

**BA-CA Finance (Cayman) (2) Limited**

**UNAUDITED**

**Financial Statements  
for the six month period  
January 1 – June 30, 2013**

## **DIRECTORS' REPORT**

The Directors submit herewith the 2013 semi-annual financial statements for BA-CA Finance (Cayman) (2) Limited (the "Company").

These financial statements were NOT audited by an external audit firm.

### **Company overview**

The Company is an indirect wholly-owned subsidiary of UniCredit Bank Austria AG (the "Bank"), incorporated in the Cayman Islands on January 27, 2005. The Company is economically dependent on the Bank.

The Company was established to issue hybrid subordinated securities. The proceeds of these securities are used for general corporate purposes of the Bank, its subsidiaries and affiliates.

### **Statement as required under Article 5:25c of the Financial Markets Supervision Act**

These financial statements provide to the best of our knowledge a true and fair view of the Company's assets and liabilities, financial position, result for the mid-year period ended June 30, 2013 and developments of the business during the mid-year period ended June 30, 2013. Material risks if any are promptly disclosed.

Approved on behalf of the Board on September 20, 2013:

JOSEF DUREGGER

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Mr. Josef Duregger, Director

NICOLA CORSETTI

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Mr. Nicola Corsetti, Director

**UNAUDITED**  
**BA-CA Finance (Cayman) (2) Limited**  
**Statement of Financial Position**  
**June 30, 2013**  
*(stated in Euro)*

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	Note	Unaudited June 30, 2013	December 31, 2012
<b>ASSETS</b>			
Subordinated deposit	3,6	€ 147,000,000	€ 147,000,000
Term deposit		1,840,487	1,840,681
Interest receivable	3	874,872	-
Receivable from Support Agreement with related party	4	317,140	2,974,907
Due from Parent	5	743,975	766,992
		<u>€ 150,776,474</u>	<u>€ 152,582,580</u>
<b>LIABILITIES</b>			
Hybrid subordinated securities (net of unamortised transaction costs of p517,354 (2012: p674,854))	4,6	€149,482,646	€ 149,325,146
Interest payable		755,342	2,985,456
Other liabilities		166,408	2,338
		<u>150,404,396</u>	<u>152,312,940</u>
<b>SHAREHOLDER'S EQUITY</b>			
Ordinary shares p1 par value 15,000 shares authorised and outstanding	7	15,000	15,000
Retained earnings		357,078	254,640
		<u>372,078</u>	<u>269,640</u>
		<u>€ 150,776,474</u>	<u>€ 152,582,580</u>

*See accompanying notes to financial statements.*

**UNAUDITED**  
**BA-CA Finance (Cayman) (2) Limited**  
**Statement of Comprehensive Income**  
**Mid-year period January 1 – June 30, 2013**  
*(stated in Euro)*

	Note	<u>Unaudited Jan 1- June 30, 2013</u>	<u>Year ended December 31, 2012</u>
<b>INCOME</b>			
Interest income	3,5	874,872	3,953,359
Gain from Support Agreement with related party	4	1,034,163	8,672,547
		<b>1,909,035</b>	<b>12,625,906</b>
<b>EXPENSES</b>			
Interest expense	4	1,777,886	4,494,485
Impairment loss on interest receivable	3,5	-	8,467,395
Administrative expenses	5	28,711	59,227
		<b>1,806,597</b>	<b>13,021,107</b>
<b>NET INCOME (LOSS)</b>		<b>€ 102,438</b>	<b>€ (395,201)</b>

*See accompanying notes to financial statements.*

**UNAUDITED****BA-CA Finance (Cayman) (2) Limited****Statement of Changes in Shareholder's Equity****Mid-year period January 1 – June 30, 2013***(stated in Euro)*

		<b>Share Capital</b>	<b>Retained earnings</b>	<b>Total</b>
<b>As at December 31, 2011</b>	€	<b>15,000</b>	<b>649,841</b>	<b>664,841</b>
Net loss for the year		-	(395,201)	(395,201)
<b>As at December 31, 2012</b>	€	<b>15,000</b>	<b>254,640</b>	<b>269,640</b>
Net income for the period		-	102,438	102,438
<b>As at June 30, 2013</b>	€	<b>15,000</b>	<b>357,078</b>	<b>372,078</b>

*See accompanying notes to financial statements.*

**UNAUDITED**  
**BA-CA Finance (Cayman) (2) Limited**  
**Statement of Cash Flows**  
**Mid-year period January 1 – June 30, 2013**  
*(stated in Euro)*

	Unaudited Jan 1-June 30, 2013	Year ended December 31, 2012
<b>CASH PROVIDED BY/ (USED IN):</b>		
<b>OPERATING ACTIVITIES</b>		
Net income (loss)	€ 102,438	€ (395,201)
Adjustment for item not affecting cash:		
Amortisation of transaction costs relating to the issuance of hybrid subordinated securities	157,500	315,000
Impairment loss on interest receivable	-	8,467,395
Interest income on subordinated deposit	-	(3,941,512)
Gain from Support Agreement with related party	(1,034,163)	(8,672,547)
Cash received from support agreement	3,691,930	5,697,640
Changes in operating assets and liabilities:		
Term deposit	194	(22,009)
Interest receivable	(874,872)	10,209
Due from Parent	23,017	(251,569)
Interest payable	(2,230,114)	(1,201,015)
Other liabilities	164,070	(6,391)
<b>CHANGE IN CASH</b>	-	-
<b>BEGINNING CASH</b>	-	-
<b>ENDING CASH</b>	€ -	€ -
<b>SUPPLEMENTARY INFORMATION</b>		
Interest received	22,056	22,056
Interest paid	p (5,380,500)	p (5,380,500)

*See accompanying notes to financial statements.*

**UNAUDITED**  
**BA-CA Finance (Cayman) (2) Limited**  
**Notes to Financial Statements**  
**June 30, 2013**  
*(stated in Euro)*

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**1. The Company and its principal activity**

BA-CA Finance (Cayman) (2) Limited (the "Company") is a wholly owned subsidiary of Alpine Cayman Islands Ltd. (the "Parent") and an indirect wholly-owned subsidiary of UniCredit Bank Austria AG.

The Company was incorporated in the Cayman Islands on January 27, 2005 for an unlimited duration and with limited liability under the Companies Law of the Cayman Islands. The Company is economically dependent on the Parent.

The Company was established to issue hybrid subordinated securities. The proceeds of these securities were advanced to the Parent and are used for general corporate purposes of UniCredit Bank Austria AG, its subsidiaries and affiliates.

The Company has received an undertaking from the Cayman Islands Government exempting it from all local income, profits, and capital gains taxes until March 1, 2025. No such taxes are levied in the Cayman Islands at the present time.

The Company's registered office is located at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

**2. Significant accounting policies**

***(a) Statement of compliance***

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The accounting policies have been applied consistently by the Company and are consistent with those used in previous years.

***(b) Basis of preparation***

The financial statements are presented in Euro.

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expense. The estimates and associated assumptions are based on various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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**BA-CA Finance (Cayman) (2) Limited**  
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*(stated in Euro)*

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**2. Significant accounting policies (continued)**

***(c) Term deposit***

Term deposit consists of cash balance on deposit with a financial institution with maturity of six months.

***(d) Subordinated deposit***

The subordinated deposit consists of interest bearing balances held with the Parent.

***(e) Hybrid subordinated securities***

Hybrid subordinated securities have been classified by the Company as a liability in accordance with International Accounting Standard #32, *Financial Instruments: Disclosure and Presentation* (IAS 32). In the event of the winding-up of the Company, holders at the time will be entitled to receive the nominal value of each security plus accrued and unpaid dividends, but will have no right or claim to any of the remaining assets of the Company. Dividend payments made to holders of the securities are classified as interest expense on the statement of income.

The securities are initially recognised at nominal value less transaction costs, and the transaction costs are amortised over ten years (the estimated life of the securities). The amortisation of the transaction costs is included in interest expense.

***(f) Interest income and expense***

Interest income and expense are recorded on an accrual basis. Interest income comprises of interest earned on cash and subordinated deposit. Interest expense comprises dividend payments on hybrid subordinated securities.

***(g) Gain from support agreement with related party***

Proceeds due from the Support Agreement are recorded on an accruals basis as and when the interest expense from the dividend payments on the hybrid subordinated securities is recognized. See note 3 for further details.

***(h) Identification and measurement of impairment***

The subordinated deposit, carried in the statement of financial position at cost, is assessed at each reporting date to determine whether there is objective evidence of impairment. A financial asset would be considered impaired when objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset, and that the loss event has an impact on the future cash flows of the asset that can be estimated reliably.



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**2. Significant accounting policies (continued)**

***(h) Identification and measurement of impairment (continued)***

Objective evidence that the subordinated deposit is impaired include significant financial difficulties of the Parent, default or delinquency by the Parent, restructuring of amount due on terms that the Company would not consider otherwise, indications that the Parent will enter bankruptcy, or adverse changes in the payment status of the Parent other than those allowed by the Deposit Agreement (Note 3).

An impairment loss in respect of a financial asset carried at cost is calculated as the difference between the carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. Impairment losses are recognized in profit or loss and reflected in an allowance account against loans and receivables. Interest on impaired assets continues to be recognized through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

conventions that are used by market participants as a practical expedient for fair value measurement within a bid-ask spread.

IFRS 13 is permitted for early adoption but the Company does not intend to do so. The impact of IFRS 13 on the Company's financial statements is currently being considered.

**3. Subordinated deposit**

Upon receipt of proceeds from issuance of the hybrid subordinated securities, the Company deposited an amount of €147,000,000 with the Parent. The deposit, together with any accrued interest and costs and expenses in connection therewith, are subordinated to the claims of all the creditors of the Parent, but are senior to the claims of the holders of the ordinary shares of the Parent.

The deposit bore interest at 7.95% per annum until March 22, 2006; thereafter such deposit bears interest at a variable rate as stipulated in the subordinated deposit agreement (the "Deposit Agreement") dated February 18, 2005. Interest is receivable annually in arrears. The deposit is repayable solely at the option of the Parent until the date the hybrid subordinated securities are redeemed.

On March 18, 2013, the Parent informed the Company that the interest under the Deposit Agreement due on March 22, 2013 would not be paid. Pursuant to the Support Agreement, Unicredit BA guaranteed sufficient funds during the year to cover interest payments and certain operating costs of the Company.

At June 30, 2013, €874,872 (December 31, 2012: €Nil) of interest is receivable by the Company. During the six months ended June 30, 2013, the Company earned €874,872 (2012: €Nil) in interest.

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**4. Hybrid subordinated securities**

On February 22, 2005 the Company issued 150,000 Perpetual Non-Cumulative Non-Voting Fixed/Floating Rate Preferred Securities at €1,000 each. These securities are listed on Euronext Amsterdam N.V.

These securities are redeemable at the option of the Company, subject to the prior consent of UniCredit Bank Austria AG.

The hybrid subordinated securities entitle holders to receive non-cumulative preferential cash dividends subject to certain limitations. These limitations are identified in the offering circular (dated February 18, 2005).

- a) Unavailability of distributable profit.
- b) UniCredit Bank Austria AG determines that in accordance with Austrian Banking regulations, UniCredit Bank Austria AG fails to meet capital ratios and would be limited in making payment to holders of hybrid subordinated securities.
- c) There is in effect, any law of relevant regulatory authority which prohibits UniCredit Bank Austria AG from making any payment to holders of hybrid subordinated securities.

For the period from (and including) February 22, 2005 to (but excluding) March 22, 2006, the preferential cash dividends were calculated at a rate of 7.5% per annum; after March 21, 2006, the preferential cash dividends were calculated at a variable rate as stipulated in the offering circular dated February 18, 2005. Dividends are payable annually in arrears and are reported as interest expense in the accompanying financial statements.

These securities were issued with the benefit of a support agreement entered into with UniCredit Bank Austria AG (the "Support Agreement"). Should the Company have insufficient funds to enable it to meet in full all of its obligations under or in respect of these securities, UniCredit Bank Austria AG will make available to the Company sufficient funds to enable it to meet its payment obligations.

As the Company did not receive interest on the subordinated deposit as discussed in Note 3, on March 18, 2013, requested Unicredit Bank Austria AG ("Unicredit BAö") for its financial support under the Support Agreement dated February 22, 2005. The request was approved and funds were received on March 22, 2013.

At June 30, 2013, €317,140 (December 31, 2012: €2,974,907) of financial support is receivable by the Company. During the six month period to June 30, 2013, the Company earned €1,034,163 (2012: €8,672,547) in gains pursuant to proceeds due under the Support Agreement.

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**5. Related party transactions**

Related party balances and transactions not disclosed elsewhere in these financial statements include the following:

The Company had a receivable due from the Parent in the amount of p743,975 and p766,992 at June 30, 2013 and December 31, 2012, respectively.

The Company paid administrative fees of p7,500 (2012: p15,000) to the Parent. These amounts are included in administrative expenses.

At June 30, 2013, UniCredit Bank Austria AG, the ultimate parent of the Company owned 66.4% of the outstanding hybrid subordinated securities with a book value of p99,256,000.

**6. Fair value disclosure of financial instruments**

The following disclosures represent the Company's best estimate of the fair value of financial instruments. The fair value of hybrid subordinated securities is based on current market quotations as these are exchange-traded. The fair value of the subordinated deposit is determined based on the price of the exchange-traded subordinated securities. Management estimated this to be representative of fair value due to the similar duration, interest rate risk and credit risk of the two instruments.

The carrying and fair values of certain financial instruments as of June 30, 2013 are summarised as follows:

	<u>Carrying value</u>	<u>Fair value</u>
<u>Assets:</u>		
Subordinated deposit	p 147,000,000	p 69,304,620
<u>Liabilities:</u>		
Hybrid subordinated securities	149,482,646	76,188,000

The carrying and fair values of certain financial instruments as of December 31, 2012 are summarised as follows:

	<u>Carrying value</u>	<u>Fair value</u>
<u>Assets:</u>		
Subordinated deposit	p 147,000,000	p 69,304,620
<u>Liabilities:</u>		
Hybrid subordinated securities	149,325,146	70,719,000

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**6. Fair value disclosure of financial instruments (continued)**

The fair value of financial instruments that are short-term in nature or re-priced frequently and have a history of negligible credit losses is considered to approximate their carrying value. Those instruments include balances recorded in interest receivable, cash, interest payable and other liabilities.

**Credit risk**

Credit risk arises from the chance of counterparties defaulting on their contractual obligations. The risk of credit losses is mitigated as the Parent is a part of a large multinational bank with high credit ratings.

**Market risk**

Market risk is the potential loss the Company may incur as a result of changes in the market prices of a particular instrument, whether these changes are caused by factors specific to the instrument or its issuer or factors affecting all securities traded in the market. The Company is not directly exposed to any market risk on its financial instruments as the carrying value is not fair value.

**Interest rate risk**

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. As the interest rates on the subordinated deposit and hybrid subordinated securities are reset at the same time, and determined using the same reference rate, interest rate risk is perfectly hedged.

**Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations from its financial liabilities. The liquidity risk is mitigated by timing the payment obligations on its hybrid subordinated securities concurrently with the liquidity terms of the subordinated deposit.

**7. Share capital**

		06.30.2013	12.31.2012
Authorised:			
15,000 shares of p1 each	p	15,000	15,000
Allotted, called up and fully paid:			
15,000 shares	p	15,000	15,000