

**HYPO ALPE-ADRIA (JERSEY) II LIMITED**  
**ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST DECEMBER 2011**

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## **HYPO ALPE-ADRIA (JERSEY) II LIMITED**

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### **REPORT OF THE DIRECTORS**

The Directors present their report and the audited financial statements for the year ended 31st December 2011.

#### **INCORPORATION**

The Company was incorporated in Jersey, Channel Islands on 2nd September 2004, as a public company, under the Companies (Jersey) Law 1991.

#### **ACTIVITIES**

The principal activity of the Company is the issue of Fixed/Floating Rate Non-cumulative Non-voting Preferred Securities (the "Preferred Securities"), the proceeds from which were used to grant Hypo Alpe-Adria Bank International AG ("HAA", or the "Bank") a loan facility of €150,000,000 (the "Subordinated Loan", or "Loan"). The Company's rights under the Loan Agreement are guaranteed by HAA under the terms of a Support Agreement (the Loan Agreement and the Support Agreement together comprising the "Issuer Assets"). The commercial effect of the Support Agreement is to give holders of the Preferred Securities rights that would be equivalent to their rights if the Preferred Securities had been issued by HAA itself.

As set out in the Offering Circular dated 7th October 2004, the Preferred Securities are only intended for highly sophisticated and knowledgeable investors who are capable of understanding and evaluating the risks involved in investing in them. The Preferred Securities are listed on the Euronext Amsterdam Stock Exchange.

#### **DERECOGNITION**

As disclosed in note 3 to the financial statements, the Company is required to derecognise the Issuer Assets and the Preferred Securities in its financial statements under the terms of IAS 39, as it has transferred the rights to the cash flows generated from the Loan to the holders of the Preferred Securities under a 'pass-through arrangement'.

#### **PURCHASE AND CANCELLATION OF PREFERRED SECURITIES (in respect of items derecognised in the financial statements)**

On 29th February 2012, HAA issued an Invitation Memorandum under the terms of which it invited holders of Preferred Securities to offer to sell their holdings for cash to HAA at a proposed price of €315 per €1,000 liquidation preference. The original deadline for receipt of such offers was 22nd March 2012. As at that date, an aggregate liquidation preference of €120,670,000 of the Preferred Securities had been tendered. Subsequently, HAA received further tenders after the original deadline for Preferred Securities with an aggregate liquidation preference of €5,874,000, bringing the aggregate liquidation preference of Preferred Securities tendered to €126,544,000. HAA accepted for purchase all such Preferred Securities tendered. The Settlement Date was 27th April 2012.

HAA has provisionally indicated that it might be willing to consider purchasing further Preferred Securities that may be tendered for sale in future, subject to all relevant regulatory approvals being granted for such purchases. However, HAA would not be compelled to offer to purchase such Preferred Securities. In addition, any such offers for sale would be considered on a case by case basis and HAA would not be bound by the terms of any previous purchases.

On 27th April 2012, the Loan Agreement was terminated for nil consideration by mutual consent between the Company and HAA, with the Company's liabilities under the remaining Preferred Securities subsequently being covered only by the Support Agreement, as amended by the Supplemental Support Agreement dated 26th April 2012, which was amended with the consent of each of the Company, HAA and the holders of the Preferred Securities. On 27th April 2012, Preferred Securities with an aggregate liquidation preference of €126,544,000 were purchased from HAA by the Company and then immediately cancelled, such purchase being funded by a concurrent pro-rata reduction in the notional amount covered by the Support Agreement. Immediately after these transactions had taken place, the aggregate liquidation preference of Preferred Securities remaining was €23,456,000.



## **HYPO ALPE-ADRIA (JERSEY) II LIMITED**

### **REPORT OF THE DIRECTORS - (CONTINUED)**

#### **PURCHASE AND CANCELLATION OF PREFERRED SECURITIES (in respect of items derecognised in the financial statements) - (continued)**

In the event that any further Preferred Securities might be purchased by HAA in future, such Preferred Securities would be purchased from HAA by the Company and then immediately cancelled. Concurrently, the notional amount covered by the Support Agreement would be reduced by an equal and opposite amount.

#### **BACKGROUND TO HAA (in respect of items derecognised in the financial statements)**

As a result of the worsening economic crisis in 2009, the Republic of Austria acquired 100% of the equity shares in HAA on 30th December 2009. With the acquisition of all shares in HAA, as demanded by the Commission of European Union (the "Commission"), the Republic of Austria presented a restructuring plan in April 2010, which was based on a time horizon up to 2014.

The Commission provisionally approved the measures taken by the Republic of Austria in December 2009 for a period of up to six months. The provisional approval for the state aid given was extended indefinitely on 22nd June 2010. The current restructuring plan was presented at a presentation to the European Commission in Brussels on 24th January 2011. The discussions and subsequent list of questions from the Commission suggest that the Commission is in basic agreement with the Bank's new strategy. The results of these direct discussions and the answers to the questions subsequently submitted to obtain more in-depth information on aspects of the plan were incorporated into the revised version of the EU restructuring plan, which was submitted in April 2011.

In response to the sovereign debt crisis in the eurozone and its effects on the European financial sector, the worsening of economic conditions in Europe and in particular in the regions of South-Eastern Europe and the conclusion reached by the supervisory authorities in the Joint Risk Assessment Decision process that there is a requirement for additional capital for the Bank's own capital funds as defined by the Austrian Banking Act, HAA has sharpened its strategy. This has included adjusting planning to take account of the worsened economic forecasts and, amongst other measures, resolving to switch its subsidiaries to self-financing through local deposits from 2012 onwards.

The tightening of strategy was also reflected in the continuing dialogue with the EU Commission. In addition to submitting data to show the medium and long-term viability of HAA and its subsidiaries in South-Eastern Europe, the Bank also produced a modified restructuring plan based on the forecast for the 2011 financial year. The document focuses the Bank's strategy on reprivatizing all saleable units and was submitted to the authorities in Brussels at the beginning of 2012.

In its decision dated 4th August 2010, the EU approved the acquisition of HAA by the Republic of Austria in respect of merger control laws. The guarantee agreement concluded at the end of December 2010 with the Republic of Austria has been provisionally approved by the European Commission and the decision was published at the start of 2012. The approval was granted subject to the Commission agreeing to the Bank's restructuring plan based on the state aid provided through the emergency nationalisation in 2009.

HAA is striving for a strengthened equity base through sustained positive financial results from 2012 onwards, whilst at the same time reducing risk assets. By improving the primary funds base and undertaking asset-backed funding measures, HAA aims to safeguard and normalise its funding base in the long term. The structures put in place during 2010 are directed at ensuring stability and sustained profitability for the healthy parts of the business, so that it is well-positioned for reprivatisation at a later point in time.

In accordance with the notices issued to the holders of the Preferred Securities in March 2010, March 2011 and March 2012, HAA had an accumulated loss as at the financial year ends 2009, 2010 and 2011 respectively. Consequently, due to insufficient distributable funds, the dividend payments on the Preferred Securities scheduled for: 7th October 2010, 2011 and 2012 respectively; and 7th April 2011, 2012 and 2013 respectively, were not made, or will not be made.



## **HYPO ALPE-ADRIA (JERSEY) II LIMITED**

### **REPORT OF THE DIRECTORS - (CONTINUED)**

#### **GOING CONCERN**

It is currently the expectation of the Directors that it is likely that a small number of holders of Preferred Securities may continue to decline to offer their Preferred Securities for sale to HAA and may therefore continue to hold such Preferred Securities for the foreseeable future. In such event, the Directors currently expect HAA to continue to maintain the Company as one of its subsidiaries and therefore to continue to cover the Company's operational expenses. Given the limited recourse non-petition provisions of the Preferred Securities, the Directors currently have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis in preparing these financial statements.

#### **CORPORATE GOVERNANCE**

The Company is not legally subject to any corporate governance code. However, the Directors have internal controls and reviews in place. Due to the nature of the principal activity for which the Company has been established and the limited risk within the Company these internal controls are limited, but are deemed to be appropriate for the Company. Due to the nature of the principal activity, there are no management or supervisory bodies other than the Board of Directors, as listed below.

#### **RESULTS AND DIVIDENDS**

The result for the year amounted to Enil (2010: Enil).

The Directors are unable to recommend the payment of a dividend for the year (2010:Enil).

#### **DIRECTORS**

The Directors who held office throughout the year and up to the date of approval of the financial statements were:

G.P. Essex-Cater

S.M. Vardon

F.X.A. Chesnay (resigned 30th April 2012)

T. Perkounig (appointed 5th May 2011; resigned 1st September 2011)

M.P. Santer (appointed 1st September 2011)

#### **INDEPENDENT AUDITORS**

Ernst & Young LLP were appointed on 1st March 2011 and have expressed their willingness to continue in office.

#### **REGISTERED OFFICE**

22 Grenville Street  
St. Helier  
Jersey, Channel Islands  
JE4 8PX

#### **BY ORDER OF THE BOARD**



Authorised Signatory

State Street Secretaries (Jersey) Limited

Secretary

Date: 30.4.12





## **HYPO ALPE-ADRIA (JERSEY) II LIMITED**

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### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The Directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Jersey Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board. The financial statements are required by law to be properly prepared in accordance with the Companies (Jersey) Law 1991.

International Accounting Standard 1 requires that financial statements present fairly for each financial year the Company's financial position, financial performance and cash flows. This requires the fair representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the preparation and presentation of financial statements'. In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs. However, the Directors are also required to:


- \* properly select and apply accounting policies;
- \* present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- \* make judgements and estimates that are reasonable and prudent;
- \* provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- \* make an assessment of the Company's ability to continue as a going concern.

The Directors are also responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991 and International Financial Reporting Standards. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **STATEMENT OF PERSONS RESPONSIBLE WITHIN THE ISSUER**

With regard to Regulation 2004/109/EC of the European Union (the "EU Transparency Directive"), the Directors of the Company whose names appear on page 1 confirm to the best of their knowledge that the audited financial statements for the year ended 31st December 2011 give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company as required by the applicable accounting standards. The Report of the Directors gives a fair review of the development of the Company's business, financial position and the important events that have occurred during the financial period and their impact on the financial statements. The principal risks and uncertainties faced by the Company are disclosed in note 8 of these financial statements.

Signed on behalf of the Board of Directors

Director: 

Date: 30.4.12.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HYPO ALPE-ADRIA (JERSEY) II LIMITED**

We have audited the financial statements of Hypo Alpe-Adria (Jersey) II Limited for the year ended 31 December 2011 which comprise Statement of Financial Position, Statement of changes in Equity and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards.

This report is made solely to the company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on financial statements**

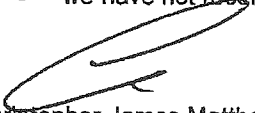
In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2011;
- have been properly prepared in accordance with International Financial Reporting Standards; and
- have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept, or proper returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.



Christopher James Matthews, FCA  
for and on behalf of Ernst & Young LLP  
Jersey, Channel Islands  
Date: 30 April 2012



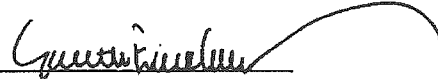
# **HYPO ALPE-ADRIA (JERSEY) II LIMITED**

## **STATEMENT OF FINANCIAL POSITION**

**AS AT 31ST DECEMBER 2011**

	<u>Notes</u>	<u>2011</u>	<u>2010</u>
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	5	2	2
<b>TOTAL ASSETS</b>		<u>€ 2</u>	<u>€ 2</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Share capital	7	2	2
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<u>2</u>	<u>2</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>€ 2</u>	<u>€ 2</u>

The financial statements on pages 6 to 14 were approved and authorised for issue by the Board of Directors on the 3<sup>rd</sup> day of April 2012 and were signed on its behalf by:

Director: 

*(The notes on pages 8 to 14 form part of these financial statements)*



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**HYPO ALPE-ADRIA (JERSEY) II LIMITED**

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**STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31ST DECEMBER 2011**

	<b>Share capital</b>	<b>Total</b>
Balance at 1st January 2011	2	2
Result for the year	-	-
	<hr/>	<hr/>
Balance at 31st December 2011	€ 2	€ 2
	<hr/> <hr/>	<hr/> <hr/>
Balance at 1st January 2010	2	2
Result for the year	-	-
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Balance at 31st December 2010	€ 2	€ 2
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*(The notes on pages 8 to 14 form part of these financial statements)*

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## **HYPO ALPE-ADRIA (JERSEY) II LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS**

#### **FOR THE YEAR ENDED 31ST DECEMBER 2011**

##### **1. GENERAL INFORMATION**

Hypo Alpe-Adria (Jersey) II Limited was incorporated in Jersey, Channel Islands on 2nd September 2004, as a public company, under the Companies (Jersey) Law 1991. The principal activity of the Company is the issue of Fixed/Floating Rate Non-cumulative Non-voting Preferred Securities (the "Preferred Securities"). The proceeds from the Preferred Securities were used to grant Hypo Alpe-Adria-Bank International AG ("HAA") a loan facility of €150,000,000 (the "Subordinated Loan", or "Loan"). The Preferred Securities are listed on the Euronext Amsterdam Stock Exchange.

##### **2. ACCOUNTING POLICIES**

The principal accounting policies adopted in the preparation of these financial statements are set out below. These accounting policies have been consistently applied to all the periods presented unless otherwise stated.

###### **Basis of accounting**

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations issued by the International Financial Reporting Interpretations Committee and have been prepared under the historical cost convention.

###### **Going concern**

After payment of the liquidation preference, as adjusted if applicable, the holders of Preferred Securities will have no right or claim to any of the remaining assets of the Company or HAA. Therefore, such holders' recourse to the assets of the Company is limited to the Loan Agreement and Support Agreement (together comprising the "Issuer Assets") and such holders would have no right to petition for insolvency proceedings against the Company in the event that the aggregate proceeds from the realisation of the Issuer Assets might be insufficient to repay the full amount of the liquidation preference.

It is currently the expectation of the Directors that it is likely that a small number of holders of Preferred Securities might continue to decline to offer their Preferred Securities for sale to HAA and may therefore continue to hold such Preferred Securities for the foreseeable future. In such event, the Directors currently expect HAA to continue to maintain the Company as one of its subsidiaries and therefore to continue to cover the Company's operational expenses. Therefore, the Directors currently have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis in preparing these financial statements.

###### **New Accounting Standards, amendments to existing Accounting Standards and/or interpretations of existing Accounting Standards (separately or together, "New Accounting Requirements") adopted during the current year**

The Directors have assessed the impact, or potential impact, of all New Accounting Requirements. In the opinion of the Directors, there are no mandatory New Accounting Requirements applicable in the current year that had any material effect on the reported performance, financial position, or disclosures of the Company. Consequently, no mandatory New Accounting Requirements are listed. The Company has not adopted any New Accounting Requirements that are not mandatory.

###### **Non-mandatory New Accounting Requirements not yet adopted**

The following applicable new Accounting Standards have been issued. However, these New Accounting Requirements are not yet mandatory and have not yet been adopted by the Company. All other non-mandatory New Accounting Requirements are either not yet permitted to be adopted, or would have no material effect on the reported performance, financial position, or disclosures of the Company and consequently have neither been adopted, nor listed.



**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

**FOR THE YEAR ENDED 31ST DECEMBER 2011**

**2. ACCOUNTING POLICIES - (CONTINUED)**

**IFRS 7, "Financial Instruments: Disclosures"**

The amendments to IFRS 7 were issued on 7th October 2010 and are effective for annual periods beginning on or after 1st July 2011 and comparative disclosures are not required for any period beginning before that date.

The amendments will allow users of financial statements to improve their understanding of transfer transactions of financial assets, including understanding the possible effects of any risks that may remain with the entity that transferred the assets. The amendments also require additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of a reporting period.

As the Company does not have a continuing involvement in the financial instruments derecognised in the financial statements (see below) and no other transactions have been undertaken around the year end date, in the Directors' opinion, early adoption of the amendments to IFRS 7 would have no material effect on the reported performance, financial position, or disclosures of the Company.

**IFRS 9 (Replacement of IAS 39), "Financial Instruments: Recognition and Measurement"**

IFRS 9 was first issued in November 2009, at which time it consisted of provisions relating to the recognition and measurement of financial assets only. In October 2010, IFRS 9 was amended to also include provisions relating to the recognition and measurement of financial liabilities and derecognition of financial instruments. Regardless of whether or not IFRS 9 is early adopted, the provisions of IAS 39 relating to impairments and hedging currently remain effective, as these matters have not yet been addressed within IFRS 9.

IFRS 9 is mandatory for accounting periods commencing from 1st January 2015, but early adoption is permitted at any time prior to this date. However, the Directors currently have no intention of early adopting this standard.

The main changes resulting from the replacement of IAS 39 by IFRS 9 are changes to the permitted classifications and subsequent measurement of financial instruments. Adoption of the standard is not expected to have an impact on the measurement basis of the Company's significant financial instruments since all of the Company's financial instruments have been derecognised.

**IFRS 13, "Fair Value Measurement"**

IFRS 13 was issued in May 2011 and is mandatory for accounting periods commencing from 1st January 2013, but early adoption is permitted at any time prior to this date. IFRS 13 aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements do not extend the use of fair value accounting, but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs. IFRS 13 also requires certain additional disclosures for financial instruments categorised within Level 3 of the fair value hierarchy. Adoption of the standard is not expected to have an impact on the measurement basis of the Company's significant financial instruments since the Company's principal financial instruments have been derecognised.

**Segmental reporting**

For management purposes, the Company is organised into one main operating segment. Accordingly, all significant operating decisions are based upon analysis of the Company as a single segment. Consequently, in the Directors' opinion there are no reportable operating segments as defined by IFRS 8, "Operating Segments."

**Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.



**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

**FOR THE YEAR ENDED 31ST DECEMBER 2011**

**2. ACCOUNTING POLICIES - (CONTINUED)**

**Embedded derivative - Support Agreement**

Due to the fact that the Support Agreement effectively simply re-affirms the Company's rights under the Loan Agreement, the Support Agreement is considered by the Directors to be an embedded derivative that is closely related to its host contract i.e. the Loan Agreement. Consequently, in the Directors' opinion the fair value of the Support Agreement is included within the fair value of the Subordinated Loan.

**Share capital**

Ordinary shares are not redeemable and are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

**Derecognition of financial assets and liabilities**

All financial instruments are assessed for recognition/derecognition immediately upon acquisition, or issue, of such financial instruments. As an integral part of the derecognition assessment, the accounting classification of financial instruments issued must be assessed in the absence of derecognition, as only financial liabilities (not equity) should be derecognised. In the absence of derecognition, the Preferred Securities would be considered to be a financial liability of the Company.

Derecognition is the point at which the Company removes a financial asset or financial liability from the statement of financial position. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the rights to the cash flows on that financial asset are cancelled, expire or are transferred to another party, or if the Company retains the contractual rights but enters into a contract under which the relevant cash flows must be duly paid under a 'pass-through arrangement'. A financial liability is derecognised when the obligation is discharged, cancelled or expires.

See note 3 for further information on the derecognition of financial assets and financial liabilities.

**Statement of comprehensive income**

A statement of comprehensive income has not been presented in these financial statements as there are no items of income or expense. All of the Company's operational expenses are met by HAA.

**Statement of cash flows**

A statement of cash flows has not been presented in these financial statements as there are no items of cash flows.

**3. SIGNIFICANT ACCOUNTING JUDGEMENT - DERECOGNITION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES**

**Financial assets**

Under the terms of IAS 39, the Company is required to derecognise the Issuer Assets as it has transferred the rights to the cash flows generated from the Issuer Assets under a 'pass-through arrangement'. The Company has retained the contractual right to receive the cash flows from the Issuer Assets, but has assumed a contractual obligation to pay the cash flows, but only if any such cash flows are actually received, to the holders of Preferred Securities without material delay. In addition, without prior approval from the holders of the Preferred Securities, the Company is prohibited under the terms of the transfer from selling or pledging the Issuer Assets other than as security to the holders of the Preferred Securities. Consequently, the Issuer Assets are derecognised in the Company's statement of financial position, any Loan interest received is derecognised in the Company's statement of cash flows and the income receivable from the Loan is derecognised in the Company's statement of comprehensive income.

Further information on the Loan is set out in note 4.



**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)****FOR THE YEAR ENDED 31ST DECEMBER 2011****3. SIGNIFICANT ACCOUNTING JUDGEMENT - DERECOGNITION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES - (CONTINUED)****Financial liabilities**

The financial liabilities relating to the Preferred Securities issued by the Company are deemed to have been extinguished concurrently with the derecognition of the Issuer Assets. This accounting treatment reflects the fact that the holders of the Preferred Securities are entitled to receive the cash flows generated from the Issuer Assets and so, through the 'pass-through arrangement', the Company has discharged its obligations to the holders of the Preferred Securities. Consequently, in accordance with IAS 39, the Company is required to derecognise the Preferred Securities. Therefore, the Preferred Securities are derecognised in the Company's statement of financial position, any dividends paid on the Preferred Securities are derecognised in the Company's statement of cash flows and the dividends payable on the Preferred Securities are derecognised in the Company's statement of comprehensive income.

Further information on the Preferred Securities is set out in note 6.

**4. SUBORDINATED LOAN**

In accordance with note 3, the Loan has been derecognised from the statement of financial position of the Company. The following information is presented in the financial statements in order to provide information to the reader. This information is based on the scheduled Outstanding Principal Amount receivable at maturity. No consideration has been given to the possibility of future losses arising on the Loan as any such losses would have no effect on the aggregate financial position of the Company, nor on its aggregate financial performance.

	<u>2011</u>	<u>2010</u>
Subordinated Loan receivable (nominal amount)	€ 150,000,000	€ 150,000,000
Subordinated Loan receivable (fair value - estimated to be equal and opposite to the fair value of the Preferred Securities)	€ 21,465,000	€ 29,127,000

The net proceeds from the issue of the Preferred securities were used by the Company to grant a loan facility (the "Subordinated Loan", or "Loan") of €150,000,000 to Hypo Alpe-Adria-Bank International AG ("HAA").

The Loan was granted on 7th October 2004 under the terms and conditions detailed in the Facility Agreement between the Company and HAA. The Loan bore interest initially at a fixed rate of 6.50% per annum, with the first coupon being receivable in arrears on 7th October 2005. Thereafter the facility bears interest at a rate equal to the relevant Reference Rate plus a margin of 0.15%, subject to a cap of 8%, payable semi-annually in arrears every 7th April and 7th October following the fixed payment. Payment of interest shall only be made if the amount of interest due is available from annual profits of HAA's previous fiscal year (before movement of reserves). The relevant Reference Rate is the 10-year mid swap rate in Euro versus 6M EURIBOR.

The Loan has no fixed repayment date, however HAA has the option to repay the Loan in full on 7th October 2011, or on any interest payment date thereafter, subject to giving the Company 30 days prior notice. As the Loan has been derecognised, the interest receivable thereon has also not been recognised as such interest is due and payable to the holders of the Preferred Securities.





## **HYPO ALPE-ADRIA (JERSEY) II LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **FOR THE YEAR ENDED 31ST DECEMBER 2011**

#### **4. SUBORDINATED LOAN - (CONTINUED)**

The obligations under the Loan constitute unsecured and subordinated obligations of HAA ranking pari passu among themselves and pari passu with all other subordinated obligations of HAA. In the event of the dissolution, liquidation or bankruptcy of HAA, the obligations under the Loan may be satisfied only after the non-subordinated claims of creditors have been satisfied, so that in any such event no amounts shall be payable in respect of the Loan until the claims of all unsubordinated creditors of HAA shall have been satisfied in full. The Company's rights under the Facility Agreement are guaranteed by HAA under the terms of a Support Agreement (the Facility Agreement and the Support Agreement together comprising the "Issuer Assets").

No Loan interest was received during the current year and prior year due to insufficient distributable profits arising at HAA. Consequently, no dividends were paid on the Preferred Securities.

#### **5. CASH AND CASH EQUIVALENTS**

	<u>2011</u>	<u>2010</u>
Cash in hand	€ 2	€ 2

#### **6. PREFERRED SECURITIES**

In accordance with note 3, the Preferred Securities have been derecognised from the statement of financial position of the Company. The following information is presented in the financial statements in order to provide information to the reader. This information is based on the scheduled principal amount payable at maturity. No consideration has been given to the possibility of future losses arising on the Loan (and thereby on the Preferred Securities) as any such losses would have no effect on the aggregate financial position of the Company, nor on its aggregate financial performance.

	<u>2011</u>	<u>2010</u>
150,000 Fixed/Floating Rate Non-cumulative Non-voting Preferred Securities of €1,000 each		
Preferred Securities (principal amount)	€ 150,000,000	€ 150,000,000
Preferred Securities (fair value - as reported on the Euronext Amsterdam Stock Exchange on 16th December 2011)	€ 21,465,000	€ 29,127,000

The Fixed/Floating Rate Non-cumulative Non-voting Preferred Securities (the "Preferred Securities"), in the amount of €150,000,000, were issued by the Company on 7th October 2004 under the terms of the Offering Circular dated 6th October 2004.

The Preferred Securities bore dividends initially at a rate of 6.50% per annum, with the first dividend amount payable in arrears on 7th October 2005. Thereafter the Preferred Securities bear dividends at a rate equal to the prevailing reference rate plus a margin of 0.15% per annum, subject to a cap of 8%, payable semi-annually in arrears every 7th April and 7th October following the fixed payment. The prevailing reference rate is the 10-year mid swap rate in Euro versus 6M EURIBOR.



## **HYPO ALPE-ADRIA (JERSEY) II LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **FOR THE YEAR ENDED 31ST DECEMBER 2011**

##### **6. PREFERRED SECURITIES - (CONTINUED)**

A Support Agreement was entered into on 7th October 2004 between the Company and HAA as the Support Provider. Under this Agreement HAA undertakes to provide the Company with financial support, but HAA is not obliged to make any payment to the Company to the extent that such a payment would exceed HAA's distributable funds for the prior fiscal year or to the extent that such a payment would exceed HAA's annual surplus pursuant to HAA's own financial statements as at the reporting date immediately preceding the dividend payment date. The commercial effect of the Support Agreement is to give holders of the Preferred Securities rights that would be equivalent to their rights if the Preferred Securities had been issued by HAA itself.

The Preferred Securities are redeemable at the option of the Company, in whole but not in part, from and including 7th October 2011 and on any interest payment date thereafter, upon giving the holders not less than 30 days notice. The Company may only redeem the Preferred Securities with the prior consent of HAA. In the event of the winding-up of the Company or the dissolution or winding-up of HAA, holders of the Preferred Securities will be entitled to receive for each Preferred Security a liquidation preference of €1000 plus any accrued and unpaid dividends. The Preferred Securities are limited in recourse to the Issuer Assets (see notes 3 and 4) and are listed on the Euronext Amsterdam Stock Exchange.

The fair value of the Preferred Securities is estimated by the Directors to be approximately equal to the market price quoted on the Euronext Amsterdam Stock Exchange as at 16th December 2011. However, as described in the Report of the Directors and note 12, subsequent to the reporting date HAA issued an Invitation Memorandum under the terms of which it invited holders of Preferred Securities to offer to sell their holdings for cash to HAA at a proposed price of €315 per €1,000 liquidation preference.

As no interest was received from the Loan during the current year and prior year, no corresponding dividend payments were made to the holders of the Preferred Securities on the relevant dividend payment dates.

##### **7. SHARE CAPITAL**

	<u><b>2011</b></u>	<u><b>2010</b></u>
<b>AUTHORISED:</b>		
Unlimited number of Ordinary Shares of no par value	€ -	-
	<u>                    </u>	<u>                    </u>
<b>ISSUED AND FULLY PAID:</b>		
2 Ordinary Shares issued at €1 each	€ 2	2
	<u>                    </u>	<u>                    </u>

The Company has issued 2 ordinary shares at €1 each. These shares entitle holders to voting rights at any general meeting of the Company, to ordinary dividends as may be declared by the Directors from time to time, and to participate in the winding up of the Company.

The Company is not subject to externally imposed capital requirements.

##### **8. FINANCIAL RISK MANAGEMENT**

The principal activity of the Company is the issue of Preferred Securities, the proceeds from which have been used to grant a Loan to HAA. The strategies used by the Company in achieving its objectives regarding the use of its financial assets and liabilities were set when the Company entered into the transactions. The Company has matched the properties of its financial liabilities to its assets to avoid significant elements of risk generated by credit risk, liquidity risk and market risks such as interest rate risk, currency rate risk and price risk.



## **HYPO ALPE-ADRIA (JERSEY) II LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **FOR THE YEAR ENDED 31ST DECEMBER 2011**

##### **9. ULTIMATE CONTROLLING PARTY**

The Company's immediate and ultimate holding company is HAA, a company incorporated in Austria.

##### **10. RELATED PARTIES**

Each of G.P. Essex-Cater, S.M. Vardon and F.X.A. Chesnay is an employee of a subsidiary of State Street Corporation ("SSC"). Affiliates of SSC provide administrative services to the Company at commercial rates.

Each of M.P. Santer and T. Perkounig is an employee and officer of Hypo Alpe-Adria Bank International AG and therefore should be regarded as interested in any transaction with Hypo Alpe-Adria Bank International AG and the subsidiaries and affiliates of the same. Details of the Loan transaction with HAA are disclosed in note 4 to the financial statements.

##### **11. TAXATION**

Profits arising in the Company are subject to Jersey Income Tax at the rate of 0%.

##### **12. SUBSEQUENT EVENTS**

As disclosed in the Report of the Directors, on 29th February 2012, HAA issued an Invitation Memorandum under the terms of which it invited holders of Preferred Securities to offer to sell their holdings for cash to HAA at a proposed price of €315 per €1,000 liquidation preference. The original deadline for receipt of such offers was 22nd March 2012. As at that date, an aggregate liquidation preference of €120,670,000 of the Preferred Securities had been tendered. Subsequently, HAA received further tenders after the original deadline for Preferred Securities with an aggregate liquidation preference of €5,874,000, bringing the aggregate liquidation preference of Preferred Securities tendered to €126,544,000. HAA accepted for purchase all such Preferred Securities tendered. The Settlement Date was 27th April 2012.

HAA has provisionally indicated that it might be willing to consider purchasing further Preferred Securities that may be tendered for sale in future, subject to all relevant regulatory approvals being granted for such purchases. However, HAA would not be compelled to offer to purchase such Preferred Securities. In addition, any such offers for sale would be considered on a case by case basis and HAA would not be bound by the terms of any previous purchases.

On 27th April 2012, the Loan Agreement was terminated for nil consideration by mutual consent between the Company and HAA, with the Company's liabilities under the remaining Preferred Securities subsequently being covered only by the Support Agreement, as amended by the Supplemental Support Agreement dated 26th April 2012, which was amended with the consent of each of the Company, HAA and the holders of the Preferred Securities. On 27th April 2012, Preferred Securities with an aggregate liquidation preference of €126,544,000 were purchased from HAA by the Company and then immediately cancelled, such purchase being funded by a concurrent pro-rata reduction in the notional amount covered by the Support Agreement. Immediately after these transactions had taken place, the aggregate liquidation preference of Preferred Securities remaining was €23,456,000.

In the event that any further Preferred Securities might be purchased by HAA in future, such Preferred Securities would be purchased from HAA by the Company and then immediately cancelled. Concurrently, the notional amount covered by the Support Agreement would be reduced by an equal and opposite amount.

