

Annual Report 2011

# We go further

---



# We go further



## **Our vision**

Our vision is to bring people closer together through the power of satellites.

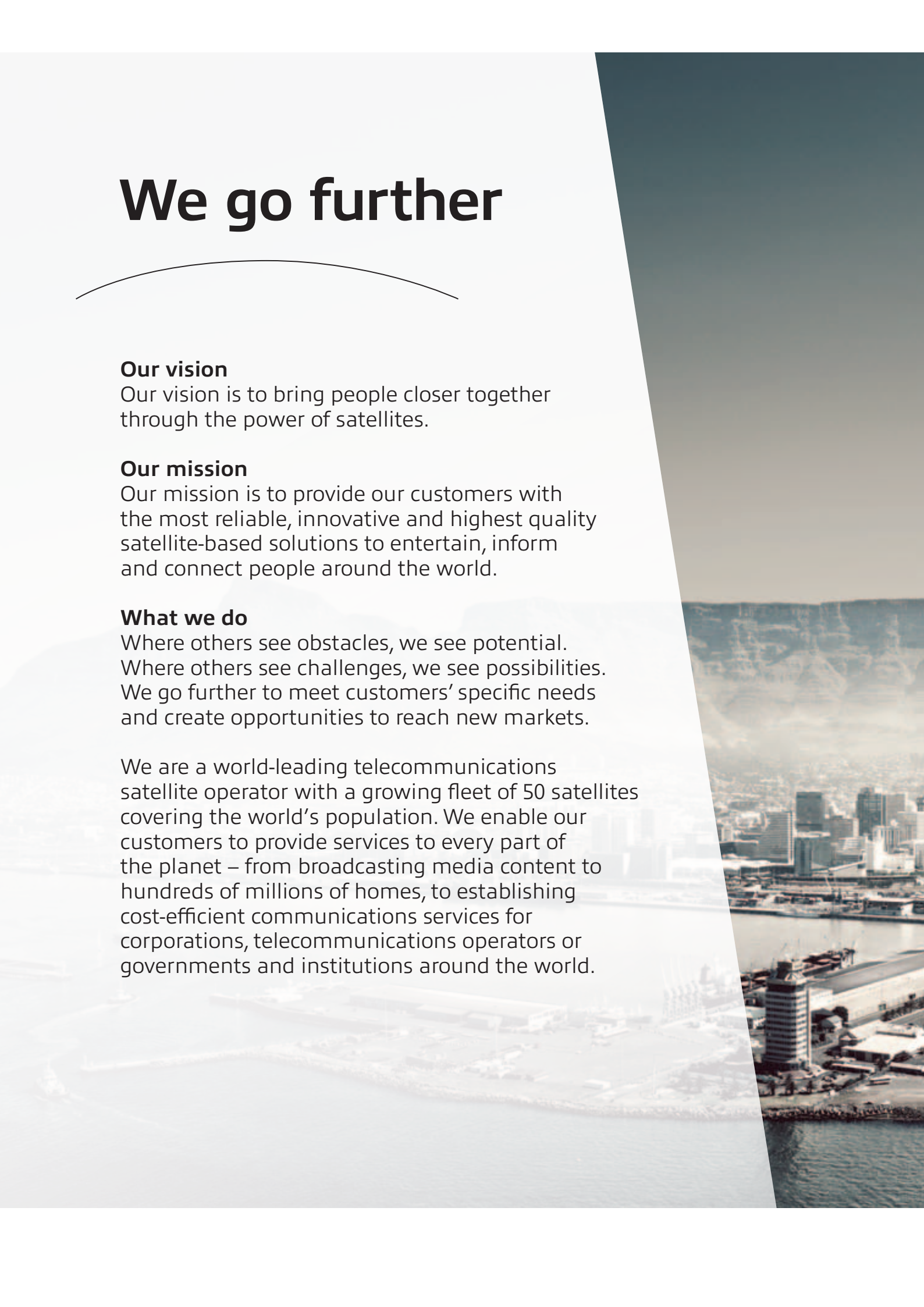
## **Our mission**

Our mission is to provide our customers with the most reliable, innovative and highest quality satellite-based solutions to entertain, inform and connect people around the world.

## **What we do**

Where others see obstacles, we see potential. Where others see challenges, we see possibilities. We go further to meet customers' specific needs and create opportunities to reach new markets.

We are a world-leading telecommunications satellite operator with a growing fleet of 50 satellites covering the world's population. We enable our customers to provide services to every part of the planet – from broadcasting media content to hundreds of millions of homes, to establishing cost-efficient communications services for corporations, telecommunications operators or governments and institutions around the world.



## Contents

|     |   |
|-----|---|
| 01  | Highlights  |
| 02  | Introduction by the President and CEO                                     |
| 04  | SES at a glance   |
| 06  | Our satellite fleet and investment programme                              |
| 08  | We go further   |
| 12  | The Fixed Satellite Services (FSS) market in 2011                         |
| 15  | Corporate Social Responsibility   |
| 16  | <b>Corporate governance section</b>                                       |
| 17  | Chairman's statement  |
| 19  | SES shareholders  |
| 20  | Chairman's report on corporate governance and internal control procedures |
| 40  | <b>Financial review by management</b>                                     |
| 44  | <b>Consolidated financial statements</b>                                  |
| 44  | Independent auditor's report  |
| 45  | Consolidated income statement   |
| 46  | Consolidated statement of comprehensive income                            |
| 47  | Consolidated statement of financial position                              |
| 48  | Consolidated statement of cash flow                                       |
| 49  | Consolidated statement of changes in shareholders' equity                 |
| 50  | Notes to the consolidated financial statements                            |
| 93  | <b>SES S.A. annual accounts</b>   |
| 93  | Independent auditor's report  |
| 94  | Balance sheet   |
| 95  | Profit and loss account   |
| 95  | Statement of changes in shareholders' equity                              |
| 96  | Notes to the accounts   |
| 105 | <b>Other information</b>  |

## Financial highlights

**€1,733.1m**      **€1,735.0m**

**Reported revenue** -0.1%  
2010: €1,735.7m

**Recurring revenue<sup>1</sup>** +2.8%  
2010: €1,688.5m

**€1,274.6m**      **€1,294.5m**

**Reported EBITDA** -1.7%  
2010: €1,296.4m

**Recurring EBITDA** +3.1%  
2010: €1,255.9m

**€808.2m**      **€0.88**

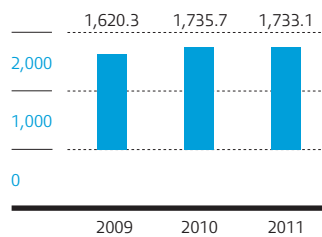
**Operating profit** +1.4%  
2010: €797.4m

**Proposed dividend<sup>2</sup>** +10.0%  
2010: €0.80

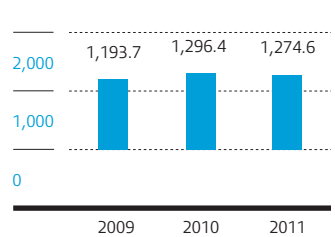
**€1.56**

**Average weighted earnings per share** +25.8%  
2010: €1.24

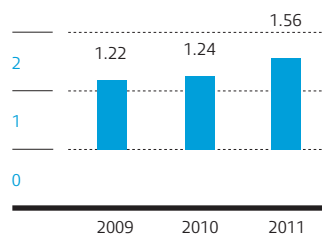
**REVENUE** (millions of euros)



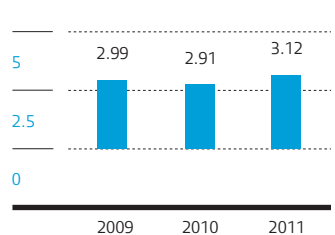
**EBITDA** (millions of euros)



**AVERAGE WEIGHTED EARNINGS PER SHARE (EUR)**



**NET DEBT/EBITDA**



## Operational highlights

- Four satellites and YahLive payload launched successfully
- Organisational realignment implemented
- Fleet utilisation rate continuing at high level (81.2%)
- 44 DTH platforms carried on SES satellites at year-end 2011
- New contracts and renewals of EUR 2 billion increase contract backlog to EUR 7 billion

<sup>1</sup> 'Recurring' is a measure designed to represent underlying revenue and EBITDA performance by removing currency exchange effects, eliminating one-time items, considering changes in consolidation scope and excluding revenue and EBITDA from new business initiatives that are still in a start-up phase.

<sup>2</sup> Per class A share.

# Introduction by the President and CEO

Going further to serve our customers



Romain Bausch

President and CEO

## Dear reader,

It's a pleasure for me to preface this annual report. The document describes how SES purposefully goes about its business: How we do our best to provide highest-quality satellite infrastructure and services that connect businesses, institutions and government agencies and that inform and entertain millions all over the world. The report also recaps the main developments of 2011, a momentous business year.

The general economic environment remained challenging in 2011. In line with our vision to bring people closer together through the power of satellites, SES continued to further improve our offering. In certain areas we progressed in bold strides, and in others we were forced to move slower than we would have wished. Looking back on our overall

achievements in 2011 we can proudly say that we go further to serve the requirements of our customers and of the markets.

The financial results of the year demonstrate the core resilience of our business and the underlying positive market dynamics. And they vindicate our strategy of focused investments in markets where the demand for satellite capacity and services is dynamically growing.

## Transition

2011 was a year of transition. We streamlined the organisation of our business and brought it under one single management structure. Our refreshed corporate identity reflects this drive to go further to serve our customers.

We created a single customer interface, thus facilitating the pursuit of our ambition to help our customers most efficiently to develop new opportunities. We improved our market proximity by reinforcing our presence in developing new markets and maintaining our strong position in the more mature European and North American markets.

We consolidated our position as the world's leading audio-visual distribution platform via satellite: at year-end 2011, SES satellites transmitted 6,200 TV and radio channels, more than any other satellite operator. And we most efficiently connected our broadcast customers to their audience: channels transmitted via SES satellites were received by 258 million homes worldwide, an increase of more than 5% from 2010.

## New markets

We were successful in making inroads into new markets. We concluded a strategic partnership agreement with Gazprom Space System of Russia to serve the Russian market and help address a situation of high demand and scarce available capacity. We helped launch YahLive, a satellite platform in the Middle East. And we provide transmission capacity to serve the flourishing demand in India, the world's fastest-growing satellite TV reception market.

We provided market access to new DTH platforms in Eastern Europe and in Africa. We improved broadband connectivity in the Latin American and African markets. We launched QuetzSat-1, providing new transmission capacity for the North American market.

# 6,200

At year-end, SES satellites transmitted 6,200 TV and radio channels

# 258 million

SES satellites delivered channels to 258 million homes worldwide

And with CHIRP (the Commercially Hosted Infrared Payload) on SES-2, we launched the first-ever U.S. government hosted payload on an SES satellite.

Our global satellite fleet, extensive and flexible in nature, provided highest levels of operational flexibility to support our customers. One of our spacecraft was relocated to a new orbital position to serve the Russian market. In a similar move, AMC-3 – a North American satellite – was recently redeployed to a new orbital position to optimise coverage of Mexico, Central America and the Caribbean.

### Record launch tempo

And we purposefully continued to renew and expand our global satellite fleet, implementing the industry's largest investment programme. We launched a record five satellites and payloads between April and September 2011: the YahLive payload, ASTRA 1N, SES-2, SES-3 and QuetzSat-1. The impressive and challenging launch tempo still fell short of expectations, due to delays for launcher-related technical reasons. By year-end 2011, the number of commercially available transponders had risen to 1,315, out of which 1,068 were utilised. Following the successful launch of SES-4 in February, SES has seven more spacecraft scheduled for launch between 2012 and 2014. Together, they will boost the transmission capacity of our fleet by 19% compared to year-end 2011. This is our focus: to continue building and optimising our global fleet of currently 50 satellites, complemented by a network of teleports located across the globe, to enable our customers to grow their business.

We also continued to prepare future applications. SES is a strategic shareholder in O3b Networks, an innovative satellite constellation that is to provide broadband connectivity mainly to emerging markets, starting with eight satellites in 2013. The O3b satellites are under construction; the company has a contract backlog of approximately USD 600 million; and in 2011 SES contributed to the financing of an early extension of the fleet by an additional four satellites. We are proud to support this venture which will improve connectivity, a basic ingredient for sustainable economic development, in the less developed areas of the world.

We look to the future with confidence. Demand for satellite capacity is expected to grow further, and our investment programme is firmly focused on maintaining and strengthening our offer in the world's developed markets, while supporting our customers' growth opportunities in the dynamically growing emerging markets.



**Romain Bausch**  
President and CEO

### A DEDICATED TEAM

#### THE SES EXECUTIVE COMMITTEE



**Andrew Browne**  
Chief Financial Officer



**Martin Halliwell**  
Chief Technology Officer



**Ferdinand Kayser**  
Chief Commercial Officer



**Gerson Souto**  
Chief Development Officer

## SES at a glance

We provide space for customers to grow via satellite. We provide the most efficient, reliable and secure satellite communications solutions to broadcast, telecom, corporate and government customers worldwide.

### The services we offer to:

#### MEDIA AND BROADCASTERS

We help broadcasters deliver 6,200 TV and radio channels – of which more than 1,200 TV channels in high definition – to over 258 million homes worldwide. We provide direct-to-home broadcasting, feeds for cable networks and digital terrestrial TV networks, and we offer occasional use and full-time video contribution services. SES' satellites are the world's leading audiovisual distribution platform.

**See our Media and Broadcasting case studies** – page 8

#### ENTERPRISE AND TELCOS

SES' global satellite fleet and ground infrastructure, combined with our partner teleports around the world, ensures that our customers enjoy connectivity of the highest quality anywhere in the world. We provide VSAT networks, broadband Internet access, mobile backhaul and many more services for corporate and telco customers worldwide.

**See our Enterprise and Telcos case studies** – page 9

#### GOVERNMENTS AND INSTITUTIONS

We serve the diverse needs of governments and public sector organisations around the globe. We offer secure and reliable communications links for governments and international institutions. We deliver vital communications links for civil and military agencies, first responders, and for educational or medical purposes worldwide.

**See our Governments and Institutions case studies** – page 11

## Company organisation



Satellite infrastructure business: satellite fleet operations and sale of transmission capacity

### Satellite services companies providing additional value-added services and solutions

**SES**<sup>▲</sup>  
Government Solutions  
100%

**SES**<sup>▲</sup>  
Platform Services  
100%

**SES**<sup>▲</sup>  
Broadband Services  
100%

**SES**<sup>▲</sup>  
Techcom Services  
100%

**HD +**  
by ASTRA  
100%

### SES participations<sup>1</sup> in satellite operators and service companies

**IEL**  
70%

**QUETZSAT**  
49%

**3b Networks**  
38.79%

**YahLive**<sup>★</sup>  
35%

**solaris mobile**  
50%

**ND SATCOM**  
by ASTRIUM  
24.9%

### SES markets its direct-to-home satellite platform under the brand name ASTRA



<sup>1</sup> At year-end 2011.

## Our marketplace

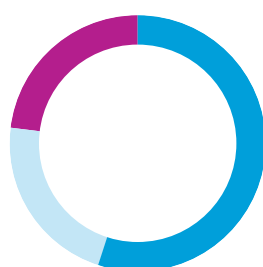
### POTENTIAL IN A BROAD MARKET

SES provides services on a global scale and serves customers around the world. The company manages an expanding and well-balanced portfolio of business relationships.

The company's core markets are in Europe and in North America. However, a growing share of revenues originates in Latin America, Asia-Pacific, the Middle East and Africa (22%).

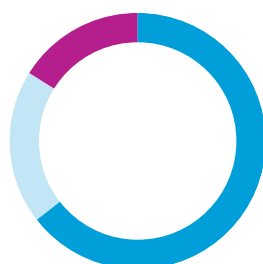
Video – the transmission of TV channels either for direct-to-home reception, to cable networks, or for contribution purposes – is a key application that represents approximately 73% of the company's revenues. Voice, data and other services represented 27% of total revenues in 2011.

### REVENUE BY GEOGRAPHICAL ORIGIN IN 2011



|               |     |
|---------------|-----|
| Europe        | 56% |
| North America | 22% |
| International | 22% |

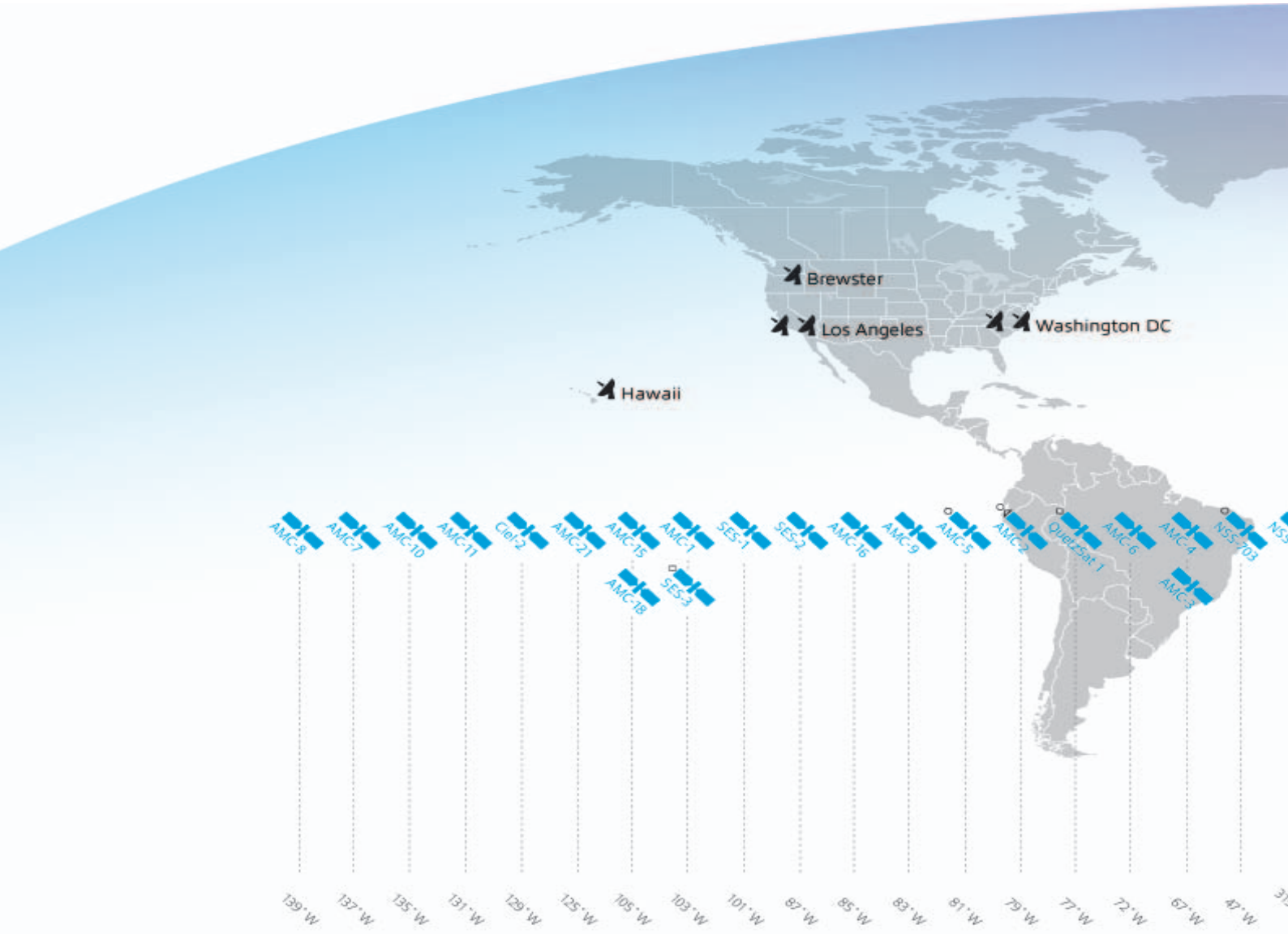
### CHANNELS CARRIED



|                        |       |
|------------------------|-------|
| Standard definition TV | 4,008 |
| High definition        | 1,202 |
| Radio                  | 1,000 |

# Our satellite fleet and investment programme

Our expanding fleet of 50 satellites<sup>1</sup> is a vital link in the world's communications chain. Our satellites deliver thousands of TV channels to hundreds of millions of viewers around the globe, and provide vital communications services to corporations, telecommunications operators, governments and institutions.



We are committed to supporting our customers' long-term success. SES implements a substantial multi-year investment programme to expand and renew its existing fleet of satellites and its network of teleports.

In 2011, SES successfully launched five satellites and payloads: ASTRA 1N, SES-2, SES-3, QuetzSat1 and the YahLive payload. SES-4

was successfully launched in February 2012, and seven more spacecraft are scheduled for launch between 2012 and 2014. Together, they will boost the transmission capacity of the SES fleet by 19% compared to year-end 2011.

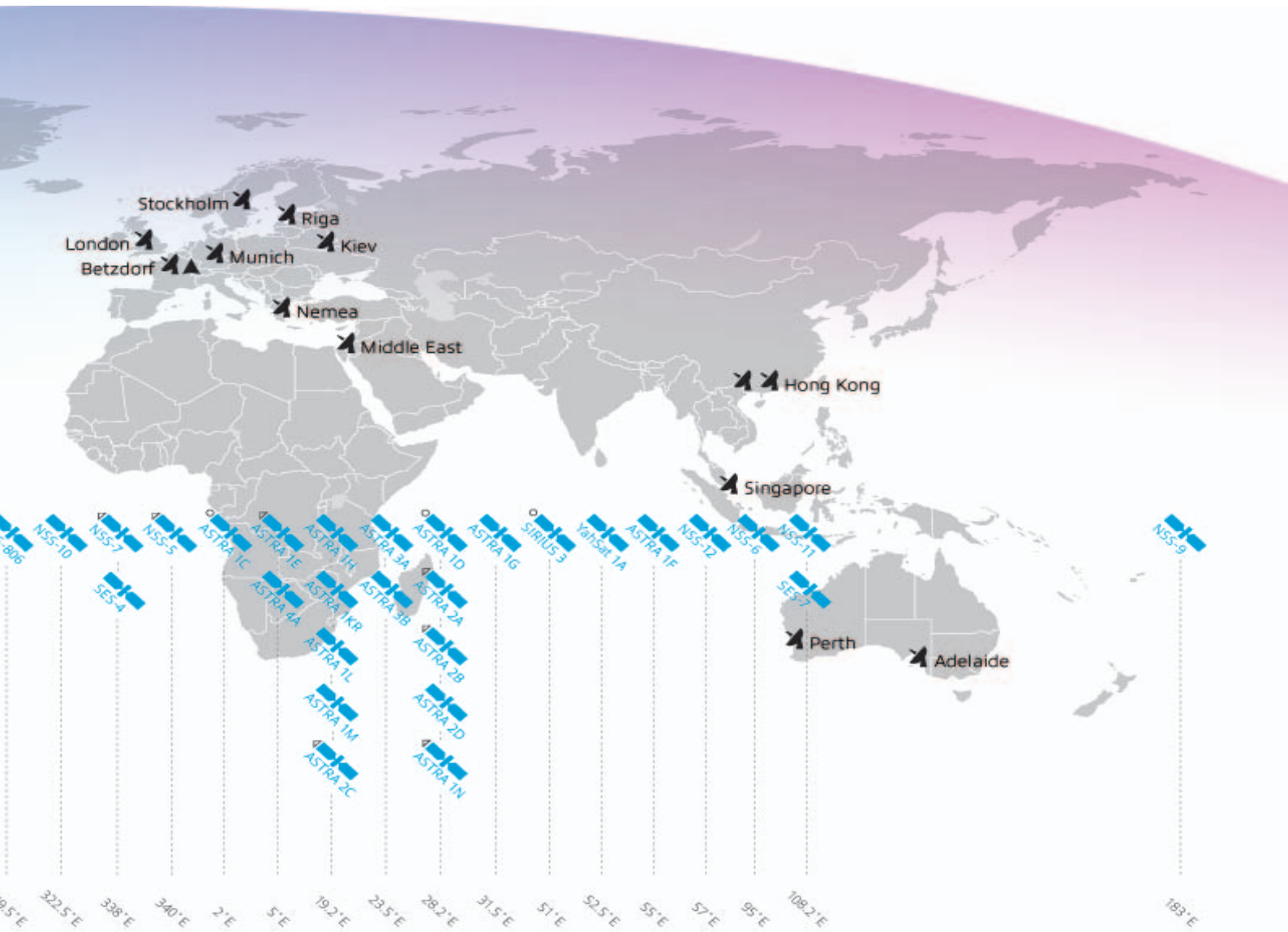
The new capacity will enhance opportunities for customers and users alike. The majority of the additional

capacity on new satellites will serve the fast-growing economies of Asia, Africa and Latin America, where it will enable new services and improved coverage.

For more information on our satellite fleet and upcoming satellite launches, visit [www.ses.com/fleet-coverage](http://www.ses.com/fleet-coverage).



- ▲ Headquarters
- ✈ Teleport (owned and partner teleports)
- Inclined
- Expected orbital position
- ▽ To be relocated



#### LAUNCH SCHEDULE 2012–2014

| Satellite | Launch date | Orbital position | Transponders             | Manufacturer                 |
|-----------|-------------|------------------|--------------------------|------------------------------|
| SES-5     | 2012        | 5° East          | C-band, Ku-band, Ka-band | Space Systems Loral          |
| ASTRA 2F  | 2012        | 28.2° East       | Ku-band, Ka-band         | EADS Astrium                 |
| ASTRA 2E  | 2013        | 28.2° East       | Ku-band, Ka-band         | EADS Astrium                 |
| SES-6     | 2013        | 319.5° East      | C-band, Ku-band          | EADS Astrium                 |
| SES-8     | 2013        | 95° East         | Ku-band                  | Orbital Sciences Corporation |
| ASTRA 5B  | 2013        | 31.5° East       | Ku-band, Ka-band         | EADS Astrium                 |
| ASTRA 2G  | 2014        | 28.2° East       | Ku-band, Ka-band         | EADS Astrium                 |



We go further

# Helping customers reach new markets

## RUSSIA

### NEW CAPACITY FOR RUSSIA

In a strategic partnership, SES provides additional satellite capacity to Gazprom Space System (GSS) to serve the Russian market and address a situation of high demand and scarce capacity.

GSS currently operates the Yamal-201 and 202 satellites that offer an extensive range of communications services over Russia; the company also has further satellites under construction. SES relocated its ASTRA 1F satellite to GSS' orbital location 55° East, where its additional transmission capacity now provides communication services for Western Russia ahead of the arrival of GSS' upcoming Yamal-402 satellite. SES will also use capacity on the Yamal-402 satellite once it becomes operational at 55° East. The cooperation agreement highlights the flexibility of SES' global fleet to quickly respond to capacity shortages.

The cooperation agreement helps GSS to meet the actual and growing capacity needs of their customers. And with the launch of ASTRA 5B scheduled for 2013, SES is to bring additional capacity to the Russian market. "With Gazprom we have found an excellent partner to serve this highly important growth market", states Romain Bausch, President and CEO of SES.



#### 44 DTH PLATFORMS

##### 6,200 TV AND RADIO CHANNELS CARRIED ON SES SATELLITES

Demand for new TV channels is continuously rising. In 2011, the number of satellite TV channels broadcast worldwide was estimated at 30,500, an increase of more than 6% over the prior year. The SES satellite fleet ensures the transmission of 5,200 TV channels worldwide (including 1,200 channels in high definition), and is the world's leading broadcast platform with the highest audience. Broadcasts from SES satellites were received by 258 million homes all over the world in 2011.

In 2011, a number of new direct-to-home (DTH) platforms have contracted capacity or started transmissions on the SES fleet, particularly in Eastern and Central Europe (Satellite BG, Magticom) and Africa (Zuku, Globecast). SES now carries 44 DTH platforms, more than any other satellite operator in the world.

In addition to the line-up of TV channels in standard and high definition, SES satellites also broadcast close to 1,000 radio channels – bringing the total channel count to 6,200.

#### NIGERIA

##### PROVIDING RURAL AND REMOTE CONNECTIVITY

Satellite is ideally suited to bring much-needed connectivity to places not well connected to high-speed communications networks. SES is providing transmission capacity to Galaxy Backbone in Nigeria who use the West Africa spot-beam on the ASTRA 2B satellite for the delivery of a broad range of communication services to both rural and urban government offices, schools and hospitals throughout Nigeria on behalf of the country's federal government.

SES' satellite enables internet access and video, voice and data links to universities, medical centres and between Nigerian government field offices and the nation's capital city of Abuja. SES capacity is also enabling Galaxy backbone to offer broadband, long-distance learning, telemedicine and videoconferencing services out of mobile, solar-powered vehicles that take to the streets of rural towns and villages.

Galaxy Backbone is a long-standing customer of SES. The company has grown into one of the largest VSAT operators in Western Africa and today operates more than 3,000 VSAT sites across the region.

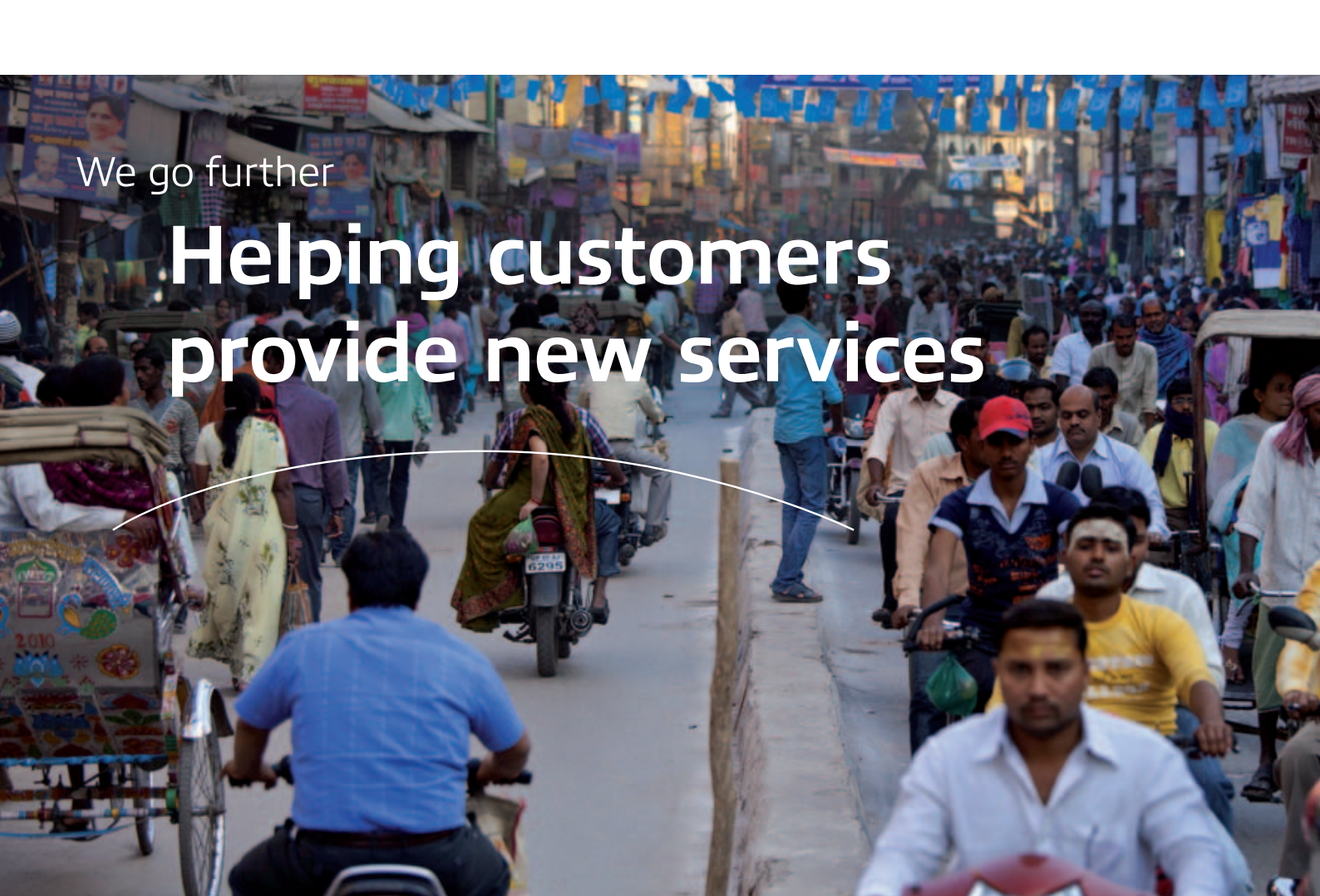
#### BROADCAST SERVICES

##### IMAGE TRANSMISSION IN HIGH QUALITY

We commit to deliver our broadcast customers' TV content in crisp and crystal-clear image quality to viewers' screens. In order to ensure the highest-quality service, SES built a state-of-the-art playout centre in Unterföhring, Germany.

The new facility, operated by SES' subsidiary SES Platform Services, was inaugurated in April 2011. It significantly expands SES' capabilities to serve broadcasters and content producers around the world and is an important tool for the company's future development.

SES Platform Services doubled its customer base over the past years, diversified its services portfolio by adding new services such as Digital Asset Management, and also expanded its geographical presence beyond Europe. SES Platform Services today manages the transmission of more than 300 TV programmes (of which 37 in high definition), 42 radio channels and 59 data services.



We go further

# Helping customers provide new services

## INDIA

### CAPACITY FOR THE WORLD'S FASTEST-GROWING TV MARKET

When Indian broadcasters needed capacity to serve the explosive demand of the country's media, broadcasting and telecommunications industries, SES could make 12 Ku-band transponders on the Indian beam of its SES-7 satellite available to the market.

India's direct-to-home TV reception market is the fastest-growing in the world. In 2011, the number of TV channels broadcast in India progressed at a double-digit rate. The number of subscribers to DTH programming increased by about one million a month and reached approximately 45 million gross subscribers by year-end 2011. This also makes India the largest DTH market in the world.

SES is the leading international satellite operator in supplying Ku-band capacity to the Indian market through the Indian Space Research Organisation. SES provides capacity on four of its satellites: NSS-12, NSS-6, NSS-11 and SES-7. SES operates two of the most popular neighbourhoods: the 95° East orbital position is the home of Dish TV, Asia's largest DTH operator, and the 108.2° East position serves Airtel/Bharti, one of the fastest-growing DTH operators in India.



## HOSTED PAYLOADS

85/15

In March 2012, SES had seven satellites under construction, scheduled for launch between 2012 and 2014. This 'conveyor belt' of spacecraft being readied for their missions contains a particular value proposition for governmental and institutional customers.

In 2011, SES launched the first commercially hosted payload for the U.S. Air Force. The SES-2 satellite carries the 'Commercially Hosted Infrared Payload' (CHIRP), a demonstration of a new type of wide field-of-view sensor technology. CHIRP successfully completed initial in-orbit tests in December 2011 and since then has provided valuable insights into the potential for wide field-of-view technologies and into the benefits of hosted payload arrangements.

A regular output of satellites creates opportunities to add specialised institutional payloads for dedicated purposes. This means that by piggy-backing commercial satellites, particular governmental missions can be implemented faster and at lower investment cost. In the case of CHIRP, the U.S. Air Force was able to accomplish 85% of their stated test objectives, at less than 15% of the cost of building and launching a government-owned spacecraft.

## SATELLITE LAUNCHES

AN UNPRECEDENTED PACE

SES invests to keep its satellite fleet at the cutting edge of technological capabilities – and aligned with the forecast evolution of demand.

In 2011, SES launched satellites at a pace unprecedented in the industry. Launch services providers Arianespace and ILS successfully placed four satellites into orbit within three months: SES-3 in July, ASTRA 1N in August, SES-2 and QuetzSat-1 in September. In addition, the YahLive payload – providing Ku-band capacity for direct-to-home broadcasting in the Middle East, Northern Africa and Eastern Asia – was successfully launched in April 2011.

Launch operations are a critical moment in the life of a satellite. They are carried out with utmost care and precision by specialised teams to ensure a flawless functioning of the satellite once it reaches orbit. For more details and updates on upcoming launches, please refer to page 6 and to [www.ses.com](http://www.ses.com).

## EMERGENCY.LU

RAPID COMMUNICATIONS FOR HUMANITARIAN MISSIONS

Emergency.lu, a rapid communications solution for global disaster relief and humanitarian missions, relies on the worldwide reach of SES satellite capacity. The service was deployed for the first time in South Sudan in January 2012 to establish vital connectivity for humanitarian operations of the United Nations.

Emergency.lu provides communication services as a global public good for the international humanitarian community. The platform is designed to improve the effectiveness of first responders in natural disasters or man-made crises.

Emergency.lu consists of satellite infrastructure and capacity, communication and co-ordination services, and satellite ground terminals as well as transportation of equipment to disaster areas all over the world. The platform was developed as a public-private partnership by the Ministry of Foreign Affairs of Luxembourg in collaboration with a number of Luxembourg companies and international organisations.



The Fixed Satellite Services (FSS) market in 2011

# The market we are in

The FSS market covers multiple areas: from the provision of satellite capacity for direct-to-home broadcasting, for the delivery of content to cable networks, for VSAT and other customised networks, for GSM/3G/4G backhaul, IP trunking, Satellite News Gathering, to consumer broadband internet access.



# 30,500

Number of TV channels transmitted by satellite

# 4,400

Number of HD channels worldwide

The FSS industry is an indispensable element of the global information and communications infrastructure. Fixed Satellite Services connect TV broadcasters to their audiences; corporations to their customers and to their own facilities and activities in remote areas; government agents on the ground to their headquarters or command centres; scientists to their peers; citizens to the world wide web; and machines to other machines.

#### 2011 market overview

In 2011 the global economic environment was tense and reflected the impact of several local and global crises.

In Japan, a tsunami combined with a disastrous incident at the Fukushima nuclear power station caused a major impact beyond the local economy. The 'Arab Spring' unfolding in a number of countries in the Middle East told a political story of hope and heightened tensions in the international oil markets. The European sovereign debt and liquidity crisis, as well as the slowdown of growth in some of the BRIC<sup>1</sup> countries had a severe economic impact.

Despite the adverse conditions, the satellite industry proved very resilient. The market continued to grow in terms of volume, driven by the twin dynamics of increasing demand for TV transmission capacity and the growing need for connectivity in rural areas of emerging markets.

The sustained growth in demand for satellite bandwidth in Latin America and Asia, coupled with the insatiable demand for distribution capacity for high definition (HD) content and satellite broadband connections are expected to result in continued positive developments of the FSS market in the future.

#### 4% revenue growth on average in 2011

In 2011, the global revenues of the FSS industry continued on their growth track of the past several years and increased by approximately 4%. Reflecting sustained demand for transmission capacity in C-band and Ku-band, the global industry revenues reached over USD 11 billion in 2011.

Capacity demand was driven in particular by the continued dynamic development of direct-to-home (DTH) platforms particularly in emerging markets (i.e. Latin America and Asia); by the momentum of rapidly increasing HD programming and by continued strong demand from government users.

#### Continuing net capacity growth

24 commercial geostationary satellites were launched during 2011. After accounting for capacity that was taken out of service, the available net capacity increased by approximately 5% at year-end 2011<sup>2</sup> compared to the prior year. On average, fill rates were estimated at 75-80% for C-band and Ku-band across the entire industry. The slight increase compared to 2010 reflects the continuing growing capacity demand in emerging markets.

The end of 2011 also saw the launch of further HTS (High Throughput Satellite) capacity geared towards providing consumer high-speed two-way communications using Ka-band frequencies and featuring frequency reuse capabilities on numerous spot-beams. The HTS Ka-band capacity that had been launched in 2010 became operational around mid-year 2011 and overall had a limited commercial impact on the satellite broadband market during the year.

1 Brazil, Russia, India, China.

2 Source SES.

# The Fixed Satellite Services (FSS) market in 2011

continued

## **New DTH platforms and HD drive demand for broadcasting capacity**

Capacity demand continued to benefit from the continued growth of DTH platforms in 2011. Overall, 30,544 TV channels were transmitted by satellite worldwide at year-end 2011, against 28,691 a year earlier.<sup>1</sup>

In addition to the established TV markets in North America and Europe, there was growing demand for transmission capacity in Asia, Africa, and Latin America, driven by the development of standard definition channel offerings. India, the fastest-growing TV market in the world, became the world's largest individual pay-TV market by subscribers.

The growing offer of HD channels continued to fuel demand for satellite transponders. Close to two-thirds of all DTH platforms worldwide offered HD content in 2011, up from about one third in 2010. At year-end 2011, the number of HD channels transmitted via satellite worldwide had reached more than 4,400, compared to 3,500 at the end of 2010. The North American market remains the front-runner with 2,765 HD channels (a figure amplified by the co-existence of multiple local versions of the same HD channels broadcast on multiple spot-beams across North America), followed by Asia (563 HD channels), Western Europe (486), Latin America (283), Eastern Europe and Russia (185) and the Middle East and Africa (129).<sup>2</sup>

In addition, cable and telecom operators which offer triple and quadruple play offerings combining television, broadband access, fixed and mobile telephony, also rely on FSS satellites to complete their commercial offer and improve their technical reach. European satellite operators have been successful in introducing services that are complementary to DTT/IPTV deployments by providing satellite capacity to ensure 100% national coverage.

## **Dynamic growth in the VSAT and enterprise segment**

The VSAT (Very Small Aperture Terminal) and enterprise segment continued to register dynamic demand. The number of VSAT sites in operation grew by 5.1% in 2011, reflecting sustained connectivity demand in developing markets as well as the growing use of VSAT systems for government-backed broadband inclusion programmes.<sup>3</sup>

## **Government missions on the rise**

The constrained budget environment and current economic crisis continued to impact governmental satellite communications programmes in 2011. Simultaneously however, in order to mitigate the effects of tighter spending on government projects, government agencies continue to seek solutions to their communications requirements in co-operation with commercial satellite operators, thus reinforcing the trends of the past several years.

By combining government missions and commercial satellite projects, they can achieve enhanced timing and mission flexibility and lower costs. Capacity leases by government agencies on commercial satellites, the development of dual-use spacecraft and the deployment of hosted government payloads on commercial spacecraft have become established ways of covering government communications needs at reasonable cost.

Over the last couple of years, the U.S. government has been the single most important customer of the commercial FSS industry worldwide. Government customers in Europe are also increasingly taking advantage of the opportunities offered by FSS satellites for dedicated capacity or hosted payloads that provide secure and cost-effective ways of providing mission-critical services without the need to launch and operate a dedicated spacecraft.

Continued expansion of UAV (unmanned aerial vehicle) operations, combined with the communications requirements of civilian or emergency aid agencies, are likely to lead to an increase in government satellite demand.

## **Satellite broadband use increases**

The satellite broadband user community continued to increase in 2011. The subscriber base of satellite broadband services in North America was estimated at above 1.1 million at year-end 2011. In Europe, the reach of broadband satellite services also continued to increase; however, the overall size of the European market represented only a fraction of the North American market. With more than 80,000 users, the SES Broadband system is the most popular satellite broadband service in Europe in 2011.

1 Based on Lyngsat.

2 Internal channel count.

3 Comsys 2012.



# Corporate Social Responsibility

SES is committed to helping people participate fully in a communications-based society and a knowledge-based economy.

We consistently engage in corporate social responsibility activities that support this vision and that are focused on educational programmes and on environmental sustainability.

## Scholarships and educational activities

As a leading provider of communications solutions, we have a responsibility to contribute to the development of communications-based societies and increasingly knowledge-based economic systems.

We invest in education where we can make a difference. We entered into a multi-year partnership with the University of Luxembourg, supporting the university's efforts to develop a centre of excellence and innovation for advanced information and communications technology in satellite systems, and by financing a chair in satellite, telecommunications and media law. We finance student scholarships with the International Space University (ISU), and we sponsor the executive MBA programme at the International Institute of Space Commerce (IISC) on the Isle of Man, supporting students in advanced space applications. We also continued to support the educational projects of the Society of Satellite Professionals International (SSPI), a U.S.-based non-profit organisation focusing on the skills and career development of satellite industry professionals worldwide.

In the context of a successfully conducted satellite launch in Baikonur, Kazakhstan, SES donated educational tools to a local school complex in Baikonur.

## Environmental sustainability programmes

We are committed to leave as light a footprint as possible on the ecosystem. Our high-tech activities have a light environmental impact. Satellite provides the most carbon-friendly solution for broadcasting TV channels. However, we still remain committed to limit the environmental impact of our activities even further. We design and build new technical facilities according to the imperatives of sustainability and energy efficiency. We regularly conduct company-wide carbon footprint measurements in order to monitor and control the greenhouse gas emissions generated by our operations. This has allowed us to significantly reduce our carbon dioxide emissions. In 2010 (the latest available measurements at the time of print) SES emitted 44,700 tonnes of CO<sub>2</sub>e, a reduction of more than 14% compared to the prior year. And we seek to apply best practices to minimise the environmental impact of outsourced activities, including the manufacturing and launching of spacecraft.

## Social and cultural initiatives

SES also supports a variety of social and cultural initiatives in the communities in which the company operates. In a multi-year plan, SES donates bandwidth to the International Polar Foundation and thus enables the communication between the Foundation's Princess Elisabeth research station in Antarctica and the organisation's headquarters. SES is also a partner to the project 'Business Initiative 123 – GO' aiming to trigger the development of innovative business projects in and around Luxembourg.

SES provides its backing to the Edward Steichen Award Luxembourg Foundation, an organisation that finances scholarships and enables artists from Luxembourg and the neighbouring areas of Belgium, France and Germany to temporarily live and work in the city of New York.

For more information on our CSR activities, visit [www.ses.com/csr](http://www.ses.com/csr).



» Carbon dioxide emissions from control stations and operations were reduced by 14% in 2011



» We invest in education where we can make a difference

2011

# Annual Report

## Contents

|            |   |
|------------|---|
| <b>17</b>  | <b>Chairman's statement</b>   |
| <b>19</b>  | <b>Corporate governance</b>   |
| 19         | SES shareholders  |
| 20         | Chairman's report on corporate governance and internal control procedures |
| <b>40</b>  | <b>Financial review by management</b>                                     |
| <b>44</b>  | <b>Consolidated financial statements</b>                                  |
| 44         | Independent auditor's report  |
| 45         | Consolidated income statement   |
| 46         | Consolidated statement of comprehensive income                            |
| 47         | Consolidated statement of financial position                              |
| 48         | Consolidated statement of cash flow                                       |
| 49         | Consolidated statement of changes in shareholders' equity                 |
| 50         | Notes to the consolidated financial statements                            |
| <b>93</b>  | <b>SES S.A. accounts</b>  |
| 93         | Independent auditor's report  |
| 94         | Balance sheet   |
| 95         | Profit and loss account   |
| 95         | Statement of changes in shareholders' equity                              |
| 96         | Notes to the accounts   |
| <b>105</b> | <b>Other information</b>  |

# Chairman's statement

## Going further to create shareholder value



**René Steichen**

Chairman of the Board of Directors

On behalf of the Board of Directors, I am proud to announce a set of positive results for the business year 2011. These results are steeped in continuity and reflect the consistent implementation of a corporate strategy focused on growth and value-creation.

As in previous years, our 2011 results were achieved in an unfavourable general economic climate, amongst operational and commercial challenges, and under the impact of satellite launch postponements that ultimately also led to delayed expected revenue flows. Considering this contrasted backdrop, SES' 2011 results highlight the resilience of our core satellite infrastructure business.

For SES, 2011 has been a year of continued transformation. We implemented an organisational streamlining of the company, with a reconfiguration of all operational functions under a single management team. This allows for a more efficient execution of our commercial strategy. It also improves our presence in dynamic new growth markets, while

enabling us to consolidate our market-leading positions in established markets. The realignment caused one-time costs, yet will yield long-term benefits over many years as well.

We pursued our ambitious satellite fleet investment programme, launching five satellites and payloads during the year. QuetzSat-1 and the YahLive payload provided new additional capacity over North America and the Middle East and Africa, respectively; the other new satellites brought into orbit – ASTRA 1N, SES-2 and SES-3 – essentially provide replacement capacity. In view of the strong capacity demand in Asia, and particularly in India for DTH capacity, we decided to invest in a new satellite, SES-8, to complement our existing fleet at 95° East and provide additional capacity.

During the year, we concluded a multitude of new commercial contracts across all our customer segments – media broadcasters, enterprise and telcos, governmental and institutional customers – and across all major geographic markets, leading to an increase in utilised transponders. This successful business growth is reflected in the financial results.

**Growth in recurring revenue, EBITDA and operating profit**  
Recurring revenue and EBITDA increased by 2.8% and 3.1% respectively, while reported revenue remained essentially flat and reported EBITDA decreased slightly, influenced by the adverse evolution of the USD/ euro<sup>1</sup> exchange rate.

<sup>1</sup> The average conversion rate in 2011 was 1.4035 compared to 1.3294 in 2010.

# Chairman's statement

continued

Revenue of the year was EUR 1,733.1 million (-0.1%); recurring revenue increased by 2.8% to EUR 1,735.0 million. EBITDA was EUR 1,274.6 million on a reported basis (-1.7%), growing by 3.1% to EUR 1,294.5 million on a recurring basis.

The EBITDA margin remained strong at 74.6% on a recurring basis. The reported EBITDA margin was 73.5%, also reflecting a one-time reorganisation charge of EUR 14.8 million. The company's infrastructure activities continued to deliver a strong recurring EBITDA margin of 82.3%.

SES' recurring revenue development in 2011 was in line with expectations, although impacted by the launch delays of QuetzSat-1 and SES-4, as well as by solar array anomalies on certain Lockheed Martin A2100 model satellites. Excluding these elements, revenue and EBITDA growth would have been 3.3% and 3.8%, respectively.

Reported operating profit was up 1.4% to EUR 808.2 million, while Profit of the group rose by 26.8% to EUR 617.7 million. The year-on-year increase was driven by a combination of higher operating earnings, reduced financing and tax charges, as well as by the adverse impact in 2010 of the discontinued operations charge of EUR 36.3 million taken in connection with the divestment from ND SatCom.

Net operating cash flow remained strong in 2011 at EUR 1,079.9 million, representing an EBITDA conversion ratio of 84.7%. Outflows for investing activities, at EUR 850.3 million, reflected the intensive satellite procurement programme.

Group indebtedness (Net debt/EBITDA) stood at 3.12 times at the year-end.

Earnings per class A share increased from EUR 1.24 in 2010, to EUR 1.56 in 2011. In line with our progressive dividend policy, a dividend of EUR 0.88 per class A share is being proposed to the annual general meeting of shareholders, up from 0.80 euro in 2011.

SES' contract backlog was substantially replenished, with about EUR 2 billion of renewals and new business being signed during the year, raising the total backlog by 6.1% from EUR 6.6 billion to EUR 7 billion.

## Outlook and guidance

SES' 2012 revenue growth will be primarily driven by our investment in incremental capacity for emerging markets, QuetzSat-1 and continued growth from European service business units. This growth is significantly offset by the impact of the German analogue satellite TV switch-off which will be completed in April 2012.

In 2012, recurring revenues and EBITDA are expected to increase by approximately 2% and 1% respectively. The recent satellite launch delays and solar array circuit failures affect the 2012 revenue and EBITDA growth rates by approximately one percentage point. Excluding the analogue impact, revenue and EBITDA are expected to improve by approximately 9%, demonstrating the strong underlying growth in our business.

The new outlook for the three-year CAGR 2012-2014 is for revenue to increase by approximately 4.5% and EBITDA to increase by approximately 4.0%. When excluding analogue revenue developments, the growth rates for both revenue and EBITDA improve to approximately 7.5%. The strong growth is driven primarily from emerging markets, the steady re-contracting of capacity formerly serving analogue transmissions, and continued growth in services. These positive developments build on the foundation of SES' investment programme and the greater efficiency arising from the organisational streamlining implemented during 2011.

We look ahead confidently, as we implement our growth plan. Following the successful launch of SES-4 on February 15, two more satellites are scheduled for launch during the year: SES-5 in the middle of 2012 from Baikonur, and ASTRA 2F in the fourth quarter on an Ariane launcher from French Guiana<sup>2</sup>.

Finally, I wish to thank SES' management and employees for their achievements, their commitment and creativeness in 2011. I look forward to their continued dedication to our mission to create further opportunities for our customers, and enhanced value for our stakeholders.



René Steichen  
Chairman of the Board of Directors

<sup>2</sup> Status as of mid-March. Information is subject to change.

# Corporate governance

## SES shareholders<sup>1</sup>

|                                   | Number of shares   | % Voting shareholding     | % Economic participation |
|-----------------------------------|--------------------|---------------------------|--------------------------|
| <b>Class A shares</b>             |                    |                           |                          |
| Sofina Group                      | 18,800,000         | 3.76%                     | 4.70%                    |
| Luxempart Invest S.à r.l.         | 11,538,264         | 2.31%                     | 2.89%                    |
| Santander Telecommunications S.A. | 9,000,000          | 1.80%                     | 2.25%                    |
| Other shareholders                | 8,592,789          | 1.72%                     | 2.15%                    |
| BCEE FDRs (free float)            | 285,054,077        | 57.07%                    | 71.34%                   |
| <b>Total A Shares</b>             | <b>332,985,130</b> | <b>66.67%</b>             | <b>83.33%</b>            |
| <b>Class B shares</b>             |                    |                           |                          |
| BCEE                              | 54,336,756         | 10.88%                    | 5.44%                    |
| SNCI                              | 54,329,979         | 10.88%                    | 5.44%                    |
| Etat du Grand-Duché de Luxembourg | 57,825,830         | 11.58%                    | 5.79%                    |
| <b>Total B shares<sup>2</sup></b> | <b>166,492,565</b> | <b>33.33%<sup>3</sup></b> | <b>16.67%</b>            |
| <b>Total shares (actual)</b>      | <b>499,477,695</b> |                           |                          |
| <b>Total shares (economic)</b>    | <b>399,582,156</b> |                           |                          |

1 Significant shareholdings as of February 14, 2012.

2 A share of Class B carries 40% of the economic rights of a Class A share.

3 These figures have been rounded up to the second decimal, as a result of which the Class B shareholders appear to hold a total of 33.34% of the voting interest in the company. The actual total voting interest of the Class B shareholders is, however, one-third.

# Corporate governance

## Chairman's report on corporate governance and internal control procedures

### Introduction

SES is listed on the Luxembourg Stock Exchange and on Euronext Paris. The company follows the 'Ten Principles of Corporate Governance' adopted by the Luxembourg Stock Exchange (its home market) and the governance rules applied by companies listed in Paris, where most of the trading in SES FDRs takes place. Where those rules conflict, e.g. with regard to the publication of the individual remuneration of the members of its Executive Committee and its board members, SES follows the rules of its home market by reporting the aggregate amount of the direct and indirect remuneration of the members of the Executive Committee, with the fixed and the variable components of the benefits being separately identified.

SES meets all the recommendations made by the 'Ten Principles' except two. With regard to Recommendation 3.9, stating that any of the committees created by the board should only have advisory powers, the SES board has delegated some decision-making powers to the Remuneration Committee. For the full details of these powers, see the charter of the Remuneration Committee on the SES website ([www.ses.com](http://www.ses.com)). Also, SES does not follow Recommendation 10.6. Under this recommendation any shareholder who holds at least 5% of the company's shares should be allowed to put topics on the agenda of the annual general meeting and propose draft resolutions to be voted upon. However, SES will convene an extraordinary meeting of its shareholders for April 5, 2012 in order to amend its articles of incorporation on this point.

The company has also continued its policy to increase the flow of information to its shareholders via the corporate governance section of its website.

In this context, the website contains a regularly updated stream of information, such as the latest version of the company's main governance documents, be it the articles of incorporation, the corporate governance charter (including the charters of the various committees set up by the board) or the separate sections on the composition and the mission of the board, the board's committees and the Executive Committee. This section also contains the SES Code of Conduct and Ethics, the financial calendar and any other information which may be of interest to the company's shareholders.

### Organisation principles

Created on March 16, 2001 under the name of SES GLOBAL, SES is incorporated in Luxembourg. Following the completion of the acquisition of GE Americom on November 9, 2001, SES became the parent company of SES ASTRA, originally created in 1985. A copy of SES' articles of incorporation, in its latest version, is available in the corporate governance section of the company's website.

### The annual general meeting of shareholders

Under Luxembourg company law, the company's annual and/or extraordinary general meetings represent the entire body of shareholders of the company. They have the widest powers, and resolutions passed by such meetings are binding upon all shareholders, whether absent, abstaining from voting or voting against the resolutions.

The meetings are presided by the Chairman of the Board or, in case of his absence, by one of the Vice Chairmen of the Board or, in their absence, by any other person hereto appointed by the meeting. Any shareholder who is recorded in the company's shareholder register at least 14 business days before the meeting is authorised to attend and to vote at the meeting. A shareholder may act at any meeting by appointing a proxy who does not need to be a shareholder.

The company has issued two classes of shares: Class A and Class B shares.

Although they constitute separate classes of shares, Class A and Class B shares have the same rights except that the shares of Class B, held by the State of Luxembourg and by two entities wholly-owned by the State of Luxembourg, entitle their holders to only 40% of the dividend, or in case the company is dissolved, to 40% of the net liquidation proceeds paid to shareholders of Class A. Class B shares are not freely traded. Each share, whether of Class A or B, is entitled to one vote. In accordance with the company's articles of incorporation, no shareholder of Class A may hold, directly or indirectly, more than 20%, 33% or 50% of the company's shares unless it has obtained prior approval from the meeting of the shareholders. Such limit is calculated by taking into account the shares of all classes held by a shareholder of Class A.

A shareholder or a potential shareholder that plans to acquire by whatever means, directly or indirectly, more than 20%, 33% or 50% of the shares of the company must inform the Chairman of the Board of such intention. The Chairman will then inform the government of Luxembourg of the planned acquisition which may only be opposed by the government within three months from receiving such information, should the government determine that such acquisition is against the general public interest.

In case of no opposition from the government, the board shall convene an extraordinary meeting of shareholders which may decide at a majority provided for in article 67-1 of the law of August 10, 1915, as amended, regarding commercial companies, to authorise the demanding party to acquire more than 20%, 33% or 50% of the shares.

The annual general meeting is held on the first Thursday in April. Each registered shareholder will receive written notice of the annual general meeting, including the time of the meeting and the agenda, at least 30 days prior to the meeting. Holders of the company's FDRs will be represented at the meeting by Banque et Caisse d'Épargne de l'Etat acting as Fiduciary. Each FDR will represent one Class A share. If a holder of FDRs wants to attend the annual general meeting of shareholders in person, that shareholder needs to convert at least one FDR into an A share. In order to facilitate the attendance of the meeting by FDR holders, the company will pay the applicable charge for a conversion of up to 10,000 FDRs for a short period prior to the annual general meeting.

Notice of the meeting and of the proposed agenda will also be published in the press and in the "Memorial C". The Fiduciary will circulate the draft resolutions to both international clearing systems, Clearstream and Euroclear, allowing FDR holders to give their voting instructions to the Fiduciary in time for the meeting. At the same time, the draft resolutions will be made available on the company's website. Unless the Fiduciary has received specific instructions from the FDR holder, the Fiduciary will vote in favour of the proposals submitted by the board.

The meeting may deliberate validly only if at least half of the shares of Class A and at least half of the shares of Class B are represented. In the event that the required quorum is not reached, the meeting will be reconvened in accordance with the form prescribed by the articles of incorporation. It may then validly deliberate without consideration of the number of represented shares.

The proceedings are held in French, but an English translation is provided by the company. A French version of the AGM minutes and the results of the shareholders' votes will be published on the SES website within 15 days of the annual general meeting.

With the exception of the procedure described above whenever a shareholder intends to hold more than 20%, 33% or 50%, all the resolutions of the meeting are adopted by a simple majority vote except if otherwise provided for by Luxembourg company law. The annual general meeting held on April 7, 2011 was attended by 98.1389% of the company's shareholders. As the 4,804,496 FDRs held by the company did not participate in the vote, the participation in the vote was reduced to 97.176% of the company's shares.

During the 2011 annual general meeting, the shareholders further approved the 2010 financial results and the allocation of the 2010 profits, granted discharge to the external auditor and the directors, elected Ernst & Young as the company's external auditor for another year and granted an authorisation to SES to buy back its own shares. The shareholders also approved the directors' fees which remained unchanged in comparison to 2010. Finally shareholders elected a new Board of Directors composed of 18 directors. A third of those directors were elected for one year, another third were elected for two years and the final third were elected for three years. Two new directors were elected to the board, Marc Beuls and Karim Sabbagh, both elected for a three-year term.

All of the board's proposals were carried by a majority of at least 96.12% of the votes expressed. In accordance with article 67-1 of the Luxembourg company law, abstentions are not considered when determining whether a resolution has been passed or not. The detailed results of the shareholders' votes are available in the corporate governance section of the company's website.

During 2011, no extraordinary meeting of shareholders was held.

## **The Board of Directors and its committees**

### **Mission**

The Board of Directors is responsible for defining the company's strategic objectives as well as its overall corporate plan. The board approves, upon proposal from the Executive Committee, the annual consolidated accounts of the company and the appropriation of results, the group's medium-term business plan, the consolidated annual budget of the company and the management report to be submitted to the meeting of shareholders. It also approves major investments and is responsible vis-à-vis shareholders and third parties for the management of the company, which it delegates to the Executive Committee.

### **Composition**

Following its election by the shareholders in April 2011, the board of SES was composed throughout the year of 18 directors, all of them non-executive directors. In accordance with the company's articles of association, 12 board members represent holders of Class A shares and six board members represent holders of Class B shares. In line with the decision taken by the shareholders at their annual general meeting in 2011, the mandates of the current directors will expire at the annual general meeting of shareholders in April 2012, 2013 and 2014 respectively.

Mr René Steichen is the Chairman of the Board of Directors. He was elected by the members of the board in the meeting which followed the annual general meeting on April 7, 2011. René Steichen is currently assisted by two Vice Chairmen, Messrs François Tesch and Jean-Paul Zens, each one elected on the basis of proposals submitted by directors representing shareholders of Class A and of Class B shares, respectively.

In the event of a vacancy on the board, the remaining directors may, upon a proposal from the Nomination Committee and on a temporary basis, fill such a vacancy by a majority vote. In this case, the next annual general meeting of shareholders will definitively elect the new director who will complete the term of the director whose seat became vacant.

In accordance with internal regulations, at least one third of the board members must be independent directors. A board member is considered independent if he has no relationship of any kind with the company or management which may impact his judgement. This is defined as:

- not having been a director for more than 12 years;
- not having been an employee or officer of the company over the last five years;

# Corporate governance

continued

- not having had a material business relationship with the company in the last three years; and
- not representing a significant shareholder owning directly or indirectly more than 5% of the company's shares.

Ten of the current board members are considered independent:

Ms Bridget Cosgrave and Messrs Marc Beuls, Marcus Bicknell, Hadelin de Liedekerke Beaufort, Jacques Espinasse, Robert W. Ross, Karim Sabbagh, Christian Schaack, Terry Seddon and Marc Speeckaert.

Pierre Margue, Vice President Legal and Corporate Affairs acts as secretary of the Board of Directors.

## Rules of functioning

The Board of Directors meets when required by the company's business, and at least once in a quarter. It can only validly deliberate if a majority of the directors are present or represented. The resolutions of the board are passed by a simple majority of votes of the voting directors present or represented, not considering abstentions. Any material contract that is proposed to be signed by the company or any of its wholly controlled operating subsidiaries with a shareholder owning, directly or indirectly, at least 5% of the shares of the company is subject to a prior authorisation by the board.

## Activities of the Board of Directors in 2011

The Board of Directors held six meetings in 2011, with an average attendance rate of more than 97%. After endorsement by the Audit Committee, the board approved the 2010 audited accounts, including the proposed dividend as well as the results for the first half of 2011. During the year, the board approved the new strategic plan as well as a business plan for the period 2011–2018, which served as the basis for the 2012 budget discussed by the board in December.

During the year 2011, the board approved a restructuring of the company's organisation with the objective to simplify internal processes and to increase the internal efficiency. As a consequence of the reorganisation, the board approved changes to the membership of the Executive Committee effective May 1, and modified the internal governing documents.

The board approved the investment in a new company wide information system that will go live on January 1, 2013. It also decided to increase the company's share in O3b Networks Limited, a Jersey-based company which intends to provide 'fibre-like' connectivity to telecommunication customers in emerging markets by using a Medium Earth Orbit (MEO) satellite constellation.

The board approved the investment in a modified antenna facility in Betzdorf and it decided to invest in an additional payload on ASTRA 2G.

During 2011, the board decided to launch a new share buyback programme, which was implemented on Euronext Paris through the filing of a 'notice d'information' on May 25. The 2011 programme was limited to the following two objectives:

- to meet the company's obligations under its executive share ownership and stock option plans; as well as
- to operate under the framework of a liquidity contract signed with BNP Exane.

Finally, the board approved the company's risk management report and proceeded with a self-evaluation of its workings and its organisation. This exercise resulted in some minor modifications which should further streamline the internal corporate governance processes.

The board is regularly informed by the Executive Committee on the group's activities and financial situation. Within that context, the board received several presentations on regional development plans that became part of the basis for the strategic plan that was approved by the board in June 2011. At each meeting, the Executive Committee briefs the board further on ongoing matters as well as on possible upcoming investment or divestment decisions. At each board meeting, the chairmen of the three committees set up by the board present a report on the latest developments discussed in these respective committees. In addition, a business report is distributed to the members of the board on a monthly basis.

The current members of the Board of Directors are:

## Mr René Steichen

Born November 27, 1942. Mr Steichen became a director on June 1, 1995. He was elected Chairman on April 15, 1996. Prior to that time, he was a member of the Luxembourg government (1984–1993) and member of the European Commission (1993–1995). He is currently an attorney at law in Luxembourg. He is also a member of the Board of Directors of SES ASTRA. Mr Steichen is Chairman of the Board of Luxconnect s.a. and Vice Chairman of Dexia-Banque Internationale à Luxembourg. Mr Steichen studied law and political science in Aix-en-Provence and Paris. He holds a doctorate in law and also earned the final degree in economics and finance from the Institut d'Etudes Politiques of Paris. Mr Steichen is the Chairman of the Board as well as of the company's Nomination and Remuneration Committees.

Mr Steichen is not an independent director because he represents an important shareholder.



**Mr François Tesch**

Born January 16, 1951. Mr Tesch became a director on April 15, 1999. He is Chief Executive Officer of Foyer S.A. and Luxempart S.A. He graduated in economics from the Faculté d'Aix-en-Provence and holds an MBA from INSEAD (Institut Européen d'Administration des Affaires). Mr Tesch is also Board member of Atenor Group S.A., Pescanova S.A. and Vice Chairman of the Board of SES and a member of its Nomination Committee.

Mr Tesch is not considered an independent director, because he has been a member of the Board of Directors for more than 12 years.

**Mr Jean-Paul Zens**

Born January 8, 1953. Mr Zens became a director on May 7, 2002, and was elected Vice Chairman on the same date. Mr Zens is also a member of the Board of Directors of SES ASTRA and Entreprise des Postes et Télécommunications, Luxembourg. He is currently Director of the Media and Communications department of the Ministry of State in Luxembourg. He holds a law degree as well as a degree in psychology and communications sciences from the University of Strasbourg. Mr Zens is a member of the Nomination Committee of SES.

Mr Zens is not an independent director because he represents an important shareholder.

**Mr Serge Allegrezza**

Born October 25, 1959. Mr Allegrezza became a director on February 11, 2010. He is currently the Director General of Statec, the Luxembourg Institute for Statistics and Economic Studies, a post he has held since April 2003. He was Conseiller de Gouvernement 1ère classe at the Ministry of the Economy, responsible for internal market policy and is the Chairman of the Observatory for Competitiveness. He is also the Chairman of the Board of LuxTrust S.A. and a Vice Chairman of the Conseil Economique et Social as well as of the Board of Directors of Entreprise des Postes et Télécommunications. Mr Allegrezza, a part-time lecturer at the IAE/University of Nancy 2, has a Master's in Economics and a PhD in Applied Economics.

Mr Allegrezza is not an independent director, because he represents an important shareholder.

**Mr Marc Beuls**

Born September 15, 1956. Mr Beuls is the former President and CEO of Millicom International Cellular S.A., a position he held from 1998 to 2009. Prior to joining Millicom in 1992 as Senior Vice President in charge of finance and treasury, Mr Beuls worked for Generale Bank in Belgium, specialising in project and trade financing in emerging markets. Mr Beuls graduated from the Limburg Business School, currently UHasselt, holding a degree in economics with a major in finance. Mr Beuls is a member of the Audit and Risk Committee of SES.

Mr Beuls is an independent director.

**Mr Marcus Bicknell**

Born February 28, 1948. Mr Bicknell was appointed to the Board of Directors of SES on May 6, 2005. Mr Bicknell is a director of New Media Foundry Ltd, a non-listed company in the United Kingdom, and is a Patron and Member of the Development Board of the Royal Academy of Dramatic Arts. From 1986 to 1990 he was Commercial Director of Société Européenne des Satellites. Mr Bicknell holds an MA Honours Degree in Physical Anthropology from Cambridge University. Mr Bicknell is a member of both the Remuneration and Nomination Committees.

Mr Bicknell is an independent director.

**Ms Bridget Cosgrave**

Born July 1, 1961. Ms Cosgrave became a director on April 3, 2008. She is President and Founder of EVERY EUROPEAN DIGITAL, a project to exploit broadband infrastructure opportunities, currently focused on Poland, Eastern Europe. From 2009 until 2011, Ms Cosgrave served as Director General of DIGITALEUROPE. Ms Cosgrave was with Belgacom S.A. from 2001 to 2007 as a member of the Executive Committee. Her roles there included Executive Vice President of the Enterprise division, Chairman of the International Carrier Services division, and Board Member of Belgacom Mobile (Proximus) and Telindus Group. Ms Cosgrave holds an MBA from London Business School and a BA (Hons) in Economics & History from Queen's University in Canada.

Ms Cosgrave is an independent director.

**Mr Hadelin de Liedekerke Beaufort**

Born April 29, 1955. Mr de Liedekerke Beaufort became a director on April 17, 2000. He is currently a director of Santander Telecommunications, a privately held company, as well as a director of other private companies with interests in various fields such as financial, communication and real estate developments. Mr de Liedekerke Beaufort graduated from the Ecole Hôtelière de Lausanne. Mr de Liedekerke Beaufort is a member of both the Remuneration and the Nomination Committees of SES.

Mr de Liedekerke Beaufort is an independent director.

**Mr Jacques Espinasse**

Born May 12, 1943. Mr Espinasse was appointed a director of SES by the annual general meeting of May 6, 2005. In May 2007, after five years of duty, he retired as a member of the Management Board and Chief Financial Officer of Vivendi. Mr Espinasse is the former Chief Operations Officer of TPS. He is a member of the Supervisory Boards of LBPAM, Axa Belgium, Axa Holdings Belgium, Axa Banque Europe and Hammerson Plc and holds a BBA and an MBA from the University of Michigan. Mr Espinasse is a member of the Audit and Risk Committee and of the Remuneration Committee.

Mr Espinasse is an independent director.

# Corporate governance

continued

## Mr Jean-Claude Finck

Born January 22, 1956. Mr Finck became a director on May 31, 2001. Mr Finck is Chief Executive Officer of Banque et Caisse d'Épargne de l'État, a member of the Boards of Directors of Bourse de Luxembourg, Luxair, Cargolux, insurance companies La Luxembourgeoise, La Luxembourgeoise Vie, and Paul Wurth. Mr Finck graduated with a degree in economics from the University of Aix/Marseille. Mr Finck is a member of the Audit and Risk Committee and of the Remuneration Committee of SES.

Mr Finck is not an independent director because he represents an important shareholder.

## Mr Gaston Reinesch

Born May 17, 1958. Mr Reinesch became a director on July 1, 1998. Mr Reinesch is invited Professor at the University of Luxembourg. He is Chairman of the Société Nationale de Crédit et d'Investissement, and of the Board of Directors of Entreprise des Postes et Télécommunications and of BGL BNP Paribas. He is also, among others, a member of the Board of Directors of Enovos and the European Investment Bank. Mr Reinesch is General Administrator of the Ministry of Finance, Luxembourg, and graduated with a Master of Science in economics from the London School of Economics. Mr Reinesch is a member of the Audit and Risk Committee of SES.

Mr Reinesch is not an independent director because he represents an important shareholder.

## Mr Victor Rod

Born April 26, 1950. Mr Rod became a director on November 23, 1995. He is President of Commissariat aux Assurances and Chairman of the Board of Directors of Banque et Caisse d'Épargne de l'État, Luxembourg. Mr Rod graduated with a degree in law from the University of Nancy.

Mr Rod is not an independent director because he represents an important shareholder.

## Mr Robert W. Ross

Born January 8, 1941. Mr Ross became a director of SES on June 28, 2007. He has had a long career in the field of media and telecommunications in which he has held senior executive and director positions. He retired as CEO of New Skies in January 2002 but continued to serve as adviser to the company until July 2004. Mr Ross graduated from Brown University and holds MA and JD degrees from Boston University in the United States.

Mr Ross is an independent director.

## Dr Karim Michel Sabbagh

Born September 26, 1963. Dr Sabbagh is a Senior Partner and Global Practice Leader for Communications Media & Technology at Booz & Company. He also served as the Regional Director for Operation and Strategy at Leo Burnett in the Middle East. Dr Sabbagh is a member of the Global Advisory Council for the Arab World at the World Economic Forum and chairman of the Ideation Center for the Middle East based think tank at Booz & Company. He holds a BBA with Distinction from the American University of Beirut, an MBA from the American University of Beirut and a PhD with Honors in strategic management from the Century New Mexico University. Dr Sabbagh is a member of the Audit and Risk Committee of SES.

Dr Sabbagh is an independent director.

## Dr Christian Schaack

Born March 21, 1958. Dr Schaack became a director on December 7, 2000. Mr Schaack spent 20 years in senior management positions at BGL BNP PARIBAS and its parent, in both Luxembourg and Brussels. He is now an independent management consultant and director. He is a member, among others of the Board of Directors of Internaxx Bank, a Luxembourg subsidiary of TD Bank and of Intesa San Paolo Holding International. Christian Schaack graduated from the Massachusetts Institute of Technology, in Cambridge, MA, with a PhD in Operations Research and from MIT's Sloan School of Management with a Master of Science in Management. He holds an Engineering degree from Ecole Polytechnique in Paris.

Mr Schaack is an independent director.

## Mr Terry Seddon

Born February 14, 1941. Mr Seddon joined the Board of Directors of SES in 2005. He has had a long international career in the field of telecommunications, in which he held several senior executive and director positions. He was Chairman of New Skies Satellites Ltd and was the founding CEO of AsiaSat. He has also held several non-executive directorships of U.K. manufacturing and operating companies. Mr Seddon graduated from Blackburn Polytechnic and Leeds University of the U.K. Mr Seddon is a member of the Remuneration Committee and the Nomination Committee of SES.

Mr Seddon is an independent director.

## Mr Marc Speeckaert

Born May 23, 1951. Mr Speeckaert joined the Board of Directors of SES in 2005. He is the Managing Director of Sofina S.A. and a Director of several non-listed corporations as well as of Rapala which is listed on the Helsinki Stock Exchange and of Mersen, listed on Euronext Paris. Mr Speeckaert graduated with a degree in Applied Economics and holds a Master's in Business and Administration from the Université Catholique de Louvain (UCL) in Belgium. He also participated in an Advanced Management Program from Wharton, University of Pennsylvania (USA). Mr Speeckaert is the Chairman of the Audit and Risk Committee.

Mr Speeckaert is an independent director.

### Mr Gerd Tenzer

Born August 4, 1943. Mr Tenzer became a director on March 11, 1999, and was Vice Chairman from May 2002 until April 2006. From January 1990 to November 2002, Mr Tenzer was a member of the Board of Management of Deutsche Telekom AG where he was responsible for networks, purchasing, environmental protection, wholesale services for carriers, broadband cable and broadcasting services. He was special adviser to the CEO of Deutsche Telekom AG from December 2002 until December 2004. He also sits on the Board of SES ASTRA. He is Chairman of the Advisory Board of Sutter Verzeichnisverlag GmbH&Co. KG in Essen and of the Advisory Board of Cryptsec GmbH in Cologne. He is member of the Board of Transmode Holding AB in Stockholm, of VascoDe Technologies Ltd. in Tel Aviv and of Combiphone GmbH in Cologne. Mr Tenzer graduated with a degree in Communications Engineering (Dipl. Ing.) from the Technical University in Aachen.

Mr Tenzer is not considered an independent director, because he has been a member of the Board of Directors for more than 12 years.

### Committees of the Board of Directors

#### The Chairman's Office

The Chairman and the two Vice Chairmen are members of the Chairman's Office. The Chairman's Office prepares the agenda for the board meetings, allowing the Vice Chairmen to co-ordinate the preparation of the board meetings with the directors of their share class.

Current members are:

Mr René Steichen  
Mr François Tesch  
Mr Jean-Paul Zens.

The Chairman's Office met six times during 2011 with a members' attendance rate of 100%.

#### The Remuneration Committee

In accordance with general corporate governance standards, the company's board established a Remuneration Committee which determines the remuneration of the members of the Executive Committee, and which advises on the overall remuneration policies applied throughout the company. It reports to the board at each meeting through its chairman. The Remuneration Committee is composed of six members, at least half of whom are independent board members in line with the SES internal regulations. After the annual general meeting, Mr Jean-Claude Finck replaced Mr Jean-Paul Zens as a member of the Remuneration Committee, which is now composed of the following six non-executive directors:

Mr René Steichen  
Mr Marcus Bicknell (independent)  
Mr Jacques Espinasse (independent)  
Mr Jean-Claude Finck  
Mr Hadelin de Liedekerke Beaufort (independent)  
Mr Terry Seddon (independent).

The Remuneration Committee was chaired in 2011 by the Chairman of the Board.

The Remuneration Committee held four meetings with an attendance rate of 100%. Matters addressed related to the determination of the 2011 stock option grant and the 2010 bonus for members of the Executive Committee. The Remuneration Committee further determined the number of performance shares allocated to the members of the Executive Committee for their performance in 2010 and it adopted the 2011 business objectives which are used as one element in the determination of their bonus for 2011.

The Remuneration Committee reviewed the new uniform sales compensation plan for the sales force in the infrastructure business. The Remuneration Committee also oversees the implementation of the decision under which the members of the Executive Committee must within five years hold the equivalent of an annual salary's worth of registered shares in the company (with the President and CEO of SES having to hold shares worth two years of his salary).

#### The Audit and Risk Committee

As part of its overall corporate governance, the board established an Audit and Risk Committee, which assists the board in carrying out its oversight responsibilities in relation to corporate policies, risk management, internal control, internal and external audit and financial and regulatory reporting practices. The committee has an oversight function and provides a link between the internal and external auditors and the board. The Audit Committee is composed of six members, four of whom are independent board members.

The current members of the Audit and Risk Committee are:

Mr Marc Speeckaert, Chairman of the Audit and Risk Committee (independent)  
Mr Marc Beuls (independent)  
Mr Jacques Espinasse (independent)  
Mr Jean-Claude Finck  
Mr Gaston Reinesch  
Mr Karim Sabbagh (independent).

The Audit and Risk Committee held four meetings with a members' attendance rate of more than 94%.

The meetings were dedicated in particular to the review of the 2010 financial results before their submission to the board and their subsequent approval by the shareholders at the statutory annual general meeting, and to the results of the first half of 2011. Members of the board also had the opportunity to channel any comments they had on the company's quarterly results through the Chairman of the Audit and Risk Committee prior to the publication of these results.

The Audit and Risk Committee reviewed the company's statement on internal control systems prior to its inclusion in the annual report, and endorsed the proposal to reappoint Ernst & Young for another year.

It approved the Internal Audit plan, and received bi-annual updates on the Internal Audit activities and on the follow-up of the major recommendations. It also reviewed the Ernst & Young Management letter.

# Corporate governance

continued

The Audit and Risk Committee also continued to encourage management in its efforts to eliminate as many as possible non-operating legal entities. The Audit and Risk Committee had a discussion on best practice with regard to the rotation of the external auditor and discussed the internal audit function at SES Government Solutions, a 100% affiliate managed with the help of a proxy board.

The Audit and Risk Committee, in line with its new functions on risk management, received bi-annual updates on risk management from the SES risk management committee. A more thorough discussion was held on IT security.

In the context of the current economic crisis, the Committee discussed the Treasury roadmap and the counterparty, market and political risks faced by SES.

## The Nomination Committee

In line with best practice in corporate governance, the board established a Nomination Committee whose role is to identify and nominate suitable candidates for the Board of Directors, for election by the annual general meeting of shareholders. Such proposals are based on submissions from shareholders for a number of candidates at least equal to the number of posts to be filled for each class of shareholders. The Nomination Committee also proposes candidates for Executive Committee membership for election by the board.

The Nomination Committee is composed of six members, at least half of whom are independent board members in line with the SES internal regulations:

Mr René Steichen  
Mr Marcus Bicknell (independent)  
Mr Hadelin de Liedekerke Beaufort (independent)  
Mr Terry Seddon (independent)  
Mr François Tesch  
Mr Jean-Paul Zens.

The Nomination Committee was chaired in 2011 by the Chairman of the Board. The Nomination Committee met four times with an attendance rate of 100%. The main topics discussed related to the Management Succession Plan 2011 as well as to the preparation of the board renewal. It also proposed the appointment of Gerson Souto as member of the Executive Committee to the board.

## The Executive Committee

### Mission

The Executive Committee is in charge of the daily management of the group. It functions as a collegial body. The Executive Committee is mandated to prepare and plan the overall policies and strategies of the company for approval by the board. It may approve intra-group transactions, irrespective of the amount, provided that they are consistent with the consolidated annual budget of the company as well as specific transactions with third parties for an amount up to EUR 10 million per project. It informs the board at its next meeting on each such transaction, it being understood that the aggregate amount for such projects can at no time be higher than EUR 30 million.

The Executive Committee may approve any external credit facilities or external guarantees, pledges, mortgages and any other encumbrances of the company, or any wholly-owned affiliate, for as long as the company will not lose its investment grade rating as a result of such facility or guarantee. It may approve increases of up to 5% in the capital expenditure budget for a satellite procurement already approved by the board, it being understood that the Internal Rate of Return will need to comply with certain specific thresholds defined by the board. The Executive Committee shall inform the board at its next meeting of each such increase.

The Executive Committee submits to the board those measures which it deems necessary to be taken in order to meet the purposes of the company. Prior to the beginning of each fiscal year, the Executive Committee submits to the board a consolidated budget for approval.

The Executive Committee is in charge of implementing all decisions taken by the board and by the committees specially mandated by the Board. The Executive Committee may, in the interests of the company, sub-delegate part of its powers and duties to its members acting individually or jointly.

The Chairman of the Executive Committee organises the work of the Executive Committee and co-ordinates the activities of its members, who report directly to him. In order to facilitate the implementation by the board of its overall duty to supervise the affairs of the company, the Chairman of the Executive Committee informs the Chairman of the Board on a regular basis of the company's activities. The latter receives the agenda and the minutes of all meetings of the Executive Committee in due time. During 2011, the Executive Committee met 42 times with an attendance rate of more than 94%. Mr Pierre Margue, Vice President Legal and Corporate Affairs, the secretary of the Board of Directors, also acted as secretary to the Executive Committee.

### Composition

The following persons are members of the Executive Committee:

the President and CEO who assumes the chairmanship of the Executive Committee  
the Chief Financial Officer  
the Chief Commercial Officer  
the Chief Development Officer and  
the Chief Technology Officer.

Members of the Executive Committee are nominated by the Board of Directors upon a proposal from the Nomination Committee. During 2011 Gerson Souto replaced Robert Bednarek as a member of the Executive Committee.

On December 31, 2011, the members of the Executive Committee were:

**Mr Romain Bausch**

Born July 3, 1953, and appointed President and Chief Executive Officer in July 2001. Mr Bausch became the Director General and the Chairman of the Management Committee of SES in 1995, following a career in the Luxembourg civil service (Ministry of Finance). Mr Bausch occupied key positions in the banking, media and telecommunications sectors and spent a five-year term as a Director and Vice Chairman of SES. Mr Bausch is also Vice Chairman of Fedil – Business Federation Luxembourg and a member of the Boards of Directors of BIP Investment Partners, Aperam and Compagnie Financière La Luxembourgeoise. He graduated with a degree in economics (specialisation in business administration) from the University of Nancy. He holds an honorary doctorate from the Sacred Heart University in Luxembourg. Mr Bausch is also Chairman of the Board of Directors of SES ASTRA, Vice Chairman of the Board of Directors of O3b Networks and member of the Board of Solaris Mobile Ltd.

**Mr Andrew Browne**

Born June 4, 1955, Mr Browne became Chief Financial Officer of SES effective April 1, 2010. Mr Browne previously held CFO and board positions at a number of global companies and organisations, specialising in the telecommunications and high-technology sectors. Mr Browne was the CFO of Intelsat from 1995 to 1999, and subsequently at New Skies Satellites following the company's spin-off from Intelsat in which Mr Browne played a significant role. Mr Browne was CFO at SES NEW SKIES until 2008. He also served as acting CEO for the completion of the integration process into the SES group. Since then, Mr Browne has held a number of board and advisory positions with a number of companies, most recently as Chairman of TomTom, the Dutch satellite navigation company. Mr Browne's earlier career has included senior financial positions at Advanced Micro Devices (AMD) in California and the Development Bank of Ireland. He holds an MBA, International Business and Finance, from Trinity College, Dublin, and is a member of the Institute of Certified Public Accountants of Ireland (CPA). Mr Browne is a member of the Board of SES ASTRA, of O3b Networks and of YahLive.

**Mr Martin Halliwell**

Born April 20, 1959, and appointed Chief Technology Officer on May 1, 2011. Mr Halliwell was President of SES ENGINEERING from January 1, 2008 to April 2011. Prior to this assignment, Martin Halliwell held the position of SVP and Chief Technology Officer at SES ASTRA where he was responsible for all engineering and operational activities. In the course of his career at SES ASTRA, Mr Halliwell held a number of positions, including General Manager, Global Multimedia Networks, Technical Director of SES Multimedia and Deputy to the Technical Director of SES ASTRA. Prior to joining SES, Martin Halliwell worked for Cable & Wireless and for Mercury Communications.

Mr Halliwell holds a BA in Mathematics and Mechanical Engineering and an MBA specialising in external environment and strategic management from the Open University. Mr Halliwell is a member of the Board of SES ASTRA and of O3b Networks.

**Mr Ferdinand Kayser**

Born July 4, 1958, and appointed Chief Commercial Officer of SES on May 1, 2011. Mr Kayser was previously President and Chief Executive Officer of SES ASTRA as of January 2002. Mr Kayser came to SES from Premiere World, the digital pay-TV bouquet of Germany's Kirch Group, where he was Managing Director between 1997 and 2001. Prior to joining the Kirch Group, Mr Kayser held a number of executive positions at CLT, Europe's largest commercial broadcaster, including Senior Vice President in charge of German TV and radio activities (1989–1992), Managing Director in charge of the launch of RTL2 (1993) and Executive Vice President and member of the Management Board responsible for all TV activities of CLT (1993–1996). Mr Kayser holds a Master of Economics from the University of Paris 1, Panthéon-Sorbonne, and has concluded specialised university studies in Media Law and Management of Electronic Media. Mr Kayser is a member of the boards of SES ASTRA, ODM and YahLive.

**Mr Gerson Souto**

Born June 14, 1964, and appointed Chief Development Officer of SES on May 1, 2011. Mr Souto joined SES in 1998 for a career in the Business Development function and held various executive positions within SES. Since 2009, Mr Souto was a member of the executive management of SES' WORLD SKIES division with responsibility for commercial services; prior to that and since 2007, he held similar responsibilities at SES' NEW SKIES division. Prior to joining SES, Mr Souto worked for Intelsat and at Embratel. Mr Souto holds an MBA from George Washington University in Washington, D.C., an MA in Telecommunication Systems from the Pontifical Catholic University in Brazil, and a bachelor's degree in Telecommunication Engineering from the Federal Fluminense University in Brazil. Mr Souto is a member of the boards of SES ASTRA, of O3b Networks and of Solaris Mobile Ltd.

**Remuneration**

**Remuneration of the members of the Board of Directors**  
The annual general meeting of shareholders determines the remuneration of the members of the Board of Directors for attending board and committee meetings. In 2011, the shareholders unanimously decided to maintain the fees paid to the directors at the previous year's level. Directors receive a fixed fee of EUR 40,000 per year, whereas the Vice Chairmen and the Chairman of the Audit and Risk Committee receive an annual fixed fee of EUR 48,000 and the Chairman receives EUR 100,000 per year.

The shareholders also maintained the fees per meeting at EUR 1,600 for each meeting of the board or a committee of the board attended. Half of that fee will be paid if the director participates via telephone or videoconference in the meeting.

# Corporate governance

continued

All these fees are net of any Luxembourgish withholding taxes. The total net remuneration fees paid for the year 2011 to the members of the Board of Directors (net of the Luxembourgish withholding tax) amounted to EUR 1,079,200 of which EUR 295,200 were paid as variable fees, with the remaining EUR 784,000 representing the fixed part of the board fees. The gross overall figure for the year 2011 was EUR 1,349,000.

## Company stock owned by members of the Board of Directors

On December 31, 2011, the members of the Board of Directors owned a combined total of 641,205 shares and FDRs (representing 0.13% of the company's share capital).

## Remuneration of the members of the Executive Committee

The remuneration of the members of the Executive Committee is determined by the Remuneration Committee. It is composed of a fixed and a variable part. The total gross remuneration paid to the members of the Executive Committee relative to the year 2011 amounted to EUR 7,709,085.79 of which EUR 2,977,389.66 represented the fixed part and EUR 4,731,696.13 the variable part. The direct remuneration paid to the members of the Executive Committee amounted to EUR 4,211,424.20 whereas the indirect remuneration was EUR 3,497,661.59. The indirect remuneration also contains the benefits derived by the members of the Executive Committee from the company's executive stock option plan and the long-term incentive plan, as adopted by the Board of Directors. During 2011, the members of the Executive Committee were awarded a combined total of 263,136 options to acquire company FDRs at an exercise price of EUR 17.84, the price being based on the average of the closing price on Euronext Paris of the first 15 trading days following the Remuneration Committee meeting at which the options were authorised. A quarter of those options vested on January 1, 2012, the remaining quarters vesting on January 1, 2013, 2014 and 2015, respectively. In 2011, members of the Executive Committee were granted 80,833 restricted shares as part of the company's long-term incentive plan as well as 33,704 performance shares. These shares will vest on June 1, 2014.

During 2011, Messrs Romain Bausch and Ferdinand Kayser exercised some of their stock options, whereas Messrs Romain Bausch, Martin Halliwell, Ferdinand Kayser and Gerson Souto sold some or all of the restricted shares which vested on June 1. SES publishes the details of all transactions made by its Board members and by the members of its Executive Committee on its website: <http://www.ses.com/management-disclosures>.

## Company stock owned by members of the Executive Committee

On December 31, 2011, the five members of the Executive Committee then in place owned a combined total of 183,565 shares and FDRs, 322,214 unvested restricted shares and 1,190,389 options. Transactions made by members of the Executive Committee are published on the company's website under Management Disclosures.

## External auditor

In accordance with the Luxembourg law on commercial companies, the company's annual and consolidated accounts are certified by an external auditor appointed by the annual general meeting of shareholders. On April 7, 2011, the shareholders retained Ernst & Young for another year and approved its remuneration, with a majority of 99.3861%. The mandate of Ernst & Young will expire at the annual general meeting on April 5, 2012.

## Business risks and their mitigation

This section contains a summary of the main risks that SES may face during the normal course of its business. However:

- this section does not purport to contain an exhaustive list of the risks faced by SES. SES may be significantly affected by risks that it has not identified or considered not to be material;
- some risks faced by SES, whether they are mentioned in this section or not, may arise from external factors beyond SES' control;
- where mitigations are mentioned in this section, there is no guarantee that such mitigations will be effective (in whole or in part) to remove or reduce the effect of the risk.

## Risks relating to procurement

### *Risk of launch delays and/or launch failures*

SES is planning to launch seven satellites between 2012 and 2013. The launch of any of these satellites carries a risk of delay for a variety of reasons including the late availability of the satellite for shipment to the launch site, the late availability of the launch service or last-minute technical problems arising on the satellite or launcher.

A launch delay or failure could have a material negative effect on revenue and also potentially cause the loss of frequency rights at certain orbital positions. Satellite launch and in-orbit insurance policies do not compensate for lost revenues due to the loss of customers or for consequential losses resulting from any launch delay or failure.

SES attempts to mitigate the risk of a launch delay interrupting existing services by leaving large time margins in procurement schedules for replacement satellites and using multi-launch agreements with launch service providers, ILS and Arianespace, which allows SES to switch satellites to a backup launch vehicle in case of late availability of the primary launcher.

There is always an inherent risk of launch failure in the form of a reduced satellite lifetime (in case of incorrect orbit injection), reduced functionality of the satellite or the total loss of a mission.

SES attempts to mitigate the risk of launch failure in several ways including by detailed technical risk management of each satellite and launch vehicle programme, asset insurance for each launch and a staggered fleet deployment scheme (allowing assets to be repurposed in the case of single satellite failure so as to ensure a minimum impact on customers and revenues).

#### ***Risk of dependency on launch service providers***

SES is largely dependent on Arianespace and ILS to launch its satellites into space. SES may incur significant delays in launching new satellites in the event of a prolonged unavailability of one of those two systems. This risk is partly mitigated by SES' multi-launch agreements with both providers; however, the prolonged unavailability of either the Ariane or Proton launchers would cause a global shortage in launch service capacity.

SES attempts to mitigate this risk by fostering the development of alternative launch capacity such as the new Falcon-9 launch vehicle built by SpaceX.

#### ***Risk of dependency on satellite manufacturers and secondary suppliers***

SES is dependent on six major satellite manufacturers for the construction of its satellites.

Dependency on a small number of satellite manufacturers may reduce SES' negotiating power and access to advanced technologies (which may only be available to certain suppliers). It may also result in a higher concentration of risk – SES may incur significant delays in procuring new satellites in the event of prolonged problems at one of these satellite manufacturers. Further, the difficulties caused by any technical problems with the design of a particular model of satellite may be multiplied if several satellites of that design are purchased.

In addition, there are a limited number of second tier suppliers of certain key components for communication satellites. SES may incur significant delays in launching new satellites in the event of prolonged problems at one of these secondary suppliers.

SES attempts to mitigate this risk by a constant monitoring of its supplier base, maintaining multiple procurement sources and developing relationships with new suppliers to the extent possible.

#### ***Risks relating to satellites***

##### ***Risk of in-orbit failure***

One or more of SES' satellites may suffer in-orbit failures ranging from a partial impairment of their commercial capabilities to a total loss of the asset. In the event of such a failure, SES may not be able to continue to provide service to its customers from the same orbital slot or at all.

SES attempts to mitigate the risk of in-orbit failure by careful vendor selection and high quality in-orbit operations. The impacts of such failures on customer service and related revenues are mitigated by an in-orbit backup strategy where customers on an impaired satellite can be transferred to another satellite in the fleet. However, there is no guarantee that these mitigations will be entirely effective, especially in the event of the failure of several satellites.

In-orbit insurance constitutes an additional financial mitigation against the risk of impairments, subject to the limitations of such insurance.

#### ***Risks relating to insurance***

##### ***Insurance coverage risk***

SES' satellites may be subject to damage or loss from events that might not be covered by insurance policies. SES maintains launch and initial in-orbit insurance, in-orbit insurance and third party liability insurance for its satellites. The insurance policies generally contain exclusions from losses resulting from:

- military or similar action;
- any anti-satellite device;
- electromagnetic and radio interference (except for physical damage to a satellite directly resulting from this interference);
- confiscation by any governmental body;
- insurrection and similar acts or governmental action to prevent such acts;
- nuclear reaction or radiation contamination;
- wilful or intentional acts causing the loss or failure of satellites; and
- terrorism.

The insurance policies do not provide compensation for business interruption, loss of market share, reputational damage, loss of revenue, incidental and consequential damages and similar losses that might arise from the failure of a satellite launch, incorrect orbital placement or the failure of a satellite to perform according to specifications. In addition, SES' in-orbit insurance only covers losses in excess of the risk retention level selected by SES.

The insurance policies may in the future increasingly exclude from coverage failures arising from pre-existing defects, such as defects in solar array and battery anomalies of some existing satellites. In addition, SES will not be fully reimbursed if the cost of a replacement satellite exceeds the sum insured. As a consequence, the loss, damage or destruction of any satellites as a result of any of these events could result in material increases in costs or reductions in expected revenues, or both.

SES has reviewed its approach to in-orbit insurance of its satellites and, in recognition of the excellent procurement and operating record, has adopted a policy of limited self-insurance. Premiums are paid to a wholly-owned subsidiary, thus reducing the amount of insurance premiums paid to external insurance companies.

If any event occurs that is covered by the in-orbit insurance, the payment of the sum insured could result in material increases in costs.

##### ***Insurance availability risk***

Satellite insurance is a cyclical market dominated by the law of supply and demand. The amount of capacity currently available in the market is adequate to cover SES satellite programmes. However, events outside SES' control – including large losses and shifts of insurance capacity from space to other lines of business – could change this situation. This could result in increases in the amount of insurance premiums paid by SES to cover its risks and affect its ability to obtain the desired level of coverage.

# Corporate governance

continued

SES' self-insurance programme improves its flexibility to accommodate variations in market conditions.

## **Risks relating to customers**

### ***Risk of key customer loss***

SES depends on a number of key customers whose loss (or non-renewal) would reduce SES' revenues. SES' five largest customers, represented approximately 20 per cent of SES' total revenues in 2011.

If key customers reduce their reliance on SES by developing or increasing relationships with other satellite operators (or moving to other telecommunications solutions) and such key customers cannot be replaced, SES' revenues may be impacted negatively.

Many of SES' main existing satellite capacity agreements for direct to home in Europe have contract durations typically of ten years, with some contracts for longer periods. If SES is unsuccessful in obtaining the renewal of its satellite capacity agreements when they come up for renewal on commercial terms similar to those currently reflected in its agreements, revenues could be adversely affected for some time.

SES' customer base is subject to constant change. Bankruptcy of key customers or customer consolidation resulting from mergers and acquisitions can reduce demand for SES' satellites capacity affecting SES' revenues.

### ***Risks inherent in international business***

SES conducts business around the world. It is exposed to such issues as financial, regulatory, geopolitical, tax and trade risks in many jurisdictions. Political and financial stability in some jurisdictions may impact SES' business in that country. It may be difficult in practice for SES to enforce its legal rights in some jurisdictions.

The inherent instability of doing business in certain jurisdictions may have a negative impact on SES' revenues.

### ***Risks inherent in doing business with the U.S. government***

The proxy structure of the SES Government Solutions entity, in line with common practice for businesses serving certain segments of the U.S. government, imposes various restrictions on SES' Board of Directors and executive management in directly supervising the maintenance of an internal control system and imposing an internal audit structure. However, these restrictions are mitigated through having an agreement on a required risk management and internal control framework.

## **Risks relating to the satellite communications market**

### ***Competition risk***

The telecommunications market is fiercely competitive and SES faces competition from satellite, terrestrial and wireless networks.

SES faces competition from international, national and regional satellite operators. Some national operators receive tax and regulatory advantages in their country which are not available to SES.

In addition, SES competes with operators of terrestrial and wireless networks. Any increase in the technical effectiveness or geographic spread of these terrestrial and wireless networks could result in a reduction in demand for SES' satellites. Some terrestrial and wireless operators may receive state aid and subsidies not available to SES.

Competition in the telecommunications market could result in a demand reduction for SES' satellite capacity and have a significant negative impact on SES' results.

### ***Technology risk***

The satellite telecommunications industry is vulnerable to technological change. SES' satellites could become obsolete due to unforeseen advances in telecommunications technology leading to a reduction in demand for its services and a negative impact on revenues.

The use of new technology to improve signal compression rate could lead to a reduction in demand for SES' satellites, which if not offset by an increase in demand, could lead to a negative impact on the results.

## **Risks relating to SES' strategic development**

### ***Emerging market risk***

SES' development strategy involves targeting new geographical areas and emerging markets and potentially to develop joint ventures or partnerships with local telecommunications, media and financial businesses in order to improve market access for its services.

SES may be exposed to the inherent instability of doing business in those regions. Such inherent instability could have an adverse impact on SES' revenue.

In some emerging markets, customers may be less financially secure and run a higher risk of insolvency than in more developed markets. The failure of a customer could have an adverse impact on SES' revenue.

### ***Investment risk***

SES has earmarked certain funds for investment, which includes the replacement of existing satellites (often with increased capacity) and the launching of new satellites. The successful marketing and sale of this new capacity is dependent on the underlying demand for satellite capacity in the targeted regional markets. If that demand does not materialise as planned, SES' financial forecasts may not be met.

SES also invests in new and innovative projects such as O3b Networks, which often feature new technology or uncertain market demand. If the technology is not successful or demand does not materialise as planned, the value of SES' investment may be reduced.



## Risks related to Regulatory and Corporate

### *Legal risk*

SES cannot always predict the impact of laws and regulations on its operations. The operation of the business is and will continue to be subject to the laws and regulations of the governmental authorities of the countries where SES operates or uses radio spectrum, offers satellite services or capacity, as well as to the frequency co-ordination process of the International Telecommunication Union (ITU). Regulation and legislation is extensive and outside SES' direct control. New or modified rules, regulations, legislation or decisions by a relevant governmental entity or the ITU could materially and adversely affect operations.

### *Spectrum access risk*

SES needs access to orbital slots and associated frequencies to permit it to maintain or grow its satellite system.

The ITU establishes radio regulations and is responsible for the allocation of frequency spectrum for particular uses and the allocation of orbital locations and associated frequency spectrum. SES can only access spectrum through ITU filings made by national administrations.

Orbital slots and associated frequencies are a limited resource. The ITU may reallocate spectrum from satellite to terrestrial uses. In addition, national administrations are increasingly charging for access to spectrum by the use of fees and auctions.

Any reallocation of spectrum from satellite to terrestrial uses or charging by national administrations may have a significant adverse effect on SES' current results and future prospects.

### *Spectrum co-ordination risk*

SES is required to co-ordinate the operation of its satellites with other satellites operators through the ITU so as to prevent interference between satellites.

SES may also be required to co-ordinate any replacement satellite that has performance characteristics which differ from those of the satellite it replaces. As a result of such co-ordination, SES may be required to modify the proposed coverage areas of its satellites, or satellite design or transmission plans in order to eliminate or minimise interference with other satellites or ground-based facilities. Those modifications may mean that use of a particular orbital position is significantly restricted, possibly to the extent that it may not be economical to place a new satellite in that location. In addition, interference concerns of a country may affect the ability of SES' satellite network to generate revenues due to the operational restrictions that the country may impose.

### *Spectrum bringing into use risk*

If SES does not occupy unused orbital locations by specified deadlines, or does not maintain satellites in the orbital locations it currently uses, or does not operate in all the frequency bands for which a licence has been received, those orbital locations or frequency bands may become available for other satellite operators to use.

SES has access to a large portfolio of orbital locations that have been filed at the ITU through various administrations. For each filing, the ITU and the national regulators impose various conditions that have to be met in order to secure the spectrum. Operational issues like satellite launch failure, launch delay or in-orbit failure might compromise the access to the spectrum at specific orbital locations. SES is committed to the highest quality in satellite procurement and launch, which helps to reduce this risk. In addition, SES' large fleet permits the relocation of in-orbit satellites in order to meet the regulatory conditions in most of the cases.

### *Regulatory risk*

SES may need to obtain and maintain approvals from authorities or other entities to operate or offer satellite capacity. For example, SES must obtain authorisation or landing rights in certain countries for satellites to be able to transmit signals to or receive signals from these countries. The failure to obtain landing rights or the authorisations necessary to operate satellites internationally to provide services could lead to loss of revenues.

Customers are responsible for obtaining regulatory approval for their operations. As a result, there may be governmental regulations of which SES is not aware or which may adversely affect the operations of customers. SES could lose revenues if customers' current regulatory approvals do not remain sufficient in the view of the relevant regulatory authorities, or if additional necessary approvals are not granted on a timely basis, or at all, in all jurisdictions in which customers wish to operate or provide services or if applicable restrictions in those jurisdictions become unduly burdensome.

### *Export control*

U.S. companies and companies located in the United States must comply with U.S. export control laws in connection with any information, products or materials that they provide to foreign companies relating to communications satellites, associated equipment and data. SES' U.S. operations may not be able to maintain normal international business activities and SES' non-U.S. operations may not be able to source satellites, satellite-related hardware, technology and services in the United States if:

- export licences are not obtained in a timely fashion;
- export licences do not permit transfer of all items requested;
- launches are not permitted in the locations that SES prefers; or
- the requisite licence, when approved, contains conditions or restrictions that pose significant commercial or technical problems.

Such occurrences could impede construction and delay the launch of any future satellites, adversely impacting current and/or future revenues.

# Corporate governance

continued

## **External threat risk**

SES is vulnerable to the risk of terrorist acts, sabotage, piracy, attack by anti-satellite devices and jamming. Such external threats may lead to a temporary or permanent interruption in service and/or the loss of customers. Any such act could have a potentially significant adverse effect on SES' results.

## **Cyber risk**

SES' operations may be subject to hacking, malware and other forms of cyber-attack. SES has put in place protections against these forms of cyber-attack and is continually updating its defences. However, the environment for cyber-attack is increasingly hostile and there remains a risk to SES.

## **Risk of loss of key employees**

SES has a number of key employees with highly specialised skills and extensive experience in their fields. If one of these employees were to leave, SES may have difficulty replacing him or her. SES attempts to mitigate the risk of losing key employees by operating retention programmes, succession planning and development plans.

If SES is unable to retain key employees or attract new highly-qualified employees, it could have a negative impact on SES' business, financial situation and results.

## **Unforeseen high impact risk**

SES' operations may be subject to unforeseen events which are both improbable and have a high impact. Due to the unforeseen nature of the event, it is difficult to manage the impact of such events or predict the nature or extent of the damage. Such unforeseen events may have a significant negative impact on SES' business, financial situation and results.

## **Risks relating to finance**

### **Cash flow risk**

SES operates a strong business model but if, for any reason, SES is not successful in implementing its business model, cash flow and capital resources may not be sufficient to repay indebtedness. If SES is unable to meet debt service obligations or comply with covenants, a default under debt agreements would occur. To avoid a possible default or upon a default, SES could be forced to reduce or delay the completion or expansion of the satellite fleet, sell assets, obtain additional equity capital or refinance or restructure its debt.

### **Debt rating risk**

A change in SES' debt rating could affect the cost and terms of its debt as well as its ability to raise finance. SES' policy is to attain, and retain, a stable BBB rating with Standard & Poor's and Fitch, and a Baa2 rating with Moody's. If SES' credit rating was downgraded, it may affect SES' ability to obtain financing and the terms associated with that financing. SES cannot guarantee that it will be able to maintain its credit ratings.

## **Tax risk**

SES' financial results may be materially adversely affected by unforeseen additional tax assessments or other tax liabilities.

SES does business in many different countries and is potentially subject to tax liabilities in multiple tax jurisdictions. It has tax liabilities on its business operations in multiple jurisdictions. SES makes provisions in its accounts for current and deferred tax liabilities and tax assets based on a continuous assessment of tax laws relating to it.

However, SES cannot be certain of a tax authority's application and interpretation of the tax law. SES may be subjected by tax authorities to unforeseen material tax claims including late payment interest and/or penalties. These unforeseen tax claims may arise through a large number of reasons including identification of a taxable presence of a non-indigenous group company in a taxing jurisdiction, transfer pricing adjustments, application of indirect taxes on certain business transactions after the event and disallowance of the benefits of a tax treaty. In addition, SES may be subject to tax law changes in a taxing jurisdiction leading to retroactive tax claims.

SES has implemented a tax risks mitigation charter based (amongst others) on a framework of tax opinions for the financially material tax positions taken by SES, transfer pricing documentation for the important inter-company transactions of SES, a transfer pricing policy and procedures for accurate tax compliance in all taxing jurisdictions.

## **Liquidity risk**

SES requires liquidity to maintain its operations and meet its obligations. Any liquidity problems may have a significant impact on SES' operations and lead to the breach of contractual obligations. SES' objective is to efficiently use cash generated so as to maintain short-term debt and bank loans at a low level. In case of liquidity needs, SES can call on uncommitted loans and a committed syndicated loan. In addition, if deemed appropriate based on prevailing market conditions, SES can access additional funds through a European Medium-Term Note or commercial paper programme. SES' debt maturity profile is tailored to allow the company to cover repayment obligations as they fall due.

SES operates a centralised treasury function which manages the liquidity of SES in order to optimise the funding costs. This is supported by a daily cash pooling mechanism.

Further details are provided in Note 21 to the consolidated financial statements.

### **Foreign currency risk**

SES' reported financial performance can be impacted by movements in the U.S. dollar/euro exchange rate as SES has significant operations whose functional currency is the U.S. dollar and liabilities denominated in U.S. dollar.

To mitigate this exposure, SES enters into forward foreign exchange or similar derivatives contracts to hedge the exposure on financial debt or on the net assets.

Further details are provided in Note 21 to the consolidated financial statements.

### **Interest rate risk**

SES' exposure to risk of changes in market interest rates relates primarily to SES' floating rate borrowings. SES carefully monitors and adjusts the mix between fixed and floating rate debt from time to time following market conditions. Interest rate swaps are used to manage the interest rate risk. The terms of the hedge derivatives are negotiated to match the terms of the hedged item to maximise hedge effectiveness.

Further details are provided in Note 21 to the consolidated financial statements.

### **Counterparty risk**

SES exposure relates to the potential default of a counterparty holding financial assets (cash and cash equivalents, held for trading financial assets, loans receivable and derivative instruments) with the maximum exposure being equal to the carrying amount of these instruments.

The counterparty risk from a cash management perspective is reduced by the implementation of several cash pools, accounts and related paying platforms with different counterparties.

To mitigate the counterparty risk, SES only deals with recognised financial institutions with an appropriate credit rating – generally 'A' and above. All counterparties are financial institutions which are regulated and controlled by the national financial supervisory authorities of the applicable countries. The counterparty risk portfolio is analysed on a quarterly basis. Moreover, to reduce this counterparty risk the portfolio is diversified as regards the main counterparties ensuring a well-balanced relationship for all categories of products (derivatives as well as deposits).

Further details are provided in Note 21 to the consolidated financial statements.

### **Internal control procedures**

#### **Objective**

The Board of Directors has overall responsibility for ensuring that SES maintains a sound system of internal controls, including financial, operational and compliance controls. Such a system is an integral part of the corporate governance strategy of the company.

Internal control procedures help to ensure the proper management of risks and provide reasonable assurance that the business objectives of the company can be achieved.

The internal control procedures are defined and implemented by the company to ensure:

- the compliance of actions and decisions with applicable laws, regulations, standards, internal rules and contracts;
- the efficiency and effectiveness of operations and the optimal use of the company's resources;
- the correct implementation of the company's internal processes, notably those to ensure the safeguarding of assets;
- the integrity and reliability of financial and operational information, both for internal and external use;
- that management's instructions and directions are properly applied; and
- that material risks are properly identified, assessed, mitigated and reported.

Like all control systems, internal controls cannot provide an absolute guarantee that risks of misstatement, losses or human error have been totally mitigated or eliminated.

#### **Control environment**

SES has adopted a robust internal control framework based on a set of guidelines prepared by COSO (Committee of Sponsoring Organisations of the Treadway Commission). This framework provides reasonable assurance that the internal control objectives are being achieved; it is also consistent with the reference framework proposed by the French securities regulator, the 'Autorité des Marchés Financiers' (AMF).

The control environment is an essential element of the company's internal control framework as it sets the tone for the organisation. This is the foundation of the other components of internal control, providing discipline and structure.

The Board of Directors has delegated the design, implementation and maintenance of a rigorous and effective system of internal controls to the Executive Committee of SES, which in turn works closely with the other levels of management in establishing control policies and procedures.

In the context of SES' organisational realignment in 2011, management undertook several initiatives to increase the internal efficiency and effectiveness of its operations. The descriptions of the main SES functions and processes have been reviewed and electronically documented using a Business Process Management software with the support of the Operational Excellence Team. This has been supplemented by a review of all policies and procedures. The aim is to design and implement a common set of policies and procedures that best support the organisation and can be used company-wide.

As a result, SES applies only one level of internal control policies and procedures which are formalised by the management of a department or cross-functional teams to apply to the employees, officers and directors of the company, its subsidiaries and other controlled affiliates as the general framework for their own business process design.

# Corporate governance

continued

These policies and procedures also take into account specificities of each legal entity and are adapted where necessary to their activity, size and organisation, legal and regulatory environment.

A 'Code of Conduct and Ethics' has been established to reinforce the corporate governance principles and control environment. This code is applicable to all employees, officers and directors of the company, its subsidiaries or other controlled affiliates.

The policies outlined in this code are designed to ensure that all employees, officers and directors act at all times in accordance with the applicable laws, regulations and norms of conduct, and with the highest standards of integrity. The code was submitted to the Audit and Risk Committee and has been approved by the Board of Directors.

Employees and officers in all entities of the company have been informed of the content of the Code of Conduct and its applicable principles. For new hires, training on the code is integrated in the induction training. An SES Compliance Committee composed of designated Compliance Officers in each main company location, is tasked with raising the staff's awareness of the code and to ensure a consistent roll-out and training programme for the code.

Another key component of the control environment is the co-ordination of risk management with internal control. Risk management and internal control systems complement each other in controlling the company's activities.

## Risk management

In 2010, SES adopted a risk management policy based on principles proposed by COSO and ISO31000. The co-ordination of the implementation of this policy and the development of a risk register is the responsibility of a Risk Management Committee which reports to the Executive Committee of SES. The Executive Committee in turn reports to the Board of Directors which has the ultimate responsibility for oversight of company's risk and ensuring that an effective risk management system is in place.

Common definitions and measures of risk management have been defined and training has been provided to the various risk owners to ensure that the risk management policy is properly implemented.

A risk management co-ordinator has been appointed in order to ensure the adequate review of the risks facing SES.

Each reported risk is categorised, assessed by the risk owners and reviewed by the Risk Management Committee. As a result of such review, a risk can be flagged as 'top risk' which triggers additional analysis for that risk in order to determine the appropriateness and effectiveness of the risk response.

All top risks are periodically reported to the Executive Committee, the Audit and Risk Committee and the Board of Directors.

## Internal control activities

Regarding the internal controls in the area of accounting and financial reporting, the following should be noted:

- in the context of the organisational realignment implemented in 2011, a greater integration of the financial operations of the parent company and affiliates under a single management structure was established;
- staff involved in the company's accounting and financial reporting are appropriately qualified and are kept up-to-date with relevant changes in International Financial Reporting Standards (IFRS). Additionally, specific training and written guidance on particular matters is provided where needed. A reporting handbook, regularly updated for business developments and regulatory changes, is available to all relevant staff members and provides a summary of the company's accounting and financial reporting guidelines and policies;
- controls have been established in the processing of accounting transactions to ensure appropriate authorisations for transactions, effective segregation of duties, and the complete and accurate recording of financial information;
- activities with a significant potential risk, such as financial derivative transactions, take place within a clearly defined framework set by the board, or are brought to the board for specific approval. In accordance with the requirements of IFRS, SES discloses detailed information on the market, credit and foreign exchange risks to which it is exposed, as well as its strategy for managing those risks;
- the company relies on a comprehensive system of financial reporting. Strategic plans, business plans, budgets and the interim and full-year consolidated accounts of the company are drawn up and brought to the Board of Directors for approval. The Board of Directors also approves all significant investments. The Board of Directors receives monthly financial reports setting out the company's financial performance in comparison to the approved budget and prior year figures;
- any weaknesses in the system of internal controls identified by either internal or external auditors are promptly and fully addressed; and
- the external auditors perform a limited review of the company's half-year financial statements and a full audit of the annual consolidated financial statements.

Regarding the internal controls in the area of treasury management, the following should be noted:

- the treasury function uses a specific software that helps to ensure the efficiency and control of the implementation of the SES' hedging strategy for interest rate and foreign currency fluctuations. This software also aims to centralise the cash management of the SES affiliates;
- in order to ensure enhanced security and efficiency of the bank payments process, the existing banking payments system has been updated and upgraded to allow for secured authorisation and transition of payments from the existing accounting systems directly to the bank;
- a clear segregation of duties and assignment of bank mandates between members of SES management, treasury and accounting departments is implemented;
- SES predominately uses forward currency contracts to eliminate or reduce the currency exposure on single deals, such as satellite procurements, tailoring the maturities to each milestone payment. The foreign currency risk might be in EUR or USD. The forward contracts are in the same currency as the hedged item and can cover up to 100% of the total value of the contract. It is the company's policy not to enter into forward contracts until a firm commitment is in place, and to match the terms of the hedge derivatives to those of the hedged item to maximise effectiveness;
- the activities of the Treasurer, and in particular the hedging activities engaged during the year, are authorised within the framework approved by the Board of Directors; and
- the Treasurer reports on a formal basis every quarter to the Board of Directors as part of the financial reporting.

Regarding the internal controls in the area of tax management, the following should be noted:

- the tax management department aims to seek upfront tax clearance with relevant local tax authorities with regard to the tax ramifications of main business ventures, corporate reorganisations and financing structures of the company. Where this is not possible, the tax treatment is analysed based on best authoritative interpretations and reported in internal tax technical memos or tax opinions from external tax consultancy firms;
- the tax department regularly meets in 'formal review platforms' with representatives of Accounting, Treasury and Legal in order to ensure full co-ordination with regard to developments of important financing structures after implementation; and
- the transfer pricing team is responsible for continuously improving and fine-tuning the required contemporaneous transfer pricing documentation underpinning all inter-company transactions of the company. SES' transfer pricing reports (including functional analyses and benchmarking studies), are embedded in a framework consisting of i) a master file, ii) a transfer pricing policy and iii) a policy for the control of intercompany contracts.

Regarding the internal controls in the area of satellite operations, the following should be noted:

- SES technology is responsible for the procurement of satellites, launch vehicles and the procurement and maintenance of satellite-related ground infrastructure as well as the administration, control and operations of the global satellite ecosystem;
- the reporting of the satellite-procurement and operations risk management process that is in place to monitor and assess sources of technical risks and to develop qualitative, quantitative and statistical methods which allow the mitigation of risk at the satellite fleet level has been integrated into the company's Risk Management framework;
- there are operational procedures for satellite control and payload management. They cover manoeuvres and configuration changes required in nominal situations as well as in case of technical emergencies. The controllers are trained and certified in the execution of such procedures. These procedures are periodically reviewed to ensure that they are up-to-date. A major enhancement of the satellite control software was implemented in 2009 and the use of fully validated electronic station-keeping procedures is being extended to the whole SES fleet;
- SES has designed crisis management systems and supporting infrastructure and tools in order to address satellite in-orbit anomaly situations at an appropriate management level. A Trouble Tickets escalation process has been enhanced to provide better support to customers.
- the Satellite Contingency and Emergency Response Process has been updated and aligned to reflect the company's organisational changes; and
- SES has adequate satellite control backup capability utilising European and U.S.-based Satellite Operations Centres.

Regarding the internal controls in the area of information and communication technology, the following should be noted:

- management is committed to ensure that its data, infrastructure and information technology systems are as secure as is reasonably practicable. Security controls, policies and procedures are in place to prevent unauthorised access to premises, computer systems, networks and data. Policies and procedures have been defined and implemented in order to address the more rigorous regulations governing handling of personally identifiable data;
- electronic information is regularly backed-up and copies are stored off-site; and
- SES has disaster recovery plans for its business applications, and a disaster recovery test has been performed in 2011.

# Corporate governance

continued

## Information and communication

The company's business information system is currently based on a variety of legacy applications. A project to align and harmonise all front- and back-office business processes in SES is ongoing.

Once implemented, a single integrated and company-wide application platform will enable consistency and transparency of all business data throughout SES, fast consolidation of financial data, accurate real time reporting on all levels and, thus will enhance the general and IT internal control systems of SES.

Internal communication ensures the effective circulation of information and supports the implementation of internal control and risk management by providing business and functional objectives, instructions and information to all levels of SES. The corporate intranet portal and collaboration tools are instrumental to share and disseminate information throughout the company.

## Monitoring activities

The SES Internal Audit function was established in 2000. Internal Audit evaluates the relevance of, and compliance with, internal control procedures.

The mission of the Internal Audit function is to provide independent and objective assistance and assurance regarding the effectiveness and efficiency of business operations, the reliability of financial and operational reporting, and the company's compliance with legal and regulatory requirements. In this context, Internal Audit is also tasked to support management with identifying, preventing and minimising risks as well as safeguarding the company's assets.

To ensure an appropriate level of independence and communication, the Internal Audit function has a direct reporting line into the Audit and Risk Committee and reports functionally to the President and CEO of SES.

The activities of the Internal Audit function are executed in accordance with an annual audit plan which is reviewed and approved by the Audit and Risk Committee. This annual plan is derived from an annual risk assessment based on a risk mapping exercise. The introduction of an annual risk assessment responds to the need to dynamically link the audit plan to risks and exposures that may affect the organisation and its operations. This exercise involves identifying the inherent risks relative to all business processes and then assessing the levels of residual risks after consideration of specific mitigating controls.

Internal Audit monitors the implementation of internal control recommendations and regularly reports on effective compliance to the President and CEO of SES and to the Audit and Risk Committee.

Internal Audit also regularly co-ordinates audit planning and exchanges relevant information with the company's external auditors.

The proxy structure of the SES Government Solutions entity, in line with common practice for businesses serving certain segments of the U.S. government, imposes various

restrictions on SES Board of Directors and executive management in directly supervising the maintenance of an internal control system and imposing an internal audit structure. The SES Internal Audit function did not perform any internal control review of this entity during 2011.

However, these restrictions are mitigated through having agreement on a required risk management and internal control framework which has been subject to an initial assessment in 2011 and which will be subject to further evaluation and testing from a third-party internal audit function going forward. It should be noted that in any event Ernst & Young, as external auditor, reviewed the stand-alone accounts of SES Government Solutions.

## Human resources

### Human resources strategy

SES strives to be the employer of choice in the industry. The company identifies, secures, engages, develops and retains the best talent to further expand its technological reach and business objectives.

SES respects and trusts its people, embraces diversity and lives by its values. SES senior managers have a responsibility as role models to all SES employees, and must therefore act in accordance with the guidelines laid down for SES senior management. SES employees are engaged, committed and proud to be associated with their company.

To leverage the employees' full potential, SES focuses on competency development, alignment of objectives and knowledge sharing. SES ensures that every employee has the necessary resources and support to be successful in his or her career within the context of its performance management system. Human Resources is the catalyst to drive organisational and cultural initiatives leading to sustainable stakeholders' value creation.

### SES employees

At year-end 2011, SES employed a total of 1,250 full time equivalent employees (FTEs).

### SES values and culture

SES' employees observe a common set of core values, which provide guidance for their activities. These values inspire a unique organisational culture and reflect SES' aspirations which are geared towards achieving the highest performance at the service of customers, shareholders and society at large. SES' values are primarily focused on providing highest-quality customer service.

They are:

#### *Excellence*

Having the passion and commitment to be the best in the industry.

#### *Partnership*

Developing and maintaining co-operative relationships that build upon SES' strengths and skills to achieve common goals and benefits at the service of the customers.

### **Leadership**

Articulating strategic vision, demonstrating values and creating an environment in which SES can meet the needs of the marketplace.

### **Integrity**

Consistently applying the principles of honesty, accountability, responsibility, fairness and respect.

### **Innovation**

Establishing a business culture that stimulates creativity across the organisation, develops employees' skills and improves processes, products and services.

### **Remuneration**

SES applies a performance-based compensation philosophy. Remuneration includes: base salaries, performance bonuses, stock options, stock appreciation rights, long-term incentives and fringe benefits that are continuously reviewed in line with best market practices.

### **Stock-related compensation schemes**

SES applies an equity incentive compensation plan. The purpose of the plan is to attract and retain highly qualified leadership level staff. This policy applies to executive-level employees of SES. 1,419,529 options were granted in 2011 to 144 executive participants, including the members of the Executive Committee.

### **Long-term incentive scheme for executives**

SES' long-term incentive scheme for executives is based on restricted shares (restricted for a vesting period of three years) and on performance shares (shares which are only granted in case the company and the executive meet or exceed a certain performance threshold over a three-year period). 222,527 restricted shares and 175,398 performance shares were granted in 2011. These figures include the members of the Executive Committee.

### **Stock appreciation rights plan**

SES operates a stock appreciation rights (STAR) plan, which applies to the non-executive-level staff. Through the grant of stock appreciation rights, the company aims to encourage the long-term commitment of the staff towards the company, and to provide the possibility to share in the value-creation of the company. 729,401 STARs were granted in 2011.

A variety of awards are being used to acknowledge and reinforce the contributions of SES' employees. In 2011, these mechanisms included management awards, spot awards and deal attainment bonuses.

### **The Human Resources (HR) function**

SES was supported at year end by a team of HR professionals based at the company's major locations around the world. HR strategy and objectives are aligned with the business objectives, decisions and guidance of SES' Executive Committee. Employee satisfaction is being periodically monitored by an employee survey, internally called 'Voice of the Employee' (VoE). A strong focus of all HR activities was placed in 2011 on the successful implementation of the organisational realignment of SES.

Development of the company's intranet has been ongoing, ensuring employees receive the most up-to-date and relevant information according to location and entity. The intranet continues to be the main vehicle for employee communications. Additionally, the company's vision and business strategy are conveyed successfully to all employees to strengthen awareness and engagement.

### **A learning organisation**

Only highly motivated employees deliver the top-quality service which our customers demand. At SES we are convinced that investing in the training and development of our employees is essential, irrespective of general economic developments. Therefore, we continued to offer our employees a wide range of training courses that centred around the SES competency model. On average, the training budget per employee reached EUR 1,000 in 2011.

### **Developing and retaining talent**

SES focuses on identifying and developing high-potential leadership talent by means of succession planning. This includes participation in executive assessments, executive development programmes, coaching and stretch assignments.

In order to support the company's organisational realignment, SES launched the 'MOMENTUM' employee development programme in 2011 which is offered to all employees in the organisation. The programme consists of four modules, each of which focuses on one topic (Change, Strategy, Empowerment, and Knowledge Sharing). In 2011, 250 employees participated in the first module 'Change Readiness' which will be continued in the first half of 2012.

SES has a 'Global Development Programme' (GDP) which is used for cross-functional and cross-continent talent and knowledge exchange. The global 'SES Associate Programme', targeted at graduates, was continued in 2011. Five associates participate in the two-year programme consisting of four six-month cross-functional assignments.

### **Social dialogue within SES**

In its dealings with their employees and associates, SES and its legal entities rely upon best practices of social dialogue and openness. These principles are applied at all levels of the organisation and are rooted both in legal requirements and in management culture.

For some divisions in Luxembourg, the legal framework provides for a personnel delegation and a mixed committee.

The personnel delegations consist of between two and five members. All delegates have been elected for a five-year term. Their mandate consists in protecting the interests of the workforce with regard to working conditions, job security and social matters. The personnel delegation is informed on the developments affecting the company and advises on amendments to work rules.

# Corporate governance

continued

The mixed committee consists of three employer representatives and three employee representatives. The mixed committee has co-decision powers in matters covering performance assessment, health and safety and in the general criteria applied in the recruitment, promotion and dismissal policies. The mixed committee is consulted on all important decisions regarding investments in plant or equipment, work processes and working conditions. The committee is informed about the general development of the company and employment trends.

In other SES locations, the social dialogue is conducted according to the rules laid out in the local legal frameworks, for instance by means of works councils.

As one of SES legal entities, SES ASTRA, benefits from a concession granted by the Luxembourg State, three employee representatives sit on the Board of Directors of SES ASTRA. One of them sits as an observer on the board of SES.

## Investor Relations

SES has a dedicated Investor Relations function reporting to the Chief Financial Officer and working closely with the President and CEO. Its purpose is to develop and co-ordinate the group's external financial communications and interactions with equity and debt investors, investment analysts, credit rating agencies, financial journalists and other external audiences, to monitor stock market developments and to provide feedback and recommendations to the SES Executive Committee.

Investor Relations is responsible for the definition and execution of SES' active Investor Relations programme and participation in investor conferences and similar events. Investor Relations also works closely with the group's General Counsel to ensure that the group's external communications comply with applicable legal and regulatory requirements.

## Corporate social responsibility (CSR) policy

In 2011, SES implemented a range of corporate social responsibility projects and activities in geographic areas where the SES group has commercial activities, provides communication services or otherwise interacts with local communities.

### The policy

SES' CSR policy is focused on supporting educational projects, and primarily reflects the company's position as a leading provider of global communications infrastructure and services.

SES believes it has a responsibility to support projects that contribute to the development of a communications-based society and a knowledge-based economy. We believe that progress in this area should help develop more resilient and flexible economic structures, contribute to enhance social mobility development, and should also contribute to the emergence of more sustainable economic development models.

## Projects supported by SES

In the context of the multi-year partnership concluded with the University of Luxembourg, the company continued to support the university's efforts to develop a centre of excellence and innovation for advanced information and communications technology in satellite systems, by co-operating with the university's Interdisciplinary Centre for Security, Reliability and Trust, and by financing a chair in satellite, telecommunications and media law.

SES also pursued its scholarship programme with the International Space University (ISU) in Strasbourg, France, supporting students in advanced space applications.

SES supported an executive MBA programme at the International Institute of Space Commerce (IISC) based in the Isle of Man. The IISC is an off-shoot of the ISU, and the programme benefits students from the Isle of Man.

SES continued to provide support to the scholarship programme of the 'Society of Satellite Professionals International' (SSPI), a U.S.-based non-profit organisation focusing on the skills and career development of satellite industry professionals worldwide.

SES supported the 2011 edition of the St. Gallen Symposium, an academic and networking event for representatives of business, politics, and students at the University of St. Gallen, Switzerland.

SES is a member of IDATE's Digiworld Institute, based in Montpellier, France, a top-tier think tank focusing on the digital economy worldwide. SES is also a member of the International Astronautical Federation, a global organisation that promotes awareness of space activities worldwide.

SES made a financial contribution to the project 'Business Initiative 123 – GO' aiming to advance and support the development of innovative business projects in Luxembourg.

The company introduced a formal policy for matching the donations made by its employees to emergency relief organisations providing help to victims of natural or man-made disasters.

In a multi-year plan, SES continues to donate bandwidth to the International Polar Foundation, enabling the foundation's Princess Elisabeth research station in Antarctica to communicate via satellite. This unique facility is the first 'zero emission' polar research station, and is the only polar research facility that was conceived and built to operate entirely on renewable energies.

SES made a donation to the Institut St. Joseph in Betzdorf, Luxembourg, a home for mentally handicapped persons.

SES continued its financial support to 'Musek am Syrda!', a local music festival in Luxembourg, and also supported a Luxembourg-based theatre production.



In 2011, SES made a financial contribution to the Edward Steichen Award Luxembourg Foundation, named after the photographer Edward Steichen. SES' support goes toward a scholarship which is awarded every second year and which enables artists from Luxembourg and the 'Greater Luxembourg' region (including Luxembourg and the neighbouring areas of Belgium, France and Germany) to temporarily live and work in the city of New York.

SES donated educational material to a local school in Baikonur, Kazakhstan, and made corporate donations to the Juliana Children's Hospital in The Hague.

#### Environmental initiatives

SES is committed to respecting the world's natural environment, and to aligning the companies' and the staff's conduct and, to the extent possible, those of their suppliers, to the principles of sustainable development.

Compliance is benchmarked against the legal rules and regulations applied in the countries in which SES operates, as well as against industry-wide best practices. SES' objective is to continuously improve its environmental performance and to further reduce the environmental impact of its activities.

The activities of SES are mainly office and technology-based and overall have a light environmental impact. In its operations, the company promotes the most efficient use of energy and natural resources. It has successfully implemented a programme to rely on cogeneration power. SES applies a waste recycling programme which aims to avoid, reduce and recycle waste material as efficiently as possible; this programme is subject to independent third-party audits and quality control. SES also conducts environmental training on a regular basis and encourages its staff to adopt environmentally correct attitudes in their professional activities.

SES conducts a company-wide carbon footprint assessment covering all its operations. In 2010, the company's activities related to operating and commercialising SES' satellite fleet, as well as general administration, finance and marketing generated approximately 44,700 tonnes of CO<sub>2</sub>e worldwide, a reduction of more than 14% compared to the prior year. Emissions from Scope 2 electricity consumption represented the largest component of SES' total emissions (approximately 67%) with Scope 1 emissions (approximately 28%) and Scope 3 business travel (5%) providing the remaining contribution. Teleports generated the largest share of the emissions from Scope 1 and 2 sources. Details of the carbon footprint are disclosed as part of the Carbon Disclosure Project, in which SES participates ([www.cdproject.net](http://www.cdproject.net)).

SES implemented a carbon reduction plan at its headquarters in Betzdorf, Luxembourg, in 2010. The company operates a CHP unit which reduces the emissions load of the general grid. Also, since January 2010, the Luxembourg campus uses electricity sourced from renewable hydropower, which can be considered carbon-free. These initiatives had a significant impact on the carbon emissions of the company in Luxembourg.

SES applies best practices in minimising the environmental impact of the outsourced activities, such as the manufacturing and launching of spacecraft. The company also ensures that the amount of radiation emitted from earth stations respects or remains below the maximum levels defined by the countries of operation; compliance is checked through yearly internal and third-party audits by accredited organisations, which are specialised in the field of industrial safety.

#### Responsibility statement

The Board of Directors and the executive management of the company reaffirm their responsibility to ensure the maintenance of proper accounting records disclosing the financial position of the group with reasonable accuracy at any time, and ensuring that an appropriate system of internal controls is in place to ensure the group's business operations are carried out efficiently and transparently. In accordance with Article 3 of the law of January 11, 2008 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market, we declare that, to the best of our knowledge, the consolidated financial statements for the year ended December 31, 2011, prepared in accordance with the International Financial Reporting Standards as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the year of SES and its subsidiaries included in the consolidation taken as a whole. In addition, the management report includes a fair review of the development and performance of the business and the position of SES and its subsidiaries included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.



René Steichen  
Chairman of the  
Board of Directors



Romain Bausch  
President and CEO

# Financial review by management

## Quarterly development of operating results

| In millions of euros                                | Q1      | Q2      | Q3      | Q4      | FY<br>2011     |
|---|---------|---------|---------|---------|----------------|
| Average U.S. dollar exchange rate                   | 1.3629  | 1.4484  | 1.4388  | 1.3641  | <b>1.4035</b>  |
| Revenue   | 428.4   | 423.0   | 430.1   | 451.6   | <b>1,733.1</b> |
| Operating expenses                                  | (106.9) | (113.0) | (110.2) | (128.4) | <b>(458.5)</b> |
| EBITDA  | 321.5   | 310.0   | 319.9   | 323.2   | <b>1,274.6</b> |
| Depreciation and amortisation expense               | (115.2) | (114.3) | (112.0) | (124.9) | <b>(466.4)</b> |
| Operating profit                                    | 206.3   | 195.7   | 207.9   | 198.3   | <b>808.2</b>   |
| Profit attributable to equity holders of the parent | 149.4   | 142.7   | 154.6   | 171.0   | <b>617.7</b>   |

## Transponder utilisation

| At end of period in 36 MHz-equivalent | 2010 Q4 | 2011 Q1 | 2011 Q2 | 2011 Q3 | 2011 Q4      |
|---------------------------------------|---------|---------|---------|---------|--------------|
| <b>SES ASTRA</b>                      |         |         |         |         |              |
| Utilised transponders                 | 288     | 291     | 295     | 297     | <b>319</b>   |
| Available transponders                | 317     | 317     | 317     | 317     | <b>372</b>   |
| Utilisation rate                      | 90.9%   | 91.8%   | 93.1%   | 93.7%   | <b>85.8%</b> |
| <b>SES WORLD SKIES North America</b>  |         |         |         |         |              |
| Utilised transponders                 | 324     | 320     | 320     | 322     | <b>350</b>   |
| Available transponders                | 430     | 430     | 430     | 430     | <b>440</b>   |
| Utilisation rate                      | 75.3%   | 74.4%   | 74.4%   | 74.9%   | <b>79.5%</b> |
| <b>SES WORLD SKIES International</b>  |         |         |         |         |              |
| Utilised transponders                 | 378     | 384     | 393     | 393     | <b>399</b>   |
| Available transponders                | 502     | 502     | 502     | 503     | <b>503</b>   |
| Utilisation rate                      | 75.3%   | 76.5%   | 78.3%   | 78.1%   | <b>79.3%</b> |
| <b>SES group</b>                      |         |         |         |         |              |
| Utilised transponders                 | 990     | 995     | 1,008   | 1,012   | <b>1,068</b> |
| Available transponders                | 1,249   | 1,249   | 1,249   | 1,250   | <b>1,315</b> |
| Utilisation rate                      | 79.3%   | 79.7%   | 80.7%   | 81.0%   | <b>81.2%</b> |

## U.S. dollar exchange rate

| EUR 1 =              | 2011<br>Average | 2011<br>Closing | 2010<br>Average | 2010<br>Closing |
|----------------------|-----------------|-----------------|-----------------|-----------------|
| United States dollar | <b>1.4035</b>   | <b>1.2939</b>   | 1.3294          | 1.3362          |

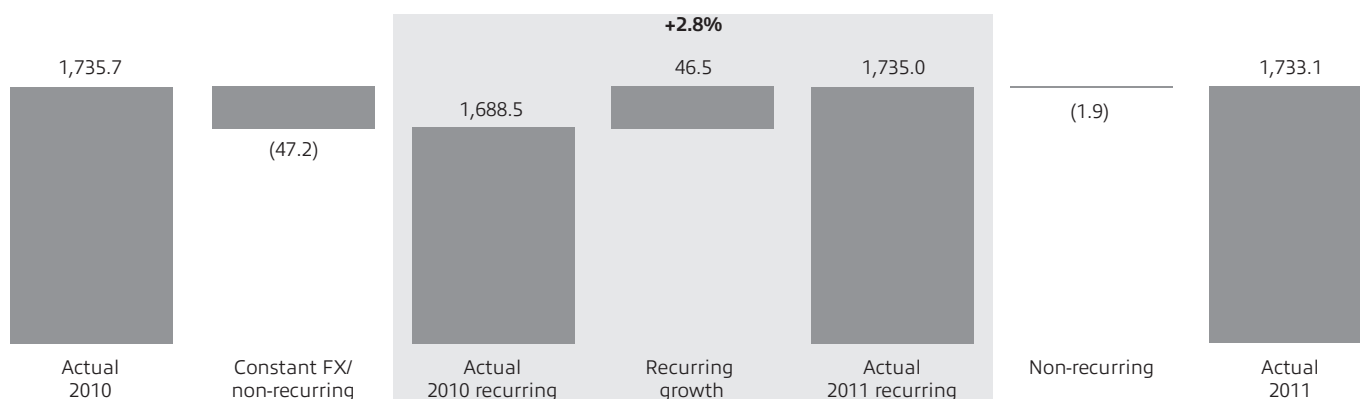
## Revenue

| In millions of euros | 2011           | 2010    | Variance | %    |
|----------------------|----------------|---------|----------|------|
| Revenue              | <b>1,733.1</b> | 1,735.7 | -2.6     | -0.1 |

Revenue was flat year-on-year, essentially due to the adverse development of the USD against the euro, which offset the underlying growth of the business. On a recurring basis, revenue growth of 2.8%, or EUR 46.5 million, resulted from growth in both infrastructure and services.

Infrastructure revenue growth was complemented by the full-year impact of the full consolidation of Ciel. This growth was partially offset by the impact of the solar array circuit failures on AMC-15 and AMC-16.

Services growth was primarily driven by the strong development of the HD+ platform in Germany.



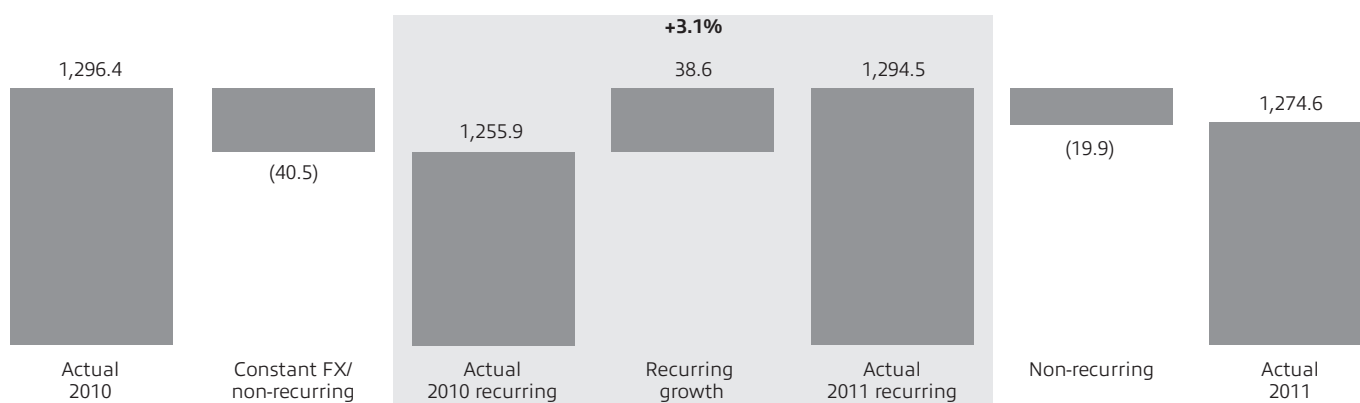
### EBITDA

In millions of euros

|                    | 2011           | 2010    | Variance | %    |
|--------------------|----------------|---------|----------|------|
| Operating expenses | (458.5)        | (439.3) | -19.2    | -4.4 |
| EBITDA             | <b>1,274.6</b> | 1,296.4 | -21.8    | -1.7 |
| EBITDA % margin    | <b>73.5%</b>   | 74.7%   | -1.2     | -    |

The increase in operating expenses resulted primarily from several non-recurring items, the most significant being the EUR 14.8 million charge related to the group's internal reorganisation. Excluding these items, and despite the slight change in the product mix towards services, the cost base of the company only marginally increased.

Recurring EBITDA rose 3.1% from EUR 1,255.9 million to EUR 1,294.5 million. The recurring margin increased to 74.6%. The reported EBITDA margin, diluted by the items noted above, decreased from 74.7% to 73.5%.



| In millions of euros | Infrastructure | Services     | Elimination/<br>Unallocated <sup>1</sup> | Total        |
|----------------------|----------------|--------------|--|--------------|
| Revenue              | 1,527.1        | 350.1        | (144.1)                                  | 1,733.1      |
| EBITDA               | 1,256.1        | 51.8         | (33.3)                                   | 1,274.6      |
| 2011 % margin        | <b>82.3%</b>   | <b>14.8%</b> | -  | <b>73.5%</b> |
| 2010 % margin        | 83.0%          | 18.5%        | -  | 74.7%        |

<sup>1</sup> Revenue elimination refers to cross-charged capacity and other services; EBITDA impact represents unallocated corporate expenses.

# Financial review by management

continued

## Operating profit

| In millions of euros  | 2011           | 2010    | Variance | %    |
|-----------------------|----------------|---------|----------|------|
| Depreciation expenses | <b>(431.7)</b> | (464.4) | +32.7    | +7.0 |
| Amortisation expenses | <b>(34.7)</b>  | (34.6)  | -0.1     | -0.3 |
| Operating profit      | <b>808.2</b>   | 797.4   | +10.8    | +1.4 |

The decrease in depreciation for the year mainly resulted from the relatively weaker dollar in 2011 (average conversion rate in 2011 was 1.4035 compared to 1.3294 in 2010). The depreciable fleet reduced year-on-year with several satellites (AMC-1, AMC-2, ASTRA 1F and NSS-806) reaching the end of their depreciation lives, more than offsetting the impact of new satellites entering service in the second half of 2011. Additionally, in 2010 the depreciation charge included adjustments totalling EUR 13.1 million to the carrying value of the AMC-4 and AMC-16 satellites.

Operating profit of EUR 808.2 million increased by EUR 10.8 million, or 1.4%, over the prior year.

## Profit from continuing operations before tax

| In millions of euros                       | 2011           | 2010    | Variance | %     |
|--|----------------|---------|----------|-------|
| Net interest expense                       | <b>(220.9)</b> | (237.5) | +16.6    | +7.0  |
| Capitalised interest                       | <b>57.6</b>    | 58.6    | -1.0     | -1.7  |
| Net foreign exchange gain/(loss)           | <b>9.6</b>     | (17.0)  | +26.6    | -     |
| Value adjustment on financial assets       | <b>(4.8)</b>   | -       | -4.8     | -     |
| Net financing charges                      | <b>(158.5)</b> | (195.9) | +37.4    | +19.1 |
| Profit on continuing operations before tax | <b>649.7</b>   | 601.5   | +48.2    | +8.0  |

Net financing charges for the year were significantly reduced, reflecting both a lower net interest expense, and a favourable impact for net foreign exchange gains. With average net debt levels in 2011, and weighted average interest charges, similar to those in 2010, the lower net interest expense reflects the reduction of indirect borrowing costs – commitment fees and the amortisation of loan origination costs – as a result of the renegotiation of certain facilities in 2010. After the charge taken in 2010, SES reported a gain on net foreign exchange in 2011.

Based on the higher operating profit and significantly reduced financing charges, SES profit on continuing operations before tax rose by 8.0%, from EUR 601.5 million to EUR 649.7 million.

## Profit attributable to equity holders of the parent

| In millions of euros                        | 2011          | 2010   | Variance | %      |
|---|---------------|--------|----------|--------|
| Income tax expense                          | <b>(16.0)</b> | (73.9) | +57.9    | +78.3  |
| Share of associates' result                 | <b>(8.4)</b>  | (3.8)  | -4.6     | -121.1 |
| Loss after tax from discontinued operations | <b>(7.3)</b>  | (36.3) | +29.0    | +79.9  |
| Non-controlling interests                   | <b>(0.3)</b>  | (0.2)  | -0.1     | -50.0  |
| Profit attributable to SES equity holders   | <b>617.7</b>  | 487.3  | +130.4   | +26.8  |

SES recorded a significant decrease in the group's income tax expense in 2011, driven by two factors. First, the development of the ASTRA fleet through the procurement of the satellites ASTRA 2E, ASTRA 2F, ASTRA 2G and ASTRA 5B has brought significant investment tax credits, which have reduced the tax charge for the year. Second, in the computation of deferred tax liabilities there have been certain changes of accounting estimates which reflect the impact of the SES reorganisation on the group's business processes. This has resulted in the release from the deferred tax provisions. Together, the investment tax credits and the adjustments to the deferred tax provisions drive the lower tax charge in 2011.

The increase in the share of associates' result reflects both the increasing activities of, and shareholding in, O3b Networks as well as the presentation, from March 1, 2011, of the group's remaining 24.9% interest in ND SatCom as an associate.

After the EUR 36.3 million charge taken on discontinued operations in 2010, the impact recorded in the first quarter of 2011 was lower. The transaction to dispose of 75.1% of the group's holding in ND SatCom closed on February 28, 2011.

Profit attributable to equity holders of SES rose 26.8% year-on-year, with the significantly lower financing, taxation and discontinued operations charges building on the favourable development in the group's operating profit.

The profit of EUR 617.7 million represents earnings per A-share of EUR 1.56, of which EUR 1.58 attributable to continuing operations and EUR -0.02 attributable to discontinued operations.

## Cash flow

| In millions of euros    | 2011           | 2010    | Variance | %    |
|-------------------------|----------------|---------|----------|------|
| Net operating cash flow | <b>1,079.9</b> | 1,122.4 | -42.5    | -3.8 |
| Investing activities    | <b>(850.3)</b> | (854.0) | +3.7     | +0.4 |

Net operating cash flow of EUR 1,079.9 million was EUR 42.5 million lower than the corresponding amount for 2010, and reflects movements in working capital. Investing activities in connection with the eight satellites currently under construction continue to absorb more than three-quarters of operational cash flows.

## Net debt

| In millions of euros                   | 2011           | 2010    | Variance | %     |
|--|----------------|---------|----------|-------|
| Cash and cash equivalents <sup>1</sup> | <b>(218.0)</b> | (323.7) | +105.7   | +32.7 |
| Loans and borrowings                   | <b>4,196.6</b> | 4,084.5 | +112.1   | +2.7  |
| Net debt                               | <b>3,978.6</b> | 3,760.8 | +217.8   | +5.8  |
| Net debt/EBITDA                        | <b>3.12</b>    | 2.91    | +0.21    | +7.2  |

1 2010 balances included cash holdings of EUR 2.7 million held by discontinued operations.

Closing net debt of EUR 3,978.6 million is 5.8% ahead of the year-end 2010 position and reflects the continuing high level of investing activities. The ratio of net debt to EBITDA rose to 3.12 at the year-end.

# Consolidated financial statements

## Independent auditor's report

To the shareholders of  
SES  
L-6815 Château de Betzdorf

### Report on the consolidated financial statements

Following our appointment by the annual general meeting of the shareholders dated April 7, 2011, we have audited the accompanying consolidated financial statements of SES, which comprise the consolidated statement of financial position as at December 31, 2011, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Board of Directors' responsibility for the consolidated financial statements

The Board of Directors is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as the Board of Directors determines is necessary to enable the preparation and presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Responsibility of the 'réviseur d'entreprises agréé'

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the 'Commission de Surveillance du Secteur Financier'. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the judgement of the 'réviseur d'entreprises agréé', including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the 'réviseur d'entreprises agréé' considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the financial position of SES as at December 31, 2011, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

### Report on other legal and regulatory requirements

The consolidated management report, which is the responsibility of the Board of Directors, is consistent with the consolidated financial statements.

ERNST & YOUNG  
Société Anonyme  
Cabinet de révision agréé  
Thierry BERTRAND  
Luxembourg  
February 16, 2012

**Consolidated income statement**  
For the year ended December 31, 2011

| In millions of euros   |         | 2011           | 2010    |
|--|---------|----------------|---------|
| <b>Continuing operations</b>   |         |                |         |
| <b>Revenue</b>   | Note 6  | <b>1,733.1</b> | 1,735.7 |
| Cost of sales  | Note 7  | (135.2)        | (129.5) |
| Staff costs  | Note 7  | (173.5)        | (179.8) |
| Other operating expenses   | Note 7  | (149.8)        | (130.0) |
| <b>Operating expenses</b>  | Note 7  | <b>(458.5)</b> | (439.3) |
| <b>EBITDA</b>  |         | <b>1,274.6</b> | 1,296.4 |
| Depreciation expense   | Note 14 | (431.7)        | (464.4) |
| Amortisation expense   | Note 16 | (34.7)         | (34.6)  |
| <b>Operating profit</b>  | Note 6  | <b>808.2</b>   | 797.4   |
| Finance revenue  | Note 9  | 14.9           | 5.6     |
| Finance costs  | Note 9  | (173.4)        | (201.5) |
| <b>Net financing charges</b>   | Note 9  | <b>(158.5)</b> | (195.9) |
| <b>Profit before tax</b>   |         | <b>649.7</b>   | 601.5   |
| Income tax expense   | Note 10 | (16.0)         | (73.9)  |
| <b>Profit after tax</b>  |         | <b>633.7</b>   | 527.6   |
| Share of associates' result  | Note 17 | (8.4)          | (3.8)   |
| <b>Profit from continuing operations</b>                                 |         | <b>625.3</b>   | 523.8   |
| <b>Discontinued operations</b>   |         |                |         |
| Loss after tax from discontinued operations                              | Note 4  | (7.3)          | (36.3)  |
| <b>Profit for the year</b>   |         | <b>618.0</b>   | 487.5   |
| <b>Attributable to:</b>  |         |                |         |
| Equity holders of the parent   |         | 617.7          | 487.3   |
| Non-controlling interests  |         | 0.3            | 0.2     |
|  |         | <b>618.0</b>   | 487.5   |
| <b>Earnings per share (in euro)<sup>1</sup></b>                          |         |                |         |
| Class A shares   | Note 12 | 1.56           | 1.24    |
| Class B shares   | Note 12 | 0.62           | 0.50    |
| <b>Earnings per share on continuing operations (in euro)<sup>1</sup></b> |         |                |         |
| Class A shares   | Note 12 | 1.58           | 1.33    |
| Class B shares   | Note 12 | 0.63           | 0.53    |

<sup>1</sup> Earnings per share are calculated by dividing the net profit attributable to ordinary shareholders for the period by the weighted average number of shares outstanding during the year as adjusted to reflect the economic rights of each class of share. Fully diluted earnings per share are insignificantly different from basic earnings per share.

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

# Consolidated financial statements

## Consolidated statement of comprehensive income

For the year ended December 31, 2011

| In millions of euros   | 2011          | 2010   |
|--|---------------|--------|
| <b>Profit for the year</b>                                       | <b>618.0</b>  | 487.5  |
| <b>Other comprehensive income</b>                                |               |        |
| Impact of currency translation                                   | 162.5         | 342.0  |
| Net loss on hedge of net investment                              | (87.2)        | (97.0) |
| Income tax effect  | 25.8          | 21.4   |
| <b>Total net loss on hedge of net investment, net of tax</b>     | <b>(61.4)</b> | (75.6) |
| Net movements on cash flow hedges                                | Note 11 (0.2) | 10.2   |
| Income tax effect  | (1.5)         | (2.5)  |
| <b>Total net movements on cash flow hedges, net of tax</b>       | <b>(1.7)</b>  | 7.7    |
| <b>Total other comprehensive income for the year, net of tax</b> | <b>99.4</b>   | 274.1  |
| <b>Total comprehensive income for the year, net of tax</b>       | <b>717.4</b>  | 761.6  |
| <b>Attributable to:</b>  |               |        |
| Equity holders of the parent                                     | 716.1         | 757.3  |
| Non-controlling interests  | 1.3           | 4.3    |

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



**Consolidated statement of financial position**  
As at December 31, 2011

| In millions of euros  |         | 2011           | 2010    |
|---|---------|----------------|---------|
| <b>Non-current assets</b>   |         |                |         |
| Property, plant and equipment   | Note 14 | <b>3,708.9</b> | 3,093.2 |
| Assets in the course of construction  | Note 15 | <b>1,300.4</b> | 1,311.6 |
| <b>Total property, plant and equipment</b>                                  |         | <b>5,009.3</b> | 4,404.8 |
| Intangible assets   | Note 16 | <b>2,913.4</b> | 2,866.0 |
| Investments in associates   | Note 17 | <b>150.4</b>   | 128.2   |
| Other financial assets  | Note 18 | <b>48.0</b>    | 25.1    |
| Valuation of financial derivatives  | Note 20 | <b>3.3</b>     | –       |
| Deferred income tax assets  | Note 10 | <b>60.5</b>    | 32.0    |
| <b>Total non-current assets</b>   |         | <b>8,184.9</b> | 7,456.1 |
| <b>Current assets</b>   |         |                |         |
| Inventories   |         | <b>9.3</b>     | 9.2     |
| Trade and other receivables   | Note 19 | <b>428.1</b>   | 277.0   |
| Prepayments   |         | <b>29.5</b>    | 35.0    |
| Valuation of financial derivatives  | Note 20 | <b>–</b>       | 2.5     |
| Cash and cash equivalents   | Note 22 | <b>218.0</b>   | 321.0   |
| <b>Total current assets</b>   |         | <b>684.9</b>   | 644.7   |
| Assets of disposal group classified as held for sale                        | Note 4  | <b>–</b>       | 127.7   |
| <b>Total assets</b>   |         | <b>8,869.8</b> | 8,228.5 |
| <b>Equity</b>   |         |                |         |
| Attributable to equity holders of the parent                                | Note 23 | <b>2,534.2</b> | 2,093.0 |
| Non-controlling interests   |         | <b>83.1</b>    | 35.5    |
| <b>Total equity</b>   |         | <b>2,617.3</b> | 2,128.5 |
| <b>Non-current liabilities</b>  |         |                |         |
| Interest-bearing loans and borrowings                                       | Note 25 | <b>3,579.8</b> | 2,995.9 |
| Provisions and deferred income  | Note 26 | <b>271.7</b>   | 298.0   |
| Valuation of financial derivatives  | Note 20 | <b>1.3</b>     | 14.1    |
| Deferred tax liabilities  | Note 10 | <b>694.0</b>   | 737.6   |
| Other long-term liabilities   | Note 27 | <b>18.2</b>    | 36.2    |
| <b>Total non-current liabilities</b>  |         | <b>4,565.0</b> | 4,081.8 |
| <b>Current liabilities</b>  |         |                |         |
| Interest-bearing loans and borrowings                                       | Note 25 | <b>616.8</b>   | 1,088.6 |
| Trade and other payables  | Note 27 | <b>444.5</b>   | 348.9   |
| Valuation of financial derivatives  | Note 20 | <b>56.9</b>    | –       |
| Income tax liabilities  | Note 2  | <b>201.3</b>   | 162.4   |
| Deferred income   |         | <b>368.0</b>   | 320.6   |
| <b>Total current liabilities</b>  |         | <b>1,687.5</b> | 1,920.5 |
| Liabilities directly associated with the assets classified as held for sale | Note 4  | <b>–</b>       | 97.7    |
| <b>Total liabilities</b>  |         | <b>6,252.5</b> | 6,100.0 |
| <b>Total liabilities and equity</b>   |         | <b>8,869.8</b> | 8,228.5 |

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

# Consolidated financial statements

## Consolidated statement of cash flow <sup>1</sup>

For the year ended December 31, 2011

| In millions of euros   | 2011           | 2010    |
|--|----------------|---------|
| <b>Profit from continuing operations before tax</b>                                      | <b>641.3</b>   | 597.7   |
| Loss from discontinued operations before tax   | (2.6)          | (62.1)  |
| <b>Profit before tax – Total</b>   | <b>638.7</b>   | 535.6   |
| <b>Taxes paid during the year</b>  | <b>(64.0)</b>  | (131.5) |
| Finance costs  | 126.2          | 121.1   |
| Depreciation and amortisation  | 470.3          | 522.0   |
| Amortisation of client upfront payments  | (39.0)         | (47.8)  |
| Impairment loss recognised on the remeasurement to fair value less cost to sell (Note 4) | –              | 30.8    |
| Impairment of Sea Launch receivable (Note 7)   | –              | (3.9)   |
| Other non-cash items in consolidated income statement                                    | 20.5           | 28.5    |
| <b>Consolidated operating profit before working capital changes</b>                      | <b>1,152.7</b> | 1,054.8 |
| <b>Changes in operating assets and liabilities</b>                                       |                |         |
| (Increase)/decrease in inventories   | (2.6)          | (2.6)   |
| (Increase)/decrease in trade and other debtors   | (94.6)         | 9.8     |
| (Increase)/decrease in prepayments and deferred charges                                  | 9.7            | (8.9)   |
| Increase/(decrease) in trade and other creditors   | 6.0            | 21.0    |
| Increase/(decrease) in payments received on account                                      | (43.5)         | 0.5     |
| Increase/(decrease) in upfront payments and deferred income                              | 52.2           | 47.8    |
| <b>Net cash generated by operations</b>  | <b>(72.8)</b>  | 67.6    |
| <b>Net operating cash flow</b>   | <b>1,079.9</b> | 1,122.4 |
| <b>Cash flow from investing activities</b>   |                |         |
| Net disposal/(purchase) of intangible assets   | (3.0)          | 2.1     |
| Purchase of tangible assets  | (834.5)        | (746.1) |
| Disposal of tangible assets  | 6.4            | 4.2     |
| Acquisition of non-controlling interests   | –              | (27.0)  |
| Disposal of controlling interests in ND SatCom, net of cash disposed (Note 4)            | (9.3)          | –       |
| Investment in equity-accounted investments   | (7.3)          | (0.7)   |
| Realised proceeds on settlement of net investment hedge instruments                      | –              | (74.2)  |
| Other investing activities   | (2.6)          | (12.3)  |
| <b>Net cash absorbed by investing activities</b>   | <b>(850.3)</b> | (854.0) |
| <b>Cash flow from financing activities</b>   |                |         |
| Proceeds from borrowings   | 926.9          | 810.6   |
| Repayment of borrowings  | (847.8)        | (651.1) |
| Dividends paid on ordinary shares, net of dividends received                             | (317.0)        | (287.5) |
| Interest on borrowings   | (178.1)        | (160.9) |
| Net proceeds on treasury shares sold   | 29.9           | 42.7    |
| Financing received from non-controlling interests  | 58.9           | –       |
| <b>Net cash absorbed by financing activities</b>   | <b>(327.2)</b> | (246.2) |
| <b>Net foreign exchange movements</b>  | <b>(8.1)</b>   | 14.9    |
| Net (decrease)/increase in cash  | (105.7)        | 37.1    |
| <b>Net cash at beginning of the year (Note 22)</b>                                       | <b>323.7</b>   | 286.6   |
| <b>Net cash at end of the year (Note 22)</b>   | <b>218.0</b>   | 323.7   |

<sup>1</sup> The cash flow presentation for the group has been amended to bring more transparency to the impact of cash outflows for the servicing of borrowings. Such outflows were previously allocated between operating activities, investing activities and financing activities, depending on the nature of the funded activity. Management takes the view that it is more appropriate to adopt the presentation of such outflows in one place as part of financing activities, which is an approach commonly used by other significant listed companies in the company's business sector.

The restatement of the prior period cash flows resulted in cash outflows of EUR 15.3 million and EUR 58.4 million being transferred out of operating and investing activities respectively, with the total of EUR 73.7 million being added to the outflows for financing activities.

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

**Consolidated statement of changes in shareholders' equity**  
For the year ended December 31, 2011

| In millions of euros   | Issued capital | Share premium | Treasury shares | Other reserves | Retained earnings | Cash flow hedge reserve | Foreign currency translation reserve | Total          | Non-controlling interests | Total equity   |
|--|----------------|---------------|-----------------|----------------|-------------------|-------------------------|--------------------------------------|----------------|---------------------------|----------------|
| <b>At January 1, 2011</b>                                      | <b>624.4</b>   | <b>495.1</b>  | <b>(55.8)</b>   | <b>1,221.1</b> | <b>487.3</b>      | <b>(8.0)</b>            | <b>(671.1)</b>                       | <b>2,093.0</b> | <b>35.5</b>               | <b>2,128.5</b> |
| Result for the year  | –              | –             | –               | –              | 617.7             | –                       | –                                    | 617.7          | 0.3                       | 618.0          |
| Other comprehensive income (loss)                              | –              | –             | –               | –              | –                 | (1.7)                   | 100.1                                | 98.4           | 1.0                       | 99.4           |
| <b>Total comprehensive income (loss) for the year</b>          | <b>–</b>       | <b>–</b>      | <b>–</b>        | <b>–</b>       | <b>617.7</b>      | <b>(1.7)</b>            | <b>100.1</b>                         | <b>716.1</b>   | <b>1.3</b>                | <b>717.4</b>   |
| Allocation of 2010 result                                      | –              | –             | –               | 170.3          | (170.3)           | –                       | –                                    | –              | –                         | –              |
| Dividends paid <sup>1</sup>                                    | –              | –             | –               | –              | (317.0)           | –                       | –                                    | (317.0)        | –                         | (317.0)        |
| Movements on treasury shares                                   | –              | –             | 30.4            | –              | –                 | –                       | –                                    | 30.4           | –                         | 30.4           |
| Share-based payment adjustment                                 | –              | 11.9          | (0.5)           | –              | –                 | –                       | –                                    | 11.4           | –                         | 11.4           |
| Other movements  | –              | –             | –               | 0.3            | –                 | –                       | –                                    | 0.3            | –                         | 0.3            |
| Subsidiary non-controlling interests contribution/distribution | –              | –             | –               | –              | –                 | –                       | –                                    | –              | 46.3                      | 46.3           |
| <b>At December 31, 2011</b>                                    | <b>624.4</b>   | <b>507.0</b>  | <b>(25.9)</b>   | <b>1,391.7</b> | <b>617.7</b>      | <b>(9.7)</b>            | <b>(571.0)</b>                       | <b>2,534.2</b> | <b>83.1</b>               | <b>2,617.3</b> |

| In millions of euros                                  | Issued capital | Share premium | Treasury shares | Other reserves | Retained earnings | Cash flow hedge reserve | Foreign currency translation reserve | Total          | Non-controlling interests | Total equity   |
|---|----------------|---------------|-----------------|----------------|-------------------|-------------------------|--------------------------------------|----------------|---------------------------|----------------|
| <b>At January 1, 2010</b>                             | <b>624.4</b>   | <b>484.4</b>  | <b>(98.5)</b>   | <b>1,050.0</b> | <b>476.5</b>      | <b>(15.7)</b>           | <b>(933.4)</b>                       | <b>1,587.7</b> | <b>7.9</b>                | <b>1,595.6</b> |
| Result for the year                                   | –              | –             | –               | –              | 487.3             | –                       | –                                    | 487.3          | 0.2                       | 487.5          |
| Other comprehensive income (loss)                     | –              | –             | –               | –              | –                 | 7.7                     | 262.3                                | 270.0          | 4.1                       | 274.1          |
| <b>Total comprehensive income (loss) for the year</b> | <b>–</b>       | <b>–</b>      | <b>–</b>        | <b>–</b>       | <b>487.3</b>      | <b>7.7</b>              | <b>262.3</b>                         | <b>757.3</b>   | <b>4.3</b>                | <b>761.6</b>   |
| Allocation of 2009 result                             | –              | –             | –               | 189.0          | (189.0)           | –                       | –                                    | –              | –                         | –              |
| Dividends paid <sup>1</sup>                           | –              | –             | –               | –              | (287.5)           | –                       | –                                    | (287.5)        | –                         | (287.5)        |
| Movements on treasury shares                          | –              | –             | 43.3            | –              | –                 | –                       | –                                    | 43.3           | –                         | 43.3           |
| Share-based payment adjustment                        | –              | 10.7          | (0.6)           | –              | –                 | –                       | –                                    | 10.1           | –                         | 10.1           |
| Acquisition of non-controlling interests              | –              | –             | –               | (17.5)         | –                 | –                       | –                                    | (17.5)         | (9.5)                     | (27.0)         |
| Other movements                                       | –              | –             | –               | (0.4)          | –                 | –                       | –                                    | (0.4)          | –                         | (0.4)          |
| Ciel business combination                             | –              | –             | –               | –              | –                 | –                       | –                                    | –              | 32.8                      | 32.8           |
| <b>At December 31, 2010</b>                           | <b>624.4</b>   | <b>495.1</b>  | <b>(55.8)</b>   | <b>1,221.1</b> | <b>487.3</b>      | <b>(8.0)</b>            | <b>(671.1)</b>                       | <b>2,093.0</b> | <b>35.5</b>               | <b>2,128.5</b> |

<sup>1</sup> Dividends are shown net of dividends received on treasury shares.

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

# Consolidated financial statements

## Notes to the consolidated financial statements

December 31, 2011

### Note 1 – Corporate information

SES (the company) was incorporated on March 16, 2001 as a limited liability company (Société Anonyme) under Luxembourg law. References to the 'group' in the following notes are to the company and its subsidiaries, joint ventures and associates. SES trades under 'SESG' on the Luxembourg Stock Exchange and Euronext, Paris.

The consolidated financial statements of SES for the year ended December 31, 2011 were authorised for issue in accordance with a resolution of the directors on February 16, 2012. Under Luxembourg law the financial statements are approved by the shareholders at the annual general meeting.

### Note 2 – Summary of significant accounting policies

#### Basis of preparation

The consolidated financial statements have been prepared on a historical cost basis, except where fair value is required by IFRS as described below. The carrying values of recognised assets and liabilities that are hedged items in fair value hedges, and are otherwise carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged.

#### Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board, and endorsed by the European Union, as at December 31, 2011.

#### Basis of consolidation

##### *Basis of consolidation as from January 1, 2010*

The consolidated financial statements comprise the financial statements of the company and its controlled subsidiaries, after the elimination of all material inter-company transactions. Subsidiaries are consolidated from the date the company obtains control until such time as control ceases. Acquisitions of subsidiaries are accounted for using the purchase method of accounting. The financial statements of subsidiaries and affiliates are prepared for the same reporting period as the company, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies that may exist. For details regarding the subsidiaries included see Note 30.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the group loses control over a subsidiary, it:

- derecognises the assets (including goodwill) and liabilities of the subsidiary;
- derecognises the carrying amount of any non-controlling interest;
- derecognises the cumulative translation differences, recorded in equity;

- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss;
- reclassifies the parent's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

#### *Basis of consolidation prior to January 1, 2010*

Certain of the above-mentioned requirements were applied on a prospective basis. The following difference, however, is carried forward in certain instances from the previous basis of consolidation:

- upon loss of control, the group accounted for the investment retained at its proportionate share of net asset value at the date control was lost. The carrying value of such investments at January 1, 2010 has not been restated.

#### Application of IFRS 1

The group adopted IFRS on January 1, 2004 and applied the provisions of IFRS 1 for this transition. In particular, goodwill arising on business combinations (IFRS 3) that occurred before January 1, 2004 has not been restated. In accordance with IFRS 1, the group has elected not to apply IAS 21 (as revised in 2003) retrospectively to fair value adjustments and goodwill arising in business combinations that occurred before January 1, 2004.

#### Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year, except for the following new and amended IFRS and IFRIC interpretations effective as of January 1, 2011:

- IAS 24 Related Party Disclosures (amendment) effective January 1, 2011;
- IAS 32 Financial Instruments: Presentation (amendment) effective February 1, 2010;
- IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments effective July 1, 2010;
- Improvements to IFRSs (May 2010).

Adoption of these standards and interpretations did not have any effect on the financial position or performance of the group. The adoption of the standards or interpretations is described below:

#### *IAS 24 Related Party Transactions (Amendment)*

The IASB issued an amendment to IAS 24 that clarifies the definitions of a related party. The new definitions emphasise a symmetrical view of related party relationships and clarifies the circumstances in which persons and key management personnel affect related party relationships of an entity. In addition, the amendment introduces an exemption from the general related party disclosure requirements for transactions with government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity.

### **IAS 32 Financial Instruments: Presentation (Amendment)**

The IASB issued an amendment that alters the definition of a financial liability in IAS 32 to enable entities to classify rights issues and certain options or warrants as equity instruments. The amendment is applicable if the rights are given pro rata to all of the existing owners of the same class of an entity's non-derivative equity instruments, to acquire a fixed number of the entity's own equity instruments for a fixed amount in any currency.

### **IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments**

The interpretation clarifies that equity instruments issued to a creditor to extinguish a financial liability qualify as consideration paid. The equity instruments issued are measured at their fair value. In case that this cannot be reliably measured, the instruments are measured at the fair value of the liability extinguished. Any gain or loss is recognised immediately in profit or loss.

### **Improvements to IFRSs**

In May 2010, the IASB issued its third omnibus of amendments to its standards, primarily with a view to removing inconsistencies and clarifying wording. There are separate transitional provisions for each standard. The adoption of the following amendments resulted in changes to accounting policies, but no impact on the financial position or performance of the group.

- IFRS 3 Business Combinations: The measurement options available for non-controlling interest (NCI) were amended. Only components of NCI that constitute a present ownership interest that entitles their holder to a proportionate share of the entity's net assets in the event of liquidation should be measured at either fair value or at the present ownership instruments' proportionate share of the acquiree's identifiable net assets. All other components are to be measured at their acquisition date fair value.
- IFRS 7 Financial Instruments – Disclosures: The amendment was intended to simplify the disclosures provided by reducing the volume of disclosures around collateral held and improving disclosures by requiring qualitative information to put the quantitative information in context.
- IAS 1 Presentation of Financial Statements: The amendment clarifies that an entity may present an analysis of each component of other comprehensive income maybe either in the statement of changes in equity or in the notes to the financial statements. The group provides this analysis in Note 11.

Other amendments resulting from Improvements to IFRS to the following standards did not have any impact on the accounting policies, financial position or performance of the group:

- IFRS 3 Business Combinations (Contingent consideration arising from business combination prior to adoption of IFRS 3 (as revised in 2008));
- IFRS 3 Business Combinations (Un-replaced and voluntarily replaced share-based payment awards);
- IAS 27 Consolidated and Separate Financial Statements;
- IAS 34 Interim Financial Statements.

### **Interests in joint ventures**

The group has interests in joint ventures which are jointly controlled entities. A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, and a jointly controlled entity is a joint venture that involves the establishment of a separate entity in which each venturer has an interest. The group recognises its interest in the joint venture using proportional consolidation. The group combines its share of each of the assets, liabilities, income and expenses of the joint venture with the similar items, line by line, in its consolidated financial statements. The financial statements of the joint venture are prepared for the same reporting year as the parent company, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

When the group contributes or sells assets to the joint venture, any portion of gain or loss from the transaction is recognised based on the substance of the transaction. When the group purchases assets from the joint venture, the group does not recognise its share of the profits of the joint venture from the transaction until it resells the assets to an independent party. The joint venture is proportionately consolidated until the date on which the group ceases to have joint control over the joint venture.

### **Investments in associates**

The group has investments in associates which are accounted for under the equity method. An associate is an entity in which the group has significant influence and which is neither a subsidiary nor a joint venture.

Under the equity method, the investment in the associate is carried in the balance sheet at cost plus post-acquisition changes in the group's share of net assets of the associate. Goodwill relating to an associate is included in the carrying amount of the investment and is not amortised. After application of the equity method, the group determines whether it is necessary to recognise any additional impairment loss with respect to the group's net investment in the associate. The income statement reflects the share of the results of operations of the associate. Where there has been a change recognised directly in the equity of the associate, the group recognises its share of any changes and discloses this, when applicable, in the statement of changes in equity.

In general the financial statements of associates are prepared for the same reporting year as the parent company, using consistent accounting policies. Adjustments are made to bring in line any dissimilar accounting policies that may exist. Where differences arise in the reporting dates the group adjusts the financial information of the associate for significant transactions in the intervening period.

### **Significant accounting judgements and estimates**

#### **1. Judgements**

In the process of applying the group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

## 1.1. Treatment of orbital slot licence rights

The group's operating companies have obtained rights to operate satellites at certain orbital locations and using certain frequency bands. These licences are obtained through application to the relevant national and international regulatory authorities, and are generally made available for a defined period. On the expiry of such agreements, the operating company will generally be in a position to re-apply for the usage of these positions and frequency rights. Where the group has obtained such rights through the acquisition of subsidiaries and associates, the rights have been identified as an asset acquired and recorded at the fair value attributed to the asset at the time of the acquisition as a result of purchase accounting procedure. Such assets are deemed to have an indefinite life where the group has a high probability that it will be able to successfully re-apply for these rights as and when they expire. Hence these assets are not amortised, but rather are subject to regular impairment reviews to confirm that the carrying value in the group's financial statements is still appropriate. More details are given in Note 16.

## 1.2. Taxation

The group operates in numerous tax jurisdictions and management is required to assess tax issues and exposures across its entire operations and to accrue for potential liabilities based on its interpretation of country-specific tax law and best estimates. In conducting this review management assesses the materiality of the issue and the likelihood, based on experience and specialist advice, as to whether it will result in a liability for the group. If this is deemed to be the case then a provision is made for the potential taxation charge arising. These provisions are recorded as current liabilities in the consolidated balance sheet. As at December 31, 2011 an amount of EUR 160.5 million (2010: EUR 163.2 million) is disclosed under 'Income tax liabilities'.

One significant area of management judgement is in the area of transfer pricing. Whilst the group employs dedicated members of staff to establish and maintain appropriate transfer pricing structures and documentation, judgement still needs to be applied and hence potential tax exposures can be identified. The group, as part of its overall assessment of liabilities for taxation, reviews in detail the transfer pricing structures in place and makes provisions where this seems appropriate on a case by case basis.

## 2. Estimation uncertainty

One key assumption concerning the future and other key sources of estimation uncertainty at the balance sheet date that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is discussed below.

## – Impairment of goodwill

The group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Establishing the value in use requires the group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. More details are given in Note 16.

## Business combinations

### *Business combinations as from January 1, 2010*

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss. Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or a liability will be recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

### *Business combinations prior to January 1, 2010*

In comparison to the above-mentioned requirements, the following differences applied:

Business combinations were accounted for using the purchase method. Transaction costs directly attributable to the acquisition formed part of the acquisition costs. The non-controlling interest was measured at the proportionate share of the acquiree's identifiable net assets.

Business combinations achieved in stages were accounted for as separate steps. Any additional acquired share of interest did not affect previously recognised goodwill.

Contingent consideration was recognised if, and only if, the group had a present obligation, the economic outflow was more likely than not and a reliable estimate was determinable. Subsequent adjustments to the contingent consideration were recognised as part of goodwill.

#### **Non-current assets held for sale and discontinued operations**

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and their fair value less costs to sell.

In the consolidated statement of comprehensive income of the reporting period, and of the comparable period of the previous year, income and expenses from discontinued operations are reported separately from income and expenses from continuing operations, down to the level of profit after taxes, even when the group retains a non-controlling interest in the subsidiary after the sale. The resulting profit or loss (after taxes) is reported separately in the statement of comprehensive income.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

#### **Property, plant and equipment**

Property, plant and equipment is initially recorded at acquisition or manufacturing cost and is depreciated over the expected useful economic life. The manufacturing cost of internally generated property, plant and equipment includes directly attributable costs as well as appropriate overheads. Costs for the repair and maintenance of these assets are recorded as expense. Relevant finance charges arising during the construction period of satellites are capitalised.

Property, plant and equipment is depreciated using the straight-line method, generally based on the following useful lives:

|   |                |
|---|----------------|
| Buildings                                     | 25 years       |
| Space segment assets                          | 10 to 16 years |
| Ground segment assets                         | 3 to 15 years  |
| Other fixtures, fittings, tools and equipment | 3 to 15 years  |

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any loss or gain arising on derecognition of the asset is included in the profit and loss account in the year the asset is derecognised.

The asset's residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each financial year end.

#### **Assets in the course of construction**

Amounts payable in respect of the purchase of future satellites, launch costs and other related expenses including ground segment expenditure and financing costs are included in the balance sheet when accepted and billed. When the asset is subsequently put into service, the expenditure is transferred to assets in use and depreciation commences.

#### **Intangible assets**

##### **1) Goodwill**

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The carrying value of acquisition goodwill is reviewed for impairment annually, or more frequently if required to establish whether the value is still recoverable. The recoverable amount is defined as the higher of fair value less costs to sell and value in use. Impairment charges are taken as charges against net profit where a non-recoverable component is identified. Impairment losses relating to goodwill cannot be reversed in future periods. The group estimates value in use on the basis of the estimated discounted cash flows to be generated by a cash-generating unit which are based upon business plans approved by management. Beyond a five-year period, cash flows may be estimated on the basis of stable rates of growth or decline.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

##### **2) Other intangibles**

Intangible assets, consisting principally of rights of usage of orbital frequencies and acquired transponder service agreements, are reviewed at acquisition to establish whether they represent assets with a definite or indefinite life. Those assessed as being definite life assets are amortised on a straight-line basis over a period not exceeding 21 years. Indefinite life intangible assets are held at cost in the balance sheet but are subject to impairment testing in line with the treatment outlined for goodwill above. The useful life of an intangible asset

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

## Impairment of non-financial assets

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the group makes an estimate of the recoverable amount.

The group's long-lived assets and definite-life intangible assets, including its in-service satellite fleet, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Impairments can arise from complete or partial failure of a satellite as well as other changes in expected discounted future cash flows. Such impairment tests are based on a comparison of estimated discounted future cash flows to the recorded value of the asset. The estimated discounted cash flows are based on the most recent business plans. If impairment is indicated, the asset value will be written down to fair value based upon discounted cash flows using an appropriate discount rate.

## Borrowing costs

Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalised as part of the cost of that asset. All other borrowing costs are recognised as an expense in the period in which they are incurred.

## Investments and other financial assets

Financial assets in the scope of IAS 39 are classified as one of: financial assets at fair value through profit or loss; loans and receivables; held-to-maturity investments; or available-for-sale financial assets; as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year end.

All regular purchases and sales of financial assets are recognised on the trade date i.e. the date that the group is committed to the purchase or sale of the asset.

The following categories of financial asset as defined in IAS 39 are relevant in the group's financial statements.

### 1) *Financial assets at fair value through profit or loss*

Financial assets classified as held for trading are included in the category 'financial assets at fair value through profit or loss'. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives are also classified as held for trading unless they are designated and effective hedging instruments. Gains or losses on investments held for trading are recognised in income.

### 2) *Held-to maturity investments*

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the group has the positive intent and ability to hold to maturity. Investments intended to be held for an undefined period are not included in this classification. Other long-term investments that are intended to be held-to-maturity, such as bonds, are subsequently measured at amortised cost. This cost is computed as the amount initially recognised minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initially recognised amount and the maturity amount. This calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. For investments carried at amortised cost, gains and losses are recognised in income when the investments are derecognised or impaired, as well as through the amortisation process.

### 3) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in income when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

### 4) *Available-for-sale financial assets*

Available-for-sale financial assets are those non-derivative financial assets that are designated as available-for-sale or are not classified in any of the three preceding categories. After initial recognition available-for-sale financial assets are measured at fair value with gains and losses being recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired at which time the cumulative gain or loss previously reported in equity is included in the income statement totally or partially.

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's-length market transactions; reference to the current market value of another instrument, which is substantially the same; discounted cash flow analysis and option pricing models.

## Inventories

Inventories primarily consist of work-in-progress, related accessories and network equipment spares and are stated at the lower of cost or market value, with cost determined on an average-cost method and market value based on the estimated net realisable value.



### Trade and other receivables

Trade receivables are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. Provision is made when there is objective evidence that the group will not be able to collect the debts. Bad debts are written off when identified. The group evaluates the credit risk of its customers on an ongoing basis, classifying them into three categories: prime, market and sub-prime.

### Inter-company transactions

The group accounts for inter-segment sales and transfers as if the sales or transfers were to third parties at current market prices.

### Treasury shares

Acquired own equity instruments (treasury shares) are deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the group's own equity instruments.

### Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, deposits and short-term, highly liquid investments readily convertible to known amounts of cash and subject to insignificant risk of changes in value. Cash on hand and in banks and short-term deposits which are held to maturity are carried at cost. For the purposes of the consolidated statement of cash flow, 'Net Cash' consists of cash and cash equivalents, net of outstanding bank overdrafts.

### Revenue recognition

The group enters into contracts to provide high-quality satellite transponder capacity and broadcasting services through which television, radio and data broadcasting make available programming services to the general public. Revenues are generated primarily from service agreements with customers to provide satellite transponder services.

All amounts received from customers under contracts for satellite capacity are recognised, at the fair value of the consideration received or receivable, over the duration of the respective contracts on a straight-line basis. Payments received in advance are deferred and included in the balance sheet as deferred income. Interest is accrued on advance payments received using the incremental borrowing rate of the group at the time the advance payments are received. Payments of receivables in arrears are accrued and included in trade debtors.

The group also has a number of long-term construction contracts. Revenue is recognised on these contracts by reference to the stage of completion of the contract where the outcome can be estimated reliably.

### Dividends

The company declares dividends after the financial statements for the year have been approved. Accordingly dividends are recorded in the subsequent year's financial statements.

### Provisions

Provisions are recognised when the group has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

### Current taxes

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

### Deferred taxes

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

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

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

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

Income tax relating to items recognised directly in equity is recognised in equity and not in the income statement.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## Translation of foreign currencies

The consolidated financial statements are presented in euro (EUR), which is the company's functional and presentation currency. Each entity in the group determines its own functional currency and items included in the financial statements of each entity are measured using the functional currency.

Transactions in foreign currencies are initially recorded in the functional currency ruling at the date of transaction. The cost of non-monetary assets is translated at the rate applicable at the date of the transaction. All other assets and liabilities are translated at closing rates of exchange. During the year, expenses and income expressed in foreign currencies are recorded at exchange rates prevailing on the date they occur or accrue. All exchange differences resulting from the application of these principles are included in the consolidated income statement.

Goodwill and fair value adjustments arising on the acquisition of a 100%-owned foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. In accordance with IFRS 1, the group has elected not to apply IAS 21 'The Effects of Changes in Foreign Currency Exchange Rates' (as revised in 2003) retrospectively to fair value adjustments and goodwill arising in business combinations that occurred before the date of transition to IFRS.

The assets and liabilities of consolidated subsidiaries are translated into euro at the year-end exchange rates, while the income and expense items of these subsidiaries are translated at the average exchange rate of the year. The related foreign exchange differences are included in the currency exchange reserve within equity. On disposal of a foreign subsidiary or joint venture, the deferred cumulative amount recognised in equity relating to that particular foreign operation is reclassified to the income statement.

The U.S. dollar exchange rates used by the group during the year were as follows:

| 1 euro = | Average rate for 2011 | Closing rate for 2011 | Average rate for 2010 | Closing rate for 2010 |
|----------|-----------------------|-----------------------|-----------------------|-----------------------|
| USD      | 1.4035                | 1.2939                | 1.3294                | 1.3362                |

## Basic and diluted earnings per share

The company's capital structure consists of Class A and Class B shares, entitled to the payment of annual dividends as approved by the shareholders at their annual meetings. Holders of Class B shares participate in earnings and are entitled to 40% of the dividends payable per Class A share.

Basic and diluted earnings per share are calculated by dividing the net profit attributable to ordinary shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share are also adjusted for the effects of dilutive options.

## Derivative financial instruments and hedging

The group recognises all derivatives as assets and liabilities on the balance sheet at fair value. Changes in the fair value of derivatives are recorded in the income statement or in accordance with the principles below where hedge accounting is applied. The group uses derivative financial instruments such as foreign currency contracts and interest rate swaps to hedge its risks associated with interest rate and foreign currency fluctuation. The fair value of forward exchange contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles. The fair value of interest rate swap contracts is determined by reference to market values for similar instruments. On the date a hedging derivative instrument is entered into, the group designates the derivative as one of the following:

- 1) a hedge of the fair value of a recognised asset or liability or of an unrecognised firm commitment (fair value hedge);
- 2) a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognised asset or liability (cash flow hedge); or
- 3) a hedge of a net investment in a foreign operation.

Hedges which meet the strict criteria for hedge accounting are accounted for as follows:

### 1) Fair value hedges

In relation to fair value hedges (Interest Rate Swaps on fixed-rate debt) which meet the conditions for hedge accounting, any gain or loss from remeasuring the hedging instrument at fair value is recognised immediately in the income statement. Any gain or loss on the hedged item attributable to the hedged risk is adjusted against the carrying amount of the hedged item and recognised in the income statement as finance revenue or cost.

### 2) Cash flow hedges

In relation to cash flow hedges (forward foreign currency contracts and interest rate swaps on floating-rate debt) – to hedge firm commitments or forecasted transactions – which meet the conditions for hedge accounting, the portion of the gain or loss on the hedging instrument

that is determined to be an effective hedge is recognised directly in equity and the ineffective portion is recognised in the income statement as finance revenue or cost.

When the hedged commitment results in the recognition of an asset or a liability, then, at the time the asset or liability is recognised, the associated gains or losses that had previously been recognised in equity are included in the initial measurement of the acquisition cost or carrying amount of the asset or liability.

### **3) Hedge of a net investment in a foreign operation**

Changes in the fair value of a derivative or non-derivative instrument that is designated as, and meets all the required criteria for, a hedge of a net investment are recorded in the currency exchange reserve to the extent that it is deemed to be an effective hedge. The ineffective portion is recognised in the income statement as finance revenue or cost.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, the hedge no longer qualifies for hedge accounting, or the group revokes the designation. At that point in time, any cumulative gain or loss on the hedging instrument recognised in equity is kept in equity until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to net profit or loss for the period.

The group formally documents all relationships between hedging instruments and hedged items, as well as its risk-management objective and strategy for undertaking various hedge transactions. This process includes allocating all derivatives that are designated as fair value hedges, cash flow hedges or net investment hedges to specific assets and liabilities on the balance sheet or to specific firm commitments or forecasted transactions. The group also formally assesses both at the inception of the hedge and on an ongoing basis, whether each derivative is highly effective in offsetting changes in fair values or cash flows of the hedged item. If it is determined that a derivative is not highly effective as a hedge or if a derivative ceases to be a highly effective hedge, the group will discontinue hedge accounting prospectively.

### **Derecognition of financial assets and liabilities**

#### **1) Financial assets**

A financial asset is derecognised where:

- the rights to receive cash flows from the asset have expired;
- the group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a ‘pass-through’ arrangement; or
- the group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of that asset.

Where the group has transferred its rights to receive cash flows from an asset and have neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset continues to be recognised to the extent of the group’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of the consideration that the group could be required to repay.

Where continuing involvement takes the form of a written and/or purchased option (including cash-settled options or similar provision) on the transferred asset, the extent of the group’s continuing involvement is the amount of the transferred asset that the group may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, the extent of the group’s continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

#### **2) Financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

### **Accounting for pension obligations**

The company and certain subsidiaries operate defined benefit pension plans and/or defined contribution plans. The cost of providing benefits under the defined benefit pension plan is determined using the projected unit credit actuarial valuation method. Actuarial gains and losses are recognised as income or expense when the cumulative unrecognised gains or losses for each individual plan exceed 10% of the higher of the defined benefit obligation and the fair value of plan assets. These gains or losses are recognised over the expected average remaining working lives of the employees participating in the plans. Costs relating to the defined contribution plan are recognised in the income statement as incurred on an accruals basis.

### **Share-based payments**

Employees (including senior executives) of the group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments (‘equity-settled transactions’).

#### **1) Equity-settled transactions**

The cost of equity-settled transactions is measured by reference to the fair value at the date on which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in Note 24. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the company’s shares, if applicable.

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting date). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the group's best estimate of the number of equity instruments that will ultimately vest. The income statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period. No expense is recognised for awards that do not ultimately vest.

The group has taken advantage of the transitional provisions of IFRS 2 in respect of equity-settled awards and has applied IFRS 2 only to equity-based awards granted after November 7, 2002 that had not vested on January 1, 2004.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share (see Note 12).

## 2) Cash-settled transactions

The cost of cash-settled transactions is measured initially at fair value at the grant date using a binomial model taking into account the terms and conditions upon which the instruments were granted. This fair value is expensed over the period until settlement with recognition of a corresponding liability. The liability is remeasured at each balance sheet date up to and including the settlement date with changes in fair value recognised in the consolidated income statement.

Note that the last options under equity-settled schemes were granted in 2005 and the exercise period for these options expired during 2010 such that at the balance sheet date the group has no options outstanding under cash-settled schemes.

## Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset. For arrangements entered into prior to January 1, 2005, the date of inception is deemed to be January 1, 2005 in accordance with the transitional requirements of IFRIC 4.

Finance leases, which transfer to the group substantially all risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair market value of the leased item or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to expense. Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the income statement on a straight-line basis over the lease term.

## IFRS standards and interpretations issued but not yet effective

IFRS standards and interpretations issued but not yet effective up to the date of issuance of the group's financial statements and which are expected to be relevant for the group at a future date are listed below. The group intends to adopt these standards when they become effective and/or once endorsed by the European Union.

### *IAS 1 Financial Statement Presentation – Presentation of Items of Other Comprehensive Income*

The amendments to IAS 1 change the grouping of items presented in OCI. Items that could be reclassified (or 'recycled') to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items that will never be reclassified. The amendment affects presentation only and has no impact on the group's financial position or performance.

### *IAS 27 Separate Financial Statements (as revised in 2011)*

As a consequence of the new IFRS 10 and IFRS 12, what remains of IAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in separate financial statements. The group does not present separate financial statements.

### *IAS 28 Investments in Associates and Joint Ventures (as revised in 2011)*

As a consequence of the new IFRS 11 and IFRS 12, IAS 28 has been renamed IAS 28 *Investments in Associates and Joint Ventures*, and describes the application of the equity method to investments in joint ventures in addition to associates. The group is currently assessing the impact that this standard will have on the financial position and performance.

### *IFRS 7 Financial Instruments: Disclosures – Enhanced Derecognition Disclosure Requirements*

The amendment requires additional disclosure about financial assets that have been transferred but not derecognised to enable the user of the group's financial statements to understand the relationship with those assets that have not been derecognised and their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognised assets to enable the user to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognised assets. The amendment affects disclosure only and has no impact on the group's financial position or performance.

### **IFRS 9 Financial Instruments: Classification and Measurement**

IFRS 9 as issued reflects the first phase of the IASBs work on the replacement of IAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. In subsequent phases, the IASB will address hedge accounting and impairment of financial assets. The completion of this project is expected over the course of the first half of 2012. The adoption of the first phase of IFRS 9 will have an effect on the classification and measurement of the group's financial assets, but will potentially have no impact on classification and measurements of financial liabilities. The group is currently assessing the impact that this standard will have on the financial position and performance.

### **IFRS 10 Consolidated Financial Statements**

IFRS 10 replaces the portion of IAS 27 Consolidated and Separate Financial Statements that addresses the accounting for consolidated financial statements. It also includes the issues raised in SIC-12 Consolidation – Special Purpose Entities. IFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by IFRS 10 will require management to exercise significant judgement to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in IAS 27. The group is currently assessing the impact that this standard will have on the financial position and performance.

### **IFRS 11 Joint Arrangements**

IFRS 11 replaces IAS 31 Interests in Joint Ventures and SIC-13 Jointly-controlled Entities – Non-monetary Contributions by Venturers. IFRS 11 removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, JCEs that meet the definition of a joint venture must be accounted for using the equity method. The group is currently assessing the impact that this standard will have on the financial position and performance.

### **IFRS 12 Disclosure of Involvement with Other Entities**

IFRS 12 includes all of the disclosures that were previously in IAS 27 related to consolidated financial statements, as well as all of the disclosures that were previously included in IAS 31 and IAS 28. These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required.

### **IFRS 13 Fair Value Measurement**

IFRS 13 establishes a single source of guidance under IFRS for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The group is currently assessing the impact that this standard will have on the financial position and performance.

### **Note 3 – Business combinations and acquisition of non-controlling interests**

#### **1. Ciel Satellite Limited Partnership, Canada – Business combination**

In 2010 the regulatory framework governing Canadian satellite operators was amended to allow control by non-resident shareholders. SES holds a 70% interest in Ciel Satellite Limited Partnership (Ciel LP) but due to the previous regulations SES was not able to demonstrate control over the entity and hence it was reported as a joint venture with the group consolidating its 70% proportional share of Ciel LP's results.

Once the regulatory change was passed, the shareholder agreement of Ciel LP was amended to allow SES to exercise its voting rights over its full shareholding and hence to exercise control over Ciel LP's operations. Consequently Ciel LP has been fully consolidated from the effective date of this amendment, September 29, 2010.

The fair value of the identifiable assets and liabilities of Ciel LP at the effective date of control are set out below. Note that for the purposes of the transaction the book value of the assets and liabilities of Ciel LP were deemed to be fair values and no goodwill arose on the transaction.

| In millions of euros                               | Fair value recognised on acquisition |
|--|--------------------------------------|
| <b>Assets</b>                                      |                                      |
| Property, plant and equipment                      | 202.4                                |
| Intangible assets                                  | 3.1                                  |
| Current assets                                     | 2.7                                  |
| <b>Total assets</b>                                | <b>208.2</b>                         |
| <b>Liabilities</b>                                 |                                      |
| Current liabilities                                | 0.8                                  |
| Upfront payments                                   | 101.8                                |
| <b>Total liabilities</b>                           | <b>102.6</b>                         |
| <b>Total identifiable net assets at fair value</b> | <b>105.6</b>                         |

#### **2. Acquisition of additional interests in SES ASTRA AB, Sweden**

On March 4, 2010, the group acquired the remaining 10% interest of the voting shares of SES ASTRA AB. A cash consideration of EUR 27.0 million was paid to the non-controlling interest shareholders. The carrying value of the additional interest acquired was EUR 9.5 million and the difference of EUR 17.5 million between the consideration and the carrying value of the interest acquired has been recognised in other reserves within equity.

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

## Note 4 – Discontinued operation – disposal of controlling interest in ND SatCom

Since the second quarter of 2010, SES management publicly indicated its intention to dispose of its controlling interest in ND SatCom, which was for this reason, disclosed in the group's financial reporting as an 'Asset held for sale' beginning with the group's interim 2010 financial statements. From that time onwards, the impact of ND SatCom on the group's income statement was presented as a loss from discontinued operations in accordance with the provisions of IFRS 5.

On February 28, 2011 the group sold 75.1% of its interest in ND SatCom to Astrium Services GmbH, a wholly-owned subsidiary of EADS. The group retains a minority shareholding of 24.9% which is accounted for using the equity method and disclosed as part of the line 'Share of associates' result'.

The results after tax from discontinued operations as well as the cash outflow arising from ND SatCom sale were as follows:

| In millions of euros   | February 28,<br>2011 | December 31,<br>2010 |
|--|----------------------|----------------------|
| <b>Revenue</b>   | <b>5.7</b>           | 59.8                 |
| Operating expenses   | (8.6)                | (64.5)               |
| <b>EBITDA</b>  | <b>(2.9)</b>         | (4.7)                |
| Depreciation   | (0.3)                | (1.9)                |
| Amortisation   | (0.7)                | (21.0)               |
| <b>Operating profit</b>  | <b>(3.9)</b>         | (27.6)               |
| Net finance charges  | 1.2                  | (5.7)                |
| Share of associate's result  | 0.1                  | 2.0                  |
| Loss recognised on the remeasurement to fair value                 | –                    | (30.8)               |
| <b>Loss before tax for the period from discontinued operations</b> | <b>(2.6)</b>         | (62.1)               |
| Tax income/(expense):  |                      |                      |
| Related to current pre-tax profit/(loss)                           | –                    | (0.3)                |
| Related to measurement to fair value less cost to sell             | –                    | 26.1                 |
|  | <b>(2.6)</b>         | (36.3)               |
| Loss for the period from discontinued operations:                  |                      |                      |
| Loss on disposal of the discontinued operations                    | (4.3)                | –                    |
| Attributable tax expense   | (0.4)                | –                    |
|  | <b>(4.7)</b>         | –                    |
| <b>Loss after tax for the period from discontinued operations</b>  | <b>(7.3)</b>         | (36.3)               |
| Cash outflow on sale:  |                      |                      |
| Consideration received   | 5.0                  | –                    |
| Net cash disposed of with the discontinued operation               | (14.3)               | –                    |
| <b>Net cash outflow</b>  | <b>(9.3)</b>         | –                    |
| Net operating cash flow  | (8.2)                | 20.5                 |
| Net cash generated by investing activities                         | 12.5                 | 1.8                  |
| Net cash generated by financing activities                         | 7.3                  | (24.4)               |
| Net foreign exchange movements                                     | –                    | 3.1                  |
| <b>Net cash inflow/(outflow)</b>                                   | <b>11.6</b>          | 1.0                  |
| Earnings per share – A shares                                      | (0.02)               | (0.09)               |
| Earnings per share – B shares                                      | (0.01)               | (0.03)               |

## Note 5 – Interest in a joint venture

### 1. Ciel Satellite Limited Partnership, Canada

Until September 29, 2010, the group had a 70.0% economic interest in Ciel Satellite Limited Partnership, Canada (Ciel LP), an entity which is involved in similar business to the group's other main operational entities. As set out in Note 3 above, Ciel LP ceased to be presented as a joint venture with effect from the date of the change to the shareholder agreement dated September 29, 2010.

The share of income and expenses for the period prior to full control in 2010, which have been included in the consolidated financial statements of December 31, 2010, are as follows:

| In millions of euros          | 2010       |
|-------------------------------|------------|
| Non-current assets            | –          |
| Current assets                | –          |
| Non-current liabilities       | –          |
| Current liabilities           | –          |
| Revenue                       | 18.5       |
| Operating expenses            | (3.3)      |
| Depreciation and amortisation | (7.5)      |
| Finance costs                 | (2.5)      |
| <b>Net income/(loss)</b>      | <b>5.2</b> |

### 2. Solaris Mobile Limited, Ireland

In 2007, SES ASTRA and Eutelsat entered into a joint venture, Solaris Mobile Limited (Solaris) based in Dublin, to develop using S-band frequencies next-generation entertainment services via satellite.

On April 6, 2009, the S-band payload was launched on board Eutelsat's W2A satellite. On May 14, 2009, the European Commission granted one of two 15 MHz blocks of S-band capacity for a European coverage to Solaris, subject to certain conditions, with the second block assigned to Inmarsat. On the same day Eutelsat and SES announced an anomaly in the functioning of the payload. On June 22, 2009, Solaris filed a constructive total loss insurance claim for the full insured value of the payload which was fully impaired on June 30, 2009. The insurance proceeds were collected in full towards the end of 2009.

The group, as well as the other shareholder, remains committed to establishing an economically viable business through the commercialisation of the awarded S-band frequencies. Solaris has worked to develop commercial offers as well as demonstration showcases with the residual capacity of the S-band payload, with the first network being launched in Paris in spring 2010 and subsequently extended to Rennes and Nancy as well as Brussels.

To date, Solaris has been granted licenses for mobile satellite services in 11 countries, and is in talks for these licenses in remaining E.U. member states. The company is currently in discussions with several potential partners to define an industrial plan for deployment of the Solaris S-band spectrum, with a focus on the complementary ground infrastructure as well as consideration of a follow-on S-band payload.

The share of assets, liabilities, income and expenses of the joint venture as at December 31, 2010 and 2011 and for the years then ended, which are included in the consolidated financial statements, are as follows:

| In millions of euros          | 2011         | 2010         |
|-------------------------------|--------------|--------------|
| Non-current assets            | 2.0          | 2.0          |
| Current assets                | 5.5          | 8.6          |
| Non-current liabilities       | –            | –            |
| Current liabilities           | 0.6          | 0.9          |
| Revenue                       | –            | –            |
| Operating expenses            | (2.8)        | (2.8)        |
| Depreciation and amortisation | (0.2)        | (0.2)        |
| Finance income, net           | 0.2          | 0.6          |
| <b>Net loss</b>               | <b>(2.8)</b> | <b>(2.4)</b> |

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

## Note 6 – Operating segments

For the two years covered by these financial statements, the group was divided into three operating segments, reflecting the group's internal reporting and responsibility structure, as well as its geographical regions of activity:

- 1) SES ASTRA served primarily European and Middle-Eastern markets, as well as the African market for certain products;
- 2) SES WORLD SKIES served the other regions, and Africa for those services not offered by SES ASTRA;
- 3) SES S.A. and other participations provided corporate services for the group.

| As at December 31, 2011<br>In millions of euros | SES ASTRA      | SES<br>WORLD SKIES | SES S.A.<br>and other<br>participations | Elimination | Total          |
|---|----------------|--------------------|---|-------------|----------------|
| <b>Segmental results</b>                        |                |                    |   |             |                |
| <b>Revenue</b>                                  |                |                    |   |             |                |
| With third parties                              | 977.7          | 755.4              | –                                       | –           | 1,733.1        |
| With other segments                             | 13.1           | 1.3                | –                                       | (14.4)      | –              |
| Operating expenses                              | (228.9)        | (211.3)            | (32.7)                                  | 14.4        | (458.5)        |
| <b>EBITDA</b>                                   | <b>761.9</b>   | <b>545.4</b>       | <b>(32.7)</b>                           | –           | <b>1,274.6</b> |
| Depreciation expenses                           | (182.5)        | (246.9)            | (2.3)                                   | –           | (431.7)        |
| Amortisation expenses                           | (31.9)         | (2.8)              | –                                       | –           | (34.7)         |
| <b>Operating profit</b>                         | <b>547.5</b>   | <b>295.7</b>       | <b>(35.0)</b>                           | –           | <b>808.2</b>   |
| Finance revenue                                 |                |                    |   |             | 14.9           |
| Finance costs                                   |                |                    |   |             | (173.4)        |
| <b>Profit before tax</b>                        |                |                    |   |             | <b>649.7</b>   |
| <b>Segmental assets</b>                         |                |                    |   |             |                |
| Property, plant and equipment                   | 2,177.9        | 2,828.0            | 3.4                                     | –           | 5,009.3        |
| Intangible assets                               | 419.6          | 2,493.8            | –                                       | –           | 2,913.4        |
| <b>Allocated non-current assets</b>             | <b>2,597.5</b> | <b>5,321.8</b>     | <b>3.4</b>                              | –           | <b>7,922.7</b> |
| Non-allocated assets                            |                |                    |   |             | 947.1          |
| <b>Total assets</b>                             |                |                    |   |             | <b>8,869.8</b> |



As at December 31, 2010  
In millions of euros

|                                     | SES ASTRA      | SES<br>WORLD SKIES | SES S.A.<br>and other<br>participations | Elimination | Total          |
|-------------------------------------|----------------|--------------------|---|-------------|----------------|
| <b>Segmental results</b>            |                |                    |   |             |                |
| <b>Revenue</b>                      |                |                    |   |             |                |
| With third parties                  | 953.7          | 782.0              | –                                       | –           | 1,735.7        |
| With other segments                 | 11.3           | 2.3                | –                                       | (13.6)      | –              |
| Operating expenses                  | (224.1)        | (191.9)            | (36.9)                                  | 13.6        | (439.3)        |
| <b>EBITDA</b>                       | <b>740.9</b>   | <b>592.4</b>       | <b>(36.9)</b>                           | <b>–</b>    | <b>1,296.4</b> |
| Depreciation expenses               | (171.2)        | (292.9)            | (0.3)                                   | –           | (464.4)        |
| Amortisation expenses               | (31.6)         | (3.0)              | –                                       | –           | (34.6)         |
| <b>Operating profit</b>             | <b>538.1</b>   | <b>296.5</b>       | <b>(37.2)</b>                           | <b>–</b>    | <b>797.4</b>   |
| Finance revenue                     |                |                    |   |             | 5.6            |
| Finance costs                       |                |                    |   |             | (201.5)        |
| <b>Profit before tax</b>            |                |                    |   |             | <b>601.5</b>   |
| <b>Segmental assets</b>             |                |                    |   |             |                |
| Property, plant and equipment       | 1,767.9        | 2,620.7            | 16.2                                    | –           | 4,404.8        |
| Intangible assets                   | 448.5          | 2,417.4            | 0.1                                     | –           | 2,866.0        |
| <b>Allocated non-current assets</b> | <b>2,216.4</b> | <b>5,038.1</b>     | <b>16.3</b>                             | <b>–</b>    | <b>7,270.8</b> |
| Non-allocated assets                |                |                    |   |             | 957.7          |
| <b>Total assets</b>                 |                |                    |   |             | <b>8,228.5</b> |

In analysing the financial performance of these operating segments, the group's management follows in particular the development of revenue and EBITDA (Earnings Before Interest, Taxation, Depreciation and Amortisation) of the segment as a whole, as well as in the 'Infrastructure' and 'Services' components of the segments' results. In this context 'Infrastructure' refers to the sale of satellite transponder capacity and directly attributable services. The 'Services' business refers to the provision of products such as engineering services, retail broadband two-way internet access, and playout and transmission services.

Sales between these two segments, primarily sales of infrastructure capacity through to the 'Services' businesses, are eliminated on consolidation. Start-up initiatives, that is to say new market initiatives in the pre-commercial phase, or initial phase of operations, are excluded from the 'Infrastructure' and 'Services' results analysis.

As at December 31, 2011  
In millions of euros

|  | SES ASTRA    | SES<br>WORLD SKIES | SES S.A.<br>and other<br>participations | Elimination | Total        |
|--|--------------|--------------------|---|-------------|--------------|
| <b>Infrastructure</b>                        |              |                    |   |             |              |
| Revenue                                      | 876.8        | 663.7              | –                                       | (13.4)      | 1,527.1      |
| EBITDA                                       | 730.2        | 525.9              | –                                       | –           | 1,256.1      |
| <b>Margin</b>                                | <b>83.3%</b> | <b>79.2%</b>       | <b>–</b>                                | <b>–</b>    | <b>82.3%</b> |
| <b>Services</b>                              |              |                    |   |             |              |
| Revenue                                      | 165.8        | 184.3              | –                                       | –           | 350.1        |
| EBITDA                                       | 32.4         | 19.4               | –                                       | –           | 51.8         |
| <b>Margin</b>                                | <b>19.5%</b> | <b>10.5%</b>       | <b>–</b>                                | <b>–</b>    | <b>14.8%</b> |
| <b>Elimination/start-up initiative/other</b> |              |                    |   |             |              |
| Revenue                                      | (64.9)       | (92.6)             | –                                       | 13.4        | (144.1)      |
| EBITDA                                       | (0.7)        | 0.1                | (32.7)                                  | –           | (33.3)       |
| <b>Total</b>                                 |              |                    |   |             |              |
| Revenue                                      | 977.7        | 755.4              | –                                       | –           | 1,733.1      |
| EBITDA                                       | 761.9        | 545.4              | (32.7)                                  | –           | 1,274.6      |
| <b>Total margin</b>                          |              |                    |   |             | <b>73.5%</b> |

# Consolidated financial statements

## Notes to the consolidated financial statements continued

December 31, 2011

| As at December 31, 2010<br>In millions of euros | SES ASTRA    | SES<br>WORLD SKIES | SES S.A.<br>and other<br>participations | Elimination | Total        |
|---|--------------|--------------------|---|-------------|--------------|
| <b>Infrastructure</b>                           |              |                    |   |             |              |
| Revenue   | 868.6        | 677.2              | –                                       | (1.7)       | 1,544.1      |
| EBITDA  | 721.1        | 561.1              | –                                       | –           | 1,282.2      |
| <b>Margin</b>                                   | <b>83.0%</b> | <b>82.9%</b>       | <b>–</b>                                | <b>–</b>    | <b>83.0%</b> |
| <b>Services</b>                                 |              |                    |   |             |              |
| Revenue   | 121.2        | 190.0              | –                                       | –           | 311.2        |
| EBITDA  | 26.7         | 31.0               | –                                       | –           | 57.7         |
| <b>Margin</b>                                   | <b>22.0%</b> | <b>16.3%</b>       | <b>–</b>                                | <b>–</b>    | <b>18.5%</b> |
| <b>Elimination/start-up initiative/other</b>    |              |                    |   |             |              |
| Revenue   | (36.1)       | (85.2)             | –                                       | 1.7         | (119.6)      |
| EBITDA  | (6.9)        | 0.3                | (36.9)                                  | –           | (43.5)       |
| <b>Total</b>                                    |              |                    |   |             |              |
| Revenue   | 953.7        | 782.0              | –                                       | –           | 1,735.7      |
| EBITDA  | 740.9        | 592.4              | (36.9)                                  | –           | 1,296.4      |
| <b>Total margin</b>                             |              |                    |   |             | <b>74.7%</b> |

The group's revenues from external customers analysed by country using the customer's billing address is as follows:

| In millions of euros                 | 2011           | 2010    |
|--------------------------------------|----------------|---------|
| Luxembourg (SES country of domicile) | <b>52.3</b>    | 44.5    |
| United States of America             | <b>505.3</b>   | 456.7   |
| Germany                              | <b>415.9</b>   | 374.9   |
| United Kingdom                       | <b>301.3</b>   | 301.3   |
| France                               | <b>93.7</b>    | 91.4    |
| Others                               | <b>364.6</b>   | 466.9   |
| <b>Total</b>                         | <b>1,733.1</b> | 1,735.7 |

No single customer accounted for 10% or more of total revenue in 2011 or 2010.

The group's non-current assets are located as set out in the following table. Note that satellites are allocated to the country where the legal owner of the asset is incorporated. Similarly orbital slot rights and goodwill balances are allocated to the attributable subsidiary.

| In millions of euros                 | 2011           | 2010    |
|--------------------------------------|----------------|---------|
| Luxembourg (SES country of domicile) | <b>1,932.6</b> | 1,683.6 |
| United States of America             | <b>3,217.3</b> | 3,091.1 |
| The Netherlands                      | <b>1,142.6</b> | 1,064.2 |
| Isle of Man                          | <b>1,194.3</b> | 1,074.0 |
| Sweden                               | <b>245.1</b>   | 256.4   |
| Others                               | <b>190.8</b>   | 101.5   |
| <b>Total</b>                         | <b>7,922.7</b> | 7,270.8 |

### Note 7 – Operating expenses

The operating expense categories disclosed include the following types of expenditure:

- 1) Cost of sales (excluding staff costs and depreciation) represents cost categories which generally vary directly with revenue development. Such costs include the rental of third-party satellite capacity, the cost of goods sold (for example on the disposal of space segment assets), and costs directly attributable to the facilitation of customer contracts.
- 2) Staff costs includes gross salaries and employer's social security payments, payments into pension schemes for employees, and charges arising under share-based payment schemes.
- 3) Other operating expenses are by their nature less variable to revenue development. Such costs include facility costs, in-orbit insurance costs, marketing expenses, general and administrative expenditure, consulting charges, travel-related expenditure and movements on provisions for debtors.

#### Provision on deposits made to Sea Launch

On June 22, 2009, Sea Launch Company LLC, Sea Launch Limited Partnership – and their subsidiaries – filed voluntary petitions to reorganise under Chapter 11 in a U.S. Bankruptcy Court. Prior to this filing, SES had made deposits to Sea Launch, for an amount of USD 29.6 million in connection with a launch contract which was terminated by SES before the Sea Launch filing. Whilst SES actively pursued the repayment of this amount, management elected to make a full provision against this receivable as at December 31, 2009. This charge was disclosed as part of the 'Other operating expenses' of that year.

During 2010 this provision was reduced by USD 5.1 million reflecting the full and final settlement of the claim and payment that occurred at the beginning of 2011.

### Note 8 – Audit fees

For the year ended December 31, the group has recorded charges – both billed and accrued – from its independent auditor and affiliated companies thereof, as set out below:

| In millions of euros    | 2011       | 2010       |
|-------------------------|------------|------------|
| Audit fees              | 1.6        | 1.2        |
| Tax advisory fees       | 0.2        | 0.3        |
| Other services          | 0.3        | 0.3        |
| <b>Total audit fees</b> | <b>2.1</b> | <b>1.8</b> |

### Note 9 – Finance revenue and costs

| In millions of euros  | 2011           | 2010           |
|---|----------------|----------------|
| <b>Finance revenue</b>  |                |                |
| Interest income   | 5.3            | 5.6            |
| Net foreign exchange gains  | 9.6            | –              |
| <b>Total</b>  | <b>14.9</b>    | <b>5.6</b>     |
| <b>Finance costs</b>  |                |                |
| Interest expense on loans and borrowings (net of amounts capitalised) | (168.6)        | (184.5)        |
| Net foreign exchange charges  | –              | (17.0)         |
| Value adjustments on financial assets                                 | (4.8)          | –              |
| <b>Total</b>  | <b>(173.4)</b> | <b>(201.5)</b> |

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

## Note 10 – Income taxes

Taxes on income comprise the taxes paid or owed on income in the individual countries, as well as deferred taxes. Current and deferred taxes can be analysed as follows:

| In millions of euros   | 2011          | 2010          |
|--|---------------|---------------|
| <b>Consolidated income statement</b>   |               |               |
| <b>Current income tax</b>  |               |               |
| Current income tax charge  | (71.5)        | (128.5)       |
| Adjustments in respect of prior periods  | (3.0)         | 18.0          |
| <b>Deferred income tax</b>   |               |               |
| Relating to origination and reversal of temporary differences                        | 31.7          | 8.5           |
| Relating to tax losses brought forward   | –             | 28.1          |
| Change in tax rate   | 12.7          | –             |
| Adjustment of prior year   | 14.1          | –             |
| <b>Income tax expense per consolidated income statement</b>                          | <b>(16.0)</b> | <b>(73.9)</b> |
| <b>Consolidated statement of changes in equity</b>                                   |               |               |
| <b>Deferred income tax related to items (charged) or credited directly in equity</b> |               |               |
| Net loss on revaluation of financial instruments – Cash flow hedge                   | (1.5)         | (2.5)         |
| Unrealised loss on loans and borrowings – Net Investment hedge                       | 25.8          | 21.4          |
| <b>Income taxes reported in equity</b>   | <b>24.3</b>   | <b>18.9</b>   |

A reconciliation between tax expenses and the profit before tax of the group multiplied by theoretical tax rate of 29.55% which corresponds to the Luxembourg domestic tax rate for the year ended December 31, 2011 is as follows:

| In millions of euros  | 2011        | 2010        |
|---|-------------|-------------|
| Profit before tax from continuing operations                    | 649.7       | 601.5       |
| Loss before tax from discontinued operations                    | (2.6)       | (64.1)      |
| Profit before tax   | 647.1       | 537.4       |
| Multiplied by theoretical tax rate of 29.55%                    | 192.0       | 157.7       |
| Investment tax credits  | (60.2)      | (42.4)      |
| Tax exempt income   | (22.3)      | (5.3)       |
| Deferred tax asset on previously unrecognised tax losses        | 1.4         | (0.7)       |
| Effect of different local tax rates                             | (88.8)      | (72.4)      |
| Taxes related to prior years                                    | (11.1)      | (18.0)      |
| Non-deductible expenditures                                     | 10.5        | 29.1        |
| Effects of change in tax rate                                   | (12.7)      | (2.0)       |
| Reversal of previously recognised deferred tax assets           | 2.4         | –           |
| Other   | 4.8         | 2.1         |
| Income tax attributable to discontinued operations              | –           | 25.8        |
| <b>Income tax reported in the consolidated income statement</b> | <b>16.0</b> | <b>73.9</b> |

The accounts related to deferred taxes included in the consolidated financial statements can be analysed as follows:

| In millions of euros  | Deferred tax assets 2011 | Deferred tax assets 2010 | Deferred tax liabilities 2011 | Deferred tax liabilities 2010 | Deferred tax in income 2011 | Deferred tax in income 2010 |
|---|--------------------------|--------------------------|-------------------------------|-------------------------------|-----------------------------|-----------------------------|
| Loss carried forward  | 133.4                    | 89.9                     | –                             | –                             | 115.0                       | (28.1)                      |
| Tax credits   | 40.2                     | –                        | 7.6                           | –                             | 29.5                        | –                           |
| Tax-based special depreciation  | –                        | –                        | –                             | 47.0                          | –                           | 8.6                         |
| Intangible assets   | –                        | –                        | 72.1                          | 150.7                         | 22.6                        | (5.9)                       |
| Tangible assets   | 0.8                      | –                        | 600.1                         | 426.9                         | 16.7                        | (40.1)                      |
| Retirement benefit obligation   | 10.2                     | –                        | –                             | 2.1                           | –                           | (0.4)                       |
| Value adjustments on financial asset  | –                        | –                        | 26.6                          | 6.3                           | –                           | –                           |
| Value adjustments on treasury shares  | –                        | –                        | –                             | –                             | –                           | (0.2)                       |
| Measurement of financial instruments and cash flow hedges and net investment hedges | 1.3                      | –                        | 4.2                           | 33.5                          | (4.2)                       | (6.5)                       |
| Receivables   | –                        | –                        | 15.7                          | 0.7                           | 1.6                         | (0.6)                       |
| Payables  | –                        | –                        | 0.9                           | 20.5                          | (22.0)                      | 6.1                         |
| Other provisions and accruals   | –                        | –                        | 82.4                          | 119.1                         | (99.1)                      | (0.6)                       |
| Other   | –                        | 11.3                     | –                             | –                             | (1.6)                       | 31.1                        |
| Subtotal  | 185.9                    | 101.2                    | 809.6                         | 806.8                         | 58.5                        | (36.6)                      |
| Offset of deferred taxes  | (125.4)                  | (69.2)                   | (115.6)                       | (69.2)                        | –                           | –                           |
| <b>Total</b>  | <b>60.5</b>              | <b>32.0</b>              | <b>694.0</b>                  | <b>737.6</b>                  | <b>58.5</b>                 | <b>(36.6)</b>               |

Deferred tax assets have been offset against deferred tax liabilities where they relate to the same taxation authority and the entity concerned has a legally enforceable right to set off current tax assets against current tax liabilities. Note that movements on deferred tax assets and liabilities reflect not only the impact of the charge or credit taken through the Income Statement, but also changes due to foreign currency translation and adjustments booked directly in equity.

In addition to the tax losses for which the group recognised deferred tax assets, the group has tax losses of EUR 192.3 million (2010: EUR 217.4 million) that are available indefinitely for offset against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the group and they have arisen in subsidiaries that are not expected to generate taxable profits against which these profits could be offset in the foreseeable future.

#### Note 11 – Components of other comprehensive income

| In millions of euros   | 2011         | 2010        |
|--|--------------|-------------|
| <b>Cash flow hedges</b>  |              |             |
| Gains (losses) arising during the year:                                      |              |             |
| On currency forward contracts  | (10.9)       | 7.4         |
| On interest rate swaps   | 8.0          | 7.5         |
| Reclassification adjustments for (gains)/losses included in the fixed assets | 2.7          | (4.7)       |
| <b>Total</b>   | <b>(0.2)</b> | <b>10.2</b> |

#### Note 12 – Earnings per share

Basic earnings per share are calculated by dividing the net profit for the year attributable to ordinary shareholders of each class of shares by the weighted average number of shares outstanding during the year. Earnings per share calculated on a fully diluted basis are insignificantly different from the basic earnings per share.

For the year 2011, earnings per share of EUR 1.56 per A share (2010: EUR 1.24), and EUR 0.62 per B share (2010: EUR 0.50) have been calculated on the following basis:

| In millions of euros                                | 2011  | 2010  |
|---|-------|-------|
| Profit attributable to equity holders of the parent | 617.7 | 487.3 |

Weighted average number of shares, net of own shares held, for the purpose of calculating earnings per share:

|                             | 2011         | 2010         |
|-----------------------------|--------------|--------------|
| Class A shares (in million) | 330.1        | 327.2        |
| Class B shares (in million) | 166.5        | 166.5        |
| <b>Total</b>                | <b>496.6</b> | <b>493.7</b> |

The weighted average number of shares is based on the capital structure of the company as described in Note 23.

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

## Note 13 – Dividends paid and proposed

Dividends declared and paid during the year:

| In millions of euros                                 | 2011         | 2010         |
|--|--------------|--------------|
| Class A dividend for 2010: EUR 0.80 (2009: EUR 0.73) | 266.4        | 243.1        |
| Class B dividend for 2010: EUR 0.32 (2009: EUR 0.29) | 53.3         | 48.6         |
| <b>Total</b>   | <b>319.7</b> | <b>291.7</b> |

Dividends proposed for approval at the annual general meeting to be held on April 5, 2012, which are not recognised as a liability as at December 31, 2011.

| In millions of euros                | 2011         | 2010         |
|-------------------------------------|--------------|--------------|
| Class A dividend for 2011: EUR 0.88 | 293.0        | 266.4        |
| Class B dividend for 2011: EUR 0.35 | 58.6         | 53.3         |
| <b>Total</b>                        | <b>351.6</b> | <b>319.7</b> |

## Note 14 – Property, plant and equipment

| In millions of euros                                      | Land and buildings | Space segment    | Ground segment | Other fixtures and fittings, tools and equipment | Total            |
|---|--------------------|------------------|----------------|--|------------------|
| <b>Movements in 2010 on cost</b>                          |                    |                  |                |  |                  |
| <b>As at January 1</b>                                    | 166.8              | 5,823.5          | 371.7          | 212.2  | 6,574.2          |
| Additions   | 1.1                | 62.3             | 13.1           | 27.2   | 103.7            |
| Disposals   | (1.2)              | –                | (2.7)          | (0.8)  | (4.7)            |
| Retirements   | (0.3)              | (175.2)          | (28.0)         | (4.3)  | (207.8)          |
| Reclassifications   | 1.3                | –                | (2.4)          | 1.1  | –                |
| Transfers from assets in course of construction (Note 15) | –                  | 452.2            | 7.4            | 4.4  | 464.0            |
| Transfer to another heading                               | –                  | –                | –              | (10.8)   | (10.8)           |
| Impact of scope change                                    | –                  | 67.5             | 0.8            | –  | 68.3             |
| Reclassification to discontinued operations               | (1.0)              | –                | –              | (20.3)   | (21.3)           |
| Impact of currency translation                            | 2.1                | 253.4            | 18.0           | 3.0  | 276.5            |
| <b>As at December 31</b>                                  | <b>168.8</b>       | <b>6,483.7</b>   | <b>377.9</b>   | <b>211.7</b>                                     | <b>7,242.1</b>   |
| <b>Movements in 2010 on depreciation</b>                  |                    |                  |                |  |                  |
| As at January 1   | (85.8)             | (3,256.8)        | (280.3)        | (150.3)  | (3,773.2)        |
| Depreciation  | (7.4)              | (397.8)          | (27.7)         | (18.4)   | (451.3)          |
| Impairment on AMC-4 and AMC-16                            | –                  | (13.1)           | –              | –  | (13.1)           |
| Depreciation on disposals                                 | 0.1                | –                | 0.2            | 0.8  | 1.1              |
| Depreciation on retirements                               | 0.3                | 175.2            | 28.0           | 4.3  | 207.8            |
| Depreciation from discontinued operations                 | (0.1)              | –                | –              | (1.8)  | (1.9)            |
| Transfers   | (1.9)              | –                | 1.9            | –  | –                |
| Transfer to another heading                               | –                  | –                | –              | 3.1  | 3.1              |
| Impact of scope change                                    | –                  | (7.4)            | –              | –  | (7.4)            |
| Reclassification to discontinued operations               | –                  | –                | –              | 15.3   | 15.3             |
| Impact of currency translation                            | (0.9)              | (112.5)          | (14.1)         | (1.8)  | (129.3)          |
| <b>As at December 31</b>                                  | <b>(95.7)</b>      | <b>(3,612.4)</b> | <b>(292.0)</b> | <b>(148.8)</b>                                   | <b>(4,148.9)</b> |
| <b>Net book value as at December 31, 2010</b>             | <b>73.1</b>        | <b>2,871.3</b>   | <b>85.9</b>    | <b>62.9</b>                                      | <b>3,093.2</b>   |

| In millions of euros                                      | Land and buildings | Space segment    | Ground segment | Other fixtures and fittings, tools and equipment | Total            |
|---|--------------------|------------------|----------------|--|------------------|
| <b>Movements in 2011 on cost</b>                          |                    |                  |                |  |                  |
| <b>As at January 1</b>                                    | <b>168.8</b>       | <b>6,483.7</b>   | <b>377.9</b>   | <b>211.7</b>                                     | <b>7,242.1</b>   |
| Additions   | 0.9                | 270.3            | 13.6           | 12.2   | 297.0            |
| Disposals   | –                  | –                | (2.3)          | (3.7)  | (6.0)            |
| Retirements   | –                  | –                | (51.5)         | (24.7)   | (76.2)           |
| Transfers from assets in course of construction (Note 15) | 2.1                | 643.1            | 10.4           | 4.1  | 659.7            |
| Transfer to another heading                               | 0.3                | –                | 1.9            | 3.1  | 5.3              |
| Impact of scope change                                    | –                  | –                | –              | –  | –                |
| Impact of currency translation                            | 0.9                | 157.5            | 5.2            | 1.4  | 165.0            |
| <b>As at December 31</b>                                  | <b>173.0</b>       | <b>7,554.6</b>   | <b>355.2</b>   | <b>204.1</b>                                     | <b>8,286.9</b>   |
| <b>Movements in 2011 on depreciation</b>                  |                    |                  |                |  |                  |
| <b>As at January 1</b>                                    | <b>(95.7)</b>      | <b>(3,612.4)</b> | <b>(292.0)</b> | <b>(148.8)</b>                                   | <b>(4,148.9)</b> |
| Depreciation  | (6.6)              | (373.8)          | (27.2)         | (24.1)   | (431.7)          |
| Depreciation on disposals                                 | –                  | –                | 1.7            | 2.0  | 3.7              |
| Depreciation on retirements                               | –                  | –                | 51.5           | 24.7   | 76.2             |
| Transfer to another heading                               | –                  | –                | (0.2)          | 2.2  | 2.0              |
| Impact of currency translation                            | (0.5)              | (73.1)           | (4.6)          | (1.1)  | (79.3)           |
| <b>As at December 31</b>                                  | <b>(102.8)</b>     | <b>(4,059.3)</b> | <b>(270.8)</b> | <b>(145.1)</b>                                   | <b>(4,578.0)</b> |
| <b>Net book value as at December 31, 2011</b>             | <b>70.2</b>        | <b>3,495.3</b>   | <b>84.4</b>    | <b>59.0</b>                                      | <b>3,708.9</b>   |

#### Note 15 – Assets in the course of construction

| In millions of euros                                   | Land and buildings | Space segment  | Ground segment | Total          |
|--|--------------------|----------------|----------------|----------------|
| <b>Cost and net book value as at January 1, 2010</b>   | 0.5                | 991.3          | 28.8           | 1,020.6        |
| <b>Movements in 2010</b>                               |                    |                |                |                |
| Additions  | 4.6                | 668.2          | 24.0           | 696.8          |
| Transfers to assets in use (Note 14)                   | –                  | (452.2)        | (11.8)         | (464.0)        |
| Transfers to current assets                            | –                  | (0.2)          | (1.7)          | (1.9)          |
| Reclassification to discontinued operations            | –                  | –              | (0.1)          | (0.1)          |
| Transfer to another heading                            | –                  | –              | (0.4)          | (0.4)          |
| Disposals  | –                  | –              | (0.4)          | (0.4)          |
| Impact of currency translation                         | –                  | 59.8           | 1.2            | 61.0           |
| <b>Cost and net book value as at December 31, 2010</b> | <b>5.1</b>         | <b>1,266.9</b> | <b>39.6</b>    | <b>1,311.6</b> |

| In millions of euros                                   | Land and buildings | Space segment  | Ground segment | Total          |
|--|--------------------|----------------|----------------|----------------|
| <b>Cost and net book value as at January 1, 2011</b>   | <b>5.1</b>         | <b>1,266.9</b> | <b>39.6</b>    | <b>1,311.6</b> |
| <b>Movements in 2011</b>                               |                    |                |                |                |
| Additions  | 11.4               | 597.0          | 17.3           | 625.7          |
| Transfers to assets in use (Note 14)                   | (2.1)              | (643.1)        | (14.5)         | (659.7)        |
| Transfers to current assets                            | (0.5)              | –              | –              | (0.5)          |
| Transfer to another heading                            | –                  | –              | –              | –              |
| Disposals  | –                  | –              | (0.6)          | (0.6)          |
| Impact of currency translation                         | –                  | 22.6           | 1.3            | 23.9           |
| <b>Cost and net book value as at December 31, 2011</b> | <b>13.9</b>        | <b>1,243.4</b> | <b>43.1</b>    | <b>1,300.4</b> |

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

Borrowing costs of EUR 57.6 million (2010: EUR 58.6 million) arising on financing specifically relating to satellite construction were capitalised during the year and are included in 'Space segment' additions in the above table.

A weighted average capitalisation rate of 5.08% (2010: 5.35%) was used, representing the borrowing group's average weighted cost of borrowing. Excluding the impact of the loan origination costs the average weighted interest rate was 4.65% (2010: 4.63%).

## Note 16 – Intangible assets

| In millions of euros                        | Indefinite life             |                |          | Definite life intangibles | Total          |
|---|-----------------------------|----------------|----------|---------------------------|----------------|
|   | Orbital slot licence rights | Goodwill       | Other    |                           |                |
| <b>Book value as at January 1, 2010</b>     | 696.5                       | 1,679.5        | 2.9      | 387.2                     | 2,766.1        |
| <b>Movements in 2010 on cost</b>            |                             |                |          |                           |                |
| As at January 1                             | 696.5                       | 1,679.5        | 2.9      | 706.5                     | 3,085.4        |
| Additions                                   | 0.2                         | 0.4            | –        | 2.7                       | 3.3            |
| Transfers                                   | –                           | –              | –        | (0.1)                     | (0.1)          |
| Transfers to another heading                | –                           | –              | (0.1)    | –                         | (0.1)          |
| Disposal                                    | –                           | –              | –        | (0.2)                     | (0.2)          |
| Impairment from discontinued operations     | –                           | (15.7)         | –        | (5.2)                     | (20.9)         |
| Impact of scope change                      | 0.9                         | –              | –        | –                         | 0.9            |
| Reclassification to discontinued operations | –                           | (8.0)          | (2.8)    | (45.0)                    | (55.8)         |
| Impact of currency translation              | 52.8                        | 123.1          | –        | 4.1                       | 180.0          |
| <b>As at December 31</b>                    | <b>750.4</b>                | <b>1,779.3</b> | <b>–</b> | <b>662.8</b>              | <b>3,192.5</b> |
| <b>Movements in 2010 on amortisation</b>    |                             |                |          |                           |                |
| As at January 1                             | –                           | –              | –        | (319.3)                   | (319.3)        |
| Amortisation                                | –                           | –              | –        | (34.6)                    | (34.6)         |
| Amortisation from discontinued operations   | –                           | –              | –        | (5.3)                     | (5.3)          |
| Transfers to another heading                | –                           | –              | –        | 8.5                       | 8.5            |
| Reclassification to discontinued operations | –                           | –              | –        | 25.9                      | 25.9           |
| Impact of currency translation              | –                           | –              | –        | (1.7)                     | (1.7)          |
| <b>As at December 31</b>                    | <b>–</b>                    | <b>–</b>       | <b>–</b> | <b>(326.5)</b>            | <b>(326.5)</b> |
| <b>Book value as at December 31, 2010</b>   | <b>750.4</b>                | <b>1,779.3</b> | <b>–</b> | <b>336.3</b>              | <b>2,866.0</b> |
| <b>Movements in 2011 on cost</b>            |                             |                |          |                           |                |
| As at January 1                             | 750.4                       | 1,779.3        | –        | 662.8                     | 3,192.5        |
| Additions                                   | 0.2                         | –              | –        | 2.5                       | 2.7            |
| Transfers                                   | –                           | –              | –        | –                         | –              |
| Transfers to another heading                | (0.6)                       | –              | –        | –                         | (0.6)          |
| Disposal                                    | –                           | –              | –        | (0.4)                     | (0.4)          |
| Impact of scope change                      | –                           | –              | –        | –                         | –              |
| Impact of currency translation              | 22.3                        | 56.2           | –        | 1.9                       | 80.4           |
| <b>As at December 31</b>                    | <b>772.3</b>                | <b>1,835.5</b> | <b>–</b> | <b>666.8</b>              | <b>3,274.6</b> |
| <b>Movements in 2011 on amortisation</b>    |                             |                |          |                           |                |
| As at January 1                             | –                           | –              | –        | (326.5)                   | (326.5)        |
| Amortisation                                | –                           | –              | –        | (34.7)                    | (34.7)         |
| Transfers to another heading                | –                           | –              | –        | 0.6                       | 0.6            |
| Disposal                                    | –                           | –              | –        | 0.4                       | 0.4            |
| Impact of currency translation              | –                           | –              | –        | (1.0)                     | (1.0)          |
| <b>As at December 31</b>                    | <b>–</b>                    | <b>–</b>       | <b>–</b> | <b>(361.2)</b>            | <b>(361.2)</b> |
| <b>Book value as at December 31, 2011</b>   | <b>772.3</b>                | <b>1,835.5</b> | <b>–</b> | <b>305.6</b>              | <b>2,913.4</b> |



### Indefinite life intangible assets

Effective January 1, 2010, the group combined its cash-generating units for SES AMERICOM and SES NEW SKIES. Both segments are now co-managed, being operated as one single segment. No results are reviewed by management at a lower level than SES WORLD SKIES segment. The indefinite life intangible assets as at December 31, 2011 have a net book value of EUR 2,607.8 million (2010: EUR 2,529.7 million) made up as set out per cash-generating unit in the table below.

| In millions of euros    | 2011           | 2010    |
|-------------------------|----------------|---------|
| SES WORLD SKIES         | <b>2,466.0</b> | 2,363.5 |
| SES ASTRA AB            | <b>87.8</b>    | 87.7    |
| ASTRA Platform Services | <b>33.9</b>    | 33.9    |
| SES ASTRA SA            | <b>13.7</b>    | 13.7    |
| Others                  | <b>6.4</b>     | 30.9    |
| <b>Total</b>            | <b>2,607.8</b> | 2,529.7 |

#### 1) *Orbital slot licence rights*

Interests in orbital slot licence rights were acquired in the course of the acquisitions of SES WORLD SKIES entities and SES ASTRA AB, as well as through the targeted acquisition of such rights from third parties. The group believes that it has a high probability of being able to achieve the extension of these rights as the current agreements expire. Hence these assets are not amortised, but rather are held on the balance sheet at acquisition cost. Impairment procedures are performed at least once a year to assess whether the carrying value is still appropriate.

#### 2) *Goodwill*

Impairment procedures are performed at least once a year to assess whether the carrying value is still appropriate. The recoverable amount of the goodwill is determined based on a value-in-use calculation (Note 2) using the most recent business plan information approved by senior management which covers a period of up to seven years. This relatively long period for the business plan is derived from the long-term contractual base for the satellite business.

Discount rates in 2011 are between 7.20% and 7.40% (2010: 6.60% and 7.50%) and were selected to reflect market interest rates and commercial spreads; the capital structure of businesses in the group's business sector; and the specific risk profile of the businesses concerned. Terminal growth rates used in the valuations are set at 1%, which can be supported by reference to the trading performance of the companies concerned over a longer period.

### Definite life intangible assets

The group's primary definite life intangible asset is the agreement concluded by SES ASTRA with the Luxembourg government in relation to the usage of the Luxembourg frequencies in the orbital positions of the geostationary arc from 45° West to 50° East for the period of January 1, 2001 to December 31, 2021. Given the finite nature of this agreement, these usage rights – valued at EUR 550.0 million on acquisition – are being amortised on a straight-line basis over the 21-year term of the agreement.

### Impairment testing of goodwill and intangibles with indefinite lives

The cash-generating units (CGUs) for impairment testing of goodwill and intangible assets relating to SES WORLD SKIES, SES ASTRA AB are the smallest identifiable group of satellite assets that are largely independent of the cash flows from other groups of satellites. In identifying these CGUs the group takes into account fleet utilisation considerations, particularly the ability of individual satellites to provide back-up services to other satellites in the light of their available frequency spectrum and geographical footprint.

For ASTRA Platform Services the company's operations as a whole are treated as a CGU.

The calculations of value in use are most sensitive to:

- movements in the underlying business plan assumptions for the satellites concerned;
- changes in discount rates; and
- the growth rate assumptions used to extrapolate cash flows beyond the business plan period.

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

## *Movements in the underlying business plan assumptions:*

The group's subsidiaries draw up annually a business plan which generally provides an assessment of the expected developments for a seven-year period beyond the end of the year when the plan is drawn up. These business plans reflect both the most up-to-date assumptions concerning the CGU's markets and also developments and trends in the business of the CGU. For the provision of satellite capacity business these will particularly take account of the following factors:

- the expected developments in transponder fill rates, including the impact of the launch of new capacity;
- new products and services to be launched during the business plan period;
- any changes in the expected capital expenditure cycle – due to technical degradation of a satellite or through the identified need for additional capacities; and
- any changes in satellite procurement, or launch, cost assumptions.

## *Changes in discount rates:*

Discount rates reflect management's estimate of the risks specific to each unit. Management uses a weighted average cost of capital as the discount rate for each entity. This reflects the market interest rates on ten-year bonds in the market concerned, the capital structure of the group, and other factors, as necessary, applying specifically to the CGU concerned.

## *Growth rate assumptions used to extrapolate cash flows beyond the business planning period:*

Rates are based on the commercial experience relating to the CGUs concerned and the expectations for developments in the markets which they serve.

As part of standard impairment testing procedures the company assesses the impact of changes in the discount rates and growth assumptions on the valuation surplus, or deficit as the case may be. Both discount rates and terminal values are simulated up to 1% below and above the CGU specific rate used in the base valuation. In this way a matrix of valuations is generated which reveals the exposure to impairment charges for each CGU based on movements in the valuation parameters which are within the range of outcomes foreseeable at the valuation date.

The most recent testing showed that all three CGUs tested would have no impairment even in the least favourable case – a combination of lower terminal growth rates and higher discount rates. For this reason management believes that there is no combination of discount rates and terminal growth rates foreseeable at the valuation date which would result in the carrying value of intangible assets materially exceeding their recoverable amount.

## **Note 17 – Investment in associates**

### **1) O3b Networks**

On November 16, 2009, SES made an initial investment of USD 75 million to acquire 25% of O3b Networks Limited, a company establishing a new Medium Earth Orbit satellite-based backbone for telecommunications operators and internet service providers in emerging markets. In addition to its cash investment, SES agreed to provide in-kind services, including technical and commercial services, to O3b Networks in the pre-service commercialisation period in return for additional shares.

On November 29, 2010, SES announced its participation in a further financing round. This 'full funding' round raised a total of USD 1.2 billion from a group of investors and banks, securing the financing required to take O3b Networks through to its service launch in the first half of 2013. SES' participation on the full financing round comprised the subscription for additional shares to be fully paid based on current estimates by 2013. In addition SES committed to provide two tranches of loans in a total amount of USD 66 million to O3b Networks in the precommercialisation period, if required, at fixed rates. In return for making these commitments SES received additional shares in the company.

On October 31, 2011, O3b Networks announced to have raised an additional USD 139 million to accelerate the procurement of four additional satellites. SES has participated in this financing for an amount of USD 34.7 million in the form of O3b Networks equity. For this investment, SES received additional shares to be fully paid based on current estimates by 2013.

After the full financing agreement and the additional USD 34.7 million investment, and reflecting the additional shares arising under those agreements, SES has an equity interest of 38.79% of the O3b Networks group of companies, compared to 33.32%, including in-kind service shares, at the end of the previous year.

The carrying value of the O3b Networks investment has risen from EUR 128.2 million to EUR 150.4 million in 2011, including a fair value of EUR 31.3 million placed on the contingent funding described above.

The share of assets, liabilities, income and expenses of O3b Networks Limited as at December 31, 2010 and 2011 and for the years then ended, which are included in the consolidated financial statements, are as follows:

| In millions of euros          | 2011         | 2010         |
|-------------------------------|--------------|--------------|
| Non-current assets            | 178.9        | 74.5         |
| Current assets                | 71.1         | 59.3         |
| Non-current liabilities       | 102.9        | 35.7         |
| Current liabilities           | 5.6          | 1.6          |
| Revenue                       | –            | –            |
| Operating expenses            | (4.8)        | (3.1)        |
| Depreciation and amortisation | –            | –            |
| Finance income, net           | (0.1)        | (0.7)        |
| Income tax                    | (0.1)        | –            |
| <b>Net loss</b>               | <b>(5.0)</b> | <b>(3.8)</b> |

## 2) ND SatCom

On February 28, 2011 the group sold 75.1% of its interest in ND SatCom to Astrium Services GmbH, a wholly-owned subsidiary of EADS. The group retains a minority shareholding of 24.9% which is accounted for using the equity method and disclosed as part of the line 'Share of associates' result'.

The share of assets, liabilities, income and expenses of ND SatCom as at December 31, 2011 and the income and expenses for the period from March 1, 2011 to December 31, 2011 are as follows:

| In millions of euros             | 2011   | 2010 |
|----------------------------------|--------|------|
| Non-current assets               | 4.2    | n/a  |
| Current assets                   | 24.3   | n/a  |
| Non-current liabilities          | 18.4   | n/a  |
| Current liabilities              | 12.6   | n/a  |
| Revenue                          | 11.4   | n/a  |
| Operating expenses               | (17.5) | n/a  |
| Depreciation and amortisation    | (3.2)  | n/a  |
| Finance income, net              | (0.9)  | n/a  |
| Income tax                       | 0.8    | n/a  |
| Share of associate               | 0.1    | n/a  |
| Net loss                         | (9.3)  | n/a  |
| Net loss attributed to associate | (3.4)  | n/a  |

The investment in the group's interest in its 24.9% shareholding in ND SatCom was initially recorded at EUR 3.4 million. The share of losses taken for the ten-month period from March to December 2011 has resulted in the group's interest being reduced to zero and additional losses have not been provided for from this point.

On December 31, 2011 like on December 31, 2010, the group held no other significant investments in associates.

## Note 18 – Other financial assets

| In millions of euros                | 2011        | 2010        |
|-------------------------------------|-------------|-------------|
| Receivable from ND SatCom           | 27.0        | –           |
| Amounts receivable from associates  | 8.4         | 12.4        |
| Sundry financial assets             | 12.6        | 12.7        |
| <b>Total other financial assets</b> | <b>48.0</b> | <b>25.1</b> |

The amount receivable from ND SatCom is the non-current portion of a financing loan in the amount of EUR 31.0 million arising in the framework of the sale of the group's controlling interest in ND SatCom in February 2011.

The amounts receivable from associates after one year are stated net of a value adjustment of EUR 4.8 million recorded in 2011 (see Note 9).

Sundry financial assets relate mainly to a loan made to QuetzSat S. de R. L. de C.V., a Mexican company in which the group has a participating interest.

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

## Note 19 – Trade and other receivables

In millions of euros

|  | 2011         | 2010         |
|--|--------------|--------------|
| Net trade debtors                        | 180.6        | 152.5        |
| Unbilled accrued revenue                 | 128.5        | 82.4         |
| Other receivables                        | 119.0        | 42.1         |
| <b>Total trade and other receivables</b> | <b>428.1</b> | <b>277.0</b> |

Unbilled accrued revenue represents revenue for use of satellite capacity under long-term contracts but not billed. Billing will occur based on the terms of the contracts. An amount of EUR 6.0 million was recognised to income in 2011 concerning movement on debtor provisions (2010: EUR 2.4 million was recognised to income). This amount is disclosed in 'Other operating charges'.

Trade debtors and other receivables at December 31, 2011 included EUR 45.3 million (2010: EUR 15.9 million) of amounts becoming due and payable after more than one year.

As at December 31, 2011, trade receivables with a nominal amount of EUR 18.8 million (2010: EUR 20.7 million) were impaired and fully provided for. Movements in the provision for the impairment of receivables were as follows:

In millions of euros

|                                   | 2011        | 2010        |
|-----------------------------------|-------------|-------------|
| <b>As at January 1</b>            | <b>20.7</b> | <b>25.5</b> |
| Net charge to income for the year | 6.0         | 2.4         |
| Utilised                          | (7.8)       | (10.3)      |
| Impact of currency translation    | (0.1)       | 3.5         |
| Discontinued operations           | –           | (0.4)       |
| <b>As at December 31</b>          | <b>18.8</b> | <b>20.7</b> |

## Note 20 – Financial instruments

### Fair values

Set out below is a comparison by category of carrying amounts and fair values of all of the group's financial instruments that are carried in the financial statements.

| In millions of euros  | Carried at amortised cost |                | Carried at fair value | Total<br>Balance<br>Sheet |
|---|---------------------------|----------------|-----------------------|---------------------------|
|   | Carrying amount           | Fair value     | Carrying amount       |                           |
| <b>As at December 31, 2011</b>                                  |                           |                |                       |                           |
| <b>Financial assets</b>   |                           |                |                       |                           |
| Non-current financial assets:                                   |                           |                |                       |                           |
| Loans and receivables   | 39.6                      | 39.6           | –                     | 39.6                      |
| Valuation of financial derivatives                              | –                         | –              | 3.3                   | 3.3                       |
| Other   | 8.4                       | 8.4            | –                     | 8.4                       |
| <b>Total other financial assets</b>                             | <b>48.0</b>               | <b>48.0</b>    | <b>3.3</b>            | <b>51.3</b>               |
| Current financial assets:                                       |                           |                |                       |                           |
| Trade and other receivables                                     | 428.1                     | 428.1          | –                     | 428.1                     |
| Cash and cash equivalents                                       | 218.0                     | 218.0          | –                     | 218.0                     |
| <b>Total current financial assets</b>                           | <b>646.1</b>              | <b>646.1</b>   | <b>–</b>              | <b>646.1</b>              |
| <b>Financial liabilities</b>                                    |                           |                |                       |                           |
| Interest-bearing loans and borrowings:                          |                           |                |                       |                           |
| At floating rates:  |                           |                |                       |                           |
| Syndicated loan 2015  | 195.8                     | 195.8          | –                     | 195.8                     |
| Commercial papers   | 60.0                      | 60.0           | –                     | 60.0                      |
| Uncommitted loans   | 185.5                     | 185.5          | –                     | 185.5                     |
| COFACE  | 210.8                     | 210.8          | –                     | 210.8                     |
| At fixed rates:   |                           |                |                       |                           |
| Euro Private Placement 2016 (EUR 150 million) issued under EMTN | 149.0                     | 162.7          | –                     | 149.0                     |
| Eurobond 2021 (EUR 650 million)                                 | 643.8                     | 672.1          | –                     | 643.8                     |
| Eurobond 2020 (EUR 650 million)                                 | 644.0                     | 675.8          | –                     | 644.0                     |
| Eurobond 2014 (EUR 650 million)                                 | 646.4                     | 693.0          | –                     | 646.4                     |
| Eurobond 2013 (EUR 500 million)                                 | 500.0                     | 522.5          | –                     | 500.0                     |
| German Bond 2012 (EUR 100 million), non-listed                  | 99.9                      | 103.4          | –                     | 99.9                      |
| German Bond 2012 (EUR 100 million), non-listed                  | 99.9                      | 103.6          | –                     | 99.9                      |
| Series A (USD 400 million)                                      | 86.5                      | 93.2           | –                     | 86.5                      |
| Series B (USD 513 million)                                      | 317.2                     | 350.1          | –                     | 317.2                     |
| Series C (USD 87 million)                                       | 67.2                      | 79.1           | –                     | 67.2                      |
| Series D (GBP 28 million)                                       | 9.5                       | 10.1           | –                     | 9.5                       |
| European Investment Bank (EUR 200 million)                      | 200.0                     | 200.0          | –                     | 200.0                     |
| US Ex-Im  | 81.1                      | 81.1           | –                     | 81.1                      |
| <b>Total interest-bearing loans and borrowings:</b>             | <b>4,196.6</b>            | <b>4,398.8</b> | <b>–</b>              | <b>4,196.6</b>            |
| Of which: Non-current   | 3,579.8                   | 3,764.0        | –                     | 3,579.8                   |
| Of which: Current   | 616.8                     | 634.8          | –                     | 616.8                     |
| Interest rate swaps   |                           |                |                       |                           |
| Forward currency contracts                                      | –                         | –              | 5.2                   | 5.2                       |
| Cross currency swaps  | –                         | –              | 5.7                   | 5.7                       |
| <b>Total valuation of financial derivatives</b>                 | <b>–</b>                  | <b>–</b>       | <b>58.2</b>           | <b>58.2</b>               |
| Of which: Non-current   | –                         | –              | 1.3                   | 1.3                       |
| Of which: Current   | –                         | –              | 56.9                  | 56.9                      |
| <b>Trade and other payables</b>                                 | <b>444.5</b>              | <b>444.5</b>   | <b>–</b>              | <b>444.5</b>              |

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

| In millions of euros  | Carried at amortised cost |                | Carried at fair value | Total          |
|---|---------------------------|----------------|-----------------------|----------------|
|   | Carrying amount           | Fair value     | Carrying amount       | Balance Sheet  |
| <b>As at December 31, 2010</b>                                  |                           |                |                       |                |
| Financial assets  |                           |                |                       |                |
| Non-current financial assets:                                   |                           |                |                       |                |
| Loans and receivables   | 12.7                      | 12.7           | –                     | 12.7           |
| Other   | 12.4                      | 12.4           | –                     | 12.4           |
| <b>Total other financial assets</b>                             | <b>25.1</b>               | <b>25.1</b>    | <b>–</b>              | <b>25.1</b>    |
| Current financial assets:                                       |                           |                |                       |                |
| Valuation of financial derivatives                              | –                         | –              | 2.5                   | 2.5            |
| Trade and other receivables                                     | 277.0                     | 277.0          | –                     | 277.0          |
| Cash and cash equivalents                                       | 321.0                     | 321.0          | –                     | 321.0          |
| <b>Total current financial assets</b>                           | <b>598.0</b>              | <b>598.0</b>   | <b>2.5</b>            | <b>600.5</b>   |
| <b>Financial liabilities</b>                                    |                           |                |                       |                |
| Interest-bearing loans and borrowings:                          |                           |                |                       |                |
| At floating rates:  |                           |                |                       |                |
| Syndicated loan 2015  | 97.2                      | 97.2           | –                     | 97.2           |
| Commercial papers   | 135.0                     | 135.0          | –                     | 135.0          |
| Uncommitted loans   | 179.6                     | 179.6          | –                     | 179.6          |
| COFACE  | 97.2                      | 97.2           | –                     | 97.2           |
| At fixed rates:   |                           |                |                       |                |
| Euro Private Placement 2016 (EUR 150 million) issued under EMTN | 148.8                     | 161.8          | –                     | 148.8          |
| Eurobond 2020 (EUR 650 million)                                 | 643.3                     | 658.0          | –                     | 643.3          |
| Eurobond 2014 (EUR 650 million)                                 | 645.0                     | 692.6          | –                     | 645.0          |
| Eurobond 2013 (EUR 500 million)                                 | 500.0                     | 526.1          | –                     | 500.0          |
| Eurobond 2011 (EUR 650 million)                                 | 649.8                     | 654.4          | –                     | 649.8          |
| German Bond 2012 (EUR 100 million), non-listed                  | 99.8                      | 107.6          | –                     | 99.8           |
| German Bond 2012 (EUR 100 million), non-listed                  | 99.7                      | 108.1          | –                     | 99.7           |
| Series A (USD 400 million)                                      | 126.3                     | 138.6          | –                     | 126.3          |
| Series B (USD 513 million)                                      | 383.9                     | 428.2          | –                     | 383.9          |
| Series C (USD 87 million)                                       | 65.1                      | 75.6           | –                     | 65.1           |
| Series D (GBP 28 million)                                       | 13.9                      | 15.2           | –                     | 13.9           |
| European Investment Bank (EUR 200 million)                      | 199.9                     | 199.9          | –                     | 199.9          |
| <b>Total interest-bearing loans and borrowings:</b>             | <b>4,084.5</b>            | <b>4,275.1</b> | <b>–</b>              | <b>4,084.5</b> |
| Of which: Non-current   | 2,995.9                   | 3,160.7        | –                     | 2,995.9        |
| Of which: Current   | 1,088.6                   | 1,114.4        | –                     | 1,088.6        |
| Interest rate swaps   |                           |                |                       |                |
| Forward currency contracts                                      | –                         | –              | 13.2                  | 13.2           |
| <b>Total valuation of financial derivatives</b>                 | <b>–</b>                  | <b>–</b>       | <b>14.1</b>           | <b>14.1</b>    |
| Of which: Non-current   | –                         | –              | 14.1                  | 14.1           |
| Of which: Current   | –                         | –              | –                     | –              |
| <b>Trade and other payables</b>                                 | <b>348.9</b>              | <b>348.9</b>   | <b>–</b>              | <b>348.9</b>   |

Set out below is an analysis of financial derivatives valuation by category of hedging/trading activities and derivatives.

| Analysis of financial derivatives<br>In millions of euros | December 31, 2011 |                      | December 31, 2010 |                      |
|---|-------------------|----------------------|-------------------|----------------------|
|   | Fair value asset  | Fair value liability | Fair value asset  | Fair value liability |
| <b>Derivatives held for trading:</b>                      | <b>3.3</b>        | <b>(0.9)</b>         | –                 | –                    |
| Currency forwards, futures and swaps                      | 3.3               | (0.9)                | –                 | –                    |
| <b>Cash flow hedges:</b>                                  | –                 | <b>11.8</b>          | 2.5               | 14.1                 |
| Currency forwards, futures and swaps                      | –                 | 6.6                  | 2.5               | 0.9                  |
| Interest rate swaps                                       | –                 | 5.2                  | –                 | 13.2                 |
| <b>Net investment hedges:</b>                             | –                 | <b>47.3</b>          | –                 | –                    |
| Cross currency swaps                                      | –                 | 47.3                 | –                 | –                    |
| <b>Total valuation of financial derivatives</b>           | <b>3.3</b>        | <b>58.2</b>          | 2.5               | 14.1                 |
| Of which: Non-current                                     | 3.3               | 1.3                  | –                 | 14.1                 |
| Of which: Current   | –                 | 56.9                 | 2.5               | –                    |

#### Fair value hierarchy

The group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted prices in active markets for identical assets or liabilities;

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable either directly or indirectly;

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

All financial instruments valued at fair value held by the group as at December 31, 2011 and December 31, 2010 fall under the level 2 category.

The fair value of the borrowings has been calculated by discounting the expected future cash flows at prevailing interest rates except for the listed Eurobonds for which the quoted market price has been used. The fair value of foreign currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles. The fair value of the interest rate swap contracts is determined by reference to market values for similar instruments.

All interest-bearing loans and borrowings are at amortised cost.

#### Note 21 – Financial risk management objectives and policies

The group's financial instruments, other than derivatives, comprise a syndicated loan, Eurobonds, EUR Private Placement, German Bonds, European Investment Bank loan, U.S.-dollar borrowings under a Private Placement issue, euro-denominated commercial papers, drawings under COFACE and US Ex-Im (Export-Import Bank of the United States) for specified satellites under construction, uncommitted loans with banks, cash and short-term deposits. The main purpose of these financial instruments is to raise cash to finance the group's day-to-day operations as well as the acquisition of satellites. The group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The group also enters into derivative transactions, principally interest rate and forward currency contracts, in order to manage the interest rate and exchange rate exposure on the group's assets, liabilities and finance operations.

The main risks arising from the group's financial instruments are liquidity risks, foreign currency risks, interest rate risks and credit risks. The general policies are reviewed and approved by the board, and are summarised below.

The risks are managed on a weekly basis through a review of the risks and hedges in place. This review includes a market update and forecasting of interest and exchange rates which are important for the portfolio of the group.

The group's accounting policies in relation to derivatives and other financial instruments are set out in Note 2.

#### Liquidity risk

The group's objective is to efficiently use cash generated so as to maintain short-term debt and bank loans at a low level. In case of liquidity needs, the group can call on uncommitted loans and a committed syndicated loan. In addition, if deemed appropriate based on prevailing market conditions, the group can access additional funds through the European Medium-Term Note or commercial paper programme. The group's debt maturity profile is tailored to allow the company to cover repayment obligations as they fall due.

# Consolidated financial statements

## Notes to the consolidated financial statements continued

December 31, 2011

The group operates a centralised treasury function which manages the liquidity of the group in order to optimise the funding costs. This is supported by a daily cash pooling mechanism.

Liquidity is monitored on a daily basis through a review of cash balances, the drawn and issued amounts and the availability of additional funding under credit lines, the commercial paper programme, US Ex-Im and COFACE (EUR 3,167.4 million as at December 31, 2011, EUR 3,258.0 million as at December 2010, more details in Note 25).

The table below summarises the projected contractual undiscounted cash flows (nominal amount plus interest charges) based on the maturity profile of the group's interest-bearing loans and borrowings as at December 31, 2011. The interest assumption for all floating debts is based on the interest rate of the last drawing.

| In millions of euros           | Within<br>1 year | Between<br>1 and 5 years | After<br>5 years | Total          |
|--------------------------------|------------------|--------------------------|------------------|----------------|
| <b>Maturity profile:</b>       |                  |                          |                  |                |
| <b>As at December 31, 2011</b> | <b>805.2</b>     | <b>2,584.9</b>           | <b>1,789.2</b>   | <b>5,179.3</b> |
| As at December 31, 2010        | 1,273.4          | 2,567.5                  | 1,051.7          | 4,892.6        |

### Foreign currency risk

The group's balance sheet can be impacted by movements in the U.S. dollar/euro exchange rate as the group has significant operations whose functional currency is the U.S. dollar, and liabilities denominated in U.S. dollar. To mitigate this exposure the group could enter into forward foreign exchange contracts or similar derivatives to hedge the exposure on financial debt or on the net assets. Currently SES holds cross currency swaps to hedge the net assets which amount to EUR 500 million and mature in 2012. This synthetic debt leads to a liability of USD 739.1 million and an asset of EUR 521.9 million including interest.

The group also has a corresponding exposure in the Income Statement. Approximately 43.6% (2010: 43.5%) of the group's sales and 46.9% (2010: 39.2%) of the group's operating expenses are denominated in U.S. dollars. The group does not enter into any hedging derivatives to cover this currency exposure.

The group uses predominately forward currency contracts to eliminate or reduce the currency exposure on single deals, such as satellite procurements, tailoring the maturities to each milestone payment. The foreign currency risk might be in EUR or USD. The forward contracts are in the same currency as the hedged item and can cover up to 100% of the total value of the contract. It is the group's policy not to enter into forward contracts until a firm commitment is in place, and to match the terms of the hedge derivatives to those of the hedged item to maximise effectiveness.

#### 1) Cash flow hedges in relation to contracted commitments for capital expenditure

At December 31, 2011 and 2010, the group held forward exchange contracts designated as hedges of future contracted commitments to suppliers relating to satellite procurements.

The cash flow hedges were assessed to be highly effective and a net unrealised loss of EUR 6.0 million (2010: unrealised gain of EUR 1.2 million) net of deferred tax of EUR 0.6 million (2010: EUR 0.4 million) relating to the hedging instruments is included in equity. During the year 2011, EUR 2.7 million (2010: EUR 4.7 million) was removed from equity and included in the initial carrying value of the acquired satellites. As at December 31, 2011 the fair value of the contracts amounted to a liability of EUR 6.6 million (2010: a liability of EUR 0.9 million and an asset of EUR 2.5 million).

The USD portfolio was not hedged in 2010 and 2011 as all U.S. dollar procurements are currently located in entities which have the U.S. dollar as their functional currency.

Set out below are the periods when the cash flows in EUR for the capital expenditure programme are expected to occur.

| In millions of euros               | Within<br>1 year | Between<br>1 and 5 years | After<br>5 years | Total       |
|------------------------------------|------------------|--------------------------|------------------|-------------|
| <b>As at December 31, 2011:</b>    |                  |                          |                  |             |
| Cash outflows for procurement      | <b>80.8</b>      | <b>16.7</b>              | –                | <b>97.5</b> |
| Amount covered by cash flow hedges | <b>77.6</b>      | <b>16.7</b>              | –                | <b>94.3</b> |
| <b>As at December 31, 2010:</b>    |                  |                          |                  |             |
| Cash outflows for procurement      | 73.1             | 45.2                     | –                | 118.3       |
| Amount covered by cash flow hedges | 73.1             | 45.2                     | –                | 118.3       |



## 2) Hedge of investment in foreign operations

At December 31, 2010, certain USD group borrowings were designated as a hedge of the net investments in SES AMERICOM, SES NEW SKIES, and SES Re International (Bermuda) to hedge the group's exposure to foreign exchange risk on these investments.

In August 2011 five cross currency swaps and additional group borrowings were designated as a hedge of the net investments in SES WORLD SKIES, SES Satellite Leasing and SES Re International (Bermuda). As at December 31, 2011, the net investment hedges were assessed to be highly effective and an unrealised loss of EUR 33.4 million net of deferred tax of EUR 13.9 million relating to the hedging instruments is included in equity.

| In millions of U.S. dollars        | December 31,<br>2011 | December 31,<br>2010 |
|------------------------------------|----------------------|----------------------|
| USD balance sheet exposure:        |                      |                      |
| SES WORLD SKIES                    | 6,346.2              | 6,811.1              |
| SES Satellite Leasing              | 1,226.0              | 1,112.2              |
| SES Re International (Bermuda)     | 45.9                 | 58.8                 |
| <b>Total</b>                       | <b>7,618.1</b>       | <b>7,982.1</b>       |
| Hedged with:                       |                      |                      |
| Foreign exchange forward contracts | –                    | –                    |
| Cross currency swaps               | 713.2                | –                    |
| Private Placement                  | 611.6                | 771.4                |
| External borrowings                | 467.9                | 240.0                |
| <b>Total</b>                       | <b>1,792.7</b>       | <b>1,011.4</b>       |
| <b>Hedged proportion</b>           | <b>24%</b>           | <b>13%</b>           |

The following table demonstrates the sensitivity to a reasonably possible change in the U.S. dollar exchange rate on the nominal amount of the group's U.S. dollar net investment, with all other variables held constant.

| December 31, 2011                          | Amount in<br>USD million | Amount in<br>euro at<br>closing rate of<br>1.2939<br>EUR million | Amount in euro<br>at rate of 1.68<br>EUR million | Amount in euro<br>at rate of 1.05<br>EUR million |
|--|--------------------------|--|--|--|
| USD balance sheet exposure:                |                          |  |  |  |
| SES WORLD SKIES                            | 6,346.2                  | 4,904.7  | 3,777.5  | 6,044.0  |
| SES Satellite Leasing                      | 1,226.0                  | 947.5  | 729.8  | 1,167.6  |
| SES Re International (Bermuda)             | 45.9                     | 35.5   | 27.3   | 43.7   |
| <b>Total</b>                               | <b>7,618.1</b>           | <b>5,887.7</b>   | <b>4,534.6</b>                                   | <b>7,255.3</b>                                   |
| Hedged with:                               |                          |  |  |  |
| Foreign exchange forward contracts         | –                        | –  | –  | –  |
| Cross currency swaps                       | 713.2                    | 551.2  | 424.5  | 679.2  |
| Private Placement                          | 611.6                    | 472.7  | 364.0  | 582.5  |
| External borrowings                        | 467.9                    | 361.6  | 278.5  | 445.6  |
| <b>Total</b>                               | <b>1,792.7</b>           | <b>1,385.5</b>   | <b>1,067.0</b>                                   | <b>1,707.3</b>                                   |
| <b>Absolute difference without hedging</b> |                          |  | <b>(1,353.1)</b>                                 | <b>1,367.6</b>                                   |
| <b>Absolute difference with hedging</b>    |                          |  | <b>(1,034.6)</b>                                 | <b>1,045.8</b>                                   |

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

### 3) Cash flow hedges in relation to U.S. dollar denominated borrowings

At December 31, 2011 and 2010 no cash flow hedges for U.S. dollar denominated borrowings were outstanding. The U.S. dollar borrowings were used as natural hedge for the net investment portfolio.

| In millions of U.S. dollars     | Within<br>1 year | Between<br>1 and 5 years | After<br>5 years | Total          |
|---------------------------------|------------------|--------------------------|------------------|----------------|
| <b>As at December 31, 2011:</b> |                  |                          |                  |                |
| USD debt exposure:              |                  |                          |                  |                |
| External borrowings             | 252.7            | 170.8                    | 44.4             | 467.9          |
| Private Placement               | 159.7            | 451.9                    | –                | 611.6          |
| <b>Total</b>                    | <b>412.4</b>     | <b>622.7</b>             | <b>44.4</b>      | <b>1,079.5</b> |

|                                    |   |   |   |            |
|------------------------------------|---|---|---|------------|
| Hedged with:                       |   |   |   |            |
| Foreign exchange forward contracts | – | – | – | –          |
| <b>Hedged proportion</b>           |   |   |   | <b>0 %</b> |

|                          |              |              |          |                |
|--------------------------|--------------|--------------|----------|----------------|
| As at December 31, 2010: |              |              |          |                |
| USD debt exposure:       |              |              |          |                |
| External borrowings      | 240.0        | –            | –        | 240.0          |
| Private Placement        | 159.7        | 611.7        | –        | 771.4          |
| <b>Total</b>             | <b>399.7</b> | <b>611.7</b> | <b>–</b> | <b>1,011.4</b> |

|                                    |   |   |   |           |
|------------------------------------|---|---|---|-----------|
| Hedged with:                       |   |   |   |           |
| Foreign exchange forward contracts | – | – | – | –         |
| <b>Hedged proportion</b>           |   |   |   | <b>0%</b> |

### Interest rate risk

The group's exposure to risk of changes in market interest rates relates primarily to the group's floating rate borrowings. The group carefully monitors and adjusts the mix between fixed and floating rate debt from time to time following market conditions. Interest rate swaps are used to manage the interest rate risk. The terms of the hedge derivatives are negotiated to match the terms of the hedged item to maximise hedge effectiveness.

The table below summarises the split of the nominal amount of the group's debt between fixed and floating rate.

| In millions of euros                                | At fixed<br>rates | At floating<br>rates | Total          |
|---|-------------------|----------------------|----------------|
| <b>Excluding the impact of interest rate swaps:</b> |                   |                      |                |
| <b>Borrowings at December 31, 2011</b>              | <b>3,563.8</b>    | <b>679.8</b>         | <b>4,243.6</b> |
| Borrowings at December 31, 2010                     | 3,591.3           | 544.5                | 4,135.8        |
| <b>Including the impact of interest rate swaps:</b> |                   |                      |                |
| <b>Borrowings at December 31, 2011</b>              | <b>3,749.3</b>    | <b>494.3</b>         | <b>4,243.6</b> |
| Borrowings at December 31, 2010                     | 3,770.9           | 364.9                | 4,135.8        |

During the year 2011 the group repaid the fixed EUR 650 million bond issued under the EMTN Programme (2010: EUR 100.0 million rate note) and three tranches of the U.S. Private Placement – USD 159.7 million and GBP 4.0 million (2010: USD 57.1 million and GBP 4.0 million), which is a fixed rate obligation. In March 2011 the group issued a fixed EUR 650.0 million Eurobond. Furthermore, in May 2011 SES started drawing fixed rate loans under the US Ex-Im facility.

### 1) Fair value hedges

The group had no fair value hedges in place, neither in 2010 nor in 2011.

### 2) Cash flow hedges in relation to interest commitments

At December 31, 2011, as in 2010, the group held four USD interest rate swaps, which were designated as hedges of expected future interest expenses on USD 240.0 million of uncommitted floating rate loans in 2010 and 2011.

The cash flow hedges of the expected future interest expense arising in 2011 were assessed to be highly effective and as at December 31, 2011 a net unrealised loss of EUR 3.7 million (2010: a net unrealised loss of EUR 9.3 million), stated net of deferred tax of EUR 1.5 million (2010: EUR 3.9 million), is included in equity in respect of these hedge instruments. The ineffective portion of this hedging relationship on December 31, 2010 and December 31, 2011 was nil.

| Uncommitted loans (USD drawings)<br>In millions of U.S. dollars | Within<br>1 year | Between<br>1 and 5 years | After<br>5 years | Total        |
|---|------------------|--------------------------|------------------|--------------|
| <b>As at December 31, 2011:</b>                                 |                  |                          |                  |              |
| Cash outflows for interest payments (floating)                  | (1.0)            | –                        | –                | (1.0)        |
| Cash inflows from interest rate swap (floating)                 | 1.5              | –                        | –                | 1.5          |
| Cash outflows from interest rate swap (fixed)                   | (9.3)            | –                        | –                | (9.3)        |
| <b>Total</b>  | <b>(8.8)</b>     | <b>–</b>                 | <b>–</b>         | <b>(8.8)</b> |

|   |               |              |          |               |
|---|---------------|--------------|----------|---------------|
| <b>As at December 31, 2010:</b>                 |               |              |          |               |
| Cash outflows for interest payments (floating)  | (0.7)         | –            | –        | (0.7)         |
| Cash inflows from interest rate swap (floating) | 0.7           | 0.5          | –        | 1.2           |
| Cash outflows from interest rate swap (fixed)   | (12.3)        | (9.3)        | –        | (21.6)        |
| <b>Total</b>                                    | <b>(12.3)</b> | <b>(8.8)</b> | <b>–</b> | <b>(21.1)</b> |

At December 31, 2011 and 2010 the group had no EUR interest rate swaps outstanding.

The following table demonstrates the sensitivity of the group's pre-tax income to reasonably possible changes in interest rates affecting the interest charged on the floating rate borrowings (after excluding those floating-rate borrowings swapped to fixed through interest rate swaps). All other variables are held constant. The group believes that a reasonably possible development in euro-zone interest rates would be an increase of 100 basis points or decrease of 25 basis points (2010: an increase of 100 or decrease of 25 basis points). In the U.S. dollar zone the group does not consider a fall below current interest levels as likely but management believes an increase of up to 75 basis points to be possible (2010: an increase of up to 75 basis points and no possible decrease).

| U.S. dollar interest rates<br>In millions of U.S. dollars | Floating<br>rate borrowings | Increase in rates<br>Pre-tax impact | Decrease in<br>rates<br>Pre-tax impact |
|---|-----------------------------|-------------------------------------|--|
| <b>Borrowings at December 31, 2011</b>                    | <b>120.0</b>                | <b>(0.9)</b>                        | <b>–</b>                               |
| Borrowings at December 31, 2010                           | –                           | –                                   | –                                      |

| Euro interest rates<br>In millions of euros | Floating<br>rate borrowings | Increase in rates<br>Pre-tax impact | Decrease in<br>rates<br>Pre-tax impact |
|---|-----------------------------|-------------------------------------|--|
| <b>Borrowings at December 31, 2011</b>      | <b>401.5</b>                | <b>(4.0)</b>                        | <b>1.0</b>                             |
| Borrowings at December 31, 2010             | 364.9                       | (3.6)                               | 0.9                                    |

### Credit risk

It is the group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the group's exposure to bad debts is historically not significant.

The carrying value of unprovided net debtors of continuing operations at December 31, 2011 is EUR 180.6 million (2010: EUR 152.5 million). The group's largest customers are substantial media companies and government agencies and the credit risk associated with these contracts is assessed as low.

| Aging of net trade debtors<br>In millions of euros | Neither past<br>due nor<br>impaired | Less than<br>1 month | Between 1 and<br>3 months | More than<br>3 months | Total        |
|--|-------------------------------------|----------------------|---------------------------|-----------------------|--------------|
| <b>2011</b>  | <b>131.4</b>                        | <b>18.5</b>          | <b>14.0</b>               | <b>16.7</b>           | <b>180.6</b> |
| 2010   | 124.9                               | 8.2                  | 11.4                      | 8.0                   | 152.5        |

### Financial credit risk

With respect to the credit risk relating to financial assets (cash and cash equivalents, held for trading financial assets, loans receivable and derivative instruments), this exposure relates to the potential default of the counterparty, with the maximum exposure being equal to the carrying amount of these instruments.

The counterparty risk from a cash management perspective is reduced by the implementation of several cash pools, accounts and related paying platforms with different counterparties.

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

To mitigate the counterparty risk, the group only deals with recognised financial institutions with an appropriate credit rating – generally 'A' and above. All counterparties are financial institutions which are regulated and controlled by the federal financial supervisory authorities of the associated countries. The counterparty risk portfolio is analysed on a quarterly basis. Moreover to reduce this counterparty risk the portfolio is diversified as regards the main counterparties ensuring a well-balanced relation for all categories of products (derivatives as well as deposits).

## Satellite in-orbit insurance

It is the group's policy to retain part of the in-orbit insurance risk for the satellite fleet.

## Capital management

The group's policy is to attain, and retain, a stable BBB rating with Standard & Poor's and Fitch, and a Baa2 rating with Moody's. This investment grade rating serves to maintain investors, creditors, rating agency and market confidence. Within this framework, the group manages its capital structure and liquidity in order to reflect changes in economic conditions to keep its cost of debt low, maintain the confidence of debt investors at a high level and to create added value for the shareholder.

## Note 22 – Cash and cash equivalents

| In millions of euros   | 2011  | 2010  |
|--|-------|-------|
| Cash at bank and in hand   | 123.6 | 211.4 |
| Short-term deposits  | 94.4  | 109.6 |
| Cash and cash equivalents from continuing operations             | 218.0 | 321.0 |
| Cash at bank and in hand attributable to discontinued operations | –     | 2.7   |
| Total cash and cash equivalents                                  | 218.0 | 323.7 |

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the group, and earn interest at the respective short-term deposit rates.

## Note 23 – Issued capital and reserves

The company has share capital of EUR 624.4 million (2010: EUR 624.4 million), represented by Class A and Class B shares with no par value. The movement between the opening and closing number of shares issued per class of share can be summarised as follows:

|                                | Class A shares | Class B shares | Total shares |
|--------------------------------|----------------|----------------|--------------|
| As at January 1, 2011          | 332,985,130    | 166,492,565    | 499,477,695  |
| Cancellation of A and B shares | –              | –              | –            |
| As at December 31, 2011        | 332,985,130    | 166,492,565    | 499,477,695  |

FDRs with respect to Class A shares are listed on the Luxembourg Stock Exchange and on Euronext Paris. They can be traded freely and are convertible into Class A shares at any time at the option of the holder under the conditions applicable in the company's articles of association and in accordance with the terms of the FDRs.

All Class B shares are currently held by the State of Luxembourg, or by Luxembourg public institutions. Dividends paid for one share of Class B equal 40% of the dividend for one share of Class A.

A shareholder or a potential shareholder who envisages to acquire by whatever means, directly or indirectly, more than 20%, 33% or 50% of the shares of the company (a Demanding Party) must inform the chairperson of the board of the company of such intention. The chairperson of the board shall forthwith inform the government of the Grand Duchy of Luxembourg of the envisaged acquisition which may be opposed by the government within three months from such information should the government determine that such acquisition would be against the general public interest. In case of no opposition from the government, the board shall convene an extraordinary meeting of shareholders which may decide at a majority provided for in article 67-1 of the law of August 10, 1915, as amended, regarding commercial companies, to authorise the Demanding Party to acquire more than 20%, 33% or 50% of the shares. If the Demanding Party is a shareholder of the company, it may attend the general meeting and will be included in the count for the quorum but may not take part in the vote.

SES has, in agreement with the shareholders, purchased Fiduciary Deposit Receipts in respect of 'A' shares for use in connection with executives' and employees' option schemes as well as for cancellation. At the year-end, the company held FDRs in connection with the above schemes as set out below. These FDRs are disclosed as treasury shares in the balance sheet and are carried at their historic cost to the group.

|  | 2011             | 2010      |
|--|------------------|-----------|
| FDRs held as at December 31                        | <b>1,725,058</b> | 4,254,011 |
| Carrying value of FDRs held (in millions of euros) | <b>25.9</b>      | 55.8      |

In accordance with Luxembourg legal requirements, a minimum of 5% of the yearly net profit (statutory) is transferred to a legal reserve from which a distribution is restricted. This requirement is satisfied when the reserve reaches 10% of the issued share capital. As at December 31, 2011 an amount of EUR 62.4 million (2010: EUR 62.4 million) is included within other reserves. Other reserves include a further undistributable amount of EUR 381.8 million (2010: EUR 385.7 million) linked to local tax legislation in Luxembourg (Net worth tax).

#### Note 24 – Share-based payment plans

The group has four share-based payment plans, the details of which are as follows. In the case of schemes 2, 3 and 4 the relevant strike price is defined as the average of the market price of the underlying shares at the time of the grant.

##### 1. IPO plan

The IPO plan is an equity-settled scheme which was open to members of staff working for SES ASTRA S.A. at the time of its IPO on the Luxembourg Stock Exchange in 1998. Employees were granted options to acquire shares at a fixed price of EUR 12.64. In 2005, the exercise period of this plan was extended to June 30, 2013. All such options were vested as at December 31, 2005.

|  | 2011           | 2010    |
|--|----------------|---------|
| Outstanding options at the end of the year | <b>475,250</b> | 628,641 |
| Weighted average exercise price in euro    | <b>12.64</b>   | 12.64   |

##### 2. The Stock Appreciation Rights Plan (STAR Plan)

The STAR Plan, initiated in 2000, is an equity-settled scheme available to non-executive staff of controlled group subsidiaries. Under the plan employees are granted rights to receive remuneration payments reflecting the movement of the share price in relation to the strike price. A third of the STAR Plan rights vest each year over a three-year period and the rights have a two-year exercise period once fully vested.

In January 2011, the STAR Plan was amended. For all options granted 2011 onwards a third of the STAR Plan rights vest and can be exercised each year. After fully vested, the rights have a four-year exercise period.

|  | 2011             | 2010      |
|--|------------------|-----------|
| Outstanding options at the end of the year | <b>2,677,604</b> | 3,177,700 |
| Weighted average exercise price in euros   | <b>16.10</b>     | 15.20     |

##### 3. Executive Incentive Compensation Plan (EICP)

The EICP, initiated in 2002, is available to group executives. Under the plan, options are granted with an effective date of January 1. One-quarter of the entitlement vests on each anniversary date of the original grant. Once vested, the options can be exercised until the tenth anniversary of the original grant.

|  | 2011             | 2010      |
|--|------------------|-----------|
| Outstanding options at the end of the year | <b>5,518,673</b> | 5,778,291 |
| Weighted average exercise price in euros   | <b>15.48</b>     | 14.41     |

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

## 4. Long-term Incentive programme ('LTI')

The LTI programme, initiated in 2005, is also a programme for executives and senior executives of the group. Under the scheme, until end of 2008, restricted shares were allocated to executives on July 1 and these vest on the third anniversary of the grant. Senior executives also had the possibility to be allocated performance shares whose granting was dependent on the achievement of defined performance criteria. Where these criteria were met, the shares vested on the third anniversary of the original grant. Since January 1, 2009, both executives and senior executives are granted restricted and performance shares. Since 2011 the LTI vest on June 1.

|  | 2011             | 2010      |
|--|------------------|-----------|
| Restricted and performance shares granted at the end of the year | <b>1,200,075</b> | 1,291,501 |
| Weighted average fair value in euros                             | <b>13.68</b>     | 13.12     |

The fair value of equity-settled share options granted is estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the average value of inputs to the model used for the years ended December 31, 2011, and December 31, 2010.

| 2011                             | EICP          | STARs         | LTI           |
|----------------------------------|---------------|---------------|---------------|
| Dividend yield (%)               | <b>6.31%</b>  | <b>6.31%</b>  | <b>5.68%</b>  |
| Expected volatility (%)          | <b>37.53%</b> | <b>37.53%</b> | <b>42.69%</b> |
| Risk-free interest rate (%)      | <b>2.77%</b>  | <b>2.77%</b>  | <b>2.20%</b>  |
| Expected life of options (years) | <b>9.67</b>   | <b>7</b>      | <b>3</b>      |
| Share price at inception (EUR)   | <b>17.88</b>  | <b>17.88</b>  | <b>17.88</b>  |
| 2010                             | EICP          | STARs         | LTI           |
| Dividend yield (%)               | 5.16%         | 5.76%         | 4.66%         |
| Expected volatility (%)          | 35.68%        | 36.30%        | 42.18%        |
| Risk-free interest rate (%)      | 2.27%         | 1.76%         | 1.02%         |
| Expected life of options (years) | 9.75          | 5             | 3             |
| Share price at inception (EUR)   | 18.55         | 16.95         | 17.20         |

The expected life of options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may or may not necessarily be the actual outcome.

The last cash-settled options expired in June 2010 such that the company now only has equity-settled options in place. Up to this time, the fair value of the cash-settled options was measured at the grant date using a binomial model which took into account the terms and conditions upon which the instruments were granted. The services received, and a liability to pay for those services, are recognised over the expected vesting period. Until the liability is settled it is remeasured at each reporting date with changes in fair value recognised in the income statement.

The total charge for the period for share-based compensation payments amounted to EUR 11.9 million (2010: EUR 11.4 million).

## Note 25 – Interest-bearing loans and borrowings

As at December 31, 2011 and 2010, the group's interest-bearing loans and borrowings were:

| In millions of euros  | Effective interest rate | Maturity       | Carried at amortised cost |                          |
|---|-------------------------|----------------|---------------------------|--------------------------|
|   |                         |                | Amounts outstanding 2011  | Amounts outstanding 2010 |
| <b>Non-current</b>  |                         |                |                           |                          |
| U.S. Private Placement  |                         |                |                           |                          |
| Series A (USD 400 million)  | 5.29%                   | September 2013 | 42.2                      | 83.5                     |
| Series B (USD 513 million)  | 5.83%                   | September 2015 | 237.9                     | 307.1                    |
| Series C (USD 87 million)   | 5.93%                   | September 2015 | 67.2                      | 65.1                     |
| Series D (GBP 28 million)   | 5.63%                   | September 2013 | 4.7                       | 9.3                      |
| Euro Privat Placement 2016<br>(EUR 150 million) issued under EMTN |                         |                |                           |                          |
| Eurobond 2021 (EUR 650 million)                                   | 4.75%                   | March 2021     | 643.8                     | –                        |
| Eurobond 2020 (EUR 650 million)                                   | 4.625%                  | March 2020     | 644.0                     | 643.3                    |
| Eurobond 2014 (EUR 650 million)                                   | 4.875%                  | July 2014      | 646.4                     | 645.0                    |
| Eurobond 2013 (EUR 500 million)                                   | 4.375%                  | October 2013   | 500.0                     | 500.0                    |
| European Investment Bank<br>(EUR 200 million)                     |                         |                |                           |                          |
| German bond (EUR 100 million), non-listed                         | 3.618%                  | May 2017       | 166.7                     | 199.9                    |
| German bond (EUR 100 million), non-listed                         | 5.75%                   | November 2012  | –                         | 99.8                     |
| German bond (EUR 100 million), non-listed                         | 6.00%                   | November 2012  | –                         | 99.7                     |
| Syndicated loan 2015  | EURIBOR/USLIBOR + 0.95% | April 2015     | 195.8                     | 97.2                     |
| COFACE  | EURIBOR + 1.7%          | 2022           | 210.8                     | 97.2                     |
| US Ex-Im  | 3.11%                   | June 2020      | 71.3                      | –                        |
| <b>Total non-current</b>  |                         |                | <b>3,579.8</b>            | <b>2,995.9</b>           |
| <b>Current</b>  |                         |                |                           |                          |
| U.S. Private Placement  |                         |                |                           |                          |
| Series A (USD 400 million)  | 5.29%                   | September 2012 | 44.3                      | 42.8                     |
| Series B (USD 513 million)  | 5.83%                   | September 2012 | 79.3                      | 76.8                     |
| Series D (GBP 28 million)   | 5.63%                   | September 2012 | 4.8                       | 4.6                      |
| Eurobond 2011 (EUR 650 million)                                   | 4.00%                   | March 2011     | –                         | 649.8                    |
| European Investment Bank<br>(EUR 200 million)                     |                         |                |                           |                          |
| German bond (EUR 100 million), non-listed                         | 3.618%                  | May 2012       | 33.3                      | –                        |
| German bond (EUR 100 million), non-listed                         | 5.75%                   | November 2012  | 99.9                      | –                        |
| German bond (EUR 100 million), non-listed                         | 6.00%                   | November 2012  | 99.9                      | –                        |
| Commercial paper  | 1.061%                  | January 2012   | 60.0                      | 135.0                    |
| Uncommitted loans   | 1.576%                  | February 2012  | 185.5                     | 179.6                    |
| US Ex-Im  | 3.11%                   | June 2012      | 9.8                       | –                        |
| <b>Total current</b>  |                         |                | <b>616.8</b>              | <b>1,088.6</b>           |

### U.S. Private Placement

On September 30, 2003, the group issued in the U.S. Private Placement market four series of unsecured notes amounting to USD 1,000.0 million and GBP 28.0 million. These notes comprised:

- 1) Series A USD 400.0 million of 5.29% Senior Notes due September 2013, amortising as of September 2007.
- 2) Series B USD 513.0 million of 5.83% Senior Notes due September 2015, amortising as of September 2011.
- 3) Series C USD 87.0 million of 5.93% Senior Notes due September 2015.
- 4) Series D GBP 28.0 million of 5.63% Senior Notes due September 2013, amortising as of September 2007.

On these four series, the group pays interest semi-annually. SES is committed under the U.S. Private Placement to maintaining covenants requiring certain financial ratios to be upheld within agreed limits in order to provide sufficient security to the lenders. Of these, the covenant which management monitors the most actively is the requirement to maintain the net debt/EBITDA ratio at a level of 3.5 or below.

### European Medium-Term Note Programme (EMTN)

On December 6, 2005, SES put in place a EUR 2,000.0 million EMTN enabling SES, or SES GLOBAL-Americas Holdings GP, to issue as and when required notes up to a maximum aggregate amount of EUR 2,000.0 million. In May 2007, this programme was increased to an aggregate amount of EUR 4,000.0 million. On September 19, 2011 this programme has been extended for one further year.

# Consolidated financial statements

## Notes to the consolidated financial statements continued

December 31, 2011

As of December 31, 2011, SES has issued EUR 2,600.0 million (2010: EUR 2,600.0 million) under the EMTN Programme with maturities ranging from 2013 to 2021.

### – EUR 150.0 million Private Placement (2016)

On July 13, 2009, SES issued a EUR 150.0 million Private Placement under the company's European Medium-Term Note Programme with Deutsche Bank. The Private Placement has a 7-year maturity, beginning August 5, 2009, and bears interest at a fixed rate of 5.05%.

### – EUR 650.0 million Eurobond (2021) issue

On March 11, 2011 (pricing March 2, 2011), SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a 10-year maturity and bears interest at a fixed rate of 4.75%.

### – EUR 650.0 million Eurobond (2020)

On March 9, 2010 (pricing March 1, 2010), SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a 10-year maturity and bears interest at a fixed rate of 4.625%.

### – EUR 650.0 million Eurobond (2014)

On July 9, 2009 (pricing June 30, 2009), SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a 5-year maturity and bears interest at a fixed rate of 4.875%.

### – EUR 500.0 million Eurobond (2013)

On October 20, 2006, SES issued a EUR 500.0 million bond under the company's European Medium-Term Note Programme. The bond has a 7-year maturity and bears interest at a fixed rate of 4.375%.

### – EUR 650.0 million Eurobond (2011) repayment

On March 15, 2006, SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a 5-year maturity and bears interest at a fixed rate of 4.0%. The bond was repaid on March 15, 2011.

### EUR 200.0 million European Investment Bank funding

On April 21, 2009, SES signed a financing agreement with the European Investment Bank concerning the investment by the group in certain satellite investment projects. This facility, bearing interest at a fixed rate of 3.618%, is repayable in six annual instalments between May 2012 and May 2017.

### German bond issue of EUR 200.0 million

On May 21, 2008, the group concluded an agreement to issue EUR 200 million in two equal tranches in the German bond ('Schuldschein') market. The agreement for the first tranche was signed on May 30, 2008 with the funds being drawn down in June 2008, and bearing interest at fixed rate of 5.75%. The agreement for the second tranche was signed on July 14, 2008 with the funds being drawn down in July 2008 and bearing interest at fixed rate of 6.0%. Both German bonds mature in November 2012.

### Syndicated loan 2015

In April 2009, SES signed a syndicated loan facility maturing in 2012 with a consortium of 24 banks. On September 2010, the syndicated loan has been amended and restated. The amended facility, maturing April 2015, is for EUR 1,200.0 million and can be drawn in EUR and USD.

The interest rate is based on EURIBOR or U.S. LIBOR, depending on the drawing currency, plus a margin based on the rating of the company. The current rating of the company is BBB/Baa2 (Standard & Poor's and Moody's) leading to a margin of 0.95%.

### EUR 522.9 million COFACE facility

On December 16, 2009, SES signed a financing agreement with COFACE (Compagnie Française d'Assurance pour le Commerce Extérieur) in respect of the investment in four geostationary satellites (ASTRA 2E, ASTRA 2F, ASTRA 2G, ASTRA 5B). The facility is divided into five loans. The drawings under the facility are based on invoices from the supplier of the satellites. The first drawing was done on April 23, 2010. Each loan will be repaid in 17 equal semi-annual instalments starting the earlier of the in-orbit date of the satellite being financed by such loan and April 1, 2014 and the estimated final maturity of the facility will be by the end of 2022. The facility bears interest at a floating rate of six month EURIBOR plus a margin of 1.7%.

### USD 158 million US Ex-Im facility (new)

In April 2011, SES signed a financing agreement with Ex-Im Bank (Export-Import Bank of the United States) over USD 158 million for the investment in one geostationary satellite (QuetzSat). On May 19, 2011, SES drew the first tranche of USD 107.8 million. The loan will be repaid in 17 equal semi-annual instalments starting (i) the earlier of six months after the in-orbit acceptance date of the satellite and (ii) June 20, 2012. The final maturity will be eight years after the initial repayment date. The facility bears interest at a fixed rate of 3.11%.



### Commercial paper programme

On October 25, 2005, SES put in place a EUR 500.0 million 'Programme de Titres de Créances Négociables' in the French market where the company issued 'Billets de Trésorerie' (commercial paper) in accordance with articles L.213-1 to L.213-4 of the French Monetary and Financial Code and decree n°92.137 of February 13, 1992 and all subsequent regulations. The maximum outstanding amount of 'Billet de Trésorerie' issuable under the programme is EUR 500.0 million or its counter value at the date of issue in any other authorised currency. On May 9, 2011, this programme was extended for one further year. As of December 31, 2011 borrowings of EUR 60.0 million (2010: EUR 135.0 million) were outstanding under this programme. The average rate of the outstanding commercial paper amounts to 1.06% (2010: 0.95%) for the drawdown period.

### Note 26 – Provisions and deferred income

| In millions of euros           | Provisions  | Deferred income | Total        |
|--------------------------------|-------------|-----------------|--------------|
| <b>As at January 1, 2011</b>   | <b>81.6</b> | <b>216.4</b>    | <b>298.0</b> |
| Increase in provisions         | 4.6         | –               | 4.6          |
| Decrease in provisions         | (15.6)      | –               | (15.6)       |
| Movement on deferred income    | –           | (20.2)          | (20.2)       |
| Impact of currency translation | 1.6         | 3.3             | 4.9          |
| <b>As at December 31, 2011</b> | <b>72.2</b> | <b>199.5</b>    | <b>271.7</b> |

| In millions of euros           | Provisions  | Deferred income | Total        |
|--------------------------------|-------------|-----------------|--------------|
| <b>As at January 1, 2010</b>   | <b>65.3</b> | <b>246.0</b>    | <b>311.3</b> |
| Increase in provisions         | 59.6        | –               | 59.6         |
| Decrease in provisions         | (27.6)      | –               | (27.6)       |
| Movement on deferred income    | –           | (13.1)          | (13.1)       |
| Discontinued operations        | (18.0)      | (24.4)          | (42.4)       |
| Impact of currency translation | 2.3         | 7.9             | 10.2         |
| <b>As at December 31, 2010</b> | <b>81.6</b> | <b>216.4</b>    | <b>298.0</b> |

Provisions relate primarily to liabilities arising for withholding taxes, for post-retirement benefit schemes and other items arising in the normal course of business.

In U.S. operations, certain employees benefit from a post-retirement health benefits programme which is externally insured. As at December 31, 2011, accrued premiums of EUR 10.9 million (2010: EUR 8.9 million) are included in this position.

Contributions made in 2011 to group pension schemes totalled EUR 7.6 million (2010: EUR 8.3 million), which are recorded in the income statement under 'staff costs'.

### Note 27 – Trade and other payables

| In millions of euros                      | 2011         | 2010  |
|---|--------------|-------|
| Trade creditors                           | <b>126.3</b> | 58.1  |
| Payments received in advance              | <b>5.7</b>   | 61.9  |
| Interest on loans                         | <b>86.7</b>  | 81.3  |
| Personnel-related liabilities             | <b>30.2</b>  | 25.4  |
| Tax liabilities other than for income tax | <b>8.4</b>   | 5.3   |
| Other liabilities                         | <b>187.2</b> | 116.9 |
| <b>Total</b>                              | <b>444.5</b> | 348.9 |

In the framework of receivables securitisation transaction completed in June 2010, the group received a net cash amount of EUR 50.6 million from a financial institution as advance settlement of future receivables arising between 2011 and 2013 under contracts with a specific customer. A corresponding liability of EUR 36.2 million (2010: EUR 52.8 million), representing SES' obligation towards the financial institution to continue to provide services to the customer in accordance with the terms of the customer contract, is recorded in the Statement of Financial Position as at December 31, 2011 under 'Other long-term liabilities', for EUR 18.2 million (2010: EUR 36.2 million), and 'Trade and other payables' for EUR 18.0 million (2010: EUR 16.6 million).

### Note 28 – Commitments and contingencies

#### Capital commitments

The group had outstanding commitments in respect of contracted capital expenditure totalling EUR 670.8 million at December 31, 2011 (2010: EUR 820.4 million). These commitments largely reflect the purchase and launch of future satellites for the expansion and replacement of the group satellite system, together with the necessary expansion of the associated ground station and control facilities. In the case of termination by the group of these contracts, contractual penalty provisions apply.

# Consolidated financial statements

## Notes to the consolidated financial statements continued

December 31, 2011

### Operating lease commitments

Future minimum rentals payable under non-cancellable operating leases are as follows as at December 31:

| In millions of euros                        | 2011        | 2010        |
|---|-------------|-------------|
| Within one year                             | 11.2        | 9.0         |
| After one year but not more than five years | 28.6        | 23.5        |
| More than five years                        | 22.5        | 3.4         |
| <b>Total</b>                                | <b>62.3</b> | <b>35.9</b> |

### Commitments under transponder service agreements

The group has entered into transponder service agreements for the purchase of satellite capacity from third parties under contracts with a maximum life of eight years. The commitment arising under these agreements as at December 31 is as follows:

| In millions of euros                        | 2011        | 2010         |
|---|-------------|--------------|
| Within one year                             | 42.3        | 43.7         |
| After one year but not more than five years | 22.0        | 61.5         |
| After more than five years                  | 2.1         | 2.0          |
| <b>Total</b>                                | <b>66.4</b> | <b>107.2</b> |

### Other commitments

Under the O3b Networks Limited full financing agreement, SES entered in 2010 into commitments to provide, if needed in the pre-commercialisation phase, additional shareholder loans to O3b Networks totalling USD 66 million. See Note 17.

### Litigation

During the year, the dispute between SES and the manufacturer of one of its satellites regarding an outstanding incentive payment has been settled. Under the final arbitration agreement SES agreed to pay a total of around EUR 11.7 million to the satellite manufacturer to settle outstanding satellite in orbit incentive payments and interest charges, out of which EUR 9.6 million have been added to the acquisition cost of the related satellite and EUR 2.1 million have been expensed as interest charges.

There were no other significant litigation claims against the group as of December 31, 2011.

### Guarantees

On December 31, 2011 the group had outstanding bank guarantees for an amount of EUR 2.7 million (2010: EUR 1.2 million) with respect to performance and warranty guarantees for services of satellite operations. As at December 31, 2010 SES had issued a bank guarantee towards ND SatCom for EUR 15.0 million.

### Restrictions on use of cash

At the year-end, there were no restricted cash balances (2010: nil).

### Note 29 – Related parties

The state of Luxembourg holds a direct 11.58% voting interest in the company and two indirect interests, both of 10.88%, through two state owned banks, Banque et Caisse d'Epargne de l'Etat and Société Nationale de Crédit et d'Investissement. These shares constitute the company's Class B shares, which are described in more detail in Note 23.

The total payments to directors for attendance at board and committee meetings in 2011 amounted to EUR 1.3 million (2010: EUR 1.3 million). These payments are computed on a fixed and variable basis, the variable part being based upon attendance at board and committee meetings.

There were no other significant transactions with related parties.

The key management of the group, defined as the group's Executive Committee, received compensation as follows:

| In millions of euros           | 2011       | 2010        |
|--------------------------------|------------|-------------|
| Remuneration including bonuses | 4.3        | 4.2         |
| Pension benefits               | 0.5        | 0.5         |
| Share-based payments           | 2.8        | 6.6         |
| Other benefits                 | 0.1        | 0.2         |
| <b>Total</b>                   | <b>7.7</b> | <b>11.5</b> |

Total share-based payment instruments allocated to key management as at December 31, 2011 were 1,512,603 (2010: 1,638,239).

### Note 30 – Consolidated subsidiaries, joint ventures and affiliates

The consolidated financial statements include the financial statements of the material subsidiaries, joint ventures and associates listed below:

|   | Effective interest (%)<br>2011 | Effective interest (%)<br>2010 | Method of consolidation<br>2011 |
|---|--------------------------------|--------------------------------|---------------------------------|
| <b>Held directly by SES:</b>  |                                |                                |                                 |
| SES ASTRA S.A., Luxembourg  | 100.00                         | 100.00                         | Full                            |
| SES GLOBAL-Americas Inc., U.S.A.  | 100.00                         | 100.00                         | Full                            |
| SES GLOBAL Americas Holdings General Partnership, U.S.A.                | 100.00                         | 100.00                         | Full                            |
| SES GLOBAL-Americas Finance Inc., U.S.A.                                | 100.00                         | 100.00                         | Full                            |
| SES GLOBAL Africa S.A., Luxembourg                                      | 100.00                         | 100.00                         | Full                            |
| SES Participations S.A., Luxembourg                                     | 100.00                         | 100.00                         | Full                            |
| SES Finance S.à r.l., Switzerland                                       | 100.00                         | 100.00                         | Full                            |
| SES Holdings (Netherlands) B.V., Netherlands                            | 100.00                         | 100.00                         | Full                            |
| SES ASTRA Services Europe S.A., Luxembourg                              | 100.00                         | 100.00                         | Full                            |
| SES Latin America S.A., Luxembourg                                      | 100.00                         | 100.00                         | Full                            |
| SES Belgium S.p.r.l, Belgium  | 100.00                         | 100.00                         | Full                            |
| <b>Held through SES Participations S.A., Luxembourg:</b>                |                                |                                |                                 |
| Ciel Satellite Holdings Inc., Canada                                    | 100.00                         | 100.00                         | Full                            |
| Ciel Satellite Limited Partnership, Canada                              | 70.00                          | 70.00                          | Full                            |
| Northern Americas Satellite Ventures, Inc., Canada                      | 100.00                         | 100.00                         | Full                            |
| <b>Held through SES ASTRA Services Europe S.A., Luxembourg:</b>         |                                |                                |                                 |
| Glocom (Communications and Images) Limited (Isle of Man)                | 75.00                          | 75.00                          | Full                            |
| SES ASTRA TechCom S.A., Luxembourg                                      | 100.00                         | 100.00                         | Full                            |
| SES ASTRA TechCom Belgium S.A., Belgium                                 | 100.00                         | 100.00                         | Full                            |
| Astralis S.A., Luxembourg   | 51.00                          | 51.00                          | Full                            |
| ASTRA Broadband Services S.A., Luxembourg                               | 100.00                         | 100.00                         | Full                            |
| SES Digital Distribution Services AG, Switzerland                       | 100.00                         | 100.00                         | Full                            |
| SES Digital Distribution Services S.à r.l., Luxembourg                  | 100.00                         | 100.00                         | Full                            |
| Redu Operations Services S.A., Belgium                                  | 48.00                          | 48.00                          | Equity                          |
| Redu Space Services S.A., Belgium                                       | 52.00                          | 52.00                          | Full                            |
| HD Plus GmbH, Germany   | 100.00                         | 100.00                         | Full                            |
| SES ASTRA Real Estate (Betzdorf) S.A., Luxembourg                       | 100.00                         | 100.00                         | Full                            |
| SES Capital Belgium S.A., Belgium                                       | 100.00                         | 100.00                         | Full                            |
| ND SatCom GmbH, Germany <sup>1</sup>                                    | 24.90                          | 100.00                         | Equity                          |
| ND SatCom Defence GmbH, Germany <sup>1</sup>                            | –                              | 100.00                         | –                               |
| ND SatCom Inc., U.S.A. <sup>1</sup>                                     | –                              | 100.00                         | –                               |
| ND SatCom Products GmbH, Germany <sup>1</sup>                           | –                              | 100.00                         | –                               |
| ND SatCom FZE, (United Arab Emirates) <sup>1</sup>                      | –                              | 100.00                         | –                               |
| ND SatCom Satellite Comm. Systems (Beijing) Co. Ltd, China <sup>1</sup> | –                              | 100.00                         | –                               |
| ND SatCom Grintex Communications Ltd, India <sup>1</sup>                | –                              | 25.00                          | –                               |
| ND SatCom o.o.o., Russia <sup>1</sup>                                   | –                              | 100.00                         | –                               |
| Milsat Services GmbH, Germany <sup>1</sup>                              | –                              | 25.10                          | –                               |
| ASTRA Platform Services GmbH, Germany                                   | 100.00                         | 100.00                         | Full                            |
| SES Digital Distribution Services GmbH, Germany                         | 100.00                         | 100.00                         | Full                            |
| Virtual Planet Group GmbH, Germany                                      | 90.00                          | 90.00                          | Full                            |

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

|   | Effective interest (%)<br>2011 | Effective interest (%)<br>2010 | Method of consolidation<br>2011 |
|---|--------------------------------|--------------------------------|---------------------------------|
| <b>Held through SES ASTRA S.A.:</b>                                 |                                |                                |                                 |
| ASTRA Deutschland GmbH, Germany                                     | 100.00                         | 100.00                         | Full                            |
| ASTRA (U.K.) Ltd, United Kingdom                                    | 100.00                         | 100.00                         | Full                            |
| ASTRA Iberica S.A., Spain   | 100.00                         | 100.00                         | Full                            |
| ASTRA France S.A., France   | 100.00                         | 100.00                         | Full                            |
| ASTRA (GB) Limited, United Kingdom                                  | 100.00                         | 100.00                         | Full                            |
| ASTRA Benelux B.V., The Netherlands                                 | 100.00                         | 100.00                         | Full                            |
| SES ASTRA CEE Sp. z o.o, Poland                                     | 100.00                         | 100.00                         | Full                            |
| SES ASTRA Italia S.r.l.   | 100.00                         | 100.00                         | Full                            |
| SES ENGINEERING (Luxembourg) S.à r.l., Luxembourg                   | 100.00                         | 100.00                         | Full                            |
| New Skies Investments S.à r.l, Luxembourg                           | 100.00                         | 100.00                         | Full                            |
| SES ASTRA AB, Sweden  | 100.00                         | 100.00                         | Full                            |
| Sirius Satellite Services SIA, Latvia                               | 100.00                         | 100.00                         | Full                            |
| SES SIRIUS Ukraine, Ukraine   | 100.00                         | 100.00                         | Full                            |
| SES ASTRA 1KR S.à r.l., Luxembourg                                  | 100.00                         | 100.00                         | Full                            |
| SES ASTRA 1L S.à r.l., Luxembourg                                   | 100.00                         | 100.00                         | Full                            |
| SES ASTRA 1M S.à r.l., Luxembourg                                   | 100.00                         | 100.00                         | Full                            |
| SES ASTRA 3B S.à r.l., Luxembourg                                   | 100.00                         | 100.00                         | Full                            |
| SES ASTRA 5B S.à r.l., Luxembourg                                   | 100.00                         | 100.00                         | Full                            |
| SES ASTRA 1N S.à r.l., Luxembourg                                   | 100.00                         | 100.00                         | Full                            |
| Solaris Mobile Limited, Ireland                                     | 50.00                          | 50.00                          | Proportional                    |
| SES ASTRA 2E S.à r.l., Luxembourg                                   | 100.00                         | 100.00                         | Full                            |
| SES ASTRA 2F S.à r.l., Luxembourg                                   | 100.00                         | 100.00                         | Full                            |
| SES ASTRA 2G S.à r.l., Luxembourg                                   | 100.00                         | 100.00                         | Full                            |
| SES ASTRA (Romania) S.à r.l. <sup>2</sup>                           | 100.00                         | –                              | Full                            |
| <b>Held through SES Finance S.à r.l.:</b>                           |                                |                                |                                 |
| SES Re International (Bermuda) Ltd, Bermuda                         | 100.00                         | 100.00                         | Full                            |
| SES Satellite Leasing Ltd, Isle of Man                              | 100.00                         | 100.00                         | Full                            |
| Al Maisan Satellite Communications (YahSat) LLC, UAE                | 35.00                          | 35.00                          | Full                            |
| SES Satellites (Bermuda) Ltd, Bermuda                               | 100.00                         | 100.00                         | Full                            |
| <b>Held through SES GLOBAL Africa S.A.:</b>                         |                                |                                |                                 |
| SES ASTRA Africa (Proprietary) Ltd, South Africa                    | 100.00                         | 100.00                         | Full                            |
| ODM (Proprietary) Ltd, South Africa                                 | 20.00                          | 20.00                          | Equity                          |
| <b>Held through SES GLOBAL-Americas Inc.:</b>                       |                                |                                |                                 |
| SES AMERICOM, Inc., U.S.A.  | 100.00                         | 100.00                         | Full                            |
| SES AMERICOM PAC, Inc., U.S.A.                                      | 100.00                         | 100.00                         | Full                            |
| Communications Satellite Int. Marketing Inc., Barbados <sup>3</sup> | –                              | 100.00                         | –                               |
| SES AMERICOM International Holdings, Inc., U.S.A.                   | 100.00                         | 100.00                         | Full                            |
| SES AMERICOM Canada, Inc., Canada <sup>3</sup>                      | –                              | 100.00                         | –                               |
| SES AMERICOM (Brazil) Holdings, LLC, U.S.A.                         | 100.00                         | 100.00                         | Full                            |
| SES AMERICOM do Brasil Servicos de Telecomunicacoes, Ltda, Brazil   | 100.00                         | 100.00                         | Full                            |
| SES AMERICOM (Singapore) Pty, Ltd, Singapore <sup>3</sup>           | –                              | 100.00                         | –                               |
| AMERICOM Government Services, Inc., U.S.A.                          | 100.00                         | 100.00                         | Full                            |
| Sistemas Satelitales de Mexico S. de R.L. de C.V., Mexico           | 49.00                          | 49.00                          | Equity                          |
| Socios Aguila S.de R.L de C.V., Mexico                              | 49.00                          | 49.00                          | Equity                          |
| Columbia Communications Corporation, U.S.A.                         | 100.00                         | 100.00                         | Full                            |
| Columbia/WIGUSA Communications, Inc., U.S.A.                        | 100.00                         | 100.00                         | Full                            |

|  | Effective interest (%) 2011 | Effective interest (%) 2010 | Method of consolidation 2011 |
|--|-----------------------------|-----------------------------|------------------------------|
| SES Satellites International, Inc., U.S.A.           | 100.00                      | 100.00                      | Full                         |
| SES Satellites (Gibraltar) Ltd, Gibraltar            | 100.00                      | 100.00                      | Full                         |
| SES AMERICOM Colorado, Inc., U.S.A.                  | 100.00                      | 100.00                      | Full                         |
| AMC-1 Holdings LLC, U.S.A.                           | 100.00                      | 100.00                      | Full                         |
| AMC-2 Holdings LLC, U.S.A.                           | 100.00                      | 100.00                      | Full                         |
| AMC-3 Holdings LLC, U.S.A.                           | 100.00                      | 100.00                      | Full                         |
| AMC-5 Holdings LLC, U.S.A.                           | 100.00                      | 100.00                      | Full                         |
| AMC-6 Holdings LLC, U.S.A.                           | 100.00                      | 100.00                      | Full                         |
| AMC-8 Holdings LLC, U.S.A.                           | 100.00                      | 100.00                      | Full                         |
| AMC-9 Holdings LLC, U.S.A.                           | 100.00                      | 100.00                      | Full                         |
| AMC-10 Holdings LLC, U.S.A.                          | 100.00                      | 100.00                      | Full                         |
| AMC-11 Holdings LLC, U.S.A.                          | 100.00                      | 100.00                      | Full                         |
| SES AMERICOM (Asia 1A) LLC, U.S.A.                   | 100.00                      | 100.00                      | Full                         |
| AMERICOM Asia Pacific LLC, U.S.A.                    | 100.00                      | 100.00                      | Full                         |
| AMC-12 Holdings LLC, U.S.A.                          | 100.00                      | 100.00                      | Full                         |
| SES AMERICOM California, Inc., U.S.A.                | 100.00                      | 100.00                      | Full                         |
| AMC-4 Holdings LLC, U.S.A.                           | 100.00                      | 100.00                      | Full                         |
| AMC-7 Holdings LLC, U.S.A.                           | 100.00                      | 100.00                      | Full                         |
| AMC-15 Holdings LLC, U.S.A.                          | 100.00                      | 100.00                      | Full                         |
| AMC-16 Holdings LLC, U.S.A.                          | 100.00                      | 100.00                      | Full                         |
| SES-1 Holdings, LLC, U.S.A.                          | 100.00                      | 100.00                      | Full                         |
| Starsys Global Positioning Inc., U.S.A.              | 80.00                       | 80.00                       | Full                         |
| QuetzSat Directo, S. de R.L. de C.V., Mexico         | 49.00                       | 49.00                       | Equity                       |
| Safe Sat of New York Inc., U.S.A.                    | 100.00                      | 100.00                      | Full                         |
| SES ENGINEERING (U.S.) Inc., U.S.A.                  | 100.00                      | 100.00                      | Full                         |
| AGS Acquisition Corp., U.S.A. <sup>4</sup>           | –                           | 100.00                      | –                            |
| AOS Inc., U.S.A.                                     | 100.00                      | 100.00                      | Full                         |
| IP Prime, Inc., U.S.A. <sup>4</sup>                  | –                           | 100.00                      | –                            |
| SES-2 Holdings LLC <sup>2</sup>                      | 100.00                      | –                           | Full                         |
| SES-3 Holdings LLC <sup>2</sup>                      | 100.00                      | –                           | Full                         |
| <b>Held through SES Latin America S.A.:</b>          |                             |                             |                              |
| QuetzSat S. de R.L. de C.V., Mexico                  | 49.00                       | 49.00                       | Equity                       |
| Satellites Globales S. de R.L. de C.V., Mexico       | 49.00                       | 49.00                       | Equity                       |
| SES Satelites Directo Ltda, Brazil                   | 100.00                      | 100.00                      | Full                         |
| SES DTH do Brasil Ltda, Brazil                       | 100.00                      | 100.00                      | Full                         |
| SES GLOBAL South America Holding S.L., Spain         | 100.00                      | 100.00                      | Full                         |
| <b>Held through SES Holdings (Netherlands) B.V.:</b> |                             |                             |                              |
| New Skies Investments Holding B.V., The Netherlands  | 100.00                      | 100.00                      | Full                         |
| New Skies Holding B.V., The Netherlands              | 100.00                      | 100.00                      | Full                         |
| New Skies Satellites B.V., The Netherlands           | 100.00                      | 100.00                      | Full                         |
| SES Holdings (Bermuda) Ltd, Bermuda <sup>4</sup>     | –                           | 100.00                      | –                            |
| New Skies Satellites, Inc., U.S.A.                   | 100.00                      | 100.00                      | Full                         |
| New Skies Satellites de Mexico S.A. de C.V., Mexico  | 49.00                       | 49.00                       | Equity                       |
| New Skies Satellites Mar B.V., The Netherlands       | 100.00                      | 100.00                      | Full                         |
| New Skies Satellites Ltda, Brazil                    | 100.00                      | 100.00                      | Full                         |

# Consolidated financial statements

Notes to the consolidated financial statements continued  
December 31, 2011

|  | Effective<br>interest (%)<br>2011 | Effective<br>interest (%)<br>2010 | Method of<br>consolidation<br>2011 |
|--|-----------------------------------|-----------------------------------|------------------------------------|
| Morharras B.V., The Netherlands <sup>4</sup>                     | –                                 | 100.00                            | –                                  |
| New Skies Networks, Inc., U.S.A.                                 | 100.00                            | 100.00                            | Full                               |
| New Skies Networks (U.K.) Ltd, U.K.                              | 100.00                            | 100.00                            | Full                               |
| SES ENGINEERING (Netherlands) B.V., The Netherlands              | 100.00                            | 100.00                            | Full                               |
| New Skies Asset Holdings, Inc., U.S.A.                           | 100.00                            | 100.00                            | Full                               |
| New Skies Carrier Services, Inc., U.S.A. <sup>4</sup>            | –                                 | 100.00                            | –                                  |
| SES NEW SKIES Marketing B.V., The Netherlands                    | 100.00                            | 100.00                            | Full                               |
| New Skies Satellites India B.V., The Netherlands                 | 100.00                            | 100.00                            | Full                               |
| New Skies Satellites Argentina B.V., The Netherlands             | 100.00                            | 100.00                            | Full                               |
| New Skies Networks Australia B.V., The Netherlands               | 100.00                            | 100.00                            | Full                               |
| New Skies Networks Australia Pty Ltd, Australia                  | 100.00                            | 100.00                            | Full                               |
| New Skies Satellites Australia Pty Ltd, Australia                | 100.00                            | 100.00                            | Full                               |
| New Skies Satellites Licensee B.V., The Netherlands              | 100.00                            | 100.00                            | Full                               |
| SES NEW SKIES Singapore B.V., The Netherlands                    | 100.00                            | 100.00                            | Full                               |
| NSS Latin America Holdings S.A., Luxembourg                      | 100.00                            | 100.00                            | Full                               |
| SES Asia S.A., Luxembourg  | 100.00                            | 100.00                            | Full                               |
| SES Finance Services AG, Switzerland                             | 100.00                            | 100.00                            | Full                               |
| O3b Networks Ltd, Jersey Island <sup>5</sup>                     | 38.79                             | 33.32                             | Equity                             |
| SES World Skies Singapore Pty Ltd, Singapore                     | 100.00                            | 100.00                            | Full                               |
| New Skies Satellites Collections Private Ltd, India <sup>4</sup> | –                                 | 100.00                            | –                                  |

1 See Note 4. Full consolidation until February 28, 2011. Equity accounting from March 1, 2011.

2 Entity created in 2011.

3 Entity dissolved in 2011.

4 Entity merged in 2011.

5 See Note 17.

# SES S.A. annual accounts

## Independent auditor's report

To the shareholders of  
SES  
Société Anonyme  
Château de Betzdorf  
L-6815 Betzdorf

### Report on the annual accounts

Following our appointment by the annual general meeting of the shareholders dated April 7, 2011, we have audited the accompanying annual accounts of SES, which comprise the balance sheet as at December 31, 2011 and the profit and loss account for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Board of Directors' responsibility for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts and for such internal control as the Board of Directors determines is necessary to enable the preparation and presentation of annual accounts that are free from material misstatement, whether due to fraud or error.

### Responsibility of the 'réviseur d'entreprises agréé'

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the 'Commission de Surveillance du Secteur Financier'. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the judgment of the "réviseur d'entreprises agréé", including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the 'réviseur d'entreprises agréé' considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the annual accounts.

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

### Opinion

In our opinion, the annual accounts give a true and fair view of the financial position of SES as of December 31, 2011, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

### Report on other legal and regulatory requirements

The management report, which is the responsibility of the Board of Directors, is consistent with the annual accounts.

ERNST & YOUNG  
Société Anonyme  
Cabinet de révision agréé  
Thierry BERTRAND  
Luxembourg  
February 16, 2012

# SES S.A. annual accounts

## Balance sheet

As at December 31, 2011

| In millions of euros   |         | 2011            | 2010            |
|--|---------|-----------------|-----------------|
| <b>Assets</b>  |         |                 |                 |
| <b>Intangible assets</b>   | Note 3  | –               | 0.1             |
| <b>Tangible assets</b>   |         |                 |                 |
| Other fixtures and fittings, tools and equipment   | Note 4  | 0.1             | 0.3             |
| Payment on accounts and tangible assets in course of construction                                  |         | –               | 2.1             |
|  |         | <b>0.1</b>      | <b>2.4</b>      |
| <b>Financial assets</b>  |         |                 |                 |
| Shares in affiliated undertakings  | Note 5  | <b>8,329.4</b>  | 8,253.9         |
| Loans to affiliated undertakings   | Note 6  | <b>763.3</b>    | 744.3           |
| Amounts owed by undertakings with which the company is linked by virtue of participating interests | Note 7  | <b>27.0</b>     | –               |
| Own shares   | Note 8  | <b>21.7</b>     | 52.2            |
|  |         | <b>9,141.4</b>  | <b>9,050.4</b>  |
| <b>Current assets</b>  |         |                 |                 |
| <b>Debtors (becoming due and payable within one year)</b>  |         |                 |                 |
| Amounts owed by affiliated undertakings  | Note 9  | <b>1,560.5</b>  | 1,283.1         |
| Other receivables  |         | <b>89.9</b>     | 38.1            |
|  |         | <b>68.1</b>     | <b>112.2</b>    |
| <b>Cash at bank and in hand</b>  |         | <b>68.1</b>     | 112.2           |
|  |         | <b>1,718.5</b>  | <b>1,433.4</b>  |
| <b>Prepayments</b>   |         | <b>47.4</b>     | 50.6            |
|  |         | <b>10,907.4</b> | <b>10,536.9</b> |
| <b>Liabilities</b>   |         |                 |                 |
| <b>Capital and reserves</b>  |         |                 |                 |
| Subscribed capital   | Note 10 | <b>624.4</b>    | 624.4           |
| Share premium and similar premiums   |         | <b>746.3</b>    | 746.3           |
| Legal reserve  | Note 11 | <b>62.4</b>     | 62.4            |
| Other reserves   | Note 12 | <b>434.5</b>    | 294.5           |
| Result for the financial year  |         | <b>250.5</b>    | 459.7           |
|  |         | <b>2,118.1</b>  | <b>2,187.3</b>  |
| <b>Creditors</b>   |         |                 |                 |
| <b>Amounts becoming due and payable after more than one year</b>                                   |         |                 |                 |
| Notes and bonds  | Note 13 | <b>2,998.7</b>  | 2,693.3         |
| Amounts owed to credit institutions  | Note 14 | <b>671.0</b>    | 429.9           |
| Amounts owed to affiliated undertakings  | Note 15 | <b>282.1</b>    | 104.8           |
|  |         | <b>3,951.8</b>  | <b>3,228.0</b>  |
| <b>Amounts becoming due and payable within one year</b>  |         |                 |                 |
| Notes and bonds  | Note 13 | <b>404.6</b>    | 929.6           |
| Amounts owed to credit institutions  | Note 14 | <b>228.6</b>    | 179.6           |
| Trade creditors  |         | <b>0.4</b>      | 0.9             |
| Amounts owed to affiliated undertakings  | Note 15 | <b>4,111.1</b>  | 3,922.3         |
| Tax and social security debt   |         |                 |                 |
| Tax debts  | Note 16 | <b>0.2</b>      | 0.3             |
| Social security debts  |         | <b>0.3</b>      | 0.2             |
| Other creditors  |         | <b>92.3</b>     | 88.7            |
|  |         | <b>4,837.5</b>  | <b>5,121.6</b>  |
|  |         | <b>10,907.4</b> | <b>10,536.9</b> |

The accompanying notes form an integral part of the accounts.



## Profit and loss account

For the year ended December 31, 2011

| In millions of euros  |            | 2011         | 2010         |
|---|------------|--------------|--------------|
| <b>Charges</b>  |            |              |              |
| External charges  | Note 21    | 11.9         | 14.1         |
| Staff costs   | Note 17    | 14.9         | 15.5         |
| Depreciation and amortisation   | Notes 3, 4 | 2.4          | 0.2          |
| Other operating charges   |            | 3.1          | 5.6          |
| Value adjustments in respect of fixed assets  |            | 1.6          | –            |
| Interest payable and similar charges  |            |              |              |
| concerning affiliated undertakings  |            | 73.5         | 54.4         |
| other interest payable and similar charges  | Note 19    | 243.2        | 225.4        |
| Extraordinary charges   | Note 20    | –            | 28.2         |
| Income tax  | Note 16    | (91.3)       | (90.1)       |
| <b>Profit for the financial year</b>  |            | <b>250.5</b> | <b>459.7</b> |
|   |            | <b>509.8</b> | <b>713.0</b> |
| <b>Income</b>   |            |              |              |
| Net turnover  | Note 21    | –            | 1.3          |
| Other operating income  | Note 22    | 4.7          | 4.5          |
| Income from participating interests derived from affiliated undertakings                  | Note 23    | 450.0        | 660.0        |
| Income from other transferable securities and from loans forming part of the fixed assets |            | 16.3         | 22.9         |
| Other interest receivable and other financial income                                      |            |              |              |
| derived from affiliated undertakings  |            | 38.2         | 19.6         |
| other interest and financial income   | Note 24    | 0.6          | 4.7          |
|   |            | <b>509.8</b> | <b>713.0</b> |

## Statement of changes in shareholders' equity

As at December 31, 2011

| In millions of euros           | Subscribed capital | Share premium | Legal reserve | Other reserves | Result for the year | Total   |
|--------------------------------|--------------------|---------------|---------------|----------------|---------------------|---------|
| Balance, beginning of the year | 624.4              | 746.3         | 62.4          | 294.5          | 459.7               | 2,187.3 |
| Allocation of result           | –                  | –             | –             | 459.7          | (459.7)             | –       |
| Distribution of dividends      | –                  | –             | –             | (319.7)        | –                   | (319.7) |
| Profit for the financial year  | –                  | –             | –             | –              | 250.5               | 250.5   |
| Balance, end of the year       | 624.4              | 746.3         | 62.4          | 434.5          | 250.5               | 2,118.1 |

The accompanying notes form an integral part of the accounts.

# SES S.A. annual accounts

## Notes to the accounts

December 31, 2011

### Note 1 – General

SES S.A. (previously SES GLOBAL S.A.) was incorporated on March 16, 2001 as a limited liability company (Société Anonyme) under the law of the Grand Duchy of Luxembourg for an unlimited period of time.

The purpose of SES (the 'company') is to take generally any interest whatsoever in electronic media and to be active, more particularly, in the communications area via satellites and to invest, directly or indirectly, in other companies that are actively involved in the satellite communication industry.

The accounting period of the company is from January 1 to December 31.

The company has a 99.94% interest in a partnership, SES GLOBAL-Americas Holdings GP, whose accounts are integrated in those of the company to the level of its share of the partnership.

### Note 2 – Significant accounting policies

In accordance with Luxembourg legal and regulatory requirements, consolidated accounts are prepared.

The annual accounts are prepared in accordance with the generally accepted accounting principles and regulations in force in the Grand Duchy of Luxembourg.

#### Formation expenses

The costs of formation of the company and the costs related to the increases in issued share capital are capitalised and amortised over a period of up to five years.

#### Intangible assets

##### *Development costs:*

Development expenditure incurred on an individual project is carried forward when its future recoverability can be regarded as assured. Any expenditure carried forward is amortised over the period of expected future sales from the related project.

##### *Payments on account:*

Amounts payable in respect of development costs are included in the balance sheet when incurred. When the project is complete, the expenditure is transferred to assets in use and amortisation commences.

#### Tangible assets

##### *Other fixtures, fittings, tools and equipment:*

All such items are depreciated evenly over the estimated useful lives, which are ten years or less.

##### *Tangible assets in course of construction:*

Amounts payable in respect of the purchase of future assets are included in the balance sheet when billed. The expenditure is transferred to assets in use and depreciation of the asset commences when it is put into service.

#### Financial assets

Financial assets are carried in the balance sheet at cost of purchase. If this valuation would appear to be excessive and reduction to be permanent, such assets would be written down to their realisable value.

#### Loan origination costs

Loan origination costs are capitalised and included in prepaid expenses. These costs are amortised over remaining estimated loan periods based on the company's financing strategy.

#### Dividends

Dividends are declared after the accounts for the year have been approved. Accordingly, dividends payable are recorded in the subsequent year's accounts. Dividends receivable from affiliated undertakings are recorded as income in the year in which they are declared by the subsidiary.

#### Convertible profit participating loan

Returns on convertible profit participating loans ('PPL') issued by the company are calculated based on the cumulative profits of the PPL recipient over the life of the loan. The company's entitlement to the return is therefore only certain at the date of maturity of the loan. The return is therefore recorded as income on final maturity of the PPL.

#### Translation of foreign currencies

The company maintains its accounting records in euro (EUR) and the annual accounts are expressed in that currency.

The costs of tangible and intangible assets are translated at the historical rate. Long term financial liabilities, which are hedged by financial derivatives, are translated at historical rate. Long term intercompany balances are translated at the balance sheet exchange rate unless this would give rise to an unrealised foreign exchange gain in which case the historical exchange rate is used.

Current assets and current liabilities denominated in foreign currencies are translated into euro at the balance sheet exchange rate.

Income and charges expressed in other currencies are recorded on the basis of the exchange rates prevailing on the transaction dates.

The resultant exchange gains and losses arising from the application of the above principles are reflected in the profit and loss account.

#### Financial derivatives

The company enters into financial derivatives for hedging purposes. All financial derivatives are maintained off balance sheet. Gains and losses realised on the settlement of such derivatives are taken to the profit and loss account at the same time as the hedged asset/liability impacts the profit and loss account.

Premiums paid/received on financial derivatives are taken to the profit and loss account over the term of the financial derivative.

#### Net turnover

All amounts received from customers under contracts for rental of satellite transponder capacity are recognised, at the fair value of the consideration received or receivable, over the duration of the respective contracts on a straight-line basis. Payments received in advance are deferred and included in the balance sheet as deferred income. Payments of receivables in arrears are accrued and included in trade debtors.

### Note 3 – Intangible assets

| In millions of euros                          | 2011 | 2010 |
|---|------|------|
| Cost at beginning of year                     | 0.1  | 0.1  |
| Additions                                     | –    | –    |
| Write-off                                     | 0.1  | –    |
| Cost at end of year                           | –    | 0.1  |
| Accumulated amortisation at beginning of year | –    | –    |
| Write-off                                     | –    | –    |
| Accumulated amortisation at end of year       | –    | –    |
| Net book value at beginning of year           | 0.1  | 0.1  |
| Net book value at end of year                 | –    | 0.1  |

### Note 4 – Tangible assets

The development of tangible assets during the financial years 2011 and 2010 is as follows:

| In millions of euros                          | Other fixtures and fittings, tools and equipment | Payments on account and tangible assets in course of construction | Total 2011 | Total 2010 |
|---|--|---|------------|------------|
| Cost at beginning of year                     | 3.0  | 2.1   | 5.1        | 5.1        |
| Accumulated depreciation at beginning of year | (2.7)  | –   | (2.7)      | (2.5)      |
| Net book value at beginning of year           | 0.3  | 2.1   | 2.4        | 2.6        |
| <b>Movements of the year</b>                  |  |   |            |            |
| Additions                                     | 0.1  | –   | 0.1        | –          |
| Transfers                                     | 2.1  | (2.1)   | –          | –          |
| Retirements                                   | (2.1)  | –   | (2.1)      | –          |
| Depreciation                                  | (2.4)  | –   | (2.4)      | (0.2)      |
| Depreciation on retirements                   | 2.1  | –   | 2.1        | –          |
| Cost at end of year                           | 3.1  | –   | 3.1        | 5.1        |
| Accumulated depreciation at end of year       | (3.0)  | –   | (3.0)      | (2.7)      |
| Net book value at end of year                 | 0.1  | –   | 0.1        | 2.4        |

### Note 5 – Shares in affiliated undertakings

| In millions of euros                   | 2011    | 2010    |
|--|---------|---------|
| Cost at beginning of year              | 8,258.6 | 8,306.8 |
| Additions                              | 75.5    | 28.8    |
| Repayment of initial investment        | –       | (77.0)  |
| Cost at end of year                    | 8,334.1 | 8,258.6 |
| Value adjustments at beginning of year | (4.7)   | (4.7)   |
| Value adjustment of the year           | –       | –       |
| Value adjustments at end of year       | (4.7)   | (4.7)   |
| Net book value at end of year          | 8,329.4 | 8,253.9 |

# SES S.A. annual accounts

Notes to the accounts continued  
December 31, 2011

As at December 31, 2011, the company holds the following investments:

|  | Participation | Net book value<br>EUR million |
|--|---------------|-------------------------------|
| SES ASTRA S.A., Betzdorf, Luxembourg                     | 100%          | 1,046.8                       |
| SES GLOBAL-Americas, Inc., Princeton, United States      | 99.94%        | 3,854.8                       |
| ASTRA Broadband Services S.A., Betzdorf, Luxembourg      | 0.01%         | –                             |
| SES GLOBAL-Americas Finance Inc, Delaware, United States | 100%          | –                             |
| SES ASTRA A.B., Stockholm, Sweden                        | 32.34%        | 50.1                          |
| SES Participations S.A., Betzdorf, Luxembourg            | 100%          | 206.8                         |
| SES GLOBAL Africa S.A., Betzdorf, Luxembourg             | 100%          | 406.6                         |
| SES Finance S.à r.l., Switzerland                        | 100%          | 1,502.2                       |
| SES Holdings (Netherlands) B.V., Netherlands             | 100%          | 1,113.3                       |
| SES ASTRA Services Europe S.A., Betzdorf, Luxembourg     | 100%          | 148.8                         |
| SES ASTRA TechCom Belgium S.A., Belgium                  | 1%            | –                             |
| SES Latin America S.A., Betzdorf, Luxembourg             | 100%          | –                             |
| SES Belgium S.p.r.l., Belgium                            | 99%           | –                             |
|  |               | 8,329.4                       |

In May 2011, SES contributed to a further capital increase in SES Finance S.à r.l. through a contribution in kind of a promissory note with SES Satellite Leasing Limited for an amount of USD 107.8 million (EUR 75.5 million).

In October 2010, SES GLOBAL-Americas, Inc., decided to reimburse EUR 77.0 million of paid-in capital.

In April 2010, SES contributed to a further capital increase in SES ASTRA Services Europe S.A. through a contribution in kind of an intercompany loan with SES Capital Belgium for a total amount of EUR 28.8 million.

Art. 65 paragraph (1) 2° of the law of December 19, 2002 on the register of commerce and companies and the accounting and annual accounts of undertakings (the 'law') requires the disclosure of the amount of capital and reserves and profit and loss for the last financial year of each affiliated undertaking. In conformity with Art.67 (3) of the law these details have been omitted as the company prepares consolidated accounts and these consolidated accounts and the related consolidated annual report and auditors' report thereon have been lodged with the Luxembourg Trade Registry.

## Note 6 – Loans to affiliated undertakings

Loans to affiliated undertakings of EUR 763.3 million (2010: EUR 744.3 million) consist of Convertible Profit Participating Loans with SES Finance S.à r.l.

On February 1, 2007 SES granted a Convertible Profit Participating Loan amounting to USD 807.4 million (2011: EUR 623.3 million; 2010: EUR 604.3 million). A further loan of EUR 140.0 million was granted on November 28, 2008.

## Note 7 – Amounts owed by undertakings with which the company is linked by virtue of participating interests

In February 2011, SES granted a loan to ND SatCom of EUR 31.0 million arising in the framework of the sale. The loan bears interest at market rate and is repayable in six instalments between April 2012 and April 2017.

Included within other debtors is the short-term portion of the loan amounting to EUR 4.0 million and the accrued interest as at December 31, 2011 amounting to EUR 1.3 million.

## Note 8 – Own shares

| In millions of euros                           | 2011   | 2010   |
|--|--------|--------|
| Cost at beginning of year                      | 52.6   | 95.9   |
| Value adjustments at beginning of year         | (0.4)  | (1.6)  |
| Net book value at beginning of year            | 52.2   | 94.3   |
| Movements of the year                          |        |        |
| Purchase of FDRs/own shares                    | –      | 1.6    |
| Used in connection with employee option scheme | (30.5) | (44.9) |
| Reversal of value adjustments                  | –      | 1.2    |
| Cost at end of year                            | 22.1   | 52.6   |
| Value adjustments at end of year               | (0.4)  | (0.4)  |
| Net book value at end of year                  | 21.7   | 52.2   |

#### Own Fiduciary Deposit Receipts:

All Fiduciary Deposit Receipts ('FDRs') in respect of Class A shares owned by the company are for use in connection with the Senior Executives, Executives and Employees option schemes operated by the group. These shares are valued at the lower of cost and market value.

As at December 31, 2011, the company owned 1.725.058 FDRs (2010: 4.254.011).

#### Note 9 – Amounts owed by affiliated undertakings

Amounts owed by affiliated undertakings of EUR 1,560.5 million (2010: EUR 1,283.1 million) consist of current accounts.

As at December 31, 2011 current accounts represent short-term advances bearing interest at market rates and consist principally of amounts owed by SES ASTRA 1KR S.à r.l., SES ASTRA 1L S.à r.l., SES ASTRA 2F S.à r.l., SES ASTRA 1M S.à r.l., SES ASTRA 5B S.à r.l., SES Finance S.à r.l., SES ASTRA S.A. SES ASTRA 3B S.à r.l. and SES ASTRA 2E S.à r.l.

#### Note 10 – Subscribed capital

As at December 31, 2011 and 2010 the issued and fully paid share capital amounted to EUR 624.4 million, represented by 499,477,695 shares with no par value (332,985,130 Class A ordinary shares and 166,492,565 Class B ordinary shares).

#### Note 11 – Legal reserve

In accordance with Luxembourg legal requirements, a minimum of 5% of the yearly net profit is transferred to a legal reserve from which distribution is restricted. This requirement is satisfied when the reserve reaches 10% of the issued share capital.

#### Note 12 – Other reserves

Prior to January 1, 2002, in accordance with Article 174 bis of Luxembourg fiscal law, the company was entitled to credit the net worth tax due for the year against the corporate income tax charge for the year. From 2002 onwards, in accordance with paragraph 8a of the 16 October 1934 law as amended, the company is entitled to reduce the net worth tax due for the year by an amount which cannot exceed the corporate income tax due for the year. In order to avail of the above the company must set up a restricted reserve equal to five times the amount of the net worth tax credited. This reserve has to be maintained for a period of five years following the year in which it was created. In case of distribution of the restricted reserve, the tax credit falls due during the year in which it was distributed.

During previous years, the SES group had decided to maintain the restricted reserve for the Luxembourg fiscal integration group (the 'tax group') under 'Other reserves' in the accounts of SES ASTRA. During the year 2008, it was decided that as from 2008 the restricted reserves are to be maintained in the accounts of SES S.A.

As at December 31, 2011, the restricted portion of 'other reserves' in the books of SES S.A. is as follows:

| In millions of euros | Reduction in net worth tax | Restricted reserve |
|----------------------|----------------------------|--------------------|
| 2008                 | 18.2                       | 90.8               |
| 2009                 | 12.7                       | 63.4               |
| 2010                 | 14.1                       | 70.7               |

Upon approval of these accounts by the annual general meeting of the shareholders, an amount of EUR 61.8 million will be allocated to restricted reserves in the books of SES S.A. corresponding to five times the amount of the 2011 net worth tax.

#### Note 13 – Notes and bonds

##### U.S. Private Placement

On September 30, 2003, SES, through SES GLOBAL-Americas Holdings GP, issued in the U.S. Private Placement market four series of unsecured Notes amounting to USD 1,000.0 million and GBP 28.0 million. These notes comprised:

1. Series A USD 400.0 million of 5.29% Senior Notes due September 2013, amortising as of September 2007.
2. Series B USD 513.0 million of 5.83% Senior Notes due September 2015, amortising as of September 2011.
3. Series C USD 87.0 million of 5.93% Senior Notes due September 2015.
4. Series D GBP 28.0 million of 5.63% Senior Notes due September 2013, amortising as of September 2007.

On these four series, SES pays interest semi-annually.

SES is committed under the U.S. Private Placement to maintaining financial covenants requiring certain financial ratios to be upheld within agreed limits in order to provide sufficient security to the lenders. These financial ratios are based on the consolidated financial statements of SES S.A.

##### European Medium-Term Note Programme (EMTN)

On December 6, 2005, SES put in place a EUR 2,000.0 million EMTN enabling SES, or SES GLOBAL-Americas Holdings GP, to issue as and when required notes up to a maximum aggregate amount of EUR 2,000.0 million. In May 2007, this programme was increased to an aggregate amount of EUR 4,000.0 million. On September 19, 2011, this programme has been extended for one further year.

As of December 31, 2011, SES has issued EUR 2,600.0 million (2010: EUR 2,600.0 million) under the EMTN Programme with maturities ranging from 2013 to 2021.

# SES S.A. annual accounts

Notes to the accounts continued  
December 31, 2011

## – EUR 150.0 million Private Placement (2016)

On July 13, 2009, SES issued a EUR 150.0 million Private Placement under the company's European Medium-Term Note Programme with Deutsche Bank. The Private Placement has a seven-year maturity, beginning August 5, 2009, and bears interest at a fixed rate of 5.05%.

## – EUR 650.0 million Eurobond (2021) issue

On March 11, 2011 (pricing March 2, 2011), SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a ten-year maturity and bears interest at a fixed rate of 4.75%.

## – EUR 650.0 million Eurobond (2020)

On March 9, 2010 (pricing March 1, 2010), SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a ten-year maturity and bears interest at a fixed rate of 4.625%.

## – EUR 650.0 million Eurobond (2014)

On July 9, 2009 (pricing June 30, 2009) SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a five-year maturity and bears interest at a fixed rate of 4.875%.

## – EUR 500.0 million Eurobond (2013)

On October 20, 2006, SES issued a EUR 500.0 million bond under the company's European Medium-Term Note Programme. The bond has a seven-year maturity and bears interest at a fixed rate of 4.375%.

## – EUR 650.0 million Eurobond (2011) repayment

On March 15, 2006, SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a five-year maturity and bears interest at a fixed rate of 4.0%. The bond was repaid on March 15, 2011.

## German bond issue of EUR 200.0 million

On May 21, 2008, the group concluded an agreement to issue EUR 200 million in two equal tranches in the German bond ('Schuldschein') market. The agreement for the first tranche was signed on May 30, 2008 with the funds being drawn down in June 2008, and bearing interest at fixed rate of 5.75%. The agreement for the second tranche was signed on July 14, 2008 with the funds being drawn down in July 2008 and bearing interest at fixed rate of 6.0%. Both German bonds mature in November 2012.

## Commercial paper programme

On October 25, 2005, SES put in place a EUR 500.0 million 'Programme de Titres de Créances Négociables' in the French market where the company issued 'Billets de Trésorerie' (commercial paper) in accordance with articles L.213-1 to L213-4 of the French Monetary and Financial Code and decree n°92.137 of February 13, 1992 and all subsequent regulations. The maximum outstanding amount of 'Billet de Trésorerie' issuable under the programme is EUR 500.0 million or its counter value at the date of issue in any other authorised currency. On May 9, 2011, this programme was extended for one further year. As of December 31, 2011 borrowings of EUR 60.0 million (2010: EUR 135.0 million) were outstanding under this programme. The average rate of the outstanding commercial paper amounts to 1.06% (2010: 0.950%) for the drawdown period.

The maturity profile of notes and bonds is as follows as at December 31, 2011 and 2010:

| In millions of euros      | 2011    | 2010    |
|---------------------------|---------|---------|
| Within one year           | 404.6   | 929.6   |
| Between one to two years  | 644.6   | 344.6   |
| Between two to five years | 1,054.1 | 1,548.7 |
| After five years          | 1,300.0 | 800.0   |
| Total after one year      | 2,998.7 | 2,693.3 |

## Note 14 – Amounts owed to credit institutions

As at December 31, 2011 and 2010, the amount owed to credit institutions was as follows:

| In millions of euros                              | 2011  | 2010  |
|---|-------|-------|
| Becoming due and payable after more than one year | 671.0 | 429.9 |
| European Investment Bank                          | 166.7 | 200.0 |
| COFACE facility                                   | 221.5 | 109.9 |
| US Ex-Im  | 73.5  | –     |
| Syndicated revolving credit facility              | 209.3 | 120.0 |
| Becoming due and payable within one year          | 228.6 | 179.6 |
| European Investment Bank                          | 33.3  | –     |
| US Ex-Im  | 9.8   | –     |
| Committed and uncommitted loan facilities         | 185.5 | 179.6 |

#### EUR 200.0 million European Investment Bank funding

On April 21, 2009, SES signed a financing agreement with the European Investment Bank concerning the investment by the group in certain satellite investment projects. This facility, bearing interest at a fixed rate of 3.618%, is repayable in six annual instalments between May 2012 and May 2017.

#### Syndicated loan 2015

In April 2009, SES signed a syndicated loan facility maturing in 2012 with a consortium of 24 banks. On September 2010, the syndicated loan has been amended and restated. The amended facility, maturing April 2015, is for EUR 1,200.0 million and can be drawn in EUR and USD. The interest rate is based on EURIBOR or U.S. LIBOR, depending on the drawing currency, plus a margin based on the rating of the company. The current rating of the company is BBB/Baa2 (Standard & Poor's and Moody's) leading to a margin of 0.95%.

#### EUR 522.9 million COFACE facility

On December 16, 2009, SES signed a financing agreement with COFACE (Compagnie Française d'Assurance pour le Commerce Extérieur) in respect of the investment in four geostationary satellites (ASTRA 2E, ASTRA 2F, ASTRA 2G, ASTRA 5B). The facility is divided into five loans. The drawings under the facility are based on invoices from the supplier of the satellites. The first drawing was done on April 23, 2010. Each loan will be repaid in 17 equal semi-annual instalments starting the earlier of the in-orbit date of the satellite being financed by such loan and April 1, 2014 and the estimated final maturity of the facility will be by the end of 2022. The facility bears interest at a floating rate of six month EURIBOR plus a margin of 1.7%.

#### USD 158 million US Ex-Im facility (new)

In April 2011, SES signed a financing agreement with Ex-Im Bank (Export-Import Bank of the United States) over USD 158 million for the investment in one geostationary satellite (QuetzSat). On May 19, 2011, SES drew the first tranche of USD 107.8 million. The loan will be repaid in 17 equal semi-annual instalments starting (i) the earlier of six months after the in-orbit acceptance date of the satellite and (ii) June 20, 2012. The final maturity will be eight years after the initial repayment date. The facility bears interest at a fixed rate of 3.11%.

#### Committed and uncommitted loan facilities

As at December 31, 2011, the company had drawn USD 240.0 million (EUR 185.5 million) under uncommitted loan facilities (2010: USD 240.0 million).

The maturity profile of the amounts drawn is as follows as at December 31, 2011 and 2010:

| In millions of euros       | 2011  | 2010  |
|----------------------------|-------|-------|
| Between one and two years  | 56.8  | 33.3  |
| Between two and five years | 414.2 | 305.7 |
| After five years           | 200.0 | 90.9  |
| Total                      | 671.0 | 429.9 |

#### Note 15 – Amounts owed to affiliated undertakings

Amounts owed to affiliated undertakings of EUR 4,393.2 million (2010: EUR 4,027.1 million) include the following:

| In millions of euros                        | 2011    | 2010    |
|---|---------|---------|
| Long-term loans (maturity after five years) | 282.1   | 104.8   |
| Short-term loans                            | 993.6   | 661.1   |
| Notes                                       | 1,998.7 | 1,937.0 |
| Current accounts                            | 1,118.8 | 1,324.2 |
|   | 4,393.2 | 4,027.1 |

Short-term loans bear interest at market rates and are repayable upon demand.

As at December 31, 2011 long-term loans represented nine loans bearing interest at a rate of 4.12% with a maturity of April 2021 and six loans bearing interest at a rate of one month USD LIBOR plus a margin of 0.50% or 0.54% with a maturity of November 2020.

As at December 31, 2010 long-term loans represent six loans bearing interest at a rate of one month USD LIBOR plus a margin of 0.50% or 0.54% with a maturity of November 2020.

As at December 31, 2011 the notes are interest-free and are repayable upon demand or at latest on the second anniversary of the note, which may be extended for successive periods of two years each at the exception of:

- one note which bears interest at a rate of 4.6% per annum and is repayable upon demand or at latest on the second anniversary of the note, which may be extended for successive periods of two years;
- four notes which bears interest at a rate of Swiss safe harbour interest rate plus a margin of 0.5% and are repayable upon presentation or at the latest on January 31, 2019;
- one interest free note repayable upon presentation or at the latest on May 19, 2021.

# SES S.A. annual accounts

Notes to the accounts continued  
December 31, 2011

As at December 31, 2010 the notes are interest free and are repayable upon demand or at latest on the second anniversary of the note, which may be extended for successive periods of two years each at the exception of:

- one note which bears interest at a rate of 4.6% per annum and is repayable upon demand or at latest on the second anniversary of the note, which may be extended for successive periods of two years;
- four notes which bear interest at a rate of Swiss safe harbor interest rate plus a margin of 0.5% and are repayable upon presentation or at the latest on January 31, 2019.

As at December 31, 2011 and 2010 current accounts represent short-term advances bearing interest at market rates and include a short-term advance owed to SES ASTRA S.A. of EUR 368.1 million (2010: EUR 489.1 million).

## Note 16 – Taxes on profit

Taxes in the profit and loss account have been provided in accordance with the relevant laws. The balance sheet position takes into consideration the taxable result of the Luxembourg subsidiaries (SES ASTRA S.A., SES Asia S.A., ASTRA Broadband Services S.A., SES Participations S.A., SES GLOBAL Africa S.A., NSS Latin America Holdings S.A., SES ASTRA 3B S.à r.l., SES ASTRA 1KR S.à r.l., SES ASTRA 1L S.à r.l., SES ASTRA 1M S.à r.l., SES ASTRA TechCom S.A., SES ENGINEERING S.à r.l., SES ASTRA 1N S.à r.l., SES ASTRA 5B S.à r.l., SES ASTRA 2E S.à r.l., SES ASTRA 2F S.à r.l., SES ASTRA 2G S.à r.l. and SES Digital Distribution Services S.à r.l.), which are part of the Luxembourg fiscal unity, in accordance with Art 164 bis LIR.

## Note 17 – Staff costs

As at December 31, 2011, the number of full time equivalent employee was 57 (2010: 58) and the average number of employees in the workforce for 2011 was 58 (2010: 58). Staff costs can be analysed as follows:

| In millions of euros  | 2011 | 2010 |
|-----------------------|------|------|
| Wages and salaries    | 14.2 | 14.9 |
| Social security costs | 0.7  | 0.6  |
|                       | 14.9 | 15.5 |

## Note 18 – Audit fees

Art. 65 paragraph (1) 16° of the law of December 19, 2002 on the register of commerce and companies and the accounting and annual accounts of undertakings (the 'law') requires the disclosure of the independent auditor fees. In conformity with the law these details have been omitted as the company prepares consolidated accounts in which this information is disclosed and these consolidated accounts and the related consolidated annual report and auditors' report thereon have been lodged with the Luxembourg Trade Registry.

## Note 19 – Other interest payable and similar charges

Other interest payable and similar charges include the following:

| In millions of euros         | 2011  | 2010  |
|------------------------------|-------|-------|
| Interest charges             | 190.5 | 195.3 |
| Foreign exchange losses, net | 34.2  | –     |
| Other financial charges      | 18.5  | 30.1  |
|                              | 243.2 | 225.4 |

Foreign exchange losses, net, mainly consist of losses realised on the close out of certain derivative instruments during the year 2011.

## Note 20 – Extraordinary charges

As at December 31, 2010 the amount of EUR 28.2 million consisted of an affiliated undertaking debt waiver.

## Note 21 – Net turnover

In 2010 net turnover amounting to EUR 1.3 million consisted of transponder capacity service revenue generated from trading with affiliated undertakings for which satellite rental costs of EUR 1.3 million are included in External charges. This contract ended in January 2010.

## Note 22 – Other operating income

Other operating income mainly consist of group recharge revenues amounting to EUR 4.7 million (2010: EUR 4.5 million) arising from advisory support services rendered to various affiliates.

## Note 23 – Income from participating interests derived from affiliated undertakings

Income from participating interests derived from affiliated undertakings consists of the following:

| In millions of euros                            | 2011  | 2010  |
|---|-------|-------|
| Dividends received from affiliated undertakings | 450.0 | 660.0 |
|   | 450.0 | 660.0 |



**Note 24 – Other interest receivable and financial income**

Other interest receivable and similar income include the following:

| In millions of euros       | 2011       | 2010       |
|----------------------------|------------|------------|
| Interest income            | 0.6        | 0.3        |
| Foreign exchange gain, net | –          | 4.4        |
|                            | <b>0.6</b> | <b>4.7</b> |

Foreign exchange gains, net, mainly consisted of gains realised on the close out of certain derivative instruments during the year 2010.

**Note 25 – Board of Directors' remuneration**

At the annual general meeting held on April 7, 2011, payments to directors for attendance at board and committee meetings were approved. These payments are computed on a fixed and variable basis, the variable payments being based upon attendance at board and committee meetings. Total payments arising in 2011 were EUR 1.3 million (2010: EUR 1.3 million).

**Note 26 – Off balance sheet items****External interest rate swaps**

As at December 31, 2011 and December 31, 2010, the company had no EUR interest rate swaps outstanding.

As at December 31, 2011 and 2010, the company held four USD interest rate swaps which were designated as hedges of expected future interest expenses on USD 240.0 million of uncommitted credit lines which are floating rate debt.

**External cross currency swaps**

As at December 31, 2011, the company held five cross currency swaps with a total amount of EUR 500 million which were designated as hedge of the net investments in SES WORLD SKIES, SES Satellite Leasing and SES Re International (Bermuda) to hedge the group's exposure to foreign exchange risk on these investments.

**Forward foreign exchange contracts**

As at December 31, 2011 and 2010, the company had several outstanding foreign exchange contracts.

As at December 31, 2011:

Each of the following contracts is mirrored by an internal forward foreign exchange contract with a group entity.

| Currency sold    | Currency bought  | Average weighted maturity | Average FX rate | Note | Net fair value    |
|------------------|------------------|---------------------------|-----------------|------|-------------------|
| USD 18.5 million | EUR 13.5 million | April 2012                | EUR/USD 1.3696  | 3    | –                 |
| USD 60.7 million | EUR 44.9 million | July 2012                 | EUR/USD 1.3513  | 6    | EUR (1.9) million |
| EUR 41.5 million | USD 58.7 million | December 2012             | EUR/USD 1.4146  | 4    | EUR 3.7 million   |
| USD 50.9 million | EUR 35.9 million | December 2012             | EUR/USD 1.4173  | 3    | EUR 0.1 million   |
| SEK 64.0 million | USD 9.2 million  | January 2012              | USD/SEK 6.9430  | 3    | –                 |
| EUR 0.5 million  | SEK 4.3 million  | January 2012              | EUR/SEK 9.0048  | 2    | –                 |
| USD 1.0 million  | SEK 6.8 million  | January 2012              | USD/SEK 6.9095  | 2    | –                 |

The company also has the following outstanding foreign exchange contracts which are not mirrored by internal contracts:

| Currency sold    | Currency bought  | Average weighted maturity | Average FX rate | Fair value      |
|------------------|------------------|---------------------------|-----------------|-----------------|
| EUR 11.0 million | SEK 98.8 million | January 2012              | EUR/SEK 9.008   | EUR 0.1 million |
| EUR 0.3 million  | GBP 0.2 million  | March 2012                | EUR/GBP 0.8592  | –               |

As at December 31, 2010:

Each of the following contracts is mirrored by an internal forward foreign exchange contract with a group entity.

| Currency sold     | Currency bought   | Average weighted maturity | Average FX rate | Note | Net fair value    |
|-------------------|-------------------|---------------------------|-----------------|------|-------------------|
| USD 0.6 million   | EUR 0.9 million   | January 2011              | EUR/USD 1.3251  | 8    | –                 |
| USD 33.0 million  | EUR 25.1 million  | January 2011              | EUR/USD 1.3157  | 1    | –                 |
| EUR 0.2 million   | CHF 0.3 million   | January 2011              | EUR/CHF 1.3103  | 5    | –                 |
| EUR 1.5 million   | USD 2.0 million   | January 2011              | EUR/USD 1.3331  | 5    | –                 |
| USD 0.3 million   | EUR 0.2 million   | March 2011                | EUR/USD 1.3312  | 7    | –                 |
| USD 44.6 million  | EUR 33.3 million  | April 2011                | EUR/USD 1.3404  | 3    | EUR 0.2 million   |
| SEK 537.9 million | USD 78.9 million  | January 2011              | USD/SEK 6.8183  | 3    | –                 |
| USD 123.9 million | EUR 124.1 million | December 2011             | EUR/USD 1.3119  | 6    | EUR (1.5) million |
| EUR 5.2 million   | SEK 50.0 million  | May 2011                  | EUR/SEK 9.6843  | 2    | –                 |
| USD 8.3 million   | SEK 60.9 million  | May 2011                  | USD/SEK 7.3136  | 2    | –                 |

# SES S.A. annual accounts

Notes to the accounts continued  
December 31, 2011

The company also has the following outstanding foreign exchange contracts which are not mirrored by internal contracts:

| Currency sold   | Currency bought | Average weighted maturity | Average FX rate | Fair value |
|-----------------|-----------------|---------------------------|-----------------|------------|
| SEK 5.0 million | EUR 0.6 million | January 2011              | EUR/SEK 8.9868  | –          |
| EUR 5.7 million | GBP 4.9 million | September 2011            | EUR/GBP 0.8541  | –          |

1. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES Finance.
2. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES ASTRA AB.
3. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES Satellite Leasing.
4. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES Asia S.A.
5. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES ASTRA TechCom.
6. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with New Skies.
7. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with ASTRA Broadband Services.
8. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES Re International Bermuda.

## Inter-company financial instruments

The company arranged several inter-company foreign exchange contracts in order to hedge the U.S. Private Placement as well as certain other USD-denominated facilities. The average terms of these inter-company contracts are as follows:

|                           | Currency sold            | Currency bought          | Average weighted maturity | Exchange rate         |
|---------------------------|--------------------------|--------------------------|---------------------------|-----------------------|
| <b>As at Dec 31, 2011</b> | <b>EUR 620.5 million</b> | <b>USD 744.6 million</b> | <b>October 2013</b>       | <b>EUR/USD 1.2000</b> |
| As at Dec 31, 2010        | EUR 675.0 million        | USD 790.9 million        | September 2013            | EUR/USD 1.1717        |

As at December 31, 2011, the fair value of the contract was EUR (37.3) million (2010: EUR (70.7) million).

As at December 31, 2011, the company had also entered into the following additional inter-company foreign exchange contracts which are mirrored by internal forward foreign exchange contract with another inter-company group entity:

| Currency sold    | Currency bought  | Average weighted maturity | Average exchange rate |
|------------------|------------------|---------------------------|-----------------------|
| USD 58.5 million | EUR 42.6 million | June 2012                 | EUR/USD 1.3734        |

As at December 31, 2011, the net fair value of the contract was EUR 0.

As at December 31, 2010, the company had also entered into the following additional inter-company foreign exchange contracts which are mirrored exactly by internal forward foreign exchange contract with another inter-company group entity:

| Currency sold    | Currency bought  | Average weighted maturity | Average exchange rate |
|------------------|------------------|---------------------------|-----------------------|
| USD 58.7 million | EUR 45.3 million | January 2013              | EUR/USD 1.297         |

As at December 31, 2010, the net fair value of the contract was EUR 0.

## Guarantees

On December 31, 2011, the company had outstanding bank guarantees for an amount of EUR 2.7 million (2010: EUR 0.7 million) with respect to performance and warranty guarantees for services of satellite operations.

## Corporate guarantees

In 2011 and 2010, SES has given several corporate guarantees to satellite providers for the provision of communications spacecraft and related equipment contracted by fully-owned subsidiaries of the group. As at December 31, 2010 the company had issued a guarantee towards ND SatCom for EUR 15.0 million.

# Other information

## Registered office and group headquarters

SES S.A.  
Château de Betzdorf  
L-6815 Luxembourg  
Registre de commerce  
RCS Luxembourg B 81.267

## Information for shareholders

Financial calendar 2012  
Annual general meeting of shareholders: April 5, 2012  
Dividend payment: April 25, 2012  
First quarter trading update: May 11, 2012  
Announcement of first-half results: July 27, 2012  
Third quarter trading update: November 9, 2012

## Listed security

Fiduciary Depositary Receipts each in respect of one A share of SES S.A. are listed on the Stock Exchange of Luxembourg and on NYSE Euronext Paris under the symbol SESG.

## Fiduciary agent

Banque et Caisse d'Épargne de l'Etat  
16, rue Ste Zithe,  
L-2954 Luxembourg  
Tel: (352) 40 151

## Shareholder enquiries

SES S.A.  
Investor Relations  
L-6815 Château de Betzdorf  
Luxembourg  
Tel: (352) 710 725 490  
Fax: (352) 710 725 9836  
ir@ses.com

## Main offices

Luxembourg  
SES  
Château de Betzdorf  
L-6815 Luxembourg  
Tel: (352) 710 725 1  
Fax: (352) 710 725 227  
www.ses.com  
info@ses.com

## Netherlands

SES  
Rooseveltplantsoen 4  
2517 KR The Hague  
The Netherlands  
Tel: (31) 70 306 4100  
Fax: (31) 70 306 4101  
www.ses.com

## North America

SES  
4 Research Way  
Princeton, NJ 08540-6684  
U.S.A.  
Tel: (1) 609 987 4000  
Fax: (1) 609 987 4517  
www.ses.com

## Satellite services companies

SES Government Solutions  
2010 Corporate Ridge, Suite 550  
McLean, VA 22102  
U.S.A.  
Tel: (1) 703 610 1000  
Fax: (1) 703 610 1030  
www.ses-gs.com  
info@ses-gs.com

SES Platform Services  
Betastraße 1–10  
D-85765 Unterföhring  
Germany  
Tel: (49) (0) 89 1896 3000  
Fax: (49) (0) 89 1896 3639  
www.ses.com/platform-services

SES Broadband Services  
Château de Betzdorf  
L-6815 Luxembourg  
Tel: (352) 710 725 545  
Fax: (352) 710 725 621  
www.ses.com/broadband-services

SES TechCom Services  
Château de Betzdorf  
L-6815 Luxembourg  
Tel: (352) 710 725 259  
Fax: (352) 710 725 575  
www.ses.com/techcom

HD+  
Betastraße 1–10  
D-85765 Unterföhring  
Germany  
Tel: (49) (0) 900 1 904 599  
Fax: (49) (0) 89 1896 3602  
www.hd-plus.de

It is our policy to produce the document constituting our annual report with a minimum impact on the environment. To this end the paper used is 100% chlorine free woodpulp from sustainable forests, using thinnings and waste from the timber industry and is totally recyclable and biodegradable. Our printers are fully accredited to the ISO 14001 environmental management system. They utilise vegetable based inks and operate a direct computer to plate repro system, eliminating the need for film with its chemicals such as developer and acid fixers.

Designed and produced by Carnegie Orr +44 (0)20 7610 6140  
www.carnegieorr.com

**SES S.A.**

Château de Betzdorf  
L-6815 Betzdorf  
Grand Duchy of Luxembourg

For more information about SES,  
visit [www.ses.com](http://www.ses.com) or  
email [info@ses.com](mailto:info@ses.com)

Printed in March 2012.