

CEVA Group PLC
Quarter One, 2010
Interim Financial Statements



Making business flow

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Principal Activities

CEVA is one of the world's leading integrated supply chain logistics companies and offers a broad spectrum of services based on our market leading Contract Logistics and Freight Management expertise and capabilities. CEVA designs, implements and operates complex supply chain solutions for multinational and large national companies on a local, regional and global level. CEVA operates an asset light model across all business units, with third parties providing the majority of the physical transportation and warehousing assets that CEVA manages and uses for the benefit of its customers. The integrated service offerings span the entire supply chain: Contract Logistics services that include inbound logistics, manufacturing support, outbound / distribution and aftermarket logistics; and Freight Management services that include air, ocean and land-based transport and other freight transportation related services, such as customs brokerage, local pick-up and delivery service, materials management and trade facilitation. At 31 December 2009, CEVA's combined global network comprised approximately 1,200 locations, utilizing a total of approximately 10 million square meters of warehousing space in over 170 countries.

CEVA has built leading market positions by understanding our target industry sectors and applying our expertise to design and implement customized logistics solutions that address industry-specific supply chain requirements. CEVA has deep expertise in a range of industries: including automotive, technology, consumer & retail, energy and industrial. CEVA's knowledge of customers' supply chain functions and our sector expertise create competitive advantages for our customers, help us to develop more cost-effective solutions for them and put us in a strong position to grow our business.

Key Financial Results

The table below shows the Group's key consolidated financial results for the three months ended 31 March 2010 and 2009:

€ millions	THREE MONTHS ENDED 31 MARCH	
	2010	2009
Revenue	1,488	1,302
Revenue growth	14.3%	(13.3)%
EBITDA before specific items	52	30
% of revenue	3.5%	2.3%
Loss before income taxes	(76)	(82)
Capital expenditure	18	18
% of revenue	1.2%	1.4%
Cash generated from operations	26	64

The tables below shows the Group's key other financial metrics as at 31 March 2010 and 31 December 2009:

€ millions	31 MARCH	31 DECEMBER
	2010	2009
Operating net working capital	(1)	1
Cash and cash equivalents	175	289
Net debt	2,468	2,351

Operating and Financial Review

Revenue

The tables below shows the Group's geographical and business segment revenue for the three months ended 31 March 2010 and 2009:

€ millions	THREE MONTHS ENDED 31 MARCH	
	2010	2009
Northern Europe	372	337
Southern Europe, Middle East and Africa	284	305
Americas	446	397
Asia Pacific	386	263
Total revenue	1,488	1,302

€ millions	THREE MONTHS ENDED 31 MARCH	
	2010	2009
Contract Logistics	795	748
Freight Management	693	554
Total revenue	1,488	1,302

Revenue increased by 14.3% to €1,488 million for the three months ended 31 March 2010 from €1,302 million for the three months ended 31 March 2009 primarily due to the more favorable economic environment. The key driver of this growth is increased volumes in our Freight Management business, with revenues increasing in this business segment by €139 million or 25.1% for the quarter. Strong growth in the Freight Management segment was experienced across all four regions and most notably in the Asia Pacific region.

Growth in the Contract Logistics revenue business segment was 6.3% for the three months ended 31 March 2010 compared to the three months ended 31 March 2009. This growth was primarily due to increased volumes in the automotive and consumer & retail sector. However, it was partially offset by a decrease in Contract Logistics revenue in the Southern Europe, Middle East and Africa region due to the transfer of services back to a customer following their decision to insource the related activities at the end of the agreement in December 2009.

As CEVA has operations in over 170 countries, its financial performance is impacted by foreign currency fluctuations, particularly the US dollar and the British pound. Therefore, for comparison purposes, we also report our results on a constant currency basis using 2009 exchange rates. On a constant currency basis, our revenue would have been €1,453 million for the three months ended 31 March 2010 (three months ended 31 March 2009: €1,302 million). The difference arises largely from the appreciation of the US dollar since the first quarter of 2009.

EBITDA before specific items

EBITDA before specific items is a key measure used by management to assess operational performance. It excludes the costs incurred in the realization of our cost containment programs, other non-recurring charges and the profits realized on certain non-recurring transactions.

The table below shows the Group's geographical and business segment EBITDA before specific items for the three months ended 31 March 2010 and 2009:

€ millions	THREE MONTHS ENDED 31 MARCH	
	2010	2009
Northern Europe	18	10
Southern Europe, Middle East and Africa	20	11
Americas	17	20
Asia Pacific	20	17
Unallocated	(23)	(28)
Total EBITDA before specific items	52	30

€ millions	THREE MONTHS ENDED 31 MARCH	
	2010	2009
Contract Logistics	54	32
Freight Management	21	26
Unallocated	(23)	(28)
Total EBITDA before specific items	52	30

EBITDA before specific items increased by €22 million to €52 million for the three months ended 31 March 2010 compared to the three months ended 31 March 2009. This 73.3% increase is a result of a sharp improvement in the Contract Logistics business segment, particularly in the Northern Europe and Southern Europe, Middle East and Africa regions mainly due to the continuation of our successful cost reduction program. Freight Management's EBITDA before specific items declined by €5 million despite a 25.1% increase in revenue largely as a result of limited capacity pushing up carrier rates and putting profit margins under pressure. This also had a detrimental effect on EBITDA in the Americas region.

On a constant currency basis, our EBITDA before specific items was €51 million for the three months ended 31 March 2010 (three months ended 31 March 2009: €30 million).

Loss before income taxes

The loss before income taxes was €76 million for the three months ended 31 March 2010 (three months ended 31 March 2009: loss of €82 million). This is largely due to our net finance expense as discussed below.

Capital expenditure

Capital expenditure was €18 million for the three months ended 31 March 2010 and the three months ended 2009 and represents 1.2% of revenue for the first quarter of 2010. This level of expenditure reflects the Group's continued focus on this area and its asset light business model.

Cash generated from operations

Cash generated from operations during the three months ended 31 March 2010 amounted to €26 million (three months ended 31 March 2009: €64 million). The decrease is primarily due to the proportionately greater improvement in our operating net working capital for the three months ended 31 March 2009 as compared to the three months ended 31 March 2010.

Operating net working capital

The Group maintained an exceptionally low net working capital balance of €(1) million as at 31 March 2010 (31 December 2009: €1 million). This is a result of the continued management focus on operating net working capital and in particular, maintaining overdue receivables at a low level.

Cash and cash equivalents

As at 31 March 2010, CEVA had €175 million (31 December 2009: €289 million) in cash on its balance sheet.

In addition to this cash, the Group has access to €252 million (31 December 2009: €272 million) of central credit facilities, of which €123 million (31 December 2009: €225 million) was drawn. Total available liquidity at 31 March 2010 was therefore €304 million (31 December 2009: €335 million).

Net debt and net finance expense

Net debt, defined as total principal debt less cash and cash equivalents, has increased by 5.0% to €2,468 million as at 31 March 2010 (31 December 2009: €2,351 million). The increase was mainly due to the strengthening of the US dollar by 5.9%.

On 24 March 2010 the Group issued \$702 million of 11.5% junior priority senior secured notes due 2018. The proceeds provided substantially all of the funds used to repay US\$400 million of 10% second-priority notes due 2014, US\$127 million of 12% second-priority notes due 2014 and €109 million of 12% second-priority notes due 2014, including fees and tender premiums. In connection with this refinancing, which included a consent solicitation, the remaining €11 million of the 12% second-priority notes due 2014 became unsecured.

Additionally, the maturity of €73 million of 8.5% senior unsecured notes due 2014, US\$629 million of the senior unsecured loan due 2015 and €57 million of 10% senior subordinated notes due 2016, held by affiliates of Apollo, has been extended to June 2018.

Net finance expense before specific items for the three months ended 31 March 2010 was €65 million (three months ended 31 March 2009: €60 million). Net finance expense specific items of €8 million expense relate to the debt transactions.

Consolidated Income Statement

€ millions, unaudited	Note	THREE MONTHS ENDED 31 MARCH					
		2010			2009		
		Before specific items	Specific items ¹	Total	Before specific items	Specific items ¹	Total
Revenue	6	1,488	-	1,488	1,302	-	1,302
Cost of materials		(69)	-	(69)	(70)	-	(70)
Work contracted out		(739)	-	(739)	(562)	-	(562)
Personnel expenses		(422)	(1)	(423)	(428)	(6)	(434)
Other operating expenses		(206)	(11)	(217)	(212)	(6)	(218)
Operating expenses excluding depreciation, amortization and impairment		(1,436)	(12)	(1,448)	(1,272)	(12)	(1,284)
EBITDA	6	52	(12)	40	30	(12)	18
Depreciation, amortization and impairment		(43)	-	(43)	(40)	-	(40)
Operating income		9	(12)	(3)	(10)	(12)	(22)
Finance income (including foreign exchange movements)		3	-	3	3	-	3
Finance expense (including foreign exchange movements)		(68)	(8)	(76)	(63)	-	(63)
Net finance expense (including foreign exchange movements)		(65)	(8)	(73)	(60)	-	(60)
Loss before income taxes		(56)	(20)	(76)	(70)	(12)	(82)
Income tax expense	8	(8)	4	(4)	(5)	1	(4)
Loss for the period from continuing operations		(64)	(16)	(80)	(75)	(11)	(86)
Attributable to:							
Non-controlling interest				1			-
Equity holders of the Company				(81)			(86)
Loss for the period				(80)			(86)

¹ Refer to note 7 for details on specific items

Consolidated Statement of Comprehensive Income

€ millions, unaudited	THREE MONTHS ENDED 31 MARCH					
	2010			2009		
	Before specific items	Specific items ¹	Total	Before specific items	Specific items ¹	Total
Loss for the period from continuing operations	(64)	(16)	(80)	(75)	(11)	(86)
Other comprehensive income:						
Currency translation adjustment	15	-	15	20	-	20
Total comprehensive loss for the period, net of income tax	(49)	(16)	(65)	(55)	(11)	(66)
Attributable to:						
Non-controlling interest			1			1
Equity holders of the Company			(66)			(67)
Total comprehensive loss for the period			(65)			(66)

¹ Refer to note 7 for details on specific items.

Consolidated Balance Sheet

€ millions	Note	AS AT 31 MARCH	AS AT 31 DECEMBER
		2010	2009
ASSETS			
Non-current assets			
Intangible assets		2,046	1,987
Property, plant and equipment		326	339
Deferred income tax assets		5	1
Prepayments		27	21
Other non-current assets		17	18
Total non-current assets		2,421	2,366
Current assets			
Inventory		21	16
Trade and other receivables		951	972
Prepayments		46	34
Accrued income		178	151
Income tax receivable		10	10
Cash and cash equivalents		175	289
Assets held for sale	9	56	79
Total current assets		1,437	1,551
TOTAL ASSETS		3,858	3,917
EQUITY			
Capital and reserves attributable to equity holders			
Share capital		1	1
Share premium		382	382
Other reserves		(143)	(158)
Accumulated deficit		(529)	(448)
Attributable to equity holders of the Company		(289)	(223)
Non-controlling interest		7	6
Total Group equity		(282)	(217)
LIABILITIES			
Non-current liabilities			
Borrowings	10	2,516	2,503
Deferred income tax liabilities		105	102
Retirement benefit obligations		76	74
Provisions		68	67
Other non-current liabilities		51	28
Total non-current liabilities		2,816	2,774
Current liabilities			
Borrowings	10	51	72
Provisions		68	66
Trade and other payables		1,162	1,144
Income tax payable		16	8
Liabilities held for sale	9	27	70
Total current liabilities		1,324	1,360
TOTAL EQUITY AND LIABILITIES		3,858	3,917

Consolidated Statement of Cash Flows

€ millions, unaudited	THREE MONTHS ENDED 31 MARCH	
	2010	2009
Loss before income taxes	(76)	(82)
Adjustments for:		
Share based compensation	1	1
Depreciation, amortization and impairment	43	40
Finance income	(3)	(3)
Foreign exchange (gains) and losses	8	9
Finance expense	68	54
Change in provisions:		
Retirement benefit obligations	2	8
Provisions	(1)	(1)
Changes in working capital:		
Inventory	(5)	-
Trade and other receivables	54	138
Prepayments and accrued income	(34)	(18)
Trade and other payables	(15)	(95)
Changes in non-current prepayments	(15)	8
Changes in non-current accrued liabilities	(1)	5
Cash generated from operations	26	64
Cash received from sale of financial derivative instruments	-	21
Interest paid	(48)	(58)
Net income taxes paid	(1)	1
Net cash from operating activities	(23)	28
Acquisitions/divestment	4	-
Capital expenditure	(18)	(18)
Proceeds from sale of property, plant and equipment	22	1
Interest received	-	1
Net cash used in investing activities	8	(16)
Repayment of borrowings	(110)	(17)
Proceeds from non-current borrowings	1	-
Proceeds from current borrowings	1	1
Net cash from financing activities	(108)	(16)
Change in cash and cash equivalents	(123)	(4)
Cash and cash equivalents at beginning of period	289	164
Foreign exchange impact on cash and cash equivalents	9	5
Cash and cash equivalents at end of period	175	165

Consolidated Statement of Changes in Equity

€ millions, unaudited	Share capital	Share premium	Other reserves	Accumulated deficit	Attributable to equity holders of the Company	Non-controlling interest	Total Group equity
Balance 1 January 2009	1	382	(186)	(344)	(147)	5	(142)
Currency translation adjustment	-	-	19	-	19	1	20
Loss attributable to equity holders for the period	-	-	-	(86)	(86)	-	(86)
Balance at 31 March 2009	1	382	(167)	(430)	(214)	6	(208)
Balance at 1 January 2010	1	382	(158)	(448)	(223)	6	(217)
Currency translation adjustment	-	-	15	-	15	-	15
Loss attributable to equity holders for the period	-	-	-	(81)	(81)	1	(80)
Balance at 31 March 2010	1	382	(143)	(529)	(289)	7	(282)

Notes to the Consolidated Financial Statements

1. General Information

CEVA Group Plc (the 'Company') and its subsidiaries (together the 'Group' or 'CEVA Group') design, implement and operate complex, end-to-end Contract Logistics and Freight Management solutions for large and medium sized national and multinational companies.

CEVA Group Plc was incorporated on 9 August 2006 in England and Wales as a public company with limited liability. The address of its registered office is 20-22 Bedford Row, London WC1R4JS, United Kingdom.

The immediate parent of CEVA Group Plc is CEVA Investments Ltd, a company incorporated in the Cayman Islands. The ultimate controlling party of CEVA Group Plc is Apollo Global Management, LLC ('Apollo').

The Company has senior, senior secured, senior subordinated and junior priority senior secured notes which are listed on the Global Exchange Market of the Irish Stock Exchange.

This Results Announcement does not constitute the statutory accounts of the Group within the meaning of sections 434(3) and 435(3) of the Companies Act 2006. The balance sheet at 31 December 2009 has been derived from the full Group accounts published in the 2009 Annual Report, which has been delivered to the Registrar of Companies and on which the report of the independent auditors was unqualified and did not contain a statement under either section 498(2) or section 498(3) of the Companies Act 2006.

These Group consolidated financial statements were authorized for issue by the Board of Directors on 18 May 2010.

2. Basis of Preparation

This condensed consolidated interim financial information for the three months ended 31 March 2010 has been prepared in accordance with IAS 34, 'Interim financial reporting'. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2009, which have been prepared in accordance with International Financial Reporting Standards (IFRS).

3. Accounting Policies

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2009, as described in those annual financial statements.

Unallocated items in the segments results comprise the costs of our corporate cost centers. In 2010 the corporate cost centers also include central information technology expenses and the corresponding 2009 expenses have been reclassified to be reported on a comparable basis. This change is consistent with internal reporting presented to the chief operating decision maker.

The following new standards and amendments to standards are mandatory for the first time for the financial year beginning 1 January 2010:

- Revised IAS 27 Consolidated and Separate Financial Statements requires accounting for changes in ownership interests by the Group in a subsidiary, while maintaining control, to be recognized as an equity transaction. When the Group loses control of a subsidiary, any interest retained in the former subsidiary will be measured at fair value with the gain or loss recognized in profit or loss.
- Revised IFRS 3 Business Combinations continues to apply the acquisition method to business combinations, with some significant changes. Key changes include the requirement for contingent consideration to be measured at fair value, with subsequent changes therein recognized in profit or loss. Transaction costs, other than share and debt issue costs, will be expensed as incurred. Any pre-existing interest in the acquiree will be measured at fair value with the gain or loss recognized in profit or loss. Any non-controlling (minority) interest will be measured at either fair value, or at its proportionate interest in the identifiable assets and liabilities of the acquiree, on a transaction-by-transaction basis. Revised IFRS 3 is applied prospectively.
- Amended IAS 38 Intangible Assets clarifies guidance in measuring the fair value of an intangible asset acquired in a business combination and it permits the grouping of intangible assets as a single asset if each asset has similar useful economic lives.

4. Critical Accounting Estimates and Judgments

The preparation of financial statements in accordance with generally accepted accounting principles under IFRS requires the Group to make estimates, judgments and assumptions that may affect the reported amounts of assets, liabilities, revenue and expenses and the disclosure of contingent assets and liabilities in the financial statements. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The resulting accounting estimates will, by definition, rarely equal the related actual results. Actual results may differ significantly from these estimates, the effect of which is recognized in the period in which the facts that give rise to the revision become known.

In preparing these unaudited condensed consolidated interim financial statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at, and for, the year ended 31 December 2009.

5. Financial Risk Management

The Group's operations and financial results are subject to various risks and uncertainties that could adversely affect our business, financial position, results of operations and cash flows. The Group's risk management objectives and policies are consistent with those disclosed in the consolidated financial statements as at, and for, the year ended 31 December 2009.

6. Segment Information

The chief operating decision maker is the Executive Board. The Executive Board reviews the Group's internal reporting to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The Executive Board considers the business from a geographical perspective. In addition, segment information from a business perspective has been presented to give an overview of our services.

Geographical segments

- Northern Europe (including the United Kingdom, Ireland, the Nordics, Benelux, France, Germany and Eastern Europe);
- Southern Europe (including Italy, Spain, Turkey and Greece), Middle East & Africa;
- Americas (including the United States of America, Canada, Brazil, Argentina and Mexico); and
- Asia Pacific (including Australia, China, Singapore, Thailand, Malaysia and India).

Business information

- Contract Logistics including the provision of inbound logistics, manufacturing support, outbound / distribution logistics and aftermarket logistics; and
- Freight Management including the provision of air, ocean, ground based transportation and other freight transportation related services (such as customs brokerage, local pick-up and delivery services, materials management and trade facilitation).

The unallocated portion represents the costs of our Global Head Office and other central costs.

The Executive Board assesses the performance of the operating segments based on earnings before interest, tax, depreciation and amortization (EBITDA before specific items). Interest income and expenditure are not included in the result for each operating segment that is reviewed by the Executive Board. The information provided to the Executive Board is measured in a manner consistent with that in the financial statements.

Geographical segments

The segment results for the three months ended 31 March 2010 are as follows:

							THREE MONTHS ENDED 31 MARCH
€ millions						2010	
	Northern Europe	Southern Europe, Middle East and Africa	Americas	Asia Pacific	Unallocated	Total	
Total segment revenue	377	286	449	390	-	1,502	
Inter-segment revenue	(5)	(2)	(3)	(4)	-	(14)	
Revenue from external customers	372	284	446	386	-	1,488	
EBITDA before specific items	18	20	17	20	(23)	52	
Specific items						(12)	
EBITDA after specific items						40	

The segment results for the three months ended 31 March 2009 are as follows:

							THREE MONTHS ENDED 31 MARCH
€ millions						2009	
	Northern Europe	Southern Europe, Middle East and Africa	Americas	Asia Pacific	Unallocated	Total	
Total segment revenue	342	308	405	266	-	1,321	
Inter-segment revenue	(5)	(3)	(8)	(3)	-	(19)	
Revenue from external customers	337	305	397	263	-	1,302	
EBITDA before specific items	10	11	20	17	(28)	30	
Specific items						(12)	
EBITDA after specific items						18	

Business segments

The segment results for the three months ended 31 March 2010 are as follows:

					THREE MONTHS ENDED 31 MARCH
€ millions				2010	
	Contract Logistics	Freight Management	Unallocated	Total	
Total segment revenue	797	694	-	1,491	
Inter-segment revenue	(2)	(1)	-	(3)	
Revenue from external customers	795	693	-	1,488	
EBITDA before specific items	54	21	(23)	52	
Specific items				(12)	
EBITDA after specific items				40	

The segment results for the three months ended 31 March 2009 are as follows:

					THREE MONTHS ENDED 31 MARCH
€ millions				2009	
	Contract Logistics	Freight Management	Unallocated	Total	
Total segment revenue	750	554	-	1,304	
Inter-segment revenue	(2)	-	-	(2)	
Revenue from external customers	748	554	-	1,302	
EBITDA before specific items	32	26	(28)	30	
Specific items				(12)	
EBITDA after specific items				18	

7. Specific Items

€ millions	THREE MONTHS ENDED 31 MARCH	
	2010	2009
Personnel expenses	1	6
Other operating expenses	11	6
Finance expense	8	-
Total	20	12

Personnel expenses

In the three months ended 31 March 2010, personnel expenses are largely onetime costs incurred in relation to the cost reduction programs being implemented by the Group.

In the three months ended 31 March 2009, personnel expenses are largely onetime costs incurred in relation to the cost reduction programs being implemented in the period.

Other operating expenses

In the three months ended 31 March 2010, other operating expenses mainly comprise expenses related to the on-going industry wide anti-trust investigation, site closure and consolidation costs, business rationalization and restructuring cost.

In the three months ended 31 March 2009, other operating expenses mainly comprise expenses related to the on-going industry wide anti-trust investigation as well as onetime costs in relation to outsourcing.

Finance expense

In the three months ended 31 March 2010, the specific item includes a €8 million finance charge incurred in relation to the debt transactions which completed on the 24 March 2010.

8. Income Tax Expense

Income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate used for the three months ended 31 March 2010 is (5.9)% (three months ended 31 March 2009: (3.5)%). The main difference between the statutory rate and the estimated annual tax rate is due to uncertainty regarding the future utilization of losses for which no deferred tax asset has been recognized.

9. Assets held for sale

The assets and liabilities related to TELIS S.p.A are presented as a disposal group held for sale following the commitment of the Group's management in December 2009 to sell the subsidiary. This disposal group is presented in the Southern Europe, Middle East and Africa reporting segment.

Following the commitment of the Group's management in March 2010, a building located in the Northern Europe region has been held for sale at 31 March 2010.

10. Borrowings

The carrying amounts and fair value of borrowings are as follows:

€ millions	31 MARCH		31 DECEMBER	
	2010		2009	
	Carrying value	Fair value	Carrying value	Fair value
Non-current				
Bank borrowings	1,377	1,409	1,401	1,435
Loan notes	1,118	1,124	1,081	964
Finance leases	21	21	21	21
Total non-current borrowings	2,516	2,554	2,503	2,420
Current				
Bank overdrafts	23	23	40	40
Bank borrowings	24	24	28	28
Finance leases	4	4	4	4
Total current borrowings	51	51	72	72
Total borrowings	2,567	2,605	2,575	2,492
Unamortized debt issuance costs	76	76	65	65
Total principal debt	2,643	2,681	2,640	2,557

The group is in compliance with its covenant on its existing borrowings and believes that it has sufficient working capital and undrawn financing facilities to service its operating activities and continued growth ambitions for the foreseeable future.

On 24 March 2010 the Group issued \$702 million of 11.5% junior priority senior secured notes due 2018. The proceeds provided substantially all of the funds used to repay US\$400 million of 10% second-priority notes due 2014, US\$127 million of 12% second-priority notes due 2014 and €109 million of 12% second-priority notes due 2014, including fees and tender premiums. In connection with this refinancing, which included a consent solicitation, the remaining €11 million of the 12% second-priority notes due 2014 became unsecured.

Additionally, the maturity of €73 million of 8.5% senior unsecured notes due 2014, US\$629 million of the senior unsecured loan due 2015 and €57 million of 10% senior subordinated notes due 2016, held by affiliates of Apollo, has been extended to June 2018.

The resultant cost of the above transactions is €8 million which is included in specific items (note 7).

Non-current borrowings

The fair value of the non-current interest bearing debt has been determined using the market price at the balance sheet date. The senior bank debt's fair value approximates its carrying value as it is a floating rate facility. The average floating interest rate for the period was 3.5% (three months ended 31 March 2009: 5.1%) and 4.8% (three months ended 31 March 2009: 3.8%) for Euro and for US dollar denominated loans respectively.

Current borrowings

The carrying amounts of current borrowings approximate their fair value.

11. Commitments

Operating lease commitments

The Group leases various offices and warehouses under non-cancellable operating lease agreements. The lease terms are generally between one and six years and the majority of lease agreements are renewable at the end of the lease period at market rate.

The Group also leases various motor vehicles, office and computer equipment under operating lease agreements.

During the three months ended 31 March 2010, €69 million was recognized as an expense in the income statement in respect of operating lease rentals (three months ended 31 March 2009: €64 million).

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

€ millions	THREE MONTHS ENDED 31 MARCH	
	2010	2009
Less than 1 year	231	239
1-5 years	493	477
Thereafter	209	138
Total	933	854
Of which guaranteed by third party / customers	171	188

Of the future lease payments, €690 million (three months ended 31 March 2009: €578 million) relates to commitments in relation to multi-user / shared facilities, while the remainder of €243 million (three months ended 31 March 2009: €276 million) is dedicated to specific customers.

Guarantees

The Group has issued guarantees in the ordinary course of business, in connection with lease agreements, customs duty deferment and local credit lines amounting to €231 million (31 December 2009: €239 million) of which €165 million (31 December 2009: €171 million) are on the CEVA Group synthetic letter of credit facility. The obligations under the guarantees issued by banks and other financial institutions have been secured by CEVA and certain of its subsidiaries.

12. Contingencies

Litigation and Legal Proceedings

CEVA is involved in several legal proceedings relating to the normal conduct of our business. We do not expect any liability arising from any of these legal proceedings to have a material impact on our results of operations, liquidity, capital resources or financial position. CEVA believes that it has provided for all probable and estimable liabilities deriving from the normal course of business.

Independent contractor litigation

Three independent contractor pickup and delivery ("P&D") drivers filed a complaint in California state court on 12 September 2005 on behalf of themselves and similarly situated drivers in California alleging various causes of action based on their theory that the drivers are employees and not independent contractors. The complaint requests: (a) that the matter be designated as a class action on behalf of all independent contractor P&D drivers working for EGL in California; (b) a declaratory judgment that EGL has violated the law; (c) an equitable accounting and an unspecified amount of damages; and (d) restitution in the form of business expenses, unpaid overtime, meal period compensation, unlawful deductions from wages, statutory penalties, interest, attorneys' fees and costs. CEVA removed the case to federal district court for the Northern District of California and the parties agreed to focus only on the individual claims of the three named plaintiffs in the first phase of the proceedings. The court granted the Company's summary judgment motions on all claims by all plaintiffs in July 2007 and the plaintiffs filed an appeal with the Ninth Circuit Court of Appeals. A panel of the Ninth Circuit heard oral arguments on 4 November 2009, and the appeal is now under submission.

Surcharge antitrust investigation and litigation

CEVA is subject to an ongoing investigation by the DOJ, the European Commission and certain other foreign law enforcement authorities as described herein. The Company understands that it is one of several entities in the freight forwarding industry being investigated for possible price-fixing and other improper collusive activity with respect to certain accessorial and other charges, which may form the basis for criminal and/or civil charges and sanctions in the U.S. and certain other jurisdictions. In this regard, on 10 October 2007, EGL was the subject of a search warrant executed at their offices in Houston, Texas. The search warrant was issued at the request of the DOJ and it sought certain documents and information related to EGL's business practices. On the same day, a grand jury subpoena duces tecum was served on EGL's custodian of records, seeking production of certain similar documents and information. On 10 October 2007 an inspection by the European Commission was conducted at the offices of EGL's UK operating subsidiary and a request for documents and information was made on EGL's UK group of companies. In addition, a demand for documents and information, dated 11 October 2007, was received by EGL's New Zealand operating subsidiary from the New Zealand Commerce Commission. Eagle Global Logistics (Canada) Corp. also received notice from the Canadian Competition Bureau ("CCB"), dated 11 October 2007 stating that the CCB had commenced an investigation into alleged anti-competitive activity in the freight forwarding industry. On 30 October 2009 the Company's Canadian subsidiary was notified that the CCB had closed its investigation with respect to alleged anti-competitive activity in the international freight forwarding industry and, as a result, withdrawing its October 2007 notice to such subsidiary. In addition, a demand for information dated 5 September 2008 was received by CEVA's Japanese operating entity from the Japan Fair Trade Commission ("JFTC"). On 18 March 2009 the JFTC issued a Cease and Desist Order and Surcharge Payment Order listing fourteen companies it found to have been involved in violations of Japanese competition laws, twelve of which were subject to the Order. CEVA was not one of the companies named in the JFTC Order. Also, a demand for information, dated 1 December 2008 was received by CEVA's Swiss operating entity from the Swiss Competition Commission. In addition, CEVA Logistics Holdings BV, CEVA Logistics Itda and certain Company employees have been named among the companies and individuals being investigated by the Secretariat of Economic Law of the Ministry of Justice of Brazil as part of an investigation commenced on 6 April 2009. The Company is cooperating with the respective authorities to provide requested information, including in response to further requests from various governmental entities.

In addition, notice of an investigation related to possible price-fixing and other improper collusive activity with respect to international road freight forwarding to and from Italy, dated 26 November 2009, was received by one of CEVA's Italian subsidiaries from the Autorità Garante della Concorrenza e del Mercato, the Italian competition authority.

Following the initiation of the investigations noted above, CEVA issued a new Code of Business Conduct and enhanced Antitrust and Competition Law Policies and Procedures that strictly prohibit anti-competitive behavior of any kind and that apply to all CEVA subsidiaries, including EGL, Inc. and EGL Eagle Global Logistics, LP. In connection with the issuance of these new policies and procedures, CEVA also initiated company-wide training with respect to certain compliance matters, including prohibited anti-competitive behavior.

The Company cannot determine the timing or outcome of the DOJ, EC and other governmental investigations. These investigations could result in the imposition of criminal and/or civil sanctions against us, including penalties, damages, debarment from federal contracting in the U.S. or other sanctions and which could have a material adverse impact on the Company's financial position, results of operations, operating cash flows and business activities.

CEVA is currently in active discussions with the Staff of the DOJ concerning a possible resolution of the DOJ investigation. Any resolution is subject to certain contingencies, including final approval by the DOJ and CEVA's Board of Directors, as well as agreement on documentation of such resolution. There can be no assurance that these discussions will result in a resolution of the DOJ investigation or, if so, the final terms and timing of such resolution. In connection with these discussions, the Company has taken a provision against the 2009 accounts; the amount of such provision is not material to the financial performance of the Company.

The EC has issued a Statement of Objections, dated 5 February 2010, addressed to numerous freight forwarding companies, including the Company's EGL, Inc. subsidiary and EGL, Inc. subsidiaries now known as CEVA Freight (UK) Limited and CEVA Freight Shanghai Limited. As publicly reported, the Statement of Objections alleges possible infringements of EU competition law concerning four separate surcharges related to the provision of air freight forwarding services on four particular trade lanes. As to the referenced CEVA entities, the Statement of Objections alleges possible infringements as to two surcharges, one CEVA related to the provision of air freight forwarding services from the U.K. to outside the European Economic Area and one related to the provision of air freight forwarding services from China to the European Economic Area. On 22 April 2010, CEVA submitted its response to the Statement of Objections pursuant to the applicable administrative process. Pursuant to those procedures, the Commission will eventually take a decision on whether the conduct addressed in the Statement of Objections is compatible or not with EU antitrust rules.

On 3 January 2008 CEVA subsidiaries EGL, Inc. and EGL Eagle Global Logistics, LP were named along with other freight forwarders as defendants in a putative class action lawsuit styled Precision Associates, Inc., et al. v. Panalpina World Transport (Holding) Ltd, et al., filed in the U.S. District Court for the Eastern District of New York. The First Amended Complaint, filed 21 July 2009, alleges 15 conspiracies, each against different groups of named or unnamed freight forwarders, and each alleged to violate Section 1 of the Sherman Act. The Company is identified in connection with four of the 15 claims. The Company filed motions to dismiss the First Amended Complaint on 16 November 2009, which motions are pending. Ceva has recently entered in active discussions with plaintiffs in the civil action concerning a possible resolution of the matter. There can be no assurance that these discussions will result in a resolution of the civil case or, if so, the final terms and timing of such resolution. In connection with these discussions, the Company has taken a provision against its 2010 accounts; the amount of such provision is not expected to be material to the Company's financial performance in 2010.

13. Related Party Transactions

Parent company

The immediate parent of CEVA Group Plc is CEVA Investments Ltd, a company incorporated in the Cayman Islands. The following table sets forth the shareholders of CEVA Investments Ltd as at 31 March 2010 and 31 December 2009:

	31 MARCH		31 DECEMBER	
	2010		2009	
	Number of shares beneficially owned	Ownership percentage	Number of shares beneficially owned	Ownership percentage
AIF VI Euro Holdings, L.P.	2,844,555	71.6%	2,844,555	71.5%
AlpInvest Partners Beheer 2006, L.P.	422,880	10.6%	422,880	10.6%
AAA Guarantor Co-Invest VI, L.P.	406,365	10.2%	406,365	10.2%
CEVA management investors	301,321	7.6%	303,974	7.7%
Total	3,975,121	100.0%	3,977,774	100.0%

Apollo is a related party by virtue of the fact that it manages AIF VI Euro Holdings, L.P., AlpInvest Partners Beheer 2006, L.P. and AAA Guarantor Co-Invest VI, L.P. These entities together own 92.4% (31 December 2009: 92.3%) of the equity in CEVA Investments Ltd, which in turn owns 100% of the equity of CEVA Group Plc. One share is held by Louis Cayman Second Holdco Ltd, a wholly owned CEVA entity.

CEVA Limited, a subsidiary of CEVA Group Plc, has a service agreement with Apollo for the provision of management and support services. The annual fee is equal to the greater of €3 million per annum and 1.5% of the Group's EBITDA. A fee of €0.7 million (three months ended 31 March 2009: €0.8 million) is included in the income statement for the three months ended 31 March 2009.

Gareth Turner, Josh Harris, Stan Parker, Tom White, Marvin Schlanger and Michael Jupiter are Directors of CEVA Group Plc and also hold senior positions within Apollo.

At 31 March 2010 CEVA Group Plc has a payable to CEVA Investments Ltd amounting to €9 million (31 December 2009: €9 million). This relates mainly to intercompany cash pooling arrangements and is included within trade and other payables in the balance sheet.

Financing

From time to time, depending upon market, pricing and other conditions, as well as our cash balances and liquidity, we or our affiliates, including Apollo, may seek to acquire notes or other indebtedness of CEVA through open market purchases, privately negotiated transactions, tender offers, redemption or otherwise, upon such terms and at such prices as we or our affiliates may determine (or as maybe provided for in the indentures or other documents governing the notes or other indebtedness), for cash or other consideration. In addition, we have considered and will continue to evaluate potential transactions to reduce our outstanding debt, such as debt for debt exchanges and other similar transactions, as well as potential transactions pursuant to which Apollo or its affiliates may provide financing to CEVA or otherwise engage in transactions to provide liquidity to CEVA. There can be no assurance as to which, if any, of these alternatives or combinations thereof we or our affiliates may choose to pursue in the future as the pursuit of any alternative will depend upon numerous factors such as market conditions, our financial performance and the limitations applicable to such transactions under our financing documents.

At 31 March 2010, funds managed by Apollo held approximately US\$77 million of 11.5% junior priority senior secured notes (31 December 2009: nil), €73 million of senior notes (31 December 2009: €73 million), US\$629 million of the senior unsecured loan facility (31 December 2009: US\$629 million) and €57 million of the 10% senior subordinated notes (31 December 2009: €57 million).

Ultimate controlling party

The ultimate controlling party of CEVA Group Plc is Apollo.

Other related party transactions

There are 284 management and other personnel in CEVA Group companies who participate in the management equity plan. They also receive salaries and benefits as part of their employment compensation.

14. Seasonality of Operations

Our business is impacted by the seasonal slowdown or upturn of industries in which certain of our customers operate. The automotive sector, our largest sector, typically encounters slowdowns in both the third and fourth quarters of each year when many of the automotive manufacturing plants close for vacation. In response, we proactively scale down and may even temporarily close certain operations in order to maximize cost efficiencies. We also experience seasonal trends in our fast moving consumer goods and technology sectors where demand increases in the fourth quarter as consumer goods such as toys, clothes and electronics are delivered to retail locations by early December.

Our global footprint and industry spread decreases the overall seasonality of our business.

15. Events After Balance Sheet Date

Assets held for sale

The building in the Northern Europe region was sold in May 2010.

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Making business flow