

## **DIRECTORS' REPORT**

***For the year ended December 31, 2013***

### **Corporate Governance**

HSH N Funding II (the "Company"), was incorporated on May 26, 2005 as an exempted company with limited liability under the laws of the Cayman Islands. The Company is a wholly owned subsidiary of HSH Nordbank AG (the "Bank") which also provides one out of the three current directors to the Company. The financial results of the Company are consolidated within the Bank's financial statements. The Company does not have any employees. Its day-to-day administration is delegated to MaplesFS Limited, an independent service organization, which also provides two directors to the Company from its employees for a fixed annual fee.

The Directors of the Company who held office during the year are as follows:

John Zimmerman (appointed July 4, 2012)  
Damon Bilchuris (independent) (resigned January 30, 2013)  
Cleveland Stewart (independent) (appointed September 3, 2008)  
Laura Chisholm (independent) (appointed January 30, 2013)

The Directors held no interests in the Company as at December 31, 2013.

### **Activities and Review of the Development of the Business**

The business of the Company is principally limited to the issuance of two classes of preference shares and the investment of the proceeds thereof. The terms of the Company's asset classes are similar to the terms of the Class A Preference Shares and Class B Preference Shares issued and as a result, all cash flows received are passed through or attributed to the holders of those preference shares. The Class A Preference Shareholders are also exposed to all risks the Company faces and the Class B Preference Shareholders transfer the risk to the holders of the Sphere Securities. The value of both classes of preference shares in issue as at December 31, 2013 amounted to US\$1,013,448,270 (2012: US\$995,749,955).

The principal risks the Company faces include (i) credit risk within the various asset classes, mainly the counterparty risk associated with the Bank, and (ii) liquidity risk because an illiquid secondary market could have an adverse effect on the value of the Company's assets and consequently the holders of preference shares. The direct exposure to market risk including changes in interest rates and foreign exchange rates is not significant.

The Company acquired a silent capital interest in the aggregate amount of US\$500,000,000 in the Bank. At December 31, 2013 the balance of the silent contribution was US\$117,479,326 (2012 restated: US\$428,115,205).

At December 31, 2013 the balance of the Class B preference shares was US\$368,414,270 (2012: US\$350,715,955) comprising the initially issued amount of US\$500,000,000 and the net adjustments due to IAS 39.AG8 of US\$(131,585,730) (2012: US\$(149,284,045)).

The Company earned US\$36,276,800 (2012: US\$36,311,979) as scheduled interest income from its asset classes during the year and also paid dividends on the Class B Preference Shares of NIL (2012: NIL).

It is not intended that the business of the Company will diversify. The Company does not engage in the field of research and development.

### **Going Concern**

Due to the limited recourse nature of the Company's contractual arrangements, the Directors of the Company are of the opinion that the Company will be able to pay its debts as they fall due. Therefore, the financial statements have been prepared on a going concern basis, notwithstanding the current financial position of the Company and the carrying values of the Company's asset classes which were predominantly issued by the Bank.

### **Results and Allocation**

The Company reported comprehensive income for the year of (US\$292,057,394) (2012: (297,075,958), representing net loss of (US\$34,635,248) and other comprehensive loss of (US\$ 257,422,146) (Net change in fair value of available-for-sale financial asset)

All potential profit or losses which may crystallize as a result of the Company holding or realizing its asset classes will be attributed to the holders of the preference shares and not to the Company itself.

Pursuant to the EU Commission's requirements, HSH Nordbank is not permitted to make any payouts on profit participation capital and silent partnerships due to the Bank's net loss or balance sheet loss.

On 6th February 2013, a press release was issued stating that HSH Nordbank would not be servicing its profit participation certificates until 2017, therefore no profit participation income has been accrued as at 31st December 2012 or as at 31st December 2011. Payment is expected to resume for 2017, with the profit participation income payable in June 2018.

### **Management's Statement of Responsibility for Financial Reporting**

The financial statements of the Company have been prepared by management. Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

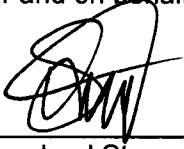
### **Statement on True and Fair View**

The Directors of the Company state that, to the best of their knowledge:

- the financial statements dated as at December 31, 2013, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and

- this report gives a true and fair view of the state of affairs of the Company as at the balance sheet date and of the course of affairs during the financial year of the Company together with a description of the principal risks the Company faces.

For and on behalf of the Board of Directors of the Company on 30 April, 2014

A handwritten signature in black ink, appearing to be 'CS', written over a horizontal line.

Cleveland Stewart, Director

Financial Statements of  
**HSN FUNDING II**  
December 31, 2013

## **HSH N FUNDING II**

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## **Independent Auditors' Report to the Directors**

We have audited the accompanying financial statements of HSH N Funding II (the "Company"), which comprise the statement of financial position as at December 31, 2013, the statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines as necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance 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 our 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, we consider internal control relevant to the Company'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 Company'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.

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 financial statements present fairly, in all material respects the financial position of the Company as at December 31, 2013, and of its financial performance, its changes in equity and its cash flows for the year then ended in accordance with International Financial Reporting Standards.



*Emphasis of matter*

Without qualifying our opinion, we draw attention to note 7 of the audited financial statements. The Company has a significant number of balances and transactions with HSH Nordbank AG, a related party. The audited financial statements of HSH Nordbank AG for the year ended December 31, 2013 include an emphasis of matter paragraph in the audit opinion regarding the Bank's ability to continue as a going concern being dependent on a number of factors including the EU Commission granting final clearance of its sustainable corporate plan. As the Company is economically dependent on HSH Nordbank AG then the ability of the Company to continue as a going concern is directly impacted by the financial position of HSH Nordbank AG.

KPMG

April 29, 2014

## HSH N FUNDING II

### Statement of Financial Position

December 31, 2013

*(stated in United States dollars)*

	Note	2013	2012
<b>Assets</b>			
<b>Available-for-sale financial assets</b>			
Silent Contribution	3,7,8	117,479,326	428,115,205
<b>Loans and receivables</b>			
Loan receivable	4,7,8	553,000,000	553,000,000
Cash and cash equivalents	7,8	9,272,794	9,272,794
<b>Total assets</b>	US\$	679,752,120	990,387,999
<b>Liabilities and Equity</b>			
<b>Liabilities</b>			
Class B preference shares	5,8	368,414,270	350,715,955
Other liabilities		1,528	1,528
		368,415,798	350,717,483
<b>Equity</b>			
Share capital	6	10,000	10,000
Class A preference shares	6	645,034,000	645,034,000
Revaluation reserve	2c(viii)	(318,784,109)	(61,361,963)
Retained earnings		(14,923,569)	55,988,479
		311,336,322	639,670,516
<b>Total liabilities and equity</b>	US\$	679,752,120	990,387,999

*See accompanying notes to financial statements.*

Approved on behalf of the Board of Directors on April 29, 2014

CLEVELAND STEWART

\_\_\_\_\_  
Director

LAURA CHISHOLM

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Director



## HSH N FUNDING II

### Statement of Comprehensive Income

Year ended December 31, 2013  
(stated in United States dollars)

	Note	2013	2012
<b>Income</b>			
Net change in revised discounted cash flows (Class B preference shares)	2(c)(viii),5	-	78,721,643
Interest income on loan	4,7	36,276,800	36,276,800
Other interest income	7	-	35,179
		36,276,800	115,033,622
<b>Finance costs</b>			
Net change in revised discounted cash flows (Class B preference shares)	2(c)(viii),5	17,698,315	-
Net change in revised discounted cash flows (Silent Contribution)	2(c)(viii),3	53,213,733	73,608,186
		70,912,048	73,608,186
<b>Net (loss)/income before operating expenses</b>		(34,635,248)	41,425,436
Other expenses		-	-
<b>Net (loss)/income for year</b>	US\$	(34,635,248)	41,425,436
<b>Other comprehensive (loss)/income</b>			
Net change in fair value of available-for-sale financial assets	2(c)(viii),3	(257,422,146)	255,650,522
		(257,422,146)	255,650,522
<b>Comprehensive (loss)/income for year</b>	US\$	(292,057,394)	297,075,958

See accompanying notes to financial statements.

## HSH N FUNDING II

### Statement of Changes in Equity

Year ended December 31, 2013  
(stated in United States dollars)

	Note	Share Capital	Class A Preference Shares	Revaluation Reserve	Retained Earnings	Total
Balance at January 1, 2012	US\$	10,000	645,034,000	(317,012,485)	50,839,601	378,871,116
Net income for year		-	-	-	41,425,436	41,425,436
Class A dividends paid	6(i)	-	-	-	(36,276,558)	(36,276,558)
Net change in fair value of available-for-sale financial assets	3	-	-	255,650,522	-	255,650,522
Balance at December 31, 2012	US\$	10,000	645,034,000	(61,361,963)	55,988,479	639,670,516
Net loss for year		-	-	-	(34,635,248)	(34,635,248)
Class A dividends paid	6(i)	-	-	-	(36,276,800)	(36,276,800)
Net change in fair value of available-for-sale financial assets	3	-	-	(257,422,146)	-	(257,422,146)
<b>Balance at December 31, 2013</b>	US\$	10,000	645,034,000	(318,784,109)	(14,923,569)	311,336,322

See accompanying notes to financial statements.

## HSH N FUNDING II

### Statement of Cash Flows

Year ended December 31, 2013  
(stated in United States dollars)

	2013	2012
<b>Cash provided by/(applied in):</b>		
<b>Operating activities</b>		
Net (loss)/income for year	(34,635,248)	41,425,436
Add/(deduct) net changes in non-cash operating balances:		
Net change in revised discounted cash flows (Class B preference shares)	17,698,315	(78,721,643)
Net change in revised discounted cash flows (Silent Contribution)	53,213,733	73,608,186
	36,276,800	36,311,979
<b>Financing activities</b>		
Class A dividends paid	(36,276,800)	(36,276,558)
	(36,276,800)	(36,276,558)
<b>Increase in cash and cash equivalents during year</b>	-	35,421
Cash and cash equivalents at beginning of year	9,272,794	9,237,373
<b>Cash and cash equivalents at end of year</b>	US\$ 9,272,794	9,272,794
<b>Supplementary information on cash flows from operating activities:</b>		
Interest received	36,276,800	36,311,979

## HSH N FUNDING II

Notes to Financial Statements

December 31, 2013

(stated in United States dollars)

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### 1. Incorporation and background information

HSH N Funding II (“the Company”) was incorporated on May 26, 2005 as an exempted company with limited liability under the laws of the Cayman Islands for the purpose of carrying on business as an investment company. The Company is a wholly owned subsidiary of HSH Nordbank AG (the “Bank”). The financial results of the Company are consolidated by the Bank.

The objectives for which the Company has been established are limited by the Memorandum of Association to entering into transaction documents and exercising its rights and performing its obligations in connection therewith. The Company issued 500,000 Class B preference shares in the aggregate nominal amount of US\$500,000,000 to Banque de Luxembourg, a société anonyme incorporated in Luxembourg (the “Fiduciary”) and used the proceeds to acquire a silent capital interest in the commercial enterprise (*Handelsgewerbe*) (the “Participation”) of the Bank in the form of a *Stille Gesellschaft* pursuant to an agreement providing for an asset contribution to the Bank in the amount of US\$500,000,000 (the “Silent Contribution”) and dated June 17, 2005 (the “Participation Agreement”).

The Fiduciary financed the purchase of Class B preference shares with proceeds from issuance of US\$500,000,000 HSH Nordbank Silent Participation Hybrid Equity Regulatory (SPHERE) Securities in the denomination of US\$1,000 (the “SPHERE Securities”) on a fiduciary basis at 100% of the principal amounts. The Fiduciary acquired the Class B preference shares at the sole risk of the holders of the SPHERE Securities. The SPHERE Securities are listed on the Euronext Amsterdam Exchange. The Bank has entered into a support undertaking agreement with the Fiduciary that the Company will at all times be in a position to meet its dividend obligations under the Class B preference shares if and when due as contemplated in the Company’s Memorandum and Articles of Association.

In addition, the Company issued 553,000 Class A preference shares to the Bank in the aggregate nominal amount of US\$553,000,000 and used the proceeds to extend a loan documented in the form of a German law governed *Schuldscheindarlehen* to the Bank. The purpose of the loan is to enable the Company to meet its obligations in relation to the Class B preference shares if and when they arise under the Class B preference shares terms.

The Company’s registered office is located at Uglan House, George Town, Grand Cayman. The operations of the Company are conducted primarily in United States dollars. Consequently, the functional currency of the financial statements is United States dollars and not the local currency of the Cayman Islands.

Operating expenses of the Company are paid by the Bank, with no obligation for the Company to repay. Accordingly, the Company is economically dependent on the Bank.

The financial statements are presented in United States dollars.

Daily activities of the Company are administered by MaplesFS Limited (“MFL”).

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## HSN FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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### 2. Significant accounting policies

These financial statements are prepared in accordance with International Financial Reporting Standards ("IFRSs"). The accounting policies have been applied consistently by the Company. Significant accounting policies and their effect on the financial statements are as follows.

*(a) Use of estimates*

The preparation of financial statements in accordance with IFRSs requires management to make estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of income and expenses during the year. Actual results could differ from those estimates. In this connection the disclosures in accordance with IAS 1.125 are made (additionally to the information provided in this note) in notes 3, 5, 8 and 9.

*(b) Profit participation under the Participation Agreement, interest income, Class B dividends and Class A dividends*

Profit participation under the Participation Agreement and interest income are recognised on an accruals basis. Class A and Class B dividends are recognised in accordance with the Article of Association.

*(c) Financial instruments*

*(i) Classification*

A financial asset is any asset that is cash, a contractual right to receive cash or another financial asset, or to exchange financial instruments with another enterprise under conditions that are potentially favorable or an equity instrument of another enterprise. Financial assets comprise cash and cash equivalents, Silent Contribution and loan receivable.

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset or to exchange financial instruments with another enterprise under conditions that are potentially unfavorable. Financial liabilities comprise Class B preference shares and other liabilities.

Financial assets that are classified as loans and receivables include cash and cash equivalents and loan receivable. The Company has classified its investments in Silent Contribution as available-for-sale. Available-for-sale assets are those that are not held for trading purposes and which may be sold in response to needs for liquidity, changes in interest rates, exchange rates, rating changes or significant decreases in credit quality. All financial liabilities are classified as financial liabilities measured at amortized cost. The Company classifies financial instruments issued as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments.

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## HSN FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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### 2. Significant accounting policies (continued)

#### *(c) Financial instruments (continued)*

##### *(ii) Recognition*

The Company recognizes financial assets and financial liabilities on the date it becomes a party to the contractual provisions of the instrument.

##### *(iii) Measurement*

Financial instruments are measured initially at cost which is the fair value of the consideration given or received.

Subsequent to initial recognition all financial assets that are classified as loans and receivables, are measured at their amortized cost using the effective interest rate method, less impairment losses, if any. All financial instruments classified as available-for-sale assets are measured at fair value.

All financial liabilities are subsequently measured at amortized cost, being the amount at which the liability was initially recognized less any principal repayments plus any amortization (accrued interest) of the difference between that initial amount and the maturity amount.

IAS 39.AG8 prescribes that the carrying amount of financial assets or liabilities shall be adjusted if an entity revises its estimates of payments or receipts. As of December 31, 2009 IAS 39.AG8 was applicable for the first time for the Silent Contribution and the Class B preference shares and affected the carrying value of these financial instruments as at that date.

The recalculated carrying amounts as at December 31, 2009 resulted initially from computing the present value of estimated future interest and redemption cash flows at the financial instruments' original effective interest rate. In subsequent periods, estimates are revised leading to a write-up or write-down of the financial instruments. The related net income or expense is recognized in the statement of comprehensive income (see notes 3 and 5).

Applying IAS 39.AG8 involves substantial assumptions, which are accompanied by uncertainties. These uncertainties are described in paragraph (iv) of this note.

##### *(iv) Determination of Fair Values*

The determination of fair values for certain financial instruments is for the sole purpose to present the respective information in note 8 of these financial statements.

Fair Value is defined in accordance with IAS 39 as the price at which a financial instrument can be traded between two informed, willing and independent parties who are under no obligation to deal.

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## **HSH N FUNDING II**

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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

#### *(c) Financial instruments (continued)*

##### *(iv) Determination of Fair Values (continued)*

The fair value of financial instruments is determined on the basis of the listed prices on an active market (mark-to-market), or if this is not possible on the basis of recognized valuation techniques and models (mark-to-matrix or mark-to-model).

The mark to market method is used if a market price is available at which a transaction could be performed or has been performed. This is generally the case for securities traded on liquid markets. The mark-to-matrix method is used to determine fair value where no market price is available under the mark-to-market method. If a fair value cannot be determined from the market or transaction prices of a financial instrument, either it is derived from the prices of comparable financial instruments or a model valuation is conducted with parameters that are almost completely observable in the market. This method has been applied to measure the fair value of the Class B Shares as well as the fair value of the Silent Contribution. These financial instruments are linked to the listed SPHERE securities, which are listed on the Stock Exchange in Amsterdam.

The fair value is determined by the mark to model valuation using a suitable model (e.g. derived from the bond price of the SPARC securities) if a valuation cannot be derived, either of adequate quality or at all, using the mark-to-market or mark-to-matrix method.

The fair value of the Loan Receivable is determined by discounting contractual cash flows taking into account rating-related spreads.

##### *(v) Derecognition*

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition in accordance with IAS 39. A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expired.

The Company uses the specific identification method to determine gains or losses on derecognition for financial assets that are sold.

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## HSH N FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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### 2. Significant accounting policies (continued)

#### *(c) Financial instruments (continued)*

##### *(vi) Impairment of financial assets*

In accordance with IAS 39, a financial asset is assessed as at each reporting date to determine whether there is any objective evidence that it is impaired. Such evidence that a financial asset is impaired includes observable data that may come to the attention of the Company about any of the following examples of loss events: significant financial difficulty of the issuer or obligor; a breach of contract, such as a default of delinquency in interest of principal payments, granting to the borrower a concession that the lender would not otherwise consider; it becomes probable that the borrower will enter bankruptcy, administration or other analogous financial reorganisation; or, the disappearance of an active market for that financial asset because of financial difficulties.

If in a subsequent period the amount of an impairment loss decreased and the decrease can be objectively related to an event occurring, after the write-down, the write-down is reversed through the statement of comprehensive income.

On February 6, 2013, an announcement was made by HSH Nordbank relating to financial planning which will result in net losses for the business years 2013 and 2014. The financial results from the years 2015 to 2017 will then be used to write up hybrid instruments to par value. Therefore in the Company's opinion, no such loss events have occurred during the year ended December 31, 2013 or subsequently and the reductions in the nominal amount of the Silent contribution are not considered to be permanent. Also the non-payment of coupons is not considered to be an impairment trigger as there is no obligation to pay such coupons in the event that HSH Nordbank has insufficient distributable profits. Accordingly, no impairment is required to be recognised on the Company's investment in the Silent contribution.

##### *(vii) Fair value disclosures*

IFRS 7 outlines disclosures to be made with respect to fair value measurements within the financial statements. All financial instruments designated at fair value are categorised with a three-level hierarchy that reflects the significant of inputs used in measuring fair values. The fair value hierarchy is as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
  - Level 2: inputs other than quotes prices included with Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
  - Level 3: inputs for the asset or liability that are based on observable market data (unobservable inputs).
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## HSH N FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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### 2. Significant accounting policies (continued)

#### *(c) Financial instruments (continued)*

##### *(vii) Fair value disclosures*

Specific disclosures are required when fair value measurements are categorised as Level 3 in the fair value hierarchy. Furthermore, changes in valuation techniques from one period to another, including the reasons therefore, are required to be disclosed for each class of financial instruments.

##### *(viii) Specific instruments*

###### *Cash and cash equivalents*

For the purposes of the statement of cash flows, cash and cash equivalents includes current accounts with original maturities of three months or less.

###### *Silent Contribution*

Available-for-sale assets are those that are not held for trading purposes and which may be sold in response to needs for liquidity, changes in interest rates, exchange rates, rating changes or significant decreases in credit quality. The Silent Contribution is classified as available-for-sale assets.

It is measured initially at cost which is the fair value of the consideration given and subsequently measured at and presented in the statement of financial position at fair value. The Silent Contribution is adjusted in accordance with the requirements of IAS 39.AG8 (note 2(c)(iii)). Accrued profit participations and the net result from the application of IAS 39.AG8 are recognized in the statement of comprehensive income. The remaining unrealised gains and losses arising from a change in fair value of available-for-sale instruments are recognised in other comprehensive income and presented within equity in the revaluation reserve. The inputs for the calculation of the Silent Contribution are based upon observable market data and accordingly the asset is categorized as a level 2 investment in the fair value hierarchy. For the year ended December 31, 2012 the Silent Contribution was classified as level 3 in the fair value hierarchy and in the current year was transferred to level 2.

Pursuant to the EU Commission's requirements, HSH Nordbank is not permitted to make any payouts on profit participation capital and silent partnerships due to the Bank's net loss or balance sheet loss.

On February 6, 2013, a press release was issued stating that HSH Nordbank would not be servicing its profit participation certificates until 2017, therefore no profit participation income has been accrued as at December 31, 2013 or 2012. Payment is expected to resume for 2017, with the profit participation income payable in June 2018.

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## HSH N FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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### 2. Significant accounting policies (continued)

#### *(c) Financial instruments (continued)*

##### *(viii) Specific instruments (continued)*

###### *Loan receivable*

Loan receivable is subsequently measured at amortized cost, being the amount at which the loan receivable is measured at initial recognition minus principal repayments, and minus any write down for impairment or uncollectibility. The loan receivable is interest bearing with interest income being recognized in the statement of comprehensive income.

###### *Class B preference shares*

Class B preference shares are classified as a financial liability according to IAS 32.11 (a) and measured at amortised cost plus adjustments required to comply, if any with the requirements of IAS 39.AG8 (note 2(c)(iii)). Dividends on Class B preference shares and the net result from the application of IAS 39.AG8 are recognised as interest expense in the statement of comprehensive income as accrued.

According to IAS 39.10 embedded derivatives shall not be separated from the host contract and accounted for as a derivative if the value of the derivative would change in response to a non-financial variable that is specific to a party. The value of the Class B preference shares vary in response to a non-financial variable linked to the performance of HSH Nordbank.

#### *(d) Offsetting*

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when a signed agreement clearly defines the enforceable right of the Company and another party to settle on a net basis or realize the asset and settle the liability simultaneously.

### 3. Silent Contribution

The Company acquired a silent capital interest in the aggregate amount of US\$500,000,000 (2012: US\$500,000,000) in the commercial enterprise of the Bank in the form of the Participation pursuant to the Participation Agreement dated June 17, 2005 providing for an asset contribution to the Bank in the amount of US\$500,000,000 (2012: US\$500,000,000).

The Participation Agreement has no fixed redemption date and may only be redeemed when terminated by the Bank. The Bank may, if tax or regulatory changes occur, terminate the Participation Agreement only after providing two years notice thereof and approval therefore has been given by the German Banking Supervisory Authority. The Company shall be entitled to Profit Participations on the nominal contribution amount at a fixed rate of 7.25% p.a.

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## HSH N FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

(stated in United States dollars)

### 3. Silent Contribution (continued)

Pursuant to terms of the Participation Agreement profit participations will accrue on the principal amount for each fiscal year of the Bank or part thereof. No profit participations accrue to the extent payment thereof would lead to or increase an annual balance sheet loss, if there has occurred a reduction which has not yet been fully restored, in the case of regulatory interventions or if the termination date falls within such period.

The Company may share in the losses of the Bank after allocation to/from its reserves and retained earnings up to the principal amount of the Silent Contribution. Any such losses will reduce the principal amount of the Silent Contribution. If at any time, the principal amount of the Silent Contribution is reduced on account of a loss, the principal amount of the Silent Contribution will be re-credited in the years subsequent in which profits are recorded, provided that at no time shall the principal amount of the Silent Contribution be more than the principal amount of the Silent Contribution on the date of the Participation Agreement.

At December 31, 2013 the fair value of the level 2 investments, comprising solely of the Silent Contribution, was US\$117,479,326 (2012: US\$428,115,205).

	Silent contribution USD	Accrued profit participation USD	Net results from revised discounted cash flows USD	Fair value adjustments USD	Total USD
Balance at January 1, 2012	500,000,000	92,034,722	(28,949,368)	(317,012,485)	246,072,869
Profit participation for year	-	-	-	-	-
AG.8 and fair value movements	-	-	(73,608,186)	255,650,522	182,042,336
Balance at December 31, 2012	500,000,000	92,034,722	(102,557,554)	(61,361,963)	428,115,205
Profit participation for year	-	-	-	-	-
AG.8 and fair value movements	-	-	(53,213,733)	(257,422,146)	(310,635,879)
<b>Balance at December 31, 2013</b>	<b>500,000,000</b>	<b>92,034,722</b>	<b>(155,771,287)</b>	<b>(318,784,109)</b>	<b>117,479,326</b>

## HSH N FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

(stated in United States dollars)

### 4. Loan receivable

On June 17, 2005 the Company entered into a term loan agreement, (the "Loan Agreement") with the Bank under which the Company has made a US\$553,000,000 term loan facility in the form of a German law governed *Schuldscheindarlehen* available to the Bank.

Interest is charged on the loan at a rate of 6.56% p.a. and the loan will mature on June 30, 2036.

### 5. Class B preference shares

The Company issued 500,000 Class B preference shares to the Fiduciary. The purchase was funded from the issuance of US\$500,000,000 SPHERE Securities.

At December 31, 2013 the balance of the Class B preference shares was US\$368,414,270 (2012: US\$350,715,955) comprising the initially issued amount of US\$500,000,000 and the net adjustments due to IAS 39.AG8 of US\$(131,585,730) (2012: US\$(149,284,045)).

	Class B preference shares USD	Net results from revised discounted cash flows USD	Total USD
Balance at January 1, 2012	500,000,000	(70,562,402)	428,784,534
Result of revised discounted cash flows for the year	-	(78,721,643)	(78,721,643)
Balance at December 31, 2012	500,000,000	(149,284,045)	350,715,955
Result of revised discounted cash flows for the year	-	17,698,315	17,698,315
<b>Balance at December 31, 2013</b>	<b>500,000,000</b>	<b>(131,585,730)</b>	<b>368,414,270</b>

## HSH N FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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### 5. Class B preference shares (continued)

*Rights attaching to Class B preference shares:*

- i. Each Class B preference shareholder has a right to receive an annual dividend on each Class B preference share held, calculated, declared and paid based on the specification in the Articles of Association. Dividends are paid in cash.
  - ii. On winding-up of the Company or other return of capital (other than purchase or redemption of Class B preference shares), the Class B preference shareholders will be entitled to share in the Company's rights to interest accrued under the Loan Agreement, repayment amount under the Participation Agreement, interest on the repayment amount and the Company's rights to funding of the Luxembourg gross-up amount (the "Class B Ring-Fenced Assets"). No other holders of shares in the Company will be entitled to the Class B Ring-Fenced Assets. If the value of claims of the Company's creditors exceed the Company's assets (minus the Class A Ring-Fenced Assets and the Class B Ring-Fenced Assets), the rights of the Class B preference shareholders in the assets of the Company will rank junior to the rights of Class A preference shareholders up to an amount equal to the sum of the loan repayment amount under the Loan Agreement (plus amounts which have actually been received thereunder and minus amounts which have been received and passed on to Class A preference shareholders), but senior to the holders of other shares in the Company up to an amount equal to the Class B Ring-Fenced Assets (plus amounts which have actually been received thereunder and minus amounts which have been received and passed on to Class B preference shareholders).
  - iii. The Class B preference shareholders shall be entitled to receive notice of general meetings of the Company but shall not be entitled to attend and vote thereat.
  - iv. The Company will, forthwith upon becoming aware that the Class B preference shares will be redeemed, notify the Class B preference shareholders of (A) the date on which they will be redeemed, and (B) the amount of payment in cash.
  - v. The Company shall make all payments to the Class B preference shareholders pursuant to terms of the Articles of Association without any tax deduction, unless a tax deduction is required by law.
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## HSH N FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

### 6. Share capital

	2013	2012
Authorised:		
10 Ordinary Shares of US\$1,000 each	10,000	10,000
1,050,000 Class A preference shares of US\$1,000 each	1,050,000,000	1,050,000,000
	US\$ 1,050,010,000	1,050,010,000
Issued and fully paid:		
10 Ordinary Shares of US\$1,000 each	US\$ 10,000	10,000

During the period ended December 31, 2013 and 2012, there were no changes to issued and fully paid Ordinary Shares.

Issued and fully paid Class A preference shares:

	2013 Number of shares	2013 US\$	2012 Number of shares	2012 US\$
Balance at beginning of year	645,034	645,034,000	645,034	645,034,000
Balance at end of year	645,034	645,034,000	645,034	645,034,000

## HSN FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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### 6. Share capital (continued)

*(a) Rights attaching to Class A preference shares:*

- i. Each Class A preference shareholder has a right to receive annual interim and final dividends on each Class A preference share held calculated based on the Articles of Association. Interim dividends are not paid by cash but by issue of such number of Class A preference shares, the aggregate par value of which equals the amount of such declared interim dividend. Final dividends are paid in cash.
  - ii. On winding-up of the Company or other return of capital (other than purchase or redemption of Class A preference shares), the Class A preference shareholders will be entitled to share in the Company's rights to the loan repayment amount under the Loan Agreement (the "Class A Ring-Fenced Assets"). No other holders of shares in the Company will be entitled to the Class A Ring-Fenced Assets. If the value of claims of the Company's creditors exceed the Company's assets (minus the Class A Ring-Fenced Assets and the Class B Ring-Fenced Assets), the rights of the Class A preference shareholders in the assets of the Company will rank senior to the rights of holders of other shares in the Company, up to an amount equal to the Class A Ring-Fenced Assets (plus amounts which have actually been received there under and minus amounts which have been received and passed on to Class A preference shareholders).
  - iii. The Class A preference shareholders shall be entitled to receive notice of general meetings of the Company and shall be entitled to vote thereat.
  - iv. Class A preference shares may only be redeemed contemporaneously with redemption of the Class B preference shares or after the Class B preference shares have been redeemed. Class A preference shares may be redeemed at the option of the Class A preference shareholder or the Company by notice to the other. The Class A preference shares will be redeemed in an amount equal to the loan repayment amount under the Loan Agreement and aggregate profit participations under the Participation Agreement. The Company may set off its obligation to pay cash dividends in accordance with the terms of the Articles of Association against obligations owing to the Company by the Class A preference shareholder in respect of interest accrued and due but unpaid under the Loan Agreement.
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## HSH N FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

(stated in United States dollars)

### 7. Related party balances and transactions

The Company is controlled by the Bank, which is considered as related party.

The following transactions and balances with the bank are disclosed below:

	Note	2013	2012
<b>Statement of Financial Position:</b>			
Silent Contribution	3	117,479,326	428,115,205
Loan receivable	4	553,000,000	553,000,000
Cash and cash equivalents		9,272,794	9,272,794
<b>Statement of Comprehensive Income:</b>			
Interest income on loan	4	36,276,800	36,276,800
Other interest income		-	35,179

HSH Nordbank AG's audited financial statements for the year end December 31, 2010 contained an emphasis of matter paragraph in the audit opinion regarding the Bank's ability to continue as a going concern. For both the years ended December 31, 2013 and 2012 the financial statements of HSH Nordbank AG did also include an emphasis of matter paragraph in the audit opinion. The Bank's plans with regard to being able to pay future profit participations are documented in note 2.

### 8. Disclosure of Fair Values in Accordance with IFRS 7

For each financial asset and liability, the fair values are disclosed and compared with the respective carrying amount (IFRS 7.25):

December 31, 2013	Note	Carrying Amount	Fair Value	Difference
Silent Contribution	3	117,479,326	117,479,326	-
Loan Receivable	4	553,000,000	663,813,773	110,813,773
Cash and cash equivalent		9,272,794	9,272,794	-
Class B preference shares	5	368,414,270	158,925,000	(209,489,270)
Other Liabilities		1,528	1,528	-



## HSH N FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

(stated in United States dollars)

### 8. Disclosure of Fair Values in Accordance with IFRS 7 (continued)

December 31, 2012	Note	Carrying Amount	Fair Value	Difference
Silent Contribution	3	428,115,205	428,115,205	-
Loan Receivable	4	553,000,000	799,841,125	246,841,125
Cash and cash equivalent		9,272,794	9,272,794	-
Class B preference shares	5	350,715,955	120,020,000	(230,695,955)
Other Liabilities		1,528	1,528	-

### 9. Credit, liquidity and market risk

The Company's investment activities expose it to various types of risk that are associated with the financial instruments and markets in which they invest. The most significant type of financial risk to which the Company is exposed is credit risk.

The nature and extent of the financial instruments outstanding at the date of the statement of financial position and the risk management policies employed by the Company are discussed below:

#### *Credit risk*

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. Credit risk is generally higher when a non-exchange traded financial instrument is involved because the counterparty for non-exchange traded financial instruments is not backed by an exchange clearing house.

The Company is potentially exposed to credit risk on the Silent Contribution, loan receivables and from its exposure on its cash and cash equivalents.

The counterparty of these items is solely HSH Nordbank AG. The carrying amounts of financial assets best represent the maximum credit risk exposure at the statement of financial position date.

## HSN FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

(stated in United States dollars)

### 9. Credit, liquidity and market risk (continued)

#### *Credit risk (continued)*

As at December 31, 2013 and 2012 the Company's financial assets exposed to credit risk amounted to the following:

	Note	2013	2012
Silent Contribution	3	117,479,326	428,115,205
Loan receivable	4	553,000,000	553,000,000
Cash and cash equivalents		9,272,794	9,272,794
	US\$	679,752,120	990,387,999

The Class B preference shareholders bear the risk of the Silent Contribution and the Class A preference shareholders bear the credit risk of the loan and its interest receivable. The balance of the Silent Contribution comprises of a current year fair value adjustment of US\$(257,422,146) and an AG8 adjustment of US\$(53,213,733) (2012: (US\$73,608,186) and US\$255,650,522 respectively).

#### *Liquidity risk and refinancing risk*

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations associated with financial liabilities. The timing and terms of cash inflows from Silent Contribution and loan receivable are similar to cash outflows on accounts of Class A preference shares and Class B preference shares. As such, the Company is deemed to have insignificant exposures to liquidity risk and refinancing risk.

#### *Market risk*

Market risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market, whether those changes are caused by factors specific to the individual instrument or factors affecting all instruments in the market.

Market risk represents the potential loss that can arise as a result of adverse changes on market positions. Relevant for the company are interest rates and credit spreads (interest rate risk). The Company is not exposed to foreign exchange risks, stock prices, indices and fund prices or commodity prices. As explained in Note 1 the limited purpose of the company as an investment company is to provide funding to the Bank.

## HSH N FUNDING II

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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### 9. Credit, liquidity and market risk (continued)

#### *Market risk (continued)*

The terms of the Loan Agreement and Participation Agreement are similar to terms of Class A preference shares and Class B preference shares. All proceeds received from the Bank under the Loan receivable and the Silent Contribution are distributed to Class A and Class B Shareholders. Hence, the entire market risk of loan receivable and Silent Contribution are passed onto Class A preference shares and Class B preference shares. As such, the Company is deemed to have insignificant exposures to interest rate or credit spread risk. Changes in interest rates or credit spread risk do not have any significant impact on profit or loss and equity of the Company.

### 10. Taxation

There are no taxes on income or gains in the Cayman Islands and the Company has received an undertaking from the Governor in Cabinet of the Cayman Islands exempting it from all local income, profits and capital taxes until 2025 should such taxes be enacted. Accordingly, no provision for income taxes is included in these financial statements.

### 11. New pronouncements

#### **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 Company has assessed the impact, or potential impact, of all New Accounting Requirements. In the opinion of the Company, there are no mandatory New Accounting Requirements applicable in the current period 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.

#### *Amendments to IFRS 7 Disclosures - Offsetting Financial Assets and Financial Liabilities.*

The Company has applied the Amendments to IFRS 7 for the first time in the current year. The amendments to IFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement.

The Amendments to IFRS 7 have been applied retrospectively. As the Company does not have any offsetting arrangements in place, the application of the amendments has had no material impact on the amounts recognised in the consolidated financial statements.

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## **HSH N FUNDING II**

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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### **11. New pronouncements (continued)**

#### *Adoption of IFRS 13 Fair Value Measurement.*

IFRS 13, effective for annual periods beginning on or after 1 January 2013, improves consistency and reduces 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 IFRS. If an asset or a liability measured at fair value has a bid price and an ask price, the standard requires valuation to be based on a price within the bid-ask spread that is most representative of fair value and allows the use of mid-market pricing or other pricing conventions that are used by market participants as a practical expedient for fair value measurement within a bid-ask spread. As already known from the fair value measurement of financial assets, a three level hierarchy is established based on the dependence on observable market prices.

IFRS 13 requires prospective application from 1 January 2013. New disclosure requirements are not included in the comparative information. The application of IFRS 13 has not had a significant impact on the financial statements.

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

The following applicable New Accounting Requirements have been issued. However, these New Accounting Requirements are not yet mandatory and have not yet been adopted by the Company. Any 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.

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## **HSH N FUNDING II**

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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### **11. New pronouncements (continued)**

#### **Non-mandatory New Accounting Requirements not yet adopted - (continued)**

##### **IFRS 9 – “Financial Instruments”**

IFRS 9 deals with recognition, derecognition, classification and measurement of financial assets and financial liabilities. Its requirements represent a significant change from the existing requirements in IAS 39 in respect of financial assets. The standard contains two primary measurement categories for financial assets: at amortised cost and fair value. A financial asset would be measured at amortised cost if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, and the asset's contractual terms give rise on specified dates to cash flows that are solely payment of principal and interest on the principal outstanding. All other financial assets would be measured at fair value. The standard eliminates the existing IAS 39 categories of held to maturity, available for sale and loans and receivables. For an investment in an equity instrument that is not held for trading, the standard permits an irrevocable election, on initial recognition, on an individual share-by-share basis, to present all fair value changes from the investment in other comprehensive income. No amount recognised in other comprehensive income would ever be reclassified to profit or loss.

However, dividends on such investments are recognised in profit or loss, rather than other comprehensive income unless they clearly represent a partial recovery of the cost of the investment. Investments in equity instruments in respect of which an entity does not elect to present fair value changes in other comprehensive income would be measured at fair value with changes in fair value recognised in profit or loss.

The standard requires that derivatives embedded in contracts with a host that is a financial asset within the scope of the standard are not separated: instead the hybrid financial instrument is assessed in its entirety as to whether it should be measured at amortised cost or fair value.

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## **HSH N FUNDING II**

Notes to Financial Statements (continued)

December 31, 2013

*(stated in United States dollars)*

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### **11. New pronouncements (continued)**

#### **Non-mandatory New Accounting Requirements not yet adopted - (continued)**

##### **IFRS 9 – “Financial Instruments” (continued)**

IFRS 9 requires that the effects of changes in credit risk of liabilities designated at fair value through profit or loss are presented in other comprehensive income unless such treatment would create or enlarge an accounting mismatch in profit or loss, in which case all gains or losses on that liability are presented in profit or loss. Other requirements of IFRS 9 relating to classification and measurement of financial liabilities are unchanged from IAS 39.

The requirements of IFRS 9 relating to derecognition are unchanged from IAS 39.

The mandatory effective date of IFRS 9 is not specified but will be determined when the outstanding phases are finalised. However, early application of IFRS 9 is permitted. The Company do not plan to adopt this standard early.

### **12. Subsequent events**

There have been no material subsequent events up until the date this report was authorised for issue.

The financial statements were approved and authorised for issue by Directors on April 29, 2014.

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