European Assets Trust NV

Annual Report and Accounts

2011

F&C Investments

Contents

aic
The Association of Investment Companies

Financial Calendar 2012/13

9 May 2012	General Meeting of Shareholders (Amsterdam)
17 May 2012	Shareholders' and Investors' Briefing (London)
August 2012	Announcement of Interim Results
August 2012	Posting of Interim Report
March 2013	Announcement of Final Results for 2012

Company Summary

The Company

The Company is an investment company with variable capital incorporated in the Netherlands and its shares are listed on the London Stock Exchange and Euronext Amsterdam Stock Market. It is a member of the Association of Investment Companies.

Total assets (less current liabilities) at 31 December 2011 were €109.5 million (£91.5 million).

Objective

The investment objective of the Company is to achieve growth of capital through investment in quoted small and medium-sized companies in Europe, excluding the United Kingdom.

A high distribution policy has been adopted and dividends have been paid mainly out of other reserves.

Management

The Board has appointed F&C Investment Business Limited (F&C) as investment managers. The notice period is six months and further details of the investment management contract can be found in the 'Report of the Management Board Director' within this report.

Capital Structure

The Company has a simple capital structure, being financed exclusively by ordinary shares. It may also employ gearing up to 20 per cent of assets.

How to Invest

F&C Management Limited operates a number of investment plans which facilitate investment in the shares of the Company. Details are contained in the 'How to Invest' section of this report. Stock Exchange dealing can be conducted through your usual stockbroker. See note below.

Share Price

The ordinary shares are quoted on the London Stock Exchange (www.londonstockexchange.com) (Reuters code: EAT.L) and Euronext Amsterdam Stock Market (www.euronext.com) (Reuters code: EURT.AS) and their price is published daily in *Het Financieele Dagblad* as well as the *Financial Times* and other newspapers.

Trading primarily takes place on the London Stock Exchange.

Website

The Company's internet address is: www.europeanassets.eu

The Company's share price, net asset value and factsheets are available from this website.

Investment Institution

European Assets Trust NV is a closed-end investment company and an investment institution within the meaning of the Dutch Act on Financial Supervision ('Wft'). The Company is licenced by Autoriteit Financiële Markten (the Dutch Financial Markets Authority).

Note: Stockmarket and currency movements may cause the value of shares and the income from them to fall as well as rise and investors may not get back the amount originally invested.

If you have sold or otherwise transferred all of your Ordinary Shares in European Assets Trust NV, please forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was, or is being, effected, for delivery to the purchaser or transferee.

Financial Highlights for the Year

- **Total return* performance for 2011**

	Euro	Sterling
Net asset value per share	–7.6%	–9.9%
HSBC Smaller Europe (ex UK) Index	–21.8%	–23.8%

- **Total return* performance for the 3 years to December 2011**

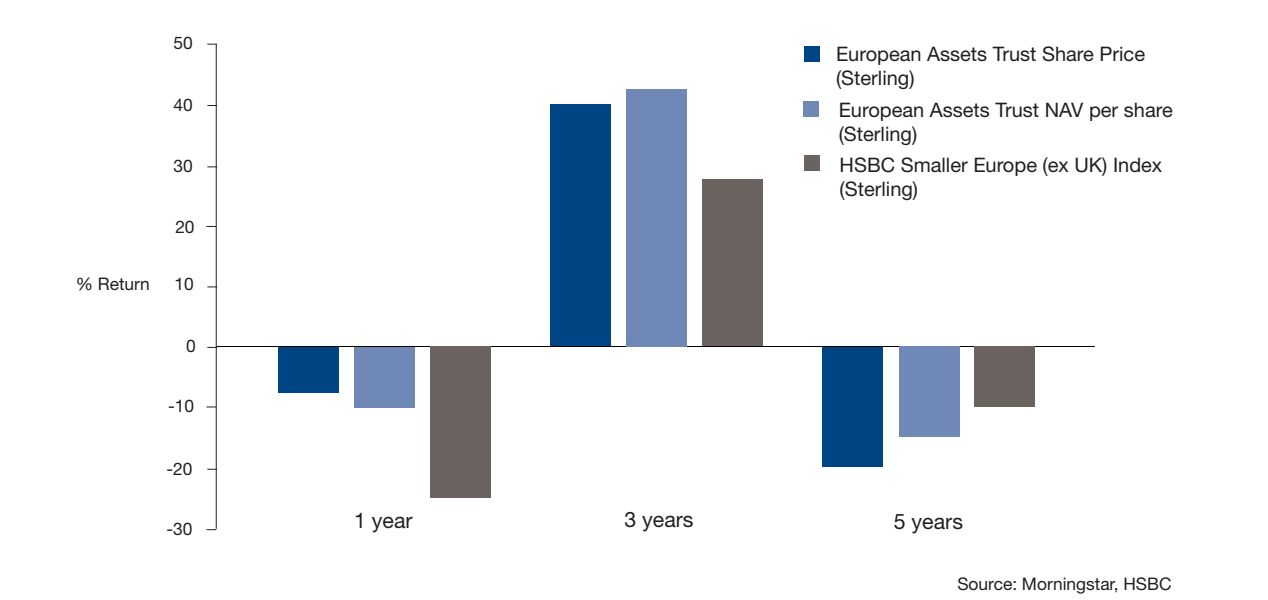
	Euro	Sterling
Net asset value per share	64.9%	42.5%
HSBC Smaller Europe (ex UK) Index	47.7%	27.5%

- **The annual dividend for 2012 is €0.441 per share (2011 €0.51, net) equivalent to 6% of the opening net asset value per share**

	Euro	Sterling
January 2012 dividend paid per share (further dividends payable in May and August)	€0.147	£0.122

Total Return Performance*

European Assets Trust Net Asset Value and Share Price v HSBC Smaller Europe (ex UK) Index



All performance returns are calculated to 31 December 2011.

*Total return wherever used in this document means capital performance with dividends reinvested.

For further information relating to historic performance refer to page 38.

Performance Summary for the Year to 31 December 2011

	Euro 2011	2010	Sterling 2011	2010
Total Return				
Net asset value total return per share*	**–7.6%**	25.2%	**–9.9%**	20.8%
Market price total return per share	**–4.5%**	20.4%	**–6.9%**	16.1%
HSBC Smaller Europe (ex UK) Index	**–21.8%**	21.7%	**–23.8%**	17.4%

	Euro 2011	2010	Sterling 2011	2010
Capital				
Total assets (less current liabilities)	**€109.5m**	€126.6m	**£91.5m**	£108.5m
Net asset value per share – basic	**€7.36**	€8.49	**614.8p**	727.4p
Net asset value per share – treasury†	**€7.32**	€8.45	**611.7p**	723.8p
Market price per share	**€6.51‡**	€7.33‡	**544.0p**	628.5p
HSBC Smaller Europe (ex UK) Index	**289.66**	379.58	**241.95**	325.24
Distributions (per share)				
Total distributions paid in cash¶	**€0.5337**	€0.4613	**46.2p**	39.1p
Discount (difference between share price and treasury net asset value)#			**11.1%**	13.2%
Gearing (100=nil geared position)§			**110**	101
Total Expense Ratio				
as percentage of average shareholders' funds			**1.64%**	1.72%
Portfolio Turnover** (note 15)			**28%**	71%

	High	Low	High	Low
2011 Year's Highs/Lows				
Net asset value per share	**€9.04‡**	**€6.90‡**	**8.14p**	**5.91p**
Market price per share	**€8.04‡**	**€6.12‡**	**7.06p**	**5.30p**

The narrowest discount on the ordinary shares during 2011 was 1.3 per cent and the widest discount was 14.7 per cent in sterling terms.

* Based on net asset value per share – basic.

† In accordance with the AIC calculation method where shares are held in treasury; subject to the Company's resale policy, including limiting dilution to 0.5 per cent of net asset value per annum. Based on shares held in treasury since the liquidity enhancement policy was put in place in 2005.

‡ London Stock Exchange prices/net asset values converted into Euros at relevant exchange rate during the year.

§ The gearing ratio indicates the extra amount by which shareholders' funds would rise or fall if total assets were to rise or fall and is the ratio of total assets (less fixed interest and cash assets) to shareholders' funds.

** Portfolio turnover=((purchases+sales)÷2)÷average assets.

¶ Gross of Dutch withholding tax.

Sources: Morningstar/Datastream/HSBC

Chairman's Statement

Sir John Ward CBE Chairman

2011 review

While 2011 was a difficult year for investors across the globe, European Assets Trust managed to deliver a performance well ahead of the benchmark index, thereby providing some capital preservation in a tough environment of falling equity markets. The Company's net asset value per share total return* was –9.9 per cent in Sterling terms (–7.6 per cent in Euro terms). This reflected well against our benchmark, the HSBC Smaller Europe (ex UK) Index, which returned –23.8 per cent in Sterling (–21.8 per cent in Euros).

Stock picking contributed to the majority of this performance, with our Irish companies performing particularly well. While Ireland entered 2011 out of favour with investors, its stock market managed to produce the best performance globally (as measured by MSCI), comfortably outperforming the more fashionable stock markets of the so-called BRIC (Brazil, Russia, India and China) countries. Additionally, the focus on quality companies served us well through the year, as investors began to reward those businesses with strong balance sheets, high returns and structural growth.

It was also encouraging to see portfolio turnover reduce to below 30 per cent for 2011. In contrast to the prevailing trend of short termism in the markets, European Assets Trust selects companies carefully and invests in them for the longer term. This low level of turnover reflects this fundamental approach well.

*Capital performance with dividends reinvested.

Europe as a region is currently shunned by investors, and this should help provide a basis for good future returns, particularly in small and medium sized companies where the opportunities for stock picking are so attractive. There will of course be volatility until the Eurozone crisis is resolved, but this is an exciting period for investors who want to access high quality businesses at good prices.

Distribution

The level of dividend paid by the Company each year is determined by the Board in accordance with the Company's distribution policy. The Board has stated that, barring unforeseen circumstances, it will pay an annual dividend equivalent to 6 per cent of the net asset value of the Company at the end of the preceding year. The dividend is funded from a combination of accumulated capital gains and income.

The Board has already announced that the 6 per cent of net asset value has been maintained for 2012 which results in a total dividend of Euro 0.441 per share (2011: Euro 0.51 per share, net). This 2012 dividend reflects the fall over the year in the Company's net asset value per share. The 2012 dividend will be paid in three equal instalments of Euro 0.147 per share at the end of January, May and August. The January dividend of Euro 0.147 per share was paid to shareholders on 31 January 2012 and amounted to 12.2p per share in Sterling terms.

Shareholders may elect to receive dividends by way of further shares in the Company rather than cash. Where shareholders so elect, they will receive shares based on the net asset value of the Company; the shares may trade in the market at a discount or premium to net asset value. Subject to personal circumstances and shareholders taking their own tax advice, UK resident individual shareholders who receive a scrip dividend should not be liable to UK income tax on such dividend. Instead, UK capital gains tax rules should apply.

Gearing

The Company has a banking facility to allow the Manager to gear the portfolio within the 20 per cent of assets level permitted under the Articles. The total facility available of Euro 18.5 million is Euro-denominated and flexible, allowing the Manager to

draw down amounts for such periods as required. The Manager made use of the facility during 2011 where investment opportunities arose and at the year-end the Company was 10 per cent geared.

Liquidity enhancement policy

The Company's share price discount to net asset value was 11.1 per cent as at 31 December 2011 compared with 13.2 per cent at the previous year-end. On average over the year, the Company's discount to net asset value stood at 10 per cent, a level which was lower than European smaller company peer funds. During 2011 the Company bought back 50,000 of its own shares at an average discount of 12.6 per cent (2010: 335,000 shares at an average discount of 13.2 per cent), thereby enhancing net asset value per share for continuing shareholders. These shares are held in treasury and are available for release back to the market. No shares were sold from treasury during 2011 (2010: nil).

Change in Management Arrangements

The Boards were advised by F&C Investment Business (F&C) in October that Sam Cosh (Director, European Equities at F&C) had been appointed lead investment manager to the Company. Sam has been co-managing the Company's investment portfolio since the second half of 2010 and is supported by the rest of the 19-strong F&C European Equity team.

The Boards remain satisfied with the continuing appointment of F&C as investment manager and therefore support the appointment of Sam Cosh as lead manager. In reaching this decision, the Boards have taken into account the Company's strong investment performance relative to the benchmark index since June 2010, following the adoption of the process being applied by the F&C European Equity team to the management of the Company's investment portfolio.

Outlook

While 2012 has started positively, there is still much uncertainty in the markets, particularly regarding the continuing Eurozone crisis. Equity prices are however attractive, and there is significant potential within Europe if the politicians seize the opportunity to reform their economies. There is huge latent potential within Europe if supply side reforms are pushed through, making the economies more flexible, and ultimately more productive. Loose monetary conditions, such as low interest rates and a declining exchange rate, supply side reforms and an improving shareholder culture should be an excellent recipe for good long term returns for shareholders.

We are concentrating on quality businesses that should continue to do well in a period of low growth and tight financing conditions. We expect to see an acceleration in market share gainers and losers, with structural growth and high quality prevailing. We also expect the small and medium sized sector to be buoyed by Mergers and Acquisitions (M&A) in 2012, as large corporates with strong balance sheets look to build their market positions. If the Euro weakens further, European assets should only become more attractive to international acquirers.

Shareholder meetings

The Company's Annual General Meeting will be held on 9 May 2012 at the Hotel de l'Europe in Amsterdam, Netherlands. In addition, the Company holds a Shareholders' and Investors' Briefing in London each year. The London Briefing this year will take place on 17 May 2012 at 11.30am at Pewterers' Hall, Oat Lane, London EC2V 7DE and will include a presentation from the Investment Manager on the Company and its investment portfolio. A light buffet will be served at the end of the briefing. The Board looks forward to welcoming as many shareholders as are able to attend this year. An invitation is included separately with this Report.

Sir John Ward CBE
Chairman
28 February 2012

Investment Manager and Investment Process

Sam Cosh
Lead Manager

David Moss
Fund Manager

Sam Cosh Lead Manager, is a Director, European Equities at F&C. Sam joined F&C in 2010 from BNP Investment Partners and was appointed Lead Investment Manager for European Assets Trust during 2011. Sam is also the lead manager of F&C European Small Cap Fund and manages the European investments of F&C Global Smaller Investment Trust plc. He has twelve years' experience in European equities, principally within small and mid cap mandates.

David Moss Fund Manager, is a Director, European Equities at F&C. David joined F&C in 1996 from Barclays Bank and is the lead manager for European equities for Foreign and Colonial Investment Trust. He is also the lead manager at F&C for pan-European and Eurozone funds with specialist research responsibilities in the financials sector as well as for large and mid cap European equities.

Investment Managers

The investment management contract is with F&C Investment Business Limited (F&C) which is a company within the F&C Asset Management plc group (F&C group). The F&C group is an investment specialist with £100 billion of funds under management (as at 31 December 2011). It is a leading asset manager in both the UK and Europe and the shares of the parent company are listed on the London Stock Exchange.

F&C provides investment management and other services to a range of investment companies.

Investment Objective and Process

The aim of European Assets Trust is to provide shareholders with capital growth and a high distribution policy has been adopted. The Company utilises fully the resources of F&C's European Equities team. The portfolio is relatively concentrated (40–50 names) and has an emphasis on high quality businesses.

The team focuses on detailed fundamental analysis with particular scrutiny on balance sheets and cashflows with an aim to invest in businesses with a long term time horizon. A key tenet of the approach is the belief that the most important factors that influence stock returns are both the value creation of the business and the initial price paid to own the equity. Consequently a significant emphasis is placed on valuation.

Distribution Policy

The Board has announced that, barring unforeseen circumstances, the annual dividend will be equivalent to 6 per cent of the net asset value per share of the Company at the end of the preceding year. Dividends have been paid mainly out of other reserves. **There is a scrip dividend option for shareholders who wish to receive their dividends in the form of additional shares.**

Manager's Review

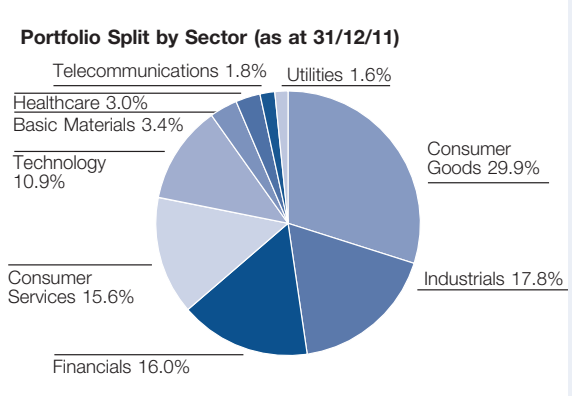
Market Review

European Assets Trust performed strongly in 2011 relative both to its benchmark and the more favoured emerging markets of China, India, and Brazil.

2011 was a challenging year for equity investors, but while the focus fell on the problems of the Euro area, most investors would have finished the year disappointed. Our index, the HSBC Smaller Europe (ex UK), fell –23.8 per cent in Sterling total return terms and –21.8 per cent in Euro terms. However, poor equity market performance was shared across the globe with India, China, and Brazil all performing poorly. The standout performer was however the Irish stockmarket which, as measured by the MSCI, was the best performing stockmarket globally, rising +18.1 per cent in Euro terms. This reflects the fact that Ireland has approached the crisis with pragmatism and an acknowledgement of the need to make significant adjustments. They have managed to rebalance their savings and investments and regain their competitiveness. Unit labour costs have fallen dramatically from the peak (–30 per cent), which is in marked contrast to the other peripheral countries which have not made enough progress on this front.

The other notable performer was the US market which managed to produce a positive return (S&P rose +5.5 per cent in Euro terms) in a year plagued by political unrest and economic uncertainty. A recent report by the McKinsey Global Institute on global deleveraging might help to explain at least some of this performance. In contrast to Europe, America's private debt has fallen as a share of GDP since 2008 and this has been within a backdrop of looser fiscal policy. Clearly the debate in Europe is now centering on the severity of the austerity measures and whether this is in fact a handicap to growth and then debt repayment. The McKinsey report focuses on the experience of Finland and Sweden following the bank busts of the 1990s, and has some implications for European technocrats. While both Sweden and Finland recovered strongly, Sweden did not begin its budget cutting until the economy recovered, while Finland exacerbated their recession by trying to impose austerity measures too early. Perhaps the most important lesson for European politicians though is that Sweden and Finland both overhauled their economies following their banking crises. In Europe the potential for structural reform is massive, but the Eurozone so far has been too laser-focused on austerity. The new Spanish government is looking to restructure its intractable labour laws and Italy's Mario Monti is introducing its liberalisation programme. This should be the start of a region wide effort, that should be encouraged by Angela Merkel. Indeed the German chancellor needs only to look back to the reaction to the collapse of equity values in 1973-74, 'the culture of stability' that Germany followed was put in the shade by the inflationary bias of the US monetary policy. In the ensuing period, German equities chronically under-performed.

Another important reflection on 2011 is that we have seen a change in market leadership. 2011 began with consensus supporting the two great investment themes of the last decade; namely commodities and emerging market growth. The year ended though with a year of underperformance in these two categories and



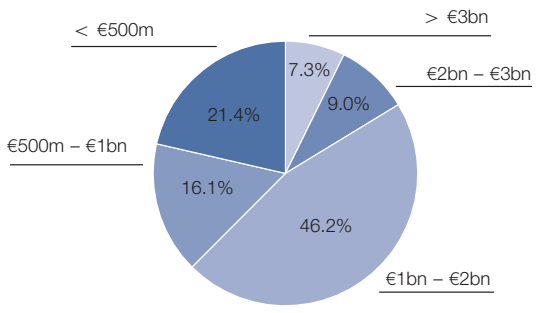
eventually investor capitulation. The emerging theme and the one which we have talked about through the year is high quality structural growth. Good quality businesses will find their positions have improved significantly relative to pre 2008, where marginally positioned businesses could access growth and financing because both were abundant. In today's world, the cost of capital of poorly positioned businesses has increased dramatically, whereas that for high quality secure growth stocks has fallen. Perhaps the most extreme example of this is within the banking sector, where poorly structured banks are struggling to access capital, whereas well positioned businesses can access funding and are able to lend at a lower risk and much higher margin then they could before.

Performance

Good performance was delivered from strong stock picking, particularly in Ireland, which as a stock market delivered the best performance globally, as measured by the MSCI.

The Company's net asset value per share total return was –9.9 per cent in Sterling terms and –7.6 per cent in Euro terms for 2011. While we never like to see a reduction in the net asset value, given the magnitude of the fall of our index (–23.8 per cent in Sterling and –21.8 per cent in Euros) this is a good performance. Since we have changed the strategy of the Company in 2010 we have emphasised the need to preserve capital. We aim for a smooth progression of the net asset value through the market cycle which will enable the payment of the dividend to shareholders on a broadly sustainable basis. We are pleased to have achieved some capital preservation relative to market performance in 2011.

Portfolio Split by Market Capitalisation (as at 31/12/11)



The overwhelming contribution to our strong relative performance was our stock selection rather than any sector allocation. Within this though, our Irish companies contributed most significantly. As we have argued before, investors shunned the Irish market which gave us the opportunity to invest in some quality businesses at good prices. This has proved to be the correct approach. Of particular note was our investment in **Glanbia**, the international nutrition and Irish dairy business, which rose +24.7% through the year. While nothing of particular note happened to the company in 2011, investors are beginning to understand the magnitude of change that this business is going through. This is a company that is still seen as an Irish dairy company, and is valued as such, but now makes more than half of its profits from the fast growing and high margin nutritionals business. This transition will continue and we are delighted to be holding the stock which is valued materially below where it should be. The other major contributors to performance came from **Paddy Power**, the Irish gambling company which continues to leverage off its strong brand and innovative marketing, **Lindt**, the branded chocolate company, and **Christian Hansen**, the global market leader in dairy enzymes. We also performed well in the financial sectors, where our holdings in **Topdanmark**, the Danish non-life insurance company, and **Bolsas y Mercados Espanoles**, the Spanish stock exchange did well.

Our poor performers were, not surprisingly, in the more cyclical sectors. **SAF Holland**, the

manufacturer of components for truck trailers, fell –43.6%. This was a combination of poor communication during some lacklustre results in the summer, and a deterioration of global industrial production data coming to bear on the more cyclical sectors of the market. The other notable poor performer was **Oriflame**, the direct sales cosmetic company. Results for this company have been poor for an extended period, and we conducted some detailed analysis to try and understand whether this was a structural or temporary issue. While we never like to sell a company after making losses, we have done so as we have concluded that the business was faced with issues of a structural nature. It has since continued to perform badly.

Outlook

European small and medium sized companies are attractively valued and provide a wealth of opportunities for the disciplined investor.

The year has started very positively as the market shrugged off the S&P downgrade to most of Europe and digested the impact of the European Central Bank liquidity injection. For the time being, the liquidity concerns of the banking system have been set to one side, and the market has seen some significant rotation towards risk; stocks and sectors that performed badly last year have started well this year. When the market is in risk-on mode, 'all boats get lifted', no matter what the quality. So will this continue? We can't make predictions and strongly agree with Peter Lynch's assertion – 'nobody can predict interest rates, the future direction of the economy, or the stock market. Dismiss all such forecasts . . .'. The valuations of European equities, however, provide a decent base for good performance, and we are positive about European small and medium sized companies in particular.

Through the second half of last year, we have however used the market weakness to make some changes to the portfolio. Firstly, we have allowed the gearing to increase as we saw more value within the portfolio. It now stands at 10 per cent of assets, but is unlikely to increase from here. Secondly we have added some stocks to the portfolio which are at the value end of the spectrum, but also, as you would expect, high quality. We have started positions in **Storebrand** the Norwegian pensions business and **Aareal**, the German bank. Both are well capitalised and have seen their competitive positions improve during the crisis, but are valued significantly below their intrinsic value, in a large part because investors have abandoned the financial sector on mass.

In terms of outlook, we think there is a huge amount of potential within European small and medium sized companies. Valuations are attractive, and although the start of the year has been positive, allocations towards the region are very low. As discussed above, the potential for supply side reforms to unlock the potential within Europe is huge. Indeed, easier monetary conditions, such as a decline in exchange rate and lower interest rates, with the addition of supply-side reforms and improving shareholder culture, is an excellent recipe for good shareholder returns. It is up to the European politicians, and Mrs Merkel in particular, to release this potential.

Within the portfolio, the two themes that we have been articulating to investors are still very relevant; quality and Mergers & Acquisitions (M&A). As discussed earlier in this review, poorly positioned companies will have difficulties accessing finance and growth. Conversely, companies with strong business models, high barriers to entry, and high returns on capital, should fare relatively well. We concentrate on the latter, and because the 'investment universe' of European small and medium sized companies is vast and diverse, this means we can find these quality businesses and invest in them at good prices. This theme clearly worked well during last year.

Looking back on 2011, we expected M&A to take a larger role. With growth difficult to come by, and balance sheets strong, we expected small and medium sized companies to benefit from a rise in corporate activity. Clearly while there were instances of this happening, indeed we benefitted when **Norkom** was acquired at the beginning of the year, the environment of uncertainty meant that M&A took a back seat. With more confidence in the markets, and a weaker Euro, making European companies more attractive for international acquirers, we would expect the portfolio to benefit more from this in 2012.

Sam Cosh
Lead Investment Manager
F&C Investment Business Limited

28 February 2012

Investment Portfolio

Company	Valuation Euro 000's	% of Total Assets	Country of Incorporation
Glanbia Glanbia is a vertically integrated dairy products business with operations globally. Its roots are in Irish milk production but it has built up the business either through acquisition or organic investment, principally in cheese manufacturing and specialist products.	4,933	4.5	Ireland
C&C Group C&C Group is a premium cider manufacturer with a presence in UK and Ireland; their brands, Magners and Bulmers, have high market shares. Following the acquisition of Tennents they also own the largest lager brand in Scotland.	4,753	4.3	Ireland
Exact Holdings Exact is a professional (B2B) software solutions provider with a very strong position in the Netherlands, where it derives most of its profits. It sells a suite of Enterprise Resource Planning products to SMEs, which includes accounting systems, working capital management systems and business performance information.	4,423	4.0	Netherlands
Viscofan Viscofan is the world's largest artificial sausage casings manufacturer, with 36% of the market and a leading position in skinless casings. In recent years the market has consolidated which has led to strong pricing power in a growing market.	3,733	3.4	Spain
Rational Rational is a global developer, producer and supplier of cooking appliances for industrial and commercial kitchens worldwide. The company's core competency is providing units and all-in-one appliances for heating and cooking all types of foods. The portfolio is diverse and also includes a range of accessories to be used with the company's core products.	3,689	3.4	Germany
Ansaldo STS Ansaldo is a global market leader in signalling and transport systems to rail and mass transit industries. It is particularly strong in high-speed rail and has significant exposure to development of rail infrastructure in developing markets.	3,591	3.3	Italy
Gerresheimer Gerresheimer is a leading supplier of high quality glass, plastic packaging and system solutions for the global pharmaceutical, cosmetic and food industries. It supplies over 30 of the world's leading pharmaceutical and biotech companies.	3,569	3.3	Germany
Nutreco Nutreco is an international animal nutrition and fish feed company, which has refocussed operations post a period of massive diversification in its portfolio. It is the market leader in compound and salmon feed and holds dominant positions in other areas of the business.	3,355	3.1	Netherlands
Paddy Power Paddy Power owns and operates licensed betting offices in Ireland and the UK. It also offers betting through other channels (telephone and online) and offers gaming to its online customers. The company is the market leader in Ireland and a relatively new entrant into the UK market.	3,315	3.0	Ireland
Azimut Holding Azimut Holding is one of the largest independent asset managers in Italy. The company manages open-end mutual and pension funds, and offers investment advice and insurance. It also has its own distribution network of financial consultants who only distribute the company's products in northern and central Italy.	3,302	3.0	Italy
Ten largest investments	**38,663**	**35.3**	

Investment Portfolio continued

Company	Nature of Business	Valuation Euro 000's	% of Total Assets	Country of Incorporation
Topdanmark	Life Assurance	3,197	2.9	Denmark
Ringkjoebing Landbobank	Regional Bank	3,140	2.9	Denmark
CTS Eventim	Concerts and Ticketing	3,107	2.8	Germany
Amer Sports	Sporting Goods	3,064	2.8	Finland
Davide Campari - Milano	Beverages	3,047	2.8	Italy
Lindt & Sprüngli	Branded Chocolate	2,974	2.7	Switzerland
Bolsas y Mercados Españoles	Regional Stock Exchange	2,898	2.6	Spain
Symrise	Speciality Chemicals	2,824	2.6	Germany
Origin Enterprises	Agricultural Nutrition	2,784	2.5	Ireland
Kuka	Industrial Robots	2,770	2.5	Germany
Twenty largest investments		**68,468**	**62.4**	
Andritz	Capital Goods Machinery	2,727	2.5	Austria
ASM International	Semi-conductor Equipment	2,711	2.5	Netherlands
Neopost	Mailroom Equipment	2,677	2.4	France
Baron de Ley	Wine Producer	2,580	2.4	Spain
Tomra Systems	Recycling Equipment	2,518	2.3	Norway
EFG International	Private Bank	2,477	2.3	Switzerland
Storebrand	Insurance and Asset Management	2,456	2.2	Norway
Aer Lingus	Airline	2,448	2.2	Ireland
Ingenico	Card Sales Terminals	2,312	2.1	France
D'leteran	Auto Distribution and Hire	2,277	2.1	Belgium
Thirty largest investments		**93,651**	**85.4**	
Irish Continental	Shipping	2,243	2.0	Ireland
Jazztel	Broadband Telecom	2,242	2.0	Spain
Wincor Nixdorf	ATM Manufacturer	2,167	2.0	Germany
Tod's	Branded Leather Goods	2,074	1.9	Italy
Rubis	Liquid Storage and Distribution	1,923	1.8	France
Mediaset España Comunicación	Free to Air Television	1,855	1.7	Spain
Partners Group	Alternative Asset Management	1,781	1.6	Switzerland
Christian Hansen	Bacteria Culture Producer	1,699	1.6	Denmark
Beter Bed	Retailer	1,667	1.5	Netherlands
Takkt	Office Equipment	1,639	1.5	Germany
Forty largest investments		**112,941**	**103.0**	
Continental Farmers	Agricultural Producer	1,512	1.4	Ireland
SAF Holland	Commercial Vehicle Equipment	1,363	1.2	Germany
Lanxess	Chemicals	1,302	1.2	Germany
Folli Follie	Retailer	1,209	1.1	Greece
Unit 4	Software	1,203	1.1	Netherlands
Joyou	Sanitary Ware	671	0.7	Germany
Total investments		**120,201**	**109.7**	
Net current liabilities		**(10,677)**	**(9.7)**	
Equity shareholders' funds/total assets (less current liabilities)		**109,524**	**100.0**	

Supervisory Board

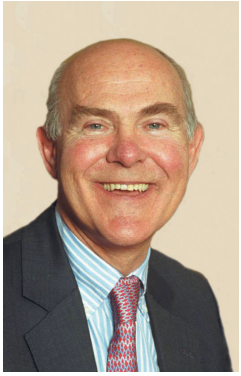
Sir John Ward CBE
Chairman
(age 71) was formerly chairman of Scottish Enterprise and has held a wide range of public and private appointments and chairmanships. He is a past chairman of CBI Scotland.

Neville Cook
(age 67) was formerly chairman of Anglo Irish Bank Suisse S.A., a bank in Geneva. He is also a director of various public and private companies.

Laurence Jacquot
(age 55) has extensive experience of financial markets and asset management in Continental Europe, having worked at COB, the French financial services authority regulator, and SCOR, the leading French reinsurance company. Latterly, she has been an investment consultant involving asset allocation and equity fund selection.

Professor Robert van der Meer
(age 62) was formerly a member of the management board of Fortis. He currently combines a professorship in finance at the Rijksuniversiteit Groningen with several supervisory board positions at quoted companies (Corio, KAS BANK and OBAM) and with non-quoted companies as well as advisoryships with pension funds and charities.

Duco Sickinghe
(age 53) has significant industrial and commercial experience. He is currently chief executive officer of Telenet NV, the biggest cable operator in Belgium. He has held senior positions in companies in several Continental European countries.



Giles Warman
Senior Independent Director
(age 64) was previously employed by Numis Corporation and is a director of Finsbury Growth Trust. He has a wide experience of marketing investment products in the UK and Europe.

Company Secretary

Michael Campbell
Company Secretary

In addition to investment management, the F&C group provides other services to the Company, including company secretarial, financial and marketing.

Michael Campbell acts as Company Secretary to the Company. A chartered accountant, he has provided accounting and company secretarial services to investment companies at F&C group for over twenty years.

Management Board

Wilbert van Twuijver
representing the
Managing Director

Tim Koster
representing the
Managing Director

The Management Board consists of a single Director, FCA Management BV, a limited liability company incorporated in the Netherlands. It has its registered office in Rotterdam. FCA Management BV carries out the day-to-day management of the Company in accordance with the general directives of the Supervisory Board.

The Articles of Association and the latest annual report of FCA Management BV are available at its offices at Weena 210-212, Rotterdam.

Wilbert van Twuijver and Tim Koster represent FCA Management BV on the Management Board of European Assets Trust NV.

KAS BANK NV acts as custodian and provides administrative services for European Assets Trust NV and has granted a credit facility to the Company.

Report of the Management Board Director

Accounts

We have pleasure in submitting to the Shareholders the Company's Accounts for the year to 31 December 2011 as prepared by us and approved by the Supervisory Board. They have been examined by Ernst & Young Accountants LLP, and their report is included later.

The Revenue Account for the year shows a net loss of €8,963,269. Dividends in cash totalling €0.5337 per share were paid during 2011. A dividend of €0.147 per share was announced and paid in January 2012. Shareholders are offered the option of a scrip dividend. Dividends paid have mainly been funded from other reserves (for tax purposes from the reinvestment reserve) in accordance with the Company's distribution policy.

We recommend that the Financial Statements for the year ended 31 December 2011, together with the notes, be adopted.

Supervisory Board Directors

The Supervisory Directors who held office at 31 December 2011 are shown on the page of this report entitled 'Supervisory Board'.

Sir John Ward, Mr Neville Cook and Mr Giles Warman had a beneficial interest of 5,600 shares, 15,000 shares and 14,500 shares respectively in the Company at 31 December 2011. None of the other Supervisory Directors of the Company or the families of any Director owned any interest in the shares of the Company during the year under review or at any date up to 28 February 2012.

Sir John Ward, Neville Cook, Giles Warman and Professor Robert van der Meer will be proposed for re-appointment as Supervisory Directors at the General Meeting.

Management Board Director

FCA Management BV provides management and legal compliance services to the Company. These services can be terminated by either party by giving three months' notice of termination. Any termination will take effect as of the end of the calendar year in which the notice is given. FCA Management BV receives a fixed fee paid on a quarterly basis. During the year under review, the regular management and service fee paid by the Company to FCA Management BV was €94,665 (including Dutch VAT).

Investment Managers

F&C Investment Business Limited (F&C) provides investment management and other services to the Company. These services can be terminated by the Company at any time by giving six months' notice of termination. F&C receives a quarterly fee, payable in advance, equal to 0.2 per cent of the value of funds under management, excluding the value of any funds managed by the F&C group and 50 per cent of the value of funds managed by other managers, based on the value of total assets less current liabilities (excluding borrowings from current liabilities) at the end of the preceding quarter.

Since the end of the period, the Boards have reviewed the appropriateness of the Manager's continuing appointment. In carrying out the review, consideration was given to past investment performance and the ability of the Manager to produce satisfactory investment performance in the future. Consideration was also given to the standard of other services provided which include company secretarial, financial and marketing. The length of notice of the investment management contract and fees payable to the Manager were also reviewed. Following this review, it is the Directors' opinion that the continuing appointment of the Manager on the terms agreed is in the interests of shareholders as a whole.

The Investment Managers, in the absence of explicit instructions from the Board, are empowered to exercise discretion in the use of the Company's voting rights. Only where there are matters of particular concern will the investment manager contact management to explore the issues. The policy of F&C is to seek to maximise shareholder value by constructive use of votes at company meetings and by endeavouring to use its influence as an investor with a principled approach, including socially responsible and environmental factors, to corporate governance. In 2011 there was active use of votes. The Board reviews voting undertaken on behalf of the Company. The Manager's statement of compliance with the UK Stewardship Code can be found on its website at www.fandc.com/ukstewardshipcode.

Management of Assets during the Year

The Company has invested its assets during the year in accordance with its stated investment policy. Investment risk has been spread by investing in a diversified geographical spread of investments across a variety of industrial sectors. At 31 December 2011 there were 46 investments in the portfolio. At each Board meeting, the Board receives detailed information on the Company's investments and the Managers present on the investment portfolio and its performance. The Company can borrow up to a maximum of 20 per cent of assets. At 31 December 2011 net borrowings stood at 9.7 per cent of assets. The Company has a banking facility with KASBANK NV. This credit facility was employed during the year and at 31 December 2011 the Company had borrowed €10,658,843 (31 December 2010: €828,236).

Details on the Company's performance over the year are contained in the Chairman's Statement and Manager's Review. A historical record of key performance indicators for the Company is set out in the Shareholders' Information section.

The Company's assets consist mainly of listed equity shares and its principal risks are therefore market-related. Detailed explanations of these risks and the way in which they are managed are contained in the notes to the accounts. The Boards seek to mitigate these risks in a number of ways including: through review of the investment environment and the Company's investment portfolio, policy setting and reliance on contractual obligations.

Share Capital

The Company is aware, having been notified, that the following shareholder owned 5 per cent or more of the issued share capital (excluding treasury shares) of the Company at 28 February 2012:

	Number of Shares Held	Percentage Held
Clients of F&C Asset Management plc	2,046,640	13.9

In addition, F&C Retail Products owned 5,834,384 shares or 39.6 per cent of the issued share capital (excluding treasury shares) of the Company at 28 February 2012. F&C has no discretionary voting rights over these shares.

The Company issued 18,716 shares during the year by way of its scrip dividend option and bought back 50,000 of its own shares to be held in treasury. The total number of treasury shares held by the Company as at 31 December 2011, since the liquidity enhancement policy was put in place, is 3,701,000. The total number of treasury shares held by the Company as at 31 December 2011 is 10,055,912.

The Company entered into a Liquidity Enhancement Agreement with F&C in November 2005. The purpose of this agreement is to enhance the liquidity in the trading of the Company's shares on the London Stock Exchange. The agreement is for a continuous period. F&C has sole discretion, in the name of the Company, to implement share buy backs or sales assuming the parameters and requirements laid down by the Board in the agreement are met. In summary, where there are shareholders wishing to sell and the average share price discount to net asset value measured over a rolling 5 business day period is 5 per cent or more, subject to other relevant requirements, shares may be bought back based upon the share price equivalent to a discount of 5 per cent to the net asset value, adjusted for portfolio realisation costs depending upon market circumstances. The maximum number of shares that can be bought back in any three month period is 10 per cent of issued share capital. The price at which shares are sold from treasury is subject to limitations on asset dilution. The absolute level of dilution through the sale of treasury shares is restricted to 0.5 per cent of net asset value in any one year, and treasury shares which are sold at a discount to net asset value will only be sold where the discount at which the shares are to be sold is lower than the average discount at which the shares have been acquired by the Company measured over preceding financial periods and in addition at a price which is not less than the market bid price at the time of sale.

Administrative organisation and internal controls ('In Control' - Statement)

Statement referred to in section 121, sub 1 Decree on the Supervision of the conduct of Financial undertakings under the Dutch Act on Financial Supervision.

We have adopted a description of the administrative organisation and internal controls which comply with the requirements as laid down in the Dutch Act on Financial Supervision and the Decree on the Supervision of the conduct of Financial undertakings under the Dutch Act on Financial Supervision.

We have evaluated the various aspects of the administrative organisation and internal controls during the financial year under review. We believe, to our best knowledge, that the framework of the administrative organisation and internal controls as referred to in section 4:14 of the Dutch Act on Financial Supervision complies with the requirements as laid down in this act and related rules. In addition, these systems have shown themselves to be reasonably effective in the year under review and thus offer a reasonable degree of certainty that the financial reporting does not contain any material misstatements.

The Management Board Director

28 February 2012

Corporate Governance (summary)

Corporate Governance

European Assets Trust is incorporated as a Dutch Company. Its shares are listed on the stock exchanges in Amsterdam and in London. Accordingly, the Company adheres to Dutch corporate governance requirements, insofar as they are relevant to externally managed closed-end investment funds, and follows the general principles of UK corporate governance good practice.

In the year under review, European Assets Trust did not comply fully with the provisions of the Dutch Corporate Governance Code (the 'Code'). In fact, it is not possible for externally managed investment institutions to apply the Code in full, as the preamble to the Code acknowledges. Details of the instances of non-compliance are explained in the Corporate Governance (detail) section of this Annual Report.

The Company monitors developments in corporate governance codes and legislation. During 2012 it is anticipated that new Dutch legislation amending the provisions relating to the consequences of conflicts of interest will be enacted. The Company believes its current articles of association, rules and regulations and practices are consistent with this new legislation.

Corporate Structure

The Company has a two-tier board structure comprising a Management Board and a Supervisory Board. With FCA Management BV appointed as Management Board Director, the corporate management functions are separated from the administration and custody functions performed by KAS BANK NV and investment management and other functions performed by F&C Investment Business Limited. The Management and Supervisory Boards believe that this arrangement enhances the Company's management and corporate governance.

The Management Board, FCA Management, is entrusted with the management of the Company and is obliged to act in accordance with the general directives of the Supervisory Board concerning the financial and investment policy of the Company. A contract with the Management Board Director sets out its responsibilities.

The Supervisory Board ('the Board') is responsible for supervising the policy of the Management Board and the general course of the Company's affairs and business. The Board currently consists of 6 Directors, all of whom are non-executive. Sir John Ward is Chairman.

Further Details

Further details regarding the Company's corporate governance arrangements are set out in the section entitled 'Corporate Governance (detail)'.

Balance Sheet

after appropriation of the Result

as at 31 December

	Notes	2011 Euro	2010 Euro
Investments			
Securities	1	**120,201,243**	127,630,993
Receivables			
Other receivables	2	**273,087**	223,280
Total current assets		**273,087**	223,280
Current liabilities (due within one year)			
Bank overdraft	3	**(10,658,843)**	(828,236)
Accrued liabilities	4	**(291,563)**	(386,091)
Total current liabilities		**(10,950,406)**	(1,214,327)
Total of receivables and other assets less current liabilities		**(10,677,319)**	(991,047)
Total assets less current liabilities		**109,523,924**	126,639,946
Capital and reserves			
Issued share capital	5	**6,845,429**	6,859,820
Share premium account	6	**17,504,713**	17,861,387
Other reserves	8	**85,173,782**	101,918,739
		109,523,924	126,639,946
Net asset value per ordinary share – basic	9	**7.36**	8.49

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

Revenue Account

for the year ended 31 December

	Notes	2011 Euro	2010 Euro
Income from investments			
Dividends from securities		**3,386,717**	2,845,582
Withholding taxes		**(4,029)**	(6,409)
	10	**3,382,688**	2,839,173
Movements on investments – realised		**8,717,108**	18,494,021
Movements on investments – unrealised		**(18,879,053)**	6,394,399
		(10,161,945)	24,888,420
Interest received		**2,357**	253
Total investment (loss)/gain		**(6,776,900)**	27,727,846
Investment management fee	11	**(1,033,096)**	(904,376)
Administrative expenses	12	**(955,034)**	(1,030,445)
Interest charges	13	**(198,239)**	(78,554)
Total operating expenses		**(2,186,369)**	(2,013,375)
Net (loss)/profit		**(8,963,269)**	25,714,471
Earnings per share		**(0.60)**	1.70

Proposed income allocation

	2011 Euro	2010 Euro
Net (loss)/profit	**(8,963,269)**	25,714,471
Dividends	**(7,981,906)**	(7,040,917)
Dividends distributed in shares	**200,218**	191,710
Undistributed income carried forward	**(16,744,957)**	18,865,264
Earnings per share	**(0.60)**	1.70
Dividends per share	**0.5337**	0.4613

Earnings per share are based on the net (loss)/profit for the year divided by 14,892,464 (2010: 15,134,625) shares, being the weighted average number of shares in circulation during the year.

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

Statement of Cash Flows

for the year ended 31 December

	Notes	**2011 Euro**	2010 Euro
Cash flow from investment activities			
Dividends		**3,328,253**	2,872,588
Purchases of securities		**(35,462,611)**	(78,069,054)
Sales of securities	1	**32,615,047**	83,719,045
Administrative expenses		**(981,717)**	(1,045,988)
Investment management fee	11	**(1,033,096)**	(904,376)
Interest received		**2,357**	257
Interest charges		**(146,087)**	(53,316)
		(1,677,854)	6,519,156
Cash flow from financing activities			
Credit facility		**9,830,607**	828,236
Dividends	8	**(7,781,688)**	(6,849,207)
Repurchase of own shares	7	**(371,065)**	(2,365,401)
		1,677,854	(8,386,372)
Cash and cash equivalents			
Net decrease for the year		**–**	(1,867,216)
Balance as at 1 January		**–**	1,867,216
Balance as at 31 December		**–**	–

The balance of cash and cash equivalents at the beginning and end of the year ended 31 December 2011 was nil. The net movement during the year ended 31 December 2011 was nil. This is due to the Company's use of a banking facility (refer to Note 3).

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

Accounting Policies

General

European Assets Trust N.V. (the ''Company''), registered in Amsterdam, the Netherlands, and having its offices in Rotterdam, the Netherlands, is a closed-end investment company with variable capital. The Company was granted a renewed licence pursuant to the Dutch Financial Supervision Act by the Authority for the Financial Markets, the supervisory body in the Netherlands, on 30 June 2006.

The prospectus information prepared for the Company is included in the Company's Annual Report and Accounts each year which can be obtained at the Company's registered office. As required under the Dutch Financial Supervision Act the Company has prepared an AO/IC Manual describing its administrative and internal control procedures.

The Annual Accounts 2011 have been prepared in accordance with the Dutch Financial Supervision Act and have also been prepared in accordance with accounting principles generally accepted in the Netherlands.

The financial year of the Company equals the calendar year. The comparative figures included in these financial statements refer to the financial year 2010.

The functional and reporting currency for the Company is the euro.

Investments

Listed investments are valued at the closing bid price on the valuation date on the relevant stock markets.

Unquoted investments are valued by the Management Board Director. As at 31 December 2011, the Company did not own any unquoted investments.

All movements in value as well as profits and losses on realisation are recognised as income and are accounted for in the Revenue Account.

Own shares held by the Company

The Company is allowed to purchase its own shares. Any such shares purchased are not cancelled and are available for sale by the Company. In line with the Dutch Guidelines for Annual Reporting for investment funds, own shares held by the Company are deducted in arriving at the share capital and share premium in the balance sheet and the difference between their cost and paid-up amount is deducted from Other reserves. On a sale of such shares, the difference between the proceeds of sale and nominal value is credited to the share premium account.

Share premium account

This reserve originates from the issue of shares in 1972 and 1983, and from the sale of shares from treasury.

Other assets and liabilities

Other assets and liabilities are shown at face value. Where considered necessary, provisions have been deducted from outstanding receipts.

Income

(a) Dividends are recognised on an ex-dividend date basis and interest is accrued on a daily basis.

(b) If the Company elects to receive a stock dividend in lieu of a cash dividend, an amount equal to dividends not received is included in income.

(c) When the Company receives a stock dividend when there is no cash alternative, an amount equal to the nominal value of the shares issued is included in income to the extent that such stock dividend is regarded as revenue for Dutch tax purposes.

(d) Other interest includes interest on credit bank balances and interest received from tax authorities.

(e) Movements on investments include all movements in the value of the investments during the financial year as well as profits and losses on realisation.

Expenses

General administrative expenses are dealt with on an accruals basis. All expenses are charged to the Revenue Account. Transaction costs in respect of purchases and sales of investments are included in Movements on investments – unrealised (purchase costs) and Movements on investments – realised (sales costs).

Taxation

As the Company has qualified as an investment institution ('Beleggingsinstelling') under Dutch tax law, it has been subject to corporation tax at a zero rate; so long as it qualifies that way and distributes in cash its annual distributable income as defined for tax purposes, no liability to Dutch tax arises on income or capital gains. For the calculation of the distributable income, all movements on investments and transaction costs arising on purchases and sales of investments are credited or charged to the Company's reserves. Other expenses are charged to the Revenue Account and the reserves based on the proportion between the fiscally defined capital reserve and overall equity at the beginning of the year.

Foreign currency translation

Assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Exchange differences on investments are accounted for in the Revenue Account. Profits and losses in foreign currencies are converted into euros at the exchange rate on the transaction date.
Rates of exchange as at 31 December (with regard to euro).

	2011	2010
Danish Krone	**0.13451**	0.13419
Norwegian Krone	**0.12897**	0.12824
Pound Sterling	**1.19717**	1.16707
Swedish Krone	**0.11221**	0.11088
Swiss Franc	**0.82264**	0.79968

Statement of cash flows

The Statement of Cash Flows is prepared using the direct method.

Notes to the Accounts

1 Investments

	2011 Euro	2010 Euro
Listed investments as at 31 December incorporated in:		
Austria	**2,727,102**	2,930,687
Belgium	**2,276,669**	3,117,770
Denmark	**8,035,342**	6,927,630
Finland	**3,063,600**	–
France	**6,912,206**	12,485,001
Germany	**23,101,923**	23,290,651
Greece	**1,209,580**	–
Ireland	**21,987,885**	21,723,672
Italy	**12,014,095**	13,036,044
Netherlands	**13,359,268**	12,211,666
Norway	**4,973,647**	2,407,735
Spain	**13,308,069**	15,935,609
Sweden	**–**	5,344,230
Switzerland	**7,231,857**	8,220,298
	120,201,243	127,630,993

Investments in Denmark, Norway, Sweden and Switzerland are priced in local currencies and converted to Euros. There were no unquoted investments at 31 December 2011 and 2010.

	2011 Euro	2010 Euro
The changes in securities are shown below:		
Market value as at 1 January	**127,630,993**	108,277,196
Purchases during the year	**35,347,242**	78,184,422
Sales during the year	**(32,615,047)**	(83,719,045)
	130,363,188	102,742,573)
Change in value and results on realisation	**(10,161,945)**	24,888,420
Market value as at 31 December	**120,201,243**	127,630,993

Transaction costs

During the year the Company incurred transaction costs of €156,274 (2010: €355,549) on the purchase and sale of investments.

2 Other receivables

Other receivables at 31 December 2011 include €180,450 receivable dividends (31 December 2010: €155,392) and €89,819 receivable from Dutch and other tax authorities (31 December 2010: €61,122) in connection with refundable foreign dividend withholding taxes.

3 Banking Facility

The Company has a banking facility with KASBANK N.V. The total amount of the banking facility available to the Company may vary from time to time depending on the value of the Company's investments, and currently will not exceed €18,500,000. The credit facility arrangement is part of an overall custody agreement between the Company and KASBANK N.V. The agreement is entered into for an indefinite period of time and can be terminated by either party with due observance of a notice period of 60 days. As at 31 December 2011, the Company had drawn down under this facility €10,658,843 (31 December 2010: €828,236).

4 Accrued liabilities

This item includes accrued expenses and creditors.

5 Issued share capital

The Company is an investment company with a variable capital.

	2011 Shares	**2011 Euro**	2010 Shares	2010 Euro
Balance as at 1 January	**14,912,652**	**6,859,820**	15,228,760	7,005,230
Stock dividend	**18,716**	**8,609**	18,892	8,690
Shares repurchased (see note 2)	**(50,000)**	**(23,000)**	(335,000)	(154,100)
Balance as at 31 December	**14,881,368**	**6,845,429**	14,912,652	6,859,820

	2011 Euro	2010 Euro
30,000,000 authorised shares of €0.46 each (2010: same)	**13,800,000**	13,800,000

The number of shares issued and outstanding as at 31 December 2011 amounts to 24,937,280 (31 December 2010: 24,937,280), of which 10,055,912 (31 December 2010: 10,024,628) shares are held by the Company in treasury.

6 Share premium account

	2011 Euro	2010 Euro
Balance as at 1 January	**17,861,387**	20,002,354
Decrease as a result of stock dividend	**(8,609)**	(8,690)
Decrease as a result of shares repurchased	**(348,065)**	(2,132,277)
Balance as at 31 December	**17,504,713**	17,861,387

7 Repurchase of own shares

During 2011 the Company purchased a total of 50,000 of its own shares in one transaction (2010: 335,000 in various transactions), and did not sell any shares from treasury (2010: none). The repurchase of treasury shares was in accordance with the stated policy and conditions set by the Company during 2005 for the buy-back and sale of shares.

The repurchase of own shares in 2011 amounted to €371,065 equal to an average price of €7.42 per share. There were no unsettled or unpaid transactions as at 31 December 2011.

The repurchase of shares in 2010 amounted to €2,286,377, equal to an average price of €6.83 per share. There were no unsettled or unpaid transactions as at 31 December 2010.

8 Other reserves

	2011 Euro	2010 Euro
Balance as at 1 January	**101,918,739**	83,053,475
Add: net (loss)/profit	**(8,963,269)**	25,714,471
Less: interim dividends paid in cash	**(7,781,688)**	(6,849,207)
Balance as at 31 December	**85,173,782**	101,918,739

9 Net asset value/net income

Comparative figures for development in capital and income:

	2011 Euro	2010 Euro	2009 Euro	2008 Euro	2007 Euro
Net asset value	**109,523,924**	126,639,946	110,061,059	88,039,510	228,920,734
Number of shares	**14,881,368**	14,912,652	15,228,760	16,370,208	17,190,991
Net asset value per share	**7.36**	8.49	7.23	5.38	13.32
Dividend income	**3,382,688**	2,839,173	2,470,406	4,238,375	4,172,601
Movements on investments	**(10,161,945)**	24,888,420	31,378,994	(119,566,533)	(13,549,954)
Interest/other income	**2,357**	253	24,770	249,132	611,114
Total investment (loss)/gain	**(6,776,900)**	27,727,846	33,874,170	(115,079,026)	(8,766,239)
Administrative expenses	**(955,034)**	(1,030,445)	(954,649)	(1,279,288)	(1,282,557)
Investment management fee	**(1,033,096)**	(904,376)	(746,659)	(1,586,584)	(2,148,077)
Interest charge	**(198,239)**	(78,554)	(87,847)	(995,237)	(293,963)
Tax benefit	**–**	–	1,088,329	–	–
Net income/(loss)	**(8,963,269)**	25,714,471	33,173,344	(118,940,135)	(12,490,836)
Dividend and interest income per share*	**0.23**	0.19	0.16	0.27	0.27
(Losses)/gains on investments per share*	**(0.68)**	1.64	2.01	(7.21)	(0.76)
Expenses per share*	**(0.15)**	(0.13)	(0.11)	(0.24)	(0.21)
Tax benefit per share	**–**	–	0.07	–	–
Net (loss)/income per share*	**(0.60)**	1.70	2.13	(7.18)	(0.70)
Dividends paid per share	**0.5337**	0.4613	0.3551	0.8535	0.912
Expense ratio	**1.64%**	1.72%	1.71%	1.77%	1.30%

*Returns per share based on the weighted average number of shares in circulation during the year

10 Income

	2011 Euro	2010 Euro
Interest and dividends from securities, after deduction of irrecoverable taxes, are related to investments in:		
Austria	**72,405**	110,810
Belgium	**28,483**	–
Denmark	**98,213**	–
Finland	**81,120**	95,652
France	**307,194**	457,698
Germany	**523,793**	177,026
Ireland	**592,463**	286,552
Italy	**345,307**	538,220
Netherlands	**702,241**	155,382
Norway	**37,327**	110,915
Spain	**479,662**	577,258
Sweden	**–**	117,025
Switzerland	**114,480**	212,635
	3,382,688	2,839,173

11 Investment management fee

	2011 Euro	2010 Euro
Remuneration of the Investment Manager	**1,033,096**	904,376

The remuneration of the Investment Manager consists of a quarterly fee paid in advance equal to 0.2 per cent of the value of total assets less current liabilities (excluding borrowings from current liabilities).

12 Administrative expenses

	2011 Euro	2010 Euro
Remuneration of the Supervisory Directors (see note 17)	**147,347**	135,586
Remuneration of the Management Director (see note 17)	**94,665**	93,171
Travel expenses	**44,065**	38,299
Indemnity insurance costs	**17,954**	25,186
Auditor's remuneration	**54,740**	54,740
Fund administration fee	**75,850**	71,051
Broker fees	**37,018**	37,500
Advisory costs	**58,782**	59,190
Marketing, plan administration, advertising and printing costs	**276,084**	266,704
Custody fees	**60,401**	60,831
Bank administration charges	**39,371**	46,011
Other expenses	**108,129**	142,176
VAT reimbursement	**(59,372)**	–
	955,034	1,030,445

Other expenses include mainly Dutch and UK listing, registration and other regulatory fees and miscellaneous costs. The auditor's remuneration for 2011 comprises an amount of €48,590 in respect of the audit of these financial statements. During 2011 a one-off reimbursement of VAT was received from the Dutch tax authorities.

13 Interest charges

	2011	2010
	Euro	Euro
Interest on bank facility	198,239	78,554

14 Financial instruments and risk management

General

In the normal course of its business, the Company holds a portfolio of equities and other securities, and manages investment activities with on-balance sheet risk. Equities and other securities are valued at fair value. The Company is subject to the risks described below.

Market risk

Market risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, caused by factors that exclusively apply to the individual instrument or its issuer or by factors that affect all instruments traded in the market. Interest rate risk is the risk that the value of a financial instrument will fluctuate as a result of changes in interest rates.

The Company minimises the risks by making a balanced selection of companies with regard to distribution across European countries, sectors and individual stocks.

Any changes in market conditions will directly affect the profit or loss reported through the Revenue Account. A 25 per cent increase, for example, in the value of the securities portfolio as at 31 December 2011 would have increased net assets and net profit for the year by €30.1 million (2010: €31.9 million). A decrease of 25 per cent would have had an equal but opposite effect. The calculations above are based on investment valuations at the respective balance sheet dates and are not representative of the year as a whole, nor reflective of future market conditions.

Credit risk

Credit risk is the risk that the counterparty of a financial instrument will no longer meet its obligations, as a result of which the Company will suffer a financial loss. To reduce exposure to credit risk relating to financial instruments, the creditworthiness of the counterparties and the transactions' size and maturity are assessed by service providers to the Company. Wherever it is customary in the market, collateral will be demanded and obtained. The Company and its service providers monitor and control its risks to exposures frequently and, accordingly, Management believes that it has in place effective procedures for evaluating and limiting the credit and market risks to which it is subject.

Foreign currency risk management

Currency risk is the risk that the value of a financial instrument will fluctuate as a result of changes in exchange rates. The Company reports its results and financial position in Euros. The Company's main activity is to invest in small and medium-sized companies in Continental Europe whereby a majority of the Company's investments concern companies with listings and activities in the European Monetary Union. The Company will have exposure to Continental European currencies other than the Euro. The Company does not employ any derivatives to hedge its exposure to other currencies.

Liquidity risk

Liquidity risk is the risk that the Company is not able to obtain the financial means required to meet its obligations. The Company minimises this risk by mainly investing in equities that are traded on a regular basis. The Company may use borrowings to seek to enhance returns for shareholders. This may include the use of financial instruments; such financial instruments are valued at fair value. Cash balances may be held from time to time and these will be held with reputable banks.

Insight into actual risks

The Report of the Management Board Director, the overview of the Investment Portfolio, which includes the geographic distribution of the investments, and the Notes to the Annual Accounts give an insight into the actual risks at the balance sheet date.

14 Financial instruments and risk management (continued)

Risk management

Managing risk is a part of the investment process as a whole and, with the help of systems, the risks outlined above are limited, measured and monitored on the basis of fixed risk measures.

Policy regarding the use of financial instruments

Investing implies that positions are taken. As it is possible to use various instruments, including derivative instruments, to construct an identical position, the selection of derivatives is subordinate to the positioning of a portfolio. The Company does not employ any derivatives to take positions.

The Company presently has banking facilities to gear the portfolio within the 20 per cent of assets level as permitted under the Articles and under the Company's tax status as a Fiscal Investment Institution.

15 Turnover ratio

Dutch method

This shows the turnover of the investments against the average net asset value of the Company and is a measure of the incurred transaction costs resulting from the portfolio policy pursued and the ensuing investment transactions. In the calculation method used, the amount of turnover is determined by the sum of purchases and sales of investments less the sum of sale and repurchase of own shares. The turnover ratio is determined by expressing the amount of turnover as a percentage of the average net asset value of the Company. The Dutch method turnover ratio for 2011 is 56.5 per cent (2010: 141.5 per cent).

UK method

The turnover ratio (UK method) for the year ended 31 December 2011 was 28 per cent (2010: 71 per cent). This is expressed as ((purchases + sales) ÷ 2) as a percentage of the average net asset value of the Company.

16 Expense ratio

The expense ratio which, within the scope of the Dutch Act on Financial Supervision ('Wft'), should be reported by investment institutions in order to provide clear and comparable information on the level of costs, amounts to 1.64 per cent for the financial year (2010: 1.72 per cent). This ratio is calculated as the total costs compared to the weighted average net asset value over the quarters of the financial year (including the beginning of the year). As per the *Nadere regeling gedragstoezicht beleggingsinstellingen 2005* (further regulation supervision investment institutions 2005) 'total costs' is defined as administrative expenses, investment management fee and tax.

17 Remuneration of the Supervisory and Management Board

The remuneration of the Chairman of the Supervisory Board was paid at the annual rate of €34,535 (2010: €34,535). The other Directors were paid at the annual rate of €23,909 (2010: €23,909). The remuneration of the Managing Director, FCA Management BV, amounted to €94,665 (2010: €93,171).

The policy on Supervisory Directors' fees is that remuneration should reflect the experience of the Board as a whole, time committed and responsibilities of Directors and be fair and consistent with other comparable investment companies. The Company Secretary and Managing Director provide information on comparative levels of directors' fees to enable a review to be undertaken. An increase in fee levels requires approval of shareholders in general meeting.

18 Outsourcing

In January 2002, DNB published the DNB circular 'Outsourcing of main duties', which requires investment funds to provide an overview of main duties outsourced. The Company has drawn up service level agreements for the outsourced duties with the following external parties, which, among others, deal with requirements regarding mutual transfer of information, term of notice, compliance with regulation and fees.

Main duty:	Outsourced to:
Accounting, Custodian and IT	KAS BANK NV
Managing Director	FCA Management BV
Asset management	F&C Investment Business Limited

19 Transactions with related parties

If funds have been placed at, or transactions have been carried out with KAS BANK NV, FCA Management BV or F&C Investment Business Limited, these placements or transactions took place at arm's length. During the year 2011 there were no fund or investment transactions between these related parties and the Company.

20 Employees

The Company does not have any employees.

The Management Board Director

FCA Management BV

The Supervisory Board

Sir John Ward CBE, Chairman
Neville Cook
Laurence Jacquot
Professor Robert van der Meer
Duco Sickinghe
Giles Warman

Rotterdam
28 February 2012

Other Information

Statutory Income Allocation

According to Article 21 of the Articles of Association the Company's profit shall be at the disposal of the general meeting of Shareholders. Distribution of profit can only be made in so far as the net asset value of the Company shall exceed the aggregate of the amounts paid upon the issued share capital and the reserves of the Company, which are to be maintained by statute. The Management Board may, on a proposal of the Supervisory Board, decide to grant an interim distribution of profit and/or grant a distribution out of reserves. The proposed income allocation is set out on the page entitled 'Revenue Account'.

Major shareholders

Dutch Act on the Disclosure of Major Holdings and Capital Interests in Securities-Issuing Institutions (Wet melding zeggenschap en kapitaalbelang in effectenuitgevende instellingen (Wmz 2006))

In the register of major holdings maintained by AFM the following major holdings in the Company are disclosed:

European Assets Trust NV: 40.2%*. This concerns shares held by the Company in treasury, which are currently not in circulation and disregarded both from a financial and a voting right point of view.

F&C Asset Management plc: 8.3%**. This concerns shares held by F&C Asset Management plc only for the benefit of its clients.

*This concerns the percentage as at 28 February 2012. At 31 December 2011 the Company held 40.3% of the total number of shares issued, amounting to 24,937,280 (including all shares held in treasury).

**This concerns the percentage of the total number of shares issued, amounting to 24,937,280 (including all shares held in treasury).

Interests of the Supervisory and Management Board Directors

The Supervisory Board Directors and the Management Board Director collectively had no interests in securities held in the Company's portfolio at 31 December 2011, except for Mr Giles Warman who held 20,000 shares in Origin Enterprises and Mr Neville Cook who held 10,000 shares in EFG International.

Professor Robert van der Meer is a Supervisory Board director of KAS BANK NV which acts as custodian and provides administrative services for the Company and has granted a credit facility to the Company. No Supervisory Director of the Company has any material interest in any contract to which the Company is a party. No Supervisory Director of the Company has a contract of service with the Company.

As at 31 December 2011, Sir John Ward, Mr Neville Cook and Mr Giles Warman, Supervisory Board Directors, held 5,600 shares, 15,000 shares and 14,500 shares respectively in European Assets Trust NV. The other Supervisory Board Directors and the Management Board Director did not hold any shares in the Company as at 31 December 2011.

Subsequent event

With regard to the Distribution Policy, the Company announced a dividend of €0.147 per share on 5 January 2012. This dividend was paid from the other reserves on 31 January 2012. During the year 2012, the total distributions are expected to be €0.441 per share, payable in equal instalments in January, May and August.

Independent Auditor's Report

To: the shareholders of European Assets Trust N.V.

Report on the financial statements

We have audited the accompanying financial statements 2011 of European Assets Trust N.V., Rotterdam, which comprise the balance sheet as at 31 December 2011, the profit and loss account for the year then ended and the notes, comprising a summary of the accounting policies and other explanatory information.

Management's responsibility

Management is responsible for the preparation and fair presentation of these financial statements and for the preparation of the report of the management board director, both in accordance with Part 9 of Book 2 of the Dutch Civil Code and the Act on Financial Supervision. Furthermore management is responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

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

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

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

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

Opinion with respect to the financial statements

In our opinion, the financial statements give a true and fair view of the financial position of European Assets Trust N.V. as at December 31, 2011 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code and the Act on Financial Supervision.

Report on other legal and regulatory requirements

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

Amsterdam, 7 March 2012

Ernst & Young Accountants LLP

Signed by

J.C.J. Preijde

Corporate Governance (detail)

UK corporate governance

Arrangements in respect of corporate governance have been made by the Supervisory Board, which follow the general principles set out in the UK Corporate Governance Code ('UK Code'), as a matter of good practice. Included in the information below are the significant ways in which the Company's actual corporate governance practices differ from those set out in the UK Code.

All Supervisory Directors are considered by the Board to be independent of the Company's Investment Managers. Sir John Ward, Mr Neville Cook and Mr Giles Warman have all served on the Board for longer than 9 years and will seek re-election from shareholders annually. The Supervisory Board does not consider that a Director's tenure necessarily reduces his ability to act independently and, following performance evaluations, believes that each Director is independent in character and judgement and that continuity and experience add to the strength of the Board.

Under the requirements of the Articles of Association, Directors retire by rotation at Shareholder meetings and Directors are appointed for a specified term of no more than 4 years, subject to reappointment by shareholders. The Board has agreed, however, that Directors will seek re-election at the completion of each three years' service and annually after serving on the Board for more than nine years. Full details of the duties of Directors are provided at the time of appointment.

The Supervisory Board has no executive Directors and the Company has no employees. A management contract between the Company and its Investment Managers, F&C Investment Business Limited, sets out the matters over which the Investment Managers have authority and the limits above which Board approval must be sought. All other matters, including strategy, investment and dividend policies, gearing, and corporate governance procedures, are reserved for the approval of the Management and Supervisory Board of Directors. The Board currently meets at least four times a year and receives full information on the Company's investment performance, assets, liabilities and other relevant information in advance of Board meetings. The Investment Managers, in the absence of explicit instructions from the Board, are empowered to exercise discretion in the use of the Company's voting rights.

Given the size and structure of the Company, the limited number of Supervisory Board Directors and taking account of Dutch corporate governance principles, the Board performs the functions of Audit, Management Engagement and Nomination Committees. The Board performs the duties of an Audit Committee including reviewing the Annual and Interim Accounts, the system of internal controls, the terms of appointment of the auditors together with their remuneration, and ensuring that auditor objectivity and independence is safeguarded in the provision of non-audit services by the auditors. The Board, chaired by Sir John Ward, meets twice a year specifically to consider audit matters and this provides a forum through which the auditors may report to the Board of Directors. The Board reviews the terms of the Investment Manager's appointment at least on an annual basis. In considering the appointment of additional Supervisory Directors, the Board takes into account the ongoing requirements of the Company and the need to have a balance of skills and experience within the Board.

During the year the performance of the Board was evaluated through an assessment process, led by the Chairman. The performance of the Chairman was evaluated by the other Directors.

The following table sets out the number of Supervisory Board and Shareholder meetings held during the year ended 31 December 2011 and the number of meetings attended by each Director.

	Board meetings of Directors		Shareholder meetings in The Netherlands (formal) and UK (informal)	
	Held	Attended	Held	Attended
Sir John Ward CBE	5	5	2	2
Neville Cook	5	5	2	2
Laurence Jacquot (appointed 12 May 2011)	2	2	2	2
Professor Robert van der Meer	5	5	2	1
Duco Sickinghe (appointed 12 May 2011)	2	2	2	1
Giles Warman	5	4	2	2

Supervisory Directors do not have service contracts but new Directors are provided with a letter of appointment. The terms of Directors' appointment provide that Directors are subject to periodic retiral and re-election by shareholders. Individual Directors may, at the expense of the Company, seek independent professional advice on any matter that concerns them in the furtherance of their duties. The Company maintains appropriate Directors' and Officers' liability insurance.

After making enquiries, and bearing in mind the nature of the Company's business and assets, the Directors consider that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the accounts.

Procedures are in place to address the Company's system of internal control. These procedures are designed to manage, rather than eliminate risk and, by their nature, these procedures can provide reasonable, but not absolute, assurance against material misstatement or loss. The Board monitors the investment performance of the Company in comparison to its objective at each Board meeting and the Board also reviews the Company's activities since the last Board meeting. The Board has reviewed the need for an internal audit function. The Board has decided that the systems and procedures employed by the Investment Managers, including an internal audit function, and work carried out by the Management Board Director, Administrators and Custodian and the Company's External Auditors mean that an internal audit function for the Company is unnecessary.

The Company welcomes the views of shareholders and places importance on communication with its shareholders. The Investment Managers hold meetings with the Company's largest shareholders and report back to the Board on these meetings. Each year, the Company holds a General Meeting of shareholders in Amsterdam and a Shareholders' and Investors' Briefing in London, which provide a forum, both formal and informal, for shareholders to meet and discuss issues with the Directors and Investment Managers of the Company.

Dutch corporate governance

Corporate Governance policy and framework of European Assets Trust

European Assets Trust is a financial product organised in the form of a listed Dutch law public limited company/ investment company with variable capital/investment institution governed by the provisions of the Wft, the Dutch Act on Financial Supervision. The shares in European Assets Trust are listed in Amsterdam (NYSE Euronext) and London (LSE). European Assets Trust is licensed by Autoriteit Financiële Markten under the Wft.

European Assets Trust does not have its own business organisation.

European Assets Trust subscribes to the advisability of transparency in management and supervision and Directors' accountability for this to investors. Therefore and in addition to the principles of the UK Code, the Company has adopted the principles and best practices of good corporate governance in line with those of the Tabaksblat Code on 9 December 2003 (the 'Code') as part of its guideline, insofar as this is advisable, appropriate and possible in its opinion. The Company believes there are no differences of principle or inconsistencies between the UK Code and the Code. On 10 December 2008, the Code was updated by the Corporate Governance Code Monitoring Committee to take effect as of the financial year 2009.

As the Company is an externally managed investment institution without its own organization, it is not possible to apply the Code in full, as the preamble to the Code also acknowledges explicitly. For instance, many of the provisions of the Code deal with management and remuneration by and of individuals. These cannot be applied in full in the case of European Assets Trust, because its statutory management and investment management have been outsourced to FCA Management B.V. ('FCA Management') and F&C Investment Business Limited, respectively. In addition, the Company's Articles of Association provide indemnification for the Directors by the Company. The provisions of the Code that relate to the appointment and remuneration of management are therefore not fully complied with. The remuneration for these functions is governed by contractual arrangements as described in the Management Board report. For example, such contracts have been entered into for a period in deviation of the maximum of 4 years according to the Code. However, the contract with the Managing Director can be terminated with a notice period of 3 months and can be terminated per the end of a calendar year, whereas the contract with the Investment Manager can be terminated at 6 months' notice. Moreover, the contracts do not provide for a severance payment for individual Directors or managers.

European Assets Trust, like all Dutch regulated and licensed investment institutions, is subject to detailed and clearly described conditions and an associated unambiguous remuneration structure and corporate governance structure. It is covered by the regime of Wft and subject to the supervision of Autoriteit Financiële Markten. The conditions that apply to European Assets Trust offer investors clarity in advance about what they are entitled to expect from an investment in European Assets Trust and place specific demands on management, reporting and information supply, as well as the accountability of the managers of investment institutions to investors. No amendments to the conditions can and may be made without the approval of the Supervisory Board and due observance of the restrictions of the Wft.

Responsibility of Institutional Investors under the Code

The principles and provisions of the Code with regard to the responsibility of institutional investors as laid down in the Code do apply to all institutional investors including European Assets Trust. The Investment Manager, in the absence of explicit instructions from the Supervisory Board in a specific case, is empowered to exercise discretion in the use of the Company's voting rights. Only when there are matters of particular concern will the Investment Manager contact the Management Board to explore issues. The policy of the Investment Manager is to seek to maximize shareholder value by constructive use of votes at company meetings and by endeavouring to use its influence as an investor with a principled approach to corporate governance. The Company seeks to conduct its affairs responsibly and environmental factors are, where appropriate, taken into consideration with regard to investment decisions taken by the Investment Manager on behalf of the Company. The Company's Investment Manager considers socially responsible investment and actively engages with portfolio companies.

Annual discussion with shareholders about corporate governance framework during shareholders' meeting

The topic of corporate governance has been part of the agenda for each general meeting of shareholders since 2004.

The corporate governance policy, including the remuneration policy, and the corporate governance framework of European Assets Trust as described in this section have been approved by the shareholders in that year for the first time. In the General Meeting of shareholders held in May 2011, the shareholders have once again approved the current corporate governance framework and, in line with the Company's intention to do so annually, the subject has again been scheduled for discussion at the upcoming General Meeting of shareholders on 9 May 2012.

The Management and Supervisory Board will continue to give the required attention to the subject during the current year. If preferable or required, the prevailing framework and policies and practice will be adjusted and improved. In doing this, the legal requirements which, as of 1 January 2007, have been included to a considerable extent in the Dutch Act on Financial Supervision, as well as the principles and 'best practices' of the Code, in addition to the UK Code, as far as appropriate, will be taken into account.

Statement referred to in Section 3 of the Decree of 23 December 2004, Stb 747, determining the further requirements concerning the contents of annual reports

Based on Section 391 of Book 2 of the Dutch Civil Code (Act of 9 July 2004, Stb 370, to amend Book 2, CC) and the Royal Decree of 23 December 2004, limited liability companies, whose shares – to put it briefly – are listed on a stock exchange, must include a statement in their annual reports about their compliance with the principles and best practices of the Code. European Assets Trust assumes that, with the introduction of the Dutch Act on Financial Supervision on 1 January 2007, the Code does not apply to externally managed investment institutions such as European Assets Trust. Nevertheless, European Assets Trust makes the following statement:

In the year under review, European Assets Trust did not comply fully with the provisions of the Code, nor does it intend to comply with these during the current financial year or the next financial year. Its grounds for doing so are explained in the corporate governance policy of European Assets Trust described above.

How to Invest

As well as investing in European Assets Trust NV directly through a stockbroker, there are some additional benefits of investing through one of the savings plans run by F&C Management Limited ('F&C').

You can enjoy the convenience of making regular savings by Direct Debit, take advantage of our tax-efficient ISA wrapper, receive a simple statement every six months and let us automatically reinvest your dividends for you.

F&C Private Investor Plan

A flexible, low cost way to invest with a lump sum from £500 or regular savings from £50 a month. You can also make additional lump sum top-ups at anytime from £250.

F&C Investment Trust ISA

Use your ISA allowance to invest up to £10,680 (increasing to £11,280 for the 2012/13 tax year) tax efficiently each year with a lump sum from £500 or regular savings from £50 a month. You can also make additional lump sum top-ups at anytime from £250 and transfer any existing ISAs to us whilst maintaining all the tax benefits.

F&C Child Trust Fund ('CTF')

F&C is a leading provider of CTFs which can be opened for all children born between 1 September 2002 and 2 January 2011 using the government's CTF voucher. The maximum that can be invested annually is £3,600 and, with an investment trust CTF, investments can start from as little as £25 a month.

F&C Children's Investment Plan

Aimed at older children ineligible for a CTF, or if you need access to the funds before the child is 18. This flexible plan can easily be written under trust to help reduce inheritance tax liability. Investments can be made from a £250 lump sum or £25 a month. You can also make additional lump sum top-ups at anytime from £100.

Potential investors are reminded that the value of investments and the income from them may go down as well as up and you may not receive back the full amount originally invested. Tax rates and reliefs depend on the circumstances of the individual.

Low charges

All the plans are low cost and flexible. When you buy or sell shares in these plans the dealing fee is only 0.2 per cent. Government stamp duty of 0.5 per cent also applies on purchases (where applicable). There are no initial or exit charges. The only annual management fee is on the ISA, which is £60 + VAT (no matter how many ISAs you take out annually with F&C, or how many ISAs you transfer). The CTF has no initial charges, dealing charges or annual management fee.

How to Invest

You can invest in all our savings plans online, except for the CTF. It's simple to register and invest using your debit card. Alternatively, please contact us for application forms.

New Customers:
Contact our Investor Services Team:

Call: **0800 136 420**
Email: **info@fandc.com**
Investing online: **www.fandc.com**

Existing Plan Holders:
Contact our Investor Services Team:

Call: **0845 600 3030**
Email: **investor.enquiries@fandc.com**
By post: F&C Plan Administration Centre
Block C, Western House
Lynch Wood Business Park
Peterborough, PE2 6BP

Calls may be recorded.

If you have trouble reading small print, please let us know. We can provide literature in alternative formats, for example large print or on audiotape. Please call 0845 600 3030.

The above has been approved by F&C Management Limited which is a member of the F&C Asset Management Group and is authorised and regulated by the Financial Services Authority.

Shareholder Information

Introduction and Recent History

The Company is an investment company with variable capital. The Company's shares are traded on the London Stock Exchange and Euronext Amsterdam Stock Market and shareholders can buy or sell shares through these exchanges. Shareholders are not, at their request, able to buy shares directly from or sell shares to the Company. The Company is incorporated with limited liability in the Netherlands having its registered office at Weena 210-212, PO Box 1370, 3000 BJ Rotterdam, the Netherlands. It was originally founded on 20 February 1931 as a Dutch investment company under the name 'Mijbeb'. It has been quoted on the Euronext Amsterdam Stock Market since 3 August 1959. The basis of the present business of the Company was established following the acquisition in 1972 of over 90 per cent of its issued share capital by a consortium of United Kingdom institutional investors and the appointment of F&C Asset Management as investment managers to the Company. The investment policy adopted at that time placed an emphasis on the European Community. Subsequently, the geographical spread of the portfolio has been expanded to include companies throughout Europe, other than the United Kingdom. From 1973 to 1978, investments were also held in companies in the United States.

Between 1972 and 1980, the Company developed a broadly based portfolio seeking a balance between capital growth and a reasonable level of income. Following a change of investment policy in 1980 the Company began concentrating on investment in companies which it considered had potential for higher than average capital growth. The high distribution policy was adopted by the Company from 2001.

In September 1983 the shares of the Company were listed on the London Stock Exchange and, at the same time, 8,364,500 shares of Dfl 1 each were issued at 97 pence per share. As a result of this issue the issued and fully paid share capital rose to Dfl 24,937,280. 8,409,242 shares were repurchased by tender offer in November 2000. In December 2000, 1,613,000 of these shares were resold leaving a balance outstanding of 18,141,038.

The Company issued 18,716 shares in 2011,18,892 shares in 2010, 18,552 shares in 2009, 25,217 shares in 2008, 22,516 shares in 2007, 23,297 shares in 2006, 34,225 shares in 2005, 34,886 shares in 2004, 36,011 shares in 2003, 90,189 shares in 2002 and 118,829 shares in 2001 via its scrip dividend option. These shares were issued from the Company's shares held in treasury following the tender offer in 2000. The Company repurchased 2,550,000 of its own shares to be held in treasury in 2005 and sold 605,000 of these shares in 2006. In 2007 the Company sold 1,470,000 of its own shares from treasury and repurchased 835,000 of its own shares to be held in treasury. In 2008 the Company repurchased 846,000 of its own shares to be held in treasury. In 2009 the Company repurchased 1,160,000 of its own shares to be held in treasury. In 2010 the Company repurchased 335,000 of its own shares to be held in treasury. In 2011 the Company repurchased 50,000 of its own shares to be held in treasury. As at 31 December 2011, there were 14,881,368 shares in circulation and 10,055,912 shares held in treasury.

Total Number of Shareholders

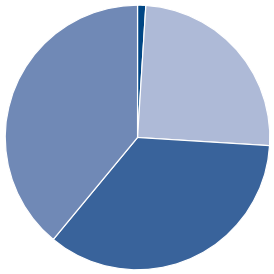
(figures include F&C Asset Management Retail Products)

	2011	2010
Ordinary Shares	**13,753**	13,522

(excluding bearer shares)

Percentage of Ordinary Shares held at 31 December 2011

(figures in brackets relate to 2010)



- Bearer Shares 1% (2%)
- Institutions 25% (27%)
- Private Client Brokers/Individuals 35% (36%)
- F&C Asset Management Retail Products 39% (35%)

Company Structure

Under the Act on the Supervision of Investment Institutions in the Netherlands the Company was granted a licence to act as an investment institution on 19 December 1991. The Company was granted a renewal licence by the Authority for Financial Markets on 30 June 2006.

The Company has fiscal investment institution status in the Netherlands ('*fiscale beleggingsinstelling*') and is subject to tax on both income and capital gains at a zero rate.

Any request to the supervisory authority in the Netherlands pursuant to section 1:104 paragraph 1 sub a of the Act on Financial Supervision to revoke the authorisation must be announced through an advertisement in a national newspaper in the Netherlands and by communication addressed to registered Shareholders.

Any change to the Articles of Association of the Company which causes a reduction in Shareholders' rights or security or imposes costs upon Shareholders will not become effective until three months after approval of the change by the Dutch Authority for Financial Markets. As is normal for public limited companies incorporated in the Netherlands, the Company has a two-tier structure comprising the Supervisory Board and Management Board. The Supervisory Board Directors are shown on the page entitled 'Supervisory Board'. FCA Management BV is Management Board Director and provides management and legal compliance services to the Company.

Current Investment Policy and Recent Performance

The investment policy adopted in 1980 has been refined by seeking investments in small and medium-sized companies in Continental Europe, defined as those with a market capitalisation below that of the largest company in the HSBC Smaller Europe (ex UK) Index or to a monetary value of €2.5 billion, whichever is the greater. The Company will not invest more than 20 per cent of its total assets in any one company and does not take legal or management control of any company in which it invests.

It is the Company's objective to identify companies which possess particular knowledge in specialist markets providing them with opportunities in the long term to achieve above average growth. The Company does not restrict its investments to any specific industrial sectors and a diversified geographical spread has been maintained.

The Company does not seek to create a portfolio to take advantage of anticipated currency fluctuations.

The Company has the ability to undertake stock lending activities but would need to enter into a new agreement before commencing.

The Company has the powers under its Articles to borrow an amount up to 20 per cent of its securities portfolio.

The performance of the Company since 2001 is shown in the table below.

				Euro		Sterling	
31 December	Net asset value per share Pence	Net asset value per share Euro	Dividends/ distributions per share Euro	% Annual total return net asset value per share	% Annual total return benchmark	% Annual total return net asset value per share	% Annual total return benchmark
2001*	569.12	9.35	1.56	(23.2)	(17.3)	(25.1)	(19.5)
2002	392.13	6.03	0.90	(27.5)	(22.1)	(22.5)	(17.0)
2003	548.19	7.78	0.37	37.1	40.0	48.5	51.2
2004	619.58	8.75	0.465	19.3	25.0	19.9	25.6
2005	782.52	11.39	0.555	37.7	39.6	33.7	35.5
2006	1,000.61	14.85	0.7325	38.2	33.8	35.9	31.2
2007	978.02	13.32	0.912	(4.8)	(3.0)	3.7	5.8
2008	519.97	5.38	0.8535	(56.4)	(49.5)	(42.1)	(33.4)
2009	642.10	7.23	0.3551	42.5	55.2	31.0	42.5
2010	727.44	8.49	0.4613	25.2	21.7	20.8	17.4
2011	**614.78**	**7.36**	**0.5337**	**(7.6)**	**(21.8)**	**(9.9)**	**(23.8)**

*High distribution policy adopted from 2001.

The Company's cumulative net asset value per share total return from 31 December 2000 to 31 December 2011 was 18.7 per cent in Euros (Sterling 58.8 per cent).

For the purpose of the table, the Net Asset Value of the Company at the relevant date is based on the balance sheet as at 31 December of each year. Rates in the London spot market on the relevant dates have been applied to convert the euro figures into sterling.

The share price of European Assets Trust is published daily in *Het Financieele Dagblad* as well as in the *Financial Times* and other newspapers.

Dividends are declared in euros and paid in euros (bearer shares) or in sterling (registered shares). Those registered shareholders who wish to receive their dividends in euros should contact the Company's UK Registrars, Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH.

Shares and Distribution Policy

The shares of the Company, which form one class and rank *pari passu* in all respects as regards dividend and capital, may be held in either registered or bearer form. They are listed on the London Stock Exchange and Euronext Amsterdam Stock Market. Holders of bearer shares may request the Company to convert their shares into registered shares and holders of registered shares may convert such shares into bearer shares. The share certificates are signed by the Management Board Director.

The Company also has a facility to allow CREST participating shareholders to hold and transfer interests in the shares of the Company within the CREST UK electronic settlement system. The facility is in the form of Depository Interests which is operated by Computershare Investor Services PLC pursuant to a Deed Poll executed under English law. Shareholders that wish to continue to hold their shares in the Company in certificated form on the UK register can continue to do so and their rights are unaffected by the issue of the Depository Interests.

The Board intends, barring unforeseen circumstances, setting an annual dividend yield level of 6 per cent on the net asset value per share at the end of the preceding year. A scrip alternative is available.

Distributions on bearer shares are announced in the Official Price List of Euronext Amsterdam NV. The holders of registered shares receive their payment from the Company's Registrars.

Scrip Dividend

Shareholders may elect to receive dividends by way of further shares in the Company. Where shareholders elect for scrip dividends, they will receive shares at net asset value either from the Company's holding of shares in treasury or through an issue of new shares; the net asset value for this purpose will be that announced for the end of the month immediately preceding the record date for the relevant dividend. Roundings will be retained by the Company. Application will be made for any new shares issued to be listed on the London Stock Exchange and Euronext Amsterdam Stock Market.

Computershare Investor Services PLC acts as administrator for the purposes of the Company's scrip dividend payments for holders of registered shares. The Administrator's address for correspondence is Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH.

Elections for scrip dividends may be made by registered shareholders by notice to the Administrator (using the form available from the Administrator on request). Such elections for scrip dividends must be received by the record date for a particular dividend in order to apply to the payment in respect of that month. Elections for scrip dividends apply to all future dividends until revoked. Unless otherwise agreed by the Administrator, instructions by registered shareholders to revoke an election to receive scrip dividends must be received by the record date for a particular dividend in order for that month's dividend to be paid in cash. If a registered shareholder who has elected for scrip dividends sells part of their holding, their election will remain valid in respect of the reduced holding.

Holders of bearer shares can elect for scrip dividends in the manner customary in the Dutch market through the bank at which those shareholders have their securities account.

Costs of the Investment Fund

The Company incurs the following costs on an annual basis: advertising fees, audit and accounting fees, bank charges, broker and distribution fees, custody fees, D&O insurance, fund administration fees, investment management fees, legal fees, marketing and retail plan administration fees, printing costs, registration fees, UK and Dutch regulatory fees, tax advice and travel expenses as well as remuneration of the Managing Board Director and Supervisory Directors.

Company Taxation

The Company qualifies as a tax exempt fiscal investment institution *('fiscale beleggingsinstelling').*

Companies with tax exempt investment institution status in the Netherlands are subject to tax on both income and capital gains in the Netherlands at a zero rate. The conditions which have to be satisfied in order for a company to have investment institution status under Dutch tax law are summarised below:

(a) The company must be exclusively or almost exclusively engaged in investment in securities or in real estate or in loans secured by mortgage on real estate.

(b) Investment may be funded by borrowing only as follows:

  (i) loans of up to 20 per cent of the book value of the securities portfolio of the company and its subsidiaries; and

  (ii) loans of up to 60 per cent of the book value of the real property of the company and its subsidiaries, where the moneys borrowed are secured by mortgage on that property.

  For purposes of this test, real property is not limited to immovable property, but includes also real estate companies (i.e. companies whose assets, on a consolidated basis, consist for at least 90% of immovable property).

(c) Distributable profit must be distributed within the eight months following the end of the related financial year. Distributable profit includes all fiscal profits but does not include:

  (i) net realised or unrealised capital gains provided that these are added to a reinvestment reserve; and

  (ii) amounts set aside to an accumulation reserve which amounts may be set aside at the Company's option, subject to the reserve not exceeding a balance equal to 1 per cent of the Company's paid in capital (the aggregate of the share capital and the share premium account).

(d) An individual or legal entity not resident in the Netherlands may not own an interest of 25 per cent or more in the share capital of the Company.

(e) An individual or legal entity resident in the Netherlands may not own an indirect interest of 25 per cent or more in the Company by means of holdings in the shares of non-resident companies.

Professional advice should be sought in respect of any question relating to taxation.

A summary of taxation is set out below. It represents a general description only and should not be construed or read as advice on shareholders' own tax positions, as individual circumstances may affect the general tax consequences as described in the summary. Shareholders should consult their own tax advisers with regard to their individual tax position.

Withholding Tax

The Dutch dividend withholding tax is 15 per cent. Therefore, where withholding tax is applicable to dividends paid by the Company, these dividends are subject to a Dutch dividend withholding tax rate of 15 per cent. The Dutch dividend withholding tax rate can be reduced under a tax treaty.

The double taxation agreement between the Netherlands and the United Kingdom currently allows a general dividend withholding tax of 15 per cent. This withholding tax is available as a credit against any United Kingdom tax payable by a United Kingdom resident shareholder in respect of dividends. The withholding tax is also available as a credit against Dutch income or corporate income tax payable by a Dutch resident shareholder or will be refunded if there is no tax due, as in the case of a Dutch resident tax exempt entity. Subject to certain ordering rules, which deem income to be distributed first, a distribution from the reinvestment reserve with effect from 1 January 2001 is exempt from withholding tax.

Dividend Taxation

Netherlands Taxation

The information below, is of a general nature only and relates to Dutch law. If you are in any doubt as to your tax position you should contact your own professional adviser.

Dividend withholding tax

The existing fiscal reinvestment reserve (roughly equalling the balance of realised and unrealised capital gains) is treated as paid in capital for dividend withholding tax purposes. This also applies to additions to this reserve in later years. Distributions which are made out of paid in capital in principle can be made free of withholding tax. In determining whether these payments can be made free of withholding tax out of paid in capital, certain mandatory ordering rules apply. In general these ordering rules deem a dividend to come out of earnings (income on an accruals basis) before coming out of paid in capital. For payments coming out, or deemed to come out, of earnings withholding tax at a rate of 15 per cent is due. This withholding tax is available as a credit against any United Kingdom tax payable by a United Kingdom resident shareholder in respect of dividends.

Of the dividends paid in 2011, an amount of EUR 2,280,435 has been paid in order to meet the distribution obligations under Dutch tax law in respect of 2010, subject to dividend withholding tax. The remainder of EUR 5,501,253 is charged against the fiscal reinvestment reserve (as a result of which no dividend withholding tax has been withheld on that portion).

Scrip dividends that are booked against paid in capital for dividend withholding tax purposes are not subject to dividend withholding tax.

Dutch resident shareholders who are taxed in the Netherlands on their worldwide income generally are able to credit the withholding tax against their overall Dutch income tax liability.

Tax on income and capital gains

A shareholder who is considered a UK resident under the terms of the Netherlands/UK double taxation treaty, will not be subject to any Dutch taxes on income or capital gains in respect of dividends distributed by the Company or in respect of capital gains realised on the disposition of shares in the Company (other than the dividend withholding tax described above), provided that:

- such UK resident shareholder is not an individual who has been resident or is deemed to have been resident in the Netherlands during a period of five years preceding an alienation of the shares in the Company;
- such UK resident shareholder does not have a business or an interest in a business that is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands and to which business or part of a business, as the case may be, the shares in the Company are attributable; and
- the shares in the Company owned by such UK resident shareholder, whom is an individual, do not form part of a substantial interest or a deemed substantial interest, as defined, in the share capital of the Company.
- the shares in the Company owned by such UK resident shareholder, whom is a legal entity do not form part of a substantial interest or deemed substantial interest, as defined, in the share capital of the Company or if such shares do form part of such a substantial interest, the shares are not held with the main or one of the main purposes to avoid income tax or dividend withholding tax to be borne by someone else and additionally the shares cannot be attributed to the assets of an enterprise.

A shareholder who is resident in the Netherlands for tax purposes and whose shares do not:

- form part of a substantial interest or a deemed substantial interest, as defined, in the share capital of the Company; or
- form part of a business, or deemed to be income from labour,

will be taxed at a 30 per cent tax rate on a notional return of 4 per cent on the average value of the shares, regardless of the actual income or gains on the shares.

A shareholder who is not a resident of the Netherlands and who is not considered a resident of the UK under the terms of the Netherlands/UK double taxation treaty, will not be subject to any Dutch taxes on income or capital gains in respect of distributions made by the Company or in respect of capital gains realised on the disposition of shares in the Company (other than the dividend withholding tax described above), provided that:

- such shareholder does not have a business or an interest in a business that is, in whole or in part, carried on through a permanent establishment or a permanent representative in the Netherlands and to which business or part of a business, as the case may be, the shares in the Company are attributable; and

- the shares in the Company owned by such UK resident shareholder, whom is a legal entity do not form part of a substantial interest or deemed substantial interest, as defined, in the share capital of the Company or if such shares do form part of such a substantial interest, the shares are not held with the main or one of the main purposes to avoid income tax or dividend withholding tax to be borne by someone else and additionally the shares cannot be attributed to the assets of an enterprise.

Generally, a shareholder will not have a substantial interest in the Company if he, his spouse, certain other relatives (including foster children) or certain persons sharing his household, do not hold, alone or together, whether directly or indirectly, the ownership of, or certain other rights over, shares representing 5 per cent or more of the total issued and outstanding capital (or the issued and outstanding capital of any class of shares) of the Company, or rights to acquire shares, whether or not already issued, that represent at any time (and from time to time) 5 per cent or more of the total issued and outstanding capital (or the issued and outstanding capital of any class of shares) of the Company or the ownership of certain profit participating certificates that relate to 5 per cent or more of the annual profit of the Company and/or to 5 per cent or more of the liquidation proceeds of the Company. A deemed substantial interest generally exists if (part of) a substantial interest has been disposed of or is deemed to have been disposed of without recognition of gain.

UK Resident Shareholders

The information below, which is of a general nature only and does not constitute tax advice, and which relates only to Netherlands and UK taxation, is applicable to persons who are resident or ordinarily resident in the UK and who hold Ordinary shares as an investment. The provisions set out below may not apply to certain classes of shareholders, such as dealers in securities, or to Shareholders who are not absolute beneficial owners of their Shares. Any Shareholder or prospective investor in Shares who is in any doubt as to their tax position, or who is subject to tax in a jurisdiction other than the UK is strongly recommended to consult their professional adviser as soon as possible. Special provisions apply to certain kinds of Shareholder who are also strongly recommended to seek their own professional advice. If you are in any doubt as to your tax position you should consult your own professional adviser.

Individual Shareholders

UK resident individual shareholders will be liable to UK income tax on dividends received from the Company. An individual Shareholder, resident in the UK for tax purposes, holding less than 10 per cent of the Company's share capital will generally be entitled to a notional tax credit in respect of any dividend received equal to one-ninth of the amount of the dividend. The notional tax credit therefore equals 10 per cent of the aggregate of the dividend and the tax credit. UK resident individual Shareholders, (including those who hold their Shares through an ISA), who are not liable to income tax in respect of their dividends, will not generally be entitled to reclaim any part of the notional tax credit. The income tax charge in respect of dividends for basic rate tax payers will be at the rate of 10 per cent and, after offsetting the 10 per cent notional tax credit, such Shareholders will have no further liability to UK tax on their dividends.

A higher rate taxpayer will be liable to UK income tax on dividends received from the Company (to the extent that, taking the dividend as the top slice of his income, it falls above the threshold for the higher rate of income tax) at the rate of 32.5 per cent of the gross dividend including any Netherlands dividend withholding tax and any notional tax credit which, after offsetting the 10 per cent notional tax credit, equates to a rate of tax of 22.5 per cent of the gross dividend, or an effective rate of 25 per cent of the dividend paid. Netherlands dividend withholding tax may also be set against the UK income tax liability arising on dividends received from the Company. The relevant dividend voucher will show whether Netherlands dividend withholding tax has been applied or not.

With effect from 6 April 2010 an additional rate taxpayer is liable to UK income tax on dividends received from the Company (to the extent that, taking the dividend as the top slice of his income, it falls above the threshold for the additional rate of income tax (£150,000 for 2011/12)) at the rate of 42.5 per cent of the gross dividend including any Netherlands dividends withholding tax and any notional tax credit which, after offsetting the 10 per cent notional tax credit, equates to a rate of tax of 32.5 per cent of the gross dividend, or an effective rate of 36.11 per cent of the dividend paid.

UK resident shareholders who are not liable to UK income tax on their income and those who hold their Ordinary shares through an ISA will not be subject to UK tax on dividends.

UK resident individual shareholders who receive a scrip dividend will not, to the extent that it is paid up out of the tax-exempt share premium reserve, be liable to UK income tax on such a dividend. Instead, for the purposes of UK capital gains tax, such a scrip dividend will be treated as a bonus issue of shares derived from the shareholders' existing shareholding.

Corporate Shareholders

With effect from 1 July 2009 UK companies will generally be exempt from corporation tax on dividends received from the Company.

Taxation of Share Buy-backs and Resale of Shares Held in Treasury

UK taxation

The information below is of a general nature only, does not constitute tax advice and shareholders should consult their professional advisers with regard to their individual tax position.

Capital gains tax

Shareholders who are resident or ordinarily resident in the UK for taxation purposes who sell their shares through the market (other than shares held through an ISA) may, depending upon their own personal circumstances be subject to capital gains tax (or, in the case of a UK resident corporate shareholder, corporation tax on capital gains) in respect of any gain arising on such sale unless the Shareholder is taxed as a dealer in securities, in which case any gain will be treated as income and taxed as such.

Shareholders who are individuals will, to the extent that a gain on a disposal of shares, together with other gains less allowable losses in a fiscal year, exceeds the annual exempt amount which, for the fiscal year 2011/12 is £10,600, be liable to capital gains tax. Disposals by higher rate taxpayers will be liable to capital gains tax at the rate of 28 per cent. Basic rate taxpayers will continue to be taxed at the rate of 18 per cent.

Shareholders within the charge to UK corporation tax may benefit from indexation allowance in respect of their period of ownership, which in general terms, increases the tax base cost of an asset in accordance with changes in the Retail Prices Index.

Stamp taxes

- Buy back

  Where the shares are bought back into treasury a charge to stamp duty will arise if the document of transfer is executed in the UK or there is a matter to be done in the UK, which will include an update to the UK share register. Stamp duty will be chargeable at 0.5 per cent of the consideration given (and will be rounded up to the nearest £5). This will normally be paid by the purchaser, in this case the Company.

- Resale of shares held in treasury

  A resale of the shares held in treasury will only be within the charge to stamp duty if the document of transfer is executed in the UK or there is a matter to be done in the UK, which will include an update or change to the UK share register where the shares are resold to a UK resident. This transfer would be stampable with £5 fixed duty which is normally payable by the purchaser. No charge to Stamp Duty Reserve Tax (SDRT) should arise.

Netherlands taxation

Netherlands withholding tax

The information below, which is of a general nature only and which relates to certain Dutch dividend withholding tax consequences of the repurchase of shares of the Company, does not represent a comprehensive description of all Dutch tax considerations that may be relevant to holding or disposition of the shares.

This summary is based on the present tax laws of the Netherlands, as well as present regulations, rulings and decisions of the Netherlands tax and other authorities available and now in effect. All of the foregoing is subject to change, which change could apply retroactively and could affect the continued validity of this summary.

A buy back of shares will not be subject to Dutch withholding tax as long as the price at which the shares are repurchased does not exceed the average paid in capital on those shares. For this purpose, paid in capital comprises for Dutch tax purposes recognised paid in capital and share premium, as well as the re-investment reserve (as defined under Dutch law).

To the extent the repurchase price exceeds the average paid in capital made on those shares, Dutch withholding tax at a 15 per cent rate applies. Where applicable, a tax treaty may provide for a lower rate.

Notwithstanding the above, no withholding tax applies if the repurchase can be regarded as a temporary investment. Under a special deeming provision applicable to Dutch investment companies such as the Company, a repurchase of shares is considered a temporary investment by operation of law, unless the company elects otherwise.

If by the end of the year a company repurchased more shares as temporary investment than it issued to the market in the same year, the difference is deemed to be a repurchase of shares subject to withholding tax to the extent that the average fair market value of all shares repurchased during the year exceeds the average paid in capital. An exemption from withholding tax may nevertheless apply if and to the extent this excess is debited from the share premium reserve or the reinvestment reserve (as defined under Dutch law).

Articles of Association

This is a summary of the Articles of Association of the Company and provides additional information on issues dealt with in the Articles of Association. The numbers of the articles below do not concur with the numbers of the actual Articles of Association. Copies of the articles are available at the office of the Company.

1. Shares and distributions

(a) The authorised capital amounts to thirteen million eight hundred thousand euros (€13,800,000), and is divided into thirty million (30,000,000) shares, to the amount of €0.46 each.

(b) The shares of the Company may be in bearer or registered form.

(c) Transfer of registered shares is effected by a duly stamped instrument of transfer which is submitted with the relevant share certificate to, and acknowledged by or on behalf of, the Company.

(d) All unclaimed dividends and distributions shall be forfeited to the Company after a period of twelve years following their respective declarations.

2. Financial year and annual statements of account

(a) The financial year shall be the calendar year.

(b) Annually within four months after closing of the preceding financial year, the Management Board shall draw up and make available the balance sheet and revenue account with separate notes thereon. Although not included in the Articles of Association the semi-annual accounts will be available within two months of the close of the first six months of the year in order to comply with the Decree on the Supervision of the Investment Institutions.

As of the date of the notice for the annual general meeting of Shareholders until the end of such meeting, the annual accounts together with the management report shall be available for inspection by the persons who have by statute a right of inspection.

3. The annual and semi-annual accounts and reports will be available at the offices of the Management Board Director and of F&C Asset Management plc, 80 George Street, Edinburgh, generally in the first weeks of April and August respectively.

4. General meetings of shareholders

A general meeting shall be held each year before the end of June.

The agenda of that meeting shall contain *inter alia* the following items:

(a) Report of the Management Board on the affairs of the Company and its administration in the past financial year.

(b) Adoption of the annual accounts.

(c) Fixing of the appropriation of profit.

(d) Discharge of the member of the Management Board and members of the Supervisory Board.

(e) Filling of existing vacancies.

General meetings shall also be held whenever the Management Board or the Supervisory Board deem necessary. Notice shall be given with due observance of the statutory notice period.

Notice shall be given in such manner as shall be authorised by (Dutch) Law as well as in accordance with the regulations of the regulated market(s) where the shares of the Company are admitted to trading.

5. Voting rights

(a) Every shareholder shall be entitled to receive notice of, and to attend and vote at, any general meeting.

(b) Every sum of one €0.46 nominal in shares shall entitle the holder to cast one vote, whether in person or by proxy. A proxy need not be a shareholder. The form of proxy must provide for two-way voting on all resolutions other than those relating to procedure.

(c) Resolutions of the shareholders shall be passed by a simple majority of votes cast except (i) in the case of any resolution which is to be proposed for the alteration of the Articles of Association or the dissolution of the Company (any such resolution being proposed only by the Supervisory Board), a majority representing at least three-fourths of the votes cast at the meeting is required; and (ii) in the case of a resolution to appoint, dismiss or suspend a member of the Management Board contrary to the recommendation of the Supervisory Board, a majority representing at least two-thirds of the votes cast at the meeting is required and such majority shall represent more than one-half of the issued share capital of the Company.

(d) The Chairman of the general meeting shall establish the number of votes to which each of the persons attending is entitled and how many votes have been cast in favour of or against a resolution.

6. Borrowing powers

The Management Board shall restrict the borrowing of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies so as to secure (as regards subsidiary companies so far as by such exercise they can secure) that the aggregate amount for the time being remaining undischarged of all monies borrowed by the group (being the Company and its subsidiaries for the time being), exclusive of monies borrowed by the Company from and for the time being owing to any such subsidiary or by any such subsidiary from and for the time being owing to the Company or another such subsidiary, shall not at any time without the previous sanction of the general meeting of the Company exceed an amount equal to the aggregate of:

(a) Twenty per cent of the book value of the securities portfolio of the Company and its subsidiaries (if any); and

(b) Sixty per cent of the book value of the real property of the Company and its subsidiaries (if any), where the monies borrowed are secured by mortgage on that property.

7. Directors

(a) The Company shall have a Management Board consisting of one or more members and a Supervisory Board consisting of at least three members. Save as aforesaid, the general meeting shall fix the number of managing directors and the number of supervisory directors.

(b) The general meeting shall appoint the members of the Management Board upon the recommendation of the Supervisory Board (subject to (a) above) and shall appoint the members of the Supervisory Board and may remove or suspend a member of either Board. A member of the Management Board may also be suspended by the Supervisory Board. Any suspension shall not last longer than three months in total.

(c) The members of the Supervisory Board retire by rotation in accordance with a rotation schedule to be determined by the Supervisory Board, pursuant to which rotation schedule every member of the Supervisory Board is a member for a period not exceeding 4 years.

(d) The salary and other conditions of employment of each Management Board director shall be fixed by the Supervisory Board. The general meeting may grant remuneration to each member of the Supervisory Board.

(e) Without prejudice to the provisions of the Articles of Association, the Management Board shall be entrusted with the management of the Company.

(f) The members of the Supervisory Board and Management Board shall be reimbursed for (i) reasonable costs of conducting a defence against claims based on acts or failures to act in the exercise of their duties, (ii) any damages or fines payable by them as a result of an act or failure to act as referred to under (i), and (iii) reasonable costs of appearing in other legal proceedings in which they are involved as current or former director.

(g) The Management Board shall be obliged to act in accordance with the general directives of the Supervisory Board concerning the financial and investment policy to be followed.

(h) Without prejudice to the other provisions in the Articles of Association concerning approval of resolutions of the Management Board, the following resolutions of the Management Board shall be subject to the approval of the Supervisory Board:

  (i) the entering into, variation or termination of any investment advisory contract or management contract;

  (ii) any borrowing and the giving of any sureties or guarantees;

  (iii) the exercise of voting rights on shares in other companies, as far as the Company holds, either directly or indirectly, 30 per cent or more of the issued shares of such companies;

  (iv) the institution or defending of legal proceedings or the making of any compromise;

  (v) the appointment of executives with signing authority and the determination of their powers and titles;

  (vi) the issuing, acquiring or withdrawing of debentures at the expense of the Company; and

  (vii) any application for quotation or cancellation of the quotation of shares and debentures of the Company on any official list of any stock exchange.

(i) Each member of the Management Board shall represent and has authority to bind the Company.

(j) A member of the Management Board must declare to the Supervisory Board any conflict of interest which he may have with the Company in connection with any matter to be considered by the Management Board and, in such a case and in other cases of conflict, the Company shall be represented by the member of the Supervisory Board or of the Management Board so authorised by the Supervisory Board.

(k) A member of the Supervisory Board who has a conflicting interest with the Company in connection with a resolution to be considered by the Supervisory Board shall notify the other members of the Supervisory Board prior to the consideration of, and shall abstain from voting on, such resolution.

(l) The Supervisory Board shall supervise the management of the affairs and the administration of the property by the Management Board and the general course of the Company's affairs and business. The Supervisory Board shall also assist the Management Board with advice.

8. Appropriation of profit

The sum standing to the credit of the other reserve fund shall be available for distribution to the shareholders or remain in other reserve as the Management Board shall decide on proposal of the Supervisory Board.

9. Dissolution of the Company

(a) In the event of dissolution of the Company by virtue of a resolution of the general meeting, the Management Board shall be entrusted with the winding-up of the Company's affairs and the Supervisory Board with the supervision thereof, unless the general meeting decides otherwise, either at the time of, or during, the liquidation. That meeting shall also fix the remuneration of the liquidators and of any supervisory directors entrusted with the supervision of the liquidation.

(b) During the liquidation the provisions of the Articles of Association shall remain in force so far as possible.

The surplus assets after liquidation will be divided among the holders of shares in proportion to their nominal holdings of shares.

Warning to shareholders – Boiler Room Scams

In recent years, many companies have become aware that their shareholders have been targeted by unauthorised overseas-based brokers selling what turn out to be non-existent or high risk shares, or expressing a wish to buy their shares. If you receive unsolicited investment advice or requests:

- Make sure you get the correct name of the person or organisation
- Check that they are properly authorised by the FSA before getting involved by visiting **www.fsa.gov.uk/pages/register/**
- Report the matter to the FSA by calling **0845 606 1234**
- If the calls persist, hang up.

More detailed information on this can be found on the Money Advice Service's website **www.moneyadviceservice.org.uk**

Notice of General Meeting

Notice is hereby given that the General Meeting of shareholders of European Assets Trust NV, will be held at the Hotel de l'Europe, Nieuwe Doelenstraat 2-8, Amsterdam, at 12 noon on 9 May 2012.

The agenda to be considered is as follows:

1. Opening.
2. Management Board Director's report for the financial year to 31 December 2011.
3. Adoption of the financial statements for the year ended 31 December 2011.
4. Appropriation of profit for the year ended 31 December 2011.
5. Discharge of the Management Board Director for the management over the last financial year.
6. Discharge of the Supervisory Board Directors for their supervision over the last financial year.
7. To re-appoint Ernst & Young Accountants LLP as auditors to the Company.
8. Retirement and re-appointment of Sir John Ward to the Supervisory Board.
9. Retirement and re-appointment of Neville Cook to the Supervisory Board.
10. Retirement and re-appointment of Giles Warman to the Supervisory Board.
11. Retirement and re-appointment of Professor Robert van der Meer to the Supervisory Board.
12. Amendment of the Articles of Association of European Assets Trust NV. It is proposed to amend the Articles of Association in accordance with the proposal referred to below.
13. Approval of the corporate governance policy of the Company as set out in this annual report.
14. Any other business.
15. Closing.

An explanation of the agenda, the annual report for 2011 and the data prescribed by mandatory Dutch law with respect to Sir John Ward, Neville Cook, Giles Warman and Professor Robert van der Meer are deposited at the offices of FCA Management BV and are available for every shareholder.

On 1 January 2011 the amended securities (bank Giro Transactions) Act (*Wet giraal effectenverkeer*) entered into force. Pursuant to this Act the Company is required to convert its bearer shares that are included in the collective deposit (*verzameldepot*) respectively giro deposit (*girodepot*) into a global share or into registered shares before 1 January 2013. The Company opts for the conversion of these bearer shares into a global share. The proposed amendment of the Articles of Association mainly pertains to the conversion of the bearer shares into a global share. These amendments are of a technical nature and do not have consequences for its shareholders. For a further explanation of the proposed amendments, reference is made to the overview (consisting of the current articles of association, the proposed amendments and an explanation thereto) available on the Company's website (www.europeanassets.eu). Note that the above does not affect the Company's registered shares.

To be passed, resolutions numbers 3 to 11 and 13 require a simple majority of votes cast. While resolution number 12 requires a majority of at least three-fourths of votes cast.

FCA Management BV
Rotterdam
28 February 2012

A member who is entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. Such a proxy need not also be a member of the Company.

A Form of Proxy for use by Ordinary shareholders is enclosed with this Report. Completion of the Form of Proxy will not prevent a shareholder from attending the meeting and voting in person.

Holders of Bearer Shares may obtain a letter of entitlement from KAS BANK NV on deposit of their share certificates or upon receipt of a deposit advice from a bank certifying that the stated number of share certificates is in its possession and will remain so until the conclusion of the meeting. Registered shareholders do not need to apply for such a letter of entitlement.

No member of the Supervisory Board has a contract of service with the Company.

No member of the Supervisory Board has a material interest in any contract to which the Company is a party.

Corporate Information

Management Board Director
FCA Management BV
Chamber of Commerce
Rotterdam, nr. 33239987

Supervisory Board
Sir John Ward CBE (Chairman)
Neville Cook
Laurence Jacquot
Professor Robert van der Meer
Duco Sickinghe
Giles Warman

Registered Office
Visiting address
Weena 210-212
NL-3012 NJ Rotterdam
Tel No. +(31 10) 201 3600
Facsimile No. +(31 10) 201 3601
Chamber of Commerce
Rotterdam. nr. 33039381

Postal address
PO Box 1370
NL-3000 BJ Rotterdam

Investment Managers
F&C Investment Business Limited
80 George Street
Edinburgh EH2 3BU
Tel No. 0131 718 1000

UK Registrars and Transfer Office
Computershare Investor Services PLC
PO Box 82
The Pavilions
Bridgwater Road
Bristol BS99 7NH

Registrar's Shareholder Helpline
Tel No. 0870 707 1550

Brokers
in The Netherlands–
AEK Amsterdams Effectenkantoor BV
'Heerenstaete'
Herengracht 208
1016 BS Amsterdam

in the United Kingdom–
Cenkos Securities plc
6.7.8 Tokenhouse Yard
London EC2R 7AS

Auditors
Ernst & Young
Accountants LLP
Antonio Vivaldistraat 150
1083 HP Amsterdam

Lawyers
in The Netherlands–
De Brauw Blackstone Westbroek
Claude Debussylaan 80
1082 MD Amsterdam

in the United Kingdom–
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London SE1 2AQ

Website
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MLG Edinburgh 12301

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