

PLN Lux SA
Société anonyme

Annual accounts and audit report

As at 31 December 2019

Address of the registered office:
6, rue Eugène Ruppert
L-2453 Luxembourg
R.C.S. Luxembourg : B 208.370

PLN Lux SA

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Audit report

To the Board of Directors of
PLN Lux S.A.

Our opinion

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of PLN Lux S.A. (the "Company") as at 31 December 2019, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

What we have audited

The Company's annual accounts comprise:

- the balance sheet as at 31 December 2019;
- the profit and loss account for the year then ended; and
- the notes to the annual accounts, which include a summary of significant accounting policies.

Basis for opinion

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" (CSSF). Our responsibilities under the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "Responsibilities of the "Réviseur d'entreprises agréé" for the audit of the annual accounts" section of our report.

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

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts. We have fulfilled our other ethical responsibilities under those ethical requirements.

Responsibilities of the Board of Directors for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of the annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Responsibilities of the “Réviseur d’entreprises agréé” for the audit of the annual accounts

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. 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 annual accounts.

As part of an audit in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain 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;
- obtain 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;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;
- conclude on the appropriateness of the Board of Directors’ 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 audit report to the related disclosures in the annual accounts 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 audit report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

PricewaterhouseCoopers, Société coopérative
Represented by

Luxembourg, 18 December 2020

Frank Ballmann

Annual Accounts Helpdesk :

Tel. : (+352) 247 88 494

Email : centralebilans@statec.etat.lu

RCSL Nr. : B208370

Matricule : 2016,2209,265

BALANCE SHEETFinancial year from ⁰¹ 01/01/2019 to ⁰² 31/12/2019 (in ⁰³ EUR)

PLN Lux S.A.

6 rue Eugène Ruppert

L-2453 Luxembourg

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid	1101 _____	101 _____ 0.00	102 _____ 0.00
I. Subscribed capital not called	1103 _____	103 _____ 0.00	104 _____ 0.00
II. Subscribed capital called but unpaid	1105 _____	105 _____ 0.00	106 _____ 0.00
B. Formation expenses	1107 _____	107 _____ 0.00	108 _____ 0.00
C. Fixed assets	1109 _____	109 _____ 50,359,785.00	110 _____ 35,762,100.00
I. Intangible assets	1111 _____	111 _____ 0.00	112 _____ 0.00
1. Costs of development	1113 _____	113 _____ 0.00	114 _____ 0.00
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115 _____	115 _____ 0.00	116 _____ 0.00
a) acquired for valuable consideration and need not be shown under C.I.3	1117 _____	117 _____ 0.00	118 _____ 0.00
b) created by the undertaking itself	1119 _____	119 _____ 0.00	120 _____ 0.00
3. Goodwill, to the extent that it was acquired for valuable consideration	1121 _____	121 _____ 0.00	122 _____ 0.00
4. Payments on account and intangible assets under development	1123 _____	123 _____ 0.00	124 _____ 0.00
II. Tangible assets	1125 _____	125 _____ 0.00	126 _____ 0.00
1. Land and buildings	1127 _____	127 _____ 0.00	128 _____ 0.00
2. Plant and machinery	1129 _____	129 _____ 0.00	130 _____ 0.00

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B208370

Matricule : 2016,2209,265

	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131	0.00	0.00
4. Payments on account and tangible assets in the course of construction	1133	0.00	0.00
III. Financial assets	4.2.1, 5	50,359,785.00	35,762,100.00
1. Shares in affiliated undertakings	1137	0.00	0.00
2. Loans to affiliated undertakings	1139	0.00	0.00
3. Participating interests	1141	50,359,785.00	35,762,100.00
4. Loans to undertakings with which the undertaking is linked by virtue of participating interests	1143	0.00	0.00
5. Investments held as fixed assets	1145	0.00	0.00
6. Other loans	1147	0.00	0.00
D. Current assets	1151	1,042,547.31	119,153.75
I. Stocks	1153	0.00	0.00
1. Raw materials and consumables	1155	0.00	0.00
2. Work in progress	1157	0.00	0.00
3. Finished goods and goods for resale	1159	0.00	0.00
4. Payments on account	1161	0.00	0.00
II. Debtors	1163	401.25	802.50
1. Trade debtors	1165	0.00	0.00
a) becoming due and payable within one year	1167	0.00	0.00
b) becoming due and payable after more than one year	1169	0.00	0.00
2. Amounts owed by affiliated undertakings	1171	0.00	0.00
a) becoming due and payable within one year	1173	0.00	0.00
b) becoming due and payable after more than one year	1175	0.00	0.00
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177	0.00	0.00
a) becoming due and payable within one year	1179	0.00	0.00
b) becoming due and payable after more than one year	1181	0.00	0.00
4. Other debtors	1183	401.25	802.50
a) becoming due and payable within one year	1185	401.25	802.50
b) becoming due and payable after more than one year	1187	0.00	0.00

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B208370

Matricule : 2016,2209,265

	Reference(s)	Current year	Previous year
III. Investments	1189 _____	189 _____ 0.00	190 _____ 0.00
1. Shares in affiliated undertakings	1191 _____	191 _____ 0.00	192 _____ 0.00
2. Own shares	1209 _____	209 _____ 0.00	210 _____ 0.00
3. Other investments	1195 _____	195 _____ 0.00	196 _____ 0.00
IV. Cash at bank and in hand	1197 _____	197 _____ 1,042,146.06	198 _____ 118,351.25
E. Prepayments	1199 _____	199 _____ 0.00	200 _____ 0.00
TOTAL (ASSETS)		201 _____ 51,402,332.31	202 _____ 35,881,253.75

The notes in the annex form an integral part of the annual accounts

CAPITAL, RESERVES AND LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
	1301 8	301 29,780.27	302 29,780.27
I. Subscribed capital	1303 8.1	303 31,000.00	304 31,000.00
II. Share premium account	1305	305 0.00	306 0.00
III. Revaluation reserve	1307	307 0.00	308 0.00
IV. Reserves	1309	309 0.00	310 0.00
1. Legal reserve	1311 8.2	311 0.00	312 0.00
2. Reserve for own shares	1313	313 0.00	314 0.00
3. Reserves provided for by the articles of association	1315	315 0.00	316 0.00
4. Other reserves, including the fair value reserve	1429	429 0.00	430 0.00
a) other available reserves	1431	431 0.00	432 0.00
b) other non available reserves	1433	433 0.00	434 0.00
V. Profit or loss brought forward	1319	319 -1,219.73	320 -1,219.73
VI. Profit or loss for the financial year	1321	321 0.00	322 0.00
VII. Interim dividends	1323	323 0.00	324 0.00
VIII. Capital investment subsidies	1325	325 0.00	326 0.00
B. Provisions			
	1331	331 168,930.44	332 69,629.89
1. Provisions for pensions and similar obligations	1333	333 0.00	334 0.00
2. Provisions for taxation	1335	335 0.00	336 0.00
3. Other provisions	1337 4.2.3.9	337 168,930.44	338 69,629.89
C. Creditors			
	1435 4.2.4.10	435 51,203,621.60	436 35,781,843.59
1. Debenture loans	1437	437 51,172,804.00	438 35,757,908.00
a) Convertible loans	1439	439 0.00	440 0.00
i) becoming due and payable within one year	1441	441 0.00	442 0.00
ii) becoming due and payable after more than one year	1443	443 0.00	444 0.00
b) Non convertible loans	1445 4.2.4.1.1	445 51,172,804.00	446 35,757,908.00
i) becoming due and payable within one year	1447	447 0.00	448 0.00
ii) becoming due and payable after more than one year	1449	449 51,172,804.00	450 35,757,908.00
2. Amounts owed to credit institutions	1355	355 0.00	356 0.00
a) becoming due and payable within one year	1357	357 0.00	358 0.00
b) becoming due and payable after more than one year	1359	359 0.00	360 0.00

The notes in the annex form an integral part of the annual accounts

RCSL Nr.: B208370

Matricule : 2016,2209,265

	Reference(s)	Current year	Previous year
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks	1361	0.00	0.00
a) becoming due and payable within one year	1363	0.00	0.00
b) becoming due and payable after more than one year	1365	0.00	0.00
4. Trade creditors	1367 10.2	30,683.85	22,865.59
a) becoming due and payable within one year	1369	30,683.85	22,865.59
b) becoming due and payable after more than one year	1371	0.00	0.00
5. Bills of exchange payable	1373	0.00	0.00
a) becoming due and payable within one year	1375	0.00	0.00
b) becoming due and payable after more than one year	1377	0.00	0.00
6. Amounts owed to affiliated undertakings	1379	0.00	0.00
a) becoming due and payable within one year	1381	0.00	0.00
b) becoming due and payable after more than one year	1383	0.00	0.00
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385	0.00	0.00
a) becoming due and payable within one year	1387	0.00	0.00
b) becoming due and payable after more than one year	1389	0.00	0.00
8. Other creditors	1451 10.3	133.75	1,070.00
a) Tax authorities	1393	133.75	1,070.00
b) Social security authorities	1395	0.00	0.00
c) Other creditors	1397	0.00	0.00
i) becoming due and payable within one year	1399	0.00	0.00
ii) becoming due and payable after more than one year	1401	0.00	0.00
D. Deferred income	1403	0.00	0.00
TOTAL (CAPITAL, RESERVES AND LIABILITIES)	405	51,402,332.31	35,881,253.75

The notes in the annex form an integral part of the annual accounts

Annual Accounts Helpdesk :

Tel. : (+352) 247 88 494

Email : centralebilans@statec.etat.lu

RCSL Nr. : B208370

Matricule : 2016,2209,265

PROFIT AND LOSS ACCOUNTFinancial year from ⁰¹ 01/01/2019 to ⁰² 31/12/2019 (in ⁰³ EUR)

PLN Lux S.A.

6 rue Eugène Ruppert

L-2453 Luxembourg

PROFIT AND LOSS ACCOUNT

	Reference(s)	Current year	Previous year
1. Net turnover	1701 _____	701 <u>0.00</u>	702 <u>0.00</u>
2. Variation in stocks of finished goods and in work in progress	1703 _____	703 <u>0.00</u>	704 <u>0.00</u>
3. Work performed by the undertaking for its own purposes and capitalised	1705 _____	705 <u>0.00</u>	706 <u>0.00</u>
4. Other operating income	1713 <u>11</u>	713 <u>25.24</u>	714 <u>14,838.65</u>
5. Raw materials and consumables and other external expenses	1671 _____	671 <u>-107,604.70</u>	672 <u>-91,329.57</u>
a) Raw materials and consumables	1601 _____	601 <u>0.00</u>	602 <u>0.00</u>
b) Other external expenses	1603 <u>12</u>	603 <u>-107,604.70</u>	604 <u>-91,329.57</u>
6. Staff costs	1605 _____	605 <u>0.00</u>	606 <u>0.00</u>
a) Wages and salaries	1607 _____	607 <u>0.00</u>	608 <u>0.00</u>
b) Social security costs	1609 _____	609 <u>0.00</u>	610 <u>0.00</u>
i) relating to pensions	1653 _____	653 <u>0.00</u>	654 <u>0.00</u>
ii) other social security costs	1655 _____	655 <u>0.00</u>	656 <u>0.00</u>
c) Other staff costs	1613 _____	613 <u>0.00</u>	614 <u>0.00</u>
7. Value adjustments	1657 _____	657 <u>0.00</u>	658 <u>0.00</u>
a) in respect of formation expenses and of tangible and intangible fixed assets	1659 _____	659 <u>0.00</u>	660 <u>0.00</u>
b) in respect of current assets	1661 _____	661 <u>0.00</u>	662 <u>0.00</u>
8. Other operating expenses	1621 <u>13</u>	621 <u>-6,356,196.55</u>	622 <u>-8,897,877.08</u>

The notes in the annex form an integral part of the annual accounts

	Reference(s)	Current year	Previous year
9. Income from participating interests			
a) derived from affiliated undertakings	1715 _____	715 <u>0.00</u>	716 <u>0.00</u>
b) other income from participating interests	1717 _____	717 <u>0.00</u>	718 <u>0.00</u>
	1719 _____	719 <u>0.00</u>	720 <u>0.00</u>
10. Income from other investments and loans forming part of the fixed assets			
a) derived from affiliated undertakings	1721 _____	721 <u>0.00</u>	722 <u>0.00</u>
b) other income not included under a)	1723 _____	723 <u>0.00</u>	724 <u>0.00</u>
	1725 _____	725 <u>0.00</u>	726 <u>0.00</u>
11. Other interest receivable and similar income			
a) derived from affiliated undertakings	1727 _____	727 <u>0.00</u>	728 <u>0.00</u>
b) other interest and similar income	1729 _____	729 <u>0.00</u>	730 <u>0.00</u>
	1731 _____	731 <u>0.00</u>	732 <u>0.00</u>
12. Share of profit or loss of undertakings accounted for under the equity method			
	1663 _____	663 <u>0.00</u>	664 <u>0.00</u>
13. Value adjustments in respect of financial assets and of investments held as current assets			
	1665 14 _____	665 <u>6,463,935.00</u>	666 <u>8,977,603.00</u>
14. Interest payable and similar expenses			
a) concerning affiliated undertakings	1627 _____	627 <u>-25.24</u>	628 <u>0.00</u>
b) other interest and similar expenses	1629 _____	629 <u>0.00</u>	630 <u>0.00</u>
	1631 _____	631 <u>-25.24</u>	632 <u>0.00</u>
15. Tax on profit or loss			
	1635 _____	635 <u>0.00</u>	636 <u>0.00</u>
16. Profit or loss after taxation			
	1667 _____	667 <u>133.75</u>	668 <u>3,235.00</u>
17. Other taxes not shown under items 1 to 16			
	1637 15 _____	637 <u>-133.75</u>	638 <u>-3,235.00</u>
18. Profit or loss for the financial year			
	1669 _____	669 <u>0.00</u>	670 <u>0.00</u>

PLN Lux SA
Société anonyme
Notes to the Annual accounts
For the year ended 31 December 2019

NOTE 1- Balance sheet per compartment as at 31 December 2019

	Note	General		Compartment 2	
ASSETS		31/12/2019	31/12/2018	31/12/2019	31/12/2018
		EUR	EUR	EUR	EUR
Fixed assets		-	-	50,359,785.00	35,762,100.00
Financial assets	5	-	-	50,359,785.00	35,762,100.00
- Participating interests		-	-	50,359,785.00	35,762,100.00
Current assets		118,055.22	64,747.66	1,012,767.04	89,373.48
Debtors	6	1,620.98	2,022.23	87,055.22	33,747.66
Other debtors		1,620.98	2,022.23	87,055.22	33,747.66
- becoming due and payable within one year		1,620.98	2,022.23	87,055.22	33,747.66
Cash at bank and in hand		116,434.24	62,725.43	925,711.82	55,625.82
TOTAL (ASSETS)		118,055.22	64,747.66	51,372,552.04	35,851,473.48
CAPITAL, RESERVES AND LIABILITIES					
Capital and reserves	8	31,000.00	31,000.00	-	-
Subscribed capital	8.1	31,000.00	31,000.00	-	-
Profit or loss brought forward		-	-	-	-
Profit or loss for the financial year		-	-	-	-
Interim dividends					
Provisions	9	-	-	168,930.44	69,629.89
- Other provisions					
Creditors	10	87,055.22	33,747.66	51,203,621.60	35,781,843.59
Debenture loans		-	-	51,172,804.00	35,757,908.00
Non convertible loans	10.1	-	-	51,172,804.00	35,757,908.00
- becoming due and payable after more than one year		-	-	51,172,804.00	35,757,908.00
Trade creditors	10.2	-	-	30,683.85	22,865.59
- becoming due and payable within one year		-	-	30,683.85	22,865.59
Other creditors	10.3	87,055.22	33,747.66	133.75	1,070.00
- Tax authorities		-	-	133.75	1,070.00
- Other creditors		87,055.22	33,747.66	-	-
- becoming due and payable within one year		87,055.22	33,747.66	-	-
TOTAL (CAPITAL, RESERVES AND LIABILITIES)		118,055.22	64,747.66	51,372,552.04	35,851,473.48
	Note	Compartment 3			
ASSETS		31/12/2019	31/12/2018		
		EUR	EUR		
TOTAL (ASSETS)		-	-		
LIABILITIES					
Capital and reserves	8	(1,219.73)	(1,219.73)		
Profit or loss brought forward		(1,219.73)	(1,219.73)		
Profit or loss for the financial year		-	-		
Creditors	10	1,219.73	1,219.73		
Other creditors	10.3	1,219.73	1,219.73		
- Other creditors		1,219.73	1,219.73		
- becoming due and payable within one year		1,219.73	1,219.73		
TOTAL (CAPITAL, RESERVES AND LIABILITIES)		-	-		

PLN Lux SA
Société anonyme
Notes to the Annual accounts
For the year ended 31 December 2019

NOTE 2- Profit and loss account per compartment for the year ended 31 December 2019

	Note	General		Compartment 2	
		01/01/2019 -	01/01/2018 -	01/01/2019 -	01/01/2018 -
		31/12/2019	31/12/2018	31/12/2019	31/12/2018
		EUR	EUR	EUR	EUR
Other operating income		25.24	-	-	14,838.65
Raw materials and consumables and other external expenses		-	-	(107,604.70)	(91,329.57)
-Other external expenses	11	-	-	(107,604.70)	(91,329.57)
Other operating expenses	12	-	-	(6,356,196.55)	(8,897,877.08)
Interest payable and similar expenses		(25.24)	-	-	-
- Other interest and similar expenses		(25.24)	-	-	-
Value adjustments in respect of financial assets and of investments held as current assets	13	-	-	6,463,935.00	8,977,603.00
Profit or loss after taxation		-	-	133.75	3,235.00
Other taxes not shown under items 1 to 16	14	-	-	(133.75)	(3,235.00)
Profit for the financial year		-	-	-	-

	Note	Compartment 3	
		01/01/2019 -	01/01/2018 -
		31/12/2019	31/12/2018
		EUR	EUR
Raw materials and consumables and other external expenses		-	-
-Other external expenses	11	-	-
Profit or loss after taxation		-	-
Profit for the financial year		-	-

PLN Lux SA
Société anonyme
Notes to the Annual accounts
For the year ended 31 December 2019

NOTE 3 - GENERAL INFORMATION

PLN Lux SA (hereafter the "Company") was incorporated on 11 August 2016 and organised under the laws of Luxembourg as a Société anonyme for an unlimited period.

The Company is registered with the Trade and Companies Register of Luxembourg with the number B 208.370 and has its registered office established at 6, rue Eugène Ruppert, L-2453 Luxembourg.

The corporate object of the Company is to enter into, perform and serve as a vehicle for, any securitisation transaction as permitted under the Securitisation Law of 22 March 2004 (the "Securitisation Law"). The Company may acquire or assume, directly or through another entity or vehicle, the risks relating to the holding or ownership of claims, receivables and/or other goods, either movable or immovable, tangible or intangible, and/or risks relating to liabilities or commitments of third parties or which are inherent to all or part of the activities undertaken by third parties, by issuing securities (valeurs mobilières) of any kind whose value or return is linked to these risks. The Company may assume or acquire these risks by acquiring, by any means, claims, structured deposits, receivables and/or other goods, structured products relating to commodities or assets, by guaranteeing the liabilities or commitments of third parties or by binding itself in any other way.

The Company may, within the limits of the Securitisation Law, proceed, so far as they relate to securitisation transactions, to (i) the acquisition, holding and disposal, in any form, by any means, whether directly or indirectly, of participations, rights and interests in, and obligations of, Luxembourg and foreign companies, (ii) the acquisition by purchase, subscription, or in any other manner, as well as the transfer by sale, exchange or in any other manner of stock, bonds, debentures, notes and other securities or financial instruments of any kind (including notes or parts or units issued by Luxembourg or foreign mutual funds or similar undertakings and exchangeable or convertible securities), structured products relating to commodities or assets (including debt or equity securities of any kind), receivables, claims or loans or other credit facilities (and the agreements relating thereto) as well as all other types of assets, and (iii) the ownership, administration, development and management of a portfolio of assets (including, among other things, the assets referred to in (i) and (ii) above) in accordance with the provisions of the relevant issue documentation.

The Company may, within the limits of the Securitisation Law and for as long as it is necessary to facilitate the performance of its corporate objects, borrow in any form and enter into any type of loan agreement. It may issue notes, bonds (including exchangeable or convertible securities and securities linked to an index or a basket of indices or shares), debentures, certificates, shares, beneficiary shares or parts, warrants and any kind of debt or equity securities, including under one or more issue programmes. The Company may lend funds including the proceeds of any borrowings and/or issues of securities, within the limits of the Securitisation Law and provided such lending or such borrowing relates to securitisation transactions, to its subsidiaries or affiliated companies or to any other company.

The Company may, within the limits of the Securitisation Law, give guarantees and grant security over its assets in order to secure the obligations it has assumed for the securitisation of those assets or for the benefit of investors (including their trustee or representative, if any) and/or any issuing entity participating in a securitisation transaction of the Company. The Company may not pledge, transfer, encumber or otherwise create security over some or all of its assets or transfer its assets for guarantee purposes, unless permitted by the Securitisation Law.

The Company may enter into, execute and deliver and perform any swaps, futures, forwards, derivatives, options, repurchase, stock lending and similar transactions for as long as such agreements and transactions are necessary to facilitate the performance of the Company's corporate objects. The Company may generally employ any techniques and instruments relating to investments for the purpose of their efficient management, including, but not limited to, techniques and instruments designed to protect it against credit, currency exchange, interest rate risks and other risks.

The Company may, within the limits of the Securitisation Law and in accordance with the provisions of the relevant issue documentation of the securities, assign or arrange for the assignment of the underlying assets and risks which guarantee the rights of the relevant investors.

The Board of directors of the Company is entitled to create one or more compartments (referencing the assets of the Company relating to an issue by the Company of securities), in each case, corresponding to a separate part of the Company's estate.

The Company's financial year starts on 1 January and ends on 31 December of each year.

In accordance with the legal provisions in Title II of the Law of 19 December 2002, these annual accounts were presented on a non-consolidated basis for the approval of the shareholder during the Annual General Meeting.

Based on the criteria defined by the Article 1711-1 of the Title XVII of the amended law of 10 August 1915, the Company has no obligation to draw up and to publish consolidated accounts and a consolidated management report for the financial year ended 31 December 2019.

The Company created 2 Compartments since incorporation. The Compartment "3" was created on 16 March 2017, but it is not yet active. As at 31 December 2019 only Compartment 2 is active.

NOTE 4 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

4.1 Basis of preparation

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements on a going concern basis and under the historical cost convention except for financial assets which are valued at fair value.

Accounting policies and valuation rules are, besides the ones laid down by the Law of 19 December 2002, as amended, determined and applied by the Board of Directors.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and its results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on the historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The books and records are maintained in Euro and the annual accounts have been prepared in accordance with the valuation rules and accounting policies described below.

Financial assets are initially recognized in the accounts at nominal value (participating interest) linked to the drawdowns performed from the total commitment to the underlying Fund, including the expenses incidental thereto. They are subsequently measured at fair value determined by the valuation of the underlying assets. The Fair value based on the NAV (Net Asset Value) is obtained from the annual audited Financial Statements of the underlying Fund.

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NOTE 4 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.2 Accounting policies and valuation rules - continued

4.2.1 Financial assets - continued

The unrealised gains and losses for the year are recorded in the statement of profit or loss under "value adjustments in respect of financial assets and of investments held as current assets". The Financial fixed assets are recorded under Lux GAAP Fair value option Art.64bis of the accounting law.

4.2.2 Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is doubtful. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

4.2.3 Provisions

Provisions are intended to cover losses or debts, the nature of which is clearly defined and which, at the date of balance sheet, are either likely to be incurred or certain to be incurred but uncertain as to the amount or the date on which these will arise.

Provisions may also be created to cover charges which originate in the financial year under review or in a previous financial year, the nature of which is clearly defined and which at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to the amount or the date on which these will arise.

At the balance sheet date, a provision shall represent the best estimate of the expenses likely to be incurred or, in the case of a liability, of the amount required to meet that liability.

4.2.4 Creditors

Creditors are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is shown as an asset and is written off over the period of the debt based on a linear method in the profit and loss account.

4.2.4.1 Non convertible loans

Non debenture loans are initially recognized in the accounts at purchase price/nominal value including the expenses incidental thereto. They are subsequently valued at their repayable value (Notes Net Asset Value) that is linked to the Fair Value (Net Asset Value) of the corresponding financial asset on the basis mentioned in Note 4.1.1. The non debenture loans are adjusted for value adjustments on the financial assets and expenses during the year in order to reflect their limited recourse nature.

The unrealised gains and losses for the year are recorded in the profit and loss account as " Value adjustment on Astraues Linked Notes" under the "other operating income" or "other operating expenses".

NOTE 5 - FINANCIAL ASSETS

The movements for the financial year are as follows:

	Compartment 2
	Participating Interest
	EUR
Capital contributions - opening balance	15,991,479.66
additions for the year	10,091,875.00
repayments for the year	(1,958,125.00)
Capital contributions net of the investment - closing balance	24,125,229.66
Value adjustment as at 1 January 2019	19,770,620.34
Fair value gains recognised in the P&L	6,463,935.00
Value adjustment as at 31 December 2019	26,234,555.34
Financial assets - opening balance as at 1 January 2019	35,762,100.00
Fair value - closing balance as at 31 December 2019	50,359,785.00

Undertakings in which the Company holds at least 20% of the share capital or in which it is a general partner are as follows:

Name of undertaking	Registered Office	Ownership %	Last Balance Sheet Date	Net equity at the balance sheet date of the company	Gain for the last financial year
				EUR	EUR
LPE II LP	6th Floor, Quartermile 4, 7a Nightingale Way, Edinburgh, EH3 9EG	38.64	31 December 2019	140,099,000.00	14,278,000.00

On 20 December 2016 Compartment 2 entered into "B" commitment with LPE II LP in the total amount of EUR 30,125,000.00. In connection with the commitment, during 2019 Compartment 2 made several drawdowns (Drawdowns 24-31) in the amount of EUR 10,091,875.00 (2018: EUR 9,730,375.00) and received three temporary recallable capital distributions (10-12) in the amount of EUR 1,958,125.00 (2018: EUR 4,066,875.00).

The fair value of the financial assets are derived from the valuation of the underlying fund using the NAV method as described in note 4.2.1. The fair value gain is recognised in the Profit and Loss account under the caption "value adjustments in respect of financial assets and of investment held as current assets". During the year the fair value adjustments amounted to EUR 6,463,935.00 (2018: EUR 8,977,603.00). (Refer to Note 13).

As of 31 December 2019 the Company's participation in the fund LPE II LP is equal to 38.64%. Consequently, it falls under the scope of participating interests.

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NOTE 6 – DEBTORS

Debtors are composed as follows:

	Compartments		31/12/2019	31/12/2018
	GC EUR	2 EUR	Total EUR	Total EUR
Net wealth tax advances	401.25	-	401.25	802.50
Receivable from GC*	-	87,055.22	87,055.22	33,747.66
Receivable from Compartment 3*	1,219.73	-	1,219.73	1,219.73
Sub-total	1,620.98	87,055.22	88,676.20	35,769.89
Elimination of Intercompartment receivables	(1,219.73)	(87,055.22)	(88,274.95)	(34,967.39)
Total	401.25	-	401.25	802.50

*Intercompartment receivable balances were eliminated from the combined balance sheet against intercompartment payable balances (refer to Note 9.3)

NOTE 7 – OWN SHARES

As at 31 December 2019, the Company does not hold any of its own shares.

NOTE 8 – CAPITAL AND RESERVES

8.1 Subscribed capital

As at 31 December 2019, the subscribed capital of the Company amounts to EUR 31,000.00 and is divided into 310 ordinary shares in registered form fully paid up with a nominal value of EUR 100.00 each.

8.2 Legal reserve

The Company is required to allocate a minimum of 5% of the net profits of the Company to a legal reserve, until and as long as this reserve amounts to 10% of the Company's share capital. This reserve may not be distributed.

8.3 Movements in the reserves and profit or loss items

Movements in the reserves and profit or loss items during the financial year are as follows:

	Profit or (loss) brought forward	Profit or (loss) for the financial year
	EUR	EUR
Opening balance as at 01/01/2019	(1,219.73)	-
Movements for the financial year	-	-
Closing balance as at 31/12/2019	(1,219.73)	-

NOTE 9 – PROVISIONS

Other provisions

As at 31 December 2019 the "Other provisions" amounts to EUR 168,930.44 (2018:EUR 69,629.89) which consists of the provision for structuring commission payable to the structuring agent (Capital Bank). Based on the priority of payments (section 5.3 of the "Terms and Conditions of PLN Lux ASTRAEUS LINKED NOTES") any difference between the cost allowance and the actual expenses for the year will be payable in the future to the structuring agent (Capital Bank) as "structuring" commission. Considering the calculation method of the Notes Value (refer to Note 10.1), actually the remaining difference between the Net Asset Value of the Compartment 2 and the Net Asset Value of the Notes, after subtracting all operating expenses of the Compartment 2, consist of the structuring commission payable to the Structured agent. This estimated cost is disclosed under "Other operating expenses" (refer to Note 13).

Based on the above, a reclassification of the prior year "Equalisation provision" from the caption "Non convertible loans - becoming due and payable after more than one year" to "Other provisions" is done in order to reflect the correction of prior years' recognition of the provision for the structuring commission as "Equalisation provision" payable to the noteholder. There is no impact on the profit and loss account.

NOTE 10 – CREDITORS

Amounts due and payable for the amounts shown under "Creditors" are as follows:

	Within one year	After more than one year	Total	Total
	EUR	EUR	31/12/2019 EUR	31/12/2018 EUR
Non convertible loans	-	51,172,804.00	51,172,804.00	35,757,908.00
Trade creditors	30,683.85	-	30,683.85	22,865.59
Other creditors	133.75	-	133.75	1,070.00
Total	30,817.60	51,172,804.00	51,203,621.60	35,781,843.59

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NOTE 10 – CREDITORS (CONTINUED)

10.1 Non convertible loans - becoming due and payable after more than one year

	GC EUR	31/12/2019 Compartments 2 EUR	Total EUR	31/12/2018 Total EUR
Nominal value of Astraesus Linked Notes	-	25,425,500.00	25,425,500.00	16,267,500.00
Value adjustment on Astraesus Linked Notes	-	25,747,304.00	25,747,304.00	19,490,408.00
Repayable amount	-	51,172,804.00	51,172,804.00	35,757,908.00

In accordance to section 8.9 of the "Conditions of the PLN Lux Astraesus Linked Notes" the reimbursement value of the Notes is calculated as the NAV of the LPE II LP (Net Asset Value and Cash relating to the Investment) plus Cash of the Compartment 2 less the Cost Allowance, as calculated based on section 8.8 of the above mentioned Conditions Agreement, at the calculation day. As such the value adjustment is recognised in the Profit and Loss statement under the caption "other operating expenses". For the year 31 December 2019 the value adjustment on the notes amounted to EUR 6,256,896.00 (2018: EUR 8,897,877.06). (Refer to Note 12).

During 2019 there were 8 drawdowns and 3 distributions in relation to the investment in LPE II LP. During 2019 there were 6 capital calls on the notes issued resulting in the ending value of EUR 25,425,500.00 (2018 : EUR 16,267,500.00) . The details of the drawdowns/distributions and the capital calls/redemptions on the notes are as follows:

Drawdown for LPE II LP (Distribution for LPE II LP)		Capital call for the notes (Redemption for the notes)	
Date	Amount EUR	Date	Amount EUR
29 January 2019	5,030,875.00	23 January 2019	5,061,000.00
4 March 2019	421,750.00	1 March 2019	421,750.00
22 March 2019	301,250.00	20 March 2019	301,250.00
18 April 2019	903,750.00	18 April 2019	964,000.00
03 May 2019	(451,875.00)	16 May 2019	602,500.00
17 May 2019	1,054,375.00	26 August 2019	1,807,500.00
07 June 2019	(602,500.00)		
28 August 2019	903,750.00		
05 November 2019	873,625.00		
11 December 2019	602,500.00		
30 December 2019	(903,750.00)		
Total	8,133,750.00		9,158,000.00

10.2 Trade creditors - becoming due and payable within one year

	GC EUR	31/12/2019 Compartments 2 EUR	Total EUR	31/12/2018 Total EUR
Accounting fees	-	12,095.85	12,095.85	4,745.59
Audit fees	-	18,000.00	18,000.00	18,000.00
Advisory fees	-	588.00	588.00	120.00
Total	-	30,683.85	30,683.85	22,865.59

10.3 Other creditors

	GC EUR	31/12/2019 Compartments 2 EUR	3 EUR	Total EUR	31/12/2018 Total EUR
Net wealth tax provision	-	133.75	-	133.75	1,070.00
Payable to GC*	-	-	1,219.73	1,219.73	1,219.73
Payable to Compartment 2*	87,055.22	-	-	87,055.22	33,747.66
Sub-total	87,055.22	133.75	1,219.73	88,408.70	36,037.39
Elimination of Intercompartment payables	(87,055.22)	-	(1,219.73)	(88,274.95)	(34,967.39)
Total	-	133.75	-	133.75	1,070.00

*Intercompartment payable balances were eliminated from the combined balance sheet against intercompartment receivable balances (refer to Note 6).

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NOTE 11 - OTHER OPERATING INCOME

	GC EUR	2019 Compartment 2 EUR	Total EUR	2018 Total EUR
Equalisation provision of the year	-	-	-	14,838.65
Other operating income	-	25.24	25.24	-
Sub-total	-	25.24	25.24	14,838.65
Elimination of Intercompartment payables	-	-	-	-
Total	-	25.24	25.24	14,838.65

NOTE 12 - OTHER EXTERNAL EXPENSES

Other external expenses are presented as follows:

	GC EUR	2019 Compartment 2 EUR	3 EUR	Total EUR	2018 Total EUR
Accounting fees (NL)	-	(3,188.35)	-	(3,188.35)	(3,133.90)
Accounting fees	-	(66,965.01)	-	(66,965.01)	(46,140.61)
Audit fees	-	(20,027.49)	-	(20,027.49)	(35,988.75)
Bank fees	-	(306.41)	-	(306.41)	(422.31)
Legal fees	-	(10,771.26)	-	(10,771.26)	-
IT fees	-	(1,206.18)	-	(1,206.18)	(504.00)
Other fees	-	(5,140.00)	-	(5,140.00)	(5,140.00)
Total	-	(107,604.70)	-	(107,604.70)	(91,329.57)

NOTE 13 - OTHER OPERATING EXPENSES

Other operating expenses are presented as follows:

	GC EUR	2019 Compartment 2 EUR	Total EUR	2018 Total EUR
Value adjustment on the Notes	-	6,256,896.00	6,256,896.00	8,897,877.08
Structuring commission	-	99,300.55	99,300.55	-
Sub-total	-	6,356,196.55	6,356,196.55	8,897,877.08
Elimination of Intercompartment payables	-	-	-	-
Total	-	6,356,196.55	6,356,196.55	8,897,877.08

NOTE 14 - VALUE ADJUSTMENTS IN RESPECT OF FINANCIAL ASSETS AND OF INVESTMENTS HELD AS CURRENT ASSETS

	GC EUR	2019 Compartment 2 EUR	Total EUR	2018 Total EUR
Fair value adjustment on LPE II LP fund	-	6,463,935.00	6,463,935.00	8,977,603.00
Total	-	6,463,935.00	6,463,935.00	8,977,603.00

Fair value adjustment on the investment corresponds to the unrealised gain on LPE II LP in accordance to NAV calculation. Please refer to Note 4.2.1 & 5.

NOTE 15 - TAX EXPENSES

The Company is subject to all taxes applicable to companies in Luxembourg incorporated under the Securitisation Law.

NOTE 16 - OFF BALANCE SHEET FINANCIAL COMMITMENTS

The Company has an outstanding commitment with LPE II LP Fund amounting to EUR 7,230,886.00 as at 31 December 2019.

NOTE 17 - STAFF

During the financial year ended 31 December 2019, the Company did not employ any staff (2018: nil).

NOTE 18 - ADVANCES AND LOANS GRANTED TO MEMBERS OF THE MANAGING AND SUPERVISING BODIES

In the year ended 31 December 2019 there were no advances, loans or commitments given on their behalf by many of guarantee of any kind to the Board of Directors or other administrative bodies.

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NOTE 19 - SUBSEQUENT EVENTS

After the financial year end, there were 3 drawdowns in relation to the investment in LPE II LP and 1 capital call for the notes issued. The details of the drawdowns are as follows:

Drawdown for LPE II LP (Distribution for LPE II LP)		Capital call for the notes (Redemption for the notes)	
Date	Amount EUR	Date	Amount EUR
29 January 2020	1,656,875.00	29 January 2020	783,250.00
4 March 2020	(903,750.00)	19 October 2020	1,355,625.00
25 June 2020	(662,750.00)	17 November 2020	602,500.00
24 July 2020	813,375.00		
20 August 2020	753,125.00		
20 October 2020	1,355,625.00		
17 November 2020	602,500.00		
Total	1,958,125.00		2,741,375.00

In the first months of 2020 a pandemic of coronavirus disease 2019 (COVID-19) spread around the world, leading to numerous cases and casualties and causing an economic instability. The Board of Directors of the Company is receiving the quarterly reports from LPE II LP, and according to the last report available, namely the report July-September 2020, the pandemic looks set to have a more significant impact on long-term business models. The Board of Directors of the Company took note that according to the aforementioned report, LPE II LP, the private equity fund in which the Company with its sole compartment is committed to contribute with a capital and loan in an amount up to EUR 30,125,000, is being very selective on new deal opportunities and continues to pursue non-cyclical opportunities with strong secular growth opportunities. Uncertainty, however, still prevails and it is confirmed by the report of LPE II LP that very likely the portfolio will see a negative impact from the current European lockdowns in subsequent quarters. Nevertheless, The portfolio seems to be well balanced and the negative movements in valuation (especially co-investments) are being more than countered by the positive movements. The Board on its side will continue to monitor the overall situation in terms of business continuity of the Company as also did last April.

Other than the above, no material events occurred after the balance sheet date of 31 December 2019.