

PLN Lux SA
Société anonyme

Audited annual accounts
for the financial year ended 31 December 2022

Address of the registered office:
6, rue Eugène Ruppert
L-2453 Luxembourg
R.C.S. Luxembourg : B 208370

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 2022, 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 2022;
- 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 Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for 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.

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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, 30 April 2024

Markus Zenz

Annual Accounts Helpdesk :**Tel. : (+352) 247 88 494****Email : centralebilans@statec.etat.lu****RCSL Nr. : B208370****Matricule : 2016,2209,265****BALANCE SHEET****Financial year from** 01 01/01/2022 **to** 02 31/12/2022 (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			
I. Subscribed capital not called	1101 _____	101 <u>0.00</u>	102 <u>0.00</u>
II. Subscribed capital called but unpaid	1103 _____	103 <u>0.00</u>	104 <u>0.00</u>
	1105 _____	105 <u>0.00</u>	106 <u>0.00</u>
B. Formation expenses	1107 _____	107 <u>0.00</u>	108 <u>0.00</u>
C. Fixed assets			
I. Intangible assets	1109 _____	109 <u>77,059,036.00</u>	110 <u>61,628,132.00</u>
1. Costs of development	1111 _____	111 <u>0.00</u>	112 <u>0.00</u>
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1113 _____	113 <u>0.00</u>	114 <u>0.00</u>
a) acquired for valuable consideration and need not be shown under C.I.3	1115 _____	115 <u>0.00</u>	116 <u>0.00</u>
b) created by the undertaking itself	1117 _____	117 <u>0.00</u>	118 <u>0.00</u>
3. Goodwill, to the extent that it was acquired for valuable consideration	1119 _____	119 <u>0.00</u>	120 <u>0.00</u>
4. Payments on account and intangible assets under development	1121 _____	121 <u>0.00</u>	122 <u>0.00</u>
II. Tangible assets	1123 _____	123 <u>0.00</u>	124 <u>0.00</u>
1. Land and buildings	1125 _____	125 <u>0.00</u>	126 <u>0.00</u>
2. Plant and machinery	1127 _____	127 <u>0.00</u>	128 <u>0.00</u>
	1129 _____	129 <u>0.00</u>	130 <u>0.00</u>




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	2.2.2, 5	77,059,036.00	61,628,132.00
1. Shares in affiliated undertakings	1137	0.00	0.00
2. Loans to affiliated undertakings	1139	0.00	0.00
3. Participating interests	1141	77,059,036.00	61,628,132.00
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	152,967.72	255,869.00
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	3,946.49	2,367.00
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	3,946.49	2,367.00
a) becoming due and payable within one year	1185	3,946.49	2,367.00
b) becoming due and payable after more than one year	1187	0.00	0.00




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Matricule : 2016,2209,265

	Reference(s)	Current year	Previous year
III. Investments	1189	0.00	0.00
1. Shares in affiliated undertakings	1191	0.00	0.00
2. Own shares	1209	0.00	0.00
3. Other investments	1195	0.00	0.00
IV. Cash at bank and in hand	1197	149,021.23	253,502.00
E. Prepayments	1199	0.00	0.00
TOTAL (ASSETS)		77,212,003.72	61,884,001.00




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 8.2	309 0.00	310 0.00
1. Legal reserve	1311	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	331 757,063.32	332 382,931.57
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 2.2.4, 9	337 757,063.32	338 382,931.57
C. Creditors			
	1435 2.2.5, 10	435 76,425,160.13	436 61,471,289.16
1. Debenture loans	1437	437 76,387,002.53	438 61,419,072.41
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 2.2.5.10.1	445 76,387,002.53	446 61,419,072.41
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 76,387,002.53	450 61,419,072.41
2. Amounts owed to credit institutions	1355	355 0.00	356 1,760.30
a) becoming due and payable within one year	1357	357 0.00	358 1,760.30
b) becoming due and payable after more than one year	1359	359 0.00	360 0.00




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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	38,157.60	45,574.50
a) becoming due and payable within one year	1369	38,157.60	45,574.50
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	0.00	4,881.95
a) Tax authorities	1393	0.00	4,881.95
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	77,212,003.72	61,884,001.00




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Matricule : 2016,2209,265

PROFIT AND LOSS ACCOUNT**Financial year from** ⁰¹ 01/01/2022 **to** ⁰² 31/12/2022 **(in** ⁰³ EUR **)****PLN Lux S.A.****6 rue Eugène Ruppert****L-2453 Luxembourg**

	Reference(s)	Current year	Previous year
1. Net turnover	1701 _____	701 _____ 0.00	702 _____ 0.00
2. Variation in stocks of finished goods and in work in progress	1703 _____	703 _____ 0.00	704 _____ 0.00
3. Work performed by the undertaking for its own purposes and capitalised	1705 _____	705 _____ 0.00	706 _____ 0.00
4. Other operating income	1713 11 _____	713 _____ 202,440.83	714 _____ 464.85
5. Raw materials and consumables and other external expenses	1671 _____	671 _____ -115,176.84	672 _____ -77,889.55
a) Raw materials and consumables	1601 _____	601 _____ 0.00	602 _____ 0.00
b) Other external expenses	1603 12 _____	603 _____ -115,176.84	604 _____ -77,889.55
6. Staff costs	1605 _____	605 _____ 0.00	606 _____ 0.00
a) Wages and salaries	1607 _____	607 _____ 0.00	608 _____ 0.00
b) Social security costs	1609 _____	609 _____ 0.00	610 _____ 0.00
i) relating to pensions	1653 _____	653 _____ 0.00	654 _____ 0.00
ii) other social security costs	1655 _____	655 _____ 0.00	656 _____ 0.00
c) Other staff costs	1613 _____	613 _____ 0.00	614 _____ 0.00
7. Value adjustments	1657 _____	657 _____ 0.00	658 _____ 0.00
a) in respect of formation expenses and of tangible and intangible fixed assets	1659 _____	659 _____ 0.00	660 _____ 0.00
b) in respect of current assets	1661 _____	661 _____ 0.00	662 _____ 0.00
8. Other operating expenses	1621 13 _____	621 _____ -11,929,502.67	622 _____ -14,062,353.62

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Matricule : 2016,2209,265

	Reference(s)	Current year	Previous year
9. Income from participating interests			
	1715	0.00	0.00
a) derived from affiliated undertakings	1717	0.00	0.00
b) other income from participating interests	1719	0.00	0.00
10. Income from other investments and loans forming part of the fixed assets			
	1721	0.00	0.00
a) derived from affiliated undertakings	1723	0.00	0.00
b) other income not included under a)	1725	0.00	0.00
11. Other interest receivable and similar income			
	1727	67.79	1.95
a) derived from affiliated undertakings	1729	0.00	0.00
b) other interest and similar income	1731	67.79	1.95
12. Share of profit or loss of undertakings accounted for under the equity method			
	1663	0.00	0.00
13. Value adjustments in respect of financial assets and of investments held as current assets			
	1665 14	11,846,028.89	14,146,739.93
14. Interest payable and similar expenses			
	1627	0.00	-2,132.51
a) concerning affiliated undertakings	1629	0.00	0.00
b) other interest and similar expenses	1631	0.00	-2,132.51
15. Tax on profit or loss			
	1635	0.00	0.00
16. Profit or loss after taxation			
	1667	3,858.00	4,831.05
17. Other taxes not shown under items 1 to 16			
	1637 15	-3,858.00	-4,831.05
18. Profit or loss for the financial year			
	1669	0.00	0.00




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

PLN Lux SA
Société anonyme
Notes to the annual accounts
For the financial year ended 31 December 2022

NOTE 1 - 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 208370 and has its registered office established at 6, rue Eugène Ruppert, L-2453 Luxembourg.

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

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 as amended (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.

In accordance with the legal provisions in Title II of the amended Law of 19 December 2002, these annual accounts are 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 2022.

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 2022 only Compartment 2 is active. On August 29, 2023 the Board of Directors has approved to change the name of the old Compartment 3 into Compartment 2 BIS.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 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 (EUR) and the annual accounts have been prepared in accordance with the valuation rules and accounting policies described below.

PLN Lux SA
Société anonyme
Notes to the annual accounts
For the financial year ended 31 December 2022

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Accounting policies and valuation rules

2.2.1 Foreign currency translation

Transactions expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction.

Long term assets and liabilities expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. At the balance sheet date, these items remain translated at the historical exchange rates.

Other assets and liabilities are valued individually at the lower and the higher respectively, of their value at the historical exchange rate or their value determined at the exchange rates prevailing at the balance sheet date. Realised exchange gains and losses are recorded in the profit and loss account at the moment of their realisation. Only unrealised exchange losses are recorded in the profit and loss account.

Where there is an economic link between an asset and a liability, these are valued in total according to the method described above and the net unrealised losses are recorded in the profit and loss account and the net unrealised exchange gains are not recognised.

2.2.2 Financial assets

Financial assets are initially recognized in the accounts at purchase price including expenses incidental thereto (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 in accordance with the Fair Value Option of art. 64bis of the accounting law. The Fair value of the investment Fund is based on the NAV (Net Asset Value) and is obtained from the annual audited Financial Statements of the underlying Fund.

The unrealised gains and losses from changes in fair value 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".

2.2.3 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.

2.2.4 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.

2.2.5 Creditors

Creditors are recorded at their reimbursement value.

2.2.5.1 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 2.2.2. 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".

2.2.6 Equalisation provision

Due to the limited recourse nature of the securities issued, losses during the year as a result from sales, default, lower market values or cost may reduce the value of the securities issued. Such shortfalls are normally borne by the security holders (or subordinate loan lenders, if any) in inverse order of the priority of payments. Consequently, a provision for diminution in the value will be made and deducted from the amount repayable of the securities issued and subordinated loans booked in the profit and loss account as "Equalisation provision" under "Other operating income".

Similarly, the amount repayable of a debt is increased if the reimbursement value is directly linked to the value of the related assets and if it is possible that cash flow from the related assets exceeds the amount received. In this case, the Company has increased the book value of the debt and recognised an unrealised loss as "Equalisation provision" included under "Other operating charges" in the profit and loss account.

PLN Lux SA
Société anonyme
Notes to the annual accounts
For the financial year ended 31 December 2022

NOTE 3- Balance sheet per compartment as at 31 December 2022

ASSETS	Note	General	
		31/12/2022	31/12/2021
		EUR	EUR
Current assets		122,021.84	253,502.00
Debtors	6	-	-
Other debtors		-	-
- becoming due and payable within one year		-	-
Cash at bank and in hand		122,021.84	253,502.00
TOTAL (ASSETS)		122,021.84	253,502.00
CAPITAL, RESERVES AND LIABILITIES			
Capital and reserves	8	29,780.27	29,780.27
Subscribed capital	8.1	31,000.00	31,000.00
Profit or loss brought forward		(1,219.73)	-
Profit or loss for the financial year		-	(1,219.73)
Interim dividends		-	-
Creditors	10	-	-
Other creditors	10.3	-	-
- Tax authorities		-	-
- Other creditors		-	-
- becoming due and payable after more than one year		92,241.57	223,721.73
TOTAL (CAPITAL, RESERVES AND LIABILITIES)		122,021.84	222,502.00
ASSETS	Note	Compartment 2	
		31/12/2022	31/12/2021
		EUR	EUR
Fixed assets		77,059,036.00	61,628,132.00
Financial assets	5	77,059,036.00	61,628,132.00
- Participating interests		77,059,036.00	61,628,132.00
Current assets		123,187.45	226,088.74
Debtors	6	96,188.07	226,088.74
Other debtors		96,188.07	226,088.74
- becoming due and payable within one year		96,188.07	226,088.74
Cash at bank and in hand		26,999.38	-
TOTAL (ASSETS)		77,182,223.45	61,854,220.74
CAPITAL, RESERVES AND LIABILITIES			
Provisions	9	757,063.32	382,931.57
- Other provisions		-	-
Creditors	10	76,425,160.13	61,471,289.17
Debtenture loans		76,387,002.53	61,419,072.41
Non convertible loans	10.1	76,387,002.53	61,419,072.41
- becoming due and payable after more than one year		76,387,002.53	61,419,072.41
Amounts owed to credit institutions		-	1,760.31
- becoming due and payable within one year		-	1,760.31
Trade creditors	10.2	38,157.60	45,574.50
- becoming due and payable within one year		38,157.60	45,574.50
Other creditors	10.3	-	4,881.95
- Tax authorities		-	4,881.95
- Other creditors		-	-
TOTAL (CAPITAL, RESERVES AND LIABILITIES)		77,182,223.45	61,854,220.74

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Notes to the annual accounts**For the financial year ended 31 December 2022****NOTE 3 - Balance sheet per compartment as at 31 December 2022 (continued)**

ASSETS	Note	Compartment 3	
		31/12/2022	31/12/2021
		EUR	EUR
TOTAL (ASSETS)		-	-
LIABILITIES			
Capital and reserves		-	-
Profit or loss brought forward		-	(1,219.73)
Profit or loss for the financial year		-	1,219.73
Creditors		-	-
Other creditors		-	-
- Other creditors		-	-
- becoming due and payable within one year		-	-
TOTAL (CAPITAL, RESERVES AND LIABILITIES)		-	-

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For the financial year ended 31 December 2022

NOTE 4 - Profit and loss account per compartment for the year ended 31 December 2022

	Note	General	
		01/01/2022 -	01/01/2021 -
		31/12/2022	31/12/2021
		EUR	EUR
Other operating income		-	-
Raw materials and consumables and other external expenses		-	(1,219.73)
- Other external expenses		-	(1,219.73)
Other operating expenses		-	-
Income from other investments and loans forming part of the fixed assets		-	-
- other income not included under a)		-	-
Value adjustments in respect of financial assets and of investments held as current assets		-	-
Interest payable and similar expenses		-	-
- other interest and similar expenses		-	-
Tax on profit or loss		-	-
Profit or loss after taxation		-	(1,219.73)
Other taxes not shown under items 1 to 16		-	-
Profit for the financial year		-	(1,219.73)

	Note	Compartment 2	
		01/01/2022 -	01/01/2021 -
		31/12/2022	31/12/2021
		EUR	EUR
Other operating income	11	202,440.83	464.85
Raw materials and consumables and other external expenses		(115,176.84)	(77,889.55)
- Other external expenses	12	(115,176.84)	(77,889.55)
Other operating expenses	13	(11,929,502.67)	(14,062,353.62)
Other interest receivable and similar income		67.79	1.95
- Other interest and similar income		67.79	1.95
Interest payable and similar expenses		-	(2,132.51)
- Other interest and similar expenses		-	(2,132.51)
Value adjustments in respect of financial assets and of investments held as current assets	14	11,846,028.89	14,146,739.93
Tax on profit or loss		-	-
Profit or loss after taxation		3,858.00	4,831.05
Other taxes not shown under items 1 to 16	15	(3,858.00)	(4,831.05)
Profit for the financial year		-	-

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For the financial year ended 31 December 2022

**NOTE 4 - Profit and loss account per compartment for the year ended 31 December 2022
(continued)**

	Note	Compartment 3	
		01/01/2022 -	01/01/2021 -
		31/12/2022	31/12/2021
		EUR	EUR
Other operating income	11	-	1,219.73
Raw materials and consumables and other external expenses		-	-
-Other external expenses		-	-
Profit or loss after taxation		-	1,219.73
Profit for the financial year		-	1,219.73

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Notes to the annual accounts
For the financial year ended 31 December 2022

NOTE 5 - FINANCIAL ASSETS

The movements for the financial year are as follows:

	Compartment 2
	Participating Interest
	EUR
Capital contributions - opening balance	24,878,354.73
additions for the year	5,994,875.11
repayments for the year	(2,410,000.00)
Capital contributions net of the investment - closing balance	28,463,229.84
Value adjustment as at 1 January 2022	36,749,777.27
Fair value gain recognised in the P&L	11,846,028.89
Value adjustment as at 31 December 2022	48,595,806.16
Financial assets - closing balance as at 31 December 2022	77,059,036.00
Financial assets - opening balance as at 1 January 2022	61,628,132.00

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 2022	203,725,000.00	29,814,000.00

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 2022 Compartment 2 made several drawdowns (Drawdowns 41-49) in the amount of EUR 5,994,875.11 (2021: EUR 5,874,375.11) and received one temporary recallable capital distribution (17) in the amount of EUR 2,410,000.00 (2021: EUR 8,736,250.04).

The fair value of the financial assets are derived from the valuation of the underlying fund using the NAV method as described in note 2.2.2. 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 were positive and amounted to EUR 11,846,028.89 (2021:14,146,739.93) . (Refer to Note 14).

NOTE 6 – DEBTORS

Debtors are composed as follows:

	General	Compartment 2	31/12/2022	31/12/2021
	EUR	EUR	Total	Total
			EUR	EUR
Net wealth tax advances	-	3,946.49	3,946.49	2,367.00
Receivable from General Compartment *	-	92,241.58	92,241.58	223,721.74
Sub-total	-	96,188.07	96,188.07	226,088.74
Elimination of intercompartment receivables*	-	(92,241.58)	(92,241.58)	(223,721.74)
Total	-	3,946.49	3,946.49	2,367.00

*Receivables from General Compartment comprises of excess transfer made against expenses paid by General Compartment on behalf of Compartment 2. These expenses mainly relate to accounting, audit and administrative fees.

Intercompartment receivable balances were eliminated from the combined balance sheet against intercompartment payable balances (refer to Note 10.3)

Intercompartment receivables are fees which have been paid by the capital compartment and which need to get reimbursed by compartment 2.

NOTE 7 – OWN SHARES

As at 31 December 2022, the Company does not hold any of its own shares (2021: EUR Nil).

NOTE 8 – CAPITAL AND RESERVES

8.1 Subscribed capital

As at 31 December 2022, 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.

NOTE 9 – PROVISIONS

Other provisions

As at 31 December 2022 "Other provisions" amounts to EUR 757,063.32 (2021: EUR 382,931.57) 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).

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For the financial year ended 31 December 2022

NOTE 10 – CREDITORS

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

Note	Within one year	After more than one year	Total	Total
	EUR	EUR	31/12/2022 EUR	31/12/2021 EUR
Non convertible loans	10.1	-	76,387,002.53	76,387,002.53
Amounts owed to credit institutions		-	-	-
Trade creditors	10.2	38,157.60	-	38,157.60
Other creditors	10.3	-	-	-
Total		38,157.60	76,387,002.53	76,425,160.13

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

	General	Compartments	31/12/2022	31/12/2021
	EUR	2 EUR	Total EUR	Total EUR
Nominal value of Astraesus Linked Notes	-	29,221,250.03	29,221,250.03	25,606,250.00
Value adjustment on Astraesus Linked Notes	-	47,165,752.50	47,165,752.50	35,812,822.41
Repayable amount	-	76,387,002.53	76,387,002.53	61,419,072.41

In accordance to section 8.9 of the "Conditions of the PLN Lux SA 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 ended 31 December 2022 the negative value adjustment on the notes is EUR 11,555,370.92 (2021: EUR 13,592,322.69). (Refer to Note 13).

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

During 2022 there were 7 drawdowns and 1 distribution in relation to the investment in LPE II LP. During 2022 there were 5 capital calls resulting in the ending value of EUR 29,221,250.03 (2021 : EUR 25,606,250.00) . The details of the drawdowns/distributions and the capital calls/redemptions are as follows:

Drawdown / (Distribution) for LPE II LP			Capital call for the notes	
Date	Amount EUR		Date	Amount EUR
10 February 2022	421,750.02		10 February 2022	421,750.00
14 April 2022	451,875.03		14 March 2022	451,875.00
8 April 2022	602,500.00		8 April 2022	602,500.01
06 June 2022	(2,410,000.28)		30 June 2022	783,250.00
16 June 2022	2,108,750.39		29 August 2022	1,355,625.00
1 July 2022	753,124.92			
22 July 2022	301,249.89			
29 August 2022	1,355,625.08			
Total	3,584,875.05			3,615,000.01

10.2 Trade creditors - becoming due and payable within one year

	General	Compartments	31/12/2022	31/12/2021
	EUR	2 EUR	Total EUR	Total EUR
Accounting fees	-	-	-	4,674.50
Audit fees	-	38,017.60	38,017.60	40,760.00
Other fees	-	140.00	140.00	140.00
Total	-	38,157.60	38,157.60	45,574.50

10.3 Other creditors

	General	Compartments	31/12/2022	31/12/2021
	EUR	2 EUR	Total EUR	Total EUR
Net wealth tax provision	-	-	-	4,881.95
Payable to General	-	-	-	-
Payable to Compartment 2	92,241.57	-	92,241.57	223,721.73
Sub-total	92,241.57	-	92,241.57	228,603.68
Elimination of intercompartment payables	(92,241.57)		(92,241.57)	(223,721.73)
Total	-	-	-	4,881.95

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NOTE 11 - OTHER OPERATING INCOME

	General EUR	Compartments 2 EUR	01/01/2022 to 31/12/2022 Total EUR	01/01/2021 to 31/12/2021 Total EUR
Equalisation provision	-	202,440.83	202,440.83	464.85
Total	-	202,440.83	202,440.83	464.85

NOTE 12 - OTHER EXTERNAL EXPENSES

Other external expenses are presented as follows:

	General EUR	Compartments 2 EUR	01/01/2022 to 31/12/2022 Total EUR	01/01/2021 to 31/12/2021 Total EUR
Accounting fees	-	(68,049.76)	(68,049.76)	(45,554.40)
Audit fees	-	(38,496.12)	(38,496.12)	(22,760.00)
Bank fees	-	(1,391.46)	(1,391.46)	(2,000.00)
IT fees	-	(1,200.00)	(1,200.00)	(1,200.00)
Other fees	-	(6,039.50)	(6,039.50)	(6,375.15)
Total	-	(115,176.84)	(115,176.84)	(77,889.55)

NOTE 13 - OTHER OPERATING EXPENSES

Other operating expenses are presented as follows:

	General EUR	Compartments 2 EUR	01/01/2022 to 31/12/2022 Total EUR	01/01/2021 to 31/12/2021 Total EUR
Equalization provision	-	(11,555,370.92)	(11,555,370.92)	(13,935,360.08)
Structuring commission	-	(374,131.75)	(374,131.75)	(126,993.54)
Total	-	(11,929,502.67)	(11,929,502.67)	(14,062,353.62)

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

	General EUR	Compartments 2 EUR	01/01/2022 to 31/12/2022 Total EUR	01/01/2021 to 31/12/2021 Total EUR
Fair value adjustment on LPE II LP fund	-	11,846,028.89	11,846,028.89	14,146,739.93
Total	-	11,846,028.89	11,846,028.89	14,146,739.93

The fair value adjustment reflects the changes in NAV of investment in LPE II LP. Please refer to Note 2.2.2 & 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 AND CONTINGENCIES

The Company has an outstanding commitment with LPE II LP Fund amounting to EUR 2,892,884 as at 31 December 2022 (2021: EUR 6,477,759) .
This outstanding commitment will be covered using the overdraft facility entered into with Schelhammer Capital Bank AG amounting to EUR 1,960,000.
There are no outstanding contingencies as at 31 December 2022.

NOTE 17 - STAFF

During the financial year ended 31 December 2022, the Company did not employ any staff (2021: nil).

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

In the financial year ended 31 December 2022 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 (2021: nil).

NOTE 19 - SUBSEQUENT EVENTS

After the financial year end, there were 2 drawdowns and 3 distributions in relation to the investment in LPE II LP. After the financial year end, there were 3 redemptions for the notes issued. The details of the drawdowns/distributions and the redemptions on the notes are as follows:

Date	Drawdown / (Distribution) for LPE II LP Amount EUR	Date	Redemption for the notes Amount EUR
12 January 2023	(7,230,000.01)	30 January 2023	(3,313,750.00)
30 January 2023	(3,012,499.98)	30 June 2023	(3,012,500.00)
14 March 2023	602,500.00	4 August 2023	(2,259,375.00)
9 May 2023	1,205,000.00		
31 July 2023	(1,054,375.00)		
15 December 2023	482,000.00		
Total	(9,007,374.99)		(8,585,625.00)

On 7 March 2023 the Board of Directors approved the creation of a new Compartment 3 and the issuance of the Score Capital Senior Notes I due 12/15.

On 24 March 2023 the Company, acting on behalf of its Compartment 3 entered into several Receivables Purchase Agreements with Score Capital AG in relation to the purchase of football receivables. The purchase of football receivables originally acquired by Score Capital AG from football companies and consisting of payment claims arising from and in connection with player transfer agreements between football companies.

On 29 March 2023 the Company, acting on behalf of its Compartment 3, transferred Score Capital Senior Notes II (ISIN DE000A3LE0C9), worth EUR 6,000,000.00 free of payment, to Score Capital AG.

On 6 October 2023 the Board of Directors approved the creation of a new Compartment 4 and the issuance of the Score Capital Senior Notes II due 10/26.

On 21 December 2023 the Company, acting on behalf of its Compartment 4, entered into several Receivables Purchase Agreements with Score Capital AG in relation to the purchase of football receivables. The purchase of football receivables originally acquired by Score Capital AG from football companies and consisting of payment claims arising from and in connection with player transfer agreements between football companies.

On 28 February 2024 the Company, acting on behalf of its Compartment 3, entered into Debt Purchase and Assignment Agreement with Score Capital AG, in relation to a repurchase of part of the receivables before their final maturity date.

On 7 March 2024 the Company, acting on behalf of its Compartment 4, transferred Score Senior Capital Notes II (ISIN DE000A3LPAS9), worth EUR 4.3 million, free of payment, to Score Capital AG.

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NOTE 19 - SUBSEQUENT EVENTS (CONTINUED)

On 5 April 2024 the Company, acting on behalf of its Compartment 3, issued a notice to noteholders pursuant to condition 11.1 of the terms and conditions of the Notes (ISIN DE000A3LE0C9) informing the noteholders about the partial redemption of the notes, in the amount of EUR 250,000.00, on the interest payment date 15 April 2024.

Other than the matters disclosed above, there were no other material events arising after the balance sheet date which could have an impact on these annual accounts.