# Annual accounts of Boats Investments (Netherlands) B.V.

# for the year 2019

Boats Investments (Netherlands) B.V.
Prins Bernhardplein 200
1097 JB Amsterdam
Chamber of Commerce nr: 33299834

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# Report of the management

Management herewith presents to the shareholder the annual accounts of Boats Investments (Netherlands) B.V. (the "Company") for the year 2019.

**General**

The Company is a private company with limited liability incorporated under the laws of the Netherlands on 3 February 1998. The statutory address of the Company is Prins Bernhardplein 200, Amsterdam, the Netherlands. The Company's Dutch Chamber of Commerce registration number is 33299834.
All issued shares are held by Stichting Boats Investments (Netherlands), which also is established in Amsterdam, The Netherlands.

The Company is a so-called repackaging company. The Company issues series of Notes ("Series") under its USD 10 billion Secured Note Programme (the "Programme"). These Series are limited recourse; an investor (Noteholder) is only entitled to the collateral/ proceeds of its own Series including all risks associated with the collateral. There will be no other assets of the Company available to meet outstanding claims of the Noteholders, who bear such shortfall pro rata their holdings of the Notes.

With collateral ("Collateral") is meant the actual investment(s) bought for a Series. Each Series has its own terms and conditions and has its own Collateral. When a new Series is issued all documents, including the derivative contracts, are signed simultaneously at the closing date.

The Collateral bought by the Company can consist of almost any item the investor in a certain Series prefers, as long as this fits within the terms and conditions of the Programme. This is, amongst other, loans, listed or unlisted bonds, Notes, and any other kind of Collateral. It is the investor/Noteholder together with the swap counterparty who decide what kind of Collateral they would like to purchase for a certain Series, as one of them bears the risk. All other conditions can also differ per Series (maturity date, interest rates, payment dates, parties involved etc).
As the limit of the Programme is set at USD 10 billion the total sum of the Company's outstanding Series may not at any time exceed the limit of USD 10 billion (or its equivalent in another currency at the date of issue).
Application will be made to the Irish Stock Exchange for certain Series during the period of twelve months from the last update of the Programme to be admitted to the Official List and trading on its regulated market. However, any such application may not be successful. In addition, a Series may be listed on any other stock exchange or may be unlisted. Such approval relates only to Notes which are to be admitted to trading on the regulated market of the Irish Stock Exchange or other regulated markets for the purposes of Directive 2004/39/EC or which are to be offered to the public in any Member State of the European Economic Area. Notes may be listed on such other or further stock exchange(s). The Company may also issue unlisted Notes.

# Report of the management - Continued

At balance sheet date several Series are listed on the Luxembourg Stock Exchange and several Series are listed on the Irish Stock Exchange. Notes of any Series or alternative investments may be rated by Moody's Investor Services, Inc and/ or Standard & Poor's Rating Services, a Division of McGraw-Hill Companies Inc. and/ or Fitch Ratings Limited (or any other relevant recognised debt rating agency (the "Rating Agency") as may be specified in the relevant Series memorandum or Alternative Memorandum and the relevant constituting instrument (the "Constituting Instrument")). The rating of Notes of any Series or alternative investments issued or entered into under the Programme will be specified in the relevant Series memorandum or alternative memorandum and the relevant Constituting Instrument.

The transactions are arranged by Credit Suisse International, London ("Credit Suisse").

As all operational activities are performed by external parties, the Company does not have any personnel.

**Information regarding financial instruments**

Due to the limited recourse nature of the Series, the Company is not exposed to any risks as all the risks are fully mitigated by derivative contracts or transferred to the Noteholder / swap counterparty as described in the legal documentation for each Series as far as not transferred to the derivative Counterparty. The Company did enter into several derivative contracts to mitigate the risks of the Noteholders to the swap counterparty. The obligations and rights under the derivative contracts mirror the obligations and rights on respectively the liabilities in relation to the Notes and the assets on the Collateral as disclosed under Notes 1 and 8.

**Financial risk management**

**General**

The Company's principal financial instruments during the year comprised the Collateral, Notes issued and derivatives. The main purpose of these financial instruments is to finance the Company's operations, to manage the interest rate risk arising from its issued Notes and to minimise the impact of fluctuations in exchange rates on future cash flows.

The Series are limited recourse; an investor (Noteholder) is only entitled to the Collateral/ proceeds of its own Series including all risks associated with the Collateral. The Company has entered into derivative contracts with the objective to mitigate the risk between the issued Notes and Collateral purchased. The risk is mainly currency, interest rate and inflation risk. In this respect, the Company mainly uses interest rate swaps, total return swaps, fx derivatives and inflation linked swaps.

The key financial instrument risks are classified as credit and concentration risk, market risk (interest rate risk and currency exchange rate risk) and liquidity risk.

# Report of the management - Continued

**Interest rate risk**
The Notes bear interest (fixed and floating). The Company is not exposed to interest rate risk due to the limited recourse nature of the issued Series. All possible risks regarding the interest are fully mitigated by derivative contracts at year end. For multiple Series the Company has entered into derivative contracts to mitigate the risks associated with the effects of fluctuations in the prevailing levels of market interest rates from the Noteholder to the swap counterparty.

**Credit and concentration risk**
The Company is not exposed to credit risk due to the limited recourse nature of the issued Series at year end as the Noteholder bears the credit risk of the assets as well as the swap counterparty risk.

**Currency exchange rate risk**
The Company’s accounts are denominated in EUR. The Collateral is denominated in EUR and foreign currencies, while the Notes are denominated in EUR and foreign currencies. The Company's accounts and Notes issued may be denominated in EUR while the portfolio is denominated in both EUR and foreign currencies.

The Company is not exposed to risks associated with the effects of fluctuations in the prevailing levels of market currency exchange rates due to the limited recourse nature of the issued Series. For multiple Series the Company has entered into derivative contracts to mitigate the risks associated with the effects of fluctuations in the prevailing levels of market currency exchange rates from the Noteholder to the swap counterparty.

**Liquidity risk**
Liquidity risk is the risk that the Company will be unable to meet its payment obligations towards the Noteholders as they become due. Liquidity risk on interest payments to be made by the Company to its Noteholders arises from mismatches on both the interest frequency on the Notes versus the portfolio, as well as from the outstanding value of the Notes compared to the portfolio. Liquidity risk on principal payments arises from mismatches in the maturity of the Notes compared to the maturity of the assets, as well from the par value outstanding of the Notes versus the par value of the portfolio.

Matching maturities of assets and liabilities and related cash flows is fundamental to the management of the Company. This risk is addressed and mitigated by an agreement with Credit Suisse to secure any mismatch (as Credit Suisse being the Arranger who reimburses all expenses of the Company). Positive or negative results from the Collateral held will be balanced with the Noteholders or the Swap Counterparty at the date of redemption.

# Report of the management - Continued

**Risk appetite**

As part of its objectives, the Company issues Notes to investors. The proceeds of the Notes are individually applied to purchases of debt securities (collateral).

Repayment of principal and interest payment on debt securities is subject to financial risks such as interest rate risk, credit and concentration risk and currency exchange rate risk (see details above). If and when these risks materialize into losses, these losses will be borne by holders of the Notes issued, connected with the relevant collateral items. The return which the Company offers on a certain note correlates to the amount of collateral risk to which it is exposed.

The Company by its nature exposes itself to financial risks. The investors in the Notes issued by the Company are made aware of these risks and understand the adverse effects on repayment of principal and interest payments on issued Notes in the event these risks materialize into losses. The Company has delegated the risk management to Credit Suisse, arranger of the transaction, who monitors the nature of the changes in the value of the collateral and decides whether the composition may need to be changed. The arranger also decides on the hedging strategies that the Company needs to follow to minimize these risks.

**Overview of activities**

The Company, under the Programme, may from time to time issue new Series. The Company may also raise finance by other means, arranged by the sole arranger Credit Suisse or enter into other financial transactions under the Programme, including, without limitation, by way of loan or entering into derivatives. The aggregate nominal amount of Notes and alternative investments issued by the Company under the Programme may not at any time exceed USD 10 billion (or the equivalent in another currency).

The Company has appointed the Bank of New York Mellon as principal paying agent, custodian and trustee under the Programme Memorandum. Furthermore, in the specific Series documents professional market parties may be appointed to fulfil other functions, such as calculation agent, purchase agent and liquidation agent.

During the year, the Company issued no new Series. The following series matured during the year 2019: Series 56, 75, 125, 132 and 165. None of the redemptions were caused by credit defaults.

On 23 June 2016 the Noteholders of Series 97 passed an extraordinary resolution instructing the Trustee and the Company amongst others to take such actions to give effect to the sale, transfer and assignment of the Company to each electing Noteholder’s proportional share of the Collateral obligations. Subsequently during 2016 the Company repurchased and cancelled a significant part of Notes Series 97. As these Series had already been largely impaired in prior years, the above transactions had limited implication on the Collateral position. Due to the limited recourse nature of the entire structure, there was no impact on profit and loss. During March 2017, Series 97 reached its contractual maturity date and the Company repurchased and cancelled another part of Notes Series 97. As at 31 December 2019 the bookvalue of the residual Notes Series 97 is EUR 5.85 million (2018: EUR 7.3 million).

# Report of the management - Continued

In April 2017, Series 98 Secured Notes due 2017, a PIK loan with a nominal amount of EUR 218 million, reached its contractual maturity. Due to the performance of the underlying assets, Series 98 had already been fully impaired in previous years. The tabulation agent is currently working on a final redemption notice that will be distributed to the Noteholders. The nominal amount including the capitalised interest and the related value diminution of Series 98 amounted to EUR 846.5 million as at 31 December 2019 (2018: EUR 846.5 million).

**Audit committee**

The audit committee consists of two members. After the audit of the financial statements 2018 has taken place, Mr. J.C.M Schoen and Mr. G.J. Huizing have been replaced by Mr. R Ahlers and Mr. S. van Ulsen as newly appointed members of the audit committee. This audit committee change was executed on 30 August 2019.

**Results**

The net asset value of the Company as at 31 December, 2019 amounts to EUR 116,247 (2018: EUR 68,941). The result for year 2019 amounts to EUR 47,306 (2018: EUR 50,790).

The fair value of the Collateral is measured on an item level. The revaluation analysis is also made on an item level. Where the fair value of a certain item is below the carrying amount, revaluation is taken. If the fair value increases after the revaluation is taken on an item, the revaluation is reversed to a maximum of the original carrying amount.

The cumulative revaluation amount as per 31 December 2019 amounts to approximately EUR 879 million (2018: EUR 912 million) and relates to Series 16, 20, 24, 97, 98, 104, 115 and 127. As the Notes issued are limited recourse, this revaluation loss is also included in the valuation of the Notes.

**Future outlook**

Management is of the opinion that the present level of activities will be maintained during the next financial year. During the first quarter of 2020 Series 111 matured.

The Company has no intention to issue new Series under the Programme after 31 December, 2019.

The global economy is affected currently by the Corona crisis. The economic consequences of the rapid spread of Covid-19 ("Coronavirus") forms a serious threat to the world economic outlook right now with short-term, medium-term and even long-term consequences being very unpredictable. A possible downturn in economic conditions may affect the Company's investments and Noteholders may potentially face serious losses in future periods. The claims of the Noteholders are limited to the value of the underlying Collateral due to the limited recourse nature of the Programme. Management is fully aware and will consider the situation every day.

# Report of the management - Continued

**Management representation statement**

Management declares that, to the best of their knowledge, the annual accounts prepared in accordance with the applicable set of accounting standards give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and that the report of management includes a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties it faces.

**Employees**

The Company does not have any employees. During 2019 the Board of the Company was represented by Intertrust (Netherlands) B.V.

Amsterdam, 21 April 2020

Intertrust (Netherlands) B.V.

# Balance sheet as at 31 December 2019

Before result appropriation

| | | | 31/12/19 | | 31/12/18 |
|---|---|---|---|---|---|
| | | EUR | EUR | EUR | EUR |
| **FIXED ASSETS** | | | | | |
| Financial assets | | | | | |
| Collateral | (1) | 566,026,929 | | 618,590,577 | |
| | | | 566,026,929 | | 618,590,577 |
| **CURRENT ASSETS** | | | | | |
| Amounts owed by group entities | (2) | 1,041 | | 1,041 | |
| Other receivables | (3) | 183,816 | | 124,191 | |
| Interest receivable | (4) | 12,059,875 | | 11,057,947 | |
| Tax payable | (5) | 13,019 | | 7,122 | |
| Cash | (6) | 1,998,803 | | 1,944,771 | |
| | | | 14,256,554 | | 13,135,072 |
| | | | 580,283,483 | | 631,725,649 |
| **SHAREHOLDER'S EQUITY** | (7) | | | | |
| Issued share capital | | 18,151 | | 18,151 | |
| Other reserves | | 50,790 | | 0 | |
| Retained earnings | | | | | |
| Result for the period | | 47,306 | | 50,790 | |
| | | | 116,247 | | 68,941 |
| **LONG-TERM LIABILITES** | | | | | |
| Notes payable | (8) | | 566,026,929 | | 618,590,577 |
| **CURRENT LIABLITIES** | | | | | |
| Other payables | (9) | 94,201 | | 96,857 | |
| Interest payable | (10) | 14,046,106 | | 12,969,274 | |
| | | | 14,140,307 | | 13,066,131 |
| | | | 580,283,483 | | 631,725,649 |

The accompanying notes form an integral part of these annual accounts.

# Profit and Loss account for the year 2019

| | | | 01/01/2019-31/12/2019 | | 01/01/2018-31/12/2018 |
|---|---|---|---|---|---|
| | | EUR | EUR | EUR | EUR |
| **FINANCIAL INCOME AND EXPENSES** | | | | | |
| Interest income | (11) | 30,418,494 | | 71,033,345 | |
| Interest expenses | (12) | (30,418,494) | | (71,033,345) | |
| | | | 0 | | 0 |
| **OTHER INCOME** | | | | | |
| Repackaging income | (16) | | 58,403 | | 63,488 |
| **OPERATIONAL INCOME AND EXPENSES** | | | | | |
| General and administrative expenses | (14) | (143,658) | | (80,075) | |
| Recharged expenses | (15) | 143,658 | | 80,075 | |
| | | | 0 | | 0 |
| Net operating result | | | 58,403 | | 63,488 |
| Revaluation of the portfolio of financial assets | (13) | 33,520,879 | | (73,683,549) | |
| Attribution of revaluation Collateral to Noteholders | | (33,520,879) | 0 | 73,683,549 | 0 |
| Result from ordinary activities before taxation | | | 58,403 | | 63,488 |
| Income tax expense | (17) | | (11,097) | | (12,698) |
| Result after taxation | | | 47,306 | | 50,790 |

The accompanying notes form an integral part of these annual accounts.

# Cash flow statement for the year 2019

| | | | 01/01/2019-<br>31/12/2019 | | 01/01/2018-<br>31/12/2018 |
|---|---|---|---|---|---|
| | | **EUR** | **EUR** | **EUR** | **EUR** |
| **Cash flow from operating expenses** | | | | | |
| Interest received | (4,11) | 27,504,332 | | 104,674,885 | |
| Interest paid | (10,12) | (27,551,334) | | (104,679,489) | |
| Repackaging income received | (16) | 58,403 | | 63,488 | |
| Operational income and expenses paid | | 58,245 | | 32,914 | |
| Income tax paid | (5) | (15,614) | | (10,554) | |
| Net cash (used in) / from operating activities | | | 54,032 | | 81,244 |
| **Cash flow from investment activities** | | | | | |
| Disposals of Collateral | (1) | 86,084,527 | | 1,383,443,415 | |
| Net cash (used in) / provided by investment activities | | | 86,084,527 | | 1,383,443,415 |
| **Cash flow from financing activities** | | | | | |
| Redemptions of Notes | (8) | (86,084,527) | | (1,383,443,415) | |
| Dividend paid | (7) | 0 | | (56,018) | |
| Net cash used in financing activities | | | (86,084,527) | | (1,383,499,433) |
| **Changes in cash** | | | 54,032 | | 25,226 |

**The movement of the cash is as follows:**

| | | |
|---|---|---|
| Balance as at 1 January | 1,944,771 | 1,919,545 |
| Movement for the year | 54,032 | 25,226 |
| **Balance as at 31 December** | 1,998,803 | 1,944,771 |

# Notes to the annual accounts

**General**

The Company is a private company with limited liability incorporated under the laws of the Netherlands on 3 February 1998. The statutory address of the Company is Prins Bernhardplein 200, Amsterdam, the Netherlands. The Company's Dutch Chamber of Commerce registration number is 33299834.
All issued shares are held by Stichting Boats Investments (Netherlands), which also is established in Amsterdam.

The Company is a so-called repackaging company. The Company issues series of Notes ("Series") under its USD 10 billion Secured Note Programme (the "Programme"). These Series are limited recourse; an investor (Noteholder) is only entitled to the Collateral/ proceeds of its own Series including all risks associated with the Collateral. With Collateral is meant the actual investment(s) bought for a Series. Each Series has its own terms and conditions and has its own Collateral. When a new Series is issued all documents, including the derivative contracts, are signed simultaneously at the closing date.

The Collateral bought by the Company can consist of almost any item the investor in a certain Series prefers, as long as this fits within the terms and conditions of the Programme. This is, amongst other, loans, listed or unlisted bonds, Notes, and any other kind of Collateral. It is the investor/Noteholder together with the swap counterparty who decide what kind of Collateral they would like to purchase for a certain Series, as one of them bears the risk. All other conditions can also differ per Series (maturity date, interest rates, payment dates, parties involved etc).
This Programme Memorandum constitutes a base prospectus for the purposes of the Prospectus Directive. As the limit of the Programme is set at USD 10 billion the total sum of the Company's outstanding Series may not at any time exceed the limit of USD 10 billion (or its equivalent in another currency).

Application will be made to the Irish Stock Exchange for certain Series during the period of twelve months from the last update of the Programme to be admitted to the Official List and trading on its regulated market. However, any such application may not be successful. In addition, a Series may be listed on any other stock exchange or may be unlisted. Such approval relates only to Notes which are to be admitted to trading on the regulated market of the Irish Stock Exchange or other regulated markets for the purposes of Directive 2004/39/EC or which are to be offered to the public in any Member State of the European Economic Area.

At balance sheet date several Series are listed on the Luxembourg Stock Exchange and several Series are listed on the Irish Stock Exchange. Notes of any Series or alternative investments may be rated by Moody's Investor Services, Inc and/ or Standard & Poor's Rating Services, a Division of McGraw-Hill Companies Inc. and/ or Fitch Ratings Limited (or any other relevant recognised debt rating agency (the "Rating Agency") as may be specified in the relevant Series memorandum or Alternative Memorandum and the relevant constituting instrument (the "Constituting Instrument")). The rating of Notes of any Series or alternative investments issued or entered into under the Programme will be specified in the relevant Series memorandum or alternative memorandum and the relevant Constituting Instrument.

# Notes to the annual accounts - Continued

The transactions are arranged by Credit Suisse International, London (“Credit Suisse”).

As all operational activities are performed by external parties, the Company does not have any personnel.

**Financial Reporting period**

These financial statements have been prepared for a reporting period of one year.

**Basis of preparation**

The financial statements have been prepared in accordance with Title 9, Book 2 of the Netherlands Civil Code and in accordance with Dutch Accounting Standards.

The applied accounting policies for all assets and liabilities are based on the historic cost convention, which effectively comprises the cost of the transaction.

These annual accounts are presented in EUR.

The preparation of the annual accounts requires management to form opinions and to make estimates and assumptions that influence the application of principles and the reported values of assets and liabilities and of income and expenditure. The actual results may differ from these estimates. The estimates and the underlying assumptions are constantly assessed. Revisions of estimates are recognised in the period in which the estimate is revised and in future periods for which the revision has consequences.

**Comparison with prior year**
The principles of valuation and determination of result remain unchanged compared to the prior year.

**Estimates**
The preparation of financial statements in conformity with the relevant rules requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

**Offsetting**
Financial assets and liabilities are offset at the net amount reported in the balance sheet when there is a legally enforceable right to set-off the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

# Notes to the annual accounts - Continued

**a. Foreign currencies**

The financial statements are presented in EUR, which is the functional and presentation currency of the Company. Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions; gains and losses resulting from the settlement of such transactions and from the conversion of monetary assets and liabilities denominated in foreign currencies to closing rate, are recognized in the Profit and Loss account.

The main exchange rates used in the financial statements are:

| | 31/12/2019 | 31/12/2018 |
|---|---|---|
| 1 EUR = USD | 1.1214 | 1.1439 |
| 1 EUR = GBP | 0.8519 | 0.8972 |

**b. Assets and liabilities**

**Fixed assets**

**Collateral**
Collateral is comprised of bonds and loans. Generally, underlying contracts specify the timing of interest payments and the repayment of principal, both under normal conditions and in specific circumstances. Contracts may also include specific clauses on the payment of both interest and principal in case of default or breach of certain covenants. As such, the (re-)payment of both interest and principal (if any) include an element of uncertainty, with regards to both timing and amount.

Collateral is initially valued at fair value, including any transaction cost incurred. After initial recognition the Collateral is recognised at amortized cost. If the Collateral is acquired at a discount or premium, the discount or premium is recognised through profit or loss over the maturity of the asset using the straight line basis.
Revaluation losses on individual debt obligations are deducted from amortised cost and expensed in the Profit and Loss account. The revaluation loss equals the difference between the amortised cost value and the lower market value of the individual assets.

The fair value of the Collateral is measured on an item level. The revaluation analysis is also made on an item level. Where the fair value of a certain item is below the carrying amount, revaluation is taken. If the fair value increases after the revaluation is taken on an item, the revaluation is reversed to a maximum of the amortised cost amount.

**Derivatives**
The recognition and measurement of derivatives are discussed in a separate section, 'Derivatives'.

**Current assets**

**Receivables**
Trade receivables are recognised initially at fair value and subsequently measured at amortised cost. All receivables included under current assets are due in less than one year. The fair value of the current assets approximates the book value due to its short term character.

# Notes to the annual accounts - Continued

**Cash**
Cash comprises current balances with banks and deposits held at call with maturities of less than 3 months. Cash is stated at face value.

**Current liabilities**
After initial measurement at fair value, other financial liabilities are carried at amortised cost using the effective interest method. Gains or losses are recognised in the profit and loss account when the liabilities are derecognised, as well as through the amortisation process. The fair value of the current liabilities approximates the book value due to its short term character.

**Long term liabilities**

**Notes**
Notes are initially recognised at fair value, normally being the amount received taking into account premium or discount less transaction costs. The Notes are subsequently stated at amortised cost, being the amount received taking into account of any premium or discount less any adjustments for attribution of revaluation on Collateral to Noteholders and the estimated diminution in the value of the Notes. Such adjustments to the amortised cost value of the Notes are reflective of the contractual agreements in place and represent an adjustment to the future expected cash flows.

Any difference between the proceeds and the redemption value is recognised on a straight line basis in the Profit and Loss account over the reinvestment period. The straight line method is used in the absence of any material difference from the effective interest method.

Contractual obligations of the Company towards the Noteholders are laid out in the offering circular. The limited recourse nature of the transaction may result in the non-payment of both principal and interest to the Noteholders.

**c. Recognition of income**

Income and expenses, including taxation, are allocated to the period to which they relate.

**d. Interest income and expenses**

The interest income on Collateral and the interest expense on the Notes are recognised in the Profit and Loss account using the effective interest rate method.

# Notes to the annual accounts - Continued

**e. Derivatives and hedge accounting**

The Company uses derivatives for hedging purposes. Derivatives are initially recognised at fair value and subsequently measured at cost. The Company applies cost price hedge accounting in order to simultaneously recognise both the results from changes in the value of the derivative and the hedged item in the profit and loss account.

Resulting from the application of cost price hedge accounting, derivatives are recognised at cost. The profits or losses associated with the derivative contracts are recognised in the profit or loss account in the same period as in which the asset or liability affects the profit or loss.

As part of its asset and liability risk management the Company uses derivatives to hedge exposure to interest rate and foreign exchange risk. This is achieved by hedging specific transactions using financial derivatives, mostly interest rate swaps, foreign exchange derivatives and inflation linked swaps.

*Cost price hedge accounting*
The hedges are recognised on the basis of cost price hedge accounting if the following conditions are met:
- the general hedging strategy and the way in which the hedging relationships are in line with risk management objectives and the expected effectiveness of these hedging relationships must be documented;
- the nature of the hedging instruments involved and hedged positions must be documented;
- the ineffectiveness must be recognised in the profit and loss account.

Cost hedge accounting is no longer applied if:
- The hedging instrument expires, is sold, terminated or exercised. The realised cumulative gains or losses on the hedging instrument not yet recognised in the profit and loss account at the time the hedge was effective, are then recognised in the balance sheet separately under accruals until the hedged transaction occurs.
- The hedging relationship no longer meets the criteria for hedge accounting.

# Notes to the annual accounts - Continued

**f. Financial risk management**

**General**

The Company's principal financial instruments during the year comprised the Collateral, Notes issued and derivatives. The main purpose of these financial instruments is to finance the Company's operations, to manage the interest rate risk arising from its issued Notes and to minimise the impact of fluctuations in exchange rates on future cash flows.

The Series are limited recourse; an investor (Noteholder) is only entitled to the Collateral/ proceeds of its own Series including all risks associated with the Collateral. The Company has entered into derivative contracts with the objective to mitigate the risk between the issued Notes and collateral purchased. The risk is mainly currency, interest rate and inflation risk. In this respect, the Company mainly uses interest rate swaps, total return swaps, fx derivatives and inflation linked swaps. Please refer to note 1 for further details.

The key financial instrument risks are classified as credit and concentration risk, market risk (interest rate risk and currency exchange rate risk) and liquidity risk.

**Interest rate risk**
The Notes bear interest (fixed and floating). All possible risks regarding the interest mismatches between Collateral and Notes are fully mitigated by derivative contracts at year end. For multiple Series the Company has entered into derivative contracts to mitigate the risks associated with the effects of fluctuations in the prevailing levels of market interest rates.

**Credit and concentration risk**

Credit risk relates to the fact that the Company is exposed to the risk that borrowers who issued the bond and loans in the Company’s Collateral portfolio will not be able to meet their obligations to the Company. The Company is exposed to an amount of EUR 1.445 million of credit risk, being the total book value of the Collateral as per 31 December 2019 (31 December 2018: 1.531 million). However, this risk is transferred to the Noteholders, as in case of impairment of the Collateral, the Noteholders will ultimately bear the losses.

The concentration risk is the risk that the portfolio of Collateral is concentrated in one issuer, industry, region or country as a result of the increased potential for correlated defaults in respect of a single issuer or with a single industry, region or country as a result of downturns relating generally to such issuer, such industry, region or country. This risk is mitigated by the diversification of the portfolio.

Furthermore, financial derivatives involve the Company entering into contracts with counterparties. Pursuant to such contracts, the counterparties agree to make payments to the Company under certain circumstances as described therein. The counterparty risk is the risk that the Company will be exposed to the risk that these counterparties will not be able to meet their obligations to the Company. However, this risk is similarly mitigated, as in case of counterparty default, the Noteholders will ultimately bear the losses.

# Notes to the annual accounts - Continued

**Currency exchange rate risk**
The Company's accounts are denominated in EUR. The Collateral is denominated in EUR and foreign currencies, while the Notes are denominated in EUR and foreign currencies. The Company's accounts and Notes issued may be denominated in EUR while the portfolio is denominated in both EUR and foreign currencies.

The Company is not exposed to risks associated with the effects of fluctuations in the prevailing levels of market currency exchange rates due to the limited recourse nature of the issued Series. For multiple Series the Company has entered into derivative contracts to mitigate the risks associated with the effects of fluctuations in the prevailing levels of market currency exchange rates from the Noteholder to the swap counterparty.

**Liquidity risk**
Liquidity risk is the risk that the Company will be unable to meet its payment obligations towards the Noteholders as they become due. Liquidity risk on interest payments to be made by the Company to its Noteholders arises from mismatches on both the interest frequency on the Notes versus the Collateral portfolio, as well as from the outstanding par value of the Notes compared to the Collateral portfolio. Liquidity risk on principal payments arises from mismatches in the maturity of the Notes compared to the maturity of the assets, as well from the par value outstanding of the Notes versus the par value of the portfolio.

Matching maturities of assets and liabilities and related cash flows is fundamental to the management of the Company. This risk is addressed and mitigated by an agreement with Credit Suisse to secure any mismatch.

**g. Critical accounting estimates and judgments**
Application of the accounting policies in the preparation of the financial statements requires the management of the Company to exercise judgment involving assumptions and estimates concerning future results or other developments, including the likelihood, timing or amount of future transactions or events. There can be no assurance that actual results will not differ materially from those estimates. Accounting policies that are critical to the financial statement presentation and that require complex estimates or significant judgment are described below.

**Fair value estimation of financial instruments**
The Company discloses the fair value of the financial instruments in the notes to the financial statements. The fair value of financial assets and financial derivatives traded in active markets, if available, are based on market prices at the balance sheet date.

In the absence of quoted prices in active markets, considerable judgment is required in developing estimates of fair value. Estimates are not necessarily indicative of the amounts the Company could realise in a current market transaction. The Company obtains the fair valuations for (derivative) financial instruments from the calculation agent, the swap counterparty or other third parties. The following methods and assumptions were used to estimate fair values:

**Fair value estimation of Collateral**
The fair value of the financial instruments is disclosed in the notes to the financial statements. Fair value is the amount for which an asset could be exchanged, or a liability settled, between

# Notes to the annual accounts - Continued

knowledgeable, willing parties in an arm's length transaction. If no fair value can be readily and reliably established, fair value is approximated by deriving it from the fair value of components or of a comparable financial instrument, or by approximating fair value using valuation models and valuation techniques. Valuation techniques include using recent at arm's length market transactions between knowledgeable, willing parties, if available, reference to the current fair value of another instrument that is substantially the same, discounted cash flow analysis and option pricing models, making allowance for Company-specific inputs.

**Notes**
Fair value of Notes is derived from the fair value of the Collateral and the Swap.

**Revaluation estimate of Collateral**
The Company applies the method allowed under RJ290 537 a. Under this method the Company recognises a revaluation loss which equals the difference between the costs and the lower market value. For the estimates and judgement with respect to the fair values reference is made to the above paragraph 'fair value estimation of Collateral'. If, in a subsequent period, the fair value increases, the previously recognised revaluation loss is reversed. The reversal shall not result in a carrying amount of the financial assets that exceeds what the amortised cost would have been had the revaluation not been recognised.

**h. Corporate Income Tax**

Provisions for taxation have been made in accordance with the tax ruling the Company obtained from the Dutch Tax Authorities. The applicable tax rate for the year under review is 19% (previous year: 20%).

**i. Cash flow statement**

The cash flow statement has been prepared using the direct method. Cash flows in foreign currencies are converted into EUR at the exchange rates prevailing at the date of the transactions.

**j. Related-party transactions**

All legal entities that can be controlled, jointly controlled or significantly influenced are considered to be a related party. Also, entities which can control the Company are considered a related party. In addition, statutory directors and close relatives are regarded as related parties.

Significant transactions with related parties, if any, are disclosed under the Programme Memorandum. All transactions are executed at normal market conditions.

# Balance sheet

| | | 31/12/2019 EUR | 31/12/2018 EUR |
|---|---|---|---|
| **1** | **Collateral** | | |
| | Balance as per 1 January | 618,590,577 | 2,073,932,475 |
| | Net Acquisitions/ (Disposals) | (86,084,527) | (1,383,443,415) |
| | Revaluation | 31,730,551 | (73,683,549) |
| | Amortisation (premium/discount) | 1,790,328 | 1,785,066 |
| | Balance as per 31 December | 566,026,929 | 618,590,577 |
| | | | |
| | Amount of bonds falling due within 1 year | 18,721,939 | 20,326,741 |
| | Amount of bonds falling due between 1 and 5 years | 50,270,866 | 63,209,902 |
| | Amount of bonds falling due after 5 years | 497,034,124 | 535,053,934 |
| | | 566,026,929 | 618,590,577 |
| | | | |
| | Collateral | 1,444,924,535 | 1,531,009,061 |
| | Impairment | (878,897,606) | (912,418,484) |
| | Balance as at 31 December | 566,026,929 | 618,590,577 |

The Company has entered into multiple derivative contracts to hedge the liabilities on the Notes against the assets of the Collateral. The obligations and rights under the derivative contracts mirror the obligations and rights on respectively the liabilities in relation to the Notes and the assets on the Collateral.

The fair value of the Collateral as per 31 December 2019 estimated at EUR 657,592,251 (2018: EUR 604,512,774).

The fair value of the Collateral is measured on an item level. The revaluation analysis is also made on an item level. Where the fair value of a certain item is below the carrying amount, revaluation is taken. If the fair value increases after the revaluation is taken on an item, the revaluation is reversed to a maximum of the original carrying amount. Based on this methodology, a revaluation amounting to EUR 31,730,551 (2018: EUR 73,683,549) is recognized.

The cumulative revaluation amount as per 31 December 2019 amounts to approximately EUR 879 million (2018: EUR 912 million) and relates to Series 16, 20, 24, 97, 98, 104, 115 and 127. As the Notes issued are limited recourse, this revaluation loss is also included in the valuation of the Notes. The decrease of the revaluation is caused by fx revaluation.

All Collateral is taken up under the Programme. The effective interest rate on the Collateral was 3.3758% (2018: 2.4383%).

*Nature and risks of the collateral portfolio*

The Company is a repackaging Company, issuing series of Notes which are limited recourse in nature. An investor (Noteholder) is only entitled to the Collateral proceeds of its own series including all risks associated with the Collateral. The Collateral is the actual investment(s) bought for a Series. Each Series has its own terms and conditions and has its own Collateral.

# Balance sheet - continued

*Nature of hedges*

The Company can enter into hedging derivatives on individual Series level, with the objective to fully mitigate any economic mismatch between the note issued and the Collateral purchased. The main risk being hedged is interest rate risk, in particular a mismatch between Notes issued at a floating rate and Collateral purchased at a fixed interest rate. The nature of main hedges outstanding as at 31 December 2019 is as follows:

- Interest rate Swaps: the bonds, deposits and loans in the Collateral portfolio mainly consist of fixed rate instruments. For the series with floating rate Notes connected to the fixed rate Collateral positions (see note 8  for detail), the Company entered into interest rate swaps, on which fixed interest rates are being paid and floating rates are received. Those interest rate swaps fully mitigate the interest rate mismatch between the fixed rate Collateral positions and floating rate Notes.
- Inflation Linked Swaps: the Company pays a fixed rate on a notional principal amount, and receives a floating rate linked to an inflation index. This type of hedge is related to series in which the Collateral position consists of inflation linked bonds, while the issued note is not inflation linked. The mismatch is fully mitigated by the hedging derivatives.
- Total Return Swaps*:* the Company pays the return on an asset or pool of assets for an agreed amount of interest which can be fixed or floating. Those total return swaps also mitigate currency mismatches between Collateral and issued Notes. The hedging derivatives fully mitigate the interest rate and foreign exchange mismatches between Collateral and related Notes.

The Company's derivatives counterparty is Credit Suisse. There are no exchanges of Collateral (cash nor securities) between the Company and its derivatives counterparty in relation to the derivatives positions. The Swap with Credit Suisse is the balancing figure between the Notes issued and the Collateral.

| | | **31/12/2019** | **31/12/2018** |
|---|---|---|---|
| | | **EUR** | **EUR** |
| **2** | **Amounts owed by group entities** | | |
| | Stichting Boats Investments (Netherlands) | 1,041 | 1,041 |
| | | 1,041 | 1,041 |
| | | | |
| **3** | **Other receivables** | | |
| | Credit Suisse (recharged expenses) | 183,816 | 124,191 |
| | | 183,816 | 124,191 |

# Balance sheet– continued

| | | 31/12/2019 EUR | 31/12/2018 EUR |
|---|---|---|---|
| **4** | **Interest receivable** | | |
| | Interest receivable Collateral | 10,897,097 | 8,837,924 |
| | Swap interest receivable | 1,162,778 | 2,220,023 |
| | | 12,059,875 | 11,057,947 |

| | | 31/12/2019 | 31/12/2018 |
|---|---|---|---|
| **5** | **Tax payable** | | |
| | Corporate income tax 2018 | 6,732 | 6,732 |
| | Corporate income tax 2019 | 4,517 | 0 |
| | VAT | 1,770 | 390 |
| | | 13,019 | 7,122 |

| Summary | 01/01/2019 | paid/(received) | p/l account | 31/12/2019 |
|---|---|---|---|---|
| 2018 | 6,732 | 0 | 0 | 6,732 |
| 2019 | 0 | 15,614 | (11,097) | 4,517 |
| Total | 6,732 | 15,614 | (11,097) | 11,249 |

Final corporate income tax assessments have been received for the financial years through 2017.
The Company has been qualified as VAT entrepreneur by the Dutch Tax authorities.

| | | 31/12/2019 | 31/12/2018 |
|---|---|---|---|
| **6** | **Cash** | | |
| | Current account ABN AMRO | 12,572 | 33,443 |
| | Current accounts Bank of New York | 1,986,231 | 1,911,328 |
| | | 1,998,803 | 1,944,771 |

The current account ABN AMRO is freely available to the Company and the current account Bank of New York is not freely available to the Company.

**7 Shareholder's equity**

The authorised share capital of the Company amounts to NLG 200,000 (EUR 90,756.04) divided into 2,000 shares of NLG 100 (EUR 45.38) each of which 400 shares are issued and paid up.
For expressing the Dutch guilder capital in EUR, the Company made use of article 2.178c DCC.

| | Issued share capital | Other reserves | Unappr. results | Total |
|---|---|---|---|---|
| Balance as per 31/12/2017 | 18,151 | 0 | 56,018 | 74,169 |
| Paid-in / (repaid) | 0 | 0 | 0 | 0 |
| Dividend | 0 | 0 | (56,018) | (56,018) |
| Interim dividend | 0 | 0 | 0 | 0 |
| Result for the period | 0 | 0 | 50,790 | 50,790 |
| Balance as per 31/12/2018 | 18,151 | 0 | 50,790 | 68,941 |
| Paid-in / (repaid) | 0 | 50,790 | (50,790) | 0 |
| Dividend | 0 | 0 | 0 | 0 |
| Interim dividend | 0 | 0 | 0 | 0 |
| Result for the period | 0 | 0 | 47,306 | 47,306 |
| Balance as per 31/12/2019 | 18,151 | 50,790 | 47,306 | 116,247 |

Management proposes to distribute the result in the amount of EUR 47,306 as dividend to the shareholder.

# Balance sheet– continued

| | 31/12/2019 EUR | 31/12/2018 EUR |
|---|---|---|
| **8 Notes payable** | | |
| Balance as per 1 January | 618,590,577 | 2,073,932,475 |
| Net Acquisitions/ (Disposals) | (86,084,527) | (1,383,443,415) |
| Attribution of revaluation collateral | 31,730,551 | (73,683,549) |
| Amortisation (premium/discount) | 1,790,328 | 1,785,066 |
| Balance as per 31 December | 566,026,929 | 618,590,577 |
| | | |
| Amount of Notes falling due within 1 year | 18,721,939 | 20,326,741 |
| Amount of Notes falling due between 1 and 5 years | 50,270,866 | 63,209,902 |
| Amount of Notes falling due after 5 years | 497,034,124 | 535,053,934 |
| | 566,026,929 | 618,590,577 |
| | | |
| Notes | 1,444,924,535 | 1,531,009,061 |
| Value diminution | (878,897,606) | (912,418,484) |
| Balance as at 31 December | 566,026,929 | 618,590,577 |

**Attribution of revaluation on collateral to Noteholders.**
In order to present the actual payment obligation to the Noteholders, an estimated value diminution of the Notes has been included in the amount payable. The revaluation of collateral is attributed to the Notes, since the collateral risk is borne by the Noteholders. Since Collateral is intended to be held till maturity, it should be noted the revaluation is not definitive but reflects the change in value of the collateral portfolio at balance sheet date. Changes in the estimated value diminution of the Notes are directly charged or credited to the Profit and Loss account.

Credit-linked Notes are Notes of which the performance is linked to the credit of a portfolio of reference entities, and the first loss protection amount is the amount of loss that the portfolio of reference entities can accumulate without the principal amount of the Credit Linked Notes being affected. These write downs due to credit events have occurred where the losses on the portfolio of reference entities have exceeded their first loss protection amounts. In some cases these losses have resulted in the Credit Linked Notes redeeming at zero. There are seven write downs in 2019 (2018: eleven write downs).

The total fair value of the Notes is estimated at EUR 845,390,251 (2018: EUR 705,574,908). The effective interest rate on the Notes was 0.6121% (2018: 1.6049%).

During the year, the Company issued no new Series. The following series matured during the year 2019: Series 56, 75, 125, 132 and 165. None of the redemptions were caused by credit defaults.

On 23 June 2016 the Noteholders of Series 97 passed an extraordinary resolution instructing the Trustee and the Company amongst others to take such actions to give effect to the sale, transfer and assignment of the Company to each electing Noteholder’s proportional share of the Collateral obligations. Subsequently during 2016 the Company repurchased and cancelled a significant part of Notes Series 97. As these Series had already been largely impaired in prior years, the above transactions had limited implication on the Collateral position. Due to the limited recourse nature of the entire structure, there was no impact on profit and loss. During March 2017, Series 97 reached its contractual maturity date and the Company repurchased and cancelled another part of Notes Series 97. As at 31 December 2019 the bookvalue of the residual Notes Series 97 is EUR 5.85 million (2018: EUR 7.3 million).

# Balance sheet - Continued

In April 2017, Series 98 Secured Notes due 2017, a PIK loan with a nominal amount of EUR 218 million, reached its contractual maturity. Due to the performance of the underlying assets, Series 98 had already been fully impaired in previous years. The tabulation agent is currently working on a final redemption notice that will be distributed to the Noteholders. The nominal amount including the capitalised interest and the related value diminution of Series 98 amounted to EUR 846.5 million as at 31 December 2019 (2018: EUR 846.5 million).

| | | 31/12/2019<br>EUR | 31/12/2018<br>EUR |
|---|---|---|---|
| **9** | **Other payables** | | |
| | Other fees | 41,601 | 5,857 |
| | Audit fee payable | 52,600 | 91,000 |
| | | 94,201 | 96,857 |
| | | | |
| **10** | **Interest payable** | | |
| | Interest payable on Notes issued | 1,162,778 | 2,220,023 |
| | Interest payable Swap Collateral | 12,883,328 | 10,749,251 |
| | | 14,046,106 | 12,969,274 |

**Off balance sheet instruments**

The Company has entered into multiple derivative contracts to hedge the liabilities on the Notes against the assets of the Collateral. The obligations and rights under the derivative contracts mirror the obligations and rights on respectively the liabilities in relation to the Notes and the assets on the Collateral. The fair value of all derivative contracts the Company entered into is estimated at EUR 187,798,000 as at 31 December 2019 (2018: EUR 101,062,134)

The Company’s derivatives counterparty is Credit Suisse. There are no exchanges of Collateral (cash nor securities) between the Company and its derivatives counterparty in relation to the derivatives positions.

Based on the structure of the Notes, whereby credit derivatives are embedded, part has an on balance effect as well.

# Profit and loss account

| | 2019 EUR | 2018 EUR |
|---|---|---|
| **11 Interest income** | | |
| Interest income on Collateral | 19,519,619 | 33,715,690 |
| Swap interest income | 9,108,547 | 35,532,589 |
| Amortisation Collateral discount/premium | 1,790,328 | 1,785,066 |
| | 30,418,494 | 71,033,345 |
| **12 Interest expenses** | | |
| Interest expenses on Notes | 9,108,547 | 35,532,589 |
| Swap interest expense | 19,519,619 | 33,715,690 |
| Amortisation Notes discount/premium | 1,790,328 | 1,785,066 |
| | 30,418,494 | 71,033,345 |
| **13 Operational income and expenses** | | |
| Revaluation of the portfolio of financial assets | 33,520,879 | (73,683,549) |
| Attribution of revaluation collateral to Noteholders | (33,520,879) | 73,683,549 |
| | 0 | 0 |

The revaluation of the portfolio of financial assets is attributable to the Noteholder.

| | 2019 EUR | 2018 EUR |
|---|---|---|
| **14 General and administrative expenses** | | |
| Tax advisory fees | 22,036 | 0 |
| Audit fee | 74,900 | 55,000 |
| Bank charges | 2,266 | 2,344 |
| General expenses | 44,456 | 22,731 |
| | 143,658 | 80,075 |

The audit fee includes an additional invoice from Ernst & Young Accountants LLP relating to the audit of 2018.

| | 2019 EUR | 2018 EUR |
|---|---|---|
| **15 Recharged expenses** | | |
| Recharged expenses | 143,658 | 80,075 |
| | 143,658 | 80,075 |

The Company has an agreement with Credit Suisse International to recharge all expenses made.

| | 2019 EUR | 2018 EUR |
|---|---|---|
| **16 Repackaging income** | | |
| Repackaging income | 58,403 | 63,488 |
| | 58,403 | 63,488 |

The Company is entitled to make a certain amount of profit that is based on the number of series outstanding.

| | 2019 EUR | 2018 EUR |
|---|---|---|
| **17 Income tax expense** | | |
| Corporate Income Tax | 11,097 | 12,698 |
| | 11,097 | 12,698 |

The applicable tax rate for the year under review is 19% (previous year: 20%).

# Profit and loss account - Continued

## *Staff numbers and employment costs*

The Company has no employees and hence incurred no wages, salaries or related social security charges during the reporting period, nor during the previous year.

## *Audit fee*

With reference to Section 2:382a of the Netherlands Civil Code, the following fees for the financial year have been charged Mazars Accountants N.V. to the Company (previous year: Ernst & Young Accountants LLP).

| | 2019<br>EUR | 2018<br>EUR |
|---|---|---|
| Statutory audit of annual accounts | 42,000 | 55,000 |
| Other assurance services | 0 | 0 |
| Tax advisory services | 0 | 0 |
| Other non-audit services | 0 | 0 |
| | 42,000 | 55,000 |

## *Directors*

The Company has one (previous year: one) managing director, who receives no (previous year: nil) remuneration. The Company has no (previous year: none) supervisory directors.

## *Subsequent Events*

With the onset of the Coronavirus, and preventive measures taken by governments, there is high economic uncertainty for at least a short period and most likely for a longer period as well. The economic consequences of the Coronavirus forms a serious threat to the world economic outlook right now with short-term, medium-term and even long-term consequences being very unpredictable. A possible downturn in economic conditions may affect the Company's investments and Noteholders may potentially face serious losses in future periods. The claims of the Noteholders are limited to the value of the underlying Collateral due to the limited recourse nature of the Programme. Things however remain very uncertain and subject to change. As the Corona-crisis could not have been foreseen at balance sheet date, the respective implications, if any, have not been reflected in the financial statements as per 31 December 2019. Considering the high level of uncertainty regarding the implications of the Corona-crisis and further developments of this crisis going forward, we are not able to reliably quantify the impact on the Company in the future at this stage. Management is fully aware and will consider the situation every day.

Management expects to continue its present level of activities. Since the reporting date the Company has issued no new Series and there were no further increases of the issued amounts on existing Series. Series 111 was delisted per 20 January 2020. There were no other repurchases or amendments of existing Series.

Amsterdam, 21 April 2020

Intertrust (Netherlands) B.V.

# Other information

## Appropriation of results

According to article 14 of the Company's Articles of Association, the profit is at the disposal of the General Meeting of Shareholders, which can allocate the profit wholly or partly to the general or specific reserve funds.

The Company can only make payments to the shareholders and other parties entitled to the distributable profit for the amount the shareholders' equity is greater than the paid-up and called-up part of the capital plus the legally required reserves.

## Auditor's report

The independent auditor's report is presented on the next page.

MAZARS

# INDEPENDENT AUDITOR'S REPORT

To: the shareholder of Boats Investments (Netherlands) B.V.

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS 2019 INCLUDED IN THE ANNUAL REPORT

### *OUR OPINION*

We have audited the financial statements as at 31 December 2019 of Boats Investments (Netherlands) B.V. In our opinion, the accompanying financial statements give a true and fair view of the financial position of Boats Investments (Netherlands) B.V**.** as at 31 December 2019 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. the balance sheet as at 31 December 2019;
2. the profit and loss account for the year then ended; and
3. the notes comprising a summary of the accounting policies and other explanatory information.

### *BASIS FOR OUR OPINION*

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the "Our responsibilities for the audit of the financial statements" section of our report.

We are independent of the company in accordance with the "EU Regulation on specific requirements regarding statutory audit of public-interest entities", the "Audit firms supervision act" (Wta), "Dutch Independence Standard regarding assurance engagements (ViO)" and other relevant independence requirements in the Netherlands. Furthermore, we have complied with the "Dutch Code of Ethics (VGBA)".

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

### *EMPHASIS OF MATTER: EFFECTS OF THE CORONA CRISIS*

We draw attention to the section "Subsequent Events" in the notes to the financial statements on page 26 where management describes its assessment of the effects of the Corona Crisis on Boats Investments (Netherlands) B.V. and the high level of uncertainty regarding the implications of the corona crisis and further developments going forward. Our opinion is not modified in respect of this matter.

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Mazars Accountants N.V.
With its registered office in Rotterdam (KvK Rotterdam nr. 24402415).

MAZARS

***OUR AUDIT APPROACH***

***OVERVIEW***

We designed our audit by determining materiality and assessing the risks of material misstatement in the financial statements. As in all of our audits, we also addressed the risk of management override of internal Controls, including evaluating whether there was evidence of bias by management that may represent a risk of material misstatement due to fraud. The company is established to issue series of Notes with underlying (collateral) investments in the financial fixed assets and derivatives. Each series is structured so that all differences between conditions of the Notes and conditions of the assets are mitigated by swap agreements.

***MATERIALITY***

Based on our professional judgement we determined the materiality for the financial statements as a whole at EUR 5.8 million. The materiality is based on 1% of total assets given the company's main activities. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with management that misstatements in excess of EUR 174 thousand, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

***KEY AUDIT MATTER***

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements, but they are not a comprehensive reflection of all matters that were identified by our audit and that we discussed with management of the company. We described the key audit matter and included a summary of the audit procedures we performed on this matter.

The key audit matter is addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on this matter.

***VALUATION OF FINANCIAL FIXED ASSETS***

We consider the valuation of the financial fixed assets as a key audit matter. This is due to the fact that a (potential) impairment may have a direct material impact on the valuation of the Notes issued and a high level of estimation uncertainty is inherent to these valuations.

Financial fixed assets are measured at amortized cost less impairment. We have performed detailed audit work to assess whether any impairment triggers exist, including an assessment of quoted market prices when available or an assessment of the suitability of the valuation methodology applied and the reasonableness of key assumptions used by management of the company.

Financial assets are disclosed in the principal accounting policies as well as note 1 to the financial statements.

## REPORT ON THE OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- the report of management;
- other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains the information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the managing director's report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### *ENGAGEMENT*

We were engaged as auditor of Boats Investments (Netherlands) B.V., as of the audit for the year ended 31 December 2019.

### *NO PROHIBITED NON-AUDIT SERVICES*

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

## DESCRIPTION OF RESPONSIBILITIES REGARDING THE FINANCIAL STATEMENTS

### *RESPONSIBILITIES OF MANAGEMENT*

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

As part of the preparation of the financial statements, management responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

### *OUR RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS*

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included e.g.:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtaining an understanding of internal control relevant to the audit 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;
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern;
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit. In this respect we also submit an additional report to management in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.

We provide management with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with management, we determine the key audit matter(s): those matters that were of most significance in the audit of the financial statements. We describe these/this matter(s) in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Amsterdam, 21 April 2020

**MAZARS ACCOUNTANTS N.V.**

Original was signed by: J.C. van Oldenbeek MSc RA