

GERMAN PUBLIC SECTOR FINANCE B.V.

Amsterdam, The Netherlands

ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

FOR IDENTIFICATION
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 Grant Thornton

2-5-2013

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GERMAN PUBLIC SECTOR FINANCE B.V.

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Responsibility Statement

The Management of German Public Sector Finance B.V. (hereinafter "the Company") wishes to state that to our knowledge:

1. The 2012 financial statements give a true and fair view of the assets, liabilities, financial position and profit of the Company.
2. The 2012 financial statements give a true and fair view of the Company's position as per 31 December 2012 and the developments during the financial year ended 31 December 2012 of the Company, together with a description of principal risks it faces.

Signed by:

Ed Rijkenberg
Managing Director

Deutsche International Trust Company N.V.
Managing Director

Amsterdam, The Netherlands, 2 May 2013

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GERMAN PUBLIC SECTOR FINANCE B.V.

Management Report

The Management herewith submits its annual accounts of German Public Sector Finance B.V. (hereinafter "the Company") for the financial year ended 31 December 2012.

General information

The Company is a limited liability company incorporated under the laws of The Netherlands and has its corporate seat in Rotterdam and business seat in Amsterdam.

The principal activities of the Company consist of acquiring funds on behalf of institutions belonging to the public sector in Germany.

Activities for the year

The Company's activities remain unchanged from last year. It continues to hold a bond liability, from which the funds were on-lent to a third party. These items are the most significant items in the balance sheet.

With respect to the profit and loss account, the interest rates on the bond liability and the long-term receivable are identical so the net interest income remains at nil (2011: nil). The Company receives management fees from a related party to ensure its profit is positive and at least equal to the taxable profit as agreed with the Dutch tax authorities in 1986.

Financial risk management

The Company's activities are primarily exposed to market risks. Market risk is defined as the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

The Group's Corporate Risk function provides services to manage the financial risk relating to the Company's operations. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on risk. The Company manages market risk by stratifying the portfolio and imposing limits.

Currency risk

Currency risk is the risk that fluctuations in the prevailing foreign currency exchange rates will affect the Company's financial position and cash flows. The Company does not run any currency risk, as the Company does not use any currency other than Euros.

Interest risk

Interest rate risk is the risk that fluctuations in the prevailing levels of market interest rates will affect the Company's financial position and cash flows. Interest rate exposure on the debt is fully mitigated by the on-lending of these amounts to Deutsche Telekom A.G. with matching terms.

GERMAN PUBLIC SECTOR FINANCE B.V.

Management Report

Credit risk

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. The Company's credit risk is predominantly with Deutsche Telekom AG, the largest telecommunication company in Germany. The Company has not entered into any other transactions that might generate credit risk.

Future outlook

It is the intention of Royal Bank of Scotland N.V. (Amsterdam, The Netherlands) to sell all of its shares in the Company in the near future.

Audit Committee

On 25 May 2009, the shareholders of the Company, Deutsche Bank A.G. and Royal Bank of Scotland N.V. (formerly ABN AMRO Bank N.V.) have approved the Board Resolution to establish an Audit Committee for the Company, following the Royal Decree of 26 July 2008 implementing article 41 of the EU Directive 2006/43/EG. The Audit Committee of the Company consists of the following members: Jan Rijkenberg (independent member), Corwin Sier (accounting expert) and Johan Smit (accounting expert).

The Management

Ed Rijkenberg
Managing Director

Deutsche International Trust Company N.V.
Managing Director

Amsterdam, The Netherlands, 2 May 2013

GERMAN PUBLIC SECTOR FINANCE B.V.

Balance Sheet as at 31 December 2012
(before appropriation of results and expressed in Euros)

	<u>Notes</u>	<u>31-Dec-2012</u>	<u>31-Dec-2011</u>
FIXED ASSETS			
Financial fixed assets			
Loan	(3)	102,258,376	102,258,376
CURRENT ASSETS			
Accrued interest receivable	(4)	3,522,311	3,522,311
Amounts due from group entity		101,432	48,526
Other debtors		4,539	-
Cash at banks	(5)	50,803	86,691
		<u>3,679,085</u>	<u>3,657,528</u>
CURRENT LIABILITIES			
Accrued interest payable	(6)	3,522,311	3,522,311
Interest payable		42,354	44,486
Creditors		41,740	36,202
		<u>3,606,405</u>	<u>3,602,999</u>
NET CURRENT ASSETS		<u>72,680</u>	<u>54,529</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>102,331,056</u>	<u>102,312,905</u>
LONG TERM LIABILITY			
Bond liabilities	(6)	102,258,376	102,258,376
TOTAL ASSETS LESS LIABILITIES		<u><u>72,680</u></u>	<u><u>54,529</u></u>
CAPITAL AND RESERVES			
Issued share capital	(7)	18,151	18,151
Retained earnings		36,378	18,277
Result for the year		18,151	18,151
		<u><u>72,680</u></u>	<u><u>54,529</u></u>

The notes on page 7 to page 11 are an integral part of the financial statements for the purposes of the financial statements.

GERMAN PUBLIC SECTOR FINANCE B.V.

Profit and Loss account for the year ended 31 December 2012

(expressed in Euros)

	Notes	Year 2012	Year 2011
Interest on loan and bond			
Interest income	(8)	6,007,680	6,007,680
Interest expense	(8)	<u>(6,007,680)</u>	<u>(6,007,680)</u>
Net income from financial activities		<u>-</u>	<u>-</u>
Expenses			
General and administrative expenses		(43,272)	(48,439)
Other income		55	-
		<u>(43,217)</u>	<u>(48,439)</u>
Service fee income	(9)	<u>65,906</u>	<u>71,128</u>
PROFIT BEFORE TAXATION		22,689	22,689
Corporate income tax	(10)	<u>(4,538)</u>	<u>(4,538)</u>
RESULT FOR THE YEAR		<u>18,151</u>	<u>18,151</u>

The notes on page 7 to page 11 are an integral part of the financial statements.

GERMAN PUBLIC SECTOR FINANCE B.V.

Cash Flow Statement for the year ended 31 December 2012 (expressed in Euros)

	<u>Notes</u>	<u>Year 2012</u>	<u>Year 2011</u>
CASH FLOWS FROM OPERATING ACTIVITIES:			
Service fee income received		13,054	76,966
Payments to creditors		<u>(42,272)</u>	<u>(35,707)</u>
Cash inflow from operations		(29,218)	41,259
Income tax paid	(10)	<u>(4,538)</u>	<u>(4,538)</u>
Net cash generated from operating activities		<u>(33,756)</u>	<u>36,721</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Interest received on loan		6,007,680	6,007,680
Interest paid on bonds		<u>(6,009,812)</u>	<u>(6,004,226)</u>
Net cash (used in) / generated from financing activities		<u>(2,132)</u>	<u>3,454</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS		(35,888)	40,175
Balance at 1 January 2012 (1 January 2011)		<u>86,691</u>	<u>46,516</u>
Balance at 31 December 2012 (31 December 2011)		<u>50,803</u>	<u>86,691</u>

The notes on page 7 to page 11 are an integral part of the financial statements

GERMAN PUBLIC SECTOR FINANCE B.V.

Notes to the Financial Statements 2012

1. General

The Company, a corporation with limited liability, having its statutory seat in Rotterdam, The Netherlands was incorporated on 22 May 1986 and currently has its office address at de Entrée 99 – 197, 1101 HE Amsterdam, the Netherlands.

The principal activities of the Company consist of acquiring funds on behalf of institutions belonging to the public sector in Germany. The Company's ultimate parent companies are Royal Bank of Scotland N.V. (formerly ABN AMRO Bank N.V. Amsterdam, The Netherlands) and Deutsche Bank A.G. (Frankfurt, Germany) each for 50%.

2. Summary of principal accounting policies

(a) General

The accompanying accounts have been prepared in accordance with the provisions of Part 9, Book 2 of The Netherlands Civil Code.

(b) Assets and liabilities

All assets and liabilities are stated at face value, unless otherwise stated in the notes thereon.

(c) Foreign currencies

Any assets and liabilities expressed in currencies other than Euros are translated into Euros at the rates of exchange prevailing at the balance sheet date. Any transactions in foreign currencies are translated into Euros at rates of exchange approximating to those ruling at the date of the transactions. Resulting exchange differences, if any, are recognised in the profit and loss account.

(d) Determination of income

All income and expenses are calculated on an accrual basis.

(e) Cash flow statement

The cash flow statement has been prepared using the direct method. Cash flows denominated in foreign currencies, if any, are translated at average exchange rates. Exchange differences affecting cash items, if any, are shown separately in the cash flow statement. Interest paid and received, dividends received and income taxes are included in net cash from operating activities. Dividends paid, if any, are included in net cash used in financing activities.

(f) Corporate income tax

Corporate income tax is calculated on the basis of the profit before taxation shown in the profit and loss account, taking into account tax allowances as agreed with the Dutch tax authorities.

GERMAN PUBLIC SECTOR FINANCE B.V.

Notes to the Financial Statements 2012 (continued)

(g) Use of estimates and judgements

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

(h) Financial instruments

Financial instruments include loans payable and loans receivable. As of 1 January 2012 financial instruments are initially recognised at fair value, including directly attributable transactions costs. After initial recognition, financial instruments are carried at amortized cost using the effective interest method, less impairment losses.

Receivables are valued at nominal value less a bad debt provision if necessary. Due to the fact that there are no impairment losses or transaction costs recorded in the financial instruments of the Company the amortized cost equals the nominal value.

3. Financial fixed assets

This item represents a loan granted to Deutsche Telekom (formerly named Deutsche Bundespost), Germany, originally amounting to DEM 500,000,000, due on 30 May 2016 and bearing interest at the rate of 5 7/8%.

The original amount due from Deutsche Telekom AG has been reduced. The reductions have been the result of assigning a part of the receivable balance to Deutsche Bank AG. As a result of the reductions, the amount receivable at 31 December 2012 and 31 December 2011 was DEM 200,000,000 (EUR 102,258,376).

This loan receivable from Deutsche Telekom has been pledged as security to the holders of the bond liability (see Note 6). As at 31 December, the fair value of the loan amounted to EUR 116,871,098 (31 December 2011: EUR 111,254,881).

Accrued interest receivable is included in the balance sheet as a current asset.

4. Accrued interest receivable and payable

These items represent accrued interest on the loan receivable and bond liability.

5. Cash at banks

Cash at banks are available on demand.

GERMAN PUBLIC SECTOR FINANCE B.V.

Notes to the Financial Statements 2012 (*continued*)

6. Bond liability

This item relates to a bond issued on the Frankfurt stock exchange which originally amounted to DEM 500,000,000 (EUR 255,645,941), due on 30 May 2016 and bearing interest at the rate of 5 7/8%. The amount due on the bond was reduced as a result of the Company assigning part of its receivable to the bondholder. As at 31 December 2012 and 31 December 2011, the Bond liability amounted to DEM 200,000,000 (EUR 102,258,376). The bond liability is not guaranteed. Reference is made to Note 3 above.

As at 31 December 2012, the fair value of the Bond amounted to EUR 116,871,098 (31 December 2011: EUR 111,254,881).

Accrued bond interest payable is included in the balance sheet as a current liability.

7. Capital and reserves

With reference to article 178c sub 1 of Book 2 of the Netherlands Civil Code, the authorised share capital consists of 200 ordinary shares. According to the Company's articles of association, the shares are denominated in Dutch guilders at NLG 1,000 (EUR 453.78) each. As per balance sheet date 40 shares (2011: 40 shares) are issued and fully paid-up.

The movements in capital and reserves can be summarised as follows:

	<u>2012</u>	<u>2011</u>
Share capital (unchanged)	<u>18,151</u>	<u>18,151</u>
Retained earnings		
Beginning of year	18,227	-
Appropriation prior year result	18,151	18,227
End of year	<u>36,378</u>	<u>18,227</u>
Result for the year		
Beginning of year	36,378	18,227
Undistributed result	18,151	18,151
End of year	<u>54,529</u>	<u>36,378</u>
Total capital and reserves	<u><u>72,680</u></u>	<u><u>54,529</u></u>

GERMAN PUBLIC SECTOR FINANCE B.V.

Notes to the Financial Statements 2012 (*continued*)

8. Interest income and expenses

This item relates to the interest income on the loan granted to Deutsche Telekom, Germany (see note 3), and the interest expenses on the issued bond (see note 6). There is no margin between the interest received and paid.

9. Service fee income

The Company receives a service fee from Deutsche Bank AG, Germany, which has agreed to bear all expenses incurred by the Company plus a mark-up as deemed applicable per year.

10. Corporate income tax

The Company abides by certain conditions agreed to with The Netherlands Tax Authorities by which corporation tax is charged on a minimum fixed profit per annum.

11. Employees

The Company has no employees and hence incurred no wages, salaries and related social security charges during the year under review or the previous year.

12. Directors

The Company has two directors (2011: two), whom did not receive any remuneration for their activities during the year under review or the previous year.

13. Related parties

The Company has relations with three parties.

Deutsche Bank A.G., Frankfurt, Germany, who owns 50% of the shares of the Company. During the year under review, Deutsche Bank A.G. was charged for a service fee for the amount of EUR 43,272 (2011: 48,439). In addition, Deutsche Bank A.G. is the sole bondholder of the Company's issued bonds.

Royal Bank Scotland N.V. (formerly ABN AMRO N.V.), Amsterdam, The Netherlands, who owns 50% of the shares of the Company, had no transactions with the Company during the year under review.

Deutsche International Trust Company N.V. charges EUR 26,826 (31 December 2011: EUR 24,693) for their corporate services.

GERMAN PUBLIC SECTOR FINANCE B.V.

Notes to the Financial Statements 2012 (*continued*)

14. Audit fees

An amount of EUR 12,500 was accrued for the audit fees of the year ended 31 December 2012 (31 December 2011: EUR 12,500).

The Management

Ed Rijkenberg
Managing Director

Deutsche International Trust Company N.V.
Managing Director

Amsterdam, The Netherlands, 2 May 2013

GERMAN PUBLIC SECTOR FINANCE B.V.

Other information

Retained earnings

Article 19 of the Articles of Association provides that the result established shall be at the disposal of the General Meeting of Shareholders. If and to the extent that a loss sustained in any fiscal year is not recovered from a reserve or made up in some other way, no distribution of profit shall be made in subsequent years as long as such loss has not been recovered. Article 19 of the Articles of Association provides that, insofar as there is a profit in the Company, the Board of Directors may declare an interim dividend.

Appropriation of result

The Management proposes that the result for the year be retained.

Post balance sheet events

No major post balance sheet events affecting the financial statements have occurred to date.

Independent Auditor's report

Reference is made to the independent auditor's report hereinafter.



Grant Thornton

To: Management and shareholders of
German Public Sector Finance B.V.

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INDEPENDENT AUDITOR'S REPORT

Report on the financial statements

We have audited the accompanying financial statements 2012 of German Public Sector Finance B.V., Amsterdam, which comprise the company balance sheet as at December 31, 2012, the company profit and loss account for the year then ended and the notes, comprising a summary of the accounting policies and other explanatory information.

Management's responsibility

Management is responsible for the preparation and fair presentation of these financial statements and for the preparation of the management board report, both in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore management is responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 management, as well as evaluating the overall presentation of the financial statements.

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

Opinion with respect to the financial statements

In our opinion, the financial statements give a true and fair view of the financial position of German Public Sector Finance B.V. as at December 31, 2012 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

Amsterdam, May 2, 2013

Grant Thornton Accountants en Adviseurs B.V.



Drs. B.M. Tinge
Registeraccountant

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