

**PRIVIUM FUND MANAGEMENT B.V.  
AMSTERDAM**

Annual Report 2014  
April 29, 2015



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**FINANCIAL REPORT**



To the Board of Directors of  
Privium Fund Management B.V.  
Gustav Mahlerplein 3, 26 floor  
1082 MS Amsterdam

<i>Reference</i>	<i>Processed by</i>	<i>Date</i>
10000665	JdH	April 29, 2015

*Subject*

Annual report of 2014

Dear Board of Directors,

We hereby send you the report regarding the financial statements for the year 2014 of Privium Fund Management B.V.

**1 AUDIT**

In accordance with your instructions we have compiled the annual account 2014 of Privium Fund Management B.V. , including the balance sheet with counts of € 502,317 and the profit and loss account with a post-tax result of € 14,346.

For the independent auditor's report we refer to the chapter "other information" on page 22 of this report.

**Privium Fund Management B.V. in Amsterdam**

**1.1 Appropriation of the net result 2014**

The profit for the year 2014 amounts to € 14,346 compared with a loss for the year 2013 of € 2,021.

The analysis of the result is disclosed on page 3.

The proposed appropriation of result is disclosed under other information.

**2 APPROPRIATED RESULTS**

**2.1 Development of income and expenses**

The result after taxation for 2014 amounts to € 14,346 compared to negative € 2,021 for 2013. The results for both years can be summarized as follows:

	2014		2013	
	€	%	€	%
<b>Net turnover</b>	971,793	100.0	346,730	100.0
Movement of work in progress	76,769	7.9	30,787	8.9
Cost price	124,681	12.8	246,020	71.0
<b>Gross turnover result</b>	923,881	95.1	131,497	37.9
<b>Gross margin</b>	923,881	95.1	131,497	37.9
<b>Expenses</b>				
Cost of subcontracted work and other external charges	730,580	75.2	79,417	22.9
Employee expenses	87,883	9.0	13,340	3.9
Amortisation and depreciation	7,790	0.8	-	-
Other operating expenses	84,807	8.8	31,452	9.0
	911,060	93.8	124,209	35.8
<b>Operating result</b>	12,821	1.3	7,288	2.1
Financial income and expenses	1,525	0.2	-4,519	-1.3
<b>Result from general operations before tax</b>	14,346	1.5	2,769	0.8
Taxation on result from general operations	-	-	-	-
Extraordinary expenses	-	-	-4,790	-1.4
<b>Result after taxation</b>	14,346	1.5	-2,021	-0.6

## Privium Fund Management B.V. in Amsterdam

**3 FINANCIAL POSITION**

The balance sheet can be summarized as follows:

	12/31/2014	12/31/2013
	€	€
<b>Long term funds:</b>		
Equity capital	158,449	144,104
<b>Long term investments:</b>		
Tangible fixed assets	53,546	-
Working capital	<u>104,903</u>	<u>144,104</u>

This amount is applied as follows:

Receivables, prepayments and accrued income	227,622	182,560
Cash and cash equivalents	<u>221,149</u>	<u>159,697</u>
	448,771	342,257
Debit: Short-term debt	<u>343,868</u>	<u>198,153</u>
Working capital	<u><u>104,903</u></u>	<u><u>144,104</u></u>

## Privium Fund Management B.V. in Amsterdam

**4 INDEX NUMBERS****4.1 Earning capacity**

By means of the ratios presented below, insight can be gained into the earning capacity of the company.

	2014	2013
Analysis of the revenue <i>Index number (2013=100)</i>	280.27	100.00
Gross margin <i>Gross margin/net turnover</i>	95.07	37.92
Margin net result <i>Net result/net turnover</i>	1.48	-0.58
Return on assets <i>Operating result / total equity and liabilities</i>	2.55	2.13
Return on equity <i>Net result/ equity</i>	9.05	-1.40
<b>4.2 Employees</b>		
Average number of employees <i>Converted into full-time equivalents</i>	1.00	1.00
Average pay-roll costs per employee <i>Employee costs / number of employees</i>	88	13
Analysis labour costs <i>Index number (2013=100)</i>	658.79	100.00
Net turnover per employee <i>Net turnover / number of employees (€1,000)</i>	972	347

## Privium Fund Management B.V. in Amsterdam

**4.3 Liquidity**

From the liquidity defined as the ratio of current assets divided by current liabilities it may be deduced to what extent the company can settle its financial liabilities in the short-term. By means of the ratios presented below, insight can be gained into the liquidity of the company. The liquidity reflects the situation on December 31; it is, therefore, a financial snapshot.

	2014	2013
Current ratio <i>Current assets/short-term debt</i>	1.31	1.73
Quick ratio <i>Current assets - inventories/short-term debt</i>	1.31	1.73
Term of payment debtors <i>Debtors / net turnover * 365 days</i>	11	43
Term of payment creditors <i>Creditors / cost of sales * 365 days</i>	231	106

**4.4 Solvency**

The solvability indicates the extent to which the company will be able to meet its long-term obligations (interest and repayment). The solvency reflects the situation on December 31; it is, therefore, a financial snapshot.

	2014	2013
Solvency <i>Equity / balance sheet total</i>	31.54	42.10
Solvency <i>Equity / liabilities</i>	46.08	72.72
Solvency <i>Liabilities / balance sheet total</i>	68.46	57.90
Interest coverage ratio <i>Operating result / interest expenses (balance)</i>	-26.96	1.32

We will gladly provide further explanations upon request.

Sincerely yours,  
Bacom Consultancy Groep



R. Beers  
Consultant



# Report board of directors

## Results

After being launched in 2012, and reaching important milestones in 2013, Privium Fund Management B.V. (Privium) has grown substantially in 2014. The 2014 post-tax result, was a profit of Euro 14,346.-, compared to a loss of Euro 2,021.- in 2013. The profit was realised despite additional investments in systems for risk and compliance, increased staff, a bigger office<sup>1</sup> and increased costs for compliance. Management is optimistic about the foreseeable future. Further growth is to be expected in terms of assets under management and profit. A material part of the growth is expected in ESG/Impact related investments. Currently, the majority of our assets under management have a specific ESG/impact focus.

## Funds

Our fund range has changed during the year as we closed 3 small funds and launched 3 new funds.

- The Strategy One Fund made a very decent return of +7% for investors (net of all fees) and the Assets Under Management (AUM) of the fund has shown a steady growth.
- Privium launched the Amsterdams Klimaat & Energiefonds (AKEF) in 2013. The City of Amsterdam is the biggest (and the only external) investor in this fund whereby the investors have committed to a 15 year investment mandate, with a possible extension of 5 years. The aim of AKEF is to make investments that both reduce CO2 emission and make a commercial return of at least 7%. We have been allocating the funds assets at the expected pace. Financing the solar panels on the Amsterdam ArenA received most attention from the press.

The new fund launches have been:

- The Windmill Trend Evolution Fund (launched on March 31, 2014). A fund that benefits from traditional trend following strategies in non-traditional markets. The fund made +14% for investors, net of fees, in the last 9 months of the year and AUM has shown a steady growth.
- The Principia Fund NV (launched on May 23, 2014). A long only global equity fund with a flexible mandate and a value orientated investment philosophy. The fund made +8% for investors, net of fees. The AUM of the fund has grown since launch.
- The Privium Sustainable Alternatives Fund (launched on August 31, 2014). The Privium Sustainable Alternatives Fund (PSAF) is invested in sustainable alternatives such as micro finance funds, sustainable real estate and renewable energy funds. Due to innovative sustainable character of the fund and the size at launch (>200 million Euro) the fund received a decent amount of attention from both the press and the asset management community.

## Team

Privium team has grown to manage the growth in AUM and we hired two investment advisors (Triodos Meespierson and HJCO) to support the execution of the investment policies of the funds. Further growth is to be expected in 2015.

## Regulation

The AIFMD was introduced in July 2013, but due to 12 months of grandfathering, July 22, 2014 will be known to most as the day when AIFMD reached full effect. The introduction of AIFMD has a big impact on both the market, investors and the regulators. We foresee that it will take another year or maybe even two before all participants are used to the new reality. AIFMD was not the only regulation that had an impact on market participants, EMIR and FATCA did as well. Privium Fund Management

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<sup>1</sup> We are still based at the Gustav Mahler Plein 3 in Amsterdam, we moved offices within HFC Plaza. Both the mail and visiting and address, as well as the contact details have remained the same.

hired external experts such as CLCS and Maurits Tausk (currently at Van Campen Liem) to assist with the implementation of these regulations.

### **Remuneration**

The total remuneration for all Privium Fund Management B.V. employees for the year 2014 has been Euro 368,176.-. In total 10 employees were involved during (some part of) the year, including part-time and full time employees. No variable payment was paid to the board in 2014, which depends on the profitability of the company. For some of the funds the compensation consists of both a management and a performance fee. If this is the case, portfolio management of such a fund is entitled to a bonus if the performance target of the fund are met. Such fees are disclosed in the annual report of the funds. No costs of employees were charged to the funds. Employees are paid out of the management fees (and performance fees for some funds). Remuneration is allocated to funds based on the assets under management for staff members, increased for each fund by remuneration paid to personnel that is only involved with that fund.

### **Market environment**

The market environment has been supportive in general. The only strategies that suffered were some equity market trend following strategies that we caught by some severe risk off- risk on spikes. Global equity markets (MSCI Global) returned 8% for the year in local currency and 16% in euro terms (due to the weakening of the euro vs other currencies such as the USD). European equities returned 1% (EuroStoxx 50). Fixed income has a good year due to declining rates and spreads. Commodity markets suffered in general, most notably due to the collapse in the oil price.

### **Outlook**

As indicated above, we are optimistic about the future and expect to continue our expansion in terms of the number of funds, Assets under Management and our team.

Amsterdam, April 29, 2015

The board of Privium Fund Management B.V.:

Mr. Clayton Heijman

Mr. Mark Baak

**FINANCIAL STATEMENTS**

**Balance sheet as per December 31, 2014**

**Profit and loss account of 2014**

**Notes to the Statements**

**Notes to the balance sheet as of December 31, 2014**

**Notes to the profit and loss account from 2014**

## Privium Fund Management B.V. in Amsterdam

**1 BALANCE AS AT DECEMBER 31, 2014**  
 (after appropriation of the profit)

	December 31, 2014		December 31, 2013	
	€	€	€	€
<b>ASSETS</b>				
<b>Fixed assets</b>				
<b>Tangible fixed assets</b> (1)				
Transportation		53,546		-
<b>Current assets</b>				
Receivables, prepayments and accrued income	(2)	227,622	182,560	
Cash and cash equivalents	(3)	221,149	159,697	
		448,771		342,257
		502,317		342,257
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b> (4)				
Issued share capital		150,000	150,000	
Share premium reserve		64,829	64,829	
Other reserves		-56,380	-70,725	
		158,449		144,104
<b>Current liabilities</b> (5)				
		343,868		198,153
		502,317		342,257

## 2 PROFIT AND LOSS ACCOUNT OF 2014

		2014	2013
		€	€
<b>Net turnover</b>	(6)	971,793	346,730
Movement work in progress	(7)	76,769	30,787
Cost price	(8)	124,681	246,020
<b>Gross turnover result</b>		<u>923,881</u>	<u>131,497</u>
<b>Expenses</b>			
Cost of subcontracted work and other external charges	(9)	730,580	79,417
Employee expenses	(10)	87,883	13,340
Amortisation and depreciation	(11)	7,790	-
Other operating expenses	(12)	84,807	31,452
		<u>911,060</u>	<u>124,209</u>
<b>Operating result</b>		<u>12,821</u>	<u>7,288</u>
Financial income and expenses	(13)	1,525	-4,519
<b>Result from general operations before tax</b>		<u>14,346</u>	<u>2,769</u>
Taxation on result from general operations		-	-
<b>Result from general operations after tax</b>		<u>14,346</u>	<u>2,769</u>
Extraordinary expenses	(14)	-	-4,790
<b>Result after tax</b>		<u><u>14,346</u></u>	<u><u>-2,021</u></u>

### **3 NOTES TO THE FINANCIAL STATEMENTS**

#### **GENERAL**

#### **GENERAL ACCOUNTING PRINCIPLES FOR THE PREPARATION OF THE ANNUAL ACCOUNTS**

The annual accounts have been prepared in accordance with Title 9 Book 2 of the Dutch Civil Code. The annual accounts have been prepared based on the historical cost. Valuation of assets and liabilities and determination of the result takes place under the historical cost convention.

#### **PRINCIPLES OF VALUATION OF ASSETS AND LIABILITIES**

##### **Tangible fixed assets**

Tangible fixed assets are presented at acquisition price less cumulative depreciation and, if applicable, less impairments in value. Depreciation is based on the estimated useful life and calculated as a fixed percentage of cost, taking into account any residual value. Depreciation is provided from the date an asset comes into use.

##### **Receivables and deferred assets**

Upon initial recognition the receivables on and loans to group companies and other related parties and other receivables are valued at fair value and then valued at amortised cost, which equals the face value, after deduction of any provisions. The fair value and amortised cost equal the face value. Any provisions for the risk of doubtful debts are deducted. These provisions are determined based on individual assessment of the receivables.

##### **Cash and cash equivalents**

The cash is valued at face value. If cash equivalents are not freely disposable, then this has been taken into account in the valuation.

##### **Liabilities**

Recorded interest-bearing loans and liabilities are valued at amortised cost.

#### **PRINCIPLES FOR THE DETERMINATION OF THE RESULT**

##### **General**

The result is defined as the difference between the revenue from services performed and the costs and expenses for that year, valued at historical costs.

##### **Determination of the result**

The result is determined based upon the difference between the net turnover and the costs and other expenses taking into account the aforementioned valuation principles.

**Privium Fund Management B.V. in Amsterdam**

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**Net turnover**

The nett turnover consists of revenue from during the reporting period nett of discounts, rebates and value added taxes.

**Cost price**

The cost of sales consists of the direct costs related to the services performed.

**Gross margin**

The gross operating profit and loss comprises nett turnover by the entity, other operating income and cost of outsourced work and other external charges.

**Amortisation and depreciation**

The depreciation on tangible fixed assets is calculated by using a fixed rate on the acquisition cost based on the expected life cycle. Financial profit and losses on disposal of tangible fixed assets are recorded under amortisation/depreciation, profit only to the extent that the profit is not deducted from replacement investments.

**Operating costs****Financial income and expenses**

Financial income and expenses comprise interest income and expenses for loans (issued and received) during the current reporting period.

**Taxes**

Corporate income tax is calculated at the applicable rate on the result for the financial year, taking into account permanent differences between profit calculated according to the annual account and profit calculated for taxation purposes.

**Extraordinary income and expenses**

Extraordinary income and expense comprises income and expenses who differ highly from ordinary operations and have therefore an extremely incidental character.

## 4 NOTES TO THE BALANCE SHEET AS AT DECEMBER 31, 2014

## ASSETS

## FIXED ASSETS

## 1. Tangible fixed assets

	Equipment	Transportation	Total
	€	€	€
<i>Book value as of January 1, 2014</i>			
Purchase price	1,127	-	1,127
Cumulative depreciation and impairment	-1,127	-	-1,127
	-	-	-
<i>Movement</i>			
Investments	-	61,336	61,336
Depreciation	-	-7,790	-7,790
	-	53,546	53,546
<i>Book value as of December 31, 2014</i>			
Purchase price	1,127	61,336	62,463
Cumulative depreciation and impairment	-1,127	-7,790	-8,917
Book value as per December 31, 2014	-	53,546	53,546
<i>Depreciation rates</i>			
			%
Equipment			20
Transportation			20



**CURRENT ASSETS**

	12/31/2014	12/31/2013
	€	€
<b>2. Receivables, prepayments and accrued income</b>		
Trade receivables	29,935	40,570
Receivables from group companies	30,100	111,003
Receivables from other relates parties	36,500	-
Other receivables, deferred assets	131,087	30,987
	<u>227,622</u>	<u>182,560</u>
<b>Trade receivables</b>		
Trade debtors	<u>29,935</u>	<u>40,570</u>
<b>Receivables from group companies</b>		
Darwin Financial Platform B.V.	<u>30,100</u>	<u>111,003</u>
An interest rate of 1,5 % (Euribor 0,5 % + 1%) has been calculated.		
<b>Receivables from other relates parties</b>		
Privium Selection Management SARL	<u>36,500</u>	<u>-</u>
An interest rate has not been calculated.		
<b>Deferred assets group</b>		
Receivable turnover	107,555	30,787
Rent	15,056	-
Insurance	1,776	-
Legal and tax counseling	6,500	-
Deposit	200	200
	<u>131,087</u>	<u>30,987</u>
<b>3. Cash and cash equivalents</b>		
ABN AMRO 24.91.02.226	137,457	125,000
ABN AMRO 24.93.56.228 USD	6,898	27,847
ABN AMRO 24.91.02.218	76,794	6,850
	<u>221,149</u>	<u>159,697</u>

## EQUITY AND LIABILITIES

## 4. Equity

	12/31/2014	12/31/2013
	€	€
<b>Issued share capital</b>		
Subscribed and paid up 150,000 ordinary shares at par value € 1.00	150,000	150,000
The statutory share capital amounts to € 150,000. The shareholders of the company are as follows: - Cleardown B.V.		
		Common shares
		€
Book value as of January 1, 2014		150,000
Book value as of December 31, 2014		150,000
Statutory share capital		150,000
Shares issued		150,000
Par value		1.00
	2014	2013
	€	€
<b>Share premium reserve</b>		
Book value as of January 1	64,829	64,829
Book value as of December 31	64,829	64,829
<b>Other reserves</b>		
Book value as of January 1	-70,726	-68,704
Allocation of financial year nett result	14,346	-2,021
Book value as of December 31	-56,380	-70,725

## Privium Fund Management B.V. in Amsterdam

	12/31/2014	12/31/2013
	€	€
<b>5. Current liabilities</b>		
Trade creditors	78,880	71,277
Loans from participations in group companies	125,229	99,937
Taxes and social securities	8,037	6,002
Accruals and deferred income	131,722	20,937
	<u>343,868</u>	<u>198,153</u>
<b>Trade creditors</b>		
Creditors	<u>78,880</u>	<u>71,277</u>
<b>Loans from participations in group companies</b>		
Cleardown B.V.	<u>125,229</u>	<u>99,937</u>
An interest rate of 1,5 % (Euribor 0,5 % + 1%) has been calculated.		
<b>Taxes and social securities</b>		
Turnover tax	5,257	5,673
Pay-roll tax	2,780	329
	<u>8,037</u>	<u>6,002</u>
<b>Accruals and deferred income</b>		
Holiday bonus	2,296	-
Accounting costs	1,500	1,500
Auditing costs	1,000	1,000
Advise costs	-	1,433
Consultancy charges	77,982	17,004
External regulation charges	4,000	-
Management fee	30,000	-
Insurance	14,944	-
	<u>131,722</u>	<u>20,937</u>

Privium Fund Management B.V. in Amsterdam

## 5 NOTES TO THE PROFIT AND LOSS ACCOUNT OF 2014

	2014	2013
	€	€
<b>6. Net turnover</b>		
Net turnover	971,793	346,730
<b>7. Movement work in progress</b>		
Turnover to be received	76,769	30,787
<b>8. Cost price</b>		
Legal and tax counseling	8,398	151,481
Software	68,114	41,015
Promotion	10,714	22,487
External regulation	15,014	20,553
Compliance	17,550	7,040
Administration	4,891	3,444
	124,681	246,020
<b>9. Cost of subcontracted work and other external charges</b>		
Work contracted	730,580	79,417
<b>10. Employee expenses</b>		
Wages and salaries	51,388	13,340
Social security charges	6,495	-
Management fees	30,000	-
	87,883	13,340
<i>Wages and salaries</i>		
Gross wages	43,717	9,338
Wages 30% ruling	5,047	4,002
Vacation accruals	2,624	-
	51,388	13,340
<i>Social security charges</i>		
Social costs	6,495	-
<i>Management fees</i>		
Allocated management fee	30,000	-

**Staff**

At company during 2014, 1 employees were employed (2013: 1).

## Privium Fund Management B.V. in Amsterdam

	2014	2013
	€	€
<b>11. Amortisation and depreciation</b>		
Tangible fixed assets	7,790	-
<b>12. Other operating expenses</b>		
Accommodation expenses	8,992	-
Operating costs	1,257	1,570
Office expenses	40,855	8,368
Car expenses	2,766	85
Selling and distribution expenses	23,479	16,028
General expenses	7,458	5,401
	<u>84,807</u>	<u>31,452</u>
<i>Accommodation expenses</i>		
Rent buildings	8,992	-
<i>Operating costs</i>		
Minor assets	1,257	1,570
<i>Office expenses</i>		
Office supplies	2,261	649
Automation costs	1,911	-
Telephone	464	24
Postage	2	236
Contributions and subscriptions	1,899	792
Insurance	34,318	6,667
	<u>40,855</u>	<u>8,368</u>
<i>Car expenses</i>		
Fuels	127	77
Maintenance department	77	8
Insurance	1,287	-
	<u>1,491</u>	<u>85</u>
Private use	1,275	-
	<u>2,766</u>	<u>85</u>
<i>Selling and distribution expenses</i>		
Publicity and advertisement	150	-
Representation costs	10,204	6,569
Business gifts	3,669	285
Travelling expenses	9,456	9,174
	<u>23,479</u>	<u>16,028</u>

## Privium Fund Management B.V. in Amsterdam

	2014	2013
	€	€
<i>General expenses</i>		
Audit costs	1,625	1,850
Accounting costs	4,753	3,551
Consultancy fees	1,080	-
	<u>7,458</u>	<u>5,401</u>
<b>13. Financial income and expenses</b>		
Interest and similar income	1,050	1,008
Interest and similar expenses	475	-5,527
	<u>1,525</u>	<u>-4,519</u>
<i>Interest and similar income</i>		
Interest receivable Darwin Financial Platform B.V.	<u>1,050</u>	<u>1,008</u>
<i>Interest and similar expenses</i>		
Interest and costs Tax Administration	-186	-
Interest payable	878	-453
Exchange rate differences	1,459	-3,479
Interest payable Cleardown B.V.	-1,676	-1,595
	<u>475</u>	<u>-5,527</u>
<b>14. Extraordinary expenses</b>		
Extraordinary expenses	<u>-</u>	<u>-4,790</u>



**OTHER INFORMATION**



**OTHER INFORMATION****1 Statutory appropriation of profit**

Based on article 19 of the Articles of Association the result is at the disposal of the General Shareholders Meeting.

**2 Appropriation of the profit for 2014**

The board of directors proposes to appropriate the profit for 2014 as follows:

	2014
	€
Net income	14,346
Added to retained earnings	14,346

This proposal has been processed in the annual account in advance of the adoption by the General Meeting.

**3 Independent auditor's report**

The independent auditor's report is stated on page 23.



To the Board of Director's of Privium Fund Management B.V.  
Gustav Mahlerplein 3, 26 floor  
1082 MS Amsterdam

**AG Accountancy**  
Oosteinderweg 568  
1432 BS Aalsmeer  
Telefoon: 06-53160586

**Independent auditor's report**

**Report on the financial statements**

We have audited the accompanying financial statements 2014 of Privium Fund Management B.V., Aerdenhout. The financial statements comprise the balance sheet as at December 31, 2014, and the profit and loss account for the year 2014 and the notes, comprising a summary of the accounting policies and other explanatory information.

**Administrator's responsibility**

The administrator of the investment pool is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code and with the law on financial supervision. Furthermore the administrator is responsible for the preparation of the report of the administrator in accordance with Part 9 of Book 2 of the Dutch Civil Code. The administrator is also responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the administrator, as well as evaluating the overall presentation of the financial statements.

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

**Opinion with respect to the financial statements**

In our opinion, the financial statements give a true and fair view of the financial position of Privium Fund Management B.V. as at December 31, 2014, and of its result for the year 2014 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

**Report on other legal and regulatory requirements**

Pursuant to the legal requirement under Section 2:393 sub 5 at e and f of the Dutch Civil Code, we have no deficiencies to report as a result of our examination whether the administrator's report, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code, and whether the information as required under Section 2:392 sub 1 at b-h has been annexed. Further we report that the administrator's report, to the extent we can assess, is consistent with the financial statements as required by Section 2:391 sub 4 of the Dutch Civil Code.

Aalsmeer, April 29, 2015

AG Accountancy



drs. A. Griffioen RA