Punch Graphix N.V.

(a public company with limited liability incorporated under the laws of The Netherlands, with its corporate seat in Eede, The Netherlands)

Offering of new ordinary shares for a maximum amount of EUR 69,000,000

Punch Graphix N.V. (**Punch Graphix** or the **Company**) is offering a maximum amount of EUR 69,000,000 (including an 15% Over-Allotment Option, see below) in new ordinary shares in its capital with a nominal value of EUR 4.00 each (the **New Shares**).

One part of the offering of the New Shares, representing a total value of EUR 34,500,000 (including an Over-Allotment Option of maximum EUR 4,500,000, see below), consists of an offering to institutional investors in Europe by means of a private placement (the **Private Placement**).

Petercam Bank N.V. (the **Lead Manager**) will be granted an over-allotment option, exercisable as of the date of publication of results of the Private Placement until 30 days thereafter, for a number of shares up to 15% of the shares issued in relation tot the Private Placement at the Issue Price for the sole purpose of allowing the Lead Manager to cover over-allotments, if any. The shares covered by the Over-Allotment option will be New Shares.

The other part of the New Shares, also representing a maximum value of EUR 34,500,000 will be offered to Punch International N.V. (**Punch International**). The payment for these New Shares shall be effected by setting of part of an amount that the Company owes to Punch International (current account receivable with a total amount of approximately EUR 74 million) against the issue price owed by Punch International to Punch Graphix (**the Conversion**). The amount of debt converted will be the same as the amount subscribed for in the Private Placement by institutional investors, increased, as the case may be, with the Over-Allotment Option. The issue price payable for the New Shares issued to Punch International in relation to the Conversion will be exactly the same as the issue price of the New Share issued in relation to the Private Placement. For details on the calculation of the Issue Price, please refer to chapter VI ("Information on the Offering") of this Prospectus.

Application will be made to list the New Shares on Euronext Amsterdam by NYSE Euronext. The Company expects that the New Shares will be listed and that trading in the New Shares will commence, on Euronext Amsterdam by NYSE Euronext on or about 18 December 2007, subject to early closing, barring unforeseen circumstances. It is expected that payment for and delivery of the New Shares will be made on or about 18 December 2007, subject to early closing.

The issue price will be determined in consultation between the Company and the Lead Manager and will be based on a book building method in the framework of the Private Placement managed by the Lead Manager (the **Issue Price**).

The Issue Price and the exact number of New Shares issued in relation to the Offering will be set out in a pricing statement which will be deposited with the AFM. The Issue Price and the exact number of New Shares offered in the Offering will also be announced in a press release and an advertisement in the Daily Official List (*Officiële Prijscourant*) of Euronext Amsterdam N.V. (the Daily Official List) on or about 13 December 2007, subject to early closing .

The statutory pre-emptive rights (*wettelijke voorkeursrechten*) of holders of shares in the capital in Punch Graphix have been excluded for the purpose of the Private Placement and Conversion.

The Company published a prospectus relating to a previous transaction on 27 June 2007 (the **Previous Prospectus**) and a supplement to this Previous Prospectus on 11 July 2007 (**Supplement to the Previous Prospectus**). Information provided in the Previous Prospectus and Supplement to the Previous Prospectus that is still up to date and relevant as at the date of this Prospectus is incorporated by reference in the relevant sections of this Prospectus. An overview of information incorporated by reference in this Prospectus is provided in paragraph E of chapter II (Important Information).

This Prospectus constitutes a prospectus for the purpose of article 3 of the Directive 2003/71/EC (**Prospectus Directive**) and has been prepared in accordance with article 5:2 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) (**WFT**). This Prospectus has been filed with and approved by the Netherlands Authority for the Financial Markets (**AFM**).

In line with the regulations of Euronext Amsterdam, Petercam has assumed the role of listing agent to this transaction in due observance of the applicable regulations of Euronext Amsterdam (including rule 6204 Rulebook I, Euronext Notice N6-01, and Rule A 2701/2 of the local Rulebook II).

Lead Manager and Listing Agent

PETERCAM

Petercam Bank N.V.

The date of this Prospectus is 6 December 2007

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I SUMMARY

This section constitutes the summary of the essential characteristics and risks associated with the Company, its Shares, and of the Transaction. This summary should be read as an introduction to this Prospectus and any decision to invest in Offer Shares should be based on a consideration of this Prospectus as a whole, including the information disclosed in chapter II "Risk Factors" and all appendices to this Prospectus. This summary does not provide a complete overview and does not contain all the information that you should consider in connection with any decision relating to the Offer Shares.

Civil liability will attach to the Company in any state party to the European Economic Area (an "EEA State") in respect of this summary, only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus. Should a claim relating to information contained in this Prospectus be brought before a court in an EEA State under the national legislation of the EEA State where the claim is brought, the plaintiff may, under the national legislation of the state where the claim is brought, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.

A Introduction

The Supervisory Board and Management Board of Punch Graphix proposed on 5 December 2007 to issue new Shares for a maximum amount of EUR 30 million, excluding an over-allotment option of 15%, through a private placement amongst institutional investors in order to improve the free float of the Company (the **Private Placement**). The Company subsequently appointed Petercam to arrange for such a private placement, which is expected to take place in the first two weeks of December 2007.

In addition, the Supervisory Board and Management Board of Punch Graphix agreed on 5 December 2007 with its major shareholder Punch International to convert debt which Punch Graphix owes to Punch International into the capital of the Company for exactly the same amount as the Private Placement including the Over-Allotment Option (the **Conversion**).

The Private Placement and the Conversion are in this document collectively referred to as the Offering.

B Information concerning the Issuer

History and development of the Issuer

Punch Graphix provides digital and pre-press printing systems, ongoing consumables and services to its installed base. The Company also designs, develops and produces equipment and machines for leading suppliers in the agro-food industry, graphics industry and various other sectors. Punch Graphix originates from the reverse acquisition of Punch Professional by Prolion in December 2005 and the acquisition of 97.29% of the share capital of Punch Graphix plc. by Punch Technix N.V in July 2007, that was subsequently renamed Punch Graphix N.V.

Prolion was created in 1990 by the management buy out from Greenland N.V. the agriculture division of the Thyssen Bornemisza Group. Prolion developed, produced and sold automated milking machines to dairy farmers around the world.

Punch Professional was part of Punch International until December 2005. Punch Professional specialised in the assembly of components, semi finished and finished products primarily for the printing industry.

Punch Graphix plc. designs, develops and delivers digital colour printing and prepress equipment, software, consumables, application support and services for the global graphics industry.

Punch Graphix plc. is the result of a number of acquisitions made by Punch International over the past years, more in particular:

- Punch Graphix Prepress Belgium N.V. which was acquired by Punch International in January 2000;
- Xeikon N.V. wich was acquired by Punch International in April 2002; and

- Punch Graphix Prepress Germany, which was acquired by Punch International in December 2004.

Until May 2005, Punch Graphix plc. was an entirely consolidated division within Punch International. In May 2005 Punch Graphix plc. was floated on the AIM in London. Through the IPO, Punch International sold 51% of the shares it owned from Punch Graphix plc. Subsequently, Punch International owned 49% after the IPO.

On 8 January 2007 Punch International made a mandatory cash offer on all outstanding shares of Punch Graphix plc. at GBp 128 per share as Punch International was not satisfied with Punch Graphix plc. share price performance since the IPO in 2005.

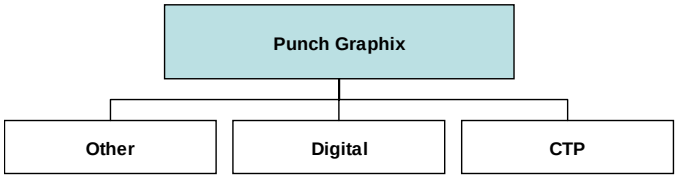
The offer closed on 13 February 2007 with Punch International increasing its shareholding from 49% to 92.58%. In the period afterwards Punch International increased its shareholding to 97.29% which was transferred to Punch Graphix on 18 July 2007 as described above.

Punch Graphix is listed on Euronext Amsterdam by NYSE Euronext since 4 July 1997.

Business overview

Punch Graphix comprises three operational and commercial business units being Digital, CTP and Other.

Exhibit 1 - Punch Graphix commercial and operational structure



Source: Punch Graphix

CTP

The business unit CTP develops, manufactures and distributes high quality prepress equipment and related software for offset printing in the commercial and newspaper sectors under the basysPrint brand name and as an OEM supplier.

Digital

The business unit Digital develops, manufactures and distributes high-end digital colour printing systems, prepress and operating software, and consumables for the global printing market. Product are sold under the Xeikon brand,

Other

The business unit Other comprises of the divisions EMS and RMS.

The EMS division supplies integrated services in the field of electronic and mechanical assembly of printed-circuit boards (PCBs), the production of precision metal components, and the production and assembly of equipment and machines to the various sectors in which it is active.

With regard to the activities of the RMS division, Punch Graphix announced on 30 August 2007 that it has granted a worldwide license (which is not limited in time) to WestfaliaSurge on Punch Graphix milking robot technology, in exchange of a license fee payable by WestfaliaSurge which will result in this division ceasing its activities before the end of this year. More details with regard to this transaction can be found on page 51 of this Prospectus.

Strategy

Punch Graphix is committed to becoming and remaining a market leader by means of market and customer oriented innovations. A dedicated team of more than 105 researchers and engineers anticipates the new technological developments and expectations of the market in close collaboration with the sales and service organisation.

By ensuring continuous technological enhancement, the Company allows itself and its customers to maintain a competitive edge. Purposeful innovation and improvement are driving sustainable growth.

The long-term growth strategy is focussed around three major themes:

- Worldwide presence and top-3 player in chosen niche markets.
- Recurring revenues and growth
- Value creation for the shareholders and all other stakeholders

Recent developments

Please find below an overview of recent developments since publication of the 30 June 2007 financials:

- On 18 July 2007, Punch Graphix acquired 97.29% of the shares of Punch Graphix plc, the graphics subsidiary listed on the London AIM of parent company Punch International. This acquisition was effected, on the one hand, through a capital increase by means of the contribution by Punch International of 35.96% of the shares of Punch Graphix plc and, on the other, through the purchase of 61.33% of the shares of Punch Graphix plc, financed by a current account for the amount of EUR 119.6 million
- On 30 August 2007, The Company signed an agreement with the Germany based WestfaliaSurge. With this agreement, the Company gives WestfaliaSurge a worldwide and non-exclusive licence to sell and service its automatic milking system "Titan". More detail with reagrds to this agreement can be found on page 51 of this Prospectus.

C Information concerning the Offering

The Offering of New Shares for an maximum amount of EUR 69,000,000 consists of the combination of the Private Placement and the Conversion

Private Placement

The Private Placement consists of the offering of New Shares for a total value of EUR 30,000,000 (excluding the Over-Allotment Option of 15%, see below) to institutional investors in Europe by means of a private placement.

In connection with the Private Placement the Lead Manager will be granted an over-allotment option, exercisable as of the date of publication of results of the Private Placement until 30 days thereafter, for a number of shares up to 15% of the shares issued in relation to the Private Placement at the Issue Price for the sole purpose of allowing the Lead Manager to cover over-allotments, if any. The shares covered by the Over-Allotment Option will be New Shares of Punch Graphix.

Conversion

The Conversion consists of the offering of New Shares representing a maximum value of EUR 34,500,000 to Punch International N.V. (Punch International). The payment for these New Shares shall be effected by setting off part of an amount that the Company owes to Punch International (current account receivable with a total amount of approximately EUR 74 million) against the issue price owed by Punch International to Punch Graphix (the Conversion). The amount of debt

converted will be exactly the same as the amount subscribed for in the Private Placement by institutional investors. The issue price of New Shares issued in relation to the Conversion will be exactly the same as the issue price of the New Share issued in relation to the Private Placement.

The Conversion shall be effected by setting off the debt owed by the Company to Punch International against (part of) the issue price owed by Punch International to Punch Graphix.

Application will be made to list the New Shares on Euronext Amsterdam by NYSE Euronext. The Company expects that the New Shares will be listed and that trading in the New Shares will commence, on Euronext Amsterdam by NYSE Euronext on 18 December 2007, subject to early closing, barring unforeseen circumstances. It is expected that payment for and delivery of the New Shares will be made on or about 18 December 2007, subject to early closing.

The issue price will be determined in consultation between the Company and Petercam and will be based on a book building method in the framework of the Private Placement managed by Petercam (the Issue Price).

The Issue Price and the exact number of New Shares issued in relation to the Offering will be set out in a pricing statement which will be deposited with the AFM. The Issue Price and the exact number of New Shares offered in the Offering will also be announced in a press release and an advertisement in the Daily Official List (Officiële Prijscourant) of Euronext Amsterdam N.V. (the Daily Official List on or about 13 December 2007, subject to early closing.

Lock-up arrangement

The Company entered into a lock-up arrangement with the Lead Manager ending 180 days of the first day of trading of the New Shares, except with prior written consent of the Lead Manager which shall not unreasonably be withheld.

D Rationale of the Offering

With the Offering the Company intends to finance future growth, increase its free float and increase its financial independence from reference shareholder Punch International

E Selected consolidated financial data

Following are selected consolidated financial data as of and for the twelve months period ended 31 December 2006, 31 December 2005 and 31 December 2004 and for the six months period ended 30 June 2007 and 30 June 2006. The selected consolidated financial data should be read in conjunction with the section titled "Operating and Financial Review" and the financial statements and the related notes thereto included in this Prospectus.

The financial statements from which the selected consolidated financial data for the twelve months ended 31 December 2006, 31 December 2005 and 31 December 2004 and six months ended 30 June 2007 and 30 June 2006 set forth below have been derived were prepared in accordance with IFRS. The financial information in this section has been derived from the consolidated financial information provided in chapter "Operating and Financial Review"

In order to prevent any ambiguity, the selected financial data relates to the audited financial data of Punch Graphix as at 31 December and the unaudited financial data as at 30 June. The Acquisition took place after 30 June 2007. Consequently, this section contains only financial data relating to Punch Graphix before 97.29% of Punch Graphix plc. was acquired. The pro forma figures relating to Punch Graphix after the Acquisition are contained in Chapter IX of which the key items are provided below.

The selected consolidated financial data set forth below may not contain all of the information that is important to you.

Profit and loss statement Punch Graphix per year-end 2006, 2005 and 2004:

EUR m	**2006**	**2005**	**2004**
Sales	35.5	2.3	0.0
Gross margin	14.4	1.1	-
EBITDA	-3.0	-0.4	0.0
Operating result (EBIT)	-4.2	-0.6	0.0
Result before tax	-4.3	-0.6	0.0
Net result	-3.0	-0.6	0.0

The table above shows the evolution of the principal key figures of the profit & loss statement. Please refer to chapter "Operating and Financial Review" for interpreting these figures.

Balance sheet Punch Graphix:

EUR m	**30 June 2007 (unaudited)**	**31 December 2006**	**31 December 2005**	**31 December 2004**
Non current assets	25.3	32.0	28.9	0
Cash	0.9	0.9	4.1	0
Other current assets	26.2	20.1	11.3	0
Total assets	52.4	53.0	44.3	0
Equity	20.7	28.6	30.7	0
Provisions	4.7	4.1	4.5	0
Financial debts	6.3	7.6	0.5	0
Other debts	20.7	12.7	8.6	0
Total equity and liabilities	52.4	53.0	44.3	0

The table above shows the evolution of the principal key figures of the balance sheet. Please refer to chapter "Operating and Financial Review" for interpreting these figures.

Profit and loss statement Punch Graphix per 30 June 2006 and 30 June 2007:

EUR m	**30 June 2007 (unaudited)**	**30 June 2006 (unaudited)**
Sales	14.6	18.6
Total revenues	25.7	18.0
EBITDA	3.7	0.5
Operating profit (EBIT)	-14.6	0.0
Result before tax	-15.2	0.1
Net result	-8.4	0.0
Earnings per share	-1.82	0.01

The table above shows the evolution of the principal key figures of the profit and loss statement per 30 June 2006 and 30 June 2007. Please refer to chapter "Operating and Financial Review" for interpreting these figures.

Please find below the key items of the pro forma consolidated financials per 30 June 2007 and 30 September 2007 giving effect to the Acquisition per 31 December 2006. The pro forma consolidated financials per 30 September 2007 also give effect to the Offering. The pro forma financials should be read in conjunction with Chapter IX of this Prospectus.

Pro forma consolidated income statement and balance sheet per 30 June 2007

IFRS	**Punch Graphix N.V.**	**Punch Graphix Plc.**	**Capital increase cash**	**Capital increase contr.**	**Purchase Punch Graphix plc. shares**	**Fair value adjustment Punch Graphix plc.**	**Elimination of Punch Graphix plc. shares**	**Elimination of Equity Punch Graphix plc. + minority allocation**	**Pro forma consolidation**
EUR k	**30 June 2007**	**30 June 2007**	**18 July 2007**	**18 July 2007**	**18 July 2007**	**18 July 2007**	**18 July 2007**	**18 July 2007**	**30 June 2007**
Total revenues	25,673	86,888							**112,561**
Total operating expenses	40,314	73,703							**114,017**
Operating result (EBIT)	-14,641	13,185							**-1,456**
Result before tax	-15,164	11,902							**-3,262**
Taxes	6,803	-3,493							3,310
Net result	-8,361	8,409							**48**
EBITDA	3,672	**21,649**							**25,321**
Weighted average number of shares									17,335,506
Earnings per share - basic & diluted									0.00
Non-current assets	**25,251**	**122,896**		**70,140**	**119,644**	**91,000**	**-189,784**		**239,147**
Current assets	**27,157**	**100,131**	**8,936**						**136,224**
Total assets	**52,408**	**223,027**	**8,936**	**70,140**	**119,644**	**91,000**	**-189,784**		**375,371**
Total equity	**20,673**	**118,375**	**8,936**	**70,140**		**91,000**	**-189,784**		**119,340**
Non-current liabilities	**5,388**	**49,587**			**107,679**				**162,654**
Current liabilities	**26,347**	**55,065**			**11,965**				**93,377**
Total equity and liabilities	**52,408**	**223,027**	**8,936**	**70,140**	**119,644**	**91,000**	**-189,784**		**375,371**

Pro forma consolidated income statement per 30 September 2007

IFRS	**Punch Graphix N.V. (only former Punch Technix activities for the first nine months of 2007)**	**Punch Graphix plc (for the first nine months of 2007)**	**Pro forma consolidation**
EUR k			
Total revenues	**33,699**	**126,856**	**160,555**
Total operating expenses	**-50.456**	**-107,216**	**-157,672**
Operating result (EBIT)	**-16,757**	**19,640**	**2,883**
Result before tax	**-18,607**	**17,632**	**-975**
Taxes	5,144	-3,428	1,716
Net result	**-13,463**	**14,204**	**741**
EBITDA	2,975	**30,711**	**33,686**
Weighted average number of shares			17,335,506
Earnings per share - basic & diluted			0.00

Pro forma consolidated balance sheet per 30 September 2007

IFRS	**Punch Graphix N.V. per 30 September 2007**	**Capital increase cash (Private Placement)**	**Capital increase in kind (Conversion)**	**Pro forma consolidation**
EUR k				
Non-current assets	**200,097**			**200,097**
Current assets	**120,760**	**30,000**		**150,760**
Total assets	**320,857**	**30,000**		**350,857**
Total equity	**116,858**	**30,000**	**30,000**	**176,858**
Non-current liabilities	**121,067**		**-30,000**	**91,067**
Current liabilities	**82,932**			**82,932**
Total equity and liabilities	**320,857**	**30,000**		**350,857**

F Risk Factors

Before investing in the Offer Shares, prospective investors should consider carefully, together with the other information contained in this Prospectus, the risk factors relating to an investment in the Offer Shares described in "Risk Factors", including risks relating to the following items: Dependence on key executives and personnel, Controlling shareholder, Acquisitions, Additional capital requirements to fund ongoing operations, Strategic combination not fully utilised yet, Failure to successfully and efficiently integrate Punch Graphix plc. into Punch Graphix N.V. may adversely affect the operations and financial condition of the combined entity, Market developments, Competition, Product risk, Changing technology, Commercial printing is a cyclical business, The inability to innovate could seriously impact the future performance of Punch Graphix, International customer base, Exchange rate fluctuations may negatively affect the financial performance of Punch Graphix, Dependence on key contracts, Dependence on key suppliers, Increasing competition, Dependence on a limited number of customers, Negative results and cash flows coming from RMS division, Intellectual property and patent protection, The Company is subject to some legal proceedings, Product liability and other legal procedures, Tax affairs of foreign companies, Corporation tax: compensable losses, Corporation tax: Transfer pricing, Filing of the annual accounts, Mass dismissal by EMS division ,AFM investigation with respect to Punch Graphix' annual report 2006, The pro forma financial statements included in this Prospectus are presented for illustrative purposes only and may not be an indication of the financial condition or results of operations for the periods indicated, The share price may decline below the Issue Price, The Company has a limited free float which may have an adverse effect on the liquidity, marketability and/or value of the Shares., The Company may in the future seek to issue additional equity securities, which would cause holders of Shares to face the risk that their holding in the Company will be diluted.

G Additional information

Corporate Information

Punch Graphix is a public limited liability company with (naamloze vennootschap) incorporated and operating under the laws of The Netherlands with its corporate seat in Eede, The Netherlands. The Company was incorporated in 1990. The trade register registration number is 34100253 0000. The current business address is Brieversstraat 70, 4529 GZ, Eede, the Netherlands, Tel.: +31 117 375020, Fax.: +31 117 375021 Punch Graphix operates under the commercial name Punch Graphix.

Available Information

Copies of this Prospectus may be obtained at no cost by sending a request in writing or email to the Company or to the Listing Agent. See "Important Information, Documents are available for review". In addition, eligible investors may obtain copies of this Prospectus through the website of Euronext Amsterdam at http://www.euronext.com.

II RISK FACTORS

You should consider carefully the following risks and uncertainties in addition to the other information presented in this Prospectus. If any of the following risks actually occurs, the business, results of operations, financial condition or prospects could be materially adversely affected. In that event, the value of the Shares (including the New Shares) could decline, and you may lose part or all of your investment. The risks and uncertainties described below are those that the Company believes are material, but these risks and uncertainties are not the only ones they face. Additional risks and uncertainties not presently known or that currently deem immaterial may also have a material adverse effect on the business, results of operations, financial condition or prospects of Punch Graphix and could negatively affect the price of the Offer Shares.

You should carefully review the entire Prospectus and you should reach your own views and decisions on the merits and risks of investing in the Company in light of your own personal circumstances. Furthermore, you should consult your financial, legal and tax advisors to carefully review the risks associated with an investment in the Company.

A Risk related to Punch Graphix

Dependence on key executives and personnel

Punch Graphix future success is substantially dependent on the continued services and performance of its current executive management and senior management and its ability to continue to attract and retain highly skilled and qualified personnel. The Company cannot give assurances that members of the senior management team and the executive directors will continue to remain within the Company. The loss of the services of the executive directors, members of senior management and other key employees could damage the business of the Company.

Controlling shareholder

Prior to the Offering Punch held 13,863,371 Shares Punch Graphix, which represents 79.97% of the share capital. After the Offering Punch will hold approximately 70% of the share capital. As such, Punch is regarded as a controlling shareholder of Punch Graphix. Although the Management Board is satisfied that the Company is capable of carrying on its business independently of Punch, and that all transactions and relationships between the Company and Punch are and will continue to be at arm's length and on an ordinary commercial basis, Punch interests may conflict with the interests of other Shareholders.

Acquisitions

The Company may engage in future acquisitions that could dilute Shareholders' equity. The Company has pursued, and will continue to pursue, growth opportunities through internal development and may expand its operations through the acquisition of complementary businesses, products and technologies. The Management Board is unable to predict whether or when any prospective acquisition, if pursued, will be completed. The process of integrating an acquired business may be prolonged due to unforeseen difficulties and may require a disproportionate amount of the Company's resources and management's attention. The Company cannot assure Shareholders that they will be able to successfully identify suitable acquisition candidates, complete acquisitions, integrate acquired businesses into its operations, or expand into new markets. Furthermore, once integrated, acquisitions may not achieve comparable levels of revenues, profitability or productivity as existing business or otherwise perform as expected. The occurrence of any of these events could harm the Company's business, financial condition or results of operations. Future acquisitions may require substantial capital resources, which may require Punch Graphix to seek additional debt or equity financing. Future acquisitions by Punch Graphix could result in the following, any of which could seriously harm the results of operations or the share price:

- Issuance of equity securities that would dilute Shareholders' percentage of ownership;

- Large one-time write-offs;
- The incurrence of debt and contingent liabilities;
- Difficulties in the assimilation and integration of operations, personnel, technologies, products and information systems of the acquired companies;
- Diversion of management's attention from other business concerns;
- Contractual disputes;
- Risks of entering geographic and business markets in which the Company has no or only limited prior experience; and
- Potential loss of key employees of acquired organizations.

Additional capital requirements to fund ongoing operations

The Company believes that based on the current business plan and expected growth, the estimated net proceeds of the Private Placement, the anticipated debt capacity and future cash flow will be sufficient to fund Punch Graphix operations for the foreseeable future. However, if the Company's working capital needs exceed current expectations, then it may need to raise additional capital from equity or debt sources. Further equity financing may be dilutive to existing Shareholders or result in the issuance of securities whose rights, preference and privileges are senior to those of the owners of Shares. If any such future funding requirements are met through additional debt financing, the Company may be required to adhere to covenants restricting its future operational and financial activities. If the Company is unable to secure additional funds when needed or cannot do so on terms it finds acceptable, the Company may be unable to expand its operations, take full advantage of future commercial opportunities or respond adequately to competitive pressures, any of which may have an adverse effect on its business and results of operations.

Failure to successfully and efficiently integrate Punch Graphix plc. into Punch Graphix may adversely affect the operations and financial condition of the combined entity

The acquisition of 97.29% of Punch Graphix plc. in July 2007 was costly and risky and the activities of Punch Graphix plc. may not be successfully or efficiently integrated with the operations of Punch Graphix. Challenges to Punch Graphix that is currently integrating the activities of Punch Graphix plc. into its the operations include, amongst others:

- Difficulties in integrating the activities of Punch Graphix plc. into current management and reporting structure;
- The possibility that Punch Graphix will be unable to retain key staff members and clients from Punch Graphix plc.;The potential disruption of ongoing business and the strain placed on management, administrative, operational and financial resources;
- The failure to discover liabilities for which Punch Graphix will be responsible as a successor owner or operator;
- Diversion of management's attention away from other business concerns;
- The possibility that the activities of Punch Graphix plc. may not achieve the levels of revenue, profitability or productivity expected; and
- The possibility that the Company may not achieve the synergies that it anticipated to achieve.

The Company may not be able to overcome these or other challenges and the Transaction and Acquisition could therefore have a negative effect on its business, future prospects, financial condition and results of operations.

Market developments

The market in which Punch Graphix operates is characterized by technological developments, professionalisation and scaling-up and margin pressure. The size of Punch Graphix compared to some competitors in this market is possibly a disadvantage. This could have negative consequences for the development of sales and the results of the Company.

Competition

Larger graphics related companies are better resourced than Punch Graphix currently. It is possible that other companies may have competitive products in development, which are not known to the Company. Competitors may be able to develop more effective technologies than, or may produce products superior to those of the Company.

Product risk

There can be no assurance that no unforeseen fundamental technical problems will be encountered in carrying out further development work and production engineering of the Company's products.

Changing technology

The Company is exposed to future changes in technology which may make the market for products based on its particular designs products less effective, or at worst redundant.

Commercial printing is a cyclical business

Commercial printing is a cyclical business because marketing expenses are often slashed when the economy slows down. Approximately 67% of Punch Graphix sales in 2006 relates to the digital printing market an economic downturn can seriously impact the performance of Punch Graphix as a whole.

The inability to innovate could seriously impact the future performance of Punch Graphix

Punch Graphix is involved in complex technologies and faces rivals with important resources. Therefore, in order to keep on designing and developing competitive products, substantial R&D amounts need to be committed every year. The performance of Punch Graphix can seriously be impacted if the company is not able to successfully introduce new products in the coming years.

International customer base

Punch Graphix generates a significant part of its revenues from customers in Europe, North America and Asia Pacific. Punch Graphix expect that sales will continue to be made across a number of geographical regions for the foreseeable future. As a result, the occurrence of any negative international political, economic or geographical events could result in significant revenue shortfalls. These shortfalls could cause the business of Punch Graphix to be harmed. Some of the risks of doing business internationally include:

- unexpected changes in regulatory environments;
- imposition of tariffs and other barriers and restrictions;
- burdens of complying with a variety of foreign laws;
- political and economic instability ; and
- changes in diplomatic and trade relationships.

Exchange rate fluctuations may negatively affect the financial performance of Punch Graphix

As a consequence of the international nature of Punch Graphix' business, it is exposed to risks associated with changes in foreign currency exchange rates. This may result in gains or losses with respect to movements in exchange rates which may be material and may also cause fluctuations in reported financial information that are not necessarily related to the operating results.

Dependence on key contracts

A significant proportion of Punch Graphix Prepress Belgium' revenue (part of the division CTP of the Company) is derived from sales to Agfa. As such, Punch Graphix Prepress Belgium would lose the majority of its current revenues if Agfa were to decide to discontinue its trading relationship in the future. The partnership agreement contains a restatement of a right of first refusal. The right relates to a right of first refusal granted to Agfa on all transactions in the share structure of Punch Graphix Prepress Belgium. In the event that Punch Graphix wishes to dispose of some or all of the shares in Punch Graphix Prepress Belgium, Agfa may elect to exercise such pre-emptive right.

Dependence on key suppliers

Due to the non-standardized nature of Punch Graphix products, there are risks associated with the reliance on Punch Graphix current suppliers. In the event that alternative suppliers are required it may take some time before an appropriate replacement supplier is found. The Digital Micromirror Device and optical lenses central to the operation of Punch Graphix Prepress Germany machines are currently manufactured only by Texas Instruments and Linos Photonics respectively. A failure in the supply of either product is likely to pose a significant threat to Punch Graphix Prepress Germany.

Increasing competition

The EMS division of Punch Graphix is primarily involved in contracting, assembly and production activities. These activities are labor-intensive. Therefore wage costs are an important element in the cost price of the services offered. Mechanical engineering activities require a high level of knowledge while fitting components to PCBs is less knowledge-intensive. Competitors from low-labor countries (including China) could have the advantage with the assembly of electronic components as labor costs are lower than in Slovakia.

It is also true that more and more customers of EMS are moving their own production operations to Asia. There is a risk that these customers will move the activities which they currently contract out to EMS to Asia.

It can generally be said that the increasing competition from lower-labor countries is putting pressure on sales and margins which could have negative consequences for the results of EMS.

Slovakia is also a growth region within Europe as a result of which wage inflation could increase even more. If the Company is unable to pass on some or all of these increased costs to its customers, this could have negative consequences for the results of the Company and this could possibly affect the competitive position of Punch Graphix.

Dependence on a limited number of customers

The division EMS of Punch Graphix has a limited number of customers with whom long-term contracts have been concluded (3-5 years). Despite the conclusion of long-term contracts, in practice it appears that these contracts can be terminated relatively easily without having to pay break-up fees which is common to the supply industry. The loss of one or more customers could possibly have significant consequences for the profitability of the EMS division.

Negative results and cash flows coming from RMS division

In the recent past, Punch Graphix has realized extremely negative results and cash flows with its RMS division. On 30 August 2007 the Company signed an agreement with WestfaliaSurge which stipulates that WestfaliaSurge takes over the vast majority of the RMS activities, the remaining activities of RMS will be ceased before the end of the current year. Until the date the activities of RMS have been fully transferred to WestfaliaSurge and the remaining activities have been ceased, negative cash flows come from this activity.

Intellectual property and patent protection

Punch Graphix' success will depend in part on its ability to secure and maintain patent protection and copyright for its products and processes, to preserve its trade secrets and to operate without infringing the proprietary rights of third parties. No assurance can be given that any pending patent applications or any future patent applications will result in granted patents, that the scope of any copyright or patent protection will exclude competitors or provide competitive advantages to the Company, that any of the Group's patents will be held valid if challenged or that third parties will not claim rights in or ownership of the copyright, patents and other proprietary rights held by the Company. Punch Graphix International N.V. has not, in relation to a number of patents which were assigned by Xeikon N.V. to Punch Graphix International N.V. (previously Xeikon International N.V.), registered such patents with all of the relevant patent offices. As product development continues, Punch Graphix and as a result of that may be subject to claims in relation to infringement of patents, trademarks or other proprietary rights. Adverse judgments against the Punch Graphix may give rise to significant liability in monetary damages, legal fees and an inability to manufacture, market or sell products either at all or in particular territories using existing trademarks and/or particular technology. Where Punch Graphix has given assurances to customers that its products do not infringe proprietary rights of third parties, any such infringement might also expose Punch Graphix to liabilities to those customers. Even claims without merit could deter customers and have a detrimental effect on the business of Punch Graphix as well as being costly and time consuming to defend. Further, there can be no assurance that others have not developed or will not develop similar products, duplicate any of the Punch Graphix products or design around any patents held by Punch Graphix. Others may hold or receive patents which contain claims having a scope that covers products developed by Punch Graphix (whether or not patents are issued to the Punch Graphix). Punch Graphix relies on copyright to protect, amongst other things, the software used in its products. These rights act only to prevent a competitor from copying software and not to prevent a competitor from independently developing works that perform the same functions. Similarly, to some extent Punch Graphix relies upon unpatented trade secrets to protect its proprietary technology. No assurance can be given that others will not independently develop or otherwise acquire substantial equivalent techniques or otherwise gain access to Punch Graphix' un-patented proprietary technology or disclose such technology or that Punch Graphix can ultimately protect meaningful rights to such un-patented proprietary technology.

The Company is subject to some legal proceedings

The Company is involved in routine litigation from time to time in the ordinary course of business. In addition the Company has also been involved in proceedings with regard to Bou-Matic, Agfa Graphics, RR Donnelley and Wirth of which more details are provided in chapter XIII, paragraph G "overview of claims, legal and arbitration proceedings faced by the Company" . These legal proceedings could impact the financial position of the Company if it is convicted.

Product liability and other legal procedures

The risk of product liability is associated with the activities of Punch Graphix. In addition, products which do not work properly could lead to high service and maintenance costs which cannot be passed on to the end-user.

If the products supplied by Punch Graphix do not work properly, the customer can invoke the warranty clauses which Punch Graphix has included in its terms and conditions of sale. It is uncertain whether the current insurance policy is sufficient to cover possible product liability claims or other types of liability. It is also uncertain as to whether it will be possible to take out insurance under acceptable terms in the future. In addition, the Company can be held liable for failing to deliver in respect of supplying its products, even if the failure has been caused by a third party. A successful claim based on product liability or otherwise could have a negative effect on the results. In addition, objecting to such claims could involve considerable costs and management time. Please refer to chapter XIII, paragraph G for further information on legal procedures.

Tax affairs of foreign companies

Punch Graphix has a number of foreign group companies. The Company has declared that there are no relevant points of attention relating to tax in connection with the foreign group companies although the possibility of there being tax risks in respect of the foreign group companies which could be detrimental to Punch Graphix cannot be ruled out.

Corporate tax: tax losses carried forward

The tax losses carried forward of Punch Graphix amounted to EUR 39.1 million per year-end 2006. As a result of internal reorganizations carried out over the past years, which could reduce the level of compensable losses significantly, the size of the tax losses within Punch Graphix are uncertain. Based on legal provisions, compensable losses can be lost as a result of significant changes in shareholdings or it is possible that they will not all be able to be consumed. The Company has obtained a ruling from the Dutch tax authorities which sets out the conditions under which the existing tax losses can be carried forward. Based on independent tax advice the Company believes that neither the change in shareholders which took place during the first half of 2005, the change in shareholders in July 2007 as described in the Supplement to the Previous Prospectus or the change in shareholders as described in this Prospectus will result in the loss of existing compensable losses if, apart from that, the other usual conditions are met.

Corporate tax: transfer pricing

Punch Graphix set up a protocol for group companies establishing the transfer prices for intercompany supplies and/or services and the calculation of intercompany interest. The intercompany supplies are specified in this protocol, the research & development and the holding costs are determined on an annual basis and the interest rate to be used for intercompany loans is agreed. The possibility that the tax authorities with the relevant jurisdiction may make different or additional corrections cannot be ruled out.

Filing of the annual accounts

In the last few years, the Company (and a number of its group companies) has not complied with its legal obligation to file its annual accounts on time which could lead to penalties being imposed and to the directors being suspected of having been to blame in the event of insolvency. Since then, the Company has complied with the obligation to file its annual accounts (admittedly not in good time) except for the subsidiaries RMS Benelux B.V., RMS International B.V., EDS B.V. and Prolion B.V.

Mass dismissal by EMS division

Punch Technix Equipment (part of the EMS division of Punch Graphix) initiated a mass dismissal (lay-off) of 301 employees in connection with contemplated termination of its electronics production business. The dismissal has already been announced to the local Labour Authority and to the representatives of the employees in line with statutory regulations on mass dismissals. 275 notices have been served to employees already and 26 notices are outstanding to employees that are on sickness leave but will be sent out by the end of November 2007. As a result of the mass dismissal, Punch Technix Equipment is likely to incur significant costs of severance pay to the dismissed employees. Standard severance pay is twice the average monthly salary of the employee in Slovakia. Severance payments amounting to two to three month's salary payment per dismissed employee will be due which adds up to approximately EUR 430,000 in total. Possible labour law disputes challenging the dismissals might trigger additional costs.

B Risk related to the Offering

The pro forma financial statements included in this Prospectus are presented for illustrative purposes only and may not be an indication of the financial condition or results of operations for the periods indicated

The pro forma financial statements contained in this Prospectus are presented for illustrative purposes only and may not be an indication of the financial condition or results of operations for the relevant periods for several reasons. The pro forma financial statements have been derived from the historical financial statements of Punch Graphix as well as those of Punch Graphix plc. and certain adjustments and assumptions have been made regarding the combined operations after giving effect to the Acquisition. The information upon which these adjustments and assumptions have been made is preliminary, and these kinds of adjustments and assumptions are difficult to make with complete accuracy. Moreover, the pro forma financial statements do not reflect all costs and potential synergies that are expected to be incurred by Punch Graphix in connection with the Acquisition. As a result, the actual financial condition and results of operations following the Acquisition may not be consistent with, or evident from, these pro forma financial statements.

The assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect the financial condition or results of operations following the Acquisition. Any potential decline in the financial condition or results of operations may cause significant variations in the stock price of the Shares.

The Share price may decline below the Issue Price

The market price of Shares at the time of the Private Placement may not be indicative of the market price for Shares after the Private Placement is completed. Factors other than the financial and operational results of the Company that may affect the price of Shares include but are not limited to:

- Changes in estimates of the financial performance by securities analysts;
- Conditions or trends in the sectors or the regions in which the Company operates;
- Announcements by the Company or competitors relating to significant mergers and/or acquisitions, strategic alliances, joint ventures or their termination, or of sales of interests in subsidiaries or joint ventures, or of the exchange of assets and activities; and
- Sales of Shares by any of the shareholders especially as the level of trading in the Shares is limited.

The Company cannot assure that the market prices of Shares will not decline below the Issue Price. Should this occur immediate unrealised loss will be suffered as a result. Moreover, the Company cannot assure that Shareholders will be able to sell Shares at a price equal to or greater than the Issue Price.

In the last period, the Share price was extremely volatile. Even after the Private Placement, there is a risk that the Share price will continue to be volatile. Most of the factors influencing this process lie outside the sphere of influence of the Company. These factors include market conditions, the

sentiment of shareholders, the withdrawal of reference shareholders at the end of the lock-up period, etc.

The Company has a limited free float which may have an adverse effect on the liquidity, marketability and/or value of the Shares.

Prior to the Offering Punch holds an aggregate of 13,863,371 of Shares, representing 79.97% of the outstanding Shares. After the Offering Punch will hold approximately 70% of the share capital of the Company. Consequently, the free float of Shares will be increased but is still limited which may have an adverse effect on the liquidity, marketability and/or value of the Shares.

The Company may in the future seek to issue additional equity securities, which would cause holders of Shares to face the risk that their holding in the Company will be diluted.

Punch Graphix may seek to raise funds in the future through equity offerings, which could cause dilution for existing shareholders. The sale of newly-issued Shares could have a negative impact on the trading price of Shares and could increase the volatility in the trading price of Shares.

III IMPORTANT INFORMATION

A General

This document (**the Prospectus**) is being made available by Punch Graphix. This Prospectus provides information required by the Prospectus Directive in order to apply for admission to trading on Euronext Amsterdam by NYSE Euronext of New Shares to be issued in relation to the Offering.

You should be aware that the Company published a prospectus relating to a previous transaction on 27 June 2007 (**the Previous Prospectus**) and a supplement to this Previous Prospectus on 11 July 2007 (**Supplement to the Previous Prospectus**). Information provided in the Previous Prospectus and Supplement to the Previous Prospectus that is still up to date and relevant as at the date of this Prospectus is incorporated by reference in the relevant sections of this Prospectus. An overview of information incorporated by reference in this Prospectus is provided in paragraph E “Documents incorporated by reference” of this chapter.

You should rely only on the information contained in this Prospectus, including the information incorporated by reference and any supplement hereto. No person is authorised to give any information or to make any representation not contained in this Prospectus. You must not rely upon any information or representation as having been authorised by the Company or on behalf of the Company or on behalf of the Listing Agent or their affiliates or selling agents, if such information or representation is not contained in this Prospectus.

Punch Graphix accepts responsibility for the information contained in this Prospectus, including the information incorporated by reference. To the best of its knowledge and belief, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect its import. Potential investors should not assume that the information in this Prospectus is accurate as of any other date than the date of its publication.

This Prospectus does not constitute an offer by, or an invitation by or on behalf of, the Company or any affiliate or representative to purchase Shares, or an offer to sell, or the solicitation of an offer to buy, Shares by any person in any jurisdiction. The distribution of this Prospectus is restricted by law in certain jurisdictions.

No action has been or will be taken to permit the possession or distribution of this Prospectus or any other material in relation to the Offering in any jurisdiction outside The Netherlands where action may be required for such purpose. Accordingly, neither this document, nor any advertisement or any other related material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations.

Non-Dutch shareholders and any persons (including, without limitation, nominees, custodians and trustees) who have a contractual or legal obligation to forward this document to a jurisdiction outside The Netherlands carefully should read the section entitled "Selling and Transfer Restrictions".

This Prospectus will be published in English only.

"We", "us", "our" and similar terms refer to Punch Graphix and, as the context requires, any or all or none of its subsidiaries and joint ventures, but in any event does not refer to Punch International and its (other) subsidiaries.

B Forward-looking statements

This Prospectus includes forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including without limitation, those regarding the business model, the financial position, business strategy, plans and objectives of management for future operations, are forward-looking statements. The Company has based these forward-looking statements on current expectations and projections about future events, including numerous assumptions regarding present and future business strategies, operations, and the environment in which the Company will operate in the future. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "ambition", "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "plan", "seek" or "continue" or negative forms or variations of similar

terminology. Such forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors related to Punch Graphix. Actual results may differ materially from those expressed in these forward-looking statements. Given these risks, uncertainties, and assumptions, you are cautioned not to put undue reliance on any forward-looking statements. In addition, the inclusion of such forward-looking statements should under no circumstances be regarded as a representation by Punch Graphix that it will achieve any results set out in such statement or that the underlying assumptions used will in fact be the case. Other than as required by applicable law or the applicable rules of any exchange on which the securities may be listed, the Company has no intention or obligation to update forward-looking statements after distribution of this Prospectus.

The financial information contained in this Prospectus includes the historical financial information of the Company over the past three years (i.e. 2006, 2005 and 2004 per year-end) (incorporated by reference) as published in its annual reports and includes the interim financial information per 30 June 2007 and 30 June 2006. This Prospectus also includes a pro forma consolidation giving effect to the Acquisition. This Prospectus explicitly does not include any financial forecasts or financial estimates of the Company.

Market data and other statistical information used throughout this Prospectus are based on a number of sources, including independent industry publications, government publications, reports by market research firms or other published independent sources. Some data are also based on good faith estimates, which are derived in part from review of internal surveys, as well as the independent sources listed above. Although the Company believes these sources are reliable it has not independently verified the information and cannot guarantee its accuracy and completeness.

C Documents available for review

The annual reports of Punch Graphix over the years 2005 and 2006 and the annual report of Prolion for the financial year 2004-2005, the Articles of Association of the Company, the annual reports of Punch Graphix plc. over the years 2004, 2005 and 2006, the financial reports per 30 June 2007 for Punch Graphix and Punch Graphix plc. and the Previous Prospectus and Supplement to the Previous Prospectus are available for review and can be downloaded from the website of the Company (www.punchgraphix.com).

D Persons responsible

Responsible for this Prospectus

Punch Graphix accepts responsibility for the information contained in this Prospectus, including the information incorporated by reference as provided in paragraph E of this chapter. To the best of its knowledge and belief, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect its import. Potential investors should not assume that the information in this Prospectus is accurate as of any other date than the date of its publication.

Responsible for auditing the financial information

BDO CampsObers Audit & Assurance B.V. Krijgsman 9, 1186 DM Amstelveen with its corporate seat in Amstelveen, The Netherlands is, as auditor of the Company, responsible for the audit of the historical financial information incorporated by reference in chapter VIII, paragraph C “Consolidated accounts 2004-2006”

Chapter VIII paragraph C, incorporates by reference the consolidated accounts of the Company for the years 2004-2006 including the audit reports by the Auditor. For 2005 and 2006 this concerns the financial statements included in the annual reports of the Company. For 2004 this concerns a financial summary. Chapter IX includes the audit report on the pro forma financials per 30 June 2007 and 30 September 2007. The audit reports in chapters VIII and IX are included, in the form and context in which it is included, with the consent of the Auditor. The audit reports have been accurately reproduced and as far as the Company is aware and is able to ascertain from information published by the Auditor no facts have been omitted which could render the reproduced information inaccurate or misleading. The audit reports included in these chapters are sourced from the Auditor.

E Documents incorporated by reference

No other documents or information, including information from the Previous Prospectus and Supplement to the Previous Prospectus and the content of the website (www.punchgraphix.com) or of websites accessible from hyperlinks on the website other then specifically mentioned in exhibit 2 below, form part of, or are incorporated by reference into this Prospectus.

Exhibit 2 - Information incorporated by reference in this Prospectus

Information incorporated by reference	**Document and section where relevant information can be found**
A description of the activities of the business unit CTP	In the Previous Prospectus in chapter VII, "Information on the Company" pages 48 and 49 starting with "Under the basysPrint brand name…." up to and including "…..in the newspaper market in 2004 based on the installed base"
A description of the activities of the business unit Digital	In the Previous Prospectus in chapter VII, "Information on the Company" pages 46, 47 and 48 starting with "Under the Xeikon brand …." up to and including "Exhibit 9 – global high-end digital color printing".
A description of the activities of EMS	In the Previous Prospectus in chapter VII, "Information on the Company" pages 41 and 42 starting with "EMS comprises the traditional subcontracting and…." up to and including "…..Punch Graphix is also starting to focus more and more on telematics solutions".
Information with regard to research and development policies of the Company	in the Previous Prospectus in chapter VII "Information on the Company" pages 43 and 44 starting with "The division RMS is heavily dependent…." up to and including "…..in 2004 no costs on R&D was spent".
The management discussion and analysis of financial condition and result of operations for the past three historical years of the Company	in the Previous Prospectus in chapter VII, "Operating and Financial Review" paragraph B, pages 54, 55 and 56 starting with "Please note that this paragraph only contains…." up to and including "…..and additional debt was taken up for an amount of EUR 6.7m".
The consolidated accounts for the past three historical years of the Company	in the Previous Prospectus in chapter VII, "Operating and Financial Review" paragraph C, pages 57 – 120 starting with "Please find below the annual reports…." up to and including "…..BDO CampsObers Audit & Assurance B.V. R.W. Brummelman RA".
The powers, composition and function of the Supervisory Board	In the Previous Prospectus in chapter IX "Directors, senior management and employees" on page 124 starting with "The Supervisory Board is responsible for…." up to and including "…..then in office are present or represented".

The powers, composition and function of the Management Board	In the Previous Prospectus in chapter IX "Directors, senior management and employees" on page 122 and 123 starting with "The Management Board is responsible for…." up to and including "…..responsible for the management of the Company".
An overview of related party transactions	In the Previous Prospectus in chapter X, "Major shareholders and related-party transactions" pages 132 and 133 starting with "Transaction: Bank credit facility…." up to and including "….., with interest amounting to 5% per annum".
Information with regard to The Shares, Priority Shares, Management and supervision, Warrants, convertible bonds and option on shares, Form and transfer of Shares, Issue of Shares, Pre-emption rights, Reduction of share capital, Dividends and other distributions; and Acquisition of Shares in the Capital of the Company	In the Previous Prospectus in chapter XIV "Additional Information", pages 148 - 152 starting with "Shares are made out to bearer or registered as shareholders wish…." up to and including "…..after the end of a financial year without the annual accounts having been adopted"
Information with regard to Corporate Governance	In the Previous Prospectus in chapter XIV "Additional Information", pages 152 - 156 starting with "The annual General Meeting of Shareholders….." up to and including "…..no squeeze out procedure will take place".

The Previous Prospectus can be downloaded from the website of the Company: www.punchgraphix.com.

IV DEFINITIONS

The following definitions will be used throughout this Prospectus:

The Acquisition	The acquisition of 97.29% of the share capital of Punch Graphix plc. by Punch Graphix in July 2007.
AFM	Dutch authority for the supervision of financial markets (*Autoriteit Financiële Markten*).
Articles of Association	The articles of association of the Company.
basysPrint	Commercial name under which Punch Graphix Prepress Germany GmbH, a wholly owned subsidiary of Punch Graphix plc., operates.
BDO, the Auditor	The auditor of the Company, BDO CampsObers Audit & Assurance B.V. with its corporate seat in Amstelveen, the Netherlands (the Auditor).
The Company, the Issuer or Punch Graphix	Punch Graphix N.V. and/or its activities as the context requires.
Conversion	Conversion of debt receivables from Punch International against Punch Graphix into equity for exactly the same amount of the Private Placement.
CTP	A business unit of Punch Graphix comprising the activities of Punch Graphix Prepress Belgium and Punch Graphix Prepress Germany
Digital	A business unit of Punch Graphix comprising the activities related to the Xeikon brand
EGM	Extraordinary General Meeting.
EMS	Equipment Manufacturing Solutions, a division of the business unit Other of Punch Graphix.
Enterprise Chamber	Enterprise Chamber of the Court of Appeal of Amsterdam (*Ondernemingskamer*)
Euronext Amsterdam	Euronext Amsterdam by NYSE Euronext
General Meeting	The general meeting of Shareholders of the Company.
FSA	the Dutch Act on Financial Supervision ("W*et op het financieel toezicht*")
IFRS	International Financial Reporting Standards
Issue Price	The price against which the New Shares will be issued in relation to the Offering. The Issue Price will be determined in consultation between the Company and Petercam and will be based on a book building method in the framework of the

	private placement managed by Petercam.
Lead Manager	Petercam Bank N.V.
Listing Agent	Petercam Bank N.V.
Management	The senior management of Punch Graphix including its Management Board.
Management Board	The management board of Punch Graphix
New Share(s)	Each of the new shares in the capital of the Company with a nominal value of EUR 4.00 each, to be issued in relation to the Offering.
Offering	The Conversion and Private Placement collectively.
Over-Allotment Option	The Company will grant Petercam an over-allotment option for the purchase of up to an additional 15% of the amount of the planned private placement, solely to cover over-allotments
Previous Prospectus	The prospectus of Punch Technix dated 27 June 2007.
Priority	The body of the Company formed by the holders of the Priority Shares with voting rights.
Priority shares	The priority shares in the capital of the Company with a nominal value of EUR 0.01 each.
Private Placement	Private Placement of New Shares with institutional investors for a maximum amount of EUR 30,000,000, excluding the Over-Allotment Option.
Prolion	Former Punch Technix N.V. until November 2005. In December 2005 Punch Technix acquired Punch Professional and since then the former activities of Prolion are included in the business unit RMS.
Prospectus	This document, containing the terms and conditions of Offering.
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council, and includes any relevant implementing measure in each Relevant Member State.
Punch or Punch International	Punch International N.V., a Euronext Brussels listed company and controlling shareholder of Punch Graphix.
Punch Graphix plc.	Punch Graphix plc a former AIM listed entity of which Punch Graphix owns 97.29% of the share capital

Punch Graphix Prepress Belgium	Punch Graphix Prepress Belgium N.V. a wholly owned subsidiary of Punch Graphix plc. and its activities.
Punch Graphix Prepress Germany	Punch Graphix Prepress Germany Gmbh. a wholly owned subsidiary of Punch Graphix plc (operating under the brand name basysPrint). and its activities.
Punch Group	Punch including all its subsidiaries.
Punch Professional	A company acquired by Punch Technix (through a reverse acquisition) in December 2005. Currently representing the activities of the EMS division.
Punch Technix	Former legal and commercial name of the Company. Punch Technix N.V. was renamed into Punch Graphix following the Acquisition.
RMS	Robot Milking Solutions, a division within the business unit Other of Punch Graphix.
Shareholder	A holder of Shares on the date of this Prospectus
Shares	The bearer or registered shares in the capital of the Company with a nominal value of EUR 4.00 each, including if and when issued the New Shares.
Strobbe	Strobbe Graphics N.V., renamed into Punch Graphix Prepress Belgium N.V. a wholly owned subsidiary of Punch Graphix plc. and its activities.
Supervisory Board	The board of supervisory directors (*raad van commissarissen*) of the Company.
Supplement to the Previous Prospectus	The supplement to the Previous Prospectus dated 11 July 2007.
Takeover Directive	Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids.
Underwriting Agreement	The agreement between the Company and Petercam. The contents of this agreement are provided on page 31 of this Prospectus.
Wtfv	Act on Supervision of Financial Reporting (*Wet toezicht financiële verslaggeving*).
Xeikon	Commercial name under which Punch Graphix International N.V., a wholly owned subsidiary of Punch Graphix plc., operates.

V KEY INFORMATION

This chapter provides key information with regard to the working capital and the Company's capitalisation and indebtedness. The selected financial data in paragraph B of this chapter relates to the financial data of Punch Graphix as at 30 September 2007. This section should be read in conjunction with information provided in Chapter VIII that includes the historical consolidated financials of the Company per year-end 2004, 2005 and 2006 and the consolidated financials per 30 June 2006 and 30 June 2007.

A Working capital

The Company declares that, in its opinion, the working capital is sufficient for the Company's present and future requirements for at least 12 months after publication of this Prospectus.

B Capitalization and indebtedness

The tables below shows the unaudited consolidated capitalisation as at 30 September 2007 (i.e. including Punch Graphix plc, of which Punch Graphix acquired 97% of the shares in July 2007). This information has been prepared for illustrative purposes only, and because of its nature addresses a hypothetical situation and therefore does not represent the actual consolidated capitalisation at and for the nine months ended 30 September 2007. This capitalisation table has not been audited or reviewed by the Auditor.

Market capitalisation

The stock value of Punch Graphix at 30 September was EUR 111,814,014

Market capitalisation (in EUR)	30 September 2007
Number of shares outstanding	17,335,506
Closing price on 28 September 2007	6.45
Market capitalisation	111,814,014

Group equity

The total equity of Punch Graphix at 30 September was EUR 116,857k.

Equity (EUR k)	30 September 2007
Ordinary shares	68,399
Share premium account	122,663
Retained earnings	-74,370
Other reserves	0
Translation differences	-5,588
Shareholders equity	111,104
Minority interests	5,754
Total equity	**116,858**

Debt position

The total debt position of Punch Graphix at 30 September was EUR136,566k.

Long term debt (EUR k)	30 September 2007
Interest bearing loans and borrowings	44,216
Net financing provided by Punch International (see chapter XI, "Related party transactions")	73,934
Total	**118,150**

Short term debt (EUR k)	30 September 2007
Trade payables	21,254
Other current payables	25,120
Current tax liabilities	12,387
Interest bearing loans and borrowings	18,416
Provisions	5,699
Financial instruments	56
Total	**82,932**

The total net debt position (financial debt minus cash or cash equivalents) of Punch Graphix amounted to EUR 116,252k per 30 September 2007 of which EUR 73,934k was financed by Punch International (resulting from the Acquisition). The financing provided by Punch International has to be paid back before July 2017, interest amounts to 1.75% above the 6-month EURIBOR.

The remainder of the net debt (i.e. EUR 42,318k) is financed with third party bank debt.

The long term interest bearing loans and borrowing of EUR 44,216k compose of EUR 39,825k leasing and other similar obligations and EUR 4,391k bank loans. The leasing is mainly financing the building of Digital in Lier (EUR 30,000k, matures in 2027) and production equipment for the various businesses (EUR 9,825k, maturity up to 5 years). The short term interest bearing loans and borrowings of EUR 18,416k compose of EUR 2,437k current amount of long term debt and EUR 15,979k short term bank debt which mainly finances net working capital needs of the Company.

As a result of the Conversion a maximum amount of EUR 34,500,000 of debt receivables from Punch International against the Company will be converted into equity. The board of Punch Graphix has decided to refinance the remaining net financing provided by Punch International. The Company is currently in discussions with a number of banks to arrange for such refinancing. These discussions are expected to be finalised before the end of 2007. Refinancing will only take place if the conditions required by the banks are equal or better than the current conditions of the financing provided by Punch International as set out by the Supervisory Board of the Company.

The Company will be financed standalone from its main shareholder Punch International following the Conversion and debt refinancing as described above. The Company believes that the current borrowing structure and level is appropriate for its business and provides it with the financial flexibility to effectively manage its operations. Punch Graphix, at the date of this Prospectus, has no restrictions on the use of capital resources.

C Selected historical financial information

Following are selected consolidated financial data as of and for the twelve months period ended 31 December 2006, 31 December 2005 and 31 December 2004 and for the six months period ended 30 June 2007 and 30 June 2006. The selected consolidated financial data should be read in conjunction with the section titled "Operating and Financial Review" and the financial statements and the related notes thereto included in this Prospectus.

The financial statements from which the selected consolidated financial data for the twelve months ended 31 December 2006, 31 December 2005 and 31 December 2004 and six months ended 30 June 2007 and 30 June 2006 set forth below have been derived were prepared in accordance with IFRS. The financial information in this section has been derived from the consolidated financial information provided in chapter "Operating and Financial Review"

In order to prevent any ambiguity, the selected financial data relates to the audited financial data of Punch Graphix as at 31 December and the unaudited financial data as at 30 June. The Acquisition took place after 30 June 2007. Consequently, this section contains only financial data relating to Punch Graphix before 97.29% of Punch Graphix plc. was acquired. The pro forma figures relating to Punch Graphix after the Acquisition are contained in Chapter IX of which the key items are provided below.

The selected consolidated financial data set forth below may not contain all of the information that is important to you.

Profit and loss statement Punch Graphix per year-end 2006, 2005 and 2004:

EUR m	**2006**	**2005**	**2004**
Sales	35.5	2.3	0.0
Gross margin	14.4	1.1	-
EBITDA	-3.0	-0.4	0.0
Operating result (EBIT)	-4.2	-0.6	0.0
Result before tax	-4.3	-0.6	0.0
Net result	-3.0	-0.6	0.0

The table above shows the evolution of the principal key figures of the profit & loss statement. Please refer to chapter "Operating and Financial Review" for interpreting these figures.

Balance sheet Punch Graphix:

EUR m	**30 June 2007 (unaudited)**	**31 December 2006**	**31 December 2005**	**31 December 2004**
Non current assets	25.3	32.0	28.9	0
Cash	0.9	0.9	4.1	0
Other current assets	26.2	20.1	11.3	0
Total assets	52.4	53.0	44.3	0

Equity	20.7	28.6	30.7	0
Provisions	4.7	4.1	4.5	0
Financial debts	6.3	7.6	0.5	0
Other debts	20.7	12.7	8.6	0
Total equity and liabilities	52.4	53.0	44.3	0

The table above shows the evolution of the principal key figures of the balance sheet. Please refer to chapter “Operating and Financial Review” for interpreting these figures.

Profit and loss statement Punch Graphix per 30 June 2006 and 30 June 2007:

EUR m	**30 June 2007 (unaudited)**	**30 June 2006 (unaudited)**
Sales	14.6	18.6
Total revenues	25.7	18.0
EBITDA	3.7	0.5
Operating profit (EBIT)	-14.6	0.0
Result before tax	-15.2	0.1
Net result	-8.4	0.0
Earnings per share	-1.82	0.01

The table above shows the evolution of the principal key figures of the profit and loss statement per 30 June 2006 and 30 June 2007. Please refer to chapter “Operating and Financial Review” for interpreting these figures.

VI INFORMATION ON THE OFFERING

The Offering of New Shares for an maximum amount of EUR 69,000,000 (including the Over-Allotment Option, see below) consists of the combination of the Private Placement and the Conversion.

A Private Placement

The Private Placement consists of the offering of New Shares for a total value of EUR 30,000,000 (excluding the Over-Allotment Option of 15%, see below) to institutional investors in Europe by means of a private placement.

Over-Allotment Option

The Lead Manager will be granted an over-allotment option, exercisable as of the date of publication of results of the Private Placement until 30 days thereafter, for a number of Shares up to 15% of the New Shares issued in relation tot the Private Placement for the sole purpose of allowing the Lead Manager to cover over-allotments, if any. The Shares covered by the Over-Allotment Option will be New Shares of Punch Graphix. The additional Shares to be issued upon exercise of the Over-Allotment Option will have the same Issue Price as the New Shares to be issued in the Private Placement. This Over-Allotment Option consists of warrants granted to the Lead Manager. The Lead Manager shall only be entitled to exercise these warrants for the purpose of covering over-allotments, if any. Whether or not the capital increase in relation to the Private Placement have been fully subscribed to, the Lead Manager will be entitled to proceed with over-allotments, if any, with a view to stabilisation after start of trading of New Shares to be issued in the Private Placement. Except for such initial stabilisation, it is currently and in the foreseeable future not the Company's intention to foresee in any liquidity providing or market animating contracts.

Underwriting agreement

Subject to the right of the parties involved in the underwriting agreement not to sign such an agreement, the Company (with address as set out in section XIII.E.) and the Lead Manager (with address as set out in section XIII.E.) expect to enter into an underwriting agreement no later than at the determination of the Issue Price of New Shares issued in relation to the Private Placement, which is expected to take place in the first two weeks of December 2007. The conclusion of this agreement may depend on various factors including, but not limited to, the market circumstances and the result of the book-building procedure. In the underwriting agreement, the Company is expected to make certain representations and warranties and to agree to indemnify the Lead Manager against certain liabilities Subject to the terms and conditions of the underwriting agreement, the Lead Manager will agree to subscribe in its own name but for the account of the institutional investors to the shares offered in the Private Placement with a view to immediately distributing these shares to the investors concerned The Lead Manager will distribute the Shares to investors, subject to prior issue, when, as and if delivered to and accepted by them, subject to the satisfaction or waiver of the conditions that are expected to be contained in the underwriting agreement, such as the receipt by the syndicate members of officer's certificates and legal opinions. The underwriting agreement is also expected to provide that, upon the occurrence of certain events, such as the suspension of trading on the Euronext Amsterdam by NYSE Euronext or a material adverse change in the Company's financial condition or business affairs or in the financial markets, or other force majeure events, The Lead Manager will have, on certain conditions and after consultation with the Company, the right to withdraw from the offering before the delivery of the New Shares. In such event, the investors will be informed that no Shares can be delivered and that their acceptances are cancelled.

B Conversion

The Conversion consists of the offering of New Shares also representing a maximum value of EUR 34,500,000 to Punch International N.V. (**Punch International**). The payment for these New Shares shall be effected by setting of part of an amount that the Company owes to Punch International (current account receivable with a total amount of approximately EUR 74 million) against the issue price owed by Punch International to Punch Graphix (**the Conversion**). The amount of debt converted will be the same as the amount subscribed for in the Private Placement by institutional investors, including the Over-Allotment Option. The issue price of New Shares issued in relation to the Conversion will be exactly the same as the issue price of the New Share issued in relation to the Private Placement.

The Conversion shall be effected by setting of the debt owed by the Company to Punch International against (part of) the issue price owed by Punch International to Punch Graphix.

Application will be made to list the New Shares on Euronext Amsterdam by NYSE Euronext. The Company expects that the New Shares will be listed and that trading in the New Shares will commence, on Euronext Amsterdam by NYSE Euronext on 18 December 2007, subject to early closing, barring unforeseen circumstances. It is expected that payment for and delivery of the New Shares will be made on or about 18 December 2007, subject to early closing.

The issue price of the New Shares will be determined in consultation between the Company and the Lead Manager and will be based on a book building method in the framework of the Private Placement managed by The Lead Manager (the **Issue Price**).

The Issue Price and the exact number of New Shares issued in relation to the Offering will be set out in a pricing statement which will be deposited with the AFM. The Issue Price and the exact number of New Shares offered in the Offering will also be announced in a press release and an advertisement in the Daily Official List (Officiële Prijscourant) of Euronext Amsterdam N.V. (the Daily Official List on or about 13 December 2007, subject to early closing.

C Use of proceeds and expenses of the Offering

The aggregate net proceeds of the Private Placement, representing aggregate gross proceeds of maximum EUR 30 million less expenses, commissions and applicable taxes related to this Transaction, if any, are expected to be approximately EUR 29 million. If the Over-Allotment Option granted to the Lead Manager is exercised in full, the net proceeds from the issue of additional shares is estimated to be EUR 4.5 million, which will be allocated to the Company.

The Company intends to use the proceeds of the Private Placement, and if applicable the Over-Allotment Option, for providing it with the financial flexibility to grow effectively within its markets. In particular the Company wishes to further develop and strengthen its existing CTP activities in Europe and the fast growing Asia Pacific region by investing in partnerships and targeted acquisitions.

The total expenses of the Offering are expected not to exceed EUR 1,000,000, this includes a underwriting and placement commission of 2.5% of the amounts subscribed for in the Private Placement including the Over-Allotment Option.

VII INFORMATION ON THE COMPANY

This chapter provides information about the Company's business operations, the products it makes, the services it provides, the properties, plants and equipments it uses and the factors which effect its business. The information provided in the Previous Prospectus that is still up-to-date and relevant as of the date of this Prospectus is incorporated by reference in the relevant sections of this Chapter.

A History and development of the Company

Punch Graphix provides digital and pre-press printing systems, ongoing consumables and services to its installed base. The Company also designs, develops and produces equipment and machines for leading suppliers in the agro-food industry, graphics industry and various other sectors. Punch Graphix originates from the reverse acquisition of Punch Professional by Prolion in December 2005 and the acquisition of 97.29% of the share capital of Punch Graphix plc. by Punch Technix N.V in July 2007.

Prolion was created in 1990 by the management buy out from Greenland N.V. the agriculture division of the Thyssen Bornemisza Group. Prolion developed, produced and sold automated milking machines to dairy farmers around the world.

Punch Professional was part of Punch International until December 2005. Punch Professional specialised in the assembly of components, semi finished and finished products primarily for the printing industry.

Punch Graphix plc. designs, develops and delivers digital colour printing and prepress equipment, software, consumables, application support and services for the global graphics industry.

Punch Graphix plc. is the result of a number of acquisitions made by Punch International over the past years, more in particular:

- Punch Graphix Prepress Belgium N.V. which was acquired by Punch International in January 2000;
- Xeikon wich was acquired by Punch International in April 2002; and
- Punch Graphix Prepress Germany, which was acquired by Punch International in December 2004.

Until May 2005, Punch Graphix plc. was an entirely consolidated division within Punch. In May 2005 Punch Graphix plc. was floated on the AIM in London. Through the IPO, Punch sold 51% of the shares it owned from Punch Graphix. Subsequently, Punch International owned 49% after the IPO.

On 8 January 2007 Punch made a mandatory cash offer on all outstanding shares of Punch Graphix at GBp 128 per share as Punch was not satisfied with Punch Graphix share price performance since the IPO in 2005.

The offer closed on 13 February 2007 with Punch increasing its shareholding from 49% to 92.58%. In the period afterwards Punch International increased its shareholding to 97.29% which was transferred to Punch Graphix on 18 July 2007 as described above.

Punch Graphix is listed on Euronext Amsterdam by NYSE Euronext since 4 July 1997.

Main events in the history of the Company:

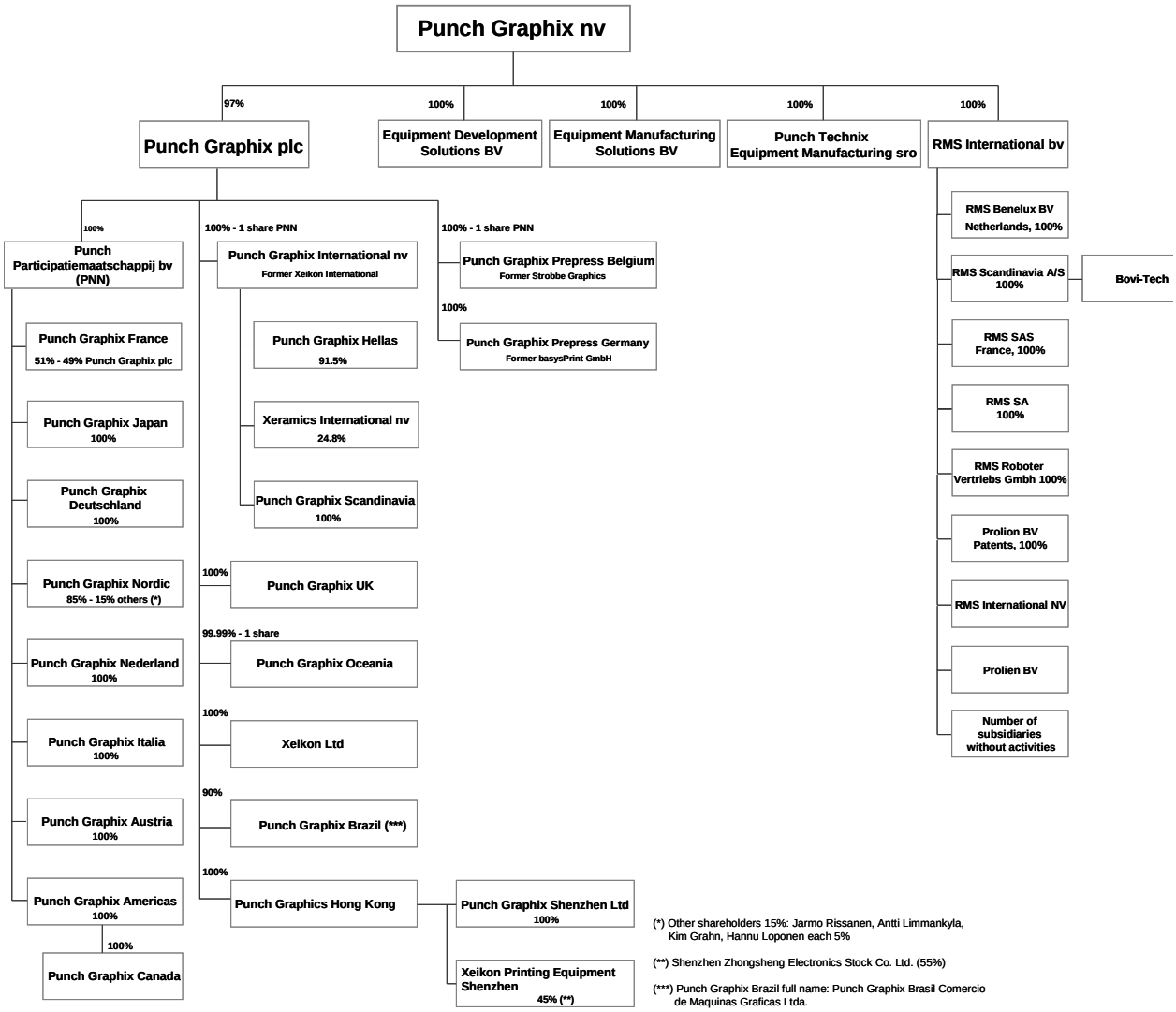
Date	Event
July 1997	Listing of Prolion N.V. on Euronext Amsterdam
December 2005	Reverse acquisition of Punch Professional by Prolion
December 2005	Name change of Prolion N.V. in Punch Technix N.V.

July 2007	Acquisition of 97% of Punch Graphix plc.
July 2007	Name change of Punch Technix N.V. in Punch Graphix N.V.
November 2007	Change of corporate seat from Vijfhuizen to Eede

B Legal structure of the Company

Exhibit 3 shows the current legal structure of the Company.

Exhibit 3 - Legal structure of the Company



Source: Punch Graphix website: www.punchgraphix.com

Please find below an overview of the subsidiaries of the Company, a short description of the activities of these subsidiaries and an overview of the shareholdings of Punch Graphix in these subsidiaries.

Company	Location	Activities	Shareholding
Punch Graphix	Eede (The Netherlands)	Holding company	100%
Equipment Development Solutions bv (former RMS Technology bv)	Eede (The Netherlands)	Company holding purchase and trading activities for Punch Graphix	100%
Equipment Manufacturing Solutions bv	Eede (The Netherlands)	Company holding sales and trading activities for EMS division	100%
Punch Technix Equipment Manufacturing & co	Namestovo (Slovakia)	Equipment manufacturing activities in Slovakia	100%
RMS International bv	Eede (The Netherlands)	Sub-holding structure of RMS division	100%
RMS Benelux bv	Eede (The Netherlands)	Sales and service organisation for the Netherlands. After transaction with WestfaliaSurge, this company is now without activities.	100%
Prolion bv	Eede (The Netherlands)	Company holding patents related to RMS division	100%
RMS Scandinavia A/S	Varde (Denmark)	Sales and service organisation for Scandinavia. After transaction with WestfaliaSurge, this company is now without activities.	100%
Bovi-Tech	Varde (Denmark)	Company, holding the former service activities for Scandinavia. Activities have been moved to RMS Scandinavia A/S	100%
RMS International nv	Evergem (Belgium)	Company which held the former production and assembly activities for the RMS division. After move of production to Slovakia in 2006, this company is now empty and without activities	100%
RMS Roboter Vertriebs GmbH	Wiehl (Germany)	Sales and service organisation for Germany. After transaction with WestfaliaSurge, this company is now without activities.	100%
RMS Suisse sa	Yverdon-les-Bains (Switserland)	Sales and service organisation for Switzerland. After transaction with WestfaliaSurge, this company is now without activities.	100%
RMS sas	Doubs (France)	Sales and service organisation for France. After transaction with WestfaliaSurge, this company is now without activities.	100%
Punch Graphix Plc	York, UK	Holding company	
Punch Participatiemaatschappij BV	Sliedrecht The Netherlands	Sub-holding company	100 PGX Plc
Punch Graphix Americas Inc.	Itasca – Illinois – USA	Sales and service organization	100% Punch Participatiemaatschappij
Punch Graphix Canada Inc	(Québec)- Canada	Sales and service organization	100% Punch Graphix Americas

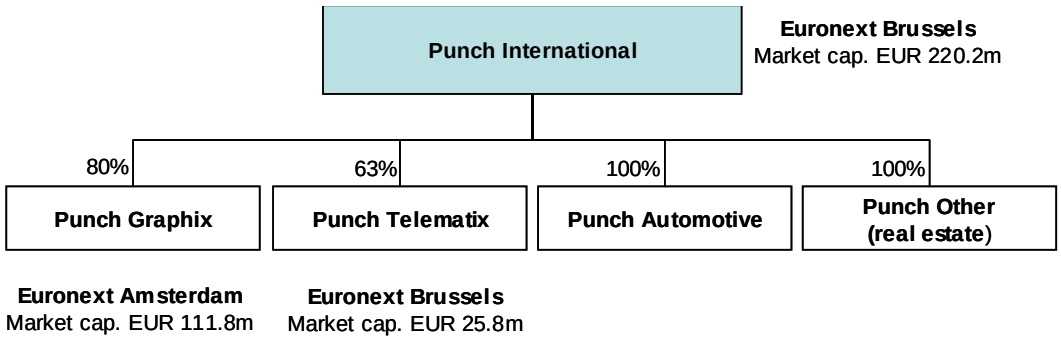
Punch Graphix Japan Co. Ltd.	Tokyo Japan	Sales and service organization	100% Punch Participatiemaatschappij
Punch Graphix Nederland B.V.	Sliedrecht, The Netherlands	Sales and service organization	100% Punch Participatiemaatschappij
Punch Graphix France S.A.S.	Nanterre - France	Sales and service organization	51% Punch Participatiemaatschappij – 49% Punch Graphix Plc.
Punch Graphix Deutschland Gmbh	Boizenburg, Germany	Sales and service organization	100% Punch Participatiemaatschappij
Punch Graphix Nordic Oy	Vantaa , Finland	Sales and service organization	85% Punch Participatiemaatschappij – 15% management Punch Graphix Nordic
Punch Graphix Italia S.r.L	Roma, Italy	Sales and service organization	100% Punch Participatiemaatschappij
Punch Graphix Austria GmbH	Wien, Austria	Sales and service organization	100% Punch Participatiemaatschappij
Xeikon Ltd.	York, UK	Company maintained to use the Xeikon trademark and name in the UK	100% Punch Graphix Plc
Punch Graphix International NV	Duwijckstraat 17, 2500 Lier, Belgium	Production, Sales and Service Organization – Operational Headquarters	100% Punch Graphix Plc
Punch Graphix Hellas	Athens, Greece With subsidiaries in Cyprus, Turkey, Bulgaria, Romania and Serbia & Montenegro	Sales and service organization	85% Punch Graphix International N.V.
Xeramics NV	Duwijckstraat 17, 2500 Lier, Belgium	No longer active in the Punch Graphix group	24.8% Punch Graphix International – 75,2% others
Punch Graphix Scandinavia AB	Stockholm, Sweden	Sales and service organization	100% Punch Graphix International N.V.
Punch Graphix Prepress Belgium NV	Oostkaai 50, 8900 Ieper, Belgium	OEM production CTP machines	100% Punch Graphix Plc
Punch Graphix Prepress Germany GmbH	Boizenburg, Germany	Production, sales and service organization for the basysPrint brand CTP machines	100% Punch Graphix Plc
Punch Graphix UK Ltd.	York, UK	Sales and service organization	100% Punch Graphix Plc
Punch Graphix Brasil Comercio de Maquinas Graficas Ltda.	Sao Paulo, Brazil	Sales and service organization	90% Punch Graphix Plc, 10% Punch Participatiemaatschappij
Punch Graphix Hong Kong Ltd.	Hong Kong	Sales and service organization	100% Punch Graphix plc
Punch Graphix Oceania Pty. Ltd.	Australia	Sales and service organization	100 Punch Graphix Plc

Punch International

Punch Graphix is a group company of Punch International. Punch International currently owns 79.97% of the shares of Punch Graphix.

Punch produces mechanical components and continuously variable transmissions for passenger cars and complex metal and plastic components for the automotive industry, as well as alloy wheels as an OEM for the automotive industry and motor sport teams, under the BBS brand (Punch Automotive). Punch also holds 63% of Punch Telematix, a Euronext Brussels listed company offering a full range of solutions through which businesses can manage their mobile resources (vehicles, people and goods) and integrate them efficiently into their business processes.

Exhibit 4 - Group structure Punch International

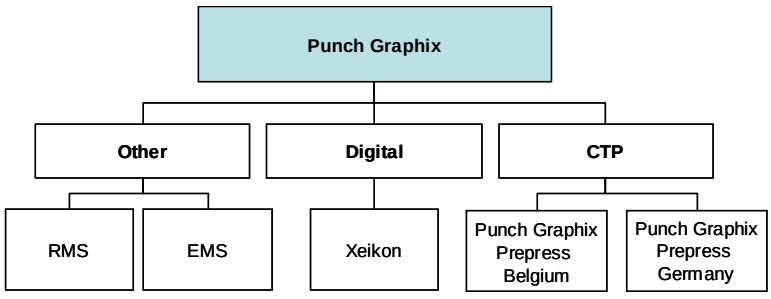


Note: market caps. per 31 October 2007

C Business overview

Punch Graphix currently comprises three operational and commercial business units being CTP, Digital and Other. The business unit CTP comprise of the activities of Punch Graphix Prepress Belgium and Punch Graphix Prepress Germany, the business unit Digital comprise of the activities of Xeikon and the business unit Other comprises of the activities of RMS and EMS.

Exhibit 5 - Punch Graphix current commercial and operational structure:



Source: Punch Graphix

Please find a description of the activities per business unit below.

CTP

A description of the activities of the business unit CTP is provided in the Previous Prospectus in chapter VII, "Information on the Company" pages 48 and 49 starting with "Under the basysPrint brand name…." up to and including "…..in the newspaper market in 2004 based on the installed base" This part is incorporated by reference in this Prospectus.

Digital

A description of the activities of the business unit Digital is provided in the Previous Prospectus in chapter VII, "Information on the Company" pages 46, 47 and 48 starting with "Under the Xeikon brand …." up to and including "Exhibit 9 – global high-end digital color printing". This part is incorporated by reference in this Prospectus.

Other

A description of the activities of EMS is provided in the Previous Prospectus in chapter VII, "Information on the Company" pages 41 and 42 starting with "EMS comprises the traditional subcontracting and…." up to and including "…..it assembles electronic components for the LCD monitor market". This part is incorporated by reference in this Prospectus. Please note that the EMS division is planning to terminate its electronics assembly activities and in anticipation initiated a mass dismissal (lay-off) of 301 employees. The dismissal has already been announced to the local Labour Authority and to the representatives of the employees in line with statutory regulations on mass dismissals. The electronics assembly activity contributed approximately 15.4% to total revenues of the EMS division in 2006 and 1.9% to total revenues of Punch Graphix in 2006 (pro forma including the Acquisition). With regard to the activities of the RMS division, Punch Graphix announced on 30 August 2007 that it has granted a worldwide license (which is not limited in time) to WestfaliaSurge on Punch Graphix milking robot technology, in exchange of a license fee payable by WestfaliaSurge.

In addition to such license, WestfaliaSurge has also taken over and, following the transaction, renders the full service in respect of the current installed milking robots of the RMS Division. WestfaliaSurge also has taken over a major part of the sales and service organisation of the RMS division and integrated it into its own organisation to ensure the continuation of specialist service to existing and future customers.

The remaining activities within the RMS division have been ceased by Punch Graphix and the people employed by this division have been or will be made redundant before the end of the year. Therefore the RMS division will not operate any activities anymore, the RMS division retains the ownership of the licensed patents.

A description of the former activities of the RMS division is provided in the Previous Prospectus in chapter VII, "Information on the Company" pages 38-41.

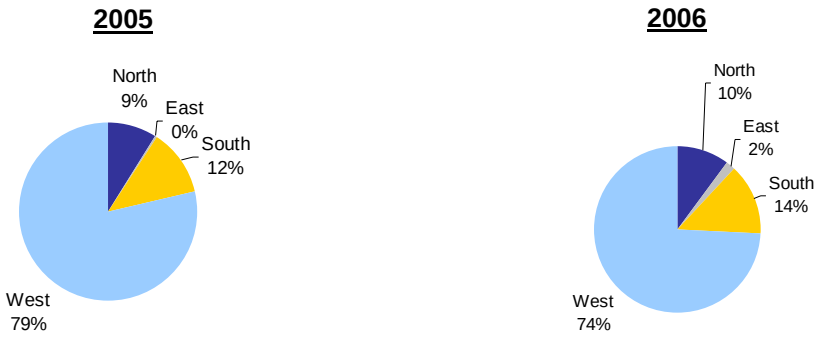
Sales breakdown of the Company

Please find below the breakdown of sales by division and region of the Company per 31 December 2006 and 31 December 2005 i.e. this excludes the activities of Punch Graphix plc.

Exhibit 6 - Breakdown of 2005 and 2006 sales by business unit

Source: Annual report 2006

Exhibit 7 - Breakdown of 2006 sales by geography



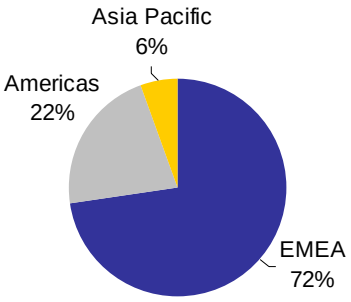
Source: Annual report 2006

Note: North represents Scandinavia, South: Southern-Europe and Switzerland, East: Eastern Europe and Japan and West: Benelux, Germany, UK and USA. As a result of the reverse acquisition of Punch Professional by Punch Technix in December 2005 as explained in chapter VIII paragraph A, a breakdown of 2004 sales is not available and the 2005 breakdown relates to December 2005 only.

The acquisition of 97.29% of Punch Graphix plc. had a considerable impact on the activities of Punch Graphix given the relative size of activities of Punch Graphix plc.

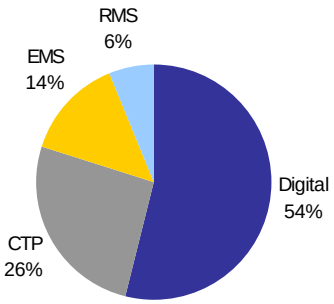
Please find below a pro forma sales breakdown of Punch Graphix post completion of the Acquisition per year-end 2006. Chapter IX, paragraph A includes a pro forma balance sheet and P&L of Punch Graphix and Punch Graphix plc. combined.

Exhibit 8 - Breakdown of pro forma 2006 sales of Punch Graphix post completion of the Acquisition by region



Source: Punch Graphix and Punch Graphix plc annual report 2006

Exhibit 9 - Breakdown of pro forma 2006 sales of Punch Graphix post completion of the Acquisition by business unit



Source: Punch Graphix and Punch Graphix Plc. annual report 2006

You should be aware that the Company signed an agreement with WestfaliaSurge GmbH relating to a potential cooperation in respect of the activities of the RMS division. More details of the agreement is provided on page 51 of this Prospectus.

D Strategy of Punch Graphix

The current strategy of Punch Graphix is as follows: Punch Graphix is committed to becoming and remaining a market leader by means of market and customer oriented innovations. A dedicated team of more than 105 researchers and engineers anticipates the new technological developments and expectations of the market in close collaboration with the sales and service organisation.

By ensuring continuous technological enhancement, the Company allows itself and its customers to maintain a competitive edge. Purposeful innovation and improvement are driving sustainable growth.

The long-term growth strategy is focussed around three major themes:

Worldwide presence and top 3 player in chosen niche markets.

The Company seeks to further expand and strengthen its global presence particularly in the rapidly growing US and Asia Pacific markets. A close relationship with the customers via a streamlined dedicated sales and support organisation is of crucial importance for outstanding customer service and lasting success.

Punch Graphix aims to belong to the top 3 in every market segment or niche it operates in. The successful bundling of knowledge and technologies allows the Company to explore and target those niche markets where its proven technology and customer-focused approach offer a competitive advantage to all parties involved.

Recurring revenues and growth

Through each business line not only does the Company develop integrated solutions, it also strives to maximise convenience and efficiency for its customers by providing ongoing support, service and consumables. Recurring revenues supply the Company with a solid basis for further growth. Long-term sustainable growth is supported by continuous operational improvement and optimum exploitation of synergies between our business lines, sales and service organisations and partners.

Value creation for the shareholders and all other stakeholders

The Company targets efforts towards the higher-margin niche markets in which it could excel and build long-lasting customer relationships to ensure sustainable profitable business growth.

E Other

Premises, technical installations and equipment of the Company

Please find below an overview of premises, technical installations and equipment currently in use by the Company. Information is provided per business unit of Punch Graphix.

CTP

Punch Graphix Prepress Belgium operates from a 14,000 m2 purpose-built facility in Ieper, Belgium where it assembles its CtP equipment. Punch Graphix Prepress Belgium utilizes external suppliers for component parts, however, it has an on-site machine shop and majority of metalwork is fabricated in-house.

Component parts for Punch Graphix Prepress Germany machines are supplied externally and the in-house manufacturing process is principally one of assembly and testing. The assembly of Punch Graphix Prepress Germany machines is carried out at its 7,537 m2 facility in Boizenburg, East Germany.

Punch Graphix Prepress Germany sells its products worldwide principally through a network of non exclusive distribution partners and through the own sales network of Digital.

Digital

Xeikon operates a 46,930 m2 facility in Lier, Belgium at which all of its presses are assembled, tested and calibrated. The majority of the manufacturing and sub-assembly, including all metal work is outsourced to subcontractors. The LDA, which is a key component in the Xeikon presses, is the only device which is completely assembled by Xeikon itself in clean room facilities on the Lier site.

In addition Xeikon operates a 5,634 m2 toner and developer manufacturing site at Heultje, Belgium, which the Management believe to be one of the largest, most advanced and automated toner plants in Europe. The facility has five production lines, each equipped with extrusion, milling, classifying and sieving equipment and two smaller lines for small-scale production, the evaluation of new production techniques and research. The facility produces dry toner in a variety of colours.

Xeikon sells its products worldwide principally through its own sales network (22 offices of which the majority is rented by Punch Graphix) and a network of distribution partners in emerging markets.

Other

The activities of EMS are carried out in a modern well-equipped production facility in Námestovo in Slovakia. The production site complies with rigorous Western European standards and is fitted out with extremely modern automated metal pressing lines, computer-controlled furnaces, fully automatic welding lines and automatic spray-painting lines for both classic powder-coating applications and environmentally friendly water-based paint applications.

EMS rents the premises. EMS also has highly sophisticated PCB component assembly and test equipment at its disposal as well as modern turning and milling machines. The technical installations mainly comprise automatic component assembly lines for printed circuit boards and installations used in the cutting process such as a CNC-controlled laser cutting machine and punching machine, folding machines and turning and milling machines. The equipment available also includes various welding and spray-painting systems.

The facilities where the activities of EMS are carried out are inspected and tested by the authorities on an annual basis.

Before the acquisition of the RMS activities by WestfaliaSurge in August 2007 (see paragraph C, "Business Overview" in this chapter), the RMS division did not have any production facilities (plants and equipment) as the production of milking robots was handled by the EMS division. The RMS division primarily consisted of an (in)direct sales channel and a R&D department with rented offices. The rent of these offices have been cancelled following the acquisition of the RMS activities by WestfaliaSurge in July 2007.

All the necessary licenses relating to the activities of the different business units including those needed in order to comply with environmental requirements, are held and renewed on an annual basis.

The Company's operations comply with all environmental legislation.

Intellectual property rights of the Company

Information with regard to research and development policies of the Company for each of the financial years covered by the historical financial information provided in this Prospectus, including the amounts spent on R&D activities sponsored by the Company is provided in the Previous Prospectus in chapter VII "Information on the Company" pages 43 and 44 starting with "The division RMS is heavily dependent…." up to and including "…..in 2004 no costs on R&D was spent". This part is incorporated by reference in this prospectus.

Dependency on patents, licences, industrial, commercial or financial contracts

Except for a commercial contract with Agfa, described below, Punch Graphix is not dependent on patents, licences, industrial, commercial or financial contracts or new manufacturing processes.

Agfa contract

Punch Graphix Prepress Belgium entered into manufacturing and distribution arrangements with Agfa as of 1996. In August 2001 Punch Graphix Prepress Belgium N.V. and Agfa signed a mutual exclusivity agreement regarding the right to the visible light technology used in the Polaris CtP machine for a period of five years. The contractual arrangements with Agfa have been extended to

2009. Punch Graphix Prepress Belgium also manufactures the Advantage machine exclusively for Agfa.

Under the terms of the Agfa exclusivity agreement, Agfa is responsible for the sales and marketing of all of Punch Graphix Prepress Belgium products for the newspaper sector.

Trend information of the Company

Please find below an overview of all trends encountered by the Company (for the avoidance of doubt including the activities of Punch Graphix plc.) since the end of last financial information included in this Prospectus (30 June 2007) to the date of this Prospectus:

- Sales: Punch Graphix Plc has given a sales guidance for 2007: because of DRUPA 2008, sales over the second half of 2007 are expected to show a slow down compared to second half of 2006. Because of this effect total sales for 2007 are expected to be more or less at the same level of 2006. Punch Graphix has not given any sales guidance for 2007: the WestfaliaSurge transaction will however have a severe impact on former Technix sales.
- Production: the Company is currently working on the rationalisation of its production facilities in Namestovo in order to reduce the operational costs and improve the flexibility and quality of operations;
- Working capital: has remained stable since 30 June 2007 until the date of this Prospectus;
- Prices and margins: although the Company faces price pressure in the markets it operates, at the date of this Prospectus, it is still able to keep margins at comparable levels. The Euro-Dollar evolution is at present a principal threat to keep margins at comparable levels given that approximately 20% of the Company's revenues is in Dollars;
- Other: the Company is in the process of integrating the activities of EMS with Digital and CTP following the Acquisition to unlock potential cost synergies estimated at around EUR 3 million per year.
- RMS activities: Following the agreement with WestfaliaSurge as desribed on page 51 of this Prospectus the Company has decided to seize all remaining RMS activities.

The Company is at the date of this Prospectus not aware of any other material developments since the publication of the 30 June 2007 financials included in paragraph C of Chapter VIII until the publication of this Prospectus that could affect its competitive, operational or financial position during the financial year 2007 other than mentioned above.

VIII OPERATING AND FINANCIAL REVIEW

This chapter provides the consolidated accounts per 30 June 2007 compared to 30 June 2006 of Punch Graphix.

The management discussion and analysis of the financial condition and results of operations for the past three full historical financial years of Punch Graphix (i.e. 2004, 2005 and 2006) and the consolidated accounts for the past three full historical years of Punch Graphix are provided in the Previous Prospectus and are incorporated by reference in this document.

This chapter also provides an update of relevant financial information compared to the information provided in the Previous Prospectus and Supplement to the Previous Prospectus.

You should carefully read paragraph A of this chapter before analysing and interpreting the financial information provided and incorporated in this chapter.

A General

The financial data in paragraphs B and C of this chapter relate to financial data of Punch Graphix as at 31 December 2004, 31 December 2005 and 31 December 2006 and as at 30 June 2006 and 30 June 2007. The Acquisition of 97.29% of Punch Graphix plc. took place after 30 June 2007 as such these paragraphs contain only financial information relating to Punch Graphix before the activities of Punch Graphix plc. have been acquired. The pro forma figures relating to Punch Graphix after the Acquisition are contained in Chapter IX "*Pro forma consolidated accounts Punch Graphix*". Historical financial information of Punch Graphix plc. can be obtained from its annual reports which can be found on the website www.punchgraphix.com.

You should be aware that the historical financial information contained in this chapter is impacted by the following events:

In November 2005 the name of the Company was changed from Prolion in Punch Technix, which, until December 2005, only comprised the former activities of Prolion (currently the business unit RMS). Prolion was founded in 1990.

In December 2005 Punch Technix acquired the activities of Punch Professional (currently the business unit EMS). Given the size of these activities this acquisition was, under IFRS, considered as a reverse acquisition and as a result the consolidating entity became Punch Professional. Until December 2005 the legal entity Punch Professional did not have any activities. Punch Professional was created by Punch who contributed certain activities to the legal entity in December 2005.

In July 2007 the name of the Company was changed from Punch Technix into Punch Graphix.

The official financials of Punch Graphix as published in their annual reports and audited by BDO therefore comprise of:

2006	Full year Punch Graphix (including Punch Professional);
2005	Financials of Punch Professional (of which the activities started only in December 2005) plus 1 month of Punch Graphix consolidated as per 1 December 2005;

In the annual report (*jaarrekening*) of Punch Graphix of 2005 the comparative figures are included of:

2004	Financials of Punch Professional, which in 2004 did not have any activities;

Paragraph B of this chapter provides the management discussion and analysis of financial condition and result of operations for the years 2004-2006. The information contained in this paragraph was not subject to an audit by the Auditor.

Paragraph C of this chapter consists of the annual reports (*jaarrekeningen*) 2005 and 2006 of which the auditors' reports (*accountantsverklaringen*) are included. For 2004 no annual report has been prepared as there was no legal obligation to do so. For 2004 a financial summary (*financieel overzicht*) and an auditors' report, (*accountantsverklaring*) with regard to this 2004 financial summary resulting in a disclaimer of opinion are included in this paragraph. This auditors' report is included in this Prospectus in application of article 20.4.1 *in fine* of annex I of commission regulation (EC) No. 809/2004 of 29 April 2004.

B Management discussion and analysis of financial condition and result of operations

The management discussion and analysis of financial condition and result of operations for the past three historical years of the Company is provided in the Previous Prospectus in chapter VII, "Operating and Financial Review" paragraph B, pages 54, 55 and 56 starting with "Please note that this paragraph only contains…." up to and including "…..and additional debt was taken up for an amount of EUR 6.7m". This part is incorporated by reference in this Prospectus.

C Consolidated accounts 2004 – 2006

The consolidated accounts for the past three historical years of the Company are provided in the Previous Prospectus in chapter VII, "Operating and Financial Review" paragraph C, pages 57 – 120 starting with "Please find below the annual reports…." up to and including "…..BDO CampsObers Audit & Assurance B.V. R.W. Brummelman RA". This part is incorporated by reference in this Prospectus.

D Consolidated accounts Punch Graphix per 30/06/2007

Please find below the consolidated accounts of Punch Graphix per 30 June 2007 compared to 30 June 2006. The information contained in this paragraph was not subject to an audit by the Auditor.

Exhibit 10 - Consolidated income statement Punch Graphix, IFRS (unaudited)

EUR k	**30 June 2007**	**30 June 2006**
Sales	14,556	18,634
Other operating income	11,117	-635
Total revenues	25,673	17,999
Change in inventories	-1,152	0
Cost of goods & services sold	-8,694	-9,666
Salaries & employee benefits	-3,359	-3,945
Depreciation & amortisation	-11,827	-421
Impairment losses on current assets	-6,486	0
Other operating charges	-8,795	-3,943
Total operating expenses	-40,313	-17,975
Operating result	-14,641	24
Finance income / (cost)	-523	67
Result before tax	-15,164	91

Taxes	6,803	-61
Net result	-8,361	30
EBITDA	3,672	445
Weighted average number of shares	4,591,764	4,591,764
Earnings per share - basic & diluted	-1.82	0.01

Note: EBITDA is a not defined term according to IFRS. Punch Graphix defines this term as earnings before interest and taxes, plus depreciation, amortisation and provisions booked, minus any potential reductions of those items.

Exhibit 11 - Consolidated balance sheet Punch Graphix, IFRS (unaudited)

EUR k	**30 June 2007**	**30 June 2006**
Non-current assets	25,251	31,959
Intangible assets	10,020	23,227
PPE: Property, Plant & Equipment	3,380	3,743
Investments in associates	0	1
Receivables (non-current)	8	0
Deferred tax assets	11,843	4,989
Current assets	27,157	21,028
Inventories	8,874	11,882
Trade debtors	14,323	6,391
Other amounts receivable	2,885	1,738
Deferred charges and accruals	163	80
Cash and cash equivalents	912	937
Total assets	52,408	52,987
Shareholders' equity	20,673	28,633
Ordinary shares	18,367	18,367
Share premium account	40,208	40,208
Consolidated reserves	-30,271	-27,275
Translation differences	730	310
Result of the year	-8,361	-2,977
Minority interests	0	0
Total equity	20,673	28,633
Non-current liabilities	5,388	4,738
Interest bearing loans & borrowings (non-current)	674	575
Provisions - non-current	4,714	4,163

Current liabilities	26,347	19,617
Trade payables	6,037	7,411
Other current payables	13,632	4,069
Current tax liabilities	360	166
Borrowings	6,319	7,970
Total liabilities and equity	52,408	52,987
Net financial debt	6,080	7,608
Net financial debt / Total equity	0.29	0.27
Total equity / Total assets	39%	54%
Return on equity	-29%	0%

Note: Net financial debt = long- and short- term financial debts - cash & cash equivalents

Exhibit 12 - Consolidated cash flow statement Punch Graphix, IFRS (unaudited)

EUR k	**30 June 2007**	**30 June 2006**
Cash flow from operating activities		
Result before tax	-15,164	30
Adjustments for:		
Depreciations, amortizations & impairment	18,313	421
Provisions	551	-213
Gains/losses on realisation tangible fixed assets	0	0
Interest expense	380	-67
Income tax expense	0	61
Derivatives	0	0
Warrants	0	0
Subtotal	**4,079**	**232**
Movement trade & other receivables	-11,595	-6,832
Movement inventories	1,337	-1,899
Movement trade & other payables	2,673	2,245
Other movements		
Cash generated from operations	**-3,506**	**-6,254**
Income taxes	0	0
Net cash from operating activities	**-3,506**	**-6,254**
Cash flow from investing activities		
Purchase of PPE	-72	-778
R&D expenditure	0	-722
Acquisitions of financial assets	0	27
Net cash from investing activities	**-72**	**-1,473**

Cash flow from financing activities		
Proceeds from issue of share capital	0	0
New loans	51	5,632
Loan repayments	-1,633	0
Financing from Punch International nv	5,515	0
Interest paid / received	-380	67
Net cash flow from financing activities	**3,553**	**5,699**
Net cash flow	**-25**	**-2,028**
Cash & cash equivalents		
Cash and cash equivalent at beginning of period	937	4,124
Cash and cash equivalent at end of period	912	2,096
CTA on cash	0	0
Net cash flow	**-25**	**-2,028**

Exhibit 13 - Reconciliation of equity Punch Graphix, IFRS (unaudited)

EUR k	**Ordinary Shares**	**Share premium account**	**Consolidated Reserves**	**Result of the Year**	**Translation Differences**	**Shareholders' equity**
As at 31 December 2006	**18,367**	**40,208**	**-27,275**	**-2,977**	**310**	**28,633**
Transfer			-2,977	2,977		0
Result of the year				-8,361	421	-7,941
Other movements			-19			-19
As at 30 June 2007	**18,367**	**40,208**	**-30,271**	**-8,361**	**730**	**20,673**

Discussion of the consolidated balance sheet, the consolidated profit and loss statement and consolidated cash flow statement per 30 June 2007 compared to 30 June 2006

Important events effecting the results of operations

The agreement with WestfaliaSurge, described on page 51 of this Prospectus had a significant impact on the results for the current financial year. On the basis of this agreement, a decision was made to grant Westfalia a licence to the milking-robot-related patents and technology and to transfer the direct sales and service network of the RMS division. The EMS (division will continue to produce milking robots for Westfalia for an estimated period of 3 years.

The impacts of the transaction that are already known were incorporated into the figures of 30 June 2007. The transaction has had a positive impact on EBITDA of approximately EUR 4.0 million, but a negative impact on the operating profit (EBIT) of EUR 14.3 million, primarily due to impairment posted to goodwill, inventories and trade debtors.

The group expects that the completion of the discontinuation of the RMS activities will have a negative impact on the second half of the year of maximum EUR 6 million.

The activities of the RMS division will be regarded as 'discontinued activities' in future financial information published by the Company, including in the pro forma consolidated accounts provided in chapter IX.

Review of interim results per 30 June 2007

Sales and operating income

The sales recorded for the first six months of 2007 fell by 22 % from EUR 18.6 million in 2006 to EUR 14.6 million. A drop in sales was recognised for both the RMS division (EUR -2.4 million) and the EMS division (EUR -1.6 million). The drop in sales of the RMS division was principally due to the anticipation of the divestment of the RMS-activities to WestfaliaSurge as the Company already stopped actively selling the Titan milking robot. The decrease in sales of the EMS division was primarily the result of a contract with a client that matured at the of 2006.

Operating income increased from EUR 18.0 million on 30 June 2006 to EUR 25.7 million at the end of June 2007. The most important component of other operating income concerns the one-off licensing income from Westfalia (see discussion of important events effecting the results of operations in this paragraph).

EBITDA

EBITDA increased from EUR 0.4 million for the first six months of 2006 to EUR 3.7 million for the first half of 2007. This increase can be attributed entirely to the one-off licensing income from the Titan milking robot, for which a licence was granted to Westfalia. The negative evolution at sales level was mirrored at EBITDA level: RMS recorded negative EBITDA of EUR -5.0 million.

Operating profit (EBIT)

The operating profit for the first six months of the year amounts to EUR -14.6 million (first half of 2006: EUR 0.0 million). The depreciation and impairment charges for the first half of the year amount to EUR 18.3 million and, for the most part, comprise one-off elements in relation to the discontinued RMS activities (EUR 17.9 million).

Result before tax

The result before tax for the first six months of the year amounts to EUR -15.2 million (first half of 2006: EUR 0.1 million).

Net result

Together, the recognition of deferred tax assets on the existing tax losses and the temporary differences total EUR 6.8 million. As a result, the net loss for the period amounts to EUR -8.4 million, a loss per share of EUR -1.82.

Balance sheet and cash flow statement

The group's consolidated shareholders' equity on 30 June 2007 amounts to EUR 20.7 million. In view of a balance sheet total of EUR 52.4 million, this signifies a solvency ratio of 39%. The net financial debt fell over the first six months of the year from EUR 7.6 million (31 December 2006) to EUR 6.1 million. Fixed assets fell too from EUR 32.0 million at the end of the previous year to EUR 25.3 million. This fall can mainly be attributed to the special impairment on recorded goodwill and the capitalised R&D costs relating to RMS activities in the amount of EUR 13.2 million. Furthermore, additional deferred tax assets of EUR 6.8 million were recognised. Working capital fell from EUR 8.4 million at the end of the previous year to EUR 6.2 million at the end of June 2007, in line with the drop in sales.

The cash flow from operating activities for the first half of the year amounted to EUR -3.5 million. Cash flows from financing activities amounted to EUR -2 million and mainly include repayments and interest paid. Virtually no investments were made. The deficit of financial resources (EUR 5.5 million) was financed via the parent company Punch International.

E Sources of revenues and factors affecting the results of operations

Sources of revenues

The Company generates revenues from:

Non-recurring revenues

- The sale of digital presses by Xeikon as described on page 39 of this Prospectus; and
- The sale of CTP and CTcP enginges by Punch Graphix Prepress Belgium and Punch Graphix Prepress Germany as described on page 39 of this Prospectus.
- The sale of manufactering services by the EMS division as described on page 39 of this Prospectus;

Recurring revenues

- Supply of spare parts for the installed base of Xeikon, Punch Graphix Prepress Belgium and Punch Graphix Prepress Germany;
- Maintenance, either on a contractual basis or on demand of customers for the installed base of Xeikon, Punch Graphix Prepress Belgium and Punch Graphix Prepress Germany;
- Consumbles (toners) sold to clients of Xeikon.

Factors affecting the results of operations

Punch Graphix believes that the most important factors that affect its operations are:

Market evolution:

- The Company's sales plan for Xeikon is based on several forward looking research reports that show significant growth for the digital printing industry. Nevertheless, the growth of the digital printing industry depends on a number of uncertain factors including the technology improvements of digital presses compared to that of conventional presses and the acceptance rates of digital presses by customers;
- Punch Graphix Prepress Belgium sells its products on an exclusive basis to Agfa Graphics, as described on page 80 of this Prospectus. Its success is therefore heavily dependent on the ability of Agfa to sell the products and service its customers;
- Several market research reports show significant growth potential for the CTP industry for the coming years. The sales plan of Punch Graphix Prepress Belgium is based on these research reports.However, the technology used by Punch Graphix Prepress Belgium in its products is relativly new and its success depends on the acceptance by the market and further development of competitive technologies;
- The Company's sales plan for the EMS division does not foresee in significant growth. However a growth of sales volumes is required in order to at least compensate the inflation effects on the cost side; and
- Every four year an important global printing industry trade show is held in Dusseldorf, Germany (DRUPA). The next DRUPA will be held in 2008. The ability of the Company to differentiate itself from its competitors on DRUPA 2008 (f.i. by introducing new products) will have an important effect on the results of operations for the entire Company going forward.

Organisation:

- The Company invests considerable amounts in R&D for Xeikon and Punch Graphix Prepress Belgium. The success of the products solds heavily depend on the ability of the R&D department to improve current products and introduce new products;

- An ongoing programme of refinement of the CTP business's product offering, to reduce material costs and improve processes, is a key component of the Company's ability to compete effectivly in this market.

F Relevant developments since 30 June 2007

- On 18 July 2007, Punch Graphix acquired 97.29% of the shares of Punch Graphix plc, the graphics subsidiary listed on the London AIM of parent company Punch International. This acquisition was effected, on the one hand, through a capital increase by means of the contribution by Punch International of 35.96% of the shares of Punch Graphix plc and, on the other, through the purchase of 61.33% of the shares of Punch Graphix plc, financed by a current account for the amount of EUR 119.6 million.

  Punch Graphix plc. represents an important part of the Company. The pro forma financial information included in chapter IX shows that the activities of Punch Graphix plc. would contribute approximately 85% to total revenues of the Company in the first half of 2007. Pro forma financial information per 30 September 2007 is also provided in chapter IX.

- On 30 August 2007, The Company signed an agreement with the Germany based WestfaliaSurge. With this agreement, the Company gives WestfaliaSurge a worldwide and non-exclusive licence to sell and service its automatic milking system "Titan".

  Within the framework of this agreement, the order book and the installed base of the Titan system and former systems will be transferred from RMS to WestfaliaSurge. In addition, WestfaliaSurge took over the major part of the RMS sales and service organisation. WestfaliaSurge also took over the development team in Vijfhuizen. RMS keeps the ownership on its patents and know how.

  The agreement became effective on 28 September 2007, the day on which the German anti-trust authorities approved the transaction. At that moment, WestfaliaSurge and RMS started to transfer the activities towards WestfaliaSurge. The transfer takes place in all European countries, and is expected to be finished by the end of this year.

  Punch Graphix, through its Slovak based production facilities of EMS, will continue to produce the Titan robot systems for WestfaliaSurge, on a subcontracting basis. Punch Graphix will also continue to sell and deliver parts.

  Punch Graphix took provisions for potential liabilities and for reorganisation costs as discussed in the item named "*Important events effecting the results of operations"* on page 48 of this Prospectus. Punch Graphix also prepares to liquidate the legal structures in the respective countries.

- The Company is planning to terminate the electronics assembly activities of the EMS division and in anticipation initiated a mass dismissal (lay-off) of 301 employees. The dismissal has already been announced to the local Labour Authority and to the representatives of the employees in line with statutory regulations on mass dismissals. 275 notice have been served to employees already and 26 notices are outstanding to employees that are on sickness leave but will be sent out by the end of November 2007. As a result of the mass dismissal, Punch Technix Equipment is likely to incur significant costs of severance pay to the dismissed employees. Standard severance pay is twice the average monthly salary of the employee in Slovakia. Severance payments amounting to two to three month's salary payment per dismissed employee will be due which adds up to approximately EUR 430,000 in total. Possible labour law disputes challenging the dismissals might trigger additional costs. The electronics assembly activity contributed approximately 15.4% to total revenues of the EMS division in 2006 and 1.9% to total revenues of Punch Graphix in 2006 (pro forma including the Acquisition).

Other than mentioned above, the Company (for the avoidance of doubt including the activities of Punch Graphix plc.) has continued on the same operational and financial basis since 30 June 2007, for which for Punch Graphix N.V the financials are included in this chapter and for which for Punch Graphix plc. the financials can be downloaded from www.punchgraphix.com. The Company, at the date of this Prospectus, is not aware of any other material developments since the publication of the last financials included in this chapter until the publication of this Prospectus that have effected its competitive, operational or financial position during the financial year 2007 other then mentioned above. There are no material developments since 30 June 2007 until the publication of this Prospectus other then mentioned above.

G Other

Investments

The principal investments over the last three full financial years by the Company consist of capitalised R&D and investments in equipment for production purposes for the RMS and EMS divisions. Please find below an overview of investments over the past three years:

EUR k	**2006**	**2005**	**2004**
Acquisition of subsidiaries	-	521	-
Purchases of tangibles fixed assets	-1,061	-	-
R&D capitalization	-1,050	-37	-
Purchases of financial fixed assets	27	7	-
Total	-2,087	490	-

Acquisition of subsidiaries (EUR 521k in 2005) refers to cash transferred to Punch Graphix resulting from the reverse acquisition of Prolion by Punch Professional as discussed in paragraph A of this chapter.

Purchases of tangible fixed assets refers to purchased production equipment (machines) for EMS (total amount EUR 800k in 2006) and purchased rolling stock for EMS (total amount EUR 261k in 2006). During the first half year of 2007 Punch Graphix purchased equipment for the EMS division for a total amount of EUR 72k.

R&D capitalisation refers to R&D investments for the Titan milking robot of the RMS division amounting to EUR 37k in 2005 and EUR 1,050k in 2006. No investments in R&D have been made during the first half of 2007. Please note that the activities of the RMS division have been sold to Westfalia as discussed on the previous page (paragraph F of this chapter).

On 18 July 2007, Punch Graphix acquired 97.29% of the shares of Punch Graphix plc, the graphics subsidiary listed on the London AIM of parent company Punch International. This acquisition was effected, on the one hand, through a capital increase by means of the contribution by Punch International of 35.96% of the shares of Punch Graphix plc and, on the other, through the purchase of 61.33% of the shares of Punch Graphix plc, financed by a current account for the amount of EUR 119.6 million.

This overview excludes the investments made by Punch Graphix plc. during the period covered by the historical financial information provided in this Prospectus as these activities were only acquired after 30 June 2007.

Punch Graphix plc. has and will invest considerable amounts in R&D of new products and solutions for its CTP and Digital businesses. These investments will allow the Company the continued enhancement of its product range and enables it to maintain technology leadership positions within its chosen markets. The amounts spend on R&D by Punch Graphix plc. amounted to EUR 11.6 million in 2004 (of which EUR 4.8 million was capitalised and EUR 6.8 million was taken in the P&L), EUR 11.5 million in 2005 (of which EUR 5.4 million was capitalised and EUR 6. million was taken in the P&L) and EUR 14.3 million in 2006 (of which EUR 7.6 million was capitalised and EUR 6.7 million was taken in the P&L). For 2007 the amounts spend on R&D by Punch Graphix plc. will amount to approximately EUR 12 million. A pro rata amount will borne the Company for the remainder of the current year following the acquisition of 97% of Punch Graphix plc. on 18 July 2007.

Currently there are no significant investments planned other than the R&D investments as described above. Company does not foresee significant new investments apart from the R&D investment and replacement investments for the coming years (total investment estimated at maximum EUR 15 million per year).

R&D investments are financed from the operating cash flows of the Company.

IX PRO FORMA CONSOLIDATED ACCOUNTS PUNCH GRAPHIX

The historical financial information of Punch Graphix provided in Chapter VIII, paragraphs B, C and D relate only to the activities of the former Punch Technix and exclude the activities of Punch Graphix plc. These activities were acquired after 30 June 2007, i.e. after the date of the most recent financial information published by the Company.

The activities of Punch Graphix plc. form an important part of the current activities of the Company, therefore pro forma financial information taking into account this Acquisition is provided in this Chapter. This chapter provides two sets of pro forma financial information:

- *Pro forma financial information per 30 June 2007 (showing the effect of the Acquisition); and*
- *Pro forma financial information per 30 September 2007 (showing the accounts of the Company after the Acquisition and the effects of the Offering).*

The pro forma financial information per 30 June 2007 provided in paragraph A of this chapter has been included with the purpose to provide a description of how the Acquisition might have affected the assets and liabilities and earnings of the Company had the Acquisition been undertaken at 1 January 2007.The pro forma accounts per 30 June 2007 show all adjustments made to the original accounts of Punch Graphix relating to the Acquisition at a moment the Acquisition had not taken place.

The pro forma financial information per 30 September 2007 is provided for the purpose of showing the accounts of Punch Graphix after the Acquisition has been completed (i.e. no adjustments relating to the Acquisition have been made). The pro forma income statement shows the results of the first nine months for both Punch Graphix and Punch Graphix plc. in separate columns and a pro forma combination. The pro forma balance sheet provides the balance sheet of Punch Graphix per 30 September 2007 (i.e. including Punch Graphix plc.).Both the pro forma income statement and balance sheet per 30 September show the pro forma adjustments for the Offering.

The pro forma information has been prepared for illustrative purposes only, and because of its nature addresses a hypothetical situation and therefore does not represent the actual financial position and earnings as at and for the period ended 30 June 2007 and 30 September 2007. The historical financial information is prepared and presented in accordance with IFRS. No promulgated standards for pro forma reporting exist in The Netherlands. Accordingly, the reporting may differ significantly from those in other jurisdictions, in particular the United Kingdom. The pro forma financial statements do not purport to present what the earnings would actually have been or what earnings would be if the Acquisition that gave rise to the pro forma adjustments had occurred at the dates assumed and is not indicative of future earnings. The pro forma financial statements should be read in conjunction with the historical financial information and related notes thereto included in Chapter VIII, paragraphs B, C and D.

A Pro forma consolidated accounts Punch Graphix per 30 June 2007

The following table sets forth the pro forma consolidated accounts per 30 June 2007 and takes into account the Acquisition. The first column of the pro forma consolidated accounts, "Punch Graphix N.V.", provides the historical unadjusted information of the Company per 30 June 2007, the second column of the proforma consolidated accounts provides the historical unadjusted information of Punch Graphix plc. Per 30 June 2007, the next six columns provide the pro forma adjustments which are discussed in more detail below. The last column, "pro forma consolidation", provides the pro forma financial information per 30 June 2007. The pro forma financial information does not include: potential synergies of the future group and costs to achieve these synergies, estimates or forecasts and intercompany transactions between Punch Graphix and Punch Graphix plc. (if any).

Exhibit 14 - Pro forma consolidated income statement Punch Graphix

IFRS	**Punch Graphix N.V.**	**Punch Graphix Plc.**	**Capital increase cash**	**Capital increase contr.**	**Purchase Punch Graphix plc. shares**	**Fair value adjustment Punch Graphix plc.**	**Elimination of Punch Graphix plc. shares**	**Elimination of Equity Punch Graphix plc. + minority allocation**	**Pro forma consolidation**
EUR k	**30 June 2007**	**30 June 2007**	**18 July 2007**	**18 July 2007**	**18 July 2007**	**18 July 2007**	**18 July 2007**	**18 July 2007**	**30 June 2007**
Sales	14,556	83,391							97,947
Other operating income	11,117	3,497							14,614
Total revenues	25,673	86,888							**112,561**
Change in inventories	1,152	3,728							4,880
Cost of goods & services sold	8,694	30,182							38,876
Salaries & employee benefits	3,359	16,480							19,839
Depreciation & amortisation	11,827	7,789							19,616
Impairment losses on current assets	6,486	675							7,161
Other operating charges	8,796	14,849							23,645
Total operating expenses	40,314	73,703							**114,017**
Operating result	-14,641	13,185							**-1,456**
Finance income / (cost)	-523	-1,268							-1,791
Share result of associates		-15							-15
Result before tax	-15,164	11,902							**-3,262**
Taxes	6,803	-3,493							3,310
Net result	-8,361	8,409							**48**
EBITDA	3,672	**21,649**							**25,321**
Weighted average number of shares									17,335,506
Earnings per share - basic & diluted									0.00

Exhibit 15 - Pro forma consolidated balance sheet Punch Graphix

IFRS	**Punch Graphix N.V.**	**Punch Graphix Plc.**	**Capital increase cash**	**Capital increase contr.**	**Purchase Punch Graphix plc. shares**	**Fair value adjustment Punch Graphix plc.**	**Elimination of Punch Graphix plc. shares**	**Elimination of Equity Punch Graphix plc. + minority allocation**	**Pro forma consolidation**
EUR k	30 June 2007	30 June 2007	18 July 2007	18 July 2007	18 July 2007	18 July 2007	18 July 2007	18 July 2007	30 June 2007
Non-current assets	**25,251**	**122,896**		**70,140**	**119,644**	**91,000**	**-189,784**		**239,147**
Intangible assets	10,020	26,515				91,000			127,535
PPE: Property, Plant & Equipment	3,380	51,370							54,750
Investments in associates		347		70,140	119,644		-189,784		347
Receivables (non-current)	8	39,323							39,331
Deferred tax assets	11,843	5,341							17,184
Current assets	**27,157**	**100,131**	**8,936**						**136,224**
Inventories	8,874	37,854							46,728
Trade debtors	14,323	31,920							46,243
Other amounts receivable	2,885	7,754							10,639
Deferred charges and accruals	163								163
Cash and cash equivalents	912	21,798	8,936						31,646
Financial Instruments		805							805
Total assets	**52,408**	**223,027**	**8,936**	**70,140**	**119,644**	**91,000**	**-189,784**		**375,371**
Shareholders' equity	**20,673**	**117,844**	**8,936**	**70,140**		**91,000**	**-189,784**	**-5,657**	**113,152**

Minority interests		**531**						**5,657**	**6,188**
Total equity	**20,673**	**118,375**	**8,936**	**70,140**		**91,000**	**-189,784**		**119,340**
Non-current liabilities	**5,388**	**49,587**			**107,679**				**162,654**
Interest bearing loans & borrowings (non-current)	674	43,173							43,847
Deferred tax liabilities		3,548							3,548
Provisions - non-current	4,714	2,866							7,580
Other liabilities					107,679				107,679
Current liabilities	26,347	55,065			11,965				93,377
Trade payables	6,037	18,479							24,516
Other current payables	13,632	14,630			11,965				40,226
Current tax liabilities	360	10,664							11,024
Borrowings	6,319	11,292							17,611
Total liabilities and equity	52,408	223,027	8,936	70,140	119,644	91,000	-189,784		375,371
Net financial debt									149.456
Net financial debt / Total equity									125.2%
Total equity / Total assets									32%

Punch Graphix N.V.

The consolidated balance and income statement of Punch Graphix per 30 June 2007 and a discussion of the main items can be found in chapter VIII.

Punch Graphix plc.

The consolidated balance and income statement of Punch Graphix plc. per 30 June 2007 can be found in the 30 June 2007 published financials of Punch Graphix plc. available on: www.punchgraphix.com.

B Discussion of pro forma adjustments

The pro forma consolidated accounts take into account the acquisition of 97.29% of the share capital of Punch Graphix (the Acquisition). In order to prepare these accounts a number of pro forma adjustments have been made:

- Capital increase cash (column 4): capital increase in cash on 18 July 2007 of EUR 8.9m (net)
- Capital increase contribution (column 5): the capital increase by Punch International in Punch Gaphix for the contribution in kind of 35.96% of the shares of Punch Graphix plc. The contribution is compensated by 11,204,498 newly created shares of Punch Graphix for a total value of EUR 70,140,157.48.
- Purchase Punch Graphix plc. Shares (column 6): The acquisition from Punch International of 63,113,942 shares Punch Graphix plc. representing 61.33% of the share capital. The acquisition was financed by a current account from Punch International amounting to EUR 119,643,838. The current account has to be paid back ultimately within 10 years from the settlement date (18 July 2007). Interests are at market rate and accrued until full repayment. The interest rate amounts to 6-months EURIBOR + 1,75% per annum. In the pro forma financials the current parent company loan is shown as a long term debt.
- Adjustment (column 7): Prior to the Acquisition Punch International acquired in January 2007 through a mandatory cash offer the majority of the shares (stake increased from 49% to 97%) in Punch Graphix plc. This transaction was subject to IFRS 3 business combinations requiring the assets of Punch Graphix plc.to be restated to fair value at transaction date. The impact of this restatement amounted to EUR 91m and is allocated in the figures Punch Graphix plc. shown above to Intangible assets. The allocation of the fair value adjustment might be subject to changes because this transaction has not been audited so far.
- Elimination of Punch Graphix plc. shares (column 8): elimination of Punch Graphix plc. shares for an amount of EUR 189,784k (i.e EUR 70,140k (see comments colomn 5 + 119,644k (see comments colomn 6).

- Elimination of minorities and equity of Punch Graphix plc. (column 9): eliminationof of ordinary share capital and share premium acount of Punch Graphix plc. assigned to consolidation reserves. Elimination of minorities representing the 2.71% shares of Punch Graphix plc. not held by Punch Graphix. The minority participation is valued in accordance with IFRS at the same value as it was presented at the parent company level. Furthermore it is assumed that no goodwill in accordance with IFRS 3 Business Combination for the minorities will be shown in the balance sheet;
- Consolidation: the result of the combination of Punch Graphix plc., the Company and the adjustments.

C Valuation rules applied

The pro forma financial information in paragraph A of this chapter is prepared and presented in accordance with IFRS. By applying the IFRS statements the Acquisition is considered as a separate transaction from the operation in which Punch International acquired a majority stake in Punch Graphix plc. This transaction, realized in January 2007, was recorded in the accounts of Punch International applying the full treatment of IFRS 3, business combinations. Since Punch International controlled both groups (Punch Graphix and Punch Graphix plc.) prior to the Acquisition, the Acquisition is considered as a restructuring of the affiliated companies. Management has decided to treat this transaction in the financial consolidated accounts of Punch Graphix by integrating the book values as they appear in the accounts of the parent entity. As conclusion the fair value treatment due to the application of a business combination in Punch International is considered as the book value in the parent and is pushed down into the pro forma consolidated financial accounts of Punch Graphix.

D Audit report on the pro forma financials

Auditors' report

Introduction

The pro forma statements with combined financial data of Punch Graphix N.V. per 30 June 2007, as included in this offering prospectus on pages 53 to 55, represent the pro forma combination of the figures of Punch Graphix N.V. and Punch Graphix Plc.

The pro forma statements are the responsibility of the management of Punch Graphix N.V. Our responsibility is to express an opinion on these pro forma combined statements based on our audit.

In preparing these pro forma combined statements changes as disclosed in paragraph B of this Chapter have been made to the accounting policies used by the companies.

Scope

We conducted our audit in accordance with auditing standards generally accepted in the Netherlands. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the pro forma financials have been prepared applying appropriate methods. We believe that our audit provides a reasonable basis for our opinion.

Opinion

In our opinion, the pro forma financial information has been properly compiled on the basis stated and this basis is consistent with the accounting policies of the issuer.

Amstelveen, 5 December 2007

BDO CampsObers Audit & Assurance B.V.

R.W. Brummelman RA

E Pro forma consolidated accounts Punch Graphix per 30 September 2007

The following table sets forth the pro forma consolidated accounts per 30 September 2007 and takes into account the Offering. The pro forma consolidated accounts and pro forma adjustments are discussed in detail in paragraph F of this chapter.

Exhibit 16 - Pro forma consolidated income statement Punch Graphix

IFRS	**Punch Graphix N.V. (only former Punch Technix activities for the first nine months of 2007)**	**Punch Graphix plc (for the first nine months of 2007)**	**Capital increase cash (Private Placement)**	**Capital increase in kind (Conversion)**	**Pro forma consolidation**
EUR k					
Sales	21,853	121,129			142,982
Other operating income	11,846	5,727			17,573
Total revenues	**33,699**	**126,856**			**160,555**
Change in inventories	-754	-5,007			-5,761
Cost of goods & services sold	-12,795	-43,659			-56,454
Salaries & employee benefits	-6,783	-25,142			-31,925
Depreciation & amortisation	-12,266	-11,453			-23,719
Impairment losses on current assets	-7,466	382			-7,084
Other operating charges	-10,392	-22,337			-32,729
Total operating expenses	**-50.456**	**-107,216**			**-157,672**
Operating result	**-16,757**	**19,640**			**2,883**
Finance income / (cost)	-1,850	-2,008			-3,858
Share result of associates	-	0			**0**
Result before tax	**-18,607**	**17,632**			**-975**
Taxes	5,144	-3,428			1,716
Net result	**-13,463**	**14,204**			**741**
EBITDA	2,975	**30,711**			**33,686**
Weighted average number of shares					17,335,506
Earnings per share - basic & diluted					0.00

Exhibit 17 - Pro forma consolidated balance sheet Punch Graphix

IFRS	**Punch Graphix N.V. per 30 September 2007**	**Capital increase cash (Private Placement)**	**Capital increase in kind (Conversion)**	**Pro forma consolidation**
EUR k				
Non-current assets	**200,097**			**200,097**
Intangible assets	126,353			126,353
PPE: Property, Plant & Equipment	52,662			52,662
Investments in associates	18			18
Receivables (non-current)	4,767			4,767
Deferred tax assets	16,297			16,297
Current assets	**120,760**	**30,000**		**150,760**

Inventories	43,480			43,480
Trade debtors	41,695			41,695
Other amounts receivable	14,849			14,849
Cash and cash equivalents	20,314	30,000		50,314
Financial Instruments	422			422
Total assets	**320,857**	**30,000**		**350,857**
Shareholders' equity	**111,104**	**30,000**	**30,000**	**171,104**
Minority interests	**5,754**			**5,754**
Total equity	**116,858**	**30,000**	**30,000**	**176,858**
Non-current liabilities	**121,067**		**-30,000**	**91,067**
Interest bearing loans & borrowings (non-current)	44,216			44,216
Deferred tax liabilities	2,917			2,917
Other liabilities	73,934		**-30,000**	43,934
Current liabilities	**82,932**			**82,932**
Trade payables	21,254			21,254
Other current payables	25,120			25,120
Current tax liabilities	12,387			12,387
Borrowings	18,416			18,416
Provisions	5,699			5,699
Financial instruments	56			56
Total liabilities and equity	**320,857**	**30,000**		**350,857**
Net financial debt	116,252	-30,000	-30,000	56,252
Net financial debt / Total equity	99.5%			31.8%
Total equity / Total assets	36.4%			50.4%

The pro forma consolidated accounts per 30 September 2007 are prepared for the sole benefit of prospective investors considering to take part in the Offering. The pro forma consolidated accounts per 30 September 2007 are sourced from the internal financial systems of the Company and not elsewhere included in this Prospectus or published in any other form.

F Discussion of pro forma adjustments

The pro forma consolidated accounts take into the Offering and show the income statement of Punch Graphix that includes the results for the first nine months of 2007 of Punch Graphix plc. In order to prepare these accounts a number of pro forma adjustments have been made:

Pro forma consolidated income statement:

- The first column provides the income statement of Punch Graphix for the first nine months of 2007 and only includes the former Punch Technix activities (i.e. this excludes the activities of Punch Graphix plc. which where acquired in July 2007).
- The second column provides the income statement of Punch Graphix plc. for the first nine months of 2007.
- Columns three and four provide the adjustments for the Offering. The Offering does not have any implications for the income statement, as such no adjustments related to the Offering to the income statement have been made.
- The fifth column provides the pro forma consolidation of Punch Graphix and Punch Graphix plc. for the first nine months of 2007 (i.e. provides the pro forma income statement of Punch Graphix as if the Acquisition took place at 1 January 2007).

Pro forma consolidated balance sheet:

- The first column provides the consolidated balance sheet of Punch Graphix per 30 September 2007. As the Acquisition has been finalised in July 2007 this consolidated balance sheet already includes Punch Graphix plc. and as such no adjustments for the Acquisition have been made.
- The second column provides the pro forma adjustments for the capital increase in cash for an amount of EUR 30 million (the Private Placement). This excludes the Overallotment-Option of 15%. Please note that the Private Placement will take place after publication of this Prospectus and that the amount subscribed for in the Private Placement could potentially be significantly less than EUR 30 million.
- The third column provides the pro forma adjustments for the capital increase in kind for an amount of EUR 30 million (the Conversion). This excludes the Overallotment-Option of 15%. Please note that the amount of the Conversion will be the same as the amount of the Private Placement and therefore could also be significantly less than EUR 30 million (see comments above).
- The fourth column provides the pro forma consolidated balance sheet of Punch Graphix and takes into account the Acquisition (see comments for first colomn above) and the Offering.

G Valuation rules applied

The pro forma financial information in paragraph E of this chapter is prepared and presented in accordance with IFRS.

H Audit report on the pro forma financials

Introduction

The pro forma statements with combined financial data of Punch Graphix N.V. per 30 September 2007, as included in this offering prospectus on pages 57 and 58, represent the pro forma combination of the figures of Punch Graphix N.V. and Punch Graphix Plc.

The pro forma statements are the responsibility of the management of Punch Graphix N.V. Our responsibility is to express an opinion on these pro forma combined statements based on our audit.

In preparing these pro forma combined statements changes as disclosed in paragraph F of this Chapter have been made to the accounting policies used by the companies.

Scope

We conducted our audit in accordance with auditing standards generally accepted in the Netherlands. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the pro forma financials have been prepared applying appropriate methods. We believe that our audit provides a reasonable basis for our opinion.

Opinion

In our opinion, the pro forma financial information has been properly compiled on the basis stated and this basis is consistent with the accounting policies of the issuer.

Amstelveen, 5 December 2007

BDO CampsObers Audit & Assurance B.V.

R.W. Brummelman RA

X DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A Introduction

Set out below is a summary of relevant information concerning the Management Board, Supervisory Board and employees and a brief summary of certain significant provisions of Dutch corporate law and the Articles of Association as they currently read in respect of the Management Board and Supervisory Board.

B Supervisory board, management board and senior management

The Company has a two-tier board structure consisting of a Management Board (*Raad van Bestuur*) and a Supervisory Board (*Raad van Commissarissen*).

Powers, Composition and Function of the Supervisory Board

The powers, composition and function of the Supervisory Board are provided in the Previous Prospectus in chapter IX "Directors, senior management and employees" on page 124 starting with "The Supervisory Board is responsible for…." up to and including "…..then in office are present or represented". This part is incorporated by reference in this Prospectus.

Composition of the Supervisory Board

The members of the Supervisory Board of the Company are as follows:

***Mr. H. olde Bolhaar*, born in Eindhoven (NL), 16 January 1948**

Position	Chairman
Education	Economics/IT at Tilburg University
Previous positions	CFO of various departments at Royal Philips Electronics
Other Supervisory Board positions	None
Relevant ancillary positions	Senior Vice President and Head of the Joint Venture Office of Philips International B.V
Date appointed	3 March 2005

Mr. olde Bolhaar does not hold any Shares or Share options in Punch Graphix, either directly or indirectly.

***Mr. G. Dumarey*, born in Oostende (B) , 21 September 1959**

Position	Member
Education	Bachelor Auto Mechanica

Previous positions	With the take-over of New Impriver NV in 1982, Mr. Dumarey laid the foundation of the current Punch International Group. Since then he has been Managing Director of the company and he became chairman of the Supervisory Board in 1998.
Other Supervisory Board positions	Chairman of the Supervisory Board of Punch International and member Board of Directors of Punch Graphix plc.
Relevant ancillary positions	CEO Punch International N.V.
Date appointed	20 April 2006

Mr. Dumarey does indirectly hold Shares in Punch Graphix (through Punch).

***Mr. W. Deblauwe*, born in Knokke-Heist (B), 28 September 1974**

Position	Member
Education	Graduate in Law (Catholic University Leuven, Belgium) and Business Economics at the Open University. He also earned a CFA certificate from ICHEC Brussels, Belgium.
Previous positions	Mr. Deblauwe was appointed Non-Executive Director of Punch Graphix plc on 20 February 2007 and member of the Supervisory Board of Punch Graphix on 23 July 2007. He was active in the financial sector (ING) for five years before being appointed CFO of Xeikon in 2002. Later he was appointed VP Sales & Marketing of Punch Graphix plc. After the successful IPO of Punch Graphix plc he was appointed CFO of Punch International and since November 2005, he has been one the Managing Directors of Punch International
Other Supervisory Board positions	Punch Telematix NV
Relevant ancillary positions	CFO Punch International N.V.
Date appointed	23 July 2007

Mr. Deblauwe does indirectly hold Shares in Punch Graphix (through Punch).

***Mr. P. Ghekiere,* born in Kortrijk (B), 22 February 1960**

Position	Member
Education	Mr Ghekiere studied law at the Catholic University of Leuven, Belgium and holds a Masters of Law Degree (LLM) from New York University School of Law.

Previous positions	Mr. Ghekiere was appointed Chairman of Punch Graphix plc on 20 February 2007 and member of the Supervisory Board of Punch Graphix nv on 23 July 2007. Until December 2006 he was Founding Partner, Executive Director, Member of the Executive Management Committee and General Counsel of the Capital Markets Company nv. Since December 2006, he is Vice Chairman of the Board of Kinepolis Group nv. Previous positions were held at law firms Loeff Claeys Verbeke, Brussels, Allen & Overy, and Reid Priest, New York.
Other Supervisory Board positions	Vice chairman of the board of Kinepolis group
Relevant ancillary positions	Vice chairman of the board of Kinopolis group
Date appointed	23 July 2007

Mr. Ghekiere does not hold any Shares or share options in Punch Graphix, either directly or indirectly.

All the above have their offices Brieversstraat 70, 4529 GZ, Eede, Netherlands.

It is proposed to the EGM scheduled for 29 November 2007 that Mr. Deblauwe, who intends to resign as member of the Supervisory Board per 31 December 2007, shall be appointed as member of the Management Board with effect as of 1 January 2008. For further details, reference is made to the section headed “Current composition of the Management Board”.

Neither the current positions, ancillary positions and/or other Supervisory Board positions have led nor can lead in the Company's opinion to any conflict of interest between the Company and the Supervisory Board member concerned.

Supervisory Board members resign their office at regular intervals, in accordance with a rota the Supervisory Board has drawn up for that purpose. Supervisory Board members resigning may be reappointed immediately, unless they have reached age 65 or will do so in that financial year, in which case a Supervisory Board member must resign.

Name	***Date of birth***	***Date first appointed***	***Current term***	***Due to resign according to the time table***	***Maximum term***
Mr. H. olde Bolhaar	*16 January 1948*	*03 March 2005*	*2005 - 2009*	*2009*	*2017*
Mr. G. Dumarey	*21 September 1959*	*20 April 2006*	*2006 -2010*	*2010*	*2018*
Mr. W. Deblauwe	*28 September 1974*	*23 July 2007*	*2007 - 2011*	*2011*	*2019*
Mr. P. Ghekiere	*22 February 1960*	*23 July 2007*	*2007 - 2011*	*2011*	*2019*

Supervisory Board Committees

Punch Graphix operates with three core committees: an audit committee, a remuneration committee, and a selection and appointment committee. These committees advise the Supervisory Board in its decision-making. The Supervisory Board remains nevertheless responsible for its own decisions.

The audit committee advises the Supervisory Board about the operation of the internal risk management and control systems, the financial information reporting by the company, the compliance with recommendations and the follow-up of comments made by the external accountant, the company policy relating to tax planning, the company financing, and the application of information and communication technology.

In principle the audit committee meets twice per year including once per year with the external accountant, without the presence of the Executive Board.

The Punch Graphix audit committee is currently composed of Messrs. Herman olde Bolhaar (Chairman) and Wim Deblauwe.

The remuneration committee advises the Supervisory Board on remuneration policy and the remuneration paid to the individual executive members. The committee is charged with drawing up the remuneration report.

The remuneration committee is composed of Messrs. Philip Ghekiere (Chairman) and Wim Deblauwe

The principal tasks of the selection and appointment committee are:

- the drawing up of selection criteria and appointment procedures for members of the Supervisory Board and the Executive Board;
- the periodic assessment of the size and composition of the Supervisory Board and the Executive Board;
- the formulation of proposals for a profile of the Supervisory Board, the periodic evaluation of the performance of individual Supervisory Board and Executive Board members and reporting this to the Supervisory Board;
- the formulation of proposals for the (re)appointments and the supervision of the policy of the Executive Board in the matter of selection criteria and appointment procedures for higher management.

The selection and appointment committee is composed of Messrs. Philip Ghekiere (Chairman) and Wim Deblauwe.

Powers, Composition and Function of the Management Board

The powers, composition and function of the Management Board are provided in the Previous Prospectus in chapter IX "Directors, senior management and employees" on page 122 and 123 starting with "The Management Board is responsible for…." up to and including "…..responsible for the management of the Company". This part is incorporated by reference in this Prospectus.

Current composition of the Management Board

The Management Board currently consists of two members, the Managing Director and Chief Executive Officer Mr. B. Van Assche and the Chief Financial Officer Mr. P. Tytgadt.

Messrs. B. Van Assche and P. Tytgadt were appointed in July 2007 following the Acquisition of 97.29% of Punch Graphix plc. by the Company.

Ben Van Assche (CEO, born in 1946) was appointed Chief Executive Officer of Punch Graphix nv in July 2007. In April 2006 he had been appointed Chief Executive Officer of Punch Graphix plc. Ben is also member of the Board of Directors of Punch Graphix plc. He joined Punch Graphix from Cytec Surface Specialties, the world leading manufacturer of coating and, ink resins and adhesives, where he was CEO of Cytec Surface Specialties nv. He was a member of the Executive Committee of Cytec Group and has over 35 years experience in the chemical, pharmaceutical and health care industries, including global assignments in large and mid size companies such as Cytec, UCB, Alcon and Baxter.

Peter Tytgadt, (CFO, born in 1970) was appointed Chief Financial Officer of Punch Graphix nv in July 2007. He had been appointed Chief Financial Officer of Punch Graphix plc. in April 2007. He

joined parent company Punch International nv in December 2005 as Corporate Controller where he was also responsible for investor relations. Peter was involved in the initial public offering of Punch Telematix nv on Euronext Brussels during November 2006. Peter has occupied senior financial positions in different companies since more than 10 years. The last 5 years prior to joining Punch, he was responsible for consolidation, reporting and investor relations of Kinepolis group.

The Company announced on 18 October 2007 that Mr. Ben Van Assche will step down as Chief Executive Officer (CEO) with effect from 31 December 2007. It is proposed to the EGM scheduled for 29 November 2007 that Mr Ben Van Assche shall be appointed as a member of the Supervisory Board with effect from 1 January 2008. It is further proposed to the EGM scheduled for 29 November 2007 that Mr. Wim Deblauwe, current Chief Financial Officer (CFO) of Punch International, non-executive director of Punch Graphix plc and member of the Supervisory Board who intends to resign as member of the Supervisory Board per 31 December 2007, shall be appointed as member of the Management Board and new CEO of Punch Graphix with effect as of 1 January 2008.

Senior management

The Management Board is supported by senior management. Senior management together with the Management Board is referred to as the Management of Punch Graphix following persons are considered as senior management of the Company:

Name	Title
ir. Frank Deschuytere	Chief Technology Officer
Siegfried Trinker	Chief Sales & Marketing Officer

All persons mentioned above have offices at Brieversstraat 70, 4529 GZ, Eede, the Netherlands.

Frank Deschuytere (Chief Technology Officer, born in 1964) joined Xeikon nv in 1999 and held senior positions in research and development until his appointment as Chief Technology Officer at Punch Graphix plc in March 2005. In July 2007 he was also appointed Chief Technolgy Officer at Punch Graphix.

Frank has over 15 years of experience in the printing industry, having previously worked for ten years as project manager of image processing for Agfa. He has an MBA from the Katholieke Universiteit Leuven (Belgium) and a Masters degree in Engineering from the University of Ghent (Belgium).

Siegfried Trinker (Chief Sales & Marketing Officer, born in 1965) was appointed Chief Sales & Marketing Officer of Punch Graphix in July 2007. Previously, he had been appointed Chief Sales & Marketing Officer of Punch Graphix plc in 2006. In his role he leads the worldwide sales, marketing and customer support organisations of Punch Graphix.

Prior to joining Punch Graphix, Siegfried held general management positions across high-tech production, supply chain management (he was responsible for packaging and printing requirements for a multinational), marketing and sales. For the past years Siegfried was Vice President for Corporate Strategy and Business Development at LG.PHILIPS in Hong Kong. He has abundant global management experience and during the high growth of the IT industry in the late ‘90s, Siegfried spent some years in the financial services industry where he managed several start-ups. Siegfried studied at the University of Vienna, Austria and the University of British Columbia, Canada. He holds degrees in engineering as well as business administration.

C Remuneration and equity holdings

Management remuneration

The Supervisory Board determines the fees and other terms of employment of the members of the Management Board, subject to the remuneration policy as laid down by the General Meeting. All members of the Management have been appointed in July 2007, i.e. after the last full financial year included in this Prospectus. The Company therefore did not pay any amounts to the current members of the Management during the financial year 2006. Page 127 of the Previous Prospectus provides an overview of the remuneration of the previous members of the management of the Company.

None of the members of the Management contract provide for benefits upon termination of their employment contract.

Supervisory Board remuneration

The Supervisory Board's remuneration is determined by the General Meeting. The Supervisory Board's total remuneration in the financial year 2006 was EUR 12,500 compared to EUR 4,167 in 2005.

The Company has not made any loans to members of the Supervisory Board. The Company does not have any liabilities by reason of current loans to Supervisory Board members, nor has it issued any guarantees on their behalf. None of the members of the Supervisory Board contracts provide for benefits upon termination of their employment contract. None of the members of the Supervisory Board have been involved in any prosecution, order or current proceedings for misdemeanours and offences under the Law on financial crime.

The remuneration of the Supervisory Board is as follows:

Supervisory Board members	Remuneration p.a. (EUR)	Other remuneration
Mr. H. olde Bolhaar	EUR 17,500	None
Mr. G. Dumarey	None	None
Mr. W. Deblauwe	None	None
Mr. P. Ghekiere	None	None

The future remuneration of the Supervisory Board will be subject to the resolutions proposed for the EGM.

Equity Holdings

None of the members of the Management or Supervisory Board directly have any Shares or loans issued by the Company. None of the members of the Supervisory Board or any member of the Management enjoy any benefits in kind.

No members of the Management or Supervisory Board were awarded any Share options during the financial year 2006 nor exercised any such options. The Management or Supervisory Board did not hold any such options as at 31 December 2006.

No amounts have been set aside or allocated to pay pensions or similar benefits for the members of the Supervisory Board or Management, as they all provide their services to the Company via their own companies (management BV). Punch Graphix and its group companies have set aside or allocated amounts for paying pensions or similar benefits to employees as stated in the audited figures.

Employees cannot acquire any holding in the Company's capital except by buying Shares via Euronext.

D Management and Supervisory Bodies Conflicts of Interest

Punch Graphix is a member of the Punch Group with Punch International holding approximately 79.97% of the outstanding Shares of the Company on an actual basis prior to the Transaction.

Mr Ben Van Assche is not a board member of any other company within the Punch Group, nor otherwise conflicted in respect of his position within Punch Graphix.

Mr. Peter Tytgadt is currently a member of the board of Punch Telematix (a group company of Punch International). Mr. Tytgadt currently does indirectly hold shares in Punch Graphix (through Punch).

Supervisory Board members Mr. olde Bolhaar and Mr. Ghekiere are independent in the meaning of the Dutch Corporate Governance Code. Supervisory Board members Mr. Dumarey and Mr Deblauwe combine their position as member of the Supervisory Board with other management and supervisory board memberships within group companies of Punch. Other than the aforementioned, none of the members of the Management Board and the Supervisory Board have any potential conflicts of interest between their duties to the Company and their own interests and/or other obligations.

Provided that Mr. Wim Deblauwe is, as proposed to the EGM scheduled for 29 November 2007, appointed as member of the Management Board and CEO of Punch Graphix, he will as of 1 January 2008 combine this position with his position as member of the board of directors of Punch International. The Management Board is committed to obey the Dutch Corporate Governance Code which requires, among others, that a management board member shall not take part in any discussions or decision-making that involves a subject or transaction in relation to which such member has a conflict of interest with the company.

E Information on insolvencies, conviction in relation to fraudulent offences and public incrimination faced by the Management and Supervisory Board

Mr. H. olde Bolhaar was Supervisory Board member of Punch Graphix at the time SRT S.A. (a subsidiary of Punch Graphix) became insolvent. However he did not held any directorships or management positions in the company concerned.

There are no further details to report of any insolvencies, suspensions of payments or liquidations in which members of the Management were involved in the last five years.

None of the members of the Supervisory Board or Management have been prosecuted in connection with fraud offences in the last five years.

No statutory or regulatory authority has made any official, publicly expressed accusations and/or imposed any sanctions on any members of the Supervisory Board or Management. No court has found the members of the Supervisory Board incompetent to act as members of the directing, managing or supervisory bodies of an issuing institution or in the course of the management or conduct of the activities of an issuing institution in the last five years.

F Employees

As of 30 September 2007, the Company had 1,174 full-time equivalent employees (FTEs).

None of the employees is represented by a labour union or covered by a collective bargaining agreement, and the Company have never experienced a work stoppage. The Company considers its employee relations to be good.

The following table sets forth the average number of full-time employees on a by activity basis for the years 2006, 2005 and 2004 and per 30 June 2007 and 30 September 2007.

Business unit	30 September 2007	30 June 2007	2006	2005	2004
Digital (1)	404		-	-	-
CTP (1)	223		-	-	-
RMS (2)	22	78	72	72	-
EMS (3)	523	537	-	-	-
Overhead	2	2	6	6	-
Total	1,174	617	78	78	-

Note: (1) the Company acquired the activities of Digital and CTP on 18 July 2007 therefore no employees were employed by these activities before this date. (2) The Company signed an agreement with WestfaliaSurge which will result in the activities of RMS to be ceased. More details are provided on page 51 of this Prospectus. (3) Prior to 2007 the employees of EMS were included in a production agreement with Punch Campus Namestovo (a group company of Punch International) and were not on the payroll of the Company.

Please note that the Company is planning to terminate the electronics assembly activities of the EMS division and in anticipation initiated a mass dismissal (lay-off) of 301 employees (of the 523 employed per 30 September 2007). The dismissal has already been announced to the local Labour Authority and to the representatives of the employees in line with statutory regulations on mass dismissals. 275 notices have been served to employees already and 26 notices are outstanding to employees that are on sickness leave but will be sent out by the end of November 2007.

Works Council

The Company has a works councils in Belgium (at Punch Graphix International N.V. level). The Company believes that its relationships with the works councils are good.

XI MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A Major shareholders

The Articles of Association provide for an authorised share capital of the Company of 26,250,000 Shares and 40 priority shares. A Share not held by the Company or a subsidiary carries 400 votes and a priority share carries 1 vote. The Articles of Association do not provide for other type of shares or shares carrying cumulative voting rights.

As at the date of this Prospectus 17,335,506 Shares were issued and outstanding.

The following table sets forth information regarding the beneficial ownership of Punch Graphix' Shares, by each beneficial holder of 5% or more of the Shares, the percentages indicate the percentage of the outstanding shares held by each shareholder before the Offering. All holders of Shares are entitled to 400 votes per Share. There are no cumulative voting rights.

Name of beneficial holder	% of shares outstanding in Punch Graphix at the date of this Prospectus
Punch International N.V.	79.97%

Punch

Punch is the controlling shareholder of Punch Graphix. At the date of this Prospectus Punch held 79.97% of the Shares. All transactions and relationships between the Company and its major shareholder are and will be at arm's length and on a normal commercial basis. Punch has indicated it will not exercise its control against the interests of the Company. There are no special measures in place to ensure this.

At the date of this Prospectus, according to Punch's website, the main shareholders of Punch are:

Name of beneficial holder	Date of publication	% of shares outstanding in Punch at the date of this Prospectus
Guido Dumarey	20 January 2006	27.65%
VSP Investments	20 January 2006	7.64%
ZA Capital	22 January 2006	2.81%
KBC Asset Management	7 November 2006	3.25%
Mercator Verzekeringen	10 February 2006	7.13%
Merrill Lynch Investment Managers Group	4 October 2005	5.57%
Mohist B.V.	12 June 2007	10.41%

B Related party transactions

An overview of related party transactions is provided in the Previous Prospectus in chapter 132, "Major shareholders and related-party transactions" pages 132 and 133 starting with "Transaction: Bank credit facility…." up to and including "….., with interest amounting to 5% per annum". This part is incorporated by reference in this Prospectus.

Additional related party transaction provided below relate to acquisition of 97.29% Punch Graphix plc. and its activities.

Transaction: Acquisition of 61.33% of the shares of Punch Graphix plc.

Amount:	EUR 119.6 million (currently outstanding EUR 114.7 million per 30 September 2007)
Date:	18 July 2007 – current account has to be paid back ultimately within 10 years from the settlement date (18 July 2007).
Purpose:	Acquisition of 61.33% of Punch Graphix plc.
Description:	Punch Graphix acquired 97.29% of the shares of Punch Graphix plc. from Punch International, of which 61.33% was financed by a current account for the amount of EUR 119.6 million with Punch International. The interests paid are at 6-months EURIBOR + 1.75%

Transaction:	Current account deposit with Punch International
Amount:	EUR 44 million (currently outstanding EUR 40.7 million)
Date:	5 March 2007
Purpose:	ALM optimisation policy
Description:	Punch Graphix plc. has placed a deposit of EUR 44 million of surplus liquidity with Punch International in March 2007 as part of its ALM optimisation policy. Punch Graphix can demand redemption of this deposit at any time. The interests received are at 6-months EURIBOR + 1.75%.

C Interest of expert and advisors

The expert and advisors involved in this Transaction as mentioned on 82 do, directly or indirectly, not have any interest in the capital and/or voting rights of the Company and/or Punch.

XII ADMISSION TO TRADING DETAILS

A Introduction

The Offering will result in the issuance of New Shares for a maximum amount of EUR 69,000,000. Application will be made to list the New Shares issued in relation to the Offering on Euronext Amsterdam by NYSE Euronext.

The exact number of New Shares to be issued depends on the success of the Private Placement and the Issue Price. The Issue Price will be determined in consultation between the Company and Petercam and will be based on a book building method in the framework of the Private Placement managed by Petercam.

The Issue Price and the exact number of New Shares issued in relation to the Offering will be set out in a pricing statement which will be deposited with the AFM. The Issue Price and the exact number of New Shares offered in the Offering will also be announced in a press release and an advertisement in the Daily Official List (Officiële Prijscourant) of Euronext Amsterdam N.V. (the Daily Official List on or about 13 December 2007, subject to early closing.

The Private Placement is expected to be completed in the first half of December 2007.

B Description of the New Shares

The New Shares to be issued in relation to the Offering as described above will have a nominal value of EUR 4.00 each and will created under Dutch law. Delivery of the New Shares will take place through the book-entry systems of Euroclear Netherlands, Damrak 70, 1012 LM Amsterdam, the Netherlands.

The New Shares to be issued in relation to the Offering will, upon issue, rank equally in all respects with currently outstanding Shares and will be eligible for any dividends which the Company may declare on the Shares in the future. See the section "Dividends and Paying agents" in this chapter Each Share entitles the holder to cast 400 votes.

Codes for Shares (including new Shares issued in the Transaction)	ISIN: NL NL0006007247 Common code: 031051533 Security code: 600724 Euronext Amsterdam by NYSE Euronext symbol: PGX

C Listing agent

Petercam Bank N.V., De Lairessestraat 180, 1075 HM Amsterdam, will act as Listing Agent in relation to the new Shares to be issued in relation to the Offering.

D Listing and trading

Application will be made to list the New Shares issued in relation to the Offering, including the shares subject to the Over-Allotment Option, on Euronext Amsterdam. The Company expects that the New Shares will be listed, and that trading in such shares will commence, on Euronext Amsterdam by NYSE Euronext on 18 December 2007, subject to early closing, barring unforeseen circumstances. The Company expects that the New Shares subject to the Over-Allotment Option will be listed on Euronext Amsterdam by NYSE Euronext within 30 calendar days after listing of the shares to be issued in relation of the Offering (excluding the Over-Allotment Option).

The outstanding Shares are listed only on Euronext Amsterdam under the symbol "PGX" as will the New Shares.

E Stabilization

The issue of New Shares in relation to the Private Placement (including the Over-Allotment Option) is subject of an Underwriting Agreement, if and when concluded between the Company and Petercam. More detail with regard to this Underwriting Agreement is provided on page 31 of this Prospectus.

In connection with the Private Placement, the Lead Manager may as of the listing date until 30 calendar days after the closing date of the Private Placement (the "stabilisation period") over-allot or effect transactions that stabilise or maintain the market price of the Shares at levels above those, which might otherwise prevail in the open market. For this purpose, Petercam will act as stabilisation agent. This possibility will exist whether or not the Private Placement is fully subscribed to. Such transactions, if any, may be effected on the Euronext Amsterdam by NYSE Euronext on the over-the-counter market or otherwise. There is no assurance that such stabilisation will be undertaken and, if it is, it may be discontinued at any time and will in any event be discontinued 30 calendar days after the closing date of the Private Placement. The stabilisation will be performed in accordance with the applicable laws and regulations

If the Lead Manager creates a short position in the shares in connection with the offering, it may reduce that short position by purchasing Shares in the open market. Purchases of Shares to stabilise the trading price or to reduce a short position may cause the price of the Shares to be higher than it might be in the absence of such purchases. Neither the Company nor the Lead Managers makes any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Shares.

Within a week of the end of the stabilisation period, the following information will be published on the website of the Company

(i) whether or not stabilisation was undertaken,

(ii) the date at which stabilisation started,

(iii) the date at which stabilisation last occurred and

(iv) the price range within which stabilisation was carried out for each of the dates during which stabilisation transactions were carried out.

The Lead Manager may also elect to reduce any short position by exercising all or part of the Over-Allotment Option. This Over-Allotment Option will be exercisable as of the listing date of the Shares to be issued in relation to the Private Placement until 30 days after the closing date of the Private Placement. The Over-Allotment Option will apply to an aggregate number of Shares, at the Issue Price of up to 15% of the Shares offered in the main offering. In order to cover any over-allotment prior to the exercise of the over-allotment option, it could be that the Lead Manager will enter into a stock lending agreement with one or more existing shareholders.

Except for the stabilisation described above, it is currently and in the foreseeable future not the Company's intention to foresee in any liquidity providing or market animating contracts.

F Markets

The outstanding Shares are listed and traded on Euronext Amsterdam by NYSE Euronext under the symbol ''PGX ''. The table below sets forth the high and low and closing prices for the periods and days indicated for the Shares on Euronext Amsterdam by NYSE Euronext as reported by Bloomberg for the periods indicated. The table also includes the average daily trading volume of the Shares on Euronext Amsterdam by NYSE Euronext as reported by Bloomberg for the periods indicated (except for the specified days in November 2007 for which the actual trading volume on each such day is shown).

	Share price (EUR)			Volume
	High	Low	Closing	Average daily (in 000s of shares)
2004				
1st Quarter	56.00	36.00	36.00	5,954
2nd Quarter	40.00	16.00	24.00	4,308
3rd Quarter	28.00	20.00	28.00	1,977
4th Quarter	28.00	20.00	28.00	1,813
2005				
1st Quarter	28.00	20.00	20.00	1,285
2nd Quarter	24.00	16.00	24.00	2,081
3rd Quarter	24.00	16.00	20.00	2,121
4th Quarter	24.00	9.50	10.25	4,701
2006				
1st Quarter	15.98	8.18	13.82	14,185
2nd Quarter	14.80	10.08	10.56	3,317
3rd Quarter	13.30	10.00	10.98	2,985
4th Quarter	10.98	9.73	10.05	3,541
2007				
January	11.04	9.82	10.00	15,684
February	10.84	8.00	8.89	14,765
March	8.85	6.32	7.00	12,784
April	7.59	5.24	7.25	8,973
May	7.61	6.28	6.12	16,957
June	6.69	6.27	5.75	22,774
July	6.58	6.35	6.00	16,906
August	6.35	6.32	6.15	8,481
September	6.55	6.45	6.20	7,062
October	6.54	6.22	5.76	2,774

19 November	6.24	6.10	6.05	3,857
20 November	6.10	6.00	6.00	3,180
21 November	6.05	6.00	5.85	17,113
22 November	6.01	6.01	6.00	1,156
23 November	6.05	6.05	5.81	6,278
26 November	6.29	6.29	6.00	8,860
27 November	6.12	6.10	6.01	1,030
28 November	6.10	6.00	6.00	1,849
29 November	6.01	6.00	6.00	6,878
30 November	6.00	6.00	6.00	4,666
3 December	6.00	6.00	6.00	363

G Dilution

Issuing new Shares under the Offering will dilute the public interest in the Company. The extent of this dilution will depend on the Issue Price of the New Shares and the amount subscribed in the Private Placement (including the Over-Allotment Option). The table below shows a number of hypothetical cases:

Amount subscribed in Private Placement	Issue Price	Number of new Shares issued (in the Private Placement and Conversion)	Dilution for current shareholders of Punch Graphix (excluding Punch International)
10,000,000	6.00	3,333,333	-16.13%
	6.25	3,200,000	-15.58%
	6.50	3,076,923	-15.07%
	6.75	2,962,963	-14.60%
	7.00	2,857,143	-14.15%
20,000,000	6.00	6,666,667	-27.78%
	6.25	6,400,000	-26.96%
	6.50	6,153,846	-26.20%
	6.75	5,925,926	-25.48%
	7.00	5,714,286	-24.79%
30,000,000	6.00	10,000,000	-36.58%

	6.25	9,600,000	-35.64%
	6.50	9,230,769	-34.75%
	6.75	8,888,889	-33.90%
	7.00	8,571,429	-33.09%
34,500,000	6.00	11,500,000	-39.88%
	6.25	11,040,000	-38.91%
	6.50	10,615,385	-37.98%
	6.75	10,222,222	-37.09%
	7.00	9,857,143	-36.25%

H Dividends and paying agents

Dividend History

Punch Graphix have never declared or paid any cash dividend on Shares.

Dividend Policy

The current dividend policy provides that the Company will declare dividend once the Company has sufficient financial resources to do so.

Post completion of the integration of Punch Graphix plc. in the Company will review its dividend policy.

Dividend Ranking of Offer Shares

All Shares, including, upon issue, the New Shares, rank equally in all respects and will be eligible for any dividend which we may declare on the Shares.

Manner of Dividend Payments

Payment of any dividend on shares in cash will be made in Euro. Any dividends will be paid to shareholders through Euroclear Nederland, the Dutch centralised securities custody and administration system. Dividends will be credited automatically to shareholders' accounts without the need for shareholders to present documentation proving their ownership of the Shares.

Uncollected Dividends

A claim for any dividend declared lapses five years after the start of the second day on which it becomes due and payable. Any dividend that is not collected within this period reverts to the Company and is allocated to the general reserves.

Taxation on Dividends

Generally, dividend payments are subject to withholding tax in The Netherlands. For a discussion of certain aspects of Dutch taxation of dividends and refund procedures, see "Appendix I" in this chapter.

I Taxation in the Netherlands

Information with regard to Taxation in the Netherlands is provided in the Previous Prospectus in Appendix I "Taxation in the Netherlands", pages 163 - 166 starting with "The information set out below is a general summary….." up to and including "…..by reason of holding these Offers Shares and/or SETs". This part is incorporated by reference in this Prospectus.

In relation to the information on taxation in the Netherlands incorporated as described above, the phrase "Offer Shares and/or SETs" will have to be read as "Offering" in the context of this Prospectus.

J Other

The EGM held on 30 November 2007 has, among others, resolved to increase the authorised capital of the Company up to an amount of EUR 340,000,000.40. Within this authorisation, the Management Board has resolved, and the Supervisory Board has approved, to issue the New Shares in relation to the Offering once the number of Shares to be offered has been finally determined.

Lock-up arrangement

The Company shall not, at least until 180 days after the first day of trading of the New Shares, except with prior written consent of the Lead Manager (which shall not be unreasonably withheld) (i) issue or sell, or attempt to dispose of, or solicit any offer to buy any shares, warrants or other securities in the capital of the Company or grant or issue any options, convertible securities or other rights to subscribe for or purchase shares in the capital of the Company or enter into any contract (including derivative transactions) or commitment with like effect or (ii) purchase any of its securities or otherwise reduce its share capital, otherwise than in accordance with an employee incentive stock option plan.

XIII ADDITIONAL INFORMATION

This Chapter provides information, most of which is of a statutory nature, that is not covered elsewhere in this Prospectus.

A Share capital

Punch Graphix is a public limited liability company (naamloze vennootschap) incorporated under Dutch law. The Company is registered with the trade register of the Chamber of Commerce of Amsterdam, The Netherlands under number 34100253 0000. The corporate seat is in Eede, The Netherlands. The business address is Brieversstraat 70, 4529 GZ, Eede, the Netherlands.

Punch Graphix was incorporated under the name "Prolion Holding N.V." on 16 May 1997. On 15 November 2005 its name became Punch Technix N.V. and on 18 July 2007 its name became Punch Graphix. The Articles of Association were last amended on 23 July 2007, on the occasion of which the name was changed to punch Graphix N.V.

Set out below is a summary of certain relevant information concerning the share capital and certain significant provisions of Dutch corporate law and a brief summary of certain provisions of the Articles of Association as they currently read.

This summary does not purport to give a complete overview and should be read in conjunction with the Articles of Association, or with relevant provisions of Dutch law, and does not constitute legal advice regarding these matters and should not be considered as such. The deed of incorporation and the full text of the Articles of Association is available, in Dutch at the Company's registered offices in Eede. Furthermore, the full text of the Articles of Association is available, in Dutch only, via the website: www.punchgraphix.com.

Corporate Purpose

Pursuant to section 3 of the Articles of Association, the corporate purposes of the Company are to design, develop, manufacture, purchase, sell and hire products or services for graphic industrial industries, as well as to perform services connected to software and consumable goods, and to participate in, to manage and to finance other companies, to bind itself for obligations of group companies, and to perform all that is connected with the realisation or promotion of the above, all in the broadest sense.

Authorised and Issued Share Capital

Punch Graphix's authorised share capital amounts to EUR 105,000,000.40 and is divided into 26,250,000 Shares with a nominal value of EUR 4.00 each and 40 priority shares with a nominal value of EUR 0.01 each. The issued capital amounts to EUR 69,342,024.40 and is divided into 17,335,506 Shares, each with a nominal value of EUR 4.00 and 40 Priority Shares with a nominal value of EUR 0.01.

After an amendment of the Articles of Association which was approved at the EGM of 30 November 2007 and which will be effectuated prior to the closing of the Offering, the authorised share capital will amount to EUR 340,000,000.40.

ISIN code:	NL NL0006007247
Fund code:	600724
Symbol:	PGX
Market segment:	Euronext Amsterdam, Eurolist
Date admitted:	4 July 1997

		As of 31 December			
	Nominal value	**2004***	**2005**	**2006**	**Immediately prior to the Transaction**
Shares	EUR 4.00	1,526,596	4,591,764	4,591,764	17,335,506
Priority Shares	EUR 0.01	40	40	40	40

* in November 2005 the Company conducted a reverse stock split of 400:1

The entire subscribed share capital is paid up in full.

Currently, none of the issued shares in its capital are held by the Company or any of its group companies.

Other

Additional information with regard to:

- The Shares,
- Priority Shares,
- Management and supervision,
- Warrants, convertible bonds and option on shares,
- Form and transfer of Shares,
- Issue of Shares,
- Pre-emption rights,
- Reduction of share capital,
- Dividends and other distributions; and
- Acquisition of Shares in the Capital of the Company

is provided in the Previous Prospectus in chapter XIV “Additional Information”, pages 148 - 152 starting with “Shares are made out to bearer or registered as shareholders wish.….” up to and including “…..after the end of a financial year without the annual accounts having been adopted”. This part is incorporated by reference in this Prospectus.

In the paragraph under the section titled "Stichting Prioriteit ('Priority Foundation')" the following is stated: “*In the near future the use of anti-takeover measures will also be regulated by the implementation of Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids (the Takeover Directive)”.* Meanwhile as per 28 October 2007 the Takeover Directive has been implemented in Dutch law. This legislation has no direct bearing on the Priority Shares and the rights attached thereto.

B Corporate Governance

Information with regard to Corporate Governance is provided in the Previous Prospectus in chapter XIV “Additional Information”, pages 152 - 156 starting with “The annual General Meeting of Shareholders.….” up to and including “…..no squeeze out procedure will take place”. This part is incorporated by reference in this Prospectus.

Updated information since publication of the Previous Prospectus is provided below, which supersedes the information incorporated by reference in this paragraph. In addition the Company will further implement and expand its corporate governance structure on its next Supervisory Board meeting.

Disclosure of Information

As a Dutch company listed on Euronext Amsterdam by NYSE Euronext, the Company will be required to make annual accounts (including the annual report) and semi-annual report available to the public within five months and four months, respectively, of the end of the period to which such report relates. The Company will be required under Article 5:24 of the FSA to disclose annually a document including or referring to the information disclosed in the 12 months preceding the publication of the annual report pursuant to (1) the relevant European directives as implemented in Dutch financial and company law and (2) the public securities laws of other EU nation states in the preceding 12 months. After implementation of the EU Transparency Directive into Dutch law, the Company will be required to publish annual accounts and semi-annual report within four months and two months, respectively. Also, the Company will be required to publish quarterly reports. The Company must also make public certain inside information by means of a press release. Pursuant to the FSA, inside information is knowledge of concrete information directly or indirectly relating to the issuer or the trade in its securities which has not been made public and publication of which could significantly affect the trading price of the securities. Pursuant to chapter 5.4 of the FSA and the rules promulgated thereunder in the Market Abuse Decree (Besluit marktmisbruik Wft), the Company is required to have a code of conduct with rules governing the possession of and transactions in the Company's shares. The Company has adopted the code of conduct in respect of the reporting and regulation of transactions in Punch Graphix securities. The Company must also draw up a list of persons working, under a contract of employment or otherwise, who could have access to inside information, to regularly update this list of persons and to inform persons on this list about the relevant prohibitions and sanctions in respect of insider knowledge and market abuse.

Obligations of Shareholders to Make a Public Offer

After the entry into force of chapter 5.5 of the Dutch Act on Financial Supervision implementing the Takeover Directive and the rules promulgated thereunder in the Decree on public Takeover Bids (*Besluit openbare biedingen Wft*), any person who, individually or collectively, directly or indirectly, acquires 30% or more of the Company's voting rights is obliged to launch a public offer for all outstanding shares in its share capital. Shareholders acting in concert who have a combined interest of at least 30% of its voting rights are be obliged to make a public offer.

Squeeze-out procedures

Pursuant to Article 2:92a of the Dutch Civil Code, a shareholder who for his own account contributes at least 95% of the company's issued capital may institute proceedings against the company's other shareholders jointly for the transfer of their shares to the claimant. The proceedings are held before the Enterprise Chamber and can be instituted by means of a writ of summons served upon each of the minority shareholders. The Enterprise Chamber may grant the claim for the squeeze-out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary after the appointment of one or three experts who will offer an opinion to the Enterprise Chamber on the value of the shares. Once the order to transfer has become final, the acquirer shall give written notice of the price, and the date on which and the place where the price is payable to the minority shareholders whose addresses are known to it. Unless all addresses are known to it, it shall also publish the same in a daily newspaper with nationwide distribution. In the case of a public offer having been made for shares or for depositary receipts for shares, chapter 5.5 of the FSA provides for a special squeeze-out procedure for a period of three months after termination of the tender period, that replaces the rules of Article 2.92a of the Dutch Civil Code. Following a public offer, the offeror can initiate proceedings if it contributes at least 95% of a class of shares and deemed reasonable price for squeeze-out purposes if the offer was a mandatory offer or if at least 90% of the shares were received by way of a voluntary offer. The Enterprise Chamber may, nevertheless, appoint one or three experts to offer an opinion on the value of the shares, prior to determining the price to be paid by the offeror. The same legislation also entitles each remaining minority shareholder to demand a squeeze-out if the offeror has acquired at least 95% of the class of shares held by it, representing at least 95% of the total voting rights in that

class. This procedure must be initiated with the Enterprise Chamber within three months after the end of the period for tendering shares in the public offer.

C Obligations of Shareholders to Disclose Holdings

Obligations of Shareholders to Disclose Holdings

Pursuant to chapter 5.3 of the FSA, any person who, directly or indirectly, acquires or disposes of an interest in the Company's capital and/or its voting rights must immediately give written notice to the AFM by means of a standard form, of such acquisition or disposal if, as a result of such acquisition or disposal, the percentage of capital interest and/or voting rights held by such person meets, exceeds or falls below the following thresholds: 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%. For the purpose of calculating the percentage of capital interest or voting rights, the following interests must, *inter alia*, be taken into account: (i) ordinary shares directly held (or acquired or disposed of) by any person, (ii) ordinary shares held (or acquired or disposed of) by such person's subsidiaries or by a third party for such person's account or by a third party with whom such person has concluded an oral or written voting agreement, (iii) voting rights acquired pursuant to an agreement providing for a temporary transfer of voting rights against a payment, and (iv) ordinary shares which such person (directly or indirectly) or third-party referred to above, may acquire pursuant to any option or other right to acquire ordinary shares. Special rules apply to the attribution of ordinary shares which are part of the property of a partnership or other community of property. A holder of a pledge or right of usufruct ('*vruchtgebruik*') in respect of ordinary shares can also be subject to the reporting obligations, if such person has, or can acquire, the right to vote on the ordinary shares. The acquisition of (conditional) voting rights by a pledgee or beneficial owner may also trigger the reporting obligations as if the pledgee or beneficial owner were the legal holder of the ordinary shares. Under the FSA the Company is required to inform the AFM immediately if the Company's issued and outstanding share capital or voting rights change by 1% or more since its previous notification. Other changes in its capital or voting rights need to be notified periodically. The AFM will publish such notification in a public register. If a person's capital or voting rights meets or passes the above-mentioned thresholds as a result of a change in the Company's issued and outstanding share capital or voting rights, such person is required to make such notification ultimately on the fourth trading day after the AFM has published the Company's notification as described above.

Once in every calendar year, every holder of an interest in the share capital or voting rights of 5.0% or more must renew its notification with the AFM to reflect changes in the percentage held in the share capital or voting rights, including changes as a consequence of changes in the total issued share capital.

Furthermore, each member of the Management Board and Supervisory Board must immediately give written notice to the AFM by means of a standard form of all Shares and voting rights in the Company held by him or her at the time of admission of the Offer Shares and thereafter of any change in his or her holding of shares and voting rights in the Company.

The AFM keeps a public register of all notifications made pursuant to these disclosure obligations and publishes any notification received. Non-compliance with these disclosure obligations is an economic offence and may lead to criminal prosecution. The AFM may impose administrative penalties or a cease-and-desist order under penalty for non-compliance. Furthermore, the AFM is in principle obliged to publish the fact that it imposes an administrative fine or a cease-and-desist order. In addition, a civil court can impose measures against any person who fails to notify or incorrectly notifies the AFM of matters required to be correctly notified. A claim requiring that such measures be imposed may be instituted by the Company and/or one or more shareholders who alone or together with others represent(s) at least 5% of the Company's issued and outstanding share capital. Such claim has to be filed within three months from the date the claimant knew or should have known about the non-compliance.

The measures that the civil court may impose include:

- an order requiring the person violating the disclosure obligations under the FSA to make appropriate disclosure;
- suspension of voting rights in respect of such person's ordinary shares for a period of up to three years as determined by the court;

- voiding a resolution adopted by the General Meeting, if the court determines that the resolution would not have been adopted but for the exercise of the voting rights of the person who is obliged to notify, or suspension of a resolution until the court makes a decision about such voiding; and

an order to the person violating the disclosure obligations under the FSA to refrain, during a period of up to five years as determined by the court, from acquiring ordinary shares and/or voting rights in ordinary shares.

At the date of this Prospectus, prior to the transaction, Punch International held 13,863,371 Shares or 79.97% of the share capital of the Company. Following the Conversion of part of an amount that the Company owes to Punch International (current account receivable with a total amount of approximately EUR 74 million) against the issue price owed by Punch International to Punch Graphix, based on the Issue Price per each Offer Share issued to Punch International as a consequence of the Conversion, the interest of Punch International in Punch Graphix will change. At the date of this Prospectus, it is not certain to what percentage Punch International's shareholding will increase or decrease, however, the amount of debt converted will be the same as the amount subscribed for in the Private Placement by institutional investors, increased, as the case may be, with the Over-Allotment Option.

D Material contracts

The following contracts are the only contracts (not being contracts entered into in the ordinary course of business) that Punch Graphix has entered into within the three years immediately preceding the date of this Prospectus which are material and which contain provisions under which the Company has an obligation or entitlement that is material as of the date of this Prospectus:

1. On 10 November 2005, the Company entered into an agreement with Punch International concerning the contribution (inbreng), conversion (conversie) and underwriting concerning the contribution in kind by Punch Campus Namestovo s.r.o. of shares in the capital of Punch Professionals s.r.o. in consideration for 1,984,574 new shares in the capital of the Company;

2. On 18 July 2007, Punch Graphix and Punch International entered into an agreement concerning the acquisition of 97.29% of the shares of Punch Graphix plc, the graphics subsidiary listed on the London AIM. This acquisition was effected, on the one hand, through a capital increase by means of the contribution by Punch International of 35.96% of the shares of Punch Graphix plc and, on the other, through the purchase of 61.33% of the shares of Punch Graphix plc, financed by a current account for the amount of EUR 119.6 million. The agreement was subject to approval by the extraordinary General Meeting of shareholders of Punch Graphix and has been approved by the meeting on 27 June 2007

3. On 30 August 2007, The Company signed an agreement with the Germany based WestfaliaSurge. With this agreement, the Company gives WestfaliaSurge a worldwide and non-exclusive licence to sell and service its automatic milking system "Titan".

   Within the framework of this agreement, the order book and the installed base of the Titan system and former systems will be transferred from RMS to WestfaliaSurge. In addition, WestfaliaSurge took over the major part of the RMS sales and service organisation. WestfaliaSurge also took over the development team in Vijfhuizen. RMS keeps the ownership on its patents and know how.

   The agreement became effective on 28 September 2007, the day on which the German anti-trust authorities approved the transaction. At that moment, WestfaliaSurge and RMS started to transfer the activities towards WestfaliaSurge. The transfer takes place in all European countries, and is expected to be finished by the end of this year.

4. Subject to the right of the parties involved in the underwriting agreement not to sign such an agreement, the Company and the Lead Manager expect to enter into an underwriting agreement no later than at the determination of the Issue Price of New Shares issued in relation to the Private Placement, which is expected to take place in the first two weeks of December 2007.

5. A partnership agreement dated 13 May 2005 between Punch Graphix Prepress Belgium and Agfa Graphics pursuant to which Punch Graphix Prepress Belgium shall manufacture,

according to Agfa Graphics's specifications and requirements, and sell to Agfa Graphics and Agfa Graphics's independent distributors, platesetters for the newspaper market, and any developments and related options, upgrades, firmware and spare parts thereof for worldwide sale by Agfa Graphics under Agfa Graphics's name, trademark, dress, colour, and/or private label, (''Partnership Agreement''). The Partnership Agreement replaces all previous agreements entered into between Punch Graphix Prepress Belgium and Agfa Graphics and provides that the platesetters for sale into the newspaper market shall be exclusively sold to Agfa Graphics and that Agfa Graphics shall purchase such platesetters exclusively from Punch Graphix Prepress Belgium. The purchase price will be subject to quarterly adjustments after complete analysis of the actual incurred costs. Under the Partnership Agreement, Agfa Graphics has granted Punch Graphix Prepress Belgium, for the duration of the Partnership Agreement, a royalty-free, non-exclusive and non-transferable licence to use the intellectual property rights relating to the product line which is subject to the Partnership Agreement, solely for the manufacture of products for Agfa Graphics and for Punch Graphix Prepress Belgium's own platesetters which are to be sold outside the newspaper market. New intellectual property rights developed by either party and relating to the products shall be jointly owned by both parties, each party owning an equal interest. The Partnership Agreement is entered into for a period of four years from 1 May 2005 which is automatically extended by one year unless nine months' notice is given by either party prior to 1 May 2009. The Partnership Agreement may be terminated immediately by either party if, inter alia, the other party defaults in the performance of any obligation imposed on it under the Partnership Agreement, or if the other party undergoes a substantial change in its controlling ownership.

6. A purchase and supply agreement dated 1 July 2006 between Xeikon and Ricoh pursuant to which Ricoh shall supply V3 toners and developers to Xeikon on the basis of firm purchase orders and forecasts to be submitted by Xeikon to Ricoh (''Supply Agreement'). According to the Supply Agreement, Xeikon is granted exclusive marketing and sales rights for the toner and developer products purchased from Ricoh, for use with Xeikon manufactured printing systems, and Xeikon has the right to market these products under its own name or trademark.

E Overview of external advisors

Registered office of the Company
Punch Graphix N.V. Brieversstraat 70, 4529 GZ, Eede, the Netherlands Telephone number: +31 117 375020
Financial advisor to the Company
Petercam Bank N.V. De Lairessestraat 180 1075 HM Amsterdam The Netherlands
LEGAL ADVISERS
Allen & Overy LLP Avenue de Tervueren 268A 1150 Brussels Belgium
AUDITORS
BDO CampsObers Audit & Assurance B.V. Krijgsman 9 1186 DM Amstelveen The Netherlands BDO is admitted by the AFM to perform the legal required audit in the Netherlands including those for organisations with public interests. The accountant of the Company (R. Brummelman, RA) representing BDO is a member of the Dutch Institute for Registered Accountants (NIVRA)
LISTING AGENT and Lead Manager
Petercam Bank N.V. De Lairessestraat 180 1075 HM Amsterdam The Netherlands
Legal advisor to the Lead Manager
Greenberg Traurig, Llp Strawinskylaan 3127 1077 ZX Amsterdam The Netherlands

F Auditors

BDO CampsObers Audit & Assurance B.V., Krijgsman 9, 1186 DM Amstelveen with its corporate seat in Amstelveen the Netherlands is auditor of the Company, responsible for the legal audit of the annual reports ("jaarrekeningen") of the Company.

The financial information contained in chapter V, the financial information contained in chapter VIII, paragraph B and the information contained in chapter VIII, paragraph D were not subject to any audit by the Auditor. This information is provided by the Company. All other financial statements included in this Prospectus are extracted from the relevant audited financial statements.

G Overview of claims, legal and arbitration proceedings faced by Punch Graphix

Bou-Matic

BouMatic instigated arbitration proceedings under the International Chamber of Commerce (ICC) Rules on 25 August 2005 against Punch Graphix and various subsidiaries and submitted a more detailed claim on 15 November 2007, substantiating its alleged claims and increasing them from the initially claimed EUR 8,000,000 to EUR 21,400,000. The proceedings relate to claims for among others, alleged misrepresentation and excluded liabilities pursuant to the agreements regarding the sale of the assets of the Gascoigne Melotte Group dated 14 July 2004. All of these claims were rebutted by Punch Graphix. In response Punch Graphix et al. submitted a counterclaim relating to claims for mismanagement and contractual arrangements, including payment of the outstanding balance of part of the purchase price. The Management Board has made an assessment of the claims made by BouMatic and based on the terms of the asset purchase agreement on the one hand and on the factual circumstances in relation to the claims alleged by BouMatic on the other hand, the Management Board considers the chances that the claim by BouMatic will result in an important liability for Punch Graphix to be low. As a result, it did not consider it necessary to make any provisions with regard to these claims other than arbitration costs amounting to EUR 300,000. (this provision being the Management Board's best estimate of the exposure for the Punch Graphix at this stage of the proceedings). The arbitration proceeding is pending and Punch Graphix continues to attempt an amicable settlement with BouMatic. The Management Board did not consider it necessary to make a provision with regard to the attempted settlement as it has a counterclaim on BouMatic.

Agfa Graphics against Punch Graphix Prepress Belgium N.V. and Punch Graphix International N.V.:

Subpoena of 5 September 2007 – Commercial Court of Mechelen, Belgium. Agfa asks the appointment of an expert to define if the patent application EP 1 772 262 A1 and US 2007/0084374-A1 should be considered part of the partnership agreement between Agfa Graphics and Punch Graphix Prepress Belgium of 1 May 2005 and as such should be considered joint ownership. Punch Graphix is stating that the invention was made outside the scope of this partnership agreement and as such is exclusive property of Punch Graphix. A settlement proposal has been made by Punch Graphix towards Agfa, but rejected.

RR Donnelley

RR Donnelley is a customer of Punch Graphix Americas and is the subject of a patent litigation initiated by Tesseron. Ltd. Case is pending for the Northern District of Ohio. Based on 4 patents related to Variable Data printing, the variable data printing systems utilizing the Xeikon RIP's have been identified as infringing by Tesseron. RR Donnelley asked Punch Graphix to take the defense and indemnify RR Donnelley if necessary. PGX is currently investigating this request and the potential infringement of its products on these US patents.

Wirth

On 6 October 2003 Punch Graphix Prepress Germany GmbH entered into an exclusive Sales Agreement with Wirth Graphic Technologies (Shanghai) Co ("Wirth") for the sales, distribution and servicing of it basysPrint products in the Chinese market. On 23 February 2007 Punch Graphix

terminated the agreement for non-performance by Wirth with effect as of 31 March 2007. Wirth has contested the correctness of the termination letter stating that the termination should have been preceded by a notice of default giving Wirth the right to answer and to cure the alleged breaches. In the meantime, Punch has engaged another distributor for China, since Wirth was not performing the required services and that it was in default in respect of a number of outstanding invoices. The parties tried to settle their dispute, however until now without success.

Wirth has further filed a claim against Punch Graphix alleging that the termination of the agreement was incorrect and that Punch Graphix Prepress Germany had to compensate Wirth in respect of damages that Wirth allegedly suffered through the termination of the exclusive distributorship as well as the appointment of another distributor. The damage claim amounts to Maximum EUR 445,000.

At the first court hearing, the court took notice of the fact that the managing director of Wirth in China is no longer allowed to enter China due to a tax fraud investigation and that Wirth is therewith not able to comply with its obligations under the sales agreement. However, the case is still pending.

Parallel to the court proceeding, Punch Graphix Prepress Germany and Wirth are engaging in discussion in order to reach a settlement out of court.

H Selling and transfer restrictions

General

The Company is not taking any action to register the New Shares or otherwise to permit an offering of the New Shares in any jurisdiction outside The Netherlands. In particular, no New Shares will be offered or distributed in or into the United States, Canada, Australia, or Japan.

Receipt of this Prospectus will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this document will be sent for information only and should not be copied nor redistributed. If you receive a copy of this Prospectus in any territory other than The Netherlands you may not treat this document as constituting an invitation or offer to you, nor should you in any event deal in New Shares unless, in the relevant territory, such an invitation or offer could lawfully be made to you and New Shares can lawfully be dealt in without contravention of any unfulfilled registration or other legal requirements.

Accordingly, if you receive a copy of this Prospectus, you should not, in connection with the Offering, distribute or send this Prospectus, or transfer New Shares to any person or in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If you forward this document into any such territory (whether under a contractual or legal obligation or otherwise) you should draw the recipient's attention to the contents of this "Selling and Transfer Restrictions" section.

Subject to the specific restrictions described below, if you (including, without limitation, your nominees, custodians and trustees) are outside The Netherlands and wish to purchase New Shares, you must satisfy yourself as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

The comments set out in this section are intended as a general guide only. If you are in any doubt as to your position you should consult your professional advisor. If you are located in the United Kingdom, see "—United Kingdom" below. If you are located in the United States, see "—United States" below. If you are located in Australia, see "—Australia" below.

Representations and Warranties upon exercise of SETs

If you obtain New Shares, you will be deemed to have made the following representations and warranties to the Company, the Listing Agent and any person acting on the Company or its behalf, unless such requirement is waived by us:

(a) You are located outside Canada, Australia and Japan;

(b) You are not a Canadian, Australian or Japanese resident or domicile;

(c) You are not acting, and have not acted, for the account or benefit of a Canadian, Australian or Japanese person;

(d) You are:

(i) located outside the United Kingdom; or

(ii) you are a person to whom the Offer Shares may be offered and sold, as set out in the section 'United Kingdom' below;

(e) You are not a U.S. person and are located outside the United States and any person for whose account or benefit you are acting is not a U.S. person and is located outside the United States and upon acquiring the Offer Shares you and any such person will not be a U.S. person and will be located outside the United States (as used herein "U.S. Person" and "United States" have the meanings specified in Regulation S under the United States Securities Act of 1933, as amended (the U.S. Securities Act);

(f) You may lawfully be offered New Shares in the jurisdiction in which you reside or are currently located; and

(g) You understand that the Offering have been or will be registered under the U.S. Securities Act and that you may not offer, sell, pledge or otherwise transfer the New Shares within the United States or to or for the account or benefit of, U.S. persons without registration under the U.S. Securities Act or pursuant to an applicable exemption from such registration.

The Company will waive the above requirement if you are a Qualified Institutional Buyer as defined in Rule 144A under the U.S. Securities Act) and you furnish an investor letter containing such representations, warranties and covenants that we may request prior to such exercise **Your representations and warranties will be relied upon by the Company, the Listing Agent and any persons acting on behalf of either of them. Any provision of false information or subsequent breach of these representations and warranties may subject you to liability.**

If you are a person acting on behalf of a holder of New Shares (including, without limitation, as a nominee, custodian or trustee), you will be required to provide the foregoing representations and warranties to Punch and the Listing Agent with respect to the New Shares on behalf of their holder. If you do not provide the foregoing representations and warranties, neither the Company nor the Listing Agent will be bound to authorise the allocation of any New Shares to you or the person on whose behalf you are acting.

European Economic Area

In relation to each EEA State which has implemented the Prospectus Directive (each, a "Relevant Member State"), an offer of New Shares which are the subject of the Offering contemplated by this Prospectus may not be made in that Relevant Member State other than the offers contemplated in the Prospectus in The Netherlands once the Prospectus has been approved by the AFM, the competent authority in The Netherlands, and published in accordance with the Prospectus Directive as implemented in The Netherlands, except that an offer in that Relevant Member State of New Shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

(a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;

(b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) total balance sheet assets of more than EUR 43,000,000 and (3) an annual net turnover of more than EUR 50,000,000, as shown in its last annual or consolidated accounts;

(c) in any other circumstances which do not require the publication by us of a prospectus pursuant to Article 3(2) of the Prospectus Directive; and

(d) provided that no such offer of New Shares shall result in a requirement for the publication by the Company, the Listing Agent or the Underwriter of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any New Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the New Shares to be offered so as to enable an investor to decide to purchase or subscribe for New Shares, as the same may be varied in that Member State by

any measure implementing the Prospectus Directive in that Member State and the expression Prospectus Directive includes any relevant implementing measure in each Relevant Member State.

U.S.A.

None of the offering of the New Shares has been or will be registered under the U.S. Securities Act of 1933 or with any securities regulatory authority of any state, territory or possession of the United States. You may not offer, sell, pledge or otherwise transfer the New Shares within the United States or to or for the account or benefit of, U.S. persons without registration under the U.S. Securities Act of 1933 or pursuant to an applicable exemption from such registration

The New Shares are offered for sale only in an "offshore transaction" (within the meaning of Regulation S under the U.S. Securities Act of 1933) in reliance on Regulation S under the U.S. Securities Act. The New Shares are not being offered to any U.S. Person.

United Kingdom

The Lead Manager has represented and agreed that:

(e) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and (ii) it has not offered or sold any New Shares to persons in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal of agent) for the purposes of their businesses where the offer or sale of New Shares would otherwise constitute a contravention of section 19 of the Financial Services and Markets Act 2000 ("FSMA") by the Company;

(f) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of FSMA) received by it in connection with the New Shares in circumstances in which Section 21(1) of FSMA does not apply to the Company; and

(g) it has complied and will comply with all applicable provisions of FSMA with respect to anything done by it in relation to the New Shares in, from or otherwise involving the United Kingdom.

Australia

The distribution of this Prospectus in Australia is restricted to investors to whom disclosure is not required under Part 6D.2 of the Australian Corporations Act 2001. None of the securities to be offered as described in this Prospectus will be made available in Australia except to such persons. Any securities issued to persons in Australia may not be subsequently offered for sale, transferred, assigned or otherwise alienated by them to persons in Australia for at least 12 months after the issue of the relevant securities otherwise then in compliance with Part 6D.2 of the Corporations Act 2001.