

Countesse

The ultimate drinking experience

Annual Report 2008

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Where can you find more about Countesse Inc?

Expanded content on some of the sections covered in this annual report of 2008 can be found online at our website:
<http://www.cpa-design.com/countesse>

Other publication on Countesse Inc. are published at:
<http://www.cpa-design.com/countesse/reports.asp>

Executive Summary:

a Chief Executive's Review

Countesse performance over 2008 is to be described as outstanding. We progressed in important markets and gained high earnings from our brewery activities. The coming year we plan to expand our brewing activities to the South East Asia. These expansion plans adopt our overall business strategy and extent it. Ergo, for our investors we remain an attractive company with considerable growth potential.

Our strategy determined the course we set. This successful pursuit will remain basically the same no matter what. Our strategy has proved its worth with growth and excellent results, and it is now strongly rooted in our organization. Our internal organization reached the state of excellence and with such a strong internal organization we are confident and ready for the next conquest.

When Countesse in 2007 started as a small player in the beer industry no one saw us coming; nowadays we are one of the most feared competitors in our industry driven to extent boundaries beyond the imaginary.

This Annual Report projects our year end results per department in much detail, however, I would like to highlight a few achievements.

Our operating results in 2008 were highly satisfactory. Altogether, Countesse's operating profit resulted in 2.814.918 euro.

Our business achieved remarkable results despite the unusually variance in market behavior and new regulations. Countesse established a market share of 21% with regard to its brand portfolio. The recipe for success is due to our market and customer intelligence, our product innovation combined with adequate investments in advertising to strengthen our beer brands and our efforts to operate internally with the highest level of excellence. We managed to execute precision cost control and all lessons learnt were investigated and adopted.

In Finland we had an instant hit with our *Attractive* brand and even in a crowded market as the Netherlands it was especially that new brand which kept us strong. Our *Pure* and *Intense* brands certainly extended and contributed to our profit pools as they serve our financial sustainability. *Attractive* was a strategic move which needed to be proven afore our conclusions could be drawn – and it did.

Further market research indicated that the South East Asian markets are ready for take-off. Countesse will invest heavily in this region during the

next few years. We see these South East Asian markets as a foundation for future growth. We are searching to cooperate on this closely with a strong performing partner.

Success is always accompanied with the awareness that there are many challenges which we know we must overcome during the coming year. The rapidly increasing raw material prices are necessitating increases in the price of our beers, and competition in our markets has certainly not diminished. We will continue to work on enhancing our competitiveness, not least by further strengthening our product innovation processes, investing in our brands and reducing our costs.

Countesse is swiftly becoming more multinational. We strive to make our organization more international and engage the many strong managers and other employees throughout Countesse, especially for our new plants in South East Asia.

Everything we do is and will be aligned with our vision of creating greater value for our shareowners, partners, customers and consumers by shaping positive and unforgettable experiences at every point of contact with our company and our brands. Ultimately, our commitment is to reward the faith you put in us by creating stronger and lasting performance.

On behalf of Countesse, I would like to thank all of our employees, who worked incredibly hard to achieve this year's results. I would also like to thank our customers, suppliers and other partners for a rewarding business relationship. Finally I would like send my appreciation and thanks to Sir Batenburg and Sir Versendaal for their time, advise, and moreover, the incredible learning experience they offered us.

Naturally, the increased freedom to maneuver created by our strong financial performance and a vivid organization has given us the courage to set our targets even higher and introduce once more extremely challenging targets. These targets are there to the benefit Countesse, our employees, our customers, and our shareholders.

We aim to become the largest beer company the world as ever seen.

Sincerely,

A handwritten signature in black ink, appearing to read 'Cpa', with a long horizontal stroke extending to the right.

C.P.A. LEMMENS - CEO OF COUNTESSE INC.

APRIL 18, 2008

Our Performance: a Financial Review

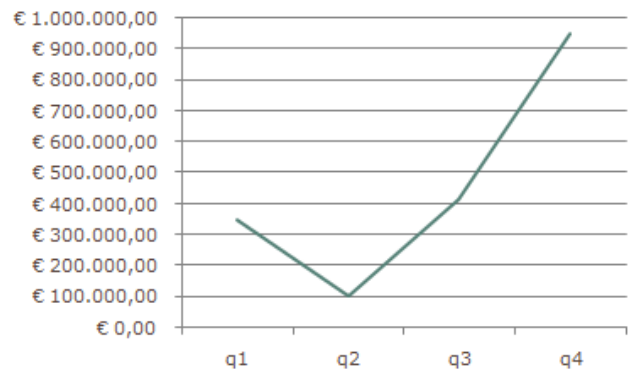
Balance sheet

Assets	Q1	Q2	Q3	Q4
Initial investment	€ 1.000.000,00	€ 0,00	€ 0,00	€ 0,00
Raw materials resell	€ 0,00	€ 0,00	€ 0,00	€ 0,00
Licenses resell	€ 0,00	€ 0,00	€ 0,00	€ 0,00
Reduction of production costs by ERP	€ 9.216,00	€ 35.942,40	€ 36.080,64	€ 32.348,16
Reduction costs by e-commerce	€ 0,00	€ 4.663,31	€ 9.974,20	€ 6.479,38
Reduction of raw material costs by e-pro.	€ 0,00	€ 0,00	€ 49.053,64	€ 83.852,40
Revenue from Q4 project	€ 0,00	€ 0,00	€ 0,00	€ 219.330,28
Revenues from sales	€ 1.873.822,85	€ 1.691.990,40	€ 2.035.917,50	€ 2.916.626,10
Total`	€ 2.883.038,85	€ 1.732.596,11	€ 2.131.025,98	€ 3.258.636,32

Liabilities	Q1	Q2	Q3	Q4
Production cluster lease	€ 32.000,00	€ 124.800,00	€ 125.280,00	€ 112.320,00
Production cluster extra lease for misallocation	€ 0,00	€ 0,00	€ 0,00	€ 0,00
Production cluster maintenance	€ 6.400,00	€ 24.960,00	€ 25.056,00	€ 22.464,00
Extra production cluster lease due to drop-out	€ 12.000,00	€ 0,00	€ 0,00	€ 0,00
Raw material purchase	€ 259.648,44	€ 251.477,78	€ 248.372,86	€ 424.569,13
Raw material stock costs	€ 0,00	€ 673,46	€ 106,10	€ 157,22
Extra raw materials purchase	€ 0,00	€ 167,06	€ 38,07	€ 0,00
Employee hire/fire/upgrade costs	€ 13.320,00	€ 6.660,00	€ 0,00	€ 6.930,00
Employee salaries	€ 311.100,00	€ 498.450,00	€ 505.200,00	€ 697.400,00
Employee extra hire	€ 15.750,00	€ 0,00	€ 44.070,00	€ 24.000,00
Total license costs	€ 195.000,00	€ 237.000,00	€ 237.000,00	€ 189.600,00
Total transport costs	€ 31.508,55	€ 36.782,50	€ 70.117,39	€ 45.549,21
Purchase of IT	€ 563.400,00	€ 235.900,00	€ 200.000,00	€ 200.000,00
Marketing investment	€ 81.000,00	€ 156.000,00	€ 215.000,00	€ 416.000,00
Total return transport costs	€ 5.061,38	€ 8.593,18	€ 6.822,58	€ 27.409,13
Finished stock costs	€ 6.748,50	€ 48.014,00	€ 40.470,00	€ 144.033,00
Short term loan costs	€ 0,00	€ 0,00	€ 0,00	€ 0,00
Retained earnings	€ 1.350.101,99	€ 103.118,13	€ 413.492,98	€ 948.204,63
Total	€ 2.883.038,86	€ 1.732.596,11	€ 2.131.025,98	€ 3.258.636,32

Results

Although many startups frequently encounter devastating financial problems Countesse managed to be a profitable organization in its first year. The preceding balance sheet gave an impression of our financial performance. Furthermore, it is clearly visible that Countesse gained an initial investment of 1 million from the Dutch Exporting Beer Breweries. When this investment is deducted from the balance sheet the following figures with regard to our profits become available. This all results in a new bank balance of €2.814.917,73 and a balance shift of over 1.8 million.



Income statement 2008

Revenues	
Initial investment	€ 1.000.000,00
Sales	€ 8.518.356,85
IT reduction	€ 486.940,42
Total revenues	€ 10.005.297,27
Expenses	
Production	€ 2.768.355,62
Human resources	€ 2.122.880,00
Marketing	€ 868.000,00
Information Technology	€ 1.199.300,00
Shipping	€ 231.843,92
Loan	€ 0,00
Total Expenses	€ 7.190.379,54
Total income	€ 2.814.917,73

The statements below indicate that Countesse made a profit margin of 28% and is due to expand over the coming year since during the first year we made several non-repetitive IT investments. Respectively, these IT investments¹ are not only one time investments, moreover, their effects will increase during the coming years. The quarterly savings with regard to IT investments is expected to rise to 250.000 euro, effectively rendering a reduction of cost of 1 million a year.

¹ Total IT investment worth: €1.199.300,00

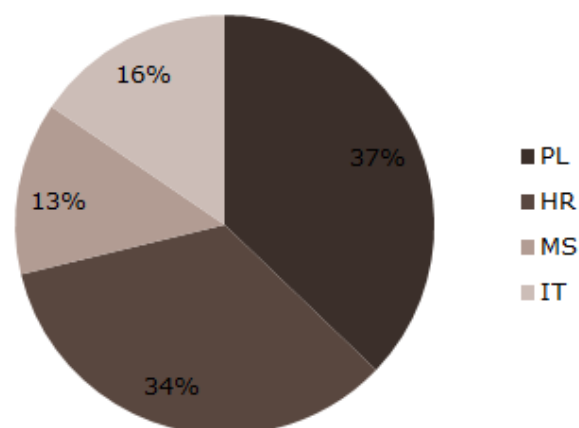
Common-size income statement 2008

Revenues	
Initial investment	10%
Sales	85%
IT reduction	5%
Total revenues	100%
Expenses	
Production	28%
Human resources	21%
Marketing	9%
Information Technology	12%
Shipping	2%
Loan	0%
Total Expenses	72%
Total income	28%

Budgeting

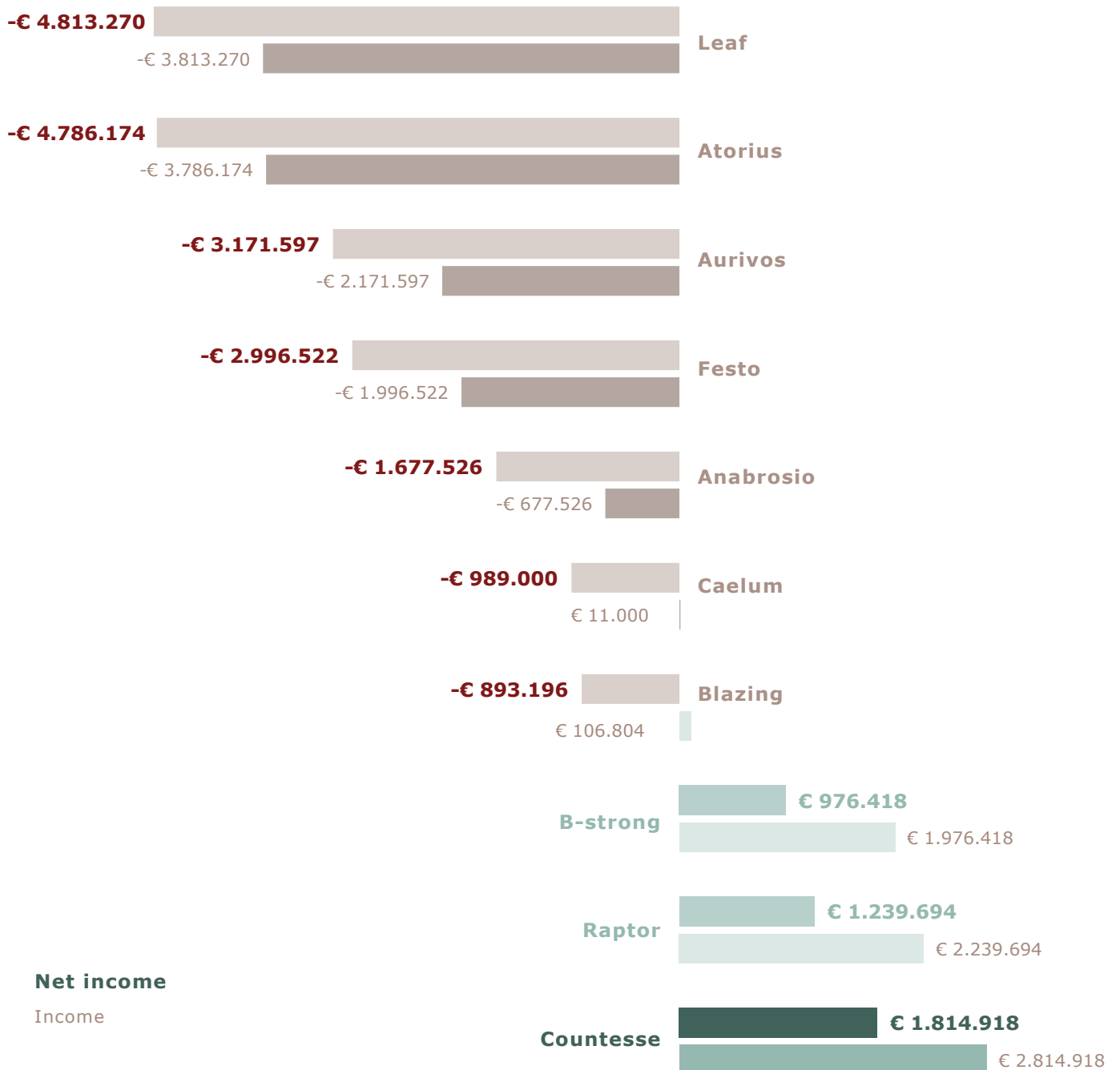
Countesse uses a system on budgeting which is only rarely deviated from. This means that when production is increased the budget available for Human Resources and Marketing is automatically be increased as well. Nevertheless it additionally means there has to be a valid reason for increasing a department's budget while not increasing the other budgets.

An example of this is the marketing campaign conducted during fourth quarter of 2008. In this quarter beer breweries worldwide were asked to offer one of their beers to the marriage of Sarkozy, president of France. In doing this the operational risk of Countesse was increased, however, to minimize this risk a marketing campaign was set up to act as a safety net would Sarkozy decline our offer. This marketing campaign was along the general strategy of Countesse; to maintain a reasonable amount of risk.



Strategic pricing

By intelligently mapping our rivals' strategic moves and many interventions to improve our customer understanding we enabled ourselves to strategically determine our prices. Notwithstanding our quality image, niche market, and inspirational marketing we searched for the most advantageous prices; positioning ourselves with mindfulness in-between our rivals. Although this pricing strategy demands real-time adjusting and influences the market share with great respect, we found comfort in our proven thorough industry and customer understanding. Hence, we achieved larger profit-margins as opposed to our rivals and yet managed to grow exponentially in volume. With regard to the profit statement, please review the figure below.



Profitable Growth:

Our Strategy Reviewed

Thenceforth we will tell a story about a company consistently delivering on its promises, being well balanced across its markets, products, categories, and customers. A company that set course and moves forward with a clear strategic agenda.

In these uncertain times, times in which the world is evolving quickly, it became strangely complicated and unpredictable. We understand that in such a world conventional approaches no longer work. Therefore, we came up with a different kind of strategy, a different perspective on world. The rapidly changing markets, strong fluctuation in prices, and uncertain economies are accompanied by customers who demand excellence and pure quality. By providing excellent service, flawless high quality products, and inspirational customer marketing we intent to stay on top.

Respectively, the growing number of competitors and higher resource prices made 2008 a challenging year and will make 2009 even more challenging. For us it is more important than ever to focus on profitable growth and operational excellence in our organization. This is what we considered to be the tremendous opportunity we are facing and due to this awareness we remained strong and we will continue to do so. In 2008 Countesse realized a total profit of € 2.814.918, a total revenue of € 10.005.297 and we realized a growth of 14,07%.

Furthermore it needs to be known that the basic strategy we set out will remain basically the same no matter what. We proved our strategy's worth through exponential volume growth and increasing profit margins and as a matter of fact it became part of our organizational roots.

Strategic Agenda

1

Deliver **pure** quality

2

Provide an **intense** customer experience

3

Make an **attractive** organization

4

To **harden** Countesse's capabilities

Deliver **pure** quality

We will continue to grow our leadership in quality women beers, the core of our business today and tomorrow.

We consider quality to be the essential and distinctive characteristics of taste, looks, and service. We believe in intelligent innovation that reaches far beyond product innovation. We stimulate innovativeness from outside-in, that is, we dare and aim to engage customers in our ideas since we understand that what we know limits what we can imagine.

We continued to realize growth as we put ourselves in the position to respond quickly to customer demand changes and new trends. We accomplished to strengthen our alignment and yet remain flexible enough to consummate our potential. We focused at a more systematic and targeted approach of innovation, created a single Strategic Management Office, and operated with excellence.

However, quality goes beyond the visible aspects of a organization. In our vision quality is an experience that influence our people, our consumers, our investors, and even our competition.

Our three quality products rolled out in four European countries and became our Company's million-euro brands.

Provide an **intense** customer experience

Customers keep us in business, they are our business and therefore we aim to please them. We will drive even faster growth and better profits in our quality beer portfolio by adding new functional benefits, developing affordable formulations, pursuing relevant bolt-on acquisitions and seeking margin enhancements.

Our strategy takes advantages of the trends as consumers around the world trade upwards from economy to mainstream to premium brands and are more disposed to seek out different brands for different drinking occasions. We identified such changes and made them part of our brand-portfolio. We realized a 15% growth in premium volume for our markets.

Markets we serve are France, Finland, and the Netherlands. We believe that in every market the customer's choice of beer is influenced by a range of needs and preferences. Consumers may make different choices according to the occasion or the type of outlet that they are in, be it a bar, a restaurant, or a club. We take into account that a beer can be purchased to establish a drinker's identity or it can be purchased to set an aspirational statement. Age matters as well, older, more traditional drinkers will have different habits and the younger drinkers are more experimental consumers.

It is for these reasons that it is no longer sufficient for a successful brewer just to do well in the mainstream segment. To maximize our profits in each market, we need a portfolio of brands that spans consumer's needs on different occasions, yet focused on our targeted market segments.

We always seek to understand our consumer preferences and create brand priorities that are relevant and appealing. We have a number of strong competitive advantages, of them concerns our advanced "market mapping" system, that is, a formal process for identifying the main clusters of consumer preferences in any given market and comparing these with the brands currently on offer.

We believe our customers were pleased with us. However, having a strong, sustainable business also depends on an expanding portfolio that brings our offering to new consumers and satisfies evolving needs and nutrition occasions. Currently we have been targeting the European countess, that are, women having earl in her own right. To further enhance our beer portfolio we made selective strategic decisions and we searched for a strong partner to execute them. Countesse is currently researching the opportunities to expand together with the selected partner into the South East Asian market.

As far as our European customers are concerned - we continue to serve and please them - that keeps us going.

Make an **attractive** organization

We are a people driven organization, besides enduring and lasting relationships we enable our people to learn and share knowledge. We will be the first and number one brewery that transformed itself into a real learning organization propounding the increase of our profit margins.

It should be noted that a learning organization is not intrinsically about better information technologies. Its purpose is to create an environment, where it is the habit to routinely learn, share and exchange knowledge in support of all corporate activities so that it becomes part of our daily work. Therefore, we considered our focus on the different knowledge areas respectively, that means that we do not aim to focus much on knowledge development - the internal creation of new knowledge - or on knowledge retention - preventing the loss of knowledge. However, we mainly focus on knowledge gaining - the acquisition of knowledge from outside the company, knowledge utilization - the application of the actual used knowledge - and, knowledge transfer - the exchange and share of knowledge between the three domains of marketing, research and development, and production.

However, knowledge is not all we need in our organization. We aim to further develop manager's skills, strengthen our employees' commitment and urge the sense of a winning culture. Additionally, we aim to involve our employees in the decision-making and innovation projects, attract the right employees to every part of the business based on intelligence, capabilities, and desires. Furthermore we established a more incentive organizational structure which motivates and reflects on individual contributions.

To **harden** Countesse's capabilities

We will harden our capabilities beginning by further enhancing our core capabilities of consumer marketing, commercial leadership and franchise – all designed to connect more deeply with consumers.

Our innovation network is rapidly expanding, our brands winning at the point of sale, our progress in commercial leadership has renewed interest, our brand portfolio is decisively expanding.

Creative marketing became part of our DNA and is nowadays a major core competency leading us to success.

The men and women of Countesse are working closely and are dedicated to deliver on our commitments with great discipline and skill. Due to profound improvements of our internal alignment we have auspiciously increased our financial, marketing, production, logistics, and human resources.

We will continue to fuel profitable growth by exploring our inspirational consumer marketing, intensively focusing on our core processes, launching new knowledge management interventions, and reinvest in our operating efficiencies, supply chain, and necessary information technologies to drive sustainable results.

Enhancing the societies we serve and please

Nowadays consumers cannot only be pleased through qualitative products, they expect more and so do we.

Water is essential to our business. For 2009 we set an ambitious goal, to return the water we use, in our beverages and in their production, back to nature, that is. Additionally we seek to further improve water efficiency in our operations and strengthen our climate production initiatives.

Our packaging is not wasted either, we already recycle 99.7% of our uniquely designed bottles and crates. Hence, now we are searching for ways to reduce our carbon emissions. We are committed to growing our business without negatively effecting the natural environment. Our headquarters are already equipped with an energy reduction system which reduces our energy consumption by 34%. In 2009 we will install solar power units around our factory plants reducing their energy consumption by over 40%.

The reasons for doing all this have little to do with being a responsible business or with our legal commitments; we take these steps as we recognize that we cannot have a growing business unless the societies we serve and please are growing themselves.

The **course** ahead

To reach our peak performance in 2009, we will focus on the four thenceforth outlined strategic priorities. However, despite the challenges the upcoming year will do us for, we remain constructively discontent for alluring opportunities. It is our strategy that allows us to remain flexible enough to take them on and cope with any fluctuations. Hence we aim to realize a rapid growth during the coming 20 years. That is, to grow rapidly from our original Dutch base into a global operation, developing a balanced and attractive product portfolio. We decided to further strengthen ourselves, beyond phenomenal profits and strong internal excellence. Supplementary, we aim to conquer the South Asian Market with the use of some additional force. And we will do this all with minimized affects on the natural environment.

As we aim to beat Heineken we are determined and focused aiding us to remain on track and outperform all our competitors. Once we fulfilled this goal we continue our focus to become the largest brewery the world has ever seen.

Our Heart: Our People

People are the most important asset of any organization. At Countesse we knew this when we started our business and we recognize it every day as we serve the world with our brands *Pure*, *Attractive* and *Intense*. During the past year Countesse has grown into a market leading company. This could not have happened without the people of Countesse continuously taking steps forward, driven by the ambition to become the largest beer provider the world has ever seen. In what follows you will read about how people drive Countesse and how Countesse returns the favor.

The four aspects of Countesse

The Human Resources department integrates the four strategic priorities – pure, attractive, intense and harden - into the way it operates. Each of the priorities drives an aspect of our people strategy.

Delivering **pure** quality through people

At Countesse we believe quality is achieved through intelligent innovation. This is why we put emphasis on quality in our personnel. This was demonstrated in the past year by our stance on outsourcing to China. We decided not to head this way as we felt it could possibly damage the quality and image of our brands. Our business is team driven – being close together to share ideas collectively is why we stay ahead in innovation.

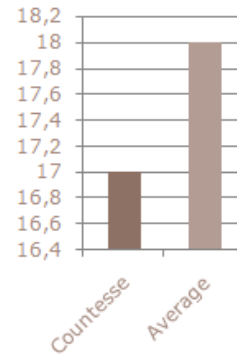
Being an **attractive** organization

People are key to the capabilities of Countesse and hence Countesse is a organization that offers current talent and future talent a pool for expanding their horizons and (cap)abilities. These are values at the core of Countesse and these values were addressed in the Human Resources report of quarter two when Dutch labor unions requested information on the working conditions within breweries. Reporting its means to be an attractive organization, Countesse was commended by Dutch labor unions on the way it treats its employees. Especially our reward strategy including employee benefits and performance management was praised.

Developing an **intense** experience

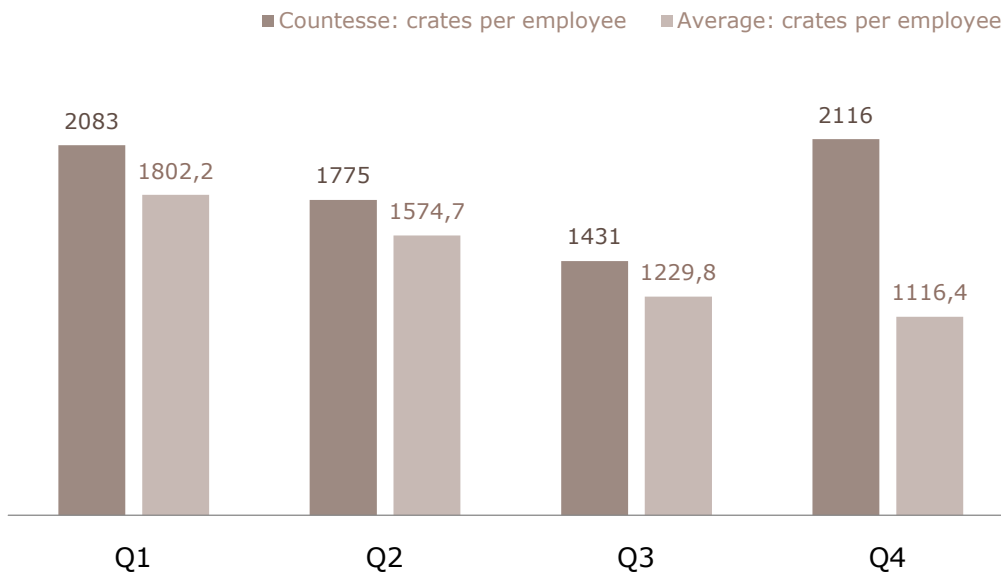
It is our highest interest to provide the customer with a unique product that delivers an intense experience. To develop such a product, we need to maintain a portfolio of creative minds eager to discover new opportunities. This is why the decision was made to provide a healthy working environment and to minimize sick leave, another key performance indicator used in our organization.

As the figure below shows, our sick leave was, on average below average compared to our competitors. Over 2009 we will be researching ways to further reduce the overall sick leave of our personnel and strengthen our team.



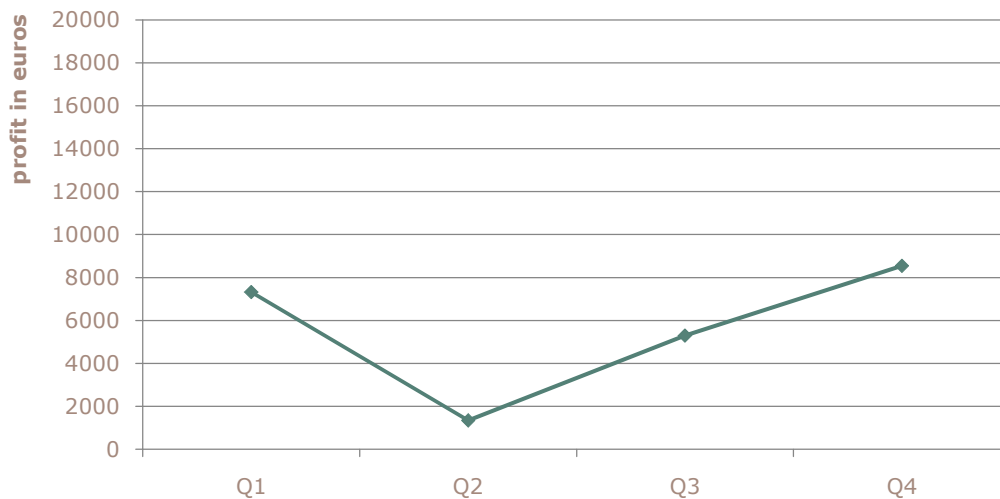
Hardening the capabilities of our personnel

We strive to harden our capabilities by continuously stimulating our employees to improve on themselves, and to enhance our business processes. Thenceforth we present how Countesse has moved forward during the past four quarters with regard to the employee effectiveness, that is, the number of crates produced per employee.

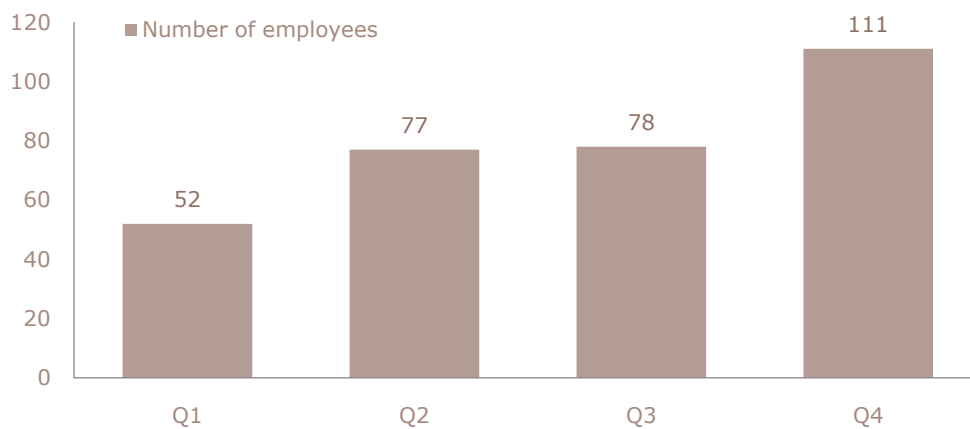


Due to general diversification and increasing investment and marketing costs in quarters two and three, a trend of decreasing effectiveness is noted. However, Countesse maintained its position significantly above average and we proved to have overcome these difficulties during the fourth quarter; that is we nearly doubled the average.

Another important indicator we consider is the profit each of our employees generate as is demonstrated in the figure below.



Again our investments in new markets during the second quarter temporarily lowered the profit per employee. However, this is followed by an up going trend as the market capitalized and production scaled up. We are convinced this trend will progress in a similar raising fashion during the coming years. Furthermore, as a profitable and growing organization we have maintained a steadily growing base of employees during 2008. It is our policy to hire whom we need and to keep our people happy, hence retaining all expertise within the company.



Our heart's condition in brief

As the results show Countesse has faced a successful year of human resource management. While the overall result is tremendous, we do not forget that there have been a number challenges we needed to overcome. We have drawn improved understanding from these challenges and hence these lessons learnt have been incorporated in our planning. Another area where we are confident to do better in 2009.

Our driving force: pure strategic integration

The department of production and logistics (P&L) ensures alignment with the corporate strategy on different levels, but especially with the Pure element of the strategy. Recall that this modus operandi is focused on value creation, profitable growth and of course its consequence: to vanquish.

When Countesse was founded, management immediately tried to figure out which market segments were the most compatible with its strategy. Countesse is all about quality and women. Quality in all we do. High quality products, qualitative customer relations, qualitative marketing, and even quality in our supply-chain.

In search for quality we stumbled upon two types of beer, Grand Cru and Forbidden Fruit, which we gave our own branding by the names of, respectively, Pure and Intense.

At Countesse we are well aware of the fact that the beer market for women is relatively smaller than that for men. However, we molded this into a competitive advantage as we lost a great deal of our competition who did not dare to engage in this market segment. Hence, Countesse has been in a niche market right from the start and we will be searching for similar opportunities during 2009.

Achieving a respectable market-share is not easy for an organization like Countesse. Nevertheless, we did not only succeed in this aspect, we in fact created a strong overall demand for all our brands. The increasing demand enables us to upscale production and apply a low cost strategy. We concluded from last year's demand that our main target countries were Finland and France. France was an obviously choice due to our French name and identity. Finland, on the other hand, not. We decided on Finland based on an thorough market analysis. With regard to this analysis and the need for a balanced portfolio we were in need of yet another market. That is, an additional market with the absence of shipment costs and a 25% higher demand than Italy, in other words we were looking for the Dutch market.

Our strategy proved its worth straight from the start. We generated phenomenal sales in the market for exclusive beers in Finland, respectively, this demand was expected to slightly decrease during the summer. Ergo, we needed to balance this lack of income. Our plans to introduce another type of beer, Premium Pilsner, branded by Countesse as Attractive for this purpose had been scheduled since the first quarter. This introduction kept us strong whilst challenged during the second quarter. Attractive keeps increasing our market share in the mainstream segment, and moreover, the increased production contributes to our low cost strategy.

Countesse was able to maintain its niche position throughout the year and will continue its search for other opportunities to keep our performance aligned with our strategic agenda and further increase our profitable growth.

Operational excellence

The decisions at P&L are made in tight consultation with the other departments; with emphasis on the financial department. This is important because the amount of crates produced is directly proportional to our main head of expenditure, i.e. production costs and human resources. Additionally, production and shipment influence many actions related departments need to take and hence a repetitive yet important step to set each quarter.

The types of beers we produce and where to ship them to are highly strategic decisions. Once those are made the chief P&L has the difficult task to decide how much to produce and ship. There are three main factors that influence this decision, two of which have to be forecasted. Ergo, first we compute the market saturation per segment which informs us about the markets' crowdedness. Thereafter we forecast the demand for the upcoming quarter as well as our expectations with regard to our rivals. Thenceforth we ensure quality in our communication, reports, overall alignment, and marketing. Hence, each quarter all our departments put in great effort to obtain the best possible results no matter the challenges we face.

The decision making process is significantly optimized and automated where possible resulting in high-speed communication and improved alignment. That is, the computations made by any department eventually contributes to the financial forecast. These forecasts affect all departments in many means, especially production and logistics. The continuous flow of information allows for precision adjustments with regard to the production and supply needs.

Countesse and its department of P&L have some additional goals in mind some of which are monitored by our key performance indicators (KPI's). The first is to keep the stock as small as possible and second is to reduce the price per crate as far as possible, third and last is to keep our growth steady in order to prevent the unnecessary and expensive firing of any personnel. On average we sold almost 75% of all crates shipped resulting in small yet sufficient stock. The raw material cost per crate were decreased effectively from €2.40 in the first quarter to €1.79 in the last quarter of 2008 with an average of €2.04. Respectively, our fine-tuned forecasting realized a steady growth of production and personnel.

Our operational excellence supports our low-cost strategy, which in turn results in a low break-even point. This has been proven a very important feature of our strategy since it ensures profits despite challenging times.

QUARTERLY AND ANNUAL REVIEW	THE NETHERLANDS			FRANCE			FINLAND			TOTALS	OVERALL AVERAGES
	ATTRACTIVE	INTENSE	PURE	ATTRACTIVE	INTENSE	PURE	ATTRACTIVE	INTENSE	PURE		
Q1 TOTAL # CRATES SOLD	23600	38643	35739	9600	14801	20594	84647	118494	110657	456775	50753
Q1 COUNTESS CRATES SOLD	n.a.	10000	5000	n.a.	7200	6150	n.a.	29610	36893	94853	15809
Q1 MARKET SHARE	n.a.	25,9%	14,0%	n.a.	48,6%	29,9%	n.a.	25,0%	33,3%	20,8%	29,5%
Q2 TOTAL # CRATES SOLD	137267	28298	13456	38256	20278	23614	131353	62843	166998	622363	69151
Q2 COUNTESS CRATES SOLD	19500	4246	1832	7821	5691	5900	31000	8033	18160	102183	11354
Q2 MARKET SHARE	14,2%	15,0%	13,6%	20,4%	28,1%	25,0%	23,6%	12,8%	10,9%	16,4%	18,2%
Q2 MARKET SHARE INCREASE	n.a.	-42,0%	-2,7%	nvt	-42,3%	-16,3%	n.a.	-48,8%	-67,4%	-20,9%	-38,3%
Q3 TOTAL # CRATES SOLD	84349	39000	35274	67154	15007	29565	147598	71350	179529	668826	74314
Q3 COUNTESS CRATES SOLD	15325	6180	5340	15815	5255	6790	33579	12160	23000	123444	13716
Q3 MARKET SHARE	18,2%	15,8%	15,1%	23,6%	35,0%	23,0%	22,8%	17,0%	12,8%	18,5%	20,4%
Q3 MARKET SHARE INCREASE	27,9%	5,6%	11,2%	15,2%	24,8%	-8,1%	-3,6%	33,3%	17,8%	12,4%	12,1%
Q4 TOTAL # CRATES SOLD	56466	17217	35535	69430	24684	129459	95161	34204	134677	596833	66315
Q4 COUNTESS CRATES SOLD	10866	3360	5838	16197	5346	100000	19386	4447	16008	181448	20161
Q4 MARKET SHARE	19,2%	19,5%	16,4%	23,3%	21,7%	77,2%	20,4%	13,0%	11,9%	30,4%	24,7%
Q4 MARKET SHARE INCREASE	5,9%	23,2%	8,5%	-0,9%	-38,2%	236,3%	-10,5%	-23,7%	-7,2%	64,7%	21,5%
YEAR TOTAL # CRATES SOLD	278082	84515	84265	174840	59969	182638	374112	168397	481204	1888022	209780
YEAR COUNTESS CRATES SOLD	45691	13786	13010	39833	16292	112690	83965	24640	57168	407075	45231
YEAR AVERAGE MARKET SHARE	16,4%	16,3%	15,4%	22,8%	27,2%	61,7%	22,4%	14,6%	11,9%	21,6%	23,2%

“We are very proud to be the only beer company that has made profit in each and every quarter.”

CPL, Bob Böttgemann

Market-share results

The brown printed items represent new market segments, the red printed items indicate decreases respectively to the quarter before, the same holds for the green printed items however they demonstrate increases. The bold printed items represent our total market shares with regard to the overall segments per quarter. The overall market share year average realized amounts 21.6%. Countesse set high standards straight from the first quarter, however, due to certain unforeseen influences the results of the second quarter were to some extent below our expectations. Respectively, we delivered during the third quarter excellent results with regard to all our market segments. Lastly, during the fourth quarter we encountered some difficulties in the Finnish market as foreseen and hence we balanced our portfolio resulting in approving results for both the Netherlands and France.

Countesse: an IT Savvy Organization

This year was a year of progressive growth and above all a year of shaping the organization's future foundation. During 2008 we implemented unique and tailored IT-systems to ensure sustainable growth, reliable and fact based business understanding, and enhanced customer relationships. Enabling us to select the finest suppliers and to understand the wide range of customers and consumers who enjoy the quality of Countesse's beers in various occasions and types of outlets they engage in.

As for any organization it is vital to have the right information at the right moment and time. Countesse's success is no accident as we realize that to deliver pure quality, an intense experience, and to be an attractive company we need to invest in enriching IT. Our continuous increase of understanding both, our customers and industry, enables us to earn the loyalty and thrust of our customers, suppliers, and other business partners. Hence, we implemented a Customer Relationship Management (CRM) system to keep track of our most valuable asset: our customers. Additionally, as previously stated we want to deliver beer of the highest quality made with the finest ingredients. Ergo, to ensure such quality we monitor our suppliers for available stock of the desired raw materials and automatically place sufficient orders that fit our needs best. These intelligent IT solutions were implemented through an Enterprise Resource Planning (ERP) and Supplier Relationship Management (SRM) system which combined benefit our low-cost strategy by multiple means and enhances our profit margins.

Implemented Systems

ERP-system

The first step that we took this year as IT-Department was establishing a backbone that offers Countesse the information and reliability that we need to excel beyond our competitors. At Countesse we demand standardization and yet we want to be flexible enough to move act with strength and speed. Our ERP system demands standardization and business processes are better supported. We gained much experience form this implementation and documented all best practices well, to establish another competitive advantage with regard to efficient and effective IT implementations.

However, we were well aware that cost savings and process efficiencies only can happen if the system's alignment fits our needs perfectly. Due to adjust communication our ERP system indeed enables us to keep track of all the sales, processes, and inventory we maintain, respectively it delivers on the promise of reducing costs and time by increased efficiency.

e-Commerce system

After we had taken care of the internal systems it was time to take a look at our information flow around the globe. In the second quarter we implemented a e-Commerce system to facilitate our larger customers. Countesse exports to Finland, France, and soon to come South East Asia. The e-Commerce system ensures us of perfect allocation with regard to our customers' orders and respectively, our own orders. The e-Commerce system reduces mistakes of costly transport misallocations and, additionally, the devastating effects on the company's image.

Notwithstanding tremendous financial benefits, this system does allow for larger sale volumes and improved customer service ultimately resulting in increased sales.

e-Procurement, SRM

To further enhance our ERP system we decided to implement an e-procurement system. That is, a system specifically tailored to act quickly on applicable special offers in the search for the right ingredients. Moreover, it auxiliary improves automated purchasing and increases supplier relations by measuring the constancy and quality of our suppliers.

Nevertheless the above, it also enables us to find cross-border deals on unique offerings and ingredients. Hence, the SRM system does as any system that we implemented offer reduced costs and paperwork and enhance order compliances.

CRM-system

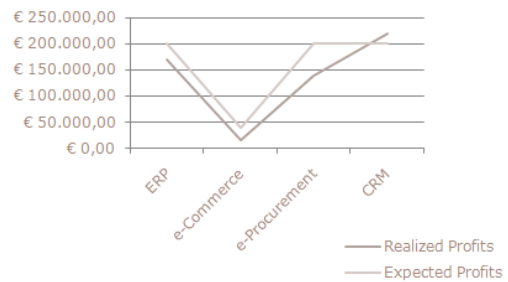
Countesse is all about quality, quality for our customer and quality in all we do. We serve and please our customers the best we can – they keep us in business. Hence, our focus was set to further enhance our customer understanding and relationships. Our brand new CRM system allows us not only to monitor our customers' behaviors more accurately and intelligently, moreover, it generates the welcomed advantage of sustainable customer intimacy.

With regard to our potential customers this specific system manages us to anticipate on their needs and desires. It provides us of adequate information on which niche markets to serve and please.

Return on Investments

Below we present our realized profits with regard to our IT investments, opposed to the expected ones. Although the majority of the implemented systems do return investments below expectations, we must not forget that this is in fact the implementation year.

During 2009 we expect strong ROI increases as the systems will be further fine-tuned and our personnel became more IT-savvy.




Strategic IT

The growing complexity of IT systems poses significant strategic challenges. Hence, the CIO assured quality decision making, speed to market, and cost containment. The decisions on which systems fit Countesse best were made in close cooperation with the various departments and the overall strategic agenda. The second quarter's launch of the new brand Attractive posed new opportunities facilitated by unknown challenges. In our near future more of such launches will be established and hence we need to ensure that our information systems allow us speed to market. Respectively, efficient and low-cost delivery of our products became a critical part of our success and becomes increasingly important as the complexity of our brand portfolio grows.

Our IT application portfolio aligned with our strategic agenda:

Strategic - Attractive	High Potential - Intense
CRM-system	E-procurement
ERP-system	E-commerce
Key Operational - Pure	Support - Harden

Our continuous search for new markets and potential customers only expand the boundaries of our industry. Ergo, we assured a strong strategic alignment of our IT portfolio to achieve the highest state of readiness for the foreseeable and unforeseeable future. Each IT decision fits our strategic agenda and we will continue to expand our IT portfolio accordingly.

A photograph of two women in black dresses splashing water on a beach. The woman on the left is in the foreground, leaning forward with her arms outstretched, splashing water. The woman on the right is in the background, also splashing water. The scene is captured in a high-contrast, black and white style with a grainy texture. A semi-transparent white box is overlaid on the image, containing text.

“Countesse is a company who mainly targets the wealthy women with earl in their own right.”

CEO, C.P.A. Lemmens

**Inspirational
Customer Marketing**

Our image

At the beginning of this venture it was clear that Countesse would set out on a course that meant differentiation from other well established beer producing companies and their respective brands.

To '*differ*' from the crowd, with our main target 'the countess' in mind also meant we had to comply to a whole new set of rules when it came down to developing a successful marketing strategy.

"We of Countesse are glad to report strong results from our inspirational customer marketing campaign." - CMS, Ritesh Jagesar

The main line in the philosophy behind Countesse's marketing efforts is that the public could identify their selves with Countesse's high quality image. At first this image reflected certain admired and attractive traits of women, like: '*independence*', '*sensuality*' and '*style*'. Further developments down the final quarters have shown a successful expanding shift to '*love*' and '*softness*'.

Our brands

The brands that have been introduced are in line with the Countesse philosophy, they are rare and unique and therefore making them special, classy even. Consistent with these traits is the fact that the Countesse brand is overall priced at a significantly higher level than other players on the market.

Based on the given factors as described above it was obvious that Countesse would specialize in the more expensive beer types and a regular type to reach the majority of our clientele. The following brands were introduced to the market:

Intense (Forbidden Fruit)

Expensive to brew but most certainly qualitative and special, it is her special taste that is most appreciated by women. Therefore the decision was made to '*give*' this brand to women, meaning that it was specifically bound to women on the marketing level. For Countesse this brand signifies a successful start proving that the Countesse philosophy is in high demand.

Pure (Grand Cru)

A more darker brew with a unique combination of ingredients, yet slightly lighter than Forbidden Fruit (alcohol wise) but still rougher on the tongue, it was clear that Pure would appeal the most to men. The introduction of Pure was strategically seen a sound choice, knowing that the image when stripped away from the specific women-traits would strongly appeal to

men. Hence, our Pure brand is bound to men, by creating the image of a "couples beer" Pure was also marketed through our female customers.

Attractive (Premium Pilsner)

By raising the beer brewing standards Countesse has put an overwhelming finishing touch on a beer type that was formally known as 'common beer'. With the philosophy in hand, Attractive was put to market with the goal of opening up a new market and making Countesse more accessible to the public.

Our marketing actions

The Kickoff

The goal was to introduce the public of France and Finland to Countesse and familiarize them with the brands that were introduced. The decision was made to launch an online advertisement campaign because we expected to reach our main clientele, women who fit the profile of Countesse beer drinkers, online.

An internet banner was created for each brand in multiple languages, the overall design and composition was optimized as appealing to women.

The results of this campaign were right on par with our expectations, 85% of all the shipped crates sold with an marketing expenditure per crate of €0,85.

A Finishing Touch

The launch of a new brand, Attractive was introduced and made the leading brand for the upcoming summer. With regard to strengthen our market-share and further balance our brand portfolio this move proved its worth.

A highly focused television commercial was made to strongly market Attractive. The internet banners were given a drastic new design to strengthen its overall appeal and message.

To further establish the brand-awareness, Countesse decided to enter a partnership with the popular women's magazine *Cosmopolitan*. We sponsored the annual member-party's - all over the globe.

Countesse performed well this quarter with the marketing expenditures per crate sold to € 1,53 also the proportion of all shipped crates sold was 68,03%.

Intensified Prominence

The theme for this quarter was 'For you; We extended the summer', especially for this campaign new internet banners were created as well as a

new television commercial. The earlier mentioned shift in philosophy to 'love' is noticeable in this campaign.

To better understand our (potential) customers we conducted a survey and invited them to take part in our innovation program. These customer intimacy and loyalty programs got us great results for our insight in our public image. According to our customers Countesse has a great reputation for quality products but the brand awareness is relatively low. With this information in mind we formulated new objectives; Raising brand awareness, more strongly positioning ourselves in our markets and further stabilizing our overall corporate image.

Again Countesse leaped forward with tremendous results by having 75,31% of all shipped crates sold with having € 1,74 spent per crate sold.

Increased Returns On Investment

We held on to the structure of the inspirational consumer marketing efforts as described above. Supplementary with a new seasonal spin. We decided to focus our marketing campaign on the winter with respect to raised health concerns ("*Relax, Keep it Cool and Healthy*").

A daring step was taken by the management team to try to win the order for 100.000 crates for Excellency, Sir Sarkozy. Furthermore we formulated three new goals for this campaign, firstly to compensate for the additional production, secondly to drastically increase the numbers of crates sold with regard to our marketing expenditure, and last to strongly boost our average market-share.

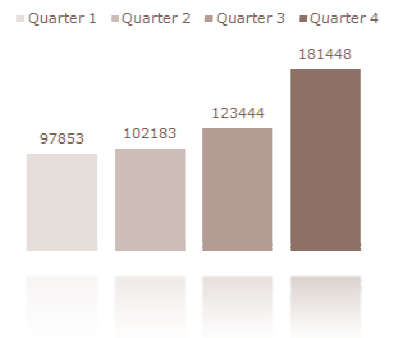
The results of our last quarter were strong and merely reflected the ambitions objectives as described above. We realized a steady growth, having spent € 2,29 per crate sold and profitably shipped 65,77% of all crates.

Inspirational Consumer Marketing

On the right we visualized our sales volume which nearly increases exponentially per quarter through our continuously improving inspirational consumer marketing program.

We will continue with our successful and inspiring marketing campaign in search of further improvements for 2009 and beyond. Countesse finished strong this year and learnt much.

We foresee a 'beerful' future with a prominent presence of Countesse in many European markets as well as the South East Asian markets.





Countesse

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