes shares and bonds issued by other enterprises.

3.5.8 PARTICIPATING INTERESTS IN AFFILIATED ENTERPRISES

	2005	2004
	EUR'000	EUR'000
Veer Palthe Voûte (Antilles) NV, Curaçao	0	0

Participating interests include all shares of NLG 1 par value in the capital of Veer Palthe Voûte (Antilles) NV, located in Curaçao, Netherlands Antilles.

The participation in Veer Palthe Voûte (Antilles) NV is valued at net equity value. Given the limited impact, the participating interests have not been consolidated.

Movements in the financial year are as follows:

	2005	2004
	EUR'000	EUR'000
Opening balance	0	71
Proceeds from the sale of Veer Palthe Voûte (Suisse) S.A.	0	(35)
Result for the year	0	(36)
Closing balance	0	0

3.5.9 INTANGIBLE ASSETS

This item includes the capitalisation of software acquired from third parties after amortisation as mentioned in paragraph 3.5.2.

	2005	2004
	EUR'000	EUR'000
OPENING BALANCE		
At cost	380	294
Accumulated depreciation	(292)	(254)
Net book value at opening	88	40
MOVEMENTS DURING THE YEAR		
Additions	91	86
Disposals at cost	(8)	0
Disposals accumulated depreciation	8	0
Depreciation	(52)	(38)
Total movements	39	48
CLOSING BALANCE		
At cost	463	380
Accumulated depreciation	(336)	(292)
Net book value at closing	127	88

3.5.10 OFFICE FURNITURE AND EQUIPMENT

The following movements occurred in the financial year:

	2005	2004
	EUR'000	EUR'000
OPENING BALANCE		
At cost	691	597
Accumulated depreciation	(502)	(404)
Net book value at opening	189	193
MOVEMENTS DURING THE YEAR		
Additions	91	94
Disposals at cost	(111)	0
Disposals accumulated depreciation	111	0
Depreciation	(91)	(98)
Total movements	0	(4)
CLOSING BALANCE		
At cost	671	691
Accumulated depreciation	(482)	(502)
Net book value at closing	189	189

3.5.11 OTHER ASSETS

	2005	2004
	EUR'000	EUR'000
Fees receivable (accrued assets)	12,920	7,436
Tax receivable	0	0
Foreign currency contracts	5,022	14,142
Other	328	327
	18,270	21,905

For the accounting treatment of foreign currency contracts, we refer to § 3.5.25.

3.5.12 DUE TO OTHER BANKS

This item includes liabilities to credit institutions.

	2005	2004
	EUR'000	EUR'000
Up to 3 months	657	638
> 3 months up to 1 year	0	0
> 1 year up to 5 years	5,950	1,400
	6,607	2,038

Due to banks bear interest between 3.35 and 4.62 percent. This item includes EUR 6,607,000 of intercompany positions with banks within the group. (2004: 2,038,000)

3.5.13 DUE TO CUSTOMERS

This item includes liabilities to customers.

	2005	2004
	EUR'000	EUR'000
Payable on demand	36,417	40,616
Up to 3 months	0	162
	36,417	40,778

Due to customers bear interest varying between 0 and 2 percent.

3.5.14 OTHER LIABILITIES

	2005	2004
	EUR'000	EUR'000
Withheld amounts on salaries	137	81
Services and supplies not yet settled, legal expenses included	4,983	2,943
Taxes	350	2,177
Foreign currency contracts	5,022	14,142
	10,492	19,343

For the accounting treatment of foreign currency contracts, we refer to § 3.5.25.

3.5.15 SUBORDINATED LOAN

The loan from Dresdner Bank Luxembourg S.A. is subordinated to all other present and future debts of the company. The loan has an unspecified term and a period of notice of five years. The proceeds of the subordinated loan will be used as quasi-equity (Tier 2) for the purposes of calculating the capital as solvency ratios established pursuant to Dutch law, in particular the WTK. The interest percentage on the subordinated loan amounts to 3.24 percent.

3.5.16 SHAREHOLDER'S EQUITY

The authorised capital is EUR 2,268,901 (NLG 5,000,000), divided into 30,000 ordinary A shares and 20,000 ordinary B shares of EUR 45.38 (NLG 100) par value each. As at December 31, 2000, 6,892 A shares and 5,000 B shares were issued.

The total risk bearing capital of VPV (including subordinated loan) amounts EUR 27,372,000. This is higher than the minimum set by the Dutch Central Bank. The BIS ratio amounts to 39% (2004: 37%).

3.5.17 NET INTEREST INCOME

This item includes all income, which results from the lending of money.

	2005	2004
	EUR'000	EUR'000
INTEREST INCOME		
Loans and advances	1,497	1,477
Due from other banks	1,209	709
Other	0	0
	2,706	2,186
INTEREST EXPENSE		
Deposits from customers	1,130	805
Deposits from other banks	220	97
Subordinated loan	64	63
Other	36	12
	1,450	977

3.5.18 NET FEE AND COMMISSION INCOME

	2005	2004
	EUR'000	EUR'000
FEE AND COMMISSION INCOME		
Commission income	6,316	4,771
Asset management income	20,182	11,974
Commissions on quarantees	10	
	26,508	16,745
FEE AND COMMISSION EXPENSES		
Commission charges	1,652	1,420
Asset management charges	651	488
	2,303	1,908

These items include income in the form of fees received in respect of services performed for third parties and charges in the form of fees paid for services rendered by third parties.

3.5.19 RESULT ON FINANCIAL TRANSACTIONS

This item includes all price and valuation differences, whether realised or not, in respect of shares and affiliated (not consolidated) companies.

	2005	2004
	EUR'000	EUR'000
Result on shares	0	0
Result on affiliated (not consolidated) companies	0	(36)
Result from FX fluctuation	0	0
	0	(36)

3.5.20 OTHER INCOME

Other income relates to rental income.

3.5.21 STAFF COSTS

This item includes all staff costs, such as salaries, social security costs and costs in respect of pensions, as well as other administrative expenses, such as rent, advertising costs and travel expenses. A defined contribution plan is used for pensions.

Including in the Staff costs and other administrative expenses is an amount of EUR 5,594,000 for wages and salaries. The breakdown of this amount is as follows:

	2005	2004
	EUR'000	EUR'000
Wages and salaries	5,227	3,174
Pension costs	215	170
Other social security costs	152	130
	5,594	3,474

The company employed an average of 36 employees during 2005. (2004: 34)

3.5.22 OTHER ADMINISTRATIVE EXPENSES

	2005	2004
	EUR'000	EUR'000
Cost concerning the preliminary inquiry	836	1,024
Costs on office space	281	229
EDP expenses	183	127
Furniture and fixtures	195	108
Other expenses	2,325	1,720
	3,820	3,208

3.5.23 DIRECTORS AND SUPERVISORY DIRECTORS

The remuneration for the directors and supervisory directors is included in the staff costs.

	2005	2004
	EUR'000	EUR'000
Directors	1,874	1,162
Supervisory directors	15	32
	1,889	1,194

As at December 31, 2005 an amount of EUR 1,270,000 is granted to the managing directors as loan or advance (2004: EUR 190,000) and EUR 180,500 as guarantee. (2004: EUR 0)

3.5.24 TAXATION

This item includes the tax liability on the pre-tax profit on ordinary activities. The average legal tax rate in the Netherlands amounts to 31.5% (2004: 34.5%). The effective tax rate is the result of utilisation of tax-exempt profit elements and non-deductible amortisation on goodwill.

	2005	2004
	EUR'000	EUR'000
Profit/(Loss) before tax	15,831	9,025
Tax exempted income	0	36
Non deductible expenses	0	0
Taxable result	15,831	9,061
Prima facie tax calculated at a tax rate of 31.5% (2004: 34.5%)	4,987	3,126
Correction tax prior years	(15)	2
Tax	4,972	3,128

3.5.25 CONTINGENT LIABILITIES

This item includes all transactions where Veer Palthe Voûte (VPV) NV has guaranteed the liabilities of third parties. The annual amount of rental commitments in respect of the office building in Gouda amounts to EUR 176,000. The rental commitments expire within 1 to 3 years. The annual amounts for leasing of cars and software license fee amounts to respectively EUR 46,000 and EUR 111,000. The leasing agreements expire within 2 to 3 years and the license fee agreements within a year.

The Bank has undrawn loan commitments of EUR 24,131,000.

To (partially) hedge the FX exposure of the portfolios of our discretionary clients, VPV executed some FX forward transactions. (EUR/USD, EUR/GBP, EUR/JPY, CHF/USD and EUR/CHF) The FX forward transactions are executed with Dresdner Bank Luxembourg S.A. and VPV is the counterparty for the client. The total of the FX forward transactions is covered 100%. This means that VPV has no FX exposure. Total value of the FX forward transaction was EUR 334,190,000 at the end of the year. The fair value to be received from and paid to clients has been included in the balance sheet at fair value as other assets and other liabilities.

3.5.26 LEGAL PROCEEDINGS

In October 2002 the company, its directors and a number of staff members got involved in an inquiry made by the Public Ministry regarding alleged insider trading during the period September - December 1999. This inquiry led to an indictment of several parties.

During the month of February 2005 the court in Amsterdam passed its verdict in the court case against Veer Palthe Voûte NV, one former Managing Director and one employee. All three were convicted for insider trading and received penalties. Following this a settlement was reached with the Public Ministry not to appeal this verdict. As a consequence no court appeal will take place, and the matter is fully closed for VPV NV. The deal with the public Ministry was closed at acceptable terms for both parties. Apart from the fine VPV NV had to pay, a separate amount was paid to the Public Ministry for repayment of realised profits over the suspected period. The financial impact of the fine and the settlement on the repayment of the results of VPV NV was limited.

Two former directors of the company issued legal claims against the company, after having been dismissed. The court ruled in favour of VPV NV in this court case, but both gentlemen have appealed this verdict. Based on external legal advice received, VPV NV remains positive about the outcome of these procedures.

3.5.27 RELATED PARTY TRANSACTIONS

All transactions with related parties were effected in accordance with the market.



4.1 PROFIT APPROPRIATION

The main provisions in the Articles of Association regarding profit appropriation are the following:

- The profit is at the disposal of the General Meeting, provided that a resolution to distribute the profit is made with a majority of three fourths of the votes cast.
- Profit distributions can be made to a maximum of the distributable portion of shareholder's equity.
- Distribution of the profit is made after adoption of the financial statements showing that it is permitted.
- The General Meeting can resolve to make payments at the expense of a reserve, which does not have to be maintained by virtue of the law.

It is proposed that the profit, after payment of the interim dividend, for 2005 of EUR 8,859,000 will be added to the reserves. The financial statements do not reflect this proposal.

4.2 POST BALANCE SHEET EVENTS

Delta Deelnemingen Fund NV won two prestigious first prizes awarded by Standard and Poor's for the best performing fund in Dutch equities over 3 and over 5 years over the year 2005.

Furthermore no events took place in the first two months of 2006 which need to be reported about.

4.3 AUDITOR'S REPORT

Introduction

We have audited the company financial statements which are part of the Annual Report of Veer Palthe Voûte (VPV) NV, Gouda, for the year 2005. These company financial statements are the responsibility of the company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

Scope

We conducted our audit in accordance with auditing standards generally accepted in the Netherlands. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the company financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the company financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall presentation of the company financial statements. We believe that our audit provides a reasonable basis for our opinion.

Opinion

In our opinion, the company financial statements give a true and fair view of the financial position of the company as at 2005 and of the result for the year then ended in accordance with accounting principles generally accepted in the Netherlands and comply with the financial reporting requirements included in Part 9 of Book 2 of the Netherlands Civil Code.

Furthermore we have established to the extent of our competence that the Management Board's report is consistent with the company financial statements.

Amstelveen,
March 15, 2006
KPMG Accountants N.V.

M.A. Huiskers RA



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