

DIRECTORS' REPORT

For the six months ended June 30, 2019

Corporate Governance

HCOB Funding II (formerly known as 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. Pursuant to a written resolution of the shareholders of the Company dated 4 February 2019, the name of the Company was changed from HSH Funding II to HCOB Funding II.

The Company is a wholly owned subsidiary of Hamburg Commercial Bank AG (formerly known as HSH Nordbank AG) (the "Bank"). The financial results of the Company are consolidated within the Bank's financial statements. The Company does not have any employees. Its corporate governance is delegated to FTI Consulting Directors (Cayman) Limited ("FTI"), an independent service organization, which provides two directors to the Company from its employees for a fixed annual fee.

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

| Director | Appointed | Resigned |
|-----------------------------|-------------------|-----------------|
| Cleveland Stewart (Maples) | September 3, 2008 | January 9, 2019 |
| Laura Chisolm (Maples) | January 29, 2013 | July 4, 2019 |
| Christopher Watler (Maples) | February 18, 2019 | July 4, 2019 |
| Andrew Morrison (FTI) | July 4, 2019 | |
| David Griffin (FTI) | July 4, 2019 | |

The Directors held no interests in the Company as at June 30, 2019.

Activities and Review 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 value of both classes of preference shares in issue as at June 30, 2019 amounted to US\$775,034,000 (June 30, 2018: US\$885,409,000).

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.

On December 10, 2018, the Bank issued notice of termination of the Participation Agreement funded by the issuance of the Class B preference shares. As a consequence of the purported termination and assuming that the notice is valid, the Silent Contribution would be required to be repaid by the Bank on June 30, 2021. The repayment amount would be the book value of the Silent Contribution as determined in the Bank's balance sheet for its fiscal year 2020. We understand that the Bank expects that the amount to be repaid is likely to be significantly lower than the nominal amount and that no coupon payments will be made in the interim period.

Pursuant to the terms and conditions of the SPHERE Securities, the termination of the Participation Agreement (if valid) will result in the redemption of the Class B preference shares and in the redemption of the SPHERE Securities on the repayment date of the Silent Contribution.

The Directors understand that certain underlying investors in the SPHERE Securities (the "Claimants") have taken legal action against the Bank in the Kiel Regional Court, Germany. The Directors understand that the Claimants are seeking that, amongst other things, the Silent Contribution is written up to 100% of its nominal value, compensation is paid for missed coupon payments and that the notice of termination is deemed to be ineffective. If the Claimants are successful, the Company's financial statements would be materially impacted.

The fair value of the Silent Contribution and the Class B Shares is derived from the quoted price of the SPHERE Securities and the value of the SPHERE Securities declined by 45.9% since 30 June 2018. The value of the Silent Contribution amounted to US\$217,550,796 (June 30, 2018: US\$240,724,493) and the Class B preference shares amounted to US\$130,000,000 (June 30, 2018: US\$240,375,000).

Principle risks

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, mainly the counterparty risk associated with the Bank.

Impairment of financial assets

Following the adoption of IFRS 9 on January 1, 2018, for the six month period ended June 30, 2019, the Company recognised an impairment adjustment on its loan receivable of US\$95,685.

Going Concern

The ability of the Company to continue as a going concern is directly linked to the same assumption being applicable at the Bank level. The financial accounting and measurement in these financial statements is based on the assumption that the Bank is a going concern.

In view of the Company's limited purpose as an investment vehicle, the going concern assumption is also to some extent linked to the existence of the Silent Contribution. As noted above, the Bank issued notice of termination of the Participation Agreement and as a consequence, assuming that the notice is valid, the Silent Contribution would be required to be repaid by the Bank on June 30, 2021.

Results

The Company reported a profit for the period of US\$21,374,743 (June 30, 2018: US\$16,887,367) and issued NIL Class A Preference Shares.

The Company earned US\$18,138,400 (June 30, 2018: US\$18,138,400) as scheduled interest income from its asset classes during the period. The Company did not pay dividends on the Class A or B Preference Shares during the period.

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 or 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 unaudited financial statements dated as at June 30, 2019, 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 period 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 12 November, 2019



Andrew Morrison, Director



David Griffin, Director

Financial Statements of

HCOB Funding II (formerly, HSH N Funding II)

June 30, 2019

(compiled without audit or review)

HCOB Funding II (formerly, HSH N Funding II)

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HCOB Funding II (formerly, HSH N Funding II)

Statement of Financial Position

June 30, 2019 and December 31, 2018 (compiled without audit or review)
(stated in United States dollars)

| | Note | June 30, 2019 | December 31, 2018 |
|--|-------|--------------------|--------------------|
| Assets | | | |
| Silent Contribution | 3,7,8 | 217,550,796 | 293,253,768 |
| Loan receivable | 4,7,8 | 537,979,009 | 538,074,694 |
| Interest receivable | 4,7,8 | 9,069,200 | 9,069,200 |
| Cash and cash equivalents | 7,8 | 18,341,994 | 203,594 |
| Total assets | US\$ | 782,940,999 | 840,601,256 |
| Liabilities and Equity | | | |
| Liabilities | | | |
| Class B preference shares | 5,8 | 130,000,000 | 209,035,000 |
| Other liabilities | | 1,528 | 1,528 |
| | | 130,001,528 | 209,036,528 |
| Equity | | | |
| Share capital | 6 | 10,000 | 10,000 |
| Class A preference shares | 6 | 645,034,000 | 645,034,000 |
| Retained earnings/(Accumulated losses) | | 7,895,471 | (13,479,272) |
| | | 652,939,471 | 631,564,728 |
| Total liabilities and equity | US\$ | 782,940,999 | 840,601,256 |

See accompanying notes to financial statements.

Approved on behalf of the Board of Directors on October 31, 2019



Director



Director

HCOB Funding II (formerly, HSH N Funding II)

Statement of Comprehensive Income

For the six months ended June 30, 2019 and 2018 *(compiled without audit or review)*
(stated in United States dollars)

| | Note | 2019 | 2018 |
|---|------|--------------|--------------|
| Income | | | |
| Interest income on loan | 7 | 18,138,400 | 18,138,400 |
| Net change in fair value of financial liabilities | | 79,035,000 | 19,685,000 |
| Net change in fair value of financial assets | | (75,702,972) | (19,689,115) |
| | | 21,470,428 | 18,134,285 |
| Finance costs | | | |
| Impairment on loan receivable | | 95,685 | 1,246,918 |
| | | 95,685 | 1,246,918 |
| Net income for the period | US\$ | 21,374,743 | 16,887,367 |

See accompanying notes to financial statements.

HCOB Funding II (formerly, HSH N Funding II)

Statement of Changes in Equity

For the six months ended June 30, 2019 and 2018 *(compiled without audit or review)*
(stated in United States dollars)

| | Note | Share Capital | Class A Preference Shares | (Accumulated losses)/ Retained earnings | Total |
|------------------------------|------|------------------|---------------------------------|--|--------------|
| Balance at January 1, 2018 | US\$ | 10,000 | 645,034,000 | (96,289,497) | 548,754,503 |
| Net income for the period | | – | – | 16,887,367 | 16,887,367 |
| Balance at June 30, 2018 | US\$ | 10,000 | 645,034,000 | (79,402,130) | 565,641,870 |
| Net income for the period | | – | – | 102,199,658 | 102,199,658 |
| Class A dividend paid | | – | – | (36,276,800) | (36,276,800) |
| Balance at December 31, 2018 | US\$ | 10,000 | 645,034,000 | (13,479,272) | 631,564,728 |
| Net income for the period | | – | – | 21,374,743 | 21,374,743 |
| Balance at June 30, 2019 | US\$ | 10,000 | 645,034,000 | 7,895,471 | 652,939,471 |

See accompanying notes to financial statements.

HCOB Funding II (formerly, HSH N Funding II)

Statement of Cash Flows

For the six months ended June 30, 2019 and 2018 *(compiled without audit or review)*
(stated in United States dollars)

| | 2019 | 2018 |
|---|------------------------|-------------------|
| Cash provided by: | | |
| Operating activities | | |
| Net income for the period | 21,374,743 | 16,887,367 |
| Add/(deduct) net changes in non-cash operating balances: | | |
| Impairment on loan receivable | 95,685 | 1,246,918 |
| Net change in fair value of financial assets | 75,702,972 | 19,689,115 |
| Net change in fair value of financial liabilities | (79,035,000) | (19,685,000) |
| Increase in cash and cash equivalents during the period | 18,138,400 | 18,138,400 |
| Cash and cash equivalents at beginning of the period | 203,594 | 203,594 |
| Cash and cash equivalents at end of the period | US\$ 18,341,994 | 18,341,994 |
| Supplementary information on cash flows from operating activities: | | |
| Interest received | 18,138,400 | 18,138,400 |

See accompanying notes to financial statements.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

1. Incorporation and background information

HCOB Funding II (formerly 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 Hamburg Commercial Bank AG (formerly HSH Nordbank AG) (the “Bank”). The financial results of the Company are consolidated by the Bank.

On February 4, 2019, the Company changed its name from HSH N Funding II to HCOB Funding II.

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.

On December 10, 2018, the Bank issued notice of termination of the Participation Agreement funded by the issuance of the Class B preference shares. As a consequence of the purported termination and assuming that the notice is valid, the Silent Contribution would be required to be repaid by the Bank on June 30, 2021. The repayment amount would be the book value of the Silent Contribution as determined in the Bank’s balance sheet for its fiscal year 2020. We understand that the Bank expects that the amount to be repaid is likely to be significantly lower than the nominal amount and that no coupon payments will be made in the interim period.

Pursuant to the terms and conditions of the SPHERE Securities, the termination of the Participation Agreement (if valid) will result in the redemption of the Class B preference shares and in the redemption of the SPHERE Securities on the repayment date of the Silent Contribution.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

1. Incorporation and background information (continued)

The Directors understand that certain underlying investors in the SPHERE Securities (the “Claimants”) have taken legal action against the Bank in the Kiel Regional Court, Germany (the “Court”). The Directors understand that the Claimants are seeking that, amongst other things, the Silent Contribution is written up to 100% of its nominal value, compensation is paid for missed coupon payments and that the notice of termination is deemed to be ineffective. If the Claimants are successful, the Company’s financial statements would be materially impacted.

Going concern

The ability of the Company to continue as a going concern is directly linked to the same assumption being applicable at the Bank level. The financial accounting and measurement in these financial statements is based on the assumption that the Bank is a going concern.

In view of the Company’s limited purpose as an investment vehicle, the going concern assumption is also to some extent linked to the existence of the Silent Contribution. As noted above, the Bank issued notice of termination of the Participation Agreement and as a consequence, assuming that the notice is valid, the Silent Contribution would be required to be repaid by the Bank on June 30, 2021.

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 period. Actual results could differ from those estimates. The disclosures in accordance with IAS 1.125 are made (additionally to the information provided in this note) in notes 3, 4, 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.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

2. Significant accounting policies (continued)

(c) IFRS 9 Financial Instruments

IFRS 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39 Financial Instruments: Recognition and Measurement.

(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, interest receivable, 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.

(ii) Recognition

The Company recognises 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 the fair value of the consideration given or received. All recognised financial assets that are within the scope of IFRS 9 are required to be subsequently measured at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and profit on the principal amount outstanding, are subsequently measured at amortised cost.

All financial instruments classified as fair value through profit or loss are measured at fair value. IFRS 9 requires that the changes in the fair value of the financial liability that are attributable to changes in the credit risk of that liability be presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss, but are instead transferred to retained earnings when the financial liability is derecognised.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

2. Significant accounting policies (continued)

(c) IFRS 9 Financial instruments (continued)

(iii) Measurement (continued)

Financial liabilities that are not held for trading and are not designated as at fair value through profit or loss are measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any discount or premium on settlement.

The related net income or expense is recognised in the statement of comprehensive income (see notes 3 and 5).

(iv) Determination of Fair Values

IFRS 13 “Fair Value Measurement” (“IFRS 13”) defines a fair value hierarchy that prioritises the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under IFRS 13 are as follows:

Level 1 – Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities at the valuation date.

Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (as prices) or indirectly (derived from prices), including inputs from markets that are not considered to be active.

Level 3 – Inputs that are not based upon observable market data.

A financial instrument’s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes “active” and/or “observable” requires significant judgement. The Company considers observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, provided by multiple, independent sources that are actively involved in the relevant market. The categorisation of a financial instrument within the hierarchy is based upon the pricing transparency of the financial instrument and does not necessarily correspond to the company’s perceived risk inherent in such financial instrument. Transfers between levels in the fair value hierarchy would be applied as at the end of each reporting period, if applicable.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)
(compiled without audit or review)
For the six month period ended June 30, 2019
(stated in United States dollars)

2. Significant accounting policies (continued)

(c) IFRS 9 Financial instruments (continued)

(iv) Determination of Fair Values (continued)

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price (i.e., the fair value of the consideration given or received). The fair value of financial instruments traded in active markets (such as the quoted investments) is based on quoted market prices at the end of the reporting period.

The estimated fair values of the Silent Contribution and the Class B Securities are disclosed in note 8.

(v) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

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

(vi) Loan loss provisions and Impairment of financial assets

The scope of the IFRS 9 model for calculating loan loss provisions/impairments consistently includes all financial assets that are recognised at amortised cost.

For all financial instruments that fall under the scope of the loan loss provisions model under IFRS 9.5.5.1, the basic principle involves setting up loan loss provisions depending on the change in the credit quality of the financial instrument concerned. This model only applies to financial instruments which are not impaired at the time of initial recognition. At the time of initial recognition, these financial instruments are assigned to stage 1, which is explained below. Depending on the extent of the change in credit quality, the financial instrument is assigned to one of the following three stages as part of the subsequent measurement process:

a. Stage 1: No significant increase in the loan default risk, 12-month expected loss

For financial instruments whose loan default risk is not significantly increased, the impairment is recognised in the amount of the anticipated 12-month credit losses.

b. Stage 2: Significant increase in the loan default risk, lifetime expected loss

For financial instruments whose loan default risk has increased significantly since the time of initial recognition, expected credit losses are recognised over the entire remaining term of the financial instrument.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

2. Significant accounting policies (continued)

(c) IFRS 9 Financial instruments (continued)

(vi) Loan loss provisions and Impairment of financial assets (continued)

c. Stage 3: Financial assets that are credit-impaired, lifetime expected loss

Financial instruments for which one or more events have occurred after the time of initial recognition that have an adverse impact on the expected future cash flows are assigned to stage 3. The expected credit losses over the entire remaining term to maturity of the financial instrument are recognised for these financial instruments as well.

Expected credit losses are calculated at stages 1 and 2 based on the following credit risk parameters:

- Probability of default (PD)
- Loss given default (LGD)
- Exposure at default (EAD)

With regards to the loan agreement the Company has entered into with the Bank, the external rating of the Bank is mapped onto its internal credit risk models which – where necessary – are adjusted for the purposes of IFRS 9. The rating models used by the Bank have been developed based on the definition of “default” set out in Art. 178 CRR and are validated by the Bank in this respect on a regular basis.

Any necessary adjustments/expansions of the existing models relate primarily to the use of methods for multiannual estimates. Within this context, the Bank uses PD profiles based on migration matrices for its multiannual estimates. These reflect the observed rating migrations from debtors within a year and are calculated based on an extensive cross-economic historical observation period. The forward projection of the LGD over the multiannual period is based primarily on the expected collateralisation ratio of the financial instrument, which comprises the expected collateral value and the expected amount of the receivable. EAD modelling for the loan agreement is used to project the gross carrying amount forward over the multiannual period.

In addition, the credit risk parameters are expanded to include additional macroeconomic information relating to the future if necessary.

The lifetime expected loss is calculated as the sum product of the period-specific credit risk parameters determined during the term. Discounting to the reporting date is based on the effective interest rate in each case.

The loan loss provisions are generally calculated at the stage of the individual financial instrument.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)
(compiled without audit or review)
For the six month period ended June 30, 2019
(stated in United States dollars)

2. Significant accounting policies (continued)

(c) IFRS 9 Financial instruments (continued)

(vi) Loan loss provisions and Impairment of financial assets (continued)

A financial instrument is transferred (back) from stage 2 to stage 1 if the loan default risk is no longer significantly increased based on the rating. In cases involving modified financial instruments, however, a good conduct period is set, during which the financial instrument remains in stage 2. This corresponds to the good conduct period for forbearance.

In the subsequent periods, loan loss provisions are adjusted to reflect changes in the estimates for the expected cash flows and changes in the gross carrying amount. Changes in the gross carrying amount result from interest claims. These claims increase the gross carrying amount and, as a result, the loan loss provisions. This increase is to be recognised with no effect on profit and loss. The collection of the interest for credit-impaired instruments, which is recognised through profit or loss, is based on the net carrying amount, as under IAS 39.

(vii) Specific instruments

Cash and cash equivalents

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

Silent Contribution

The investments in Silent Contribution are not held for trading purposes. It is measured initially at 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 IFRS 9. The inputs for the calculation of the Silent Contribution are based upon observable market data and accordingly the asset is categorised as a level 2 investment in the fair value hierarchy.

Loan receivable

Loan receivable is measured at amortised 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 recognised 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 fair value through profit or loss (note 2(c)(iii)). Dividends on Class B preference shares are recognised as interest expense in the statement of comprehensive income as accrued.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

2. Significant accounting policies (continued)

(c) Financial instruments (continued)

Class B preference shares (continued)

According to IFRS 9, 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 the Bank.

(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 realise 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 (2018: 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 (2018: US\$500,000,000).

On December 10, 2018, the Bank issued notice of termination of the Participation Agreement funded by the issuance of Class B preference shares. As a consequence of the purported termination and assuming that the notice is valid, the Silent Contribution will be required to be repaid by the Bank on June 30, 2021 in accordance with the terms of the Participation Agreement. 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 will 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 would 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 would 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.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)
(compiled without audit or review)
For the six month period ended June 30, 2019
(stated in United States dollars)

3. Silent Contribution (continued)

At June 30, 2019 the fair value of the level 2 investments, comprising solely of the Silent Contribution, was US\$217,550,796 (December 31, 2018: US\$293,253,768).

| | Silent contribution US\$ | Accrued profit participation US\$ | Net results from revised discounted cash flows US\$ | Fair value adjustments US\$ | Total US\$ |
|------------------------------|-----------------------------|--------------------------------------|--|--------------------------------|---------------|
| Balance at January 1, 2018 | 500,000,000 | 92,034,722 | (153,418,026) | (178,203,088) | 260,413,608 |
| Fair value movements | – | – | – | 32,840,160 | 32,840,160 |
| Balance at December 31, 2018 | 500,000,000 | 92,034,722 | (153,418,026) | (145,362,928) | 293,253,768 |
| Fair value movements | – | – | – | (75,702,972) | (75,702,972) |
| Balance at June 30, 2019 | 500,000,000 | 92,034,722 | (153,418,026) | (221,065,900) | 217,550,796 |

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 made a US\$553,000,000 term loan facility in the form of a German law governed *Schuldscheindarlehen* available to the Bank.

At June 30, 2019 the balance of the loan receivable was US\$537,979,009 (2018: US\$538,074,694) comprising the initial term loan facility of US\$553,000,000, cumulative net adjustments due to impairment of US\$1,150,620 (2018: US\$1,054,935) and net adjustment following adoption of IFRS 9 on January 1, 2018 amounting to US\$13,870,371.

The below table has been prepared in accordance with the requirements set out in IFRS 7.35H, showing the reconciliation from the opening balance to the closing balance of the loss allowance/impairment:

| Impairment on loan receivable | |
|---------------------------------|------------|
| Balance as at January 1, 2018 | 13,870,371 |
| Additions during the year | 1,054,935 |
| Balance as at December 31, 2018 | 14,925,306 |
| Additions during the period | 95,685 |
| Balance as at June 30, 2019 | 15,020,991 |

The impairment on loan receivable amounting to a total of US\$15,020,991 as at June 30, 2019 was attributable to stage 2.

Interest is charged on the loan at a rate of 6.56% p.a. and the loan will mature on December 31, 2036. At June 30, 2019 the balance of interest receivable was US\$9,069,200 (2018: US\$9,069,200).

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

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.

Pursuant to the terms and conditions of the SPHERE Securities, the termination of the Participation Agreement (if valid) will result in the redemption of the Class B preference shares and in the redemption of the SPHERE Securities on the repayment date of the Silent Contribution.

At June 30, 2019 the balance of the Class B preference shares was US\$130,000,000.00 (2018: US\$209,035,000) comprising the initially issued amount of US\$500,000,000, net cumulative results from revised discounted cash flows of US\$(178,044,049) (2018: US\$(178,044,049)) until December 31, 2018 in accordance with IAS 39.AG8, net adjustments due to IFRS 9 of US\$(61,895,951) (2018: US\$(61,895,951)) following adoption of IFRS 9 on January 1, 2018 and cumulative fair value movements of US\$(130,060,000) (2018: US\$(51,025,000)).

| | Class B preference shares US\$ | Net results from revised discounted cash flows US\$ | Fair value movements US\$ | Total US\$ |
|------------------------------|---|---|---------------------------------|---------------|
| Balance at January 1, 2018 | 500,000,000 | (178,044,049) | (61,895,951) | 260,060,000 |
| Fair value movements | – | – | (51,025,000) | (51,025,000) |
| Balance at December 31, 2018 | 500,000,000 | (178,044,049) | (112,920,951) | 209,035,000 |
| Fair value movements | – | – | (79,035,000) | (79,035,000) |
| Balance at June 30, 2019 | 500,000,000 | (178,044,049) | (191,955,951) | 130,000,000 |

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

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

5. Class B preference shares (continued)

Rights attaching to Class B preference shares (continued):

- 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.

Pursuant to the terms and conditions of the Class B preference shares, the termination of the Silent Participation Agreement (if valid) will require the redemption of the relevant Class B preference shares on the repayment date of the Silent Contribution and the Company will be required under the terms and conditions of the Class B preference shares to apply the repayment amount received by it on the repayment date of the Silent Contribution in redemption of the Class B preference shares by way of payment to the holders thereof. Pursuant to the terms of Participation Agreement, the relevant repayment amount (and thus the redemption amount payable pursuant to the terms and conditions of the Class B preference shares) will be identical to the book value of the Silent Contribution as determined in the Bank's unconsolidated balance sheet pursuant to HGB (German GAAP) as of 31 December 2020.

6. Share capital

| | 2019 | 2018 |
|---|--------------------|---------------|
| 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 | 10,000 | 10,000 |
| | US\$ 10,000 | 10,000 |

During the period ended June 30, 2019 and 2018, there were no changes to issued and fully paid Ordinary Shares.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

6. Share capital

Rights attaching to Ordinary shares:

- i. Income: Each Ordinary Shareholder has right to receive such profits of the Company available for distribution as determined by the Directors after the payment to the Preference Shares of their dividends.
- ii. Capital: On a winding-up or other return of capital, the holder of each Ordinary Share shall be entitled, following payment to the holders of the Preference Shares, to repayment of the nominal amount of the capital paid-up thereon and thereafter any surplus then remaining shall be distributed pari passu among the holders of the Ordinary Shares.
- iii. Voting: Each Ordinary Shareholder has right to receive notice of general meetings of the Company and to attend and to vote thereat either in person or proxy.

Issued and fully paid Class A preference shares:

| | Number of shares | | Number of shares | |
|-----------------------------|---------------------|-------------|---------------------|-------------|
| | 2019 | 2019 | 2018 | 2018 |
| | US\$ | US\$ | US\$ | US\$ |
| Balance beginning of period | 645,034 | 645,034,000 | 645,034 | 645,034,000 |
| Balance at June 30, 2019 | 645,034 | 645,034,000 | 645,034 | 645,034,000 |

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).

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

6. Share capital (continued)

Rights attaching to Class A preference shares (continued):

- 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.

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 | 2019 | 2018 |
|---|------|-------------|-------------|
| Statement of Financial Position: | | | |
| Silent Contribution | 3 | 217,550,796 | 293,253,768 |
| Loan receivable | 4 | 537,979,009 | 538,074,694 |
| Interest receivable | 4 | 9,069,200 | 9,069,200 |
| Cash and cash equivalents | | 18,341,994 | 203,594 |
| Statement of Comprehensive Income: | | | |
| Interest income on loan | | 18,138,400 | 36,276,800 |

8. Disclosure of Fair Values in Accordance with IFRS 7

Fair value is defined in accordance with IFRS 13 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between willing market participants at the measurement date. The Fair value of financial instruments may be determined on the basis of observed market prices ("mark-to-market"), or if this is not possible on the basis of recognised valuation techniques or models ("mark-to-matrix" or "mark-to-model" respectively). The mark-to-market method is used if an observable market price is available at which a transaction could have been performed or was performed at, or reasonably close to, the reporting date.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

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

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 estimated fair value of the SPHERE securities as at 30 June 2019 was obtained from the quoted closing price as reported by Bloomberg.

The terms of the Class B Shares are identical in all material respects to those of the SPHERE Securities. Therefore the quoted market price of the SPHERE Securities represents the best available objective estimate of the fair value of the Class B Shares.

The terms of the Silent Contribution are similar to those of the SPHERE Securities. However, the Silent Contribution contains accrued interest from former profit periods since 2005. Therefore the fair value is derived by the quoted market price of the SPHERE Securities plus the fair value of the accrued interest that is determined by discounting cash flow taking into account rating-related spreads.

The fair value is determined by the mark-to-model valuation using a suitable model 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.

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

| June 30, 2019 | Note | Carrying Amount | Fair Value | Difference |
|---------------------------|------|-----------------|-------------|------------|
| Silent Contribution | 3 | 217,550,796 | 217,550,796 | – |
| Loan receivable | 4 | 537,979,009 | 596,559,361 | 58,580,352 |
| Interest receivable | 4 | 9,069,200 | 9,069,200 | – |
| Cash and cash equivalents | | 18,341,994 | 18,341,994 | – |
| Class B preference shares | 5 | 130,000,000 | 130,000,000 | – |
| Other liabilities | | 1,528 | 1,528 | – |

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

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

| December 31, 2018 | Note | Carrying Amount | Fair Value | Difference |
|---------------------------|------|-----------------|-------------|------------|
| Silent Contribution | 3 | 293,253,768 | 293,253,768 | – |
| Loan receivable | 4 | 538,074,694 | 592,579,211 | 54,504,517 |
| Interest receivable | 4 | 9,069,200 | 9,069,200 | – |
| Cash and cash equivalents | | 203,594 | 203,594 | – |
| Class B preference shares | 5 | 209,035,000 | 209,035,000 | – |
| 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 exposed to credit risk on the Silent Contribution, loan receivable and interest receivable and from its exposure on its cash and cash equivalents.

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

As at June 30, 2019 and December 31, 2018 the Company's financial assets exposed to credit risk amounted to the following:

| | Note | 2019 | 2018 |
|---------------------------|------|-------------|-------------|
| Silent Contribution | 3 | 217,550,796 | 293,253,768 |
| Loan receivable | 4 | 537,979,009 | 538,074,694 |
| Interest receivable | 4 | 9,069,200 | 9,069,200 |
| Cash and cash equivalents | | 18,341,994 | 203,594 |
| | US\$ | 782,940,999 | 840,601,256 |

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

9. Credit, liquidity and market risk (continued)

Credit risk (continued)

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.

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.

The terms of the Loan Agreement and Participation Agreement are similar to terms of the 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 the loan receivable and Silent Contribution is 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.

HCOB Funding II (formerly, HSH N Funding II)

Notes to Financial Statements (continued)

(compiled without audit or review)

For the six month period ended June 30, 2019

(stated in United States dollars)

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 period

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 other than those listed below. The Company has not adopted any New Accounting Requirements that are not mandatory.

New standards, amendments and interpretations issued but not effective for the financial year beginning January 1, 2018 and not early adopted

There are no standards, interpretations or amendments to existing standards that are not yet effective that would be expected to have a significant impact on the Company.

12. Subsequent events

As referred to in note 8, the fair value of the Silent Contribution and the Class B Shares is derived from the quoted price of the SPHERE securities as at June 30, 2019, as reported by Bloomberg. The Directors note that the quoted closing value of the SPHERE securities on October 28, 2019 was US\$108,750,000 (calculated by multiplying the unit price and the nominal value), representing a 16.3% reduction in the value of the SPHERE Securities since the June 30, 2019 balance sheet date.

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

The financial statements were approved and authorised for issue by Directors on October 31, 2019.