



The Annual Accounts in the Netherlands

A guide to Title 9 of the Netherlands Civil Code

2025 Edition



Deloitte

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Preface

Over the last decades, and due to European Directives, the regulations and legislation with respect to the annual accounts in the Netherlands have increased significantly.

This publication provides an overview of Title 9 Book 2 (hereinafter: Title 9) of the Netherlands Civil Code (NCC) with respect to the annual accounts in the Netherlands. The primary focus of this publication is on the annual accounts of non-listed BVs and NVs in the Netherlands and its main goal is to provide structured guidance with respect to the headlines of Title 9. For a comprehensive list of financial reporting requirements specific to Dutch listed entities, refer to the list of publications below. This publication is intended for financial years starting on or after 1 January 2025 and has been updated up to and including 31 October 2025.

Deloitte has other publications that address financial reporting topics specific to the Netherlands, which may be accessed on the Deloitte website. These publications are titled:

- External reporting manual | A practical guide to the application of Dutch Accounting Standards;
- IFRS Accounting Standards and NL GAAP – Highlighting the key differences;
- Financial reporting requirements for Dutch listed entities;
- External reporting checklist; and
- NL GAAP focus.

I would like to express our gratitude to Lloyd Harris and Darryl Murry for their efforts in revising and editing this publication.

Dingeman Manschot

Partner, Deloitte Accountants BV
December 2025

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1. Executive summary

The legal requirements relating to the annual accounts are included in Title 9 Book 2 (hereinafter: Title 9) of the Netherlands Civil Code (NCC). Title 9 is applicable to the annual accounts of certain types of entities, such as the public limited liability entity (NV) and the private limited liability company (BV). The Dutch Accounting Standards Board (DASB) issues authoritative and interpretative accounting standards. The NCC and Dutch Accounting Standards (DASs) comprise the Netherlands Generally Accepted Accounting Principles (NL GAAP). Entities are well advised to comply with DASs and are furthermore recommended to use the DASs for reference when interpretation of Title 9 of the Netherlands Civil Code is required. However, DASs do not formally have the status of law. Title 9 offers entities the possibility to prepare the consolidated and or company-only financial statements¹ under specified accounting frameworks – such as in accordance with International Financial Reporting Standards as endorsed by the EU (IFRS-EU). Reference is made to paragraph 2.3 'Applicable framework for the preparation of financial statements under Dutch law'.

The annual accounts consist of the management board report, the financial statements and the Other information section. The financial statements consist of the company-only financial statements consisting of the balance sheet, the profit and loss account and the notes, and the consolidated financial statements (if applicable). The financial statements must provide an 'insight' such that a reasonable judgement can be formed regarding the financial position and results of the entity, and, to the extent that the nature of the financial statements permits, its solvency and liquidity. Depending on whether a group relationship exists, consolidated financial statements shall be prepared. Certain exemptions to consolidation may apply.

The management board of an entity is required to prepare the annual accounts within certain time limits. The financial statements of an NV or a BV are adopted by the general meeting of shareholders. An entity must publish its annual accounts within certain time limits following the adoption of its financial statements.

Entities are classified by means of certain size criteria into four categories: large, medium-sized, small and micro-sized entities. Micro-sized, small and medium-sized entities may take advantage of certain exemptions, if they do not prepare financial statements in accordance with IFRS-EU (i.e. under combinations 1, 2, 3, 5 and 6 as listed and explained in paragraph 2.5). A distinction can be made between exemptions relating to preparation of the financial statements, and those relating to publication of the financial statements.

Micro-sized and small entities have no legal audit requirement unless they apply IFRS-EU in the company-only financial statements (refer to paragraph 2.5 'IFRS-EU'). The financial statements of medium-sized and large entities must be audited (unless the group exemption in article 2:403 NCC is applied, refer to paragraph 6.3 'Consolidated financial statements').

The Decree on financial statements formats lays down certain formats for the balance sheet and profit and loss account which are applicable to the entities defined in the Decree (except for micro-sized entities). The formats are included in Appendix 2 of this publication for the reader's convenience.

The NCC sets out a number of requirements for the management board report of large and medium-sized entities.

Changes in this edition

This publication covers requirements for financial years starting on or after 1 January 2025. The most important changes compared to the 2024 edition of the publication are:

- Update on electronic filing requirements (paragraph 4.6); and
- Update on the sustainability reporting requirements (paragraph 8.5).

1. According to Dutch law the term company-only financial statements is also used if an entity does not prepare consolidated financial statements.

2. Introduction

2.1 Annual accounts

The legal requirements relating to the annual accounts are included in Title 9 of the Netherlands Civil Code (NCC), based on the EU Accounting Directive 2013/34/EU. The annual accounts comprise:

- management board report;
- financial statements, consisting of:
 - balance sheet;
 - profit and loss account;
 - notes; and
- Other information.

Consolidated financial statements, when required, are part of the annual accounts.

A cash flow statement is required for medium-sized and large entities based on DAS 360.104. The cash flow statement is however not mentioned in the NCC as a primary financial statement. DAS 360.101 states that the cash flow statement is part of the financial statements. Given the definition of financial statements in article 2:361-1 NCC, it could be argued that the cash flow statement forms part of the notes to the financial statements. However, in practice, medium-sized and large entities present the cash flow statement together with the balance sheet and profit and loss account, as a third primary financial statement. A cash flow statement is not required to an entity that is a 100% subsidiary² of an entity which prepares an equivalent cash flow statement as part of its consolidated financial statements. An entity which applies this exemption shall disclose where such consolidated financial statements can be obtained (DAS 360.104).

2.2 Scope of Title 9

Title 9 is applicable to the annual accounts of the following entities (article 2:360 NCC):

- public limited liability company (NV);
- private limited liability company (BV);
- cooperative;
- mutual guarantee association;
- limited partnership (CV) or general partnership (VOF) where all partners who are fully liable to creditors for debts, are capital companies incorporated under foreign law; and
- foundations or associations holding on their own, one or more businesses (so-called commercial foundation or association) with net turnover of at least EUR 6 million.

In this guide, all these types of entities are referred to as 'entities'.

2.3 Impact of Title 9

Title 9 contains a considerable number of legal requirements relating to the management board report and the financial statements (including audit and publication requirements), as well as requirements on valuation. Because these requirements vary depending on the size of the entity concerned, entity size is discussed initially in Chapter 3. Publication and audit requirements are discussed in Chapter 4 and 5 respectively.

2. Either directly or indirectly.

Disclosure requirements are dealt with throughout this publication on a high-level basis, mainly in Chapter 6. The prescribed models for disclosure and publication of the balance sheet and the profit and loss account are set out in Appendix 2 and explained in Chapter 7. Appendix 3 provides links to other publications prepared by Deloitte that deal with the requirements of Title 9 in more detail.

The management board report and the items to be included in the Other information section are respectively dealt with in Chapters 8 and 9 of this publication.

2.4 NL GAAP

Netherlands Generally Accepted Accounting Principles

The Dutch Accounting Standards Board (DASB) issues authoritative and interpretative accounting standards. The NCC and Dutch Accounting Standards (DASs) comprise Netherlands Generally Accepted Accounting Principles (NL GAAP). DASs do not formally have the status of law. However, it should be emphasised that DASs do have a great degree of authority and status in the Netherlands. The significance of DASs has been confirmed by the Court of Appeal ('Ondernemingskamer') and the Supreme Court ('Hoge Raad') in various cases. Compliance with DASs is important in demonstrating that the financial statements provide the legally required insight (see paragraph 6.1 'General stipulations'). Entities are therefore well advised to comply with DASs and to use DASs for reference when interpretation of Title 9 of the NCC is required.

DASs differentiate between bold type statements (indicating a higher definitive status) and non-bold type statements. Deviation from the bold type statements is only allowed when there are sound reasons for such deviation (DAS 100.407).

Annual accounts may be queried by any interested party, at the Court of Appeal in Amsterdam. The Court may decide that current and future annual accounts must be changed to be in conformity with the insight required by company law or with any other specific legal stipulations of Title 9. It is possible to appeal against such decisions in the Supreme Court of the Netherlands.

Entities Formally Registered Abroad Act

The Entities Formally Registered Abroad Act (Wfbv) applies to a foreign (non-European Union member state) entity that conducts its activities entirely or almost entirely in the Netherlands and does not have real ties with the state in which the entity was created (article 1-1 Wfbv). If an entity is in scope of the Wfbv, its directors are required to enter such entity in the Trade Register of the Chamber of Commerce in the Netherlands. Amongst other requirements of the Wfbv, directors are required to prepare and file financial statements and a management board report which shall comply with Title 9 (article 5-2 Wfbv). Reference is made to the Wfbv for more details and other relevant requirements.

Tax accounting principles

Micro-sized and small entities may elect to apply the accounting principles in Chapter 2 of the Dutch Corporation Tax Act 1969, provided that all such stipulations are applied. The use of such accounting principles shall be disclosed (articles 2:396-6 and 395a-7 NCC).

2.5 IFRS-EU

Article 2:362 NCC offers entities the possibility to prepare both the consolidated financial statements and the company-only financial statements under IFRS-EU. IFRS-EU are European Union (EU) endorsed International Financial Reporting Standards. It should be noted that listed entities are obliged to prepare their consolidated financial statements under IFRS-EU. For this purpose, the definition of a listed entity is an entity of which securities are traded on a regulated stock exchange, as referred to in Article 4-14 of EC Directive 2004/39/EC, of a European Union member state.

Non-listed entities are free to prepare their consolidated or company-only financial statements in accordance with IFRS-EU. An entity may, however, only prepare its company-only financial statements in accordance with IFRS-EU if its consolidated financial statements have been prepared under the same standards. The table below outlines the possibilities the law offers if an entity prepares consolidated and company-only financial statements (combination 1 through 5) and if an entity prepares company-only financial statements only (option 6 and 7).

Consolidated financial statements		Company-only financial statements
1	Title 9 Book 2 NCC plus Dutch Accounting Standards	Title 9 Book 2 NCC plus Dutch Accounting Standards
2	IFRS-EU	Title 9 Book 2 NCC without application of the option to apply the accounting principles that have been used for the consolidated financial statements (plus Dutch Accounting Standards) ³
3	IFRS-EU	Title 9 Book 2 NCC with application of the option to apply the accounting principles which the entity used for preparing the consolidated financial statements ⁴
4	IFRS-EU	IFRS-EU plus certain applicable articles from Title 9 Book 2 NCC
5	Generally acceptable standards in one of the other Member States of the European Union if the international presence of its group justifies this	Generally acceptable standards in one of the other Member States of the European Union if the international presence of its group justifies this ⁵
6	N/A	Title 9 Book 2 plus Dutch Accounting Standards
7	N/A	IFRS-EU plus applicable articles of Title 9 Book 2 NCC

It is important to note that based on article 2:362-9 NCC, an entity which applies IFRS-EU using combination 4 as well as an entity preparing only company-only financial statements under IFRS-EU (i.e. option 7) cannot use the size exemptions of articles 2:395a, 396, 397 and 398 NCC. Consequently, such an entity is classified as a large entity as described in chapter 3.

3. The application of combination 2 will, in most cases, produce differences in shareholders' equity when comparing the consolidated financial statements and the company-only financial statements. These differences must be disclosed in the notes to the company-only financial statements (article 2:389-10 NCC).
4. The application of combination 3 enables keeping the equity according to the company-only financial statements equal to the equity according to the consolidated financial statements. Subsidiaries of the entity are to be accounted for using the net asset value method or the equity method, based on the pronouncements of the DAsB. Presentation and disclosure requirements of Title 9 Book 2 NCC must be followed.
5. The application of combination 5 in accordance with article 2:362-1 (second sentence) NCC is rarely applied. Under this stipulation, the financial statements may be prepared based on standards that are generally accepted in one of the other member states of the EU if the international entanglement justifies this. A condition for application of this stipulation is that the legally required insight must still be provided.

3. Entity size

3.1 Criteria

Entities are classified by size using three criteria (articles 2:395a, 396, 397 and 398 NCC)⁶:

- total assets as recorded in the balance sheet;
- net turnover;
- average number of employees.

For a parent entity, the value of total assets and net turnover for this purpose are its own (stand-alone) figures plus those of its group entities (i.e. on a consolidated basis). The average number of employees includes the employees of group entities. This does not apply if the entity applies article 2:408 NCC, in which case the size criteria are determined on a stand-alone (unconsolidated) basis. Article 2:408 NCC is discussed in paragraph 6.2 'Valuation of participating interests in other entities'.

The entity's assets for this purpose must be determined on a historical cost basis.

3.2 Categories

Entities are classified into four categories:

- large;
- medium-sized;
- small; or
- micro-sized.

3.3 Classification chart

For financial years starting on or after 1 January 2024, the following size criteria are applicable:

Amounts in EUR	Micro-sized	Small*	Medium-sized **	Large
Total assets***	≤ 450 thousand	≤ 7.5 million	≤ 25 million	> 25 million
Net turnover	≤ 900 thousand	≤ 15 million	≤ 50 million	> 50 million
Average number of employees	< 10	< 50	< 250	≥ 250

* and not a micro-sized entity | ** and not a micro-sized or small entity | *** on a historical cost basis

Note that the classification chart does not apply to certain Public Interest Entities (OObS). An entity is classified in a particular category (micro-sized, small, medium-sized or large) if it meets at least two of the three criteria for that category on two consecutive balance sheet dates. As a result of the change in the size criteria, the adjusted thresholds can be used for the comparative figures of the previous financial year. For the classification of the first and second financial year, the size of the entity calculated at the end of the first financial year is decisive.

6. As noted in paragraph 2.5 'IFRS-EU', an entity which applies IFRS-EU using combination 4 or option 7, cannot use the size exemptions of articles 2:395a, 396 and 397 NCC (article 2:362-9 NCC). Further exceptions apply to investment entities to which article 2:398-6 NCC applies and public interest entities based on article 2:398-7 NCC. Consequently, such entities are classified as large entities. An entity which applies combination 3 prepares the company-only financial statements in accordance with Title 9 Book 2 NCC and can hence use the size exemptions as noted above.

4. Preparation, adoption and publication of annual accounts

4.1 Introduction

Article 10 of Book 2 of the NCC deals with general administrative requirements. The management board is required to maintain accounting records in order to determine the entity's financial position and its activities at any given point in time. It must archive its books, documentation and other data records for a period of seven years.

4.2 Preparation

The management board is required to prepare the annual accounts within five months after the financial year-end for the NV and BV and six months for the cooperative, mutual guarantee association, commercial foundation and commercial association. The general meeting of members (for a commercial association, a cooperative or a mutual guarantee association), the body designated in the articles (for a commercial foundation) or the general meeting (for an NV or a BV) may extend the period for preparing the annual accounts for a maximum period of five months (for an NV or a BV) or a maximum period of four months (for a cooperative, mutual guarantee association or a commercial foundation or association). The maximum extended period for preparing the annual accounts is therefore ten months.

4.3 Signing

An original set of financial statements must be dated and signed by the management board and the supervisory board.

4.4 Adoption

The financial statements of an NV and a BV must be presented to and adopted by the general meeting. There is no required period in which the financial statements must be adopted by the general meeting of a NV or a BV (see however paragraph 4.5 'When to publish'). The financial statements of a commercial association, cooperative or a mutual guarantee association must be adopted by the general meeting of members no later than one month after the expiry of the initial preparation period (or the extended preparation period). Similarly, the financial statements of a commercial foundation are required to be adopted by the body designated in the articles, no later than one month after the expiry of the initial preparation period (or the extended preparation period).

Simplified adoption requirements apply for BVs of which all shareholders are also directors of the entity. In that case, the signing of the financial statements by all management board members and (if applicable) supervisory board members qualifies as the formal adoption of those financial statements, if the following conditions have been met:

- all other parties with a right to attend the general meeting (e.g. share certificate holders, pledge holders or parties entitled to a usufruct ('vruchtgebruik') have been given the opportunity to read the prepared financial statements); and
- such parties have given their consent to such simplified adoption of the financial statements (article 2:210-5 NCC).

Once adopted, the financial statements cannot be revoked. Should it subsequently be found that the financial statements are seriously deficient in providing the legally required insight, specific procedures (outlined in paragraph 6.1 'General stipulations') must be followed (article 2:362-6 NCC).

4.5 When to publish

An entity must publish its annual accounts within eight days of adoption, in accordance with article 2:394-1 NCC. In addition, article 2:394-3 NCC requires the entity to publish its annual accounts twelve months after the financial year-end at the latest.

If the financial statements have not been adopted within two months following the maximum period for preparing the financial statements (five months for an NV and a BV and six months for a cooperative, mutual guarantee association, commercial foundation and association, or the extended maximum period of ten months after the end of the financial year), the management board must publish them without delay. In that case the financial statements must clearly disclose that they have not yet been adopted (article 2:394-2 NCC). The maximum period for publication of the annual accounts (either adopted or not) is therefore twelve months (article 2:394-3 NCC). Non-compliance with article 2:394-3 NCC is an economic offence within the context of article 1 sub 4 Economic Offences Act (WED) and may, in case of bankruptcy of the entity, trigger director liability for the entity's deficit.

4.6 How to publish

In general, the publication of the annual accounts is effected through electronic filing via Standard Business Reporting ('SBR') at the Trade Register where the entity is registered according to its articles of association in accordance with the Decree on electronic filing Trade Register ('Besluit elektronische deponering Handelsregister'). Mandatory electronic filing is gradually introduced for entities based on their respective size and prior to the 2025 financial year was applicable for micro-sized, small, and medium-sized entities.

Previously, large entities and associated medium-sized entities were exempt from the obligation of electronic filing until the financial year 2024. Through an amendment decree of 18 December 2024, the Decree will be amended as of 1 January 2026. As a result, the aforementioned exception will lapse with effect from the financial year starting on or after 1 January 2025, and the obligation to file annual accounts electronically will apply to all entities with effect from financial year 2025.

The date of adoption must be stated on the filed copy or included in the electronic format. In principle, the information to be published must be prepared in Dutch. If the original information was not prepared in Dutch, filing the information for publication in English, French or German is permitted (article 2:394-1 NCC)⁷.

The management board report (refer to Chapter 8) and certain parts of the Other information section (refer to Chapter 9) contained in the annual accounts of medium-sized and large entities do not have to be filed with the Trade Register at the Chamber of Commerce, provided the documents concerned are kept at the office of the entity for public inspection and a copy thereof is obtainable upon request at no more than cost price. The entity must register a notice of this procedure with the Trade Register at the Chamber of Commerce (article 2:394-4 NCC), which means that the management board report is (effectively) made publicly available (upon request). Medium-sized entities may however elect to apply an exemption to not make publicly available certain sections of the Other information section (article 2:397-7 NCC). Medium-sized entities need not include information on non-financial performance indicators in the management board report (article 2:397-8 NCC).

Micro-sized and small entities are not required to prepare the management board report in conformity with article 2:391 NCC nor to publish the management board report (article 2:395a-6/8 and article 2:396-7/8 NCC respectively). Reference is made to Chapter 8.

4.7 What to prepare and what to publish

Micro-sized, small and medium-sized entities may take advantage of certain exemptions if they do not prepare company-only financial statements in accordance with IFRS-EU. A distinction can be made between exemptions relating to preparation of the financial statements, and those relating to publication of the financial statements (articles 2:396 and 397 NCC). Refer to the below overview of publication requirements for the different entity sizes:

7. In accordance with Handelsregisterwet (Law of Trade Register), article 19a.

8. The annual accounts including the management board report (refer to Chapter 8 of this publication) to be presented to the Works Council must always be prepared in Dutch (article 31a-2 WOR and article 2:391-1 NCC).

Large entities	Requirement
Financial statements	Full
Management board report	Full
Other information	Full

Medium-sized entities	Requirement
Financial statements	
balance sheet and disclosures	Somewhat limited
profit and loss account and disclosures	Somewhat limited
other disclosures and accounting policies	Almost full
Management board report	Almost full (exemption for non-financial performance indicators and information regarding gender diversity at the top and sub-top)
Other information	Almost full

Small entities	Requirement
Financial statements	
balance sheet and disclosures	Very limited
profit and loss account and disclosures	None
accounting policies	Full
other disclosures:	
with regards to balance sheet	Almost full
with regards to profit and loss account	None
Management board report	None
Other information	None

Micro-sized entities	Requirement
Financial statements	
balance sheet	Very limited
profit and loss account	None
disclosures	None
Management board report	None
Other information	None

5. Audit requirements

5.1 Which entities require an audit

Medium-sized and large entities

An audit of the financial statements is required to be conducted by a registered auditor or accounting consultant authorised to certify financial statements (article 2:393-1 NCC). An entity for which the financial data has been included in the consolidated financial statements of another entity may be exempt from audit, subject to certain conditions being met (i.e. article 2:403 NCC, which is discussed in paragraph 6.3 'Consolidated financial statements'). Any stakeholder may require an entity to comply with its audit requirement (article 2:393-8 NCC). Non-compliance is an economic offence in the context of article 1 sub 4 Economic Offences Act (WED).

Micro-sized and small entities

No audit required unless they apply IFRS-EU in the company-only financial statements (refer to paragraph 2.5 'IFRS-EU').

5.2 Appointment of auditor

The authority to appoint the auditor lies with the general meeting. If the general meeting does not appoint the auditor, the supervisory board may. If there is no supervisory board or if it also fails to appoint the auditor, the management board may appoint the auditor.

5.3 Scope of the auditor's report

The auditor examines whether the financial statements provide the insight required by article 2:362-1 NCC. He will also verify whether the financial statements meet the requirements set by law, whether the management board report, to the extent that he is able to assess this, is prepared in accordance with Title 9 and whether it is consistent with the financial statements, and whether the Other information referred to in article 2:392-1 under (b) up to and including (f), has been included (article 2:393-3 NCC) in the Other information section of the annual accounts. In connection with the knowledge and understanding of the entity and its environment accumulated in the audit, the auditor shall verify whether the management board report contains material errors (article 2:393-3 NCC). The auditor reports the outcome of his audit by means of an opinion whether the financial statements present a true and fair view. The auditor may issue separate opinions for the company-only financial statements and for the consolidated financial statements. The auditor's report shall include in any event (article 2:393-5 NCC):

- a statement to which financial statements the audit relates and which legal requirements apply to these financial statements;
- a description of the extent of the audit and which auditing standards were observed when performing the audit;
- a statement whether the financial statements provide the required insight and comply with the requirements pursuant to law;
- a reference to certain matters to which the auditor calls attention, without issuing a qualified opinion (as referred to in article 2:393-6b NCC);
- a statement about deficiencies identified in connection with the verification of the management board report and Other information, as required by article 2:393-3 NCC, whether the management board report has been prepared in accordance with Title 9 and, whether the Other information required pursuant to article 2:392-1, under (b) up to and including (f) NCC, has been included;
- an opinion whether the management board report is consistent with the financial statements; and
- an opinion whether, in connection with the knowledge and understanding of the entity and its environment accumulated in the audit, material errors were identified in the management board report including a description of the nature of such errors.

The auditor must issue an opinion and report on the audit to the supervisory and management board. The auditor must at least report the findings in respect of the reliability and continuity of electronic data processing (article 2:393-4 NCC). The body authorised to adopt the financial statements cannot do so if the Other information section does not include an auditor's report, unless that body has been informed of the fact that, and the reasons why (i.e. legal grounds only), the auditor's report has not been included (article 2:393-7 NCC).

6. Financial statements

6.1 General stipulations

The full financial statements consist of the company-only financial statements comprising the balance sheet, the profit and loss account and the notes, together with the consolidated financial statements (if applicable).

Insight to be provided

In accordance with principles generally accepted in the Netherlands, the financial statements must provide an insight⁹ such that a reasonable judgement can be formed regarding the financial position and results of the entity, and, to the extent that the nature of the financial statements permits, its solvency and liquidity (article 2:362-1 NCC).

In order to provide the insight referred to above, it may be necessary that the financial statements disclose information in addition to that required by Title 9. If it is necessary for the insight to be provided, an entity must deviate from legal requirements. The reason for such deviation must be stated in the notes, and if necessary, with an indication of the effect on the equity and results of the entity (article 2:362-4 NCC).

General principles

The entity's equity, assets and liabilities as well as income, expenses and result must be presented fairly, clearly and consistently (article 2:362-2 and 3 NCC). Income and expenses relating to a particular financial year must be included in the financial statements for that year, regardless of whether they have led to receipts or payments in that year (article 2:362-5 NCC).

Financial year

The financial year of an entity is the calendar year, if the articles of association do not specify another financial year (article 2:10a NCC). A change in financial year requires a formal decision by the general meeting and a change in the articles of association.

Financial year in consolidated financial statements

The balance sheet date of the consolidated financial statements shall be the same as at the balance sheet date of the company-only financial statements (article 2:412-1 NCC). The consolidated financial statements may under no circumstances be prepared based on data more than three months prior to or after the balance sheet date (article 2:412-2 NCC). Therefore, entities to be consolidated with financial years differing from the parent entity's financial year, may be included in the consolidated financial statements of the parent, provided that the figures of those entities (used for the purposes of being included in the consolidation) date from less than three months before or after the balance sheet date of the parent entity.

Shorter or longer financial period

A financial period shorter or longer than twelve months is permitted in specific cases. The first financial year commences at the date that the entity is incorporated. As this moment of incorporation often takes place during the calendar year, this often results in a first financial period that is either shorter or longer than twelve months. A financial period shorter or longer than twelve months is also possible in different cases, such as a restructuring or efforts to harmonize the balance sheet date of different entities within a group. A deviation from the twelve-month financial period is to be determined in the articles of association of the entity. In case of a financial period shorter or longer than twelve months, the entity needs to disclose the reporting period, as well as the reason for the shorter or longer financial period and the fact that the comparative figures are not comparable (DAS 110.104).

9. Insight: the capacity to discern the true nature of the entity's financial affairs.

Events subsequent to the adoption of the financial statements

The financial statements must be finalised and submitted to the general meeting for adoption, with due regard to any matters affecting the entity's financial position as at the balance sheet date that have become known since the financial statements were prepared and before the general meeting at which they are to be presented. This implies that all matters concerning the entity's financial position as at the balance sheet date must be included in the financial statements. Should it be discovered subsequently to the adoption of the financial statements by the general meeting that the financial statements seriously fail to provide the insight required, management must inform the shareholders without delay and file a notice of such event with the Trade Register at the Chamber of Commerce.

The notice must be accompanied by an auditor's report in case the financial statements have been audited (article 2:362-6 NCC). Events after the balance sheet date that do not provide evidence of conditions that existed at the balance sheet date with important financial consequences for the entity (including consolidated participating interests) shall be disclosed including the financial effects of such events (article 2:380a NCC).

Currency and language

The items in the financial statements must be reported in euros. This rule may be departed from if reporting in a foreign currency is justified by the entity's activities or by the international character of the group to which the entity belongs. Reporting in a foreign currency may apply to the financial statements as a whole, or only to the consolidated financial statements (article 2:362-7 NCC).

The financial statements must be prepared in the Dutch language, unless the general meeting has resolved to use a different language (article 2:362-7 NCC).

Breakdown of figures

Setting-off assets against liabilities or income against expenditure in the financial statements is not permitted when these items are required to be shown as separate items by Title 9 (article 2:363-2 NCC).

Combination of items is permitted only if the items taken together are of negligible significance with respect to the insight to be provided in the financial statements (article 2:363-3 NCC).

Comparative figures and consistency

For each item in the financial statements, the corresponding figure for the preceding financial year must be shown as far as possible. Where necessary and in the interest of comparability, that item must be adjusted and the change resulting from the adjustment must be disclosed (article 2:363-5 NCC).

Decree on financial statements formats

Article 2:363-6 NCC stipulates financial statements formats and further regulations, which are applicable to the entities defined therein. The Decree pertaining to financial statements formats is addressed in Chapter 7.

6.2 Consolidated financial statements

The financial data of subsidiaries and other entities as described below, as well as those of the parent entity, must be included in the consolidated financial statements of the group.

The consolidation requirement is contained in article 2:406 NCC. A distinction is made between the consolidation requirement for a group head (article 2:406-1 NCC) and consolidation requirement for an intermediate holding entity (article 2:406-2 NCC). Article 2:407 and article 2:408 NCC provide certain consolidation exemptions, which are discussed on the following pages.

Consolidation requirement for group head (2:406-1 NCC)

An entity that heads a group - alone or jointly with another group entity - prepares consolidated financial statements that include the financial data of (article 2:406-1 NCC):

- the group head (the parent entity);
- the subsidiaries in the group;
- other group entities; and

- other entities over which it has control or over which it performs the central management.

If an entity has prepared consolidated financial statements that include the financial data of the parent entity, an abridged profit and loss account in the parent company-only financial statements suffices. Such abridged profit and loss account of the parent entity only discloses the income from participating interests after taxation as a separate item. The adoption of this exemption must be disclosed in the notes to the consolidated financial statements (article 2:402 NCC). Article 2:402 NCC does not apply to Public Interest Entities (OObS) as referred to in article 2:398-7 NCC (refer to the glossary of terms).

Consolidation requirement for intermediate holding entity (2:406-2 NCC)

The consolidation requirement for intermediate holding entities is contained in article 2:406-2 NCC. Based on this article, the entity to which paragraph 1 (consolidation requirement for group head) does not apply but that does have one or more subsidiaries or other entities in its group over which it has control or for which it performs the central management, must prepare consolidated financial statements. This stipulation implies that an intermediate holding entity with at least one subsidiary in its part of the group is obliged to consolidate that part of that sub-group. An intermediate holding entity with at least one other entity in its part of the group over which it has control or for which it performs central management is also obliged to consolidate. The law provides for an exemption from consolidation for such intermediate holding entities, if certain conditions are met (article 2:408 NCC, which is discussed later in this paragraph).

Consolidation exemptions (2:407 NCC)

The following entities do not have to be consolidated (article 2:407-1 NCC):

- group entities whose total significance is immaterial to the group as a whole;
- group entities whose financial data can only be obtained at disproportional cost or with great delay;
- group entities which are only held for disposal.

Furthermore, consolidation is not required for micro-sized and small groups (applying the limits of micro-sized entities and small entities respectively) under the following conditions (article 2:407-2 NCC):

- if none of the entities to be included into the consolidation is a Public Interest Entity (OObS) as referred to in article 2:398-7 NCC (refer to the glossary of terms);
- if no notices of objections have been lodged against the fact that a consolidation will not be carried out, within six months after the commencement of the financial year, by the general meeting.

Exemptions for group entities (2:403 NCC)

A group entity is exempt from the usual disclosure, publication and audit requirements relating to its financial statements if it meets all the following conditions (article 2:403 NCC):

- a. the balance sheet in any event states the total amount of the fixed assets as well as the current assets and the amount of shareholders' equity, provisions and liabilities, and the profit and loss account in any event mentions the result from normal business operations and the balance of the Other income and expenses, all after taxation;
- b. the members or shareholders have stated in writing, after the start of the financial year and prior to the adoption of the financial statements, to agree with a derogation from these requirements;
- c. the financial data of the legal person is consolidated by another legal person or partnership into its consolidated financial statements to which, pursuant to the applicable law, the Regulation of the European Parliament and the Council regarding the application of international financial reporting standards, Directive 2013/34/EU or the applicable Directive for banks and other financial institutions or insurance companies;
- d. the consolidated financial statements, as far as these are not prepared or translated into Dutch, are prepared or translated into French, German or English;

- e. the auditor's report and management board's report are prepared or translated into the same language as the consolidated financial statements;
- f. the entity or partnership referred to under (c) has stated in writing that it assumes joint and several liability for obligations arising from juridical acts of the entity; and
- g. the statements referred to under (b) and (f) have been filed with the Trade Register at the Chamber of Commerce where the legal person is registered as well as, annually within six months after the balance sheet date or within one month after a lawfully made publication, the documents or translations listed under (d) and (e), or a reference to the Trade Office of the Chamber of Commerce where they are filed.

For banks, specific conditions apply. Article 2:403 NCC does not apply to Public Interest Entities (OOBs) as referred to in article 2:398-7 NCC (refer to the glossary of terms).

As stated above under item (a), group entities meeting the above conditions must prepare only an abridged balance sheet and profit and loss account. The abridged profit and loss account should show:

- net profit or loss from ordinary operations (after taxation);
- the balance of Other income and charges (after taxation).

These abridged financial statements must be adopted by the general meeting. No audit and publication of such financial statements are required.

Consolidation exemption for intermediate holding entities (2:408 NCC)

The exemption of article 2:408 NCC means that an intermediate holding entity is not required to prepare consolidated financial statements if the financial data that the intermediate holding entity should consolidate has been integrally included in the consolidated financial statements of a larger group. Conditional to applying this exemption is that the consolidated financial statements (which include the data of the intermediate holding entity) and the management board report are either prepared in accordance with the stipulations of Directive 2013/34/EU or according to equivalent stipulations.

The IASB's standards (i.e. IFRS Accounting Standards) can be regarded as equivalent stipulations, while in practice financial statements that have been prepared according to, for example, United Kingdom or United States GAAP are also considered equivalent. When applying non-EU principles, it will have to be established whether the view provided by the financial statements is not materially different (in a qualitative sense) from financial statements based on the stipulations of Directive 2013/34/EU.

This consolidation exemption can only be used if all conditions of article 2:408 NCC have been met. Therefore, the full text of this article is included below for reference.

An intermediate holding entity is not obliged to prepare consolidated financial statements provided that all of the following conditions are met (article 2:408 NCC):

- a. no written objection has been made within six months after the beginning of the financial year, by at least ten per cent of the members or holders of at least ten per cent of the capital;
- b. the financial data to be consolidated by the intermediate holding entity has been included in the consolidated financial statements of a larger group;
- c. the consolidated financial statements and the management board's report have been prepared in conformity with the requirements of Directive 2013/34/EU or according to a similar method if these requirements are not applicable;
- d. the consolidated financial statements including auditor's report and management board's report, as far as these are not prepared or translated into Dutch, are prepared or translated into French, German or English; and
- e. the documents or translations referred to in sub d are filed within six months after the balance sheet date or within one month after a permitted later publication with the trade register.

In the notes to the financial statements of the intermediate holding entity disclosure should be made of:

- the fact that the exemption under article 2:408 NCC has been applied;
- the name and domicile of the entity that has filed the consolidated financial statements that include the intermediate holding entity's data;

- the location of the Trade Register in the Netherlands in which such consolidated statements have been filed.

Article 408 NCC does not apply to an entity whose securities are tradable on a regulated market as meant in the Financial Markets Supervision Act (Wft) or a system comparable to a regulated market, from a state that is not a member state (article 2:408-4 NCC).

6.3 Overview of the financial statements

Title 9 contains requirements for:

- the balance sheet;
- the profit and loss account; and
- the notes.

Various formats for the balance sheet and the profit and loss account are prescribed by the Decree on financial statements formats (Besluit Modellen Jaarrekening or 'BMJ'). The BMJ is discussed in Chapter 7 and the BMJ formats are included in this publication as Appendix 2.

Title 9 does not contain requirements for a cash flow statement. However, refer to paragraph 2.1 'Annual accounts' for requirements for the preparation of a cash flow statement.

Legal reserves

Specific reference is made to the requirements regarding the formation of a number of legal reserves in accordance with Title 9. Legal reserves are reserves that cannot be distributed to the shareholders and are intended to protect the entity's equity, and by doing so, to protect third party (e.g. creditors) interests. Given this link to capital protection, legal reserves are relevant for the purposes of the company-only financial statements and are not required to be presented in the consolidated financial statements (article 2:411-1 NCC).

Legal reserves are listed in article 2:373-4 NCC by means of references to the corresponding articles where they are introduced. A selection of common legal reserves is summarised below with references to their respective sources in Title 9.

Article 2:98c-4 NCC: financial support by an NV

Under certain circumstances, described in article 2:98c-2 NCC, it is permissible for an NV to provide a loan (financial support) to another party to acquire shares in that NV. A legal reserve must be formed by the NV for the amount of such loans provided by the NV.

Article 2:365-2 NCC: reserve intangible assets

A legal reserve is to be formed for share issue expenses and development costs to the extent they are capitalised.

Article 2:389-6 NCC: reserve participating interests

This legal reserve is triggered by using the net asset value method as described in articles 2:389-2 and 389-3 NCC with respect to an investor's participating interest (refer to paragraph 6.2 'Valuation of participating interests in other entities'). The investor may not have the power to instruct payments of dividend from post-acquisition (undistributed) profits. In that case there is a risk that an investor may distribute profits that are earned by its participating interests but for which the investor is not able to arrange distributions from the participating interests to himself.

Consequently, a legal reserve is formed for the undistributed profits from participating interests and direct capital increases (since the initial recognition) measured in accordance with the net asset value method. Subsequent to initial recognition, this reserve is reduced by:

- distributions to which the entity has become entitled (up to the date of adoption of the entity's financial statements);
- direct equity reductions at the level of the participating interest;

- distributions which the entity can arrange without restrictions.

Article 2:389-8 NCC: currency translation reserve

Foreign operations with a different currency than the reporting currency of the reporting entity are translated into the reporting currency of the reporting entity. The resulting foreign currency translation differences on the net investment in such operations are included in a legal reserve.

Article 2:390-1 NCC: revaluation reserve

This legal reserve is triggered by using current values for certain assets (e.g. tangible fixed assets, intangible fixed assets, inventories and certain financial instruments). Current value increases of such assets are included in this legal reserve.

The revaluation reserve also pertains to fair value increases in connection with financial instruments which are accounted for under the cash flow hedge accounting model (as hedging instruments).

Statutory reserves

In addition to legal reserves, statutory reserves also cannot be distributed. Statutory reserves are reserves that must be maintained pursuant to the Articles of Association. Such statutory reserves are not distributable until the Articles of Association are amended in a way that such reserves are no longer required. With such an amendment to the Articles of Association, the reason for forming the statutory reserve disappears. A reserve thus cancelled by amendment of the Articles of Association may be added to the Other reserves or freely distributable reserves.

If the amount of the statutory reserves to be maintained exceeds the total amount of the reserves, the difference is charged to the Other reserves. As a result, the statutory reserves maintain the required amount and the Other reserves show a negative amount.

6.4 Special regulations concerning the notes

Title 9 requires some specific additional disclosures in addition to common disclosures relating to the financial statements. Please find below a discussion of some of these disclosures.

Average number of employees (2:382 NCC)

According to article 2:382 NCC, the average number of employees must be disclosed. This is the number of employees with whom an employment contract has been entered into under current employment law. In principle, therefore, this does not include hired self-employed and agency workers. A presentation according to how the business is organised is also required by law. This should include the number of employees working outside the Netherlands.

Audit fee disclosure (2:382a NCC)

In the financial statements of large entities, information about the audit fee must be disclosed. The objective of this disclosure is 'to render the relationship between the statutory auditor or audit firm and the audited entity more transparent'.

The fees must be broken down into the following categories: audit of the financial statements, other audit engagements, tax advisory services and other non-audit services. The fees disclosed should include the fees charged to subsidiaries or other consolidated entities.

Under certain conditions, disclosure of professional fees may be omitted in financial statements of entities that are consolidated by a parent. This exemption applies for entities whose financial data is included in consolidated financial statements, which under applicable law are subject to the Regulation of the European Parliament and the Council regarding application of international financial reporting standards (IFRS Regulation) or Directive 2013/34/EU of 26 June 2013. In order to apply this exemption, the consolidated financial statements referred to in the previous sentence, must disclose the audit fees (article 2:382a-3 NCC). This means, for instance, that group entities of non-EU enterprises cannot use this exemption.

Remuneration of directors and supervisory directors

In the financial statements of medium-sized and large entities, the aggregate amount for the remuneration of (former) members of the management board as well as the (former) members of the supervisory board must be disclosed, including amounts charged to subsidiaries or group entities included in the consolidated accounts. This disclosure cannot be omitted due to immateriality (neither quantitatively nor qualitatively). Reference is made to article 2:363-3 NCC, last sentence.

Entities do not have to disclose this information where such information would make it possible to identify the remuneration of a single natural person. Based on Dutch legislative history, it can be concluded that 'identifiability to a single natural person' is only possible in a limited number of cases.

Remuneration of directors and supervisory directors of non-listed open NVs

A non-listed open NV (refer to the glossary of terms) shall disclose the remuneration of each individual director and of each individual supervisory director, divided into the following categories (article 2:383c NCC):

- periodically paid remuneration;
- remuneration payable in the future;
- termination benefits; and
- profit-sharing and bonus payments.

This disclosure is required to the extent that these amounts were charged to the non-listed open NV including its subsidiaries and group entities (article 2:383c-1 NCC) and apply equally to former directors and former supervisory directors as well (article 2:383c-2 NCC). Whether or not the amounts charged to the profit and loss account have already been paid is irrelevant.

If the entity has paid a director remuneration in the form of a bonus which is wholly or partly based on the achievement of targets, the entity shall disclose this fact and shall state whether these objectives have been achieved. If the entity has granted a supervisory director remuneration in the form of profit-sharing or a bonus it shall state this separately, stating the reasons for its decision to grant him such remuneration.

A non-listed open NV shall also include in the management board report the policy of the entity on the remuneration of its managing and supervisory directors and the manner in which this policy has been implemented in the annual accounts (article 2:391-2 NCC, last sentence).

7. Decree on financial statements formats

7.1 Introduction

The Decree on financial statements formats ('Besluit modellen jaarrekening' (BMJ)) is part of Dutch law and sets boundaries on the use of current values as basis for measuring assets and liabilities. In the implementation of those models and regulations, the layout, naming and definitions of the items included therein must be adapted to the nature of the entity's business to the extent permitted by the BMJ.

The BMJ has the status of law and full compliance is mandatory. Micro-sized entities are exempted from the application of the BMJ (article 1-3 BMJ).

7.2 Scope

The BMJ is applicable to the NV and BV (article 1 BMJ) and partially applicable to banks (article 16 BMJ), insurance companies (article 16a BMJ) and investment entities (article 16b BMJ). The BMJ is not applicable to micro-sized entities (article 1-3 BMJ) and entities which apply IFRS as endorsed by the EU (article 2:362-9 NCC) in their consolidated financial statements. However, for entities applying 'combination 3' (refer to paragraph 2.5 'IFRS-EU' above), the BMJ is applicable to the company-only financial statements.

7.3 Balance sheet models

There are two general balance sheet models: a vertical format and a horizontal format. For the NV and BV, large and medium-sized entities must use balance sheet model A (a vertical format) or model B (a horizontal format) (article 1-1 BMJ). Small entities may also use Model C (a vertical format) and model D (a horizontal format) (article 1-2 BMJ), which are simplified models. Reference is made to Appendix 2 of this publication.

Whether or not the allocation of the result for the year has been included, must be stated at the top of the balance sheet (article 11 BMJ).

7.4 Profit and loss account models

There are two general profit and loss account models: by nature (article 2:377-3 NCC) and by function (article 2:377-4 NCC), which are both in a vertical format. For the NV and BV, large and medium-sized entities must use profit and loss account model E (by nature) or model F (by function) (article 1-1 BMJ). Small entities may also use Model I (by nature) or model J (by function) (article 1-2 BMJ), which are simplified models. Reference is made to Appendix 2 of this publication.

8. Management board report

8.1 Preparation

An NV (article 2:101-1 NCC) and BV (article 2:210-1 NCC) shall present the management board report for inspection by its shareholders annually and simultaneously with the annual accounts as described in paragraph 4.2 'Preparation'.

8.2 Publication

The management board report is published simultaneously and in the same manner as the financial statements (article 2:394-4 NCC). Reference is made to paragraph 4.5 'When to publish' of this publication.

8.3 Language

A management board report that is to be published can be prepared in Dutch, French, German or English, but must always be in the same language as that of the published financial statements.

8.4 Requirements concerning the information to be provided

Article 2:391 NCC sets out a number of requirements for the information to be provided in the management board report of large and medium-sized entities. In this publication we focus on the information to be provided by non-listed entities. Article 2:391 NCC does not apply to micro-sized and small entities (article 2:396-7 NCC). The management board report must provide an overview of the state of affairs of the entity at the balance sheet date and of the development of its business during the financial year. This overview must be given of the entity itself and of subsidiaries and group entities whose financial data is included in the entity's consolidated financial statements (article 2:391-1 NCC).

The management board report of large and medium sized entities must also include (article 2:391-1 to 3 NCC):

- a description of the significant risks and uncertainties to which the entity is exposed;
- expected business developments, especially regarding capital investments, financing, number of employees and the factors which determine turnover and profitability;
- the effect of significant events that have occurred since the balance sheet date, in relation to the expected developments referred to above;
- research and development activities;
- subsequent events;
- risk management with respect to financial instruments: objectives and policies;
- exposure to price risk, credit risk, liquidity risk and cash flow risk; and
- for non-listed open NVs: remuneration policy of statutory directors and those charged with governance, including implementation of that policy during the year (DAS 271.608, and article 2:391-2 NCC).

In addition, large entities must include:

- non-financial performance indicators, including environmental and personnel matters (article 2:391-1 NCC); and
- information regarding gender diversity at the top (executive and supervisory board) and the sub-top (employees in management positions). This requirement is included in the 'Decree on the content of management board reports'. Large entities have to report on the ratio of men to women, ambitious targets for a balanced ratio, action plan to achieve these targets and the results of the action plan.

As per DAS 430, key figures presented in the annual accounts that cannot be deduced directly from the financial statements ('alternative performance measures') are to be properly described and explained.

The management board report may not be inconsistent with the financial statements (article 2:391-4 NCC). Further specific guidance is included in DAS 400 'Management board report'.

8.5 Sustainability reporting

On 5 January 2023, the Corporate Sustainability Reporting Directive (hereafter: CSRD) entered into force. This EU-directive concerns the requirements for sustainability reporting and is a revision of the Non-Financial Reporting Directive (hereafter: NFRD). The directive requires EU member states to transpose the CSRD into national legislation. In the Netherlands, the legislation that transposes the CSRD has not yet been passed by the Second and First Chamber.

On 26 February 2025 the European Commission released an 'Omnibus package' with proposed legislation aiming to significantly reduce the sustainability and due diligence reporting burden for entities. The Omnibus proposes to change the CSRD, the Corporate Sustainability Due Diligence Directive (CSDDD) and the EU Taxonomy Regulation. The released Omnibus proposals need to go through political approval from both European Parliament and European Council. This could lead to amendments to the proposals. Once finalised and adopted, the legislation would enter into force after publication in the EU Official Journal and would need to be transposed into member state laws. The proposals also include a commitment to revise the European Sustainability Reporting Standards (ESRSs) that are applicable under the CSRD, with the aim of substantially reducing the number of data points that entities are required to report, clarifying provisions deemed unclear and improving consistency with other pieces of legislation.

When finalising the content of this publication on 31 October 2025 it is unclear when the Netherlands will transpose the CSRD into national legislation. At the same time it is unclear when the Omnibus proposals will be finalized and published in the Official Journal of the European Union after which these need to be transposed into national legislation as well. As a result of these uncertainties, this year's publication does not include information on the CSRD or its expected amendments. For up-to-date Deloitte publications relating to the developments on sustainability reporting we refer to our website iasplus.com.

9. Other information

9.1 Other information based on article 2:392 NCC

Items to be included

Article 2:392 NCC lists the Other information items that management must provide along with the financial statements and the management board report (article 2:392-1 NCC):

- a. The auditor's report, or a statement setting out the fact that, and the legal reasons why, the auditor's report is not included;
- b. Details of the stipulations in the articles of association relating to the profit appropriation;
- c. Details of the stipulations in the articles of association of a cooperative or mutual guarantee association regarding the contribution to be made to cover any deficit of such an association, where these differ from the legal rules;
- d. A list of names of those to whom a special right to control the entity is granted by the articles of incorporation, with a description of the nature of that right;
- e. A statement of the number of the number of shares without voting rights and the number of shares without profit rights or with limited profit rights, with an indication of the rights they confer;
- f. A statement of the existence of branch establishments and of the countries where there are branch establishments and of the trading names thereof if different from that of the entity.

General requirements

The Other information must not be inconsistent with the financial statements and the management board report (article 2:392-2 NCC). The Other information is published simultaneously with the financial statements (article 2:394-4 NCC).

Exemptions

Micro-sized entities and small entities are not required to prepare and file Other information (articles 2:395a-6 and 396-7 NCC). In addition, certain parts of the Other information section (i.e. articles 2:392-1b up to and including 1e NCC) contained in the annual accounts of medium-sized and large entities do not have to be filed with the Trade Register at the Chamber of Commerce, provided the documents concerned are kept at the office of the entity for public inspection and a copy thereof is obtainable upon request at no more than cost price.

9.2 Country-by-Country reporting

Report on payments to governments

Large-sized entities and Public Interest entities (OObS, refer to the glossary of terms) active in the extractive and forestry industries are currently required to disclose information with respect to payments to governments in the countries in which they are active. This requirement is based on the Decree on the Reporting payments to governments ('country-by-country reporting') and article 2:391a NCC. DAS 500 'Country-by-country reporting' addresses the scope and some elements of this report.

Report on income tax payments

On 22 June 2024, the 'Implementation Decree Income Tax Disclosure Directive' ('Implementatiebesluit Richtlijn openbaarmaking winstbelasting') came into effect. The decree manages the implementation of EU Directive 2021/2101 on the disclosure of income tax information by certain companies. The legal basis for this decree is included within article 2:391a NCC. The purpose of this legislation is to promote the transparency of income tax payments made by multinational companies worldwide. The aim is to ensure that companies behave responsibly in the area of income taxation and contribute to welfare by paying their fair share of tax where they carry out their activities and make their profits. Companies with a consolidated revenue of more than € 750 million to annually prepare and publish a separate report on income tax payments for financial years beginning on or after 22 June 2024.

Appendix – Glossary of terms

BAW (Besluit actuele waarde)

Decree current value.

BMJ (Besluit modellen jaarrekening)

Decree on financial statements formats.

BV (Besloten vennootschap)

A private limited liability company, which can only issue registered shares or registered trust certificates. In principle, shares and trust certificates of a BV are not freely transferable and they cannot be listed. Reference is further made to Chapter 11.

Cooperative

Cooperative association.

CV (Commanditaire vennootschap)

A limited partnership based on an agreement between two or more partners who may be individuals or corporations.

A partnership is not an entity. The managing partners are individually liable for the partnership's liabilities.

The partners who contribute only capital are only liable for their capital contribution to the partnership. The purpose of the partnership is to make profit. The partners must contribute either capital property, labour or goodwill.

DASs (Richtlijnen voor de jaarverslaggeving)

Dutch Accounting Standard(s).

DASB (Raad voor de Jaarverslaggeving)

Dutch Accounting Standards Board.

Handelsregisterwet

Law of Trade Register.

Listed NV or BV

An NV or BV of which the securities (e.g. shares and/or bonds) are listed on a regulated market as meant in the Financial Markets Supervision Act (Wft).

NCC (Burgerlijk Wetboek)

Netherlands Civil Code.

NL GAAP

Generally Accepted Accounting Standards in the Netherlands, comprising the Netherlands Civil code and the Dutch Accounting Standards published by the DASB.

NV (Naamloze vennootschap)

A public limited liability company, which can have both bearer and registered shares or trust certificates. Shares are negotiable and can be listed.

Non-listed open NV

A limited liability company whose articles of association not solely comprises registered shares or do not contain share transfer restrictions or allow bearer depository receipts to be issued with cooperation of the company, not being an NV of which the securities are traded on a regulated stock exchange as referred to in article 1:1 Wft

OOB (Organisatie van openbaar belang)

Public interest entity (article 2:398-7 NCC):

- a. an entity domiciled in the Netherlands of which the securities are traded on a regulated stock exchange as referred to in article 1:1 Wft;
- b. a bank or a central credit institution domiciled in the Netherlands as referred to in article 1:1 Wft for which a licence was granted in connection with that law;
- c. a reinsurer, life insurance company, or indemnity insurer domiciled in the Netherlands as referred to in article 1:1 Wft for which a licence was granted in connection with that law; or
- d. a company, institution, or public body designated as such by governmental decree.

At of the time of writing, no entities have been designated as PIEs by governmental decree within the meaning of paragraph d of article 2:398-7 NCC.

Participating interest

Participating interest:

- an entity to which the participating entity, or one or more of its subsidiaries, has provided capital for its own account for the purpose of furthering its own business activities by establishing a long-term relationship (article 2:24c-1 NCC);
- an interest in a partnership in which the participating entity, or one of its subsidiaries, accepts full liability as a (general) partner for the partnership's liabilities (article 2:24c-2a NCC); or
- an interest in a partnership in which the participating entity, or one of its subsidiaries, is a partner for the purpose of furthering its own business activities by establishing a long-term relationship (article 2:24c-2b NCC).

Subsidiaries

- An entity in which the entity (by itself or together with a subsidiary) is authorised to exercise more than half of the voting rights in the general meeting. This majority may be the consequence of an agreement with others entitled to vote.
- An entity in which the entity (by itself or together with a subsidiary) is authorised to appoint or dismiss more than half of the members of the management or supervisory board.
- A partnership of which the investing entity is a fully liable partner.

VOF (Vennootschap onder firma)

A general partnership based on an agreement between two or more partners who may be individuals or corporations.

A partnership is not an entity. The partners are individually liable for the partnerships liabilities.

The purpose of the partnership is to make profit. The partners must contribute either capital property, labour or goodwill.

Wfbv (Wet op de formeel buitenlandse vennootschappen)

Entities Formally Registered Abroad Act.

Wft (Wet op het financieel toezicht)

Financial Markets Supervision Act.

WED (Wet economische delicten)

Economic Offences Act.

WOR (Wet op de ondernemingsraden)

Works Councils Act.

Contacts



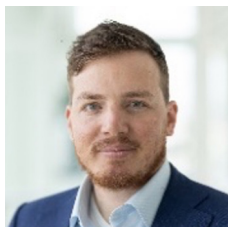
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