

**SES
Château de Betzdorf
L-6815 Betzdorf**

R.C.S. Luxembourg B 81267

**Annual accounts as at 31 December 2011,
and
Independent auditor's report**

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Independent auditor's report

To the Shareholders of
SES
Société Anonyme
Château de Betzdorf
L-6815 Betzdorf

Report on the annual accounts

Following our appointment by the Annual General Meeting of the Shareholders dated 7 April 2011, we have audited the accompanying annual accounts of SES, which comprise the balance sheet as at 31 December 2011 and the profit and loss account for the year then ended, and a summary of significant accounting policies and other explanatory information.

Board of Directors' responsibility for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts and for such internal control as the Board of Directors determines is necessary to enable the preparation and presentation of annual accounts that are free from material misstatement, whether due to fraud or error.

Responsibility of the "réviseur d'entreprises agréé"

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

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

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

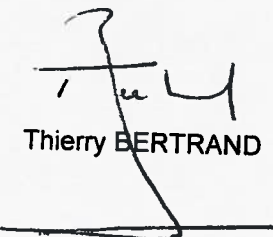
Opinion

In our opinion, the annual accounts give a true and fair view of the financial position of SES as of 31 December 2011, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Report on other legal and regulatory requirements

The management report, which is the responsibility of the Board of Directors, is consistent with the annual accounts.

ERNST & YOUNG
Société Anonyme
Cabinet de révision agréé



Thierry BERTRAND

Luxembourg, 16 February 2012

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Balance sheet
As at December 31, 2011

<u>Assets</u>	2011 EUR million	2010 EUR million
Intangible assets (Note 3)	---	0.1
Tangible assets (Note 4)		
Other fixtures and fittings, tools and equipment	0.1	0.3
Payment on accounts and tangible assets in course of construction	---	2.1
	----- 0.1	----- 2.4
Financial assets		
Shares in affiliated undertakings (Note 5)	8,329.4	8,253.9
Loans to affiliated undertakings (Note 6)	763.3	744.3
Amounts owed by undertakings with which the company is linked by virtue of participating interests (Note 7)	27.0	--
Own shares (Note 8)	21.7	52.2
	----- 9,141.4	----- 9,050.4
Current assets		
Debtors (becoming due and payable within one year)		
Amounts owed by affiliated undertakings (Note 9)	1,560.5	1,283.1
Other receivables	89.9	38.1
Cash at bank and in hand	68.1	112.2
	----- 1,718.5	----- 1,433.4
Prepayments	47.4	50.6
Total assets	----- <u>10,907.4</u>	----- <u>10,536.9</u>

The accompanying notes form an integral part of the accounts.

<u>Liabilities</u>	2011 EUR million	2010 EUR million
Capital and reserves		
Subscribed capital (Note 10)	624.4	624.4
Share premium and similar premiums	746.3	746.3
Legal reserve (Note 11)	62.4	62.4
Other reserves (Note 12)	434.5	294.5
Result for the financial year	250.5	459.7
	<u>2,118.1</u>	<u>2,187.3</u>
Creditors		
Amounts becoming due and payable after more than one year		
Notes and bonds (Note 13)	2,998.7	2,693.3
Amounts owed to credit institutions (Note 14)	671.0	429.9
Amounts owed to affiliated undertakings (Note 15)	282.1	104.8
	<u>3,951.8</u>	<u>3,228.0</u>
Amounts becoming due and payable within one year		
Notes and bonds (Note 13)	404.6	929.6
Amounts owed to credit institutions (Note 14)	228.6	179.6
Trade creditors	0.4	0.9
Amounts owed to affiliated undertakings (Note 15)	4,111.1	3,922.3
Tax and social security debt		
Tax debts (Note 16)	0.2	0.3
Social security debts	0.3	0.2
Other creditors	92.3	88.7
	<u>4,837.5</u>	<u>5,121.6</u>
Total liabilities	<u><u>10,907.4</u></u>	<u><u>10,536.9</u></u>

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Profit and loss account
For the year ended December 31, 2011

<u>Charges</u>	2011 EUR million	2010 EUR million
External charges (Note 21)	11.9	14.1
Staff costs (Note 17)	14.9	15.5
Depreciation and amortisation (Notes 3, 4)	2.4	0.2
Other operating charges	3.1	5.6
Value adjustments in respect of fixed assets	1.6	—
Interest payable and similar charges concerning affiliated undertakings	73.5	54.4
other interest payable and similar charges (Note 19)	243.2	225.4
Extraordinary charges (Note 20)	---	28.2
Income tax (Note 16)	(91.3)	(90.1)
Profit for the financial year	<u>250.5</u>	<u>459.7</u>
	<u>509.8</u>	<u>713.0</u>
 <u>Income</u>		
Net turnover (Note 21)	---	1.3
Other operating income (Note 22)	4.7	4.5
Income from participating interests derived from affiliated undertakings (Note 23)	450.0	660.0
Income from other transferable securities and from loans forming part of the fixed assets	16.3	22.9
Other interest receivable and other financial income derived from affiliated undertakings	38.2	19.6
other interest and financial income (Note 24)	<u>0.6</u>	<u>4.7</u>
	<u>509.8</u>	<u>713.0</u>

The accompanying notes form an integral part of the accounts.

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Statement of changes in shareholders' equity
As at December 31, 2011

	Subscribed capital EUR million	Share premium EUR million	Legal reserve EUR million	Other reserves EUR million	Result for the year EUR million	Total EUR million
Balance, beginning of the year	624.4	746.3	62.4	294.5	459.7	2,187.3
Allocation of result	---	---	---	459.7	(459.7)	---
Distribution of dividends	---	---	---	(319.7)	---	(319.7)
Profit for the financial year	---	---	---	---	250.5	250.5
Balance, end of the year	<u>624.4</u>	<u>746.3</u>	<u>62.4</u>	<u>434.5</u>	<u>250.5</u>	<u>2,118.1</u>

The accompanying notes form an integral part of the accounts.

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Notes to the accounts
December 31, 2011

Note 1 - General

SES S.A. (previously SES Global S.A.) was incorporated on March 16, 2001 as a limited liability company (Société Anonyme) under the law of the Grand Duchy of Luxembourg for an unlimited period of time.

The purpose of SES (the "Company") is to take generally any interest whatsoever in electronic media and to be active, more particularly, in the communications area via satellites and to invest, directly or indirectly, in other companies that are actively involved in the satellite communication industry.

The accounting period of the Company is from January 1 to December 31.

The Company has a 99.94% interest in a partnership, SES Global Americas Holdings GP, whose accounts are integrated in those of the Company to the level of its share of the partnership.

Note 2 - Significant accounting policies

In accordance with Luxembourg legal and regulatory requirements, consolidated accounts are prepared.

The annual accounts are prepared in accordance with the generally accepted accounting principles and regulations in force in the Grand Duchy of Luxembourg.

Formation expenses

The costs of formation of the Company and the costs related to the increases in issued share capital are capitalised and amortised over a period of up to five years.

Intangible assets

Development costs:

Development expenditure incurred on an individual project is carried forward when its future recoverability can be regarded as assured. Any expenditure carried forward is amortised over the period of expected future sales from the related project.

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Notes to the accounts (continued)
December 31, 2011

Note 2 - Significant accounting policies - continued

Payments on account:

Amounts payable in respect of development costs are included in the balance sheet when incurred. When the project is complete, the expenditure is transferred to assets in use and amortisation commences.

Tangible assets

Other fixtures, fittings, tools and equipment:

All such items are depreciated evenly over the estimated useful lives, which are ten years or less.

Tangible assets in course of construction:

Amounts payable in respect of the purchase of future assets are included in the balance sheet when billed. The expenditure is transferred to assets in use and depreciation of the asset commences when it is put into service.

Financial assets

Financial assets are carried in the balance sheet at cost of purchase. If this valuation would appear to be excessive and reduction to be permanent, such assets would be written down to their realisable value.

Loan origination costs

Loan origination costs are capitalised and included in prepaid expenses. These costs are amortised over remaining estimated loan periods based on the Company's financing strategy.

Dividends

Dividends are declared after the accounts for the year have been approved. Accordingly dividends payable are recorded in the subsequent year's accounts. Dividends receivable from affiliated undertakings are recorded as income in the year in which they are declared by the subsidiary.

Convertible profit participating loan

Returns on convertible profit participating loans ("PPL") issued by the Company are calculated based on the cumulative profits of the PPL recipient over the life of the loan. The Company's entitlement to the return is therefore only certain at the date of maturity of the loan. The return is therefore recorded as income on final maturity of the PPL.

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Notes to the accounts (continued)
December 31, 2011

Note 2 - Significant accounting policies - continued

Translation of foreign currencies

The Company maintains its accounting records in Euro (EUR) and the annual accounts are expressed in that currency.

The costs of tangible and intangible assets are translated at the historical rate. Long term financial liabilities, which are hedged by financial derivatives, are translated at historical rate. Long term intercompany balances are translated at the balance sheet exchange rate unless this would give rise to an unrealised foreign exchange gain in which case the historical exchange rate is used.

Current assets and current liabilities denominated in foreign currencies are translated into Euro at the balance sheet exchange rate.

Income and charges expressed in other currencies are recorded on the basis of the exchange rates prevailing on the transaction dates.

The resultant exchange gains and losses arising from the application of the above principles are reflected in the profit and loss account.

Financial derivatives

The Company enters into financial derivatives for hedging purposes. All financial derivatives are maintained off balance sheet. Gains and losses realised on the settlement of such derivatives are taken to the profit and loss account at the same time as the hedged asset/liability impacts the profit and loss account.

Premiums paid/received on financial derivatives are taken to the profit and loss account over the term of the financial derivative.

Net turnover

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

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Notes to the accounts (continued)
December 31, 2011

Note 3 - Intangible assets

	2011 EUR million	2010 EUR million
Cost at beginning of year	0.1	0.1
Additions	—	—
Write-off	—	—
	<u>0.1</u>	<u>—</u>
Cost at end of year	—	0.1
Accumulated amortisation at beginning of year	—	—
Write-off	—	—
	<u>—</u>	<u>—</u>
Accumulated amortisation at end of year	—	—
Net book value at beginning of year	<u>0.1</u>	<u>0.1</u>
Net book value at end of year	<u>—</u>	<u>0.1</u>

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Notes to the accounts (continued)
December 31, 2011

Note 4 - Tangible assets

The development of tangible assets during the financial years 2011 and 2010 is as follows:

	Other fixtures and fittings, tools and equipment EUR million	Payments on account and tangible assets in course of construction EUR million	Total 2011 EUR Million	Total 2010 EUR million
Cost at beginning of year	3.0	2.1	5.1	5.1
Accumulated depreciation at beginning of year	(2.7)	—	(2.7)	(2.5)
Net book value at beginning of year	0.3	2.1	2.4	2.6
Movements of the year				
Additions	0.1	—	0.1	---
Transfers	2.1	(2.1)	---	---
Retirements	(2.1)	—	(2.1)	---
Depreciation	(2.4)	—	(2.4)	(0.2)
Depreciation on retirements	2.1	—	2.1	---
Cost at end of year	3.1	—	3.1	5.1
Accumulated depreciation at end of year	(3.0)	—	(3.0)	(2.7)
Net book value at end of year	0.1	—	0.1	2.4

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Notes to the accounts (continued)
As at December 31, 2011

Note 5 - Shares in affiliated undertakings

	2011 EUR million	2010 EUR million
Cost at beginning of year	8,258.6	8,306.8
Additions	75.5	28.8
Repayment of initial investment	—	(77.0)
Cost at end of year	<u>8,334.1</u>	<u>8,258.6</u>
Value adjustments at beginning of year	(4.7)	(4.7)
Value adjustment of the year	—	—
Value adjustments at end of year	<u>(4.7)</u>	<u>(4.7)</u>
Net book value at end of year	<u>8,329.4</u>	<u>8,253.9</u>

As at December 31, 2011, the Company holds the following investments:

	Participation	Net Book Value EUR million
SES Astra S.A., Betzdorf, Luxembourg	100%	1,046.8
SES Global – Americas, Inc., Princeton, United States	99.94%	3,854.8
Astra Broadband Services S.A., Betzdorf, Luxembourg	0.01%	—
SES Global Americas Finance Inc, Delaware, United States	100%	—
SES Astra A.B., Stockholm, Sweden	32.34%	50.1
SES Participations S.A., Betzdorf, Luxembourg	100%	206.8
SES Global Africa S.A., Betzdorf, Luxembourg	100%	406.6
SES Finance S.à r.l., Switzerland	100%	1,502.2
SES Holdings (Netherlands) BV, Netherlands	100%	1,113.3
SES Astra Services Europe S.A., Betzdorf, Luxembourg	100%	148.8
SES Astra TechCom Belgium S.A., Belgium	1%	—
SES Latin America S.A., Betzdorf, Luxembourg	100%	—
SES Belgium Sprl, Belgium	99%	—
		<u>8,329.4</u>
		=====

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Notes to the accounts (continued)
As at December 31, 2011

Note 5 - Shares in affiliated undertakings - continued

In May 2011, SES contributed to a further capital increase in SES Finance S.à r.l. through a contribution in kind of a promissory note with SES Satellite Leasing Limited for an amount of USD 107.8 million (EUR 75.5 million).

In October 2010, SES Global – Americas, Inc., decided to reimburse EUR 77.0 million of paid-in capital.

In April 2010, SES contributed to a further capital increase in SES Astra Services Europe S.A. through a contribution in kind of an intercompany loan with SES Capital Belgium for a total amount of EUR 28.8 million.

Art. 65 paragraph (1) 2° of the law of December 19, 2002 on the register of commerce and companies and the accounting and annual accounts of undertakings (the "law") requires the disclosure of the amount of capital and reserves and profit and loss for the last financial year of each affiliated undertaking. In conformity with Art.67 (3) of the law these details have been omitted as the Company prepares consolidated accounts and these consolidated accounts and the related consolidated annual report and auditors' report thereon have been lodged with the Luxembourg Trade Registry.

Note 6 - Loans to affiliated undertakings

Loans to affiliated undertakings of EUR 763.3 million (2010: EUR 744.3 million) consist of Convertible Profit Participating Loans with SES Finance S.à r.l..

On February 1, 2007 SES granted a Convertible Profit Participating Loan amounting to USD 807.4 million (2011: EUR 623.3 million; 2010: EUR 604.3 million). A further loan of EUR 140.0 million was granted on November 28, 2008.

Note 7 - Amounts owed by undertakings with which the company is linked by virtue of participating interests

In February 2011, SES granted a loan to ND Satcom of EUR 31.0 million arising in the framework of the sale. The loan bears interest at market rate and is repayable in six installments between April 2012 and April 2017.

Included within other debtors is the short term portion of the loan amounting to EUR 4.0 million and the accrued interest as at 31 December 2011 amounting to EUR 1.3 million.

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Notes to the accounts (continued)
As at December 31, 2011

Note 8 - Own shares

	2011 EUR million	2010 EUR million
Cost at beginning of year	52.6	95.9
Value adjustments at beginning of year	(0.4)	(1.6)
Net book value at beginning of year	52.2	94.3
Movements of the year		
Purchase of FDRs / own shares	---	1.6
Used in connection with employee option scheme	(30.5)	(44.9)
Reversal of value adjustments	---	1.2
	22.1	52.6
Cost at end of year	22.1	52.6
Value adjustments at end of year	(0.4)	(0.4)
Net book value at end of year	21.7	52.2

Own Fiduciary Deposit Receipts:

All Fiduciary Deposit Receipts ("FDRs") in respect of Class A shares owned by the Company are for use in connection with the Senior Executives, Executives and Employees option schemes operated by the group. These shares are valued at the lower of cost and market value.

As at December 31, 2011, the Company owned 1.725.058 FDRs (2010: 4.254.011).

Note 9 - Amounts owed by affiliated undertakings

Amounts owed by affiliated undertakings of EUR 1,560.5 million (2010: EUR 1,283.1 million) consist of current accounts.

As at December 31, 2011 current accounts represent short-term advances bearing interest at market rates and consist principally of amounts owed by SES Astra 1Kr S.à r.l., SES Astra 1L S.à r.l., SES Astra 2F S.à r.l., SES Astra 1M S.à r.l., SES Astra 5B S.à r.l., SES Finance S.à r.l., SES Astra S.A. SES Astra 3B S.à r.l. and SES Astra 2E S.à r.l.

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Notes to the accounts (continued)
As at December 31, 2011

Note 10 - Subscribed capital

As at December 31, 2011 and 2010 the issued and fully paid share capital amounted to EUR 624.4 million, represented by 499,477,695 shares with no par value (332,985,130 Class A ordinary shares and 166,492,565 Class B ordinary shares).

Note 11 - Legal reserve

In accordance with Luxembourg legal requirements, a minimum of 5% of the yearly net profit is transferred to a legal reserve from which distribution is restricted. This requirement is satisfied when the reserve reaches 10% of the issued share capital.

Note 12 - Other reserves

Prior to January 1, 2002, in accordance with Article 174 bis of Luxembourg fiscal law, the Company was entitled to credit the net worth tax due for the year against the corporate income tax charge for the year. From 2002 onwards, in accordance with paragraph 8a of the 16 October 1934 law as amended, the Company is entitled to reduce the net worth tax due for the year by an amount which cannot exceed the corporate income tax due for the year. In order to avail of the above the Company must set up a restricted reserve equal to five times the amount of the net worth tax credited. This reserve has to be maintained for a period of five years following the year in which it was created. In case of distribution of the restricted reserve, the tax credit falls due during the year in which it was distributed.

During previous years, the SES Group had decided to maintain the restricted reserve for the Luxembourg fiscal integration group (the "tax group") under "other reserves" in the accounts of SES Astra. During the year 2008, it was decided that as from 2008 the restricted reserves are to be maintained in the accounts of SES S.A..

As at December 31, 2011, the restricted portion of "other reserves" in the books of SES S.A. is as follows:

	Reduction in net worth tax EUR million	Restricted reserve EUR million
2008	18.2	90.8
2009	12.7	63.4
2010	14.1	70.7

Upon approval of these accounts by the Annual General Meeting of the Shareholders, an amount of EUR 61.8 million will be allocated to restricted reserves in the books of SES S.A. corresponding to five times the amount of the 2011 net worth tax.

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Notes to the accounts (continued)
As at December 31, 2011

Note 13 - Notes and bonds

U.S. Private Placement

On September 30, 2003, SES, through SES GLOBAL-Americas Holdings GP, issued in the U.S. Private Placement market four series of unsecured notes amounting to USD 1,000.0 million and GBP 28.0 million. These notes comprised:

1. Series A USD 400.0 million of 5.29% Senior Notes due September 2013, amortising as of September 2007.
2. Series B USD 513.0 million of 5.83% Senior Notes due September 2015, amortising as of September 2011.
3. Series C USD 87.0 million of 5.93% Senior Notes due September 2015.
4. Series D GBP 28.0 million of 5.63% Senior Notes due September 2013, amortising as of September 2007.

On these four series, SES pays interest semi-annually. SES is committed under the U.S. Private Placement to maintaining covenants requiring certain financial ratios to be upheld within agreed limits in order to provide sufficient security to the lenders. These financial ratios are based on the consolidated financial statements of SES S.A..

European Medium-Term Note Programme (EMTN)

On December 6, 2005, SES put in place a EUR 2,000.0 million EMTN enabling SES, or SES GLOBAL-Americas Holdings GP, to issue as and when required notes up to a maximum aggregate amount of EUR 2,000.0 million. In May 2007, this programme was increased to an aggregate amount of EUR 4,000.0 million. On September 19, 2011, this programme has been extended for one further year.

As of December 31, 2011, SES has issued EUR 2,600.0 million (2010: EUR 2,600.0 million) under the EMTN Programme with maturities ranging from 2013 – 2021.

- EUR 150.0 million Private Placement (2016)

On July 13, 2009, SES issued a EUR 150.0 million Private Placement under the company's European Medium-Term Note Programme with Deutsche Bank. The Private Placement has a 7-year maturity, beginning August 5, 2009, and bears interest at a fixed rate of 5.05%.

- EUR 650.0 million Eurobond (2021) issue

On March 11, 2011 (pricing March 2, 2011), SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a 10-year maturity and bears interest at a fixed rate of 4.75%.

- EUR 650.0 million Eurobond (2020)

On March 9, 2010 (pricing March 1, 2010), SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a 10-year maturity and bears interest at a fixed rate of 4.625%.

- EUR 650.0 million Eurobond (2014)

On July 9, 2009 (pricing June 30, 2009), SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a 5-year maturity and bears interest at a fixed rate of 4.875%.

- EUR 500.0 million Eurobond (2013)

On October 20, 2006, SES issued a EUR 500.0 million bond under the company's European Medium-Term Note Programme. The bond has a 7-year maturity and bears interest at a fixed rate of 4.375%.

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Notes to the accounts (continued)
As at December 31, 2011

Note 13 - Notes and bonds - continued

- EUR 650.0 million Eurobond (2011) repayment

On March 15, 2006, SES issued a EUR 650.0 million bond under the company's European Medium-Term Note Programme. The bond has a 5-year maturity and bears interest at a fixed rate of 4.0%. The bond was repaid on March 15, 2011.

- German Bond issue of EUR 200.0 million

On May 21, 2008, the group concluded an agreement to issue EUR 200 million in two equal tranches in the German Bond ('Schuldschein') market. The agreement for the first tranche was signed on May 30, 2008 with the funds being drawn down in June 2008, and bearing interest at fixed rate of 5.75%. The agreement for the second tranche was signed on July 14, 2008 with the funds being drawn down in July 2008 and bearing interest at fixed rate of 6.0%. Both German bonds mature in November 2012.

Commercial paper programme

On October 25, 2005, SES put in place a EUR 500.0 million 'Programme de Titres de Créances Négociables' in the French market where the company issued 'Billets de Trésorerie' (commercial paper) in accordance with articles L.213-1 to L.213-4 of the French Monetary and Financial Code and decree n°92.137 of February 13, 1992 and all subsequent regulations. The maximum outstanding amount of 'Billet de Trésorerie' issuable under the programme is EUR 500.0 million or its counter value at the date of issue in any other authorised currency. On May 9, 2011, this programme was extended for one further year. As of December 31, 2011 borrowings of EUR 60.0 million (2010: EUR 135.0 million) were outstanding under this programme. The average rate of the outstanding commercial paper amounts to 1.06% (2010: 0.95%) for the drawdown period.

The maturity profile of notes and bonds is as follows as at December 31, 2011 and 2010:

	2011 EUR million	2010 EUR million
Within one year	404.6	929.6
Between one to two years	644.6	344.6
Between two to five years	1,054.1	1,548.7
After five years	1,300.0	800.0
Total after one year	2,998.7	2,693.3

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Notes to the accounts (continued)
As at December 31, 2011

Note 14 - Amounts owed to credit institutions

As at December 31, 2011 and 2010, the amount owed to credit institutions was as follows:

	2011	2010
	EUR million	EUR million
Becoming due and payable after more than one year	671.0	429.9
European Investment Bank	166.7	200.0
COFACE facility	221.5	109.9
US Ex-Im	73.5	—
Syndicated revolving credit facility	209.3	120.0
Becoming due and payable within one year	228.6	179.6
European Investment Bank	33.3	—
US Ex-Im	9.8	—
Committed and uncommitted loan facilities	185.5	179.6

EUR 200.0 million European Investment Bank funding

On April 21, 2009, SES signed a financing agreement with the European Investment Bank concerning the investment by the group in certain satellite investment projects. This facility, bearing interest at a fixed rate of 3.618%, is repayable in six annual instalments between May 2012 and May 2017.

Syndicated loan 2015

In April 2009, SES signed a syndicated loan facility maturing in 2012 with a consortium of 24 banks. On September 2010, the syndicated loan has been amended and restated. The amended facility, maturing April 2015, is for EUR 1,200.0 million and can be drawn in EUR and USD. The interest rate is based on EURIBOR or U.S. LIBOR, depending on the drawing currency, plus a margin based on the rating of the company. The current rating of the company is BBB/Baa2 (S&P/Moody's) leading to a margin of 0.95%.

EUR 522.9 million COFACE facility

On December 16, 2009, SES signed a financing agreement with COFACE (Compagnie Française d'Assurance pour le Commerce Extérieur) in respect of the investment in four geostationary satellites (ASTRA 2E, ASTRA 2F, ASTRA 2G, ASTRA 5B). The facility is divided into five loans. The drawings under the facility are based on invoices from the supplier of the satellites. The first drawing was done on April 23, 2010. Each loan will be repaid in 17 equal semi-annual instalments starting the earlier of the in-orbit date of the satellite being financed by such loan and April 1, 2014 and the estimated final maturity of the facility will be by the end of 2022. The facility bears interest at a floating rate of six month EURIBOR plus a margin of 1.7%.

USD 158 million US Ex-Im facility (new)

In April 2011, SES signed a financing agreement with Ex-Im Bank (Export-Import Bank of the United States) over USD 158 million for the investment in one geostationary satellite (Quetzsat). On May 19, 2011, SES drew the first tranche of USD 107.8 million. The loan will be repaid in 17 equal semi-annual instalments starting (i) the earlier of six month after the in-orbit acceptance date of the satellite and (ii) June 20, 2012. The final maturity will be eight years after the initial repayment date. The facility bears interest at a fixed rate of 3.11%.

Committed and uncommitted loan facilities

As at December 31, 2011, the company had drawn USD 240.0 million (EUR 185.5 million) under uncommitted loan facilities (2010: USD 240.0 million).

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Notes to the accounts (continued)
As at December 31, 2011

Note 14 - Amounts owed to credit institutions - continued

The maturity profile of the amounts drawn is as follows as at December 31, 2011 and 2010:

	2011 EUR million	2010 EUR million
Between one and two years	56.8	33.3
Between two and five years	414.2	305.7
After five years	200.0	90.9
Total	671.0	429.9

Note 15 - Amounts owed to affiliated undertakings

Amounts owed to affiliated undertakings of EUR 4,393.2 million (2010: EUR 4,027.1 million) include the following:

	2011 EUR million	2010 EUR million
Long-term loans (maturity after 5 years)	282.1	104.8
Short-term loans	993.6	661.1
Notes	1,998.7	1,937.0
Current accounts	1,118.8	1,324.2
	<u>4,393.2</u>	<u>4,027.1</u>

Short term loans bear interest at market rates and are repayable upon demand.

As at December 31, 2011 long-term loans represented nine loans bearing interest at a rate of 4.12% with a maturity of April 2021 and six loans bearing interest at a rate of one month USD LIBOR plus a margin of 0.50% or 0.54% with a maturity of November 2020.

As at December 31, 2010 long-term loans represent six loans bearing interest at a rate of one month USD LIBOR plus a margin of 0.50% or 0.54% with a maturity of November 2020.

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Notes to the accounts (continued)
As at December 31, 2011

Note 15 - Amounts owed to affiliated undertakings - continued

As at December 31, 2011 the notes are interest free and are repayable upon demand or at latest on the second anniversary of the note, which may be extended for successive periods of two years each at the exception of:

- one notes which bears interest at a rate of 4.6% per annum and is repayable upon demand or at latest on the second anniversary of the note, which may be extended for successive periods of two years
- four notes which bears interest at a rate of Swiss safe harbor interest rate plus a margin of 0.5% and are repayable upon presentation or at the latest on January 31, 2019
- one interest free note repayable upon presentation or at the latest on May 19, 2021.

As at December 31, 2010 the notes are interest free and are repayable upon demand or at latest on the second anniversary of the note, which may be extended for successive periods of two years each at the exception of:

- one notes which bears interest at a rate of 4.6% per annum and is repayable upon demand or at latest on the second anniversary of the note, which may be extended for successive periods of two years
- four notes which bears interest at a rate of Swiss safe harbor interest rate plus a margin of 0.5% and are repayable upon presentation or at the latest on January 31, 2019

As at December 31, 2011 and 2010 current accounts represent short-term advances bearing interest at market rates and include a short term advance owed to SES Astra S.A. of EUR 368.1 million (2010: EUR 489.1 million).

Note 16 - Taxes on profit

Taxes in the profit and loss account have been provided in accordance with the relevant laws.

The balance sheet position takes into consideration the taxable result of the Luxembourg subsidiaries (SES Astra S.A., SES Asia S.A., Astra Broadband Services S.A., SES Participations S.A., SES Global Africa S.A., NSS Latin America Holdings S.A., SES Astra 3B S.à r.l., SES Astra 1KR S.à r.l., SES Astra 1L S.à r.l., SES Astra 1M S.à r.l., SES Astra TechCom S.A., SES Engineering S.à r.l., SES Astra 1N S.à r.l., SES Astra 5BS.à r.l., SES Astra 2E S.à r.l., SES Astra 2F S.à r.l., SES Astra 2G S.à r.l. and SES Digital Distribution Services S.à r.l.), which are part of the Luxembourg fiscal unity, in accordance with Art 164 bis LIR.

Note 17 - Staff costs

As at December 31, 2011, the number of full time equivalent employee was 57 (2010: 58) and the average number of employees in the workforce for 2011 was 58 (2010: 58). Staff costs can be analysed as follows:

	2011 EUR million	2010 EUR million
Wages and salaries	14.2	14.9
Social security costs	0.7	0.6
	14.9	15.5

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Notes to the accounts (continued)
As at December 31, 2011

Note 18 - Audit fees

Art. 65 paragraph (1) 16° of the law of December 19, 2002 on the register of commerce and companies and the accounting and annual accounts of undertakings (the "law") requires the disclosure of the independent auditor fees. In conformity with the law these details have been omitted as the Company prepares consolidated accounts in which this information is disclosed and these consolidated accounts and the related consolidated annual report and auditors' report thereon have been lodged with the Luxembourg Trade Registry.

Note 19 - Other interest payable and similar charges

Other interest payable and similar charges include the following:

	2011 EUR million	2010 EUR million
Interest charges	190.5	195.3
Foreign exchange losses, net	34.2	---
Other financial charges	18.5	30.1
	<u>243.2</u>	<u>225.4</u>

Foreign exchange losses, net, mainly consist of losses realised on the close out of certain derivative instruments during the year 2011.

Note 20 - Extraordinary charges

As at December 31, 2010 the amount of EUR 28.2 million consisted of an affiliated undertaking debt waiver.

Note 21 - Net turnover

In 2010 net turnover amounting to EUR 1.3 million consisted of transponder capacity service revenue generated from trading with affiliated undertakings for which satellite rental costs of EUR 1.3 million are included in External charges. This contract ended in January 2010.

Note 22 - Other operating income

Other operating income mainly consist of group recharge revenues amounting to EUR 4.7 million (2010: EUR 4.5 million) arising from advisory support services rendered to various affiliates.

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Notes to the accounts (continued)
As at December 31, 2011

Note 23 - Income from participating interests derived from affiliated undertakings

Income from participating interests derived from affiliated undertakings consists of the following:

	2011	2010
	EUR million	EUR million
Dividends received from affiliated undertakings	450.0	660.0
	450.0	660.0
	450.0	660.0

Note 24 - Other interest receivable and financial income

Other interest receivable and similar income include the following:

	2011	2010
	EUR million	EUR million
Interest income	0.6	0.3
Foreign exchange gain, net	—	4.4
	0.6	4.7
	0.6	4.7

Foreign exchange gains, net, mainly consisted of gains realised on the close out of certain derivative instruments during the year 2010.

Note 25 - Board of Directors' remuneration

At the Annual General Meeting held on April 7, 2011, payments to directors for attendance at Board and Committee meetings were approved. These payments are computed on a fixed and variable basis, the variable payments being based upon attendance at Board and Committee meetings. Total payments arising in 2011 were EUR 1.3 million (2010: EUR 1.3 million).

Note 26 - Off balance sheet items

External interest rate swaps

As at December 31, 2011 and December 31, 2010, the company had no EUR interest rate swaps outstanding.

As at December 31, 2011 and 2010, the company held four USD interest rate swaps which were designated as hedges of expected future interest expenses on USD 240.0 million of uncommitted credit lines which are floating rate debt.

External cross currency swaps

As at December 31, 2011, the company held five cross currency swaps with a total amount of EUR 500 million which were designated as hedge of the net investments in SES WORLD SKIES, SES Satellite Leasing and SES Re International (Bermuda) to hedge the group's exposure to foreign exchange risk on these investments.

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Notes to the accounts (continued)
As at December 31, 2011

Note 26 - Off balance sheet items - continued

Forward foreign exchange contracts

As at December 31, 2011 and 2010, the company had several outstanding foreign exchange contracts.

As at December 31, 2011:

Each of the following contracts is mirrored by an internal forward foreign exchange contract with a group entity.

Currency sold	Currency bought	Average weighted maturity	Average FX rate	Note	Net Fair Value
USD 18.5 million	EUR 13.5 million	April 2012	EUR/USD 1.3696	3	---
USD 60.7 million	EUR 44.9 million	July 2012	EUR/USD 1.3513	6	EUR (1.9) million
EUR 41.5 million	USD 58.7 million	December 2012	EUR/USD 1.4146	4	EUR 3.7 million
USD 50.9 million	EUR 35.9 million	December 2012	EUR/USD 1.4173	3	EUR 0.1 million
SEK 64.0 million	USD 9.2 million	January 2012	USD/SEK 6.9430	3	---
EUR 0.5 million	SEK 4.3 million	January 2012	EUR/SEK 9.0048	2	---
USD 1.0 million	SEK 6.8 million	January 2012	USD/SEK 6.9095	2	---

The company also has the following outstanding foreign exchange contracts which are not mirrored by internal contracts:

Currency sold	Currency bought	Average weighted maturity	Average FX rate	Fair Value
EUR 11.0 million	SEK 98.8 million	January 2012	EUR/SEK 9.008	EUR 0.1 million
EUR 0.3 million	GBP 0.2 million	March 2012	EUR/GBP 0.8592	---

As at December 31, 2010:

Each of the following contracts is mirrored by an internal forward foreign exchange contract with a group entity.

Currency sold	Currency bought	Average weighted maturity	Average FX rate	Note	Net Fair Value
USD 0.6 million	EUR 0.9 million	January 2011	EUR/USD 1.3251	8	-
USD 33.0 million	EUR 25.1 million	January 2011	EUR/USD 1.3157	1	-
EUR 0.2 million	CHF 0.3 million	January 2011	EUR/CHF 1.3103	5	-
EUR 1.5 million	USD 2.0 million	January 2011	EUR/USD 1.3331	5	-
USD 0.3 million	EUR 0.2 million	March 2011	EUR/USD 1.3312	7	-
USD 44.6 million	EUR 33.3 million	April 2011	EUR/USD 1.3404	3	EUR 0.2 million
SEK 537.9 million	USD 78.9 million	January 2011	USD/SEK 6.8183	3	-
USD 123.9 million	EUR 124.1 million	December 2011	EUR/USD 1.3119	6	EUR (1.5) million
EUR 5.2 million	SEK 50.0 million	May 2011	EUR/SEK 9.6843	2	-
USD 8.3 million	SEK 60.9 million	May 2011	USD/SEK 7.3136	2	-

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Notes to the accounts (continued)
As at December 31, 2011

Note 26 - Off balance sheet items - continued

The company also has the following outstanding foreign exchange contracts which are not mirrored by internal contracts:

Currency sold	Currency bought	Average weighted maturity	Average FX rate	Fair value
SEK 5.0 million	EUR 0.6 million	January 2011	EUR/SEK 8.9868	-
EUR 5.7 million	GBP 4.9 million	September 2011	EUR/GBP 0.8541	-

1. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES Finance.
2. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES ASTRA AB.
3. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES Satellite Leasing.
4. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES Asia S.A..
5. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES ASTRA TechCom.
6. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with New Skies.
7. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with ASTRA Broadband Services.
8. These foreign exchange contracts exactly mirror the internal forward foreign exchange contracts entered into with SES Re International Bermuda.

Inter-company financial instruments

The company arranged several inter-company foreign exchange contracts in order to hedge the U.S. Private Placement as well as certain other USD-denominated facilities. The average terms of these inter-company contracts are as follows:

	Currency sold	Currency bought	Average weighted maturity	Exchange rate
As at Dec 31, 2011	EUR 620.5 million	USD 744.6 million	October 2013	EUR/USD 1.2000
As at Dec 31, 2010	EUR 675.0 million	USD 790.9 million	September 2013	EUR/USD 1.1717

As at December 31, 2011, the fair value of the contract was EUR (37.3) million, (2010: EUR (70.7) million).

As at December 31, 2011, the company had also entered into the following additional inter-company foreign exchange contracts which are mirrored by internal forward foreign exchange contract with another inter-company group entity:

Currency sold	Currency bought	Average weighted maturity	Average exchange rate
USD 58.5 million	EUR 42.6 million	June 2012	EUR/USD 1.3734

As at December 31, 2011, the net fair value of the contract was EUR 0.

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Notes to the accounts (continued)
As at December 31, 2011

Note 26 - Off balance sheet items - continued

As at December 31, 2010, the company had also entered into the following additional inter-company foreign exchange contracts which are mirrored exactly by internal forward foreign exchange contract with another inter-company group entity:

Currency sold	Currency bought	Average weighted maturity	Average exchange rate
USD 58.7 million	EUR 45.3 million	January 2013	EUR/USD 1.297

As at December 31, 2010, the net fair value of the contract was EUR 0.

Guarantees

On December 31, 2011, the company had outstanding bank guarantees for an amount of EUR 2.7 million (2010: EUR 0.7 million) with respect to performance and warranty guarantees for services of satellite operations.

Corporate guarantees

In 2011 and 2010, SES has given several corporate guarantees to satellite providers for the provision of communications spacecraft and related equipment contracted by fully-owned subsidiaries of the group. As at December 31, 2010 the company had issued a guarantee towards ND Satcom for EUR 15.0 million.