



# Vos Logistics Beheer B.V. Integrated Financial & Sustainability Report 2021

## Information & Contact

This report provides a cohesive insight into Vos Logistics' financial and non-financial performance. It has been prepared in accordance with the Global Reporting Initiative Standards (G4 Core).

We welcome your feedback at: [corporate@voslogistics.com](mailto:corporate@voslogistics.com)

## Vos Logistics' General Terms and Conditions

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Entered in the Trade Registry of the Dutch Chamber of Commerce under number 34054561 Vos Logistics' Integrated Report presents the company's financial and sustainability performance and customer appreciation during the year in a single integrated report.

## Colophon

Copywriting & content management: Hidden Champion, Rotterdam

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# Contents

<b>4</b>	<b>Letter from the Board of Management</b>	<b>36</b>	<b>Glossary</b>
<b>6</b>	<b>About Vos Logistics</b>	<b>37</b>	<b>Financial statements</b>
6	Profile	38	Consolidated balance sheet
7	Key numbers	39	Consolidated profit and loss account for 2021
9	Strategic framework	39	Consolidated comprehensive income statement for 2021
<b>10</b>	<b>Report of the Board of Management</b>	40	Consolidated cash flow statement
11	Our divisions	41	General notes
11	International Transport	42	Notes to the consolidated balance sheet
11	Mega	44	Notes on income and expenses
11	High Volume	45	Notes to the consolidated balance sheet
12	Bulk Network & Storage	53	Notes to the consolidated profit and loss account
15	Logistics Solutions	56	Company balance sheet
15	Warehousing & National Distribution	57	Company profit and loss account for 2021
15	Freight Management & Forwarding	58	Notes to the company balance sheet and the company profit and loss account
15	Bulk Specialties		
16	Financial performance		
18	Growth, investments, and innovation		
18	Digital transformation		
20	Sustainability & environment		
22	People		
24	Society		
<b>25</b>	<b>Prospects</b>	<b>61</b>	<b>Other information</b>
<b>26</b>	<b>Risk management</b>	62	Independent auditor's report on the audit of the financial statements 2021 included in the financial report
<b>28</b>	<b>Governance</b>	65	Result appropriation
<b>30</b>	<b>Composition of the group's Board of Management</b>	66	Principal participating interests on 31 December 2021
<b>31</b>	<b>About this report</b>		
31	Stakeholder engagement		
32	Materiality and strategy		
34	Vos Logistics' contribution to the Sustainable Development Goals		
34	KPI dashboard 2017-2021		
35	KPI dashboard definition table		

# Letter from the Board of Management

This year Vos Logistics took strong strides through the unusual times we are living in. The hope and protection of the vaccination was a welcome development, yet the global pandemic is not yet in our rear-view mirror.

The continuing pandemic and its consequences had an impact on our company throughout 2021. Fuel prices reached new highs, our automotive customers faced multiple cessations and distribution patterns and warehouse staffing fluctuated. While this had an effect in financial terms, the company remained resilient – liquidity and solvency remained at a high level.



## Expansion, transition and strengthened workforce

Many positive developments also unfolded throughout the year. Our warehousing and distribution activities in the Benelux continued to grow and we invested strongly in our strategy to become a Benelux champion. The company experienced a powerful surge in business on the domestic front and transitioned to meet the demand. We are proud of our continued commitment to training and development opportunities and the proactive role our people play in recruiting new colleagues and further strengthening our workforce.

## Better, faster, increasingly cost effective and more sustainable

Vos Logistics is committed to staying ahead of the innovation curve. We continually strive to become better, faster, increasingly cost effective and more sustainable. This year we opened our stunning new 25,000 m<sup>2</sup> BREEAM 5 star distribution centre in Oss and received both 2nd and 3rd Lean and Green Star certifications for sustainable logistics.

## A strong future

We are grateful to our customers, our partners and the Vos Logistics team for the strong collaboration we share and the trust they place in us. While underlying economic prospects and opportunities for growth in 2022 look positive, the aftermath of the COVID pandemic, the Mobility Package and the situation in Ukraine pose serious challenges. We are confident we will leverage opportunities, capably transition through uncertainty, and continue to build a strong future.

Frank Verhoeven - Ben Vos  
**Board of Management**

# A new sustainable distribution centre for Vos Logistics in Oss

This year, Vos Logistics opened a new distribution centre in Oss to expand our services. By doing so, we gained 25,000 m<sup>2</sup> of extra storage space, bringing the total to 320,000 m<sup>2</sup>.



The new distribution centre, with adjacent offices, was built according to the official BREEAM 5 star standard (Outstanding). The new facilities represent another step in strengthening our market position in the Benelux and becoming even more sustainable as a company.

“This new distribution centre is an important next step for our growth strategy in the Benelux,” says Ben Vos, CFO, Vos Logistics. “This expansion allows us to respond to the increasing demand for warehousing, order fulfilment and cross-dock facilities. Because of the rapid development of e-commerce, our specialisation in home deliveries of oversized goods in particular has shifted to a higher gear.”



# About Vos Logistics



Vos Logistics is one of Europe's leading logistics service providers and has a network of 30 group-owned locations in Europe. We deliver transport and supply chain services across a wide range of industries.

## Profile

### International Transport

**Cargo (Mega and High Volume):** the international transport of full and part truck loads for high-volume transport and mobile storage. We operate trailers, CuBoLiners®, swap bodies, multimodal transport and CuBoTainers®.

**Bulk Network & Storage:** the international transport, storage, and handling of mainly dry bulk goods (both granulates and powders). Services include differentiated multimodal concepts (rail and road combinations), site-to-site transport, silo storage and handling, and tank cleaning. Products include chemicals, foodstuffs, animal feed, starch, minerals, and waste.

### Logistics Solutions

Logistics Solutions offers a range of supply chain related services.

**Warehousing:** inbound, storage and outbound logistics serving order fulfilment, shipping, and value added logistics (e.g.

repacking, labelling, assembly, repair, and building displays).

**Regional distribution:** fine-meshed B2B and consumer deliveries (odd-sized/shaped shipments and parcels) including customer-specific solutions.

**Home deliveries:** a customer focused handling and delivery service. Modern cross-docks and trucks equipped to capably serve small villages and big cities.

**Bulk specialties:** dedicated and customised transport with specialised or custom-built equipment. Products include liquids, dangerous goods (ADR), cement, concrete, lime, and gas.

**International freight forwarding & management:** organised global goods flows (FTLs, part loads and groupage).

*To learn more, please visit our website: [voslogistics.com](https://voslogistics.com)*

## Key numbers 2021

Total turnover

# 361mIn

Int. Transport

## 195mIn

Solutions

## 166mIn



### Workforce

#### FTEs

*Incl. temporary employees*



Int. Transport

**1,590**

Solutions

**1,390**

**Total**

**2,980**

#### Safety



#### LTIR

2021: ▼ 24%

**0.77**

#### Combined LWC

2020: 24

2021 : 34

▲ **41%**

#### Combined Incident Reporting

2020: 70

2021: 89

▲ **27%**

### Training & Development

#### Time Invested



Indirect

**7,404**

Direct

**13,884**

**Total**

**21,288**

Per own employee

**8.18 hrs**

#### Programs

*Percentage of time invested in programs*



Driving

**48%**

Safety/Health

**17%**

Management/Lean

**9%**

Other

**26%**

## Key numbers 2021

### Fleet

#### Loading Units



Int. Transport	<b>3,550</b>
Solutions	<b>810</b>
<b>Total</b>	<b>4,360</b>

#### Trucks



Int. Transport	<b>830</b>
Solutions	<b>470</b>
<b>Total</b>	<b>1,300</b>

Euro6 **98%**  
Euro5 + EEV **2%**



### Warehousing

#### Premises



Int. Transport	<b>28,500 m<sup>2</sup></b>
Solutions	<b>285,000 m<sup>2</sup></b>
<b>Total (average)</b>	<b>313,500 m<sup>2</sup></b>

#### Fleet investments 2021

Euro6 Trucks	<b>160</b>
LNG Trucks	<b>13</b>
Loading units	<b>75</b>

## Carbon footprint

### Fleet

Emission per ton/km  
**0.0348**



**3.4%** Reduction in CO<sub>2</sub> emission since 2016

### Premises

Emission per ton/m<sup>2</sup>  
**2.79**



**38.2%** Reduction in CO<sub>2</sub> emission since 2016



# Strategic framework

## Our mission

Vos Logistics embraces the concepts of the sharing economy, including the sharing of our knowledge, new ideas, network, facilities, equipment, and technology.

## Our vision

As the logistics industry rapidly changes, we aim to stay ahead of the curve and become better, faster, cheaper, and more sustainable. We will remain future-proof by investing in people, assets, and innovations. At Vos Logistics, it's always safety first.

Our robust financial backbone provides the basis for further growth and profitability. We are able to respond quickly in highly competitive and volatile markets. We do so by keeping both feet on the ground and creating an attractive and challenging environment for the personal development of our people.

## Our strategy

Our strategy is based on three pillars: operational excellence, transformation, and growth. Sustainability underpins them all.

### **Operational excellence – continuous improvement for maximum efficiency**

We strive for the most effective way to provide our customers with sustainable transport and logistics services to create maximum value. To continuously improve our processes, reduce cost and generate value, we work according to Lean principles.

### **Transformation – we invest to ensure we are future-proof**

The 'World of Logistics' is experiencing rapid change. To keep pace, we have identified the main drivers of this transition as being: digitization and data analytics; the transition from fossil fuel to electric and hydrogen; the significant effects of e-commerce on supply chains; and constraints on the labour market. We invest in these drivers to make sure we exceed customer expectations and to create an environment where information can be seamlessly exchanged. We connect intelligent planning with efficient execution. We do all this to ensure we continually become faster, better, and more efficient, while reducing our environmental footprint.

### **Organic growth – focused and innovative expansion**

To become a leading provider in selected market segments, we will grow our business organically and, where feasible,

through acquisitions. We have identified the following areas for growth.

- ✓ Warehousing and distribution in the Benelux.
- ✓ Local business in the countries in which we have a presence, especially Poland and Romania.
- ✓ Exploring new solutions and geographical areas for and with our customers.

## Sustainability

Vos Logistics is committed to providing sustainable logistics solutions. We look for the most efficient and environmentally sound ways to get the best results for our customers. We actively engage in joint innovation projects to uncover these solutions. We enjoy working with companies who also value working towards reducing their carbon footprint on the environment and moving towards a more circular economy.



## Lean

Lean is a guideline for operational excellence at all levels in the organisation. Working as a Lean organisation improves quality, reduces waste, and keeps the focus on customer demand. It helps us develop smarter and more efficient ways of working so we can achieve more with the same resources.

In 2021, we completed a number of smaller orange belt projects, and the Lean philosophy of continuous improvement remained strong throughout Vos Logistics.

In 2022, we will continue to train where necessary to help people perform at their best and achieve positive results.



# Report of the Board of Management

In 2021, Vos Logistics remained robust through turbulent times. The continuing pandemic, sharp rises in diesel prices and disrupted automotive supply chains due to the global semiconductor shortage all had an impact on our financial results.

We continued to focus on providing the best and most cost-effective solutions to our customers.

As parts of the company experienced a sharp increase in demand, we capably adapted and transformed to provide the best and most effective solutions. Existing strong partnerships expanded, and new business intake was particularly strong in Solutions. The company made significant investments in our fleet and premises, further strengthening our strong position as a market leader in the Benelux.

<u>Profile in key numbers</u>	<u>International Transport</u>	<u>Logistics Solutions</u>	<u>Total</u>
Turnover (x 1,000 euro)	195,000	166,000	361,000
FTEs involved	1,590	1,390	2,980
Own operational truck capacity	830	470	1,300
Own loading units capacity	3,550	810	4,360
Warehouse (in m <sup>2</sup> )	28,500	285,000	313,500
EBITDA (euro x 1,000)	5,800	7,800	13,600
EBIT (euro x 1,000)	-1,500	2,200	700



## Our divisions

Vos Logistics comprises two divisions: International Transport and Logistics Solutions. International Transport (Mega, High Volume and Bulk Network) continued to be affected by the pandemic and pandemic related challenges.

Logistics Solutions (including Bulk specialties) experienced varied results across the different business areas we serve. While this division was also impacted by the pandemic and pandemic related challenges, Logistics Solutions successfully transitioned to meet sizeable new business and is strongly positioned for the future.

## International Transport

In relation to the March 2020 investigation into our operations in Belgium by the Belgian authorities (Arbeidsauditoraat), we remain confident that operations are compliant with legislation throughout the countries of the European Union. We remain in constructive dialogue with the Belgian inspectorate. Amicable settlement possibilities are being explored.

At the time of writing, it remains unclear if, how and to what extent the investigation and/or dialogue will proceed. Given the current uncertainty, no possible impact, if any, can be assessed or estimated. Hence, no provision is accounted for in the 2021 financial statements.

### Mega

While Mega enjoyed a strong start, challenging conditions throughout the rest of the year such as sharply increasing diesel prices, supply chain disruptions, volatile automotive production patterns and high illness rates among drivers had an impact on network performance and subsequently, financial results.

Mega improved both volume and performance compared to 2020. This was the result of a considerable intake of new business including packaging, insulation, hygiene products and fashion as well as further expansion of the European Distribution Centre shuttling businesses for a major home goods retailer. However, Mega stayed considerably under target, mainly due to diesel price increases and automotive production disruptions. Result enhancement measures have been implemented.

### High Volume

High Volume was also impacted by the combination of the year's extraordinary circumstances. The challenges were in part similar to those experienced by Mega and included



sharp diesel price increases, driver illness, and unexpected automotive production stops due to semiconductor shortages. Textile recycling, packaging, and insulation transport and logistics remained strong.

Vos Logistics remained sharply focused on making the necessary transitions, and consistent adjustments to meet complex demands. We successfully worked intensively with our customers to find the best solutions every step of the way.

# Expansion of **mobile storage and High Volume transport solutions**

**In 2021, Vos Logistics expanded mobile storage and HV transport solutions through the acquisition of 75 new swap bodies. We now operate 1,500 of these types of loading units in the Benelux, France, and Germany, and are a leading service provider in this segment.**

In recent years Vos Logistics developed the concept known as the CuBoTainer®. This in-house innovation was patented as a swap body, providing many advantages for our customers. The CuBoTainer® provides stability and a high level of external load protection. It enables

the optimization of storage and transport of industrial packaging materials, insulation materials and textile recycling, but it is also suitable for other products. It can be used in combination with a portable forklift.

### **Collaborating to produce swap bodies**

In collaboration with WECON GmbH, a specialist in commercial vehicles and container technology, Vos Logistics started out with a prototype that resulted in the production of an array of swap bodies.

**“The demand for swap bodies was growing among our client base. Due to that, we decided to invest in extra material in order to be able to grow with our customers.”**

Wim Roelofsen, BU Manager Netherlands



### **Bulk Network and Storage**

The Bulk FTL network suffered from diesel price increases, growing geographical North-South imbalances and tight capacity on the spot market that disabled the network balance and growth in forwarding. Volumes were weaker than in the previous year and were related to less demand from the automotive industry due to production stops.

In 2021, the Oss silo storage & cleaning activities were transferred to Solutions. Silo & cleaning Lyon performed well. Additionally the Lyon team delivered great support to the Mega business line with the setting up of a distribution organisation for a retail customer in France.



# New solution for transporting non-craneable trailers

In 2021, the Vos Logistics Bulk department successfully introduced a new solution that enables the transportation of non-craneable trailers by train.

Our Bulk network is very active between the South of Europe, Lyon, Marseille, the Benelux and the Western part of Germany. CFL, an intermodal rail network connecting major ports and European industrial centres, runs a train connection between Luxembourg and Perpignan.

Typically, CFL uses craneable containers and trailers that can be easily loaded and unloaded on

and off trains and trucks. However, this wasn't an option for our bulk trailers, with technical issues getting in the way. So in collaboration with CFL, Vos Logistics solved the issue with adjustments to train platforms at Lyon and Luxembourg so that the trailers become craneable. Following a testing phase, the system went live on 1 March 2021.

**“By entering into partnership with CFL, we added an operational solution and offer our clients a more sustainable alternative for road-bulk transport at the same time. With an eye on the Paris Agreement, which is a binding international treaty on climate change, logistic service providers are required to come up with their own initiatives for increasing multimodal transport to reduce CO<sub>2</sub> emissions. We are glad that we can add yet another sustainable transport option to our service portfolio.”**

Ronald van der Plas, BU Manager Lyon



## Lanterfant

In 2021, Vos Logistics was pleased to welcome design furniture retailer Lanterfant as a new customer.

### The challenge

Lanterfant is an ambitious young company striving for high growth. Its products vary greatly in size and have strong seasonal patterns. Lanterfant therefore went looking for a flexible partner, committed to providing an excellent customer journey, including a high quality, fast and consistent delivery process.



### The solution

Vos Logistics answered the call and now supplies Lanterfant with all their warehousing and fulfilment needs: from the moment their products arrive in containers in Rotterdam to delivery to the customer's doorstep.

To provide this full service Vos Logistics set up a custom-made fulfilment operation in our new distribution centre in Oss. We integrated IT solutions with Lanterfant to establish a seamless order flow. We also provide track and trace information with the Dutch postal service. Vos Logistics currently handles a significant order volume for Lanterfant, which is expected to grow exponentially over the coming years.

**“ We were looking for a partner with a flexible mindset, a pragmatic approach to challenges and a hands-on mentality. Vos Logistics meets these qualifications. The result is a cooperation in which we achieve a flexible and reliable logistics process, while having the chance to learn from and grow with each other.”**

Ralph Meijer, CEO of Lanterfant

## Mirage Retail Group

In 2020, a promising collaboration started between Logistics Solutions – a rapidly expanding cluster at Vos Logistics – and retailers of the Mirage Retail Group, which include the Dutch brands Blokker, BCC, Intertoys and Miniso. This successful collaboration was continued and expanded throughout 2021.

Blokker sought a partner with expertise in retail distribution, a healthy financial background and someone who could take over all of their Drivers. By outsourcing their logistics, Blokker aimed to continue their growth and benefit from innovative IT solutions.

The combined knowledge of Vos Logistics and SNEL in transport and retail distribution proved to be a solid backbone for starting our cooperation with the Mirage Retail Group. We presented them with a strong concept regarding flexible transport solutions, storage capacity, as well as taking over their staff.

Kevin Brands, Operations Manager Distribution at Vos Logistics: “We have gladly helped Blokker with their initial challenge and are pleased that the collaboration has been expanded further throughout the Mirage Retail Group in 2021. By now, we arrange all outbound transport activities for Blokker, BCC and Miniso. The latter also benefits from our fulfilment solutions. Next to that, overflow storage from Blokker and BCC is stored in our warehouses in Oss. Also Dutch retailer BigBazar, who used to be part of the Mirage Retail Group, continues to trust in our expertise.”



John Schollink, Logistics Director at Mirage Retail Group: “The cooperation with Vos Logistics and SNEL has been very prosperous. The flexibility they offer in their transport and storage services, in combination with IT solutions, were important factors for selecting them as a partner.”



## Logistics Solutions

In 2021, Logistics Solutions experienced varied results across the different business areas we serve in the Benelux.

New business intake was excellent. We gained large contracts with strong companies and experienced a powerful surge in business on the domestic front. We rapidly transitioned to meet the demand and are well positioned for a strong future, underpinning our strategy to become a Benelux champion in warehousing and distribution.

### Warehousing and home delivery

National distribution grew turnover by almost 15% against 2020 with a sound intake of new business. The Oss silo storage and cleaning activities were transferred to Solutions. We showed agility and strength investing to integrate the new business and capably serve existing and future expansion.

E-commerce is a rapidly growing segment. We see a combination of new customers as well as existing retail customers changing into multi channel supply chains. In addition to running bricks and mortar shops, they are moving increasingly online.

In 2021, multiple challenges had an impact on warehousing. Due to the changed logistics processes of an e-commerce customer, international cross-docking volumes reduced. Inbound and storage volumes fluctuated due to inbound supply chain disruptions from the Far East. The large volume growth came along with growing pains. Operational warehouse efficiency plunged. By the end of the year both operations as well as customer agreements were improved.

In National Distribution, Dutch lockdowns hampered operations and results at the start and the end of the year. Furthermore, the volume growth also hampered cross-dock and distribution efficiency in Woerden. The pandemic caused high illness rates, in particular in the last months of the year. SNEL Shared Logistics started migrating to the Vos Logistics processes and systems. The migration was finalised in early 2022. The Oevel (Belgium) warehouse was terminated in the course of the year. Home delivery grew by 250%. Growing volumes resulted from both the successful on boarding of a new customer and increased volumes from existing customers.

### Freight Management & Forwarding

Freight management performed very well in 2021. Turnover grew by 10% with a satisfactory gross margin. This business line increasingly responding to the demand of integrated logistics solutions for warehouse customers, as we cater to their inbound transport and administration, order fulfilment and distribution needs. Further cross selling within the group will be explored.

### Bulk Specialties

Bulk distribution had a good year. Despite the closure of the Maastricht cement oven in 2020, Cetra performed well. Supported by a strong construction market, management demonstrated agility and made a smooth transition. Specialties Woerden (formerly Uithoorn) successfully focused on operational improvements in combination with rate adjustments. Each of the three national distribution segments – mortar, gas, and dry bulk ADR – experienced improved results against last year.

## Financial performance

While turbulent times had an impact on financial results, liquidity and solvency remained high in 2021.

Turnover increased to over € 360 million. The turnover increase - adjusted for the impact of diesel prices - compared with 2020 predominantly came from warehousing and distribution, followed by Mega international transport and freight management.

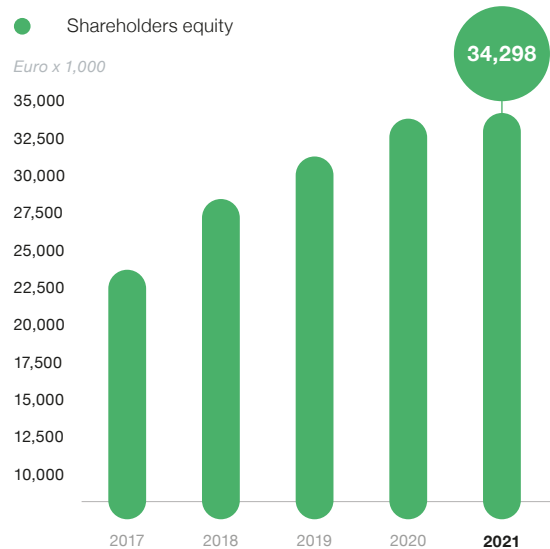
### Consolidated earnings before interest and taxation (EBIT)

Consolidated earnings before interest and taxation (EBIT) dropped to € 0.7 million, leading to a break-even net result. The contribution margin did not meet the 2021 target or the 2020 level, which is the main reason for the shortfall of EBIT. Largest EBIT decreases are found in High Volume and Warehousing and Distribution business lines.

The sum of general wage indexations, Solutions business growth, the 2020 NOW wage subsidies, IT developments and implementations (largely Solutions), and restructuring costs chiefly clarify the increase of indirect costs compared to the previous year.

Interest costs are lower as factoring facilities were used to a limited extent, as were subsequent spacious COVID liquidity support measures.

Recognition of deferred tax assets appeared quite prudent.



<u>Group results</u>	<u>2021</u>		<u>2020</u>	
	€ (x 1,000)	%	€ (x 1,000)	%
Total net turnover	361,356		337,952	
Subcontracted work	90,214	25,0	83,351	24,7
Added value	271,142	75,0	254,601	75,3
Total direct costs excl. equipment & housing	187,926	52,0	174,036	51,5
Contribution margin	83,216	23,0	80,565	23,8
Total indirect costs	42,406	11,7	40,327	11,9
EBITDA before direct equipment & housing costs	40,810	11,3	40,238	11,9
Total depreciations & leases	40,099	11,1	35,611	10,5
EBIT	711	0,2	4,627	1,4
<b>EBT</b>	<b>857-</b>	<b>-0.2</b>	<b>2,478</b>	<b>0.7</b>



The valuation of available Dutch and French accumulative fiscal losses is being reconsidered, implying a tax gain in the P&L and increased DTA receivables.

### Liquidity & balance sheet developments

Liquidity (cash + available not utilized factoring facility) as per 31 December was € 30 million versus € 36 million last year. Within this amount repayable COVID support is € 18 million versus € 20 million at the end of 2020. In addition to support repayments, incidental large investments were made on inventory and equipment for the new Oss premises.

Working capital increased mainly due to turnover growth, which was mitigated by corresponding enlarged availability from factoring.

Net debt including repayable COVID support increased by € 2 million to € 54 million. The utilisation of factoring subsequently increased the larger working capital while lease obligations diminished forthcoming repayments.

For the larger part of 2021, DSO levelled at around the previous year's ratio and increased during the last quarter. Increased

turnover and longer payment duration pushed trade debtors up by € 9 million.

Intangible fixed assets diminished due to a goodwill adjustment. Financial fixed assets increased due to more recognised deferred tax assets and higher receivables on the Vos Logistics top holding.

Tangible fixed assets reduced chiefly because trailer investments were limited to an absolute minimum in light of the uncertainties brought on by the pandemic. Furthermore, as trailer financial leases repayments occurred in shorter time frames than the depreciation thereof, the lease liabilities decreased even more. In the meantime, as COVID support repayables have been arranged and scheduled, large amounts from other current to long-term liabilities in the balance sheet have been reclassified.

In terms of liabilities to financial institutions, short-term financial lease liabilities went up as operational leased trucks were converted into financial leases after contract expiry with subsequent purchase in 2022.



## Growth, investments and innovation

Total investments amounted to € 21m and included:

- ✓ 160 Euro6 trucks
- ✓ 13 LNG trucks
- ✓ 75 loading units
- ✓ Considerable investments in warehouse inventory and equipment (mainly new Oss DC), warehouse inventory, IT hardware, licenses, and office inventory
- ✓ Construction of new 25,000 m<sup>2</sup> (rented) warehouse in Oss successfully finalised. This warehouse will be BREEAM certified.

## Digital transformation

Digitization is a high priority for Vos Logistics. In 2021, we continued our transformation throughout the business, creating greater efficiencies and further strengthening the company.

### SNEL Integration

Following the acquisition of SNEL Shared Logistics by Vos Logistics, we successfully harmonised processes and implemented systems.

The project was executed throughout 2021 and focused on process improvements and implementing Vos Logistics core systems for transport management and planning, on board computers and finance.

The integration of SNEL in our network is further boosting our Benelux Distribution and Home Delivery business.

### Real time status app

In 2021, Vos Logistics progressed the development of an app that provides B2B and B2C consumers with track and trace information on their shipments.

Track and trace information has become increasingly important to our customers. The real-time status app was developed in early 2021 and has already been rolled out to many customers. When a shipment is planned, our customer receives an email and/or an SMS. This message provides direct access to real time status shipment information provided by our transport management system.

The app has been received very well and is providing our customers with key shipment information and status updates.



### Digital CMR

As part of our digital transformation, Vos Logistics recently partnered with Collect & Go and Transics to introduce the Digital CMR concept. The concept provides a full valid digital transport document.

The digitization of this critical transportation document leads to less paperwork and faster processing of the proof of delivery, including the invoicing of services delivered. The solution will continue to be rolled out in the near future, with continuous improvements.

### WMS selection

In 2021, Vos Logistics furthered the company's digital transformation by taking concrete steps towards a new warehouse management system (WMS).

Vos Logistics consistently looks ahead to ensure that our software is able to support essential market developments such as e-commerce, further digitization, and connectivity. During 2021 we thoroughly researched and compiled a shortlist of potential suppliers. Implementation of the new WMS is planned to start in the course of 2022.

### SmartFox

We started using SmartFox, our internal program, in 2019 when the possibility arose to take a leap forward in our digital transformation with our partner Nexogen. The development of this algorithmic planning tool is needed to improve transport services to our clients against lower costs, enable greater efficiencies in fleet productivity and loading, and reduce empty mileage to lower our CO<sub>2</sub> emissions.



**SmartFox**

We have come a long way since 2019. SmartFox is based on LOVOS, our in-house planning system and aims to improve the overall data availability and quality. Despite some setbacks in the third quarter of 2021, we have started sub-projects to further improve the processes of our daily operations and the planning system itself.

Roy Schuurmans, Project Manager SmartFox at Vos Logistics says, “over time we have learnt that it is essential to also register the expected orders in our system. This part has been untouchable and has remained human information so far and was thus not taken into consideration in the algorithm. Thinking about the future, the most important change for our planners will not be to determine the sequence of shipments manually anymore, but to focus on the actual outcome and change the parameters to reach a next level in efficiency.”



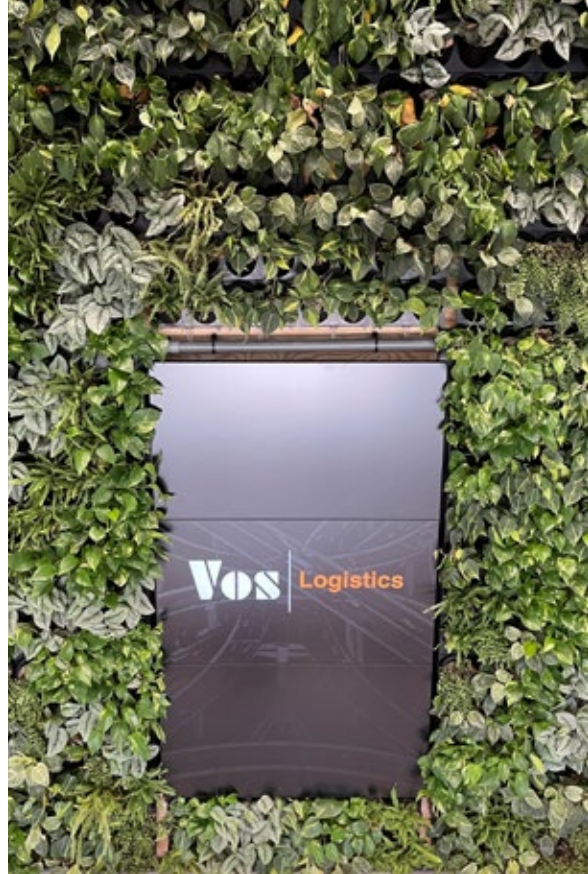
## Sustainability and environment

### Energy Transition Board

The Energy Transition Board (ETB) is charged with the responsibility of investigating all options available to Vos Logistics to reduce our CO<sub>2</sub> emissions and to follow up on the developments in alternatives to diesel. Throughout 2021 the Board continued to work towards these aims as part of the company's commitment to contributing to a cleaner world.

### Carbon footprint of premises

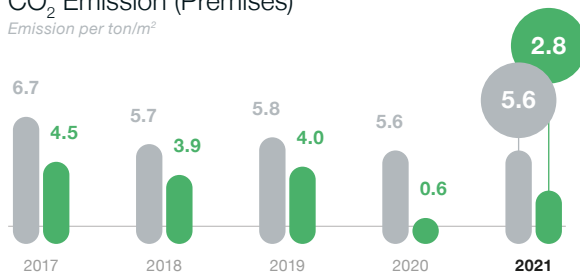
The 12,000 solar panels on the rooftops of our buildings in Oss and Roosendaal continued to generate significant energy throughout 2021. Approximately 25% is directly used in Vos Logistics buildings and any energy that is not used in the company premises is sold back to the market, providing green energy to other users.



Videowall Veersemeer, Oss.

### CO<sub>2</sub> Emission (Premises)

Emission per ton/m<sup>2</sup>



- Based on electricity usage
- Nett CO<sub>2</sub> emission after compensation (Green electricity and supplying solar energy to the grid)

## Lean & Green 2nd and 3rd Star Certification

**In 2021, Vos Logistics was awarded a 2nd and 3rd Star from Lean & Green, a coveted sustainability certification in the world of logistics.**

The Lean & Green program is about reducing CO<sub>2</sub> emissions in transport and logistics. The initiative was started by Connekt, an independent network for sustainable accessibility in mobility and logistics in The Netherlands and throughout Europe. Lean & Green's goal is to help organisations be flexible and innovative, while at the same time reducing their CO<sub>2</sub> emissions in various ways.

Eveline Vermeulen, QESH and Sustainability Coordinator at Vos Logistics explains. "At Vos Logistics we were already

well underway regarding sustainable initiatives. When we evaluated the situation, it became clear that we had managed to reduce the CO<sub>2</sub> emissions per ton of transported volume by 19% over the past 3 years. This led to our not only being awarded a 2nd, but also a 3rd Star at the same time."

Vos Logistics' vision is to stay ahead of the innovation curve and to become better, faster, increasingly cost effective, and more sustainable. With sustainability high on our agenda, the Lean & Green program aligns directly with our company strategy.

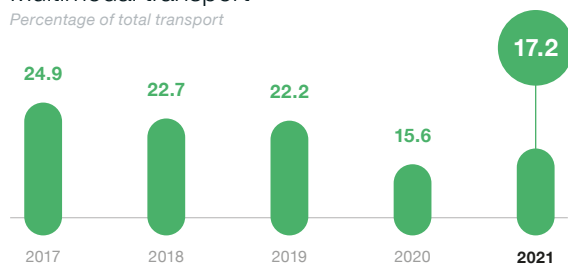


### Sustainable operation in the value chain

At Vos Logistics, we work closely with our customers to provide the most sustainable, efficient, and effective ways to get the best results.

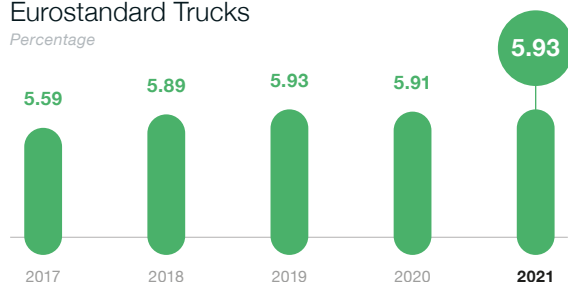
#### Multimodal transport

Percentage of total transport



#### Eurostandard Trucks

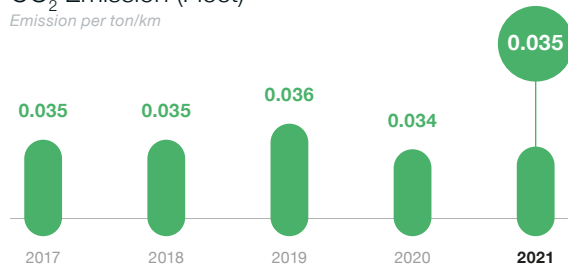
Percentage



As part of our commitment to driving clean and efficient transport solutions, in 2021, Vos Logistics intern Willem Goudriaan performed a thorough study of the technical and economic feasibility of zero-emission home deliveries from Vos Logistics.

#### CO<sub>2</sub> Emission (Fleet)

Emission per ton/km



## EcoVadis rating from bronze to silver

As part of the Vos Logistics focus on providing the most effective and sustainable solutions, we partner with EcoVadis, a global leader in business sustainability rating. The methodology used by EcoVadis provides clear sustainability and carbon scorecards across 4 themes – environment, ethics, labour and human rights, and sustainable procurement.



In 2021, we were proud to move from a bronze to a silver EcoVadis rating.

## Operation clean sweep



**As part of our commitment to a sustainable future, Vos Logistics is an active participant in Operation Clean Sweep. The initiative aims to ensure that any plastic waste used in transport is disposed of responsibly.**

In 2021, Vos Logistics took part by equipping drivers across the company with the knowledge and tools they need to clean up properly. This included equipment and training.

Regular audits were carried out to support the team and ensure the success of the operation.

## People

### Labour market

In 2021, Vos Logistics continued to prioritise attracting and retaining top talent. The labour market shortage throughout Europe and the continuing challenges of the global pandemic required a determined, consistent, and creative approach. As parts of the company grew rapidly, our people played an impressively proactive role in recruiting new colleagues through our referral program, further strengthening our workforce.

Safety remained our top priority. We quickly responded to pandemic measures in the countries in which we operate, ensuring our people in warehouses, on the road, in offices and at home remained safe.

### Training and development

As part of our commitment to recruiting and retaining top talent, we ran several training programs throughout 2021. We encouraged career changes throughout the organisation and many colleagues progressed their careers within the company.

In The Netherlands, the Future Driver program trained and developed prospective driving and logistics talents. The Young Professionals program launched at the end of 2019 continued in 2021. Lean and project management training continued to increase efficiencies throughout our company and a variety of driver safety training programs were carried out throughout the year.

### Work environment

Vos Logistics continued to modernise and harmonise working environments throughout the company in 2021. For example, in The Netherlands, we opened a stunning new 25,000 m<sup>2</sup> BREEAM 5 star distribution centre in Oss. The new facilities represent another important step in strengthening our market position in the Benelux and becoming even more sustainable as a company. In Poland we modernised our offices with significant renovations.

On the road, we continued to renew our fleet with the latest state of the art driving technology. We also replaced many Electronic Pallet Trucks in our warehouses throughout the year.

## Spotlight: our drivers

**“As my career goals grew, Vos Logistics backed me up every step of the way. I started out as a home delivery driver and progressed to driving trucks on international routes. The company recently helped me get my license to drive bigger loads between distribution centres. I really appreciate the freedom the company gives me to get the job done. I work with a small group and we’re like a family. We’re happy together and always help each other out.”**

Antoine Swaans

**“Working in our company gives you great opportunities to gain experience in working as a professional truck driver. We move goods and provide services throughout almost all of Europe, while getting to know different cultures, customs, and people. And the training system allows us to further improve our qualifications. It is true that working as a driver in international transport means a lot of separation from the family. However, the various work systems available at Vos Logistics make it possible to balance my work and private life.”**

Jerzy Winerowicz, MQT

## Workforce

### Health

The 2021 sickness leave rate of 4.76 % increased from 4.40% in 2020, an overall increase of 0.36%. More specifically, there was an increase of 0.58% for direct personnel and a decrease of 0.38% for indirect personnel.

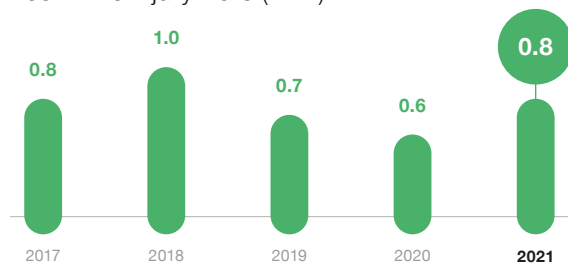
Looking more closely at the 2021 figures:

- ✓ The consequences of the pandemic are clearly visible in 2021, the second year of the pandemic.
- ✓ There were 2,778 more absent days among direct employees, and a total of 3,436 more absent days in total.
- ✓ Absent days of indirect personnel decreased by 656 days. This can be attributed to the fact that this group has more opportunities to work from home and were well facilitated to do so in 2021.

### Safety Rates

The lost time injury rate increased from 0.62 in 2020 to 0.77 in 2021.

#### Lost Time Injury Rate (LTIR)



### Incident Reporting

Incident reporting increased from 70% in 2020 to 89% in 2021.

### Damage Ratio

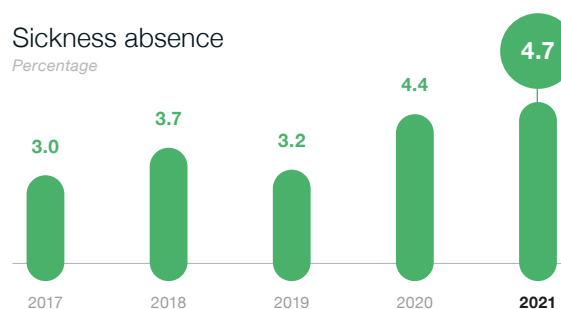
The 2021 score for TPL accidents in 2021 was 57.3%, slightly above the 2020 score of 56.5%. The SNEL Shared Logistics damage ratio improved from 151% to 125%.

In general, the slightly higher overall damage ratio can be attributed to the rapid growth of our Home Delivery service, which involves more drivers, often engaged on a temporary basis.

The pandemic further influenced the score as regular training programs were interrupted by the constantly changing measures to control the virus. As the pandemic has less impact, our regular comprehensive training programs will recommence.

#### Sickness absence

Percentage



### Successful pilot of Health Week in NL

This year Vos Logistics successfully piloted a Health Week in The Netherlands. The goal of the initiative is to support our people to take care of themselves and each other through nurturing good physical and mental health.

We partnered local bright young minds at Avans Hogeschool Arnhem and Nijmegen and De Leijgraaf College to find ways to get the Health Week to our people such as through a Vitality App. In addition to getting physically fit, Dutch memory trainer Rick de Jong ([www.memoryspeaker.nl](http://www.memoryspeaker.nl)) shared some great practical exercises to keep minds fit.



We challenged everyone to get out and walk or run as far as they could during the week and raise money for KWF (the Cancer Foundation). The goal was to reach 1,000 km. Thanks to some particularly impressive efforts of some of our colleagues; we covered 628 km in total.

In the future, we hope to extend Health Week to all locations and our colleagues on the road.

## Society

In 2021, Vos Logistics continued to contribute to the communities the company works in through a range of initiatives and social programs.

### Romania

In 2021, Vos Logistics sponsored multiple initiatives in Romania, including:

- ✓ Food acquisition for Casuta Bucuriei, the House of Joy, a non-profit organisation that runs various activities to support children;
- ✓ 30 telephones donated to disadvantaged children so that they can attend online school; and
- ✓ 40 telephone SIMs with a subscription paid for the whole year (in collaboration with Vodafone) for disadvantaged children.



### Poland

In collaboration with the Action Distribution Centre in Osla, Vos Logistics took part in the following activities.

- ✓ A regional event called Drogowi Mikolajowie, or Road Santas.
- ✓ Supporting an orphanage in Krosno Odorzyńskie by supplying a car, furniture, everyday products and Christmas gifts. The action was successful thanks to several sponsors and fundraising efforts. The goods were transported to the location in a truck convoy. Distribution Centre Osla provided hygiene and food supplies. Vos Logistics prepared a sweet gift for every child living at the orphanage.

### The Netherlands

As mentioned before Vos Logistics challenged employees to get out and walk or run as far as they could during the week and raise money for KWF. Together the company covered 628 km.





## Prospects

While COVID and its consequences are still impacting society, the economy, our lives, and our businesses, and it appears that it is here to stay, we also see that the virus is having, and will continue to have, less of an impact over time.

The three key challenges for the international transport market will continue to be: attracting, training, and retaining drivers; the consequences of the mobility package; and, changing remuneration and relating taxation schedules in Poland and Romania. The recent situation in Ukraine further increases the challenges for 2022, as some of our international drivers are Ukrainian. Moreover, the Ukraine crisis will have an impact on fuel and energy prices. While the exact impact is not yet known, we are confident that we will continue to find solutions with our customers, for our customers.

The focus for International Transport will continue to be on operational excellence, continuing to increase production and load efficiency. Although we are confident that Vos Logistics complies with legislation in all the countries we operate in, the outcome of the investigations by Belgian authorities remains unsure. We are confident that this matter will be resolved in good faith.

In the Solutions part of the company, we will continue to focus on the growth of our business along the four business lines of warehousing, distribution, home delivery and freight management.

We see more and more of our customers transitioning from bricks and mortar to online operations. The B2C market requires us to think and act differently and we are strongly positioned to continue to grow and transition to meet the demand.

Unforeseen circumstances aside, we plan to invest approximately € 25 million in 2022 in transport equipment, industrial estate, and IT. Employment is expected to be stable throughout the year, subject to the prevailing business environment.

While the market, and political and economic environments pose challenges for Vos Logistics, we are confident that we are well equipped to remain robust and solid in 2022.



# Risk management

## Policy

We seek to mitigate the risks in our everyday activities by maintaining a robust professional organisation and high-quality services. Service and efficiency levels are assured by ensuring consistent working methods, staff training and education, administrative procedures, as well as transparency in costs and turnover. Our organisation is supported by integrated communication and information systems. The group's risk management policy is supported by a code of ethics.

## Risk

### **Market risks**

Vos Logistics provides transport and logistics services across many industries and our market is mainly based in Western Europe.

Our company is vulnerable to fluctuations in economic activity and is affected by the ebb and flow of volumes generated by our customers. The different product-market combinations are subject to different dynamics. This partly mitigates our sensitivity to market fluctuations.

Economic developments and changes in the overall volume of international goods flows can vary by country and industry, impacting not only turnover but also the capacity balance in our networks. Agility, one of our Values of Service, relates to these changes. We use our own vehicle fleet and external capacity to best serve our customers. We can effectively respond to changing demands in volumes and destinations.

Potentially, market risks can have a major impact on Vos Logistics' results and/or financial position.

### **Political and regulatory changes**

European and national transport legislation and taxation are subject to continuous change, implying operational uncertainties and extra costs. We actively track these developments and adapt our operations to remain compliant with regulations and to take changed cost settings into account. The potential impact on results and the financial position is considered to be low.

## Operational risks

### **Liability**

Liability for direct and indirect losses is limited or excluded through our general terms and conditions of trade and/or

specific agreements with customers or suppliers. Remaining risks are mitigated through internal procedures and insurance coverage. We have drawn up strict internal procedures to limit liability risks arising from non-conformity with local legislation or customs clearance activities. Compliance is continuously monitored, and our staff is trained accordingly.

### **Fuel prices**

Fuel prices are a major component of transport costs. Fuel prices have fluctuated in recent years. We actively manage our fuel consumption and offer more multimodal transport solutions to reduce fuel consumption. We also apply fuel clauses in most of our sales agreements so that fuel cost fluctuations are transferred to customers as quickly as possible.

### **IT systems' continuity and integrity**

Vos Logistics relies on several IT systems to safeguard the efficiency and effectiveness of its operations. We have an external backup facility, built-in redundancy and a recovery facility that enables the continuity of IT systems that are deemed critical. Several data and access protection systems and procedures, and 35 security systems are in place to prevent unauthorized access to sensitive data and resources. We continuously work on improving data security and our internal procedures on data access and protection.

### **Safety**

Our operating activities carry the risk of accident, physical injury and breach of health and safety regulations and/or loss of reputation.

Our focus is on prevention and our safety policy recognises that one of the highest risk factors is human awareness. We put a great deal of energy into training staff on safety awareness and skills. We enforce strict safety measures.

### **Staff availability**

The availability of qualified employees is essential to operate efficiently and effectively. We manage this risk through training and retention programs and active recruitment. We consider the potential impact of operational risks on the results and financial position of the company to be low to moderate.

## Financial risks

### **Debtor risk**

Vos Logistics is vulnerable to two types of debtor risk: the risk

that a debtor cannot fulfil its obligations, and the cash flow risks of late payments. We mitigate these risks by doing credit checks, taking out credit insurance, and by actively monitoring our trade receivables and collection processes.

#### **Liquidity risk**

Vos Logistics is capital intensive with a fairly fixed cost base. Transport and logistics markets are cyclical. We mitigate liquidity risk by maintaining liquidity buffers and factoring arrangements (until the end of 2024). Liquidity risks are further mitigated by managing debtor risk (see above), using temporary workers, and using periodic exit options for our own capacity.

Financing of the asset base is secured by long-term leasing. Financing arrangements are in place for intended investment programs.

#### **Foreign exchange risk**

As the group includes Polish and Romanian companies, our balance sheet may be influenced by movements in Polish and Romanian currencies against the euro. We are also exposed to foreign exchange risks arising from purchase and sales transactions denominated in a currency other than the group's functional currency. Our policy is not to hedge these risks. The potential impact of financial risks on the results and financial position is low.

#### **Interest rate fluctuations**

Euro interest rates are currently fluctuating at a low level. Vos Logistics has several financing arrangements that could be impacted by interest rate fluctuations. Financing from factoring includes a Euribor rate base. The interest rate risk to Vos Logistics as part of lease financing is limited as leases are based on a fixed rate. The Euribor rate is not hedged. The potential impact of financial risks on our results and financial position is considered low.

#### **Internal control system**

Vos Logistics' internal control system controls the risks inherent in our business operations. The system oversees the effectiveness and efficiency of business processes and consistency in accounting procedures. The system was designed to control significant risks, attain operational and financial objectives, and ensure compliance.

The Board of Management is responsible for implementing, operating, and monitoring the internal control system.

#### **In control statement**

To the best of our knowledge, Vos Logistics' risk management and control systems:

- ✓ provide reasonable assurance that the financial reporting is free of material misstatement; and,
- ✓ have functioned effectively over the financial year.

The aforementioned risks had no material negative effects in 2021. Clearly, Vos Logistics has been, and is still being, highly impacted by the coronavirus pandemic. Effects thereof could be largely mitigated by ad hoc safety measures for our staff, agility in capacity, outsourcing and work force as well as cost reduction measures. We consider the risk probability of a pandemic as extremely incidental and rare for which no other structural risk management, control systems and risk mitigation measures are required other than what is already in place to address the aforementioned risks in this chapter. There are currently no indications that the risk management and control systems will not function effectively in 2022.

*Oss, 30 March 2022*

Board of Management,  
**F.J.M. (Frank) Verhoeven, CEO**  
**G. (Ben) Vos, CFO**



# Governance

## Legal structure

Vos Logistics Beheer B.V., a limited liability company incorporated under Dutch law, is Vos Logistics Group's top holding company. It is not a listed company and therefore under no obligation to adhere to the Dutch Corporate Governance Code. Nevertheless, we strongly endorse the principles underlying the Code and strive to comply with its best practice provisions wherever possible.

Vos Logistics Beheer B.V. does not meet the criteria of the 'large public company' (structuurvennootschap) regime under Dutch law due to the applicability of exemption grounds under Section 2:263 (3b) of the Dutch Civil Code. The Board of Management and shareholders continue to periodically evaluate the status of, and possible changes to, this domain of the governance structure.

## Shareholders

All shares in Vos Logistics Beheer B.V. are held by Vos Logistics B.V. The ordinary shares in Vos Logistics B.V. are divided among Scheybeeck Investments III B.V., Frank Verhoeven (CEO) and Ben Vos (CFO).

## Organisation of the company

### Management

Vos Logistics Beheer B.V. is managed by a Board of Management consisting of a CEO (Frank Verhoeven) and a CFO (Ben Vos). The Board of Management is responsible for the transparent management of the company. It defines and sets the vision and the corresponding mission, strategy, and goals in close consultation with the shareholders' meeting. Members may be appointed, suspended, and dismissed by a two-thirds majority of the shareholders' votes.

The Shareholders' Agreement contains reporting and consulting structures for the Board of Management and the shareholders. The shareholders' agreement also contains a list of management resolutions that may be adopted only with prior approval at the annual general meeting. Furthermore, the shareholders' agreement states that certain shareholder resolutions may be adopted only by a qualified majority of shareholders' votes. The Articles of Association of Vos Logistics B.V. and those of Vos Logistics Beheer B.V. were drawn up accordingly.

Management regulations have been drawn up and approved by the shareholders. They list all the resolutions that must be adopted by the members of the Board of Management

jointly, and stipulate that in the event of a difference of opinion amongst the members on specific issues barring them from adopting resolutions, the annual general meeting may be requested to provide a binding recommendation.

The Board of Management exercises its duties in the interests of the company. It continuously and whenever required provides the shareholders with the information they need to carry out their tasks. We are aware of the new legislation regarding balanced gender representation in management (Evenwichtiger man-vrouwverhouding in de top van het bedrijfsleven) as of 1 January 2022. We are also aware that there are currently no women on the Board of Management. We strive to bring an improved gender balance to our Board of Management as well as our Management team. Gender will be one of the assessment criteria for future appointments and we will seek qualified female candidates should there be a vacancy on the Board of Management.

The shareholders of Vos Logistics B.V. have entered into a shareholders' agreement, setting out their internal arrangements with regard to, inter alia, decision-making and reporting structures.

### Conflicts of interest

Any conflicts of interest between members of the Board of Management, the external auditor and the company will be resolved at the annual general meeting. There were no conflicts of interest in 2021.

The shareholders appointed an Advisory Board consisting of two persons, Mr Ruud Sondag and Mr Dick Burger. The Advisory Board consults with and advises the Board of Management upon request or on its own initiative on policy and business developments. The Advisory Board can be requested to advise on subjects such as acquisitions, strategy, organisation, and investments. The prime focus of the Advisory Board is the interest of Vos Logistics and its shareholders. The Advisory Board consults with and advises the shareholders upon request or on its own initiative on the aforementioned subjects and the decisions as outlined in the shareholders' agreement.

Both the shareholders and the Board of Management are confident that this governance structure contains sufficient checks and balances to ensure the proper functioning of the organisation.

## Financial reporting

### External auditor

An external auditor is appointed at the annual general meeting. The external auditor reports to the shareholders and to the Board of Management. The shareholders, the Advisory Board and the Board of Management held one meeting with the external auditor, the CFO, and the Group Controller in 2021.

### Annual integrated reporting

This annual integrated report combines our financial report and our sustainability report. Integrated reporting is part of how we demonstrate that sustainability is an essential part of Vos Logistics' operational management on behalf of its stakeholders. The report is supported by monthly integrated review meetings.

### Governance

Sound business practices, integrity, respect, transparent reporting, and accountability are the cornerstones of Vos Logistics' corporate governance policy. Our corporate governance is determined by applicable national and European legislation, codes of best practice in the countries in which we operate, and our Values of Service.

We have implemented several sets of regulations regarding the performance of the various bodies and the rules applicable within Vos Logistics. The regulations are reviewed from time to time and amended as and when necessary. They are:

- ✓ the Articles of Association of the Company;
- ✓ the Articles of Association of Vos Logistics B.V.;
- ✓ the Shareholders' Agreement;
- ✓ Vos Logistics' policy;
- ✓ Values of Service;
- ✓ the Code of Ethics;
- ✓ the Whistleblower Policy;
- ✓ Management Regulations.

### Code of Ethics

We act in accordance with our Values of Service and ethical principles. The Vos Logistics Code of Ethics provides our organisation and our suppliers with detailed guidelines on conduct. The Code contains ethical principles and explains what we expect from our organisation and our suppliers. The Values of Service represent what we stand for and guide all the processes in our organisation.

### Whistleblower Policy

Vos Logistics has a Whistleblower Policy as part of its corporate compliance framework. This Policy creates an environment in which employees and external business partners feel confident to raise concerns with Vos Logistics. The Policy includes a reporting mechanism that is objective, confidential and independent, and it protects whistleblowers from reprisal or disadvantage resulting from raising concerns. The Policy was not used by employees or business partners in 2021.

The Code of Ethics, Values of Service, Whistleblower Policy, and the other regulations listed above embody Vos Logistics' policies regarding environmental, social and staff matters, respect for human rights as well as the combating of corruption and bribery.

## Values Of Service



## Ethical code

### Ethical Principles

Respect for human life and dignity

Respect for diversity

Respect for the environment

Integrity

# Composition of the group's Board of Management

## Board of Management

**Frank Verhoeven** (b. 1966)

CEO

Nationality: Dutch

Joined Vos Logistics: April 2007

Supervisory Board memberships and board positions:

*NDL/HIDC, Secure Logistics, Munckhof Groep*

Previous positions:

*Between 2006 and 2007 CEO of Biegelaar. From 1994 to 2006, senior management positions at the Royal Frans Maas Group (currently DSV). Before 1994, marketeer at Lease Plan.*

**Ben Vos** (b. 1966)

CFO

Nationality: Dutch

Joined Vos Logistics: March 2008

Other position: *Member of the municipal council of Moerdijk*

Previous positions:

*Since 2000, senior financial management positions at Wilson Logistics (currently Geodis Wilson) and Brunel International. Before 2000, auditor (registered accountant) at Deloitte and PwC.*

## Advisory board

Ruud Sondag (NL)

Dick Burger (NL)

## Management team

### **Board of Management**

Frank Verhoeven CEO (NL)

Ben Vos CFO (NL)

### **International Transport**

Marc van Alphen (*Managing Director Bulk*)

Henk-Jan van der Molen (*Commercial Director Mega*)

Marton Dozsa (*Business Unit Manager Romania*)

Wojciech Cybulski (*Business Unit Manager Polska*)

### **Management Logistics Solutions**

Toine van Gils (*Managing Director*)

Peter de Vries (*Commercial Director*)

### **Corporate Staff**

Twan Haerkens (*Controller*)

Paul van Ham (*IT Manager*)

Paul van den Brink (*HR Manager*)

Bernadette Benjamins (*Legal Manager*)

# About this report

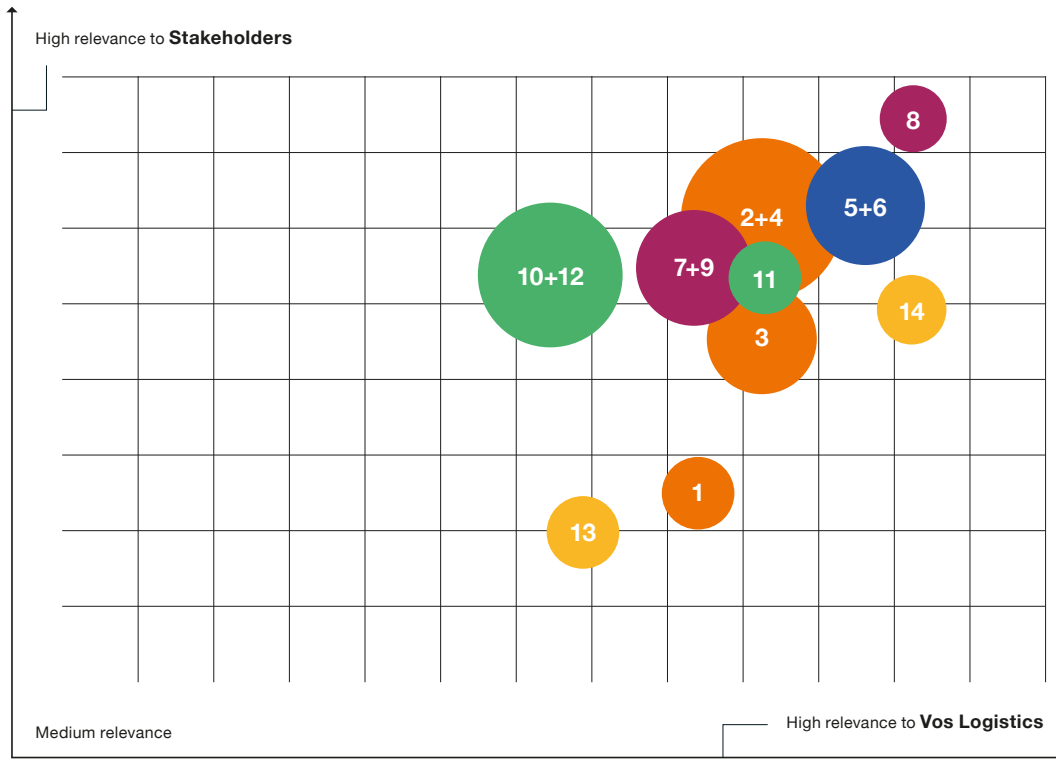
## Stakeholder engagement

Vos Logistics is a responsible logistics service provider. The company recognises five stakeholder groups: customers, staff, suppliers, society, and shareholders. We identified these groups in accordance with the value chain and an impact analysis of our activities. The table below shows Vos Logistics' most important strategic themes according to our stakeholder

groups. We have used the outcome of the materiality analysis as a reporting framework and as a guideline for strategic decision-making as well as a source of dialogue with our stakeholders. The table also shows the other communication channels we have used for stakeholder engagement.

<u>Stakeholder</u>	<u>Expectations</u>	<u>Main forms of dialogue</u>
<b>Customers</b>	<ul style="list-style-type: none"> <li>Value for money</li> <li>Optimal service</li> <li>Innovation</li> <li>Corporate sustainability</li> <li>Responsibility</li> <li>Reliability</li> <li>Prompt complaint handling</li> </ul>	<ul style="list-style-type: none"> <li>Client relationship</li> <li>Visits</li> <li>Performance measurements</li> <li>Complaint management</li> <li>Customer satisfaction survey</li> <li>Panel meetings</li> <li>Company updates</li> </ul>
<b>Staff</b>	<ul style="list-style-type: none"> <li>Safe workplace</li> <li>Personal development and training opportunities</li> <li>Attractive terms of employment</li> <li>Pleasant working conditions and atmosphere</li> <li>Career perspectives</li> </ul>	<ul style="list-style-type: none"> <li>Personal development plans</li> <li>Appraisal/performance interviews, Newsletters, social media</li> <li>Staff satisfaction survey</li> <li>CEO roadshows to meet colleagues</li> <li>Staff exchange programs</li> <li>Internal and external training courses</li> </ul>
<b>Suppliers</b>	<ul style="list-style-type: none"> <li>Reliability</li> <li>Long-term relationship</li> <li>Competitive pricing</li> <li>Compliance with laws and regulations</li> <li>Sustainability</li> </ul>	<ul style="list-style-type: none"> <li>Day-to-day practice</li> <li>Regular visits</li> <li>Supplier assessments</li> <li>Benchmarking</li> </ul>
<b>Society (civil society organizations + public authorities/supervisors)</b>	<ul style="list-style-type: none"> <li>Support for civil society organizations (sponsorships, donations, charity work, knowledge sharing etc.)</li> <li>No activities that harm society</li> <li>Increasing accountability for how we create societal value</li> <li>Compliance with legislation and regulations</li> <li>Commitment to local community activities/local sustainability initiatives</li> </ul>	<ul style="list-style-type: none"> <li>Participation in/membership of alliances</li> <li>Bilateral consultation with various organizations</li> <li>Active participation in local initiatives</li> <li>Meetings</li> <li>Website</li> </ul>
<b>Shareholders</b>	<ul style="list-style-type: none"> <li>Value creation</li> <li>Financial solidity</li> <li>Solid risk policy, including reputation management</li> <li>Adherence to our values, including sustainability ambitions</li> </ul>	<ul style="list-style-type: none"> <li>Shareholder meetings</li> <li>Management letters</li> <li>Annual report</li> </ul>

# Materiality matrix 2021



### Market

1. Innovations
2. Operational excellence
3. Sustainable transport solutions
4. Client focus

### Financial

5. Financial performance
6. Risk management

### Staff

7. Training & Communication
8. Safety
9. Labor conditions / working climate

### Environment

10. Clean vehicle technologies
11. Energy efficiency
12. Supplier assesment

### Society

13. Community engagement
14. Integrity

As per recent survey conducted, it appeared that our stakeholders put much emphasis on staff matters, such as training and a safe work environment. Safety still holds great importance for the respondents and for Vos Logistics. Also energy efficiency and community engagement have become increasingly relevant, while sustainability, financial performance and risk management score slightly lower.

### Materiality and strategy

While the concept of materiality is not clear-cut and is subject to interpretation, the official definition of 'materiality' according to the Global Reporting Initiative is:

'Those topics that have a direct or indirect impact on an organization's ability to create, preserve or erode economic, environmental and social value for itself, its stakeholders and society at large.'

A topic may be considered material if it is important to






stakeholders, whether internal or external, even if the relative significance of the impacts on the economy, environment or society is lower than for other topics. In 2022, Vos Logistics assessed the operating environment, defined the above material topics and consulted relevant stakeholders.

This materiality matrix shows the value of the strategic themes of our stakeholders and the priority they have given them, against the value of the strategic themes for Vos Logistics.



Material - Theme	Strategy	Goal	KPI
<b>Market - Controlled growth</b>			
<b>Innovations</b>	<ul style="list-style-type: none"> <li>Invest in innovation and quality of services</li> <li>Develop innovative logistics and transport solutions and equipment</li> </ul>	<ul style="list-style-type: none"> <li>Act as a frontrunner with new developments</li> <li>Clean and efficient supply chain solutions</li> </ul>	<ul style="list-style-type: none"> <li>Impact - (people - profit - planet)</li> </ul>
<b>Operational excellence</b>	<ul style="list-style-type: none"> <li>Maintain state-of-the-art infrastructure and equipment</li> </ul>	<ul style="list-style-type: none"> <li>Reduce logistics costs for customers</li> <li>Efficient and effective operation</li> </ul>	<ul style="list-style-type: none"> <li>Customer satisfaction</li> </ul>
<b>Sustainable transport solutions</b>	<ul style="list-style-type: none"> <li>Reduce CO<sub>2</sub> footprint together with customers and logistics partners</li> <li>Develop sustainable transport concepts</li> </ul>	<ul style="list-style-type: none"> <li>Reduce CO<sub>2</sub> footprint of transport and warehousing</li> <li>Lasting and close alliances</li> <li>Contracts with sustainability features</li> </ul>	<ul style="list-style-type: none"> <li>Multimodal solutions %</li> <li>Kg CO<sub>2</sub> emission, fleet per tonne/km</li> <li>Kg CO<sub>2</sub> emission, warehouses per m<sup>2</sup></li> </ul>
<b>Client Focus</b>	<ul style="list-style-type: none"> <li>Provide added value and increased quality of revenue for customers</li> <li>Establish organic growth, using proven and new logistics and transport concepts</li> <li>Establish growth by selective acquisitions</li> </ul>	<ul style="list-style-type: none"> <li>Focus on long-term relationships</li> <li>Strengthen market position</li> <li>Growth in the quality of revenue</li> </ul>	<ul style="list-style-type: none"> <li>Growth in turnover and volume of shipments</li> <li>Profitability growth</li> </ul>
<b>Financial - Quality improvement in profit</b>			
<b>Financial performance</b>	<ul style="list-style-type: none"> <li>Ensure long term continuity by focusing on value added activities</li> <li>Optimize costs</li> </ul>	<ul style="list-style-type: none"> <li>Improve quality of turnover</li> <li>Growth of added value activities</li> </ul>	<ul style="list-style-type: none"> <li>Development of the margin</li> <li>Growth in selected business segments</li> </ul>
<b>Risk management</b>	<ul style="list-style-type: none"> <li>Focus on lasting and close alliances</li> </ul>	<ul style="list-style-type: none"> <li>Financial health and scope for investment</li> </ul>	<ul style="list-style-type: none"> <li>Working capital efficiency</li> </ul>
<b>Staff - Responsible employer</b>			
<b>Training &amp; Communication</b>	<ul style="list-style-type: none"> <li>Facilitate training and development for employees</li> </ul>	<ul style="list-style-type: none"> <li>Well-educated employees</li> </ul>	<ul style="list-style-type: none"> <li>Training hours per FTE</li> </ul>
<b>Safety</b>	<ul style="list-style-type: none"> <li>Create a safe and healthy workplace</li> </ul>	<ul style="list-style-type: none"> <li>Safety at work as part of the business culture</li> <li>Fewer accidents</li> </ul>	<ul style="list-style-type: none"> <li>Lost Time Injury Rates</li> <li>Damage ratio</li> </ul>
<b>Labor Conditions / working climate</b>	<ul style="list-style-type: none"> <li>Ensure good labor conditions</li> <li>Support personal development</li> <li>Create an inspiring working environment</li> </ul>	<ul style="list-style-type: none"> <li>Strengthen staff employability</li> <li>High retention rate and personal development</li> <li>Increase job rotation and mobility</li> </ul>	<ul style="list-style-type: none"> <li>Retention rate</li> <li>Staff satisfaction</li> </ul>
<b>Environment - Sustainable business operation</b>			
<b>Clean vehicle technologies</b>	<ul style="list-style-type: none"> <li>Application of techniques and innovations in transport (replacement and expansion measures)</li> <li>Increase use of alternative transport modes</li> </ul>	<ul style="list-style-type: none"> <li>Reduce CO<sub>2</sub> emissions</li> </ul>	<ul style="list-style-type: none"> <li>Kg CO<sub>2</sub> emission, fleet per tonne/km</li> <li>Multimodal solutions %</li> </ul>
<b>Energy efficiency</b>	<ul style="list-style-type: none"> <li>Energy management</li> </ul>	<ul style="list-style-type: none"> <li>Reduce CO<sub>2</sub> emissions of warehouses</li> </ul>	<ul style="list-style-type: none"> <li>Kg CO<sub>2</sub> emission, warehouses per m<sup>2</sup></li> </ul>
<b>Supplier assessment</b>	<ul style="list-style-type: none"> <li>Act as a sustainable operation in the value chain</li> </ul>	<ul style="list-style-type: none"> <li>Sustainable procurement policy</li> <li>Innovating in collaboration with suppliers</li> </ul>	<ul style="list-style-type: none"> <li>Supplier assessment</li> <li>% unloading and loading at the same site</li> </ul>
<b>Society - Responsible and involved</b>			
<b>Clean vehicle technologies</b>	<ul style="list-style-type: none"> <li>Develop the logistics sector by working with educational institutions, public authorities and interest groups</li> </ul>	<ul style="list-style-type: none"> <li>Corporate Social Responsibility</li> <li>Social added value</li> <li>Labor participation, room for less able employees</li> </ul>	<ul style="list-style-type: none"> <li>Social projects carried out</li> <li>Participation in management bodies / engagements</li> </ul>
<b>Integrity</b>	<ul style="list-style-type: none"> <li>Work with integrity</li> </ul>	<ul style="list-style-type: none"> <li>Act in accordance with the Vos Logistics Ethical Code</li> <li>Code of conduct for suppliers</li> </ul>	<ul style="list-style-type: none"> <li>Breaches of Ethical Code</li> <li>Number of claims to Ethical Code</li> </ul>

## Vos Logistics' contribution to the Sustainable Development Goals

SDG	Definition	Reference in the report	Link to strategic pillar	contribution or alignment with SDS goal
	<p>Ensure heathy lives and promote well-being for all at all ages</p> <p>3.6 halve the number of global deaths and injuries from road traffic accidents by 2020</p>	<ul style="list-style-type: none"> <li>• Health and safety</li> </ul>	<ul style="list-style-type: none"> <li>• Responsible employer</li> </ul>	<ul style="list-style-type: none"> <li>• Health and safety programmes</li> </ul>
	<p>Ensure inclusive and equitable quality education and promote lifelong learning opportunities</p> <p>4.4 By 2030, substantially increase the number of youth and adults who have relevant skills, including technical and vocational skills, for employment, decent jobs and entrepreneurship</p> <p>4.7 By 2030, ensure that all learners acquire the knowledge and skills needed to promote sustainable development.</p>	<ul style="list-style-type: none"> <li>• Training and development</li> <li>• Labour conditions / working climate</li> </ul>	<ul style="list-style-type: none"> <li>• Responsible employer</li> </ul>	<ul style="list-style-type: none"> <li>• Encourage training and education of workforce</li> <li>• Share knowledge and professional skills</li> </ul>
	<p>Decent work and economic growth</p> <p>8.8 Project labour rights and promote safe secure working environments voor all workers</p>	<ul style="list-style-type: none"> <li>• Quality &amp; innovation</li> <li>• Labour conditions / working climate</li> </ul>	<ul style="list-style-type: none"> <li>• Controlled growth</li> </ul>	<ul style="list-style-type: none"> <li>• Offer opportunities to enter the transport and logistics sector</li> <li>• Invest in innovation and quality of services</li> <li>• Strengthen staff employability</li> </ul>
	<p>Climate change</p> <p>13.2 Action to improve climate change</p>	<ul style="list-style-type: none"> <li>• Clean vehicle technologies</li> <li>• Energy efficiency</li> <li>• Innovation</li> </ul>	<ul style="list-style-type: none"> <li>• Sustainable business operation</li> </ul>	<ul style="list-style-type: none"> <li>• Clean and efficient supply chain solutions</li> <li>• Reduce CO<sub>2</sub> footprint of transport and warehousing</li> <li>• Develop innovative logistics and transport solutions and equipment</li> </ul>
	<p>Partnerships</p>	<ul style="list-style-type: none"> <li>• Sustainable transport solutions</li> </ul>	<ul style="list-style-type: none"> <li>• Controlled growth</li> <li>• Sustainable business operation</li> </ul>	<ul style="list-style-type: none"> <li>• Clean and efficient supply chain solutions</li> <li>• Reduce CO<sub>2</sub> footprint with customers and logistic partners</li> </ul>

### KPI dashboard 2017-2021

Vos Logistics has defined 6 key performance indicators (KPIs) with which to measure its sustainability goals. We have consistently measured KPIs across all our business units since 2009. All KPIs are consolidated at group level. The sustainability goals and results are summarised in the KPI dashboard below. As we track progress on the KPIs, we monitor our sustainability policy. Performance is measured each month and since 2014, the KPIs have been incorporated in the monthly financial report.

Each month, the Board of Management and cluster directors discuss the financial results and the sustainability, quality, and safety results. The sustainability KPIs, the quality audits and the safety incidents form specific steering instruments for group and cluster management. The charts in this report show the results from 2017-2021. We are pleased with the progress we have made since our sustainability program began in 2009.

## KPI dashboard definition table

KPI	Definition	Scope	Measurement, calculation and estimation method
<b>Kg CO<sub>2</sub> emission per ton/km</b>	The CO <sub>2</sub> in kilograms emitted by our trucks per ton/kilometer plus the CO <sub>2</sub> emission per ton/km of multimodal transport	Vos Logistics Group, including joint venture Cetra	<ul style="list-style-type: none"> <li>- Road Transport: Greenhouse Gas Protocol; Guidance on measuring and reporting Greenhouse Gas (GHG) emissions from freight transport operations.</li> <li>- Shipments reported are actual loaded weight where data is available. Other shipments are estimated at 24 tons. Approx. 85% of the locations record their loaded kilometers in LOVOS. The loaded kilometers of the location that do not use LOVOS (approx. 15%) are estimated (varying from 50% to 85%) based upon prior experience and actual data in TMS).</li> <li>- Multimodal transport: ((Number of multimodal shipments x average loaded weight) x average number of kilometers) x unit in accordance with 'Measuring and managing CO<sub>2</sub> emissions of European Chemical Transport' by Professor Alan McKinnon and Maja Pieczyk.</li> </ul>
<b>Kg CO<sub>2</sub> emission premises per m<sup>2</sup></b>	The CO <sub>2</sub> emissions from our premises	Vos Logistics warehouse operations in the Netherlands + Goch (DE) + Oevel (BE)	Greenhouse Gas Protocol (in accordance with DEFRA 2018). Number of kWh x GHG protocol unit divided by number of square meters. The measurement relates to the consumption of electricity; gas consumption is not concluded (limited to '0' use of gas in warehouse operations). The number of m <sup>2</sup> per building is determined by lease contracts, measurement certificates and floor plans.
<b>Multimodal</b>	Transport using more than one modality, such as rail and short-sea	Vos Logistics International Transport: Cargo, Bulk and High Volume	Number of multimodal shipments (rail and short-sea), derived from the invoices of the rail and short-sea companies divided by the total number of shipments (road, rail and short-sea) from the LOVOS/Chainware planning system.
<b>Fleet average</b>	The average Euro standard of the fleet	Vos Logistics Group, including joint ventures, Cetra, Lutz, Gehlen Schols and Nedex	The number of trucks times the Euro standard divided by the number of trucks. The Euro standard for EEV (Energy Efficient Vehicles) is 5.5. PM levels at 0.02g/kWh, measured on the European transient test cycle, reduction in exhaust smoke opacity compared to Euro V.
<b>Sickness absence</b>	The absenteeism rate indicates the percentage of working times that is not worked owing to sickness or incapacity for work	Vos Logistics Group, including joint ventures Cetra and Lutz	Total number of days reported in a given period divided by the number of calendar days in the same period x number of FTEs x 100%
<b>LTIR (Lost Time Injury Rate)</b>	Number of reported accidents with one or more lost working days + number of fatal accidents involving Vos Logistics' staff relative to the number of hours worked in a given period	Vos Logistics Group, including joint venture Cetra	Number of reported Lost Workday Cases + number of fatalities x 1,000,000/number of man-hours worked/12 (153 per month). Reported Lost Workday Cases and fatalities are registered and recorded centrally and checked against data at the HR department. Vos Logistics is confident that the data underlying the number Lost Workday Cases and the LTIR are reliable. Vos Logistics works on increasing safety awareness, including the reporting of incidents.

## Glossary

**ADR** - *Accord européen relatif au transport international des marchandises Dangereuses par Route* 'ADR' is derived from the French title of the European treaty regarding international road transport of hazardous goods.

**APS** - Advanced planning and scheduling system such as SmartFox to optimize capacity planning and making real time freight arrival information available.

**BREEAM** - Building Research Establishment Environmental Assessment Method. A method to assess the sustainability performance of buildings.

**Business Unit** - Subsidiary of Vos Logistics.

**DIY** - Do It Yourself

**DSO** - Days Sales Outstanding

**DTA** - Deferred Tax Asset

**e-CMR** - Electronic management of the United Nations Convention for the carriage of goods, known as the CMR (Convention relative au contrat de transport international de Marchandises par Route).

**EBIT** - Earnings Before Interest

**EBITDA** - Earnings Before Interest, Taxes, Depreciation and Amortization

**ECTA** - European Clean Truck Alliance

**EEV** - enhanced-environmentally-friendly-vehicle  
A classification of European emission standards.  
The euro standard for an EEV is 5.5.

**EMEA** - Europe, the Middle East and Africa

**EPT** - Electric Pallet Truck Training

**ETB** - Energy Transition Board

**FTL** - Full Truck Load

**FTE** - Full-time equivalent. A unit to express the size of the workforce or number of employees.

**HV100** - HVO is a premium fossil free diesel product made of 100% renewable raw materials. HVO100 is pure HVO and can

be used in diesel engines without modification and is approved for all heavy vehicles of market leading engine manufacturers.

**ISO** - International Standards Organization. An international standard-setting organization. ISO has a membership made up of national standards bodies.

**KPI** - Key Performance Indicator Variables used to quantify and analyze performance.

**LBG** - Liquefied bio gas similar to LNG made from feedstocks.

**LHV** - Longer Heavier Vehicle

**LNG** - Liquefied Natural Gas. Natural gas stored as a liquid at a temperature of -162°C.

**LOVOS** - Transport Management System developed by Vos Logistics.

**LTL** - Less than Truck Load

**LTIR** - Lost Time Injury Rate Number of reported accidents with one or more lost working days and the number of fatal accidents involving Vos Logistics' staff, relative to the number of hours worked in a given period.

**LWC** - Lost Workday Cases. Number of working days that were lost due to reported accidents.

**LZV** - Langere en Zwaardere Vrachtautocombinatie (longer and heavier vehicle combination)

**Multimodal** - Transport using more than one modality, such as rail and short-sea.

**NGVA** - Europe Natural Gas Vehicle Association Europe.

**OEM** - Original Equipment Manufacturer

**POD** - Payable on Demand

**SEC** - Super Eco Combi

**TMS** - Transportation Management System

**TPL** - Third Party Logistics. Outsourcing logistics services by using a third party.

# Financial statements



# CONSOLIDATED BALANCE SHEET

(After appropriation of the result)

<i>in thousands of euros</i>	Ref. note	31 December 2021	31 December 2020
<b>ASSETS</b>			
<b>Fixed assets</b>			
Intangible fixed assets	1	3,154	5,219
Tangible fixed assets	2	61,958	66,024
Financial fixed assets	3	9,477	5,996
		<b>74,589</b>	<b>77,239</b>
<b>Current assets</b>			
Inventories		1,885	1,476
Receivables	4	75,033	68,928
Cash at bank and on hand	5	6,184	6,661
		<b>83,102</b>	<b>77,065</b>
<b>Total assets</b>		<b>157,691</b>	<b>154,304</b>
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Shareholders' equity	6	34,298	34,215
Minority interest		1,251	1,066
Group equity		<b>35,549</b>	<b>35,281</b>
<b>Provisions</b>			
Deferred tax liabilities	7	704	923
Other provisions	8	2,307	2,694
<b>Long-term liabilities</b>	9	<b>31,303</b>	<b>29,817</b>
<b>Current liabilities</b>			
Liabilities to financial institutions	10	26,291	13,111
Trade creditors		36,627	36,312
Other liabilities	11	24,910	36,166
		<b>87,828</b>	<b>85,589</b>
<b>Total equity and liabilities</b>		<b>157,691</b>	<b>154,304</b>

## CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR 2021

<i>in thousands of euros</i>	<b>Ref. note</b>	<b>2021</b>	<b>2020</b>
<b>NET TURNOVER</b>	12	<b>361,356</b>	<b>337,952</b>
Subcontracted work and other external costs		90,214	83,351
Personnel costs	13	134,697	125,040
Depreciation and amortization	14	12,888	12,300
Bookprofit disposals		(974)	(592)
Release revaluation reserve	20	(19)	(293)
Other operating expenses	15	123,839	113,519
<b>TOTAL OPERATING EXPENSES</b>		<b>360,645</b>	<b>333,325</b>
<b>EARNINGS BEFORE INTEREST AND TAX</b>		<b>711</b>	<b>4,627</b>
Financial income & expenses	16	(1,568)	(2,149)
		(1,568)	(2,149)
<b>PROFIT/(LOSS) BEFORE TAXATION</b>		<b>(857)</b>	<b>2,478</b>
Income taxes gain/(loss)	17	1,129	(115)
Share in profit/(loss) of participating interests		-	867
		1,129	752
<b>NET GROUP RESULT</b>		<b>272</b>	<b>3,230</b>
Minority interests		(185)	(175)
		(185)	(175)
<b>NET COMPANY RESULT</b>		<b>87</b>	<b>3,055</b>

## CONSOLIDATED COMPREHENSIVE INCOME STATEMENT FOR 2021

<i>in thousands of euros</i>	<b>Ref. note</b>	<b>2021</b>	<b>2020</b>
<b>NET RESULT</b>		<b>87</b>	<b>3,055</b>
Release revaluation reserve	20	(19)	(293)
Currency translation difference for the year	20	15	(30)
		(4)	(323)
<b>COMPREHENSIVE INCOME</b>		<b>83</b>	<b>2,732</b>

# CONSOLIDATED CASH FLOW STATEMENT

(Indirect method)

<i>in thousands of euros</i>	Ref. note	2021	2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Earnings before interest and tax		711	4,627
<b>ADJUSTMENTS FOR:</b>			
Depreciation and amortization (in) tangible fixed assets	14	12,888	12,300
Bookprofit disposals		(974)	(592)
Movements in equity	6	(4)	(323)
Movement provisions	8	374	1,798
		12,284	13,183
<b>CHANGES IN WORKING CAPITAL:</b>			
Receivables		(8,617)	6,598
Inventories		(408)	375
Current liabilities		444	16,832
		(8,581)	23,805
Paid from provisions	8	(761)	(684)
Corporate income tax paid		(722)	(1,139)
		(1,483)	(1,823)
<b>Cash flow from Group operating activities</b>		<b>2,931</b>	<b>39,792</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Additions tangible fixed assets		(5,551)	(3,870)
Additions intangible fixed assets		(339)	(319)
Acquisitions participations		-	(5,817)
Disposals tangible fixed assets		777	852
Divestments participations		-	1,130
Changes financial fixed assets		(1,642)	660
<b>Cash flow used in investing activities</b>		<b>(6,755)</b>	<b>(7,364)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Dividends paid to minority interests	6	-	(175)
Increase / Repayment loans	9	(1,165)	4,307
Repayment lease	9	(8,239)	(9,495)
Factoring	10	14,324	(21,852)
Interest paid	16	(1,573)	(2,149)
<b>Cash flow from Group financing activities</b>		<b>3,347</b>	<b>(29,364)</b>
<b>NET CASH INFLOW (OUTFLOW)</b>		<b>(477)</b>	<b>3,064</b>
<b>Cash and cash equivalents</b>			
Cash and cash equivalents at 1 January		6,661	3,597
Cash and cash equivalents at 31 December		6,184	6,661
<b>INCREASE/(DECREASE) IN CASH AT BANK AND ON HAND</b>		<b>(477)</b>	<b>3,064</b>



# General notes

## The Company and its operations

Vos Logistics Beheer B.V. ('Vos' or the 'Company'), which is registered in Oss, the Netherlands, that operates throughout Europe. The activities include transportation services of packed goods and bulk goods, warehousing, value added services, forwarding, distribution services and supply chain management. Vos Logistics B.V. directly holds 100% of the shares in Vos Logistics Beheer B.V. Vos Logistics B.V. is the ultimate parent company of Vos Logistics Beheer B.V. and includes the financial data of Vos Logistics Beheer B.V. in its consolidated financial statements, copies of which are available at cost from the Trade Registry of the Chamber of Commerce.

## Statement of compliance

The accounting policies applied relate to both the consolidated financial statements and the Company financial statements. The consolidated financial statements have been prepared on a historical cost basis, unless stated otherwise. The consolidated financial statements are presented in euros and all values are rounded to the nearest thousand (€ 0000) except when otherwise indicated. The financial statements have been prepared in accordance with the statutory provisions of Part 9, Book 2, of the Dutch Civil Code and the firm pronouncements in the Guidelines for Annual Reporting in the Netherlands as issued by the Dutch Accounting Standards Board. The financial statements are prepared on the going concern assumption. In general, assets and liabilities (except for Group equity) are stated at the amounts at which they are acquired or incurred, or fair value. If not specifically stated otherwise, they are recognized at the amounts at which they were acquired or incurred. The balance sheet, income statement and cash flow statement include references to the notes.

## Basis of consolidation

The financial statements were prepared on March 30, 2022. The consolidated balance sheet and the profit and loss account comprise the financial statements of the Company and its subsidiaries as reported in the Principal Participating Interests chapter at 31 December 2021. All intra-group transactions, balances, income and expenses and profits and losses resulting from intra-group transactions that are recognized in assets, are eliminated in full. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. Minority interests represent the portion of profit and loss and net assets in participating interests not held by the Group and are presented separately in the income statement and within equity in the consolidated balance sheet separately from parent shareholders' equity. Group companies are defined as participating interests which are part of the economic entity of Vos Logistics Beheer B.V., which are directly or indirectly

controlled by the Company. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Financial figures of participating interests are included in the consolidation from the effective date of acquisition or the date at which control is achieved. Goodwill is recognized for the difference between historical cost and fair value of the acquired participating interests. Since the financial data of Vos Logistics Beheer B.V. are included in the Group financial statements, the Company profit and loss account is presented in abbreviated form in accordance with the exemption permitted in Section 402 of Book 2 of the Dutch Civil Code.

## Mergers and acquisitions

Acquisitions are recognized in the financial statements according to the purchase accounting method. This means that any assets and liabilities acquired are carried at fair value as at the acquisition date. The difference between cost and the company's share of the fair value of the identifiable assets and liabilities acquired at the time of the transaction of a participating interest is recognized as goodwill.

## Foreign currency

Transactions in foreign currencies are initially recorded in the functional currency rate prevailing at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency rate of exchange ruling at the balance sheet date. All differences are taken to profit or loss except for translation differences on investments. These are taken directly to equity until the disposal of the net investment at which time they are recognized in the profit and loss account.

## Financial instruments

Financial instruments include both primary financial instruments, such as receivables, securities and payables, and derivative financial instruments. All purchases and sales of financial assets made according to standard market conventions are recognized as at the transaction date, being the date on which the group enters into a binding agreement. For the accounting policies applicable to primary financial instruments, please refer to the treatment of individual balance sheet items.

## Judgments, estimates, assumptions and uncertainties

The management of the group makes various judgments and estimates when applying the accounting policies and rules for preparing the financial statements. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the consolidated financial statements in future periods.

# Notes to the consolidated balance sheet

## Intangible fixed assets

Intangible fixed assets are carried at historical cost net of straight-line amortization. Allowance is made for any impairment losses expected at the balance sheet date; a loss qualifies as an impairment loss if the carrying amount of the asset (or the cash-generating unit to which it belongs) exceeds its recoverable amount. Fair value less costs to sell is determined based on the active market. An impairment loss is directly expensed in the profit and loss account. Goodwill and software are capitalised and amortized on a straight-line basis over the estimated useful economic life of 20 or 10 years and 10 years respectively. The assessment of the useful economic life relating to goodwill of 20 or 10 years is based upon the assumptions made at the time of each acquisition.

## Tangible fixed assets

Land and buildings are stated in the balance sheet at cost less accumulated depreciation. Transport equipment and other tangible fixed assets are measured at cost less accumulated depreciation. Depreciation is calculated on a straightline basis over the estimated useful life of the assets. Maintenance which increases the useful life of assets is capitalised, however the carrying value of the asset will not exceed the fair value. An allowance is made for any impairment losses if expected on the balance sheet date.

## Financial fixed assets

The Group's investments in its subsidiaries are valued according to the equity method on the basis of net asset value. Minority interests are valued at historical cost or the lower recoverable amount. Loans are carried at amortized cost. The minority interests on participations are valued at cost price or a lower absolute value. Financial assets held for trading are valued at cost.

## Inventories

Inventories are valued at the lower of cost and net realizable value. Inventories consist of raw materials and consumables.

## Receivables

Trade receivables, amounts receivable from participating interests and other amounts receivable are carried at face value net of a provision for doubtful debts.

## Cash and cash equivalents

Cash and cash equivalents include cash on hand, bank balances and deposits held at call with maturities of less than 12 months. Bank overdrafts are shown within borrowing in current liabilities on the balance sheet.

## Impairment of non-financial assets

The group assesses, at each reporting date, whether a non-financial asset or group of non-financial assets is impaired. The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. If it is not possible to determine the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

## Impairment of financial assets

The group assesses at each balance sheet date whether a financial asset or group of financial assets is impaired. If there is objective evidence of impairment, the amount of the impairment loss is determined and recognized in the income statement for all categories of financial assets carried at amortized cost.

## Revaluation

The revaluation reserve is stated net of tax for assets recognized at fair value, the amount recognized in profit and loss account is determined on a gross basis. The tax amount that is connected with the decrease in the revaluation reserve is expensed in the profit and loss account within the income tax expense.

## Minority interest

Minority interests in consolidated subsidiaries are carried at net asset value. Minority interests are presented separately in the consolidated financial statements. Minority interests in group companies are part of group equity. Minority interests in the income statement of group companies are deducted from result after tax. If the losses attributable to the minority interest exceed the minority interest in equity of the group companies, the balance as well as any further losses are charged in full to the Company, unless and to the extent that the holder of the minority interest is liable for, and able to bear these. If the group companies subsequently achieve profits, those profits accrue in full to the Company until the losses borne by the Company have been fully compensated.

## Pensions

Within the Vos Logistics Group pension plans are present for Dutch employees and for a part of the employees abroad. The basic pension plan for Dutch employees is administered by an industrial pension fund. This concerns a collective pension plan that is classified as a defined benefit plan which is administered by the industrial pension fund 'PVF Nederland Stichting

Bedrijfstakpensioenfond 'Vervoer over de weg'. This defined benefit plan is therefore recognized as a defined contribution scheme in the financial statements, as the Company is not liable for the deficit in the pension scheme other than by means of adjustments to pension premiums. The other pension plans concern state pension plans and excedent pension plans which are classified as defined contribution schemes and are recognized as such. Outside the Netherlands there are immaterial pension obligations.

### Provisions

Provisions are recognized when the Group has a present obligation as a result of a past event and it is probable that the Group will be required to settle that obligation. Provisions are measured at the management's best estimate of the expenditure required to settle the obligation at the balance sheet date and are discounted to the present value where the effect is material.

### Long-term liabilities

Long-term liabilities include commitments with a term of more than one year. The amount payable on the inception of a finance lease is recognized in the balance sheet at the fair value of the asset leased on the date upon which the lease agreement is entered into or, if lower, the present value of the minimum lease payments based on the implicit rate of interest.

### Leases

#### **Finance lease (as a lessee)**

The Company leases certain property, plant and equipment, of which it has substantially all the risks and rewards incidental to the ownership. These assets are capitalized and recognized in the balance sheet at the lower of the fair value of the asset and the present value of the minimum lease payments, each determined at the inception of the lease. Each lease payment is allocated between the liability and finance charge so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance costs is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

#### **Operating lease (as a lessee)**

Leases in which a significant portion of the risks and rewards incidental to the ownership are retained by the lessor are

classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

### Current liabilities

Current liabilities include commitments with a term of one year. On initial recognition, current liabilities are carried at fair value. In case the liabilities are not carried at fair value through the income statement after initial recognition, the fair value on initial recognition must be reduced by the directly attributable transaction costs. Financial liabilities forming part of the trading portfolio follow initial measurement carried at fair value without any deduction of transaction costs on disposal. Gains or losses arising from changes in the fair value are recognized in the income statement. After initial measurement, other current liabilities are carried at amortized cost using the effective interest method. Gains or losses are recognized in the income statement when the liabilities are derecognized, as well as through the amortization process.

### Amortized cost

Amortized cost is the amount at which a financial asset or liability is measured at initial recognition less repayments of the principal, plus or less the cumulative amortization using the effective interest method for any difference between this initial amount and the maturity amount, and less any reductions (effected directly or through a provision being recognized) for impairment and doubtful debts.

### Derecognition of financial assets and liabilities

A financial instrument is derecognized if a transaction results in the transfer, to a third party, of all or nearly all rights to economic benefits and of all or nearly all the risks attached to the position.

### Offsetting

Assets and liabilities are only offset in the financial statements if and to the extent that:

- ✓ an enforceable legal right exists to offset the assets and liabilities and settle them simultaneously; and
- ✓ the positive intention is to settle the assets and liabilities on a net basis or simultaneously.

### Off-balance sheet commitments

This item includes commitments arising from contracts usually with a term of more than one year (operating leases and rental contracts).

# Notes on income and expenses

## **General information**

Profit or loss is determined as the differences between the realizable value of the goods delivered and services rendered versus the costs and other charges for the year. Gains or losses on transactions are recognized in the year in which they are realized; losses are taken as soon as they are foreseeable.

## **Foreign currencies**

Transactions denominated in foreign currencies are translated at the exchange rates ruling as at transaction date.

## **Net turnover**

Net turnover comprises invoiced amount to third parties for provided services during the financial year, net of sales related taxes and after elimination of intercompany transactions within the financial year.

## **Direct costs**

Direct costs include costs of transportation charged by third parties, the costs of own and external means of transport (excluding depreciation and interest) and all other costs directly related to net turnover for the year under review.

## **Government grants related to income**

Government grants related to income are recognized in the income statement in the year in which the subsidized expenditure is incurred, in which the reduction of income is recognized, or in which the operating loss is incurred for which the grant was received.

## **Personnel**

Wages, salaries and social security charges are recognized in the income statement according to the terms of employment to the extent they are due to either employees or the tax authorities.

## **Depreciation and amortization**

Depreciation of tangible fixed assets and amortization of intangible fixed assets are based on a fixed percentage of the cost of the assets concerned.

## **Interest**

Interest income is recognized pro rata in the income statement. The effective interest rate for the asset concerned is taken into account, provided the income can be measured and the income is likely to be received.

## **Taxation**

The Company and its Dutch subsidiaries form a fiscal unity for

corporate income taxes. All taxes are reported separately by the participants after allocation. The Company accounts for corporate income taxes on a stand-alone basis. Transactions within the Group are based on arms length principles.

## **Current income tax**

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the income statement.

## **Deferred income tax**

Deferred income tax is provided using the liability method on temporary differences of the balance sheet date between the tax bases of assets and liabilities and their carrying amount for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each balance sheet date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates expected to apply to the year in which the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to offset current tax assets against current income tax liabilities and the deferred income tax relates to the same taxable entity and the same taxation authority. Deferred tax liabilities and deferred tax assets are carried at non-discounted value.

### **Income from minority interests**

Includes the pro rata share in the results of minority interests owned by the Company after deduction of applicable taxes. Dividend income is recognized as soon as the right to that income is obtained.

### **Cash flow statement**

The indirect method is used in preparing the cash flow statement. Bank overdrafts are presented as current liability.

Dividends received from minority participating interests and profits after tax are presented under cash flow from operating activities. Non-cash transactions relating to financial leases have been excluded from the cash flow statement. This presentation reflects cash flows from continuing operations and from discontinued operations to the extent the proceeds have been received.

## **NOTES TO THE CONSOLIDATED BALANCE SHEET**

### **1. Intangible fixed assets**

Changes in intangible fixed assets are mentioned below.

<i>in thousands of euros</i>	Goodwill	Other	Total
Historical cost value at 31 December 2020	7,497	5,956	13,453
Accumulated amortization at 31 December 2020	(3,447)	(4,787)	(8,234)
Net book value at 31 December 2020	<b>4,050</b>	<b>1,169</b>	<b>5,219</b>
Movements			
Additions	-	339	339
Other movement	(1,735)	-	(1,735)
Amortization	(376)	(293)	(669)
	<u>(2,111)</u>	<u>46</u>	<u>(2,065)</u>
Net book value at 31 december 2021	<b>1,939</b>	<b>1,215</b>	<b>3,154</b>
Historical cost value at 31 December 2021	5,762	6,295	12,057
Accumulated amortization at 31 December 2021	(3,823)	(5,080)	(8,903)
Net book value at 31 December 2021	<b>1,939</b>	<b>1,215</b>	<b>3,154</b>
Amortization rate	5%-10%	10%	

Management has assessed the valuation of the goodwill and concluded that there are no impairment triggers. Other intangible fixed assets relate to capitalized software costs. No impairment charge was deemed necessary. The other movement in Goodwill relates to an estimation adjustment of the purchase price of an acquisition.

## 2. Tangible fixed assets

Movements in tangible fixed assets are mentioned below.

<i>in thousands of euros</i>	Land and buildings	Transport equipment	Other tangible fixed assets	Total
Historical cost value at 31 December 2020	13,194	100,049	24,834	138,077
Accumulated depreciation at 31 December 2020	(8,141)	(45,572)	(18,340)	(72,053)
Net book value at 31 December 2020	5,053	54,477	6,494	66,024
<b>Movements</b>				
Additions	2,272	4,179	4,151	10,602
Depreciation	(1,056)	(8,194)	(2,969)	(12,219)
Disposals	(359)	(1,084)	(978)	(2,421)
Realization in revaluation	(28)	-	-	(28)
	829	(5,099)	204	(4,066)
Net book value at 31 December 2021	<b>5,882</b>	<b>49,378</b>	<b>6,698</b>	<b>61,958</b>
Historical cost value at 31 December 2021	14,954	97,494	26,476	138,924
Accumulated depreciation at 31 December 2021	(9,072)	(48,116)	(19,778)	(76,966)
Net book value at 31 December 2021	<b>5,882</b>	<b>49,378</b>	<b>6,698</b>	<b>61,958</b>
Depreciation rate	2,5-4 5-10	5,9 to 20	10-20	

Tangible fixed assets are depreciated on a straight-line basis over their estimated useful economic lives, taking into account the residual value. The net carrying amount of transport equipment under finance lease contracts amounts to € 41.9 million as of 31 December 2021 (31 December 2020: € 46.7 million).

### 3. Financial fixed assets

Changes in intangible fixed assets are mentioned below.

<i>in thousands of euros</i>	Receivable on Shareholder	Other	Deferred tax assets	Total
Balance at 31 December 2020	554	1,269	4,173	5,996
Net payments/receipts	1,562	79	-	1,641
Other movements and reclassifications	-	-	1,840	1,840
Balance at 31 December 2021	<b>2,116</b>	<b>1,348</b>	<b>6,013</b>	<b>9,477</b>

No interest is charged on the shareholder loan (note 18).

Other financial fixed assets contain mainly guarantees and long term receivables.

#### Deferred tax assets

*in thousands of euros*

The deferred tax asset results from net operating loss carry-forwards, withholding tax and timing differences incurred in The Netherlands, France, Romania, Poland and Slovakia (for France including Abondances a meilleure fortune). The forecastable taxable profits for the next 9 years are included in this assessment. Total tax loss carry forward available amounts to € 26 million. These can be broken down as follows:

<i>Country</i>	Tax losses available	Tax rate	Tax loss eligible for recognition	Amount recognized
Netherlands	11,788	25.8%	3,041	2,900
France	6,738	25.0%	1,684	700
Romania	6,788	16.0%	1,086	200
Poland	964	19.0%	183	100
Slovakia	21	19.0%	4	-
<b>Total</b>	<b>26,299</b>		<b>5,998</b>	<b>3,900</b>
Timing differences				2,113
				<b>6,013</b>
Estimated amounts to be realized within 1 year				1,000
Estimated amounts to be realized after 1 year				5,013
				<b>6,013</b>

Based upon projections Company should be able to partly offset the available accumulative fiscal losses against future taxable income over the years from 2022 through 2030, taking into account local national terms for utilization. These projections imply further continuation of the Company's profitability. Current expected taxable profits in this time frame justify a recognition of tax losses carry forward of at least € 3.9 million.

Projections of future (fiscal) results are by nature uncertain. Market as well as other external or internal circumstances influence the Company's ability to realize its projections in due course. As the valuation of the deferred tax assets depends on said projections, uncertainty is also applicable to the assessed value of the deferred tax asset itself.

## 4. Receivables

<i>in thousands of euros</i>	<b>31 December 2021</b>	<b>31 December 2020</b>
Trade debtors	64,474	55,485
Corporate income tax	1,195	487
Value added tax	5,687	6,520
Other receivables, prepayments and accrued income	3,677	6,436
	<b>75,033</b>	<b>68,928</b>

The term of settlement of receivables is less than one year. The provision for bad debts amounting to € 2.3 million in 2021 (2020 € 1.3 million) is deducted from trade debtors.

## 5. Cash at bank and on hand

<i>in thousands of euros</i>	<b>31 December 2021</b>	<b>31 December 2020</b>
Cash	123	106
Current accounts with banks	6,061	6,555
	<b>6,184</b>	<b>6,661</b>

Cash at bank and on hand is at the Company's free disposal.

## 6. Group equity and minority interest

<i>in thousands of euros</i>	Shareholders' equity	Minority interest	Group equity
Balance at 31 December 2020	34,215	1,066	35,281
Realization revaluation reserve	(19)	-	(19)
Net result	87	185	272
Other movements	15	-	15
<b>Balance at 31 December 2021</b>	<b>34,298</b>	<b>1,251</b>	<b>35,549</b>

For further details of Group equity, reference is made to the Company financial statements (note 20).

Minority interests mainly relate to shares not owned by the Group in Nederlands Cement Transport Cetra B.V.



## 7. Deferred tax liabilities

*in thousands of euros*

**2021**

Carrying amount at 1 January	923
Addition	(219)
Carrying amount at 31 December	<b>704</b>

Deferred tax liabilities mainly refer to differences between the valuation of property for financial reporting and for tax purposes.

## 8. Provisions

*in thousands of euros*

**31 December  
2021**

**31 December  
2020**

Pensions	428	444
Reorganization	67	268
Other provisions	1,812	1,982
	<b>2,307</b>	<b>2,694</b>

Movements in provisions were as follows:

	Pensions	Reorganization	Other provisions	Total
Carrying amount at 1 January	444	268	1,982	2,694
Addition	23	-	827	850
Release	-	(73)	(403)	(476)
Usage	(39)	(128)	(594)	(761)
Carrying amount at 31 December	<b>428</b>	<b>67</b>	<b>1,812</b>	<b>2,307</b>
Estimated amounts to be paid within 1 year	36	67	430	533
Estimated amounts to be paid after 1 year	392	-	1,382	1,774
Carrying amount at 31 December	<b>428</b>	<b>67</b>	<b>1,812</b>	<b>2,307</b>

Other provisions relate mainly to costs for periodic maintenance of property and redelivery of equipment.

## 9. Long-term liabilities

<i>in thousands of euros</i>	<b>31 December</b>		<b>31 December</b>		
	<b>2021</b>		<b>2020</b>		
	Total	Term until 5 years	Term more than 5 years	Interest rates 2021	Total
Bank loans	1,245	795	450	2-3%	800
Lease contracts	17,807	16,259	1,548		26,284
Other long-term liabilities	12,251	12,251	-	0-4%	2,733
	<b>31,303</b>	<b>29,305</b>	<b>1,998</b>		<b>29,817</b>

Short-term repayments of the loans and the leases amounting to € 15.0 million are recognized at the current liabilities. The Company has concluded financial lease and hire-purchase arrangements for trucks and trailers. The lower of the fair value of the asset and the present value of the minimum lease payments (including residual value) under those arrangements are mentioned above. The residual value subject to purchase options amounts to € 3.7 million. Other long-term liabilities mainly concern Covid-19 support provided by the Dutch state.

## 10. Liabilities to financial institutions

<i>in thousands of euros</i>	<b>31 December</b>	<b>31 December</b>
	<b>2021</b>	<b>2020</b>
Factoring	13,967	2,155
Lease contracts	10,686	7,986
Other short-term liabilities	1,638	2,970
	<b>26,291</b>	<b>13,111</b>

Factoring concerns financing in the Netherlands, Belgium and France against a pledge of trade receivables. Interest rates are based upon Euribor plus a surcharge between 0.8% and 1.35%. A factoring fee over the pledged revenues is also applicable. The current Dutch and Belgian factoring arrangement of € 40.0 million ends in December 2024. The company is meeting its 2021 covenants of a minimum EBITDA of € 12.0 million and a minimum solvency of 20%. A bank guarantee facility is made available by ABN AMRO Bank N.V. amounting to € 3.6 million, of which € 3.5 million is being used.

## 11. Other liabilities

<i>in thousands of euros</i>	<b>31 December 2021</b>	<b>31 December 2020</b>
Taxes and social insurance contributions	10,032	18,720
Pension fund	838	735
Other liabilities, accruals and deferred income	14,040	16,711
	<b>24,910</b>	<b>36,166</b>

The basic pension plan for Dutch employees is administered by an industrial pension fund. This concerns a collective pension plan that is classified as a defined benefit plan which is administered by the industrial pension fund 'PVF Nederland Stichting Bedrijfstakpensioenfonds Vervoer over de weg'. At 31 December 2021 the pension fund had a coverage ratio of 111.0%. The required coverage ratio is 116.6%. To improve this ratio the pensions will not be indexed next year. The premium payable by the employer will remain the same in 2022.

### Commitments not disclosed in the balance sheet

The Company forms part of a fiscal unity for corporate income tax purposes, of which the parent Company is Vos Logistics Beheer B.V. Under the standard conditions, the Company is jointly and severally liable for the corporate income tax and VAT due by the fiscal unity.

In order to acquire vehicles, several operational lease commitments have been agreed upon. Future minimum rental payments for these lease commitments with a term of more than one year as of 31 December 2021, are as follows:

< 1 year	€ 12,484
> 1 to 5 years	€ 17,670
> 5 years	€ 856
Total obligations	€ 31,010

Among the long-term rental commitments are those for the property at Oss (NL), Helmond (NL), Kerkrade (NL), Woerden (NL), Goch (DE) and Lyon (F).

Future minimal rental payments for these properties and other objects with a term of more than one year as of 31 December 2021 are as follows:

< 1 year	€ 14,743
> 1 year to 5 years	€ 28,386
> 5 years	€ 13,426
Total obligations	€ 56,555

In 2021 Company contracted an investment and lease agreement for new trucks, trailers and other equipment. Total remaining obligations amount to € 13.5 million. In March 2020 Vos Logistics became aware of an investigation by Belgian authorities (Arbeidsauditoraat) regarding our international operations executed in Belgium. No formal charges have been brought against the Company or any of its group companies. The inspectorate imposed preserving measures including a mortgage on our premises in Pittern and a cash deposit of € 500,000. Vos Logistics is in dialogue with the Belgian inspectorate. It is unclear if, how and to what extent the investigation and/or dialogue will proceed. Given the current uncertainty, no impact can be assessed or estimated. Management is confident that Vos Logistics' operations are compliant with legislation throughout the various countries of the European Union.

## Financial Risks

### ***Interest rate fluctuations***

The euro interest rates are currently fluctuating at a low level. Vos Logistics has several forms of financing which could be impacted by the interest rate fluctuations. Financing from factoring includes an Euribor base. The interest rate risk to Vos Logistics for financing from leasings is limited as they are based on a fixed rate. The Euribor rate is not hedged.

### ***Debtor risks***

Vos Logistics faces two types of debtor risk. The risk that the debtor cannot fulfill its obligations and the cash flow risks of late payments. Vos Logistics mitigates these risks by means of credit checks, credit insurance and active monitoring and collection.

### ***Liquidity risk***

Transport in general, and Vos Logistics in particular, is capital intensive with a fairly fixed cost base. The transport and logistics markets are cyclical. Liquidity risk mitigated by maintaining liquidity buffers and factoring arrangements (until the end of 2024). Financing of the asset base is secured by long-term leasing. The financing required for the intended investment programs is secured. Management of debtor risks (see above), utilization of a flexible non-committed capacity shell, use of temporary workers as well as periodic exit possibilities of own capacity further mitigate liquidity risks.

### ***Foreign exchange risk***

As the Group includes Polish and Romanian companies, its balance sheet may be influenced by movements in the Polish zloty and the Romanian leu against the euro. The Group is also exposed to foreign exchange risks arising from purchase and sales transactions denominated in a currency other than the Group's functional currency. It is our policy to not hedge these risks. The potential impact of financial risks on the result and financial position is low.

# NOTES TO THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

## 12. Net turnover

<i>in thousands of euros</i>	<b>2021</b>	<b>2020</b>
International Transport	194,815	188,852
Solutions	166,541	149,100
	<b>361,356</b>	<b>337,952</b>

The segmentation of net turnover is based on the organizational structure of the Company.

Geographical segment information	<b>2021</b>	<b>2020</b>
The Netherlands	186,205	164,867
Romania	122,751	118,077
Belgium	27,301	32,687
France	10,490	6,372
Other	14,609	15,949
	<b>361,356</b>	<b>337,952</b>

## 13. Personnel costs

<i>in thousands of euros</i>	<b>2021</b>	<b>2020</b>
Wages and salaries	116,812	107,095
Social security charges	8,806	9,054
Pension expenses	4,250	4,271
Other personnel costs	4,829	4,620
	<b>134,697</b>	<b>125,040</b>

## 14. Depreciation and amortization

<i>in thousands of euros</i>	<b>2021</b>	<b>2020</b>
Amortization of intangible fixed assets	669	652
Depreciation of tangible fixed assets	12,219	11,648
Total depreciation and amortization	<b>12,888</b>	<b>12,300</b>

## 15. Other operating expenses

<i>in thousands of euros</i>	<b>2021</b>	<b>2020</b>
Transport costs	92,470	83,120
Warehouse costs	20,133	20,060
Other indirect costs	11,236	10,339
	<b>123,839</b>	<b>113,519</b>

The transport costs include an amount of € 14.4 million for operational lease charges of trucks, trailers and other equipment. Also included in transport costs are costs for fuel, tires and repair and maintenance.

### Audit fees

Total fees payable by the Group to EY for work performed in respect of the audit provided to the Company and its subsidiary companies during the period amount to € 327 (2020 € 328).

<i>in thousands of euros</i>	Annual report	Other assurance and advice	Tax	Total
EY the Netherlands	186	56	64	306
EY the rest of Europe	141	6	37	184
	<b>327</b>	<b>62</b>	<b>101</b>	<b>490</b>

### Employees

Vos Logistics Beheer B.V. and its Group companies employed at year-end on a full-time basis	2,554 FTE
Previous year	2,491 FTE

The FTEs are employees that are on the Group's payroll, excluding temps and self-employed staff.

The number of full-time foreign employees was 1,502 at year-end 2021.

The average number of full-time employees was 2,500 in 2021 (2020: 2,548).

The employees can be specified by sector as follows:

	<b>2021</b>	<b>2020</b>
International Transport	1,548	1,605
Solutions	1,006	886
	<b>2,554</b>	<b>2,491</b>

### Remuneration of the Board of Management

<i>in thousands of euros</i>	<b>2021</b>	<b>2020</b>
Remuneration of the Board of Management amounts to	879	832

## 16. Financial income & expense

<i>in thousands of euros</i>	2021	2020
Interest income	198	5
Interest expenses	(1,766)	(2,154)
	<b>(1,568)</b>	<b>(2,149)</b>

## 17. Corporate income tax

<i>in thousands of euros</i>	2021
<b>Result before taxes</b>	(857)
Tax charge at nominal tax rate 25.0%	214
Change in taxes previous years	2
Permanent differences	9
Not recognized prior losses and recognized losses	1,374
Effect tax rate foreign countries	(470)
Effective tax rate	132% <b>1,129</b>

The Group was able to recognize prior losses (see note 3).

## Related party transactions

The shareholder Vos Logistics B.V. renders services to the group against a fee of € 100 per annum. Our operation in Woerden rents a warehouse at arm's length from the Scheybeek Group (one of the shareholders of Vos Logistics B.V.). There are also immaterial transactions at arm's length with transport companies belonging to the Scheybeek Group.

## Subsequent events

There are no subsequent events to report.

# COMPANY BALANCE SHEET

(After appropriation of the result)

<i>in thousands of euros</i>	Ref. note	31 December 2021	31 December 2020
<b>ASSETS</b>			
<b>Fixed assets</b>			
Financial fixed assets	18	29,531	27,578
		<b>29,531</b>	<b>27,578</b>
<b>Current assets</b>			
Receivables	19	6,074	7,194
		<b>6,074</b>	<b>7,194</b>
<b>Total Assets</b>		<b>35,605</b>	<b>34,772</b>
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
	20		
Issued capital		800	800
Share premium cumulative preference shares		-	4,450
Revaluation reserve		702	721
Reserve for translation differences		2,696	2,681
Other reserves		30,100	25,563
		<b>34,298</b>	<b>34,215</b>
<b>Long-term liabilities</b>	21	1,172	-
<b>Current liabilities</b>	22	<b>135</b>	<b>557</b>
<b>Total shareholders' equity and liabilities</b>		<b>35,605</b>	<b>34,772</b>



## COMPANY PROFIT AND LOSS ACCOUNT FOR 2021

*in thousands of euros*

	2021	2020
Profit/(loss) after taxation	(130)	38
Share in profit/(loss) of participating interests	217	3,017
<b>Net result</b>	<b>87</b>	<b>3,055</b>

# NOTES TO THE COMPANY BALANCE SHEET AND THE COMPANY PROFIT AND LOSS ACCOUNT

## General

The accounting policies are the same as those used in the consolidated financial statements. In accordance with Section 402 of Book 2 of the Dutch Civil Code an abbreviated Company profit and loss account is presented.

## 18. Financial fixed assets

<i>in thousands of euros</i>	<b>31 December 2021</b>	<b>31 December 2020</b>
Subsidiaries	27,877	27,549
Receivable on shareholder	1,625	-
Other	29	29
	<b>29,531</b>	<b>27,578</b>

Investments in subsidiaries in which the Company has significant influence are accounted under the equity method on the basis of net asset value. Significant influence is presumed to exist if at least 20% of the voting shares is owned. Investments in subsidiaries in which the Company has no significant influence are accounted for at their acquisition costs. Financial fixed assets are revaluated in case of permanent impairment. Movements in subsidiaries are mentioned in the table below.

### Subsidiaries

<i>in thousands of euros</i>	<b>31 December 2021</b>	<b>31 December 2020</b>
Financial fixed assets at 1 January	27,549	24,569
Result for the year	217	3,017
Other movements	111	(37)
Net book value at 31 December	<b>27,877</b>	<b>27,549</b>

### Receivable on shareholder

<i>in thousands of euros</i>	<b>Total</b>
Balance at 31 December 2020	(47)
Net payments/receipts	1,672
Balance at 31 December 2021	<b>1,625</b>

This prior year position was reported under Other liabilities. (see note 22)

## 19. Receivables

<i>in thousands of euros</i>	<b>31 December 2021</b>	<b>31 December 2020</b>
Receivables from Group companies	5,983	7,172
Corporate income tax	43	-
Other receivables, prepayments and accrued income	21	14
Current accounts with banks	27	8
	<b>6,074</b>	<b>7,194</b>

The receivables from Group companies have no repayment schedule and 3% interest is charged annually. Vos Logistics Beheer B.V. is part of the Group's cash pool facility with the banks. This current account position is part of the Group's net cash position of € 6.2 million (receivable).

## 20. Equity

	Issued capital	Share premium cumulative preferent shares	Revaluation reserve	Reserve for translation differences	Other reserve	Equity
Movements during 2021						
Opening balance	800	4,450	721	2,681	25,563	34,215
Conversion Cumprefs to other reserves		(4,450)			4,450	-
Release for the year and realization to P&L			(19)			(19)
Currency translation difference for the year				15		15
Result for the financial year					87	87
<b>Closing balance</b>	<b>800</b>	<b>-</b>	<b>702</b>	<b>2,696</b>	<b>30,100</b>	<b>34,298</b>

There are 800,000 shares with nominal capital of € 1 per share. The cumulative preference shares have been converted into Other reserves. No dividend is due relating to the cumulative preference shares. The revaluation reserve is used to record increases in the fair value of property and other tangible fixed assets. Part of the other tangible fixed assets has been valued at the lower recoverable value. The reserve for translation differences concerns foreign exchange adjustments as a result of consolidation.

The Board of Management proposes not to pay a dividend to the shareholders and add the 2021 net profit of € 87 to the other reserves. Anticipating the resolution of the General Meeting of Shareholders, the financial statements have been drawn up on the assumption that the proposed appropriation of profit will be adopted.

## 21. Long-term liabilities

<i>in thousands of euros</i>	<b>31 December</b>			<b>2021</b>	<b>31 December</b>	<b>2020</b>
	Total	Term until 5 years	Term more than 5 years	Interest rates 2021	Total	
Other long-term liabilities	1,172	996	176	0%	-	-
	<b>1,172</b>	<b>996</b>	<b>176</b>		<b>-</b>	

Long-term liabilities mainly concern Covid-19 support provided by the Dutch state. Short-term repayments amount to € 61 and are recognized in the current liabilities.

## 22. Current liabilities

<i>in thousands of euros</i>	<b>31 December</b>	<b>31 December</b>
	<b>2021</b>	<b>2020</b>
Trade payables	13	18
Corporate income tax	-	13
Value added taxes	-	218
Payable to shareholder	-	47
Dutch State Covid support	61	-
Other debts	61	261
	<b>135</b>	<b>557</b>

Oss, 30 March 2022

Board of Management, Vos Logistics Beheer B.V.

**F.J.M. (Frank) Verhoeven, CEO**

**G. (Ben) Vos, CFO**

# Other information



# Independent auditor's report on the audit of the financial statements 2021 included in the financial report

To: the shareholders and Board of Management of Vos Logistics Beheer B.V.

## **Our opinion**

We have audited the financial statements 2021 of Vos Logistics Beheer B.V. (hereinafter Vos Logistics) based in Oss.

In our opinion the accompanying financial statements give a true and fair view of the financial position of Vos Logistics as at 31 December 2021, and of its result for 2021 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- ✓ The consolidated and company balance sheet as at 31 December 2021
- ✓ The consolidated and company profit and loss account for 2021
- ✓ The notes to the consolidated and company balance sheet and profit and loss account, comprising a summary of the accounting policies and other explanatory information

## **Basis for our opinion**

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of Vos Logistics in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

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

## **Report on other information included in the financial report**

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- ✓ The management report
- ✓ Other information as required by Part 9 of Book 2 of the Dutch Civil Code

Based on the following procedures performed, we conclude that the other information:

- ✓ Is consistent with the financial statements and does not contain material misstatements
- ✓ Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

## Description of responsibilities for the financial statements

### **Responsibilities of management for the financial statements**

Management 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. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

### **Our responsibilities for the audit of the financial statements**

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance

with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- ✓ Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- ✓ Obtaining an understanding of internal control relevant to the audit 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 company's internal control
- ✓ Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- ✓ Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern
- ✓ Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- ✓ Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the

group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

We communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

*Venlo, 30 March 2022*

**Ernst & Young Accountants LLP**

**Signed by**

**W.J.C.A Weijers**

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# Result appropriation

## ***Articles of Association provisions governing result appropriation***

Following Article 17.2 of the Articles of Association the result appropriation will be at the disposal of the Annual General Meeting of Shareholders.

# Principal participating interests on 31 December 2021

## Group companies

In cases in which less than 100% of the ordinary shares are held, the interest is stated.

### **The Netherlands**

Vos Logistics International B.V., Oss\*  
Vos Logistics Solutions B.V., Oss\*  
Vos Logistics Oss B.V., Oss\*  
Vos Distri Logistics Oss B.V., Oss\*  
Vos Logistics Bulk Specialties B.V., Woerden\*  
Vos Logistics Helmond B.V., Helmond\*  
Vos Logistics High Volume B.V.\*  
Vos Forwarding Logistics B.V., Oss\*  
Nederlands Cement Transport Cetra B.V. (50%), Oss  
Vos Bulk Logistics Oss B.V., Oss\*  
Vos Management and Logistical Development B.V., Oss\*  
Vos Logistics Roosendaal B.V., Oss\*  
Vos Logistics Cargo Equipment B.V. Oss\*  
Vos Logistics Bulk Equipment B.V., Oss\*  
Gehlen Schols Transport en Logistics B.V., Kerkrade\*  
SNEL Shared Logistics B.V., Woerden\*

*\*) Statement of joint and several liability issued by  
Vos Logistics Beheer B.V.*

### **Belgium**

Vos Cargo Logistics Belgium N.V., Pittem  
Vos Logistics België N.V., Oevel-Westerlo

### **Germany**

Vos Logistics Holding Germany GmbH, Goch  
Vos Logistics Deutschland GmbH, Goch  
Nedex Internationale Spedition GmbH, Mönchengladbach  
Vos Logistics Goch GmbH, Goch  
Vos Logistics Goch L77 GmbH, Goch  
Gehlen Schols Transport & Logistik GmbH, Düren

### **France**

Vos Logistics Holding France S.A.S., Saint-Fons  
Vos Logistics Lyon S.A.S, Saint-Fons

### **Poland**

Vos Logistics Polska Sp. z o.o, Warsaw  
Vos Logistics Forwarding Poland Sp. z o.o, Warsaw  
Vos Logistics Cargo International S.A., Warsaw  
Vos Logistics Bulk International S.A., Warsaw

### **Slovakia**

Vos Logistics Slovakia sro, Bratislava

### **Portugal**

Vos Logistics Iberica UL, Matosinhos

### **Romania**

Vos Logistics Romania SRL, Cluj-Napoca  
Vos Logistics Cargo SA, Cluj-Napoca  
Vos Logistics Bulk SA, Cluj-Napoca



We are **Vos Logistics.**

