

HYPO ALPE-ADRIA (JERSEY) II LIMITED
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST DECEMBER 2014

HYPO ALPE-ADRIA (JERSEY) II LIMITED

REPORT OF THE DIRECTORS

The Directors present their annual report and the audited financial statements of Hypo Alpe-Adria (Jersey) II Limited (the "Company") for the year ended 31st December 2014.

INCORPORATION

The Company was incorporated in Jersey, Channel Islands on 2nd September 2004, as a public company, under the Companies (Jersey) Law 1991.

ACTIVITIES

The principal activity of the Company was the issue of Non-cumulative Non-voting Preferred Securities (the "Preferred Securities"), the proceeds from which were used to grant HETA Asset Resolution AG ("HETA") a loan facility of €150,000,000 (the "Subordinated Loan", or "Loan"). HETA was formerly known as Hypo Alpe-Adria Bank International AG (or "HAA"), but changed its name to HETA Asset Resolution AG on 3rd November 2014, as referred to below. The Company's rights under the Loan Agreement were guaranteed by HETA under the terms of a Support Agreement (the Loan Agreement and the Support Agreement together comprising the "Issuer Assets"). The commercial effect of the Support Agreement is to give holders of the Preferred Securities rights that would be equivalent to their rights if the Preferred Securities had been issued by HETA itself. As referred to below, the Loan was cancelled on 27th April 2012 for €nil consideration, thereby leaving the Support Agreement as the sole remaining Issuer Asset. The Company's immediate and ultimate holding company is HETA.

As set out in the Offering Circular dated 7th October 2004, the Preferred Securities are only intended for highly sophisticated and knowledgeable investors who are capable of understanding and evaluating the risks involved in investing in them. The Preferred Securities are listed on the NYSE Euronext Amsterdam Stock Exchange.

BACKGROUND TO HETA

HETA is wholly owned by the Republic of Austria, which acquired 100% of the equity shares in HETA on 30th December 2009 as a result of the effect of the economic crisis on HETA at that time. The Commission of the European Union (the "Commission") approved the nationalisation of HETA subject to a series of restrictions and conditions to be met under an approved restructuring plan.

On 3rd September 2013, the European Commission (the "Commission") delivered a final ruling on the state aid investigation into HAA, which began in May 2009. The basis for the ruling was the final bank restructuring plan submitted at the end of June 2013. In accordance with this restructuring plan, on 18th March 2014, following a request by the Federal Minister of Finance, the Austrian government ruled in favour of the implementation of the conversion of HAA into a deregulated wind-down company under private law without any general state guarantee.

It was announced on 30th October 2014 that HAA's licence to conduct banking activities pursuant to the Austrian Banking Law had been terminated and that HAA will continue its operations as a wind-down entity. The preconditions for the deregulation of HAA were that it no longer undertakes any deposit transactions and no longer holds any qualified participations in credit institutions or financial securities firms. These requirements were fulfilled as a result of the restructuring. HAA changed its name to HETA Asset Resolution AG ("HETA") on 3rd November 2014.

In accordance with the notices issued to the holders of the Preferred Securities in March 2010, March 2011, March 2012, March 2013 and April 2014, HETA had an accumulated balance sheet loss as at the financial year ends 2009, 2010, 2011, 2012 and 2013 respectively. Consequently, due to insufficient distributable funds, the dividend payments on the Preferred Securities scheduled for: 7th October 2010, 2011, 2012, 2013 and 2014 respectively and 7th April 2010, 2011, 2012, 2013, 2014 and 2015 respectively were not made.

HETA announced on 24th April 2015 that it will be unable to publish its financial statements and consolidated financial statements for the financial year ended 31st December 2014 by 30th April 2015, but expects to be able to do so by the end of May 2015.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

REPORT OF THE DIRECTORS - (CONTINUED)

BACKGROUND TO HETA - (CONTINUED)

On 1st March 2015, the Austrian Financial Market Authority ("FMA"), in its capacity as the Austrian resolution authority, issued an administrative decision initiating the resolution of HETA in accordance with the Bundesgesetz über die Sanierung und Abwicklung von Banken ("Federal Act on the Recovery and Resolution of Banks" or "BaSAG") in accordance with the new European resolution regime for banks. The FMA has issued a decree imposing a temporary moratorium on the liabilities of HETA until 31st May 2016 against its creditors in accordance with BaSAG.

Immediately after the FMA's announcement, HETA published its own announcement detailing the background to the FMA's announcement. HETA stated that it was performing an asset quality review ("AQR") with the aim to re-evaluate its assets in consideration of the aim to wind-down the assets of HETA in a proper, best and quickest-possible manner. HETA stated that the initial results from the AQR became available during the evening of 27th February 2015. These initial results indicated a capital shortfall in the range between EUR 4.0 billion and EUR 7.6 billion. Although HETA was, at that time, still able to repay its debts and meet its liabilities when due, HETA's management board assessed that objective and specific indications within the meaning of art. 51 para. 1 no. 3 second half sentence of the BaSAG existed, which indicated that HETA would not be able to repay its debts and meet its liabilities when due in the near future.

HETA immediately reported these developments to its supervisory board and also informed its sole shareholder, the Republic of Austria, about such capital shortfall and inquired whether the Republic of Austria, in light of such new information and the effectiveness of the BaSAG, would be prepared to compensate the future liquidity shortfalls in 2016 and 2017 and the capital shortfall indicated by the AQR by undertaking appropriate measures.

On 1st March 2015, the Austrian Minister of Finance notified the FMA that no further measures in accordance with the Bundesgesetz über Maßnahmen zur Sicherung der Stabilität des Finanzmarktes ("Federal Act on Financial Market Stability" or "FinStaG") will be taken (i.e. HETA's future liquidity shortfalls in 2016 and 2017 and the capital shortfall indicated by the AQR will not be funded by the Republic of Austria). The notification was also brought to HETA's attention. On 1st March 2015, 4:50 pm, the FMA issued the decree on resolution measures with respect to HETA referred to above.

NON-GOING CONCERN

Under the terms of the Support Agreement between the Company and HETA, HETA has agreed to maintain the Company as a subsidiary for so long as any Preferred Securities shall remain in issue and has undertaken that, so long as any of the Preferred Securities are outstanding, unless HETA is itself in liquidation, HETA will not permit, or take any action to cause, the liquidation, dissolution or winding-up of the Issuer. Consequently, the Directors currently expect HETA to continue to cover the Company's operational expenses. In addition, under the terms and conditions of the Preferred Securities, any amount payable under such Preferred Securities would only arise concurrently with an equal and opposite amount receivable under the terms of the Issuer Assets. Therefore, the Directors currently have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

However, the Company is no longer considered to be a going concern due to the following facts already outlined under "Background to HETA": the fact that the Company is now a part of the Asset Resolution Wind Down Unit; the fact that the Republic of Austria has declared that it will not fund HETA's future liquidity shortfalls in 2016 and 2017; HETA's projected capital shortfall indicated by the AQR; and, the action taken by the FMA. Accordingly, the Directors have adopted the non-going concern basis in preparing these financial statements.

The Directors have been informed that the amount of net losses currently allocated to the Issuer Assets held by the Company significantly exceeds the principal amount of such Issuer Assets. Due to the further losses that are likely to be incurred as a result of the AQR, as described above, a repayment value of zero should therefore be expected upon the eventual wind-down of HETA. Consequently, the Directors currently expect that the redemption value of the Preferred Securities issued is also likely to be zero.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

REPORT OF THE DIRECTORS - (CONTINUED)

NON-GOING CONCERN - (CONTINUED)

Adoption of the non-going concern basis in preparing these financial statements has resulted in the following mis-match in accounting treatment under IFRS. The Issuer Assets are carried at an estimated recoverable amount of nil in the statement of financial position, whereas the Preferred Securities continue to be carried at the estimated fair value as at 31 December 2014 as indicated by the quoted market price on the Euronext Amsterdam Stock Exchange as at that date. This mis-match in accounting treatment has resulted in the statement of financial position showing the Company as being in a net liability position. However, as previously stated, the Directors currently expect that the redemption value of the Preferred Securities issued is also likely to be zero.

Adoption of the non-going concern basis in preparing these financial statements has also resulted in the Issuer Assets/Preferred Securities being re-classified from non-current to current assets/liabilities respectively.

CORPORATE GOVERNANCE

The Company is not legally subject to any corporate governance code. However, the Directors have internal controls and reviews in place. Due to the nature of the principal activity for which the Company has been established and the limited risk within the Company these internal controls are limited, but are deemed to be appropriate for the Company. Due to the nature of the principal activity, there are no management or supervisory bodies other than the Board of Directors, as listed below.

RESULTS AND DIVIDENDS

The loss for the year amounted to €293,200 (2013: €nil).

The Directors do not recommend the payment of a dividend for the year (2013: €nil).

DIRECTORS

The Directors who held office throughout the year and up to the date of approval of the financial statements were:

G.P. Essex-Cater

L.V. Pinnington

S.J. Hopkins

M.H. Russling

INDEPENDENT AUDITORS

Ernst & Young LLP have expressed their willingness to continue in office.

REGISTERED OFFICE

13 Castle Street, St Helier, Jersey, Channel Islands, JE4 5UT

SECRETARY

The Company Secretary is Sanne Secretaries Limited.

BY ORDER OF THE BOARD



Authorised Signatory

Sanne Secretaries Limited

Secretary

Date: 30 APRIL 2015

HYPO ALPE-ADRIA (JERSEY) II LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Jersey Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board. The financial statements are required by law to be properly prepared in accordance with the Companies (Jersey) Law 1991.

International Accounting Standard 1 requires that financial statements present fairly for each financial year the Company's financial position, financial performance and cash flows. This requires the fair representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the preparation and presentation of financial statements'. In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs. However, the Directors are also required to:

- * properly select and apply accounting policies;
- * present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- * make judgements and estimates that are reasonable and prudent;
- * provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- * make an assessment of the Company's ability to continue as a going concern unless it is inappropriate to presume that the Company will continue in business. As explained in the Report of the Directors and note 2 to the financial statements, the Directors do not believe it is appropriate to prepare these financial statements on a going concern basis.

The Directors are also responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991 and International Financial Reporting Standards. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT OF PERSONS RESPONSIBLE WITHIN THE ISSUER

With regard to Regulation 2004/109/EC of the European Union (the "EU Transparency Directive"), the Directors of the Company whose names appear on page 3 confirm to the best of their knowledge that the audited financial statements for the year ended 31st December 2014 give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company as required by the applicable accounting standards. The Report of the Directors gives a fair review of the development of the Company's business, financial position and the important events that have occurred during the financial year and their impact on the financial statements. The principal risks and uncertainties faced by the Company are disclosed in note 11 of these financial statements.

Signed on behalf of the Board of Directors

Director:



Date:

30.4.2015

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HYPO ALPE-ADRIA (JERSEY) II LIMITED

We have audited the financial statements of Hypo Alpe-Adria (Jersey) II Limited (the 'Company') for the year ended 31 December 2014 which comprise the Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards. The financial statements have been prepared on a non-going concern basis.

This report is made solely to the Company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and to express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements


In our opinion the financial statements:

- ▶ give a true and fair view of the state of the Company's affairs as at 31 December 2014 and of its result for the year then ended;
- ▶ have been properly prepared in accordance with International Financial Reporting Standards; and
- ▶ have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- ▶ proper accounting records have not been kept, or proper returns adequate for our audit have not been received from branches not visited by us; or
- ▶ the financial statements are not in agreement with the accounting records and returns; or
- ▶ we have not received all the information and explanations we require for our audit.



Christopher James Matthews, FCA
for and on behalf of Ernst & Young LLP
Jersey, Channel Islands
Date: 30 April 2015

HYPO ALPE-ADRIA (JERSEY) II LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31ST DECEMBER 2014

	<u>Notes</u>	<u>2014</u>	<u>2013</u>
ASSETS			
Non-current assets			
Issuer Assets	3	-	1,198,602
Current assets			
Issuer Assets	3	-	-
Cash and cash equivalents	4	2	2
TOTAL ASSETS		€ 2	€ 1,198,604
EQUITY AND LIABILITIES			
Capital and reserves			
Stated capital	6	2	2
Retained earnings		(293,200)	-
TOTAL SHAREHOLDERS' (DEFICIT)/EQUITY		(293,198)	2
Non-current liabilities			
Preferred Securities	5	-	1,198,602
Current liabilities			
Preferred Securities	5	293,200	-
TOTAL EQUITY AND LIABILITIES		€ 2	€ 1,198,604

The financial statements on pages 6 to 22 were approved and authorised for issue by the Board of Directors on the 30th day of April 2015 and were signed on its behalf by:

Director:

(The notes on pages 10 to 22 form part of these financial statements)

HYPO ALPE-ADRIA (JERSEY) II LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31ST DECEMBER 2014

	<u>Notes</u>	<u>2014</u>	<u>2013</u>
INCOME			
Gain on revaluation of Preferred Securities	5	905,402	5,134,518
EXPENDITURE			
Loss on revaluation of Issuer Assets	3	(1,198,602)	(5,134,518)
(LOSS)/RESULT FOR THE YEAR		<u>€ (293,200)</u>	<u>€ -</u>

Other comprehensive income

There were no items of other comprehensive income in either the current or prior year.

(The notes on pages 10 to 22 form part of these financial statements)

HYPO ALPE-ADRIA (JERSEY) II LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST DECEMBER 2014

	<u>Stated capital</u>	<u>Retained earnings</u>	<u>Total</u>
Balance at 1st January 2014	2	-	2
(Loss)/Result for the year	-	(293,200)	(293,200)
Balance at 31st December 2014	<u>€ 2</u>	<u>€ (293,200)</u>	<u>€ (293,198)</u>
Balance at 1st January 2013	2	-	2
Result for the year	-	-	-
Balance at 31st December 2013	<u>€ 2</u>	<u>€ -</u>	<u>€ 2</u>

(The notes on pages 10 to 22 form part of these financial statements)

HYPO ALPE-ADRIA (JERSEY) II LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31ST DECEMBER 2014

	<u>2014</u>	<u>2013</u>
Cash flows from operating activities		
(Loss)/Result for the year	(293,200)	-
Loss on revaluation of Issuer Assets	1,198,602	5,134,518
Gain on revaluation of Preferred Securities	(905,402)	(5,134,518)
	<hr/>	<hr/>
Net cash flow from operating activities	-	-
	<hr/>	<hr/>
Net change in cash and cash equivalents	-	-
Cash and cash equivalents at the beginning of the year	2	2
	<hr/>	<hr/>
Cash and cash equivalents at the end of the year	€ 2	€ 2
	<hr/> <hr/>	<hr/> <hr/>

(The notes on pages 10 to 22 form part of these financial statements)

HYPO ALPE-ADRIA (JERSEY) II LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 2014

1. GENERAL INFORMATION

Hypo Alpe-Adria (Jersey) II Limited (the "Company") was incorporated in Jersey, Channel Islands on 26th June 2001, as a public company, under the Companies (Jersey) Law 1991. The principal activity of the Company was the issue of Non-cumulative Non-voting Preferred Securities (the "Preferred Securities"). The proceeds from the Preferred Securities were used to grant HETA Asset Resolution AG ("HETA") a loan facility of €150,000,000 (the "Subordinated Loan", or "Loan"). HETA was formerly known as Hypo Alpe-Adria Bank International AG (or "HAA"), but changed its name to HETA Asset Resolution AG on 3rd November 2014.

The Company's rights under the Loan Agreement were guaranteed by HETA under the terms of a Support Agreement. The Loan Agreement and Support Agreement were entered into concurrently and in contemplation of each other. Consequently, these agreements were considered together to comprise the "Issuer Assets". The commercial effect of the Support Agreement is to give holders of the Preferred Securities rights that would be equivalent to their rights if the Preferred Securities had been issued by HETA itself. The Loan was cancelled on 27th April 2012 for €nil consideration, thereby leaving the Support Agreement as the sole remaining Issuer Asset, hereafter referred to as the "Issuer Assets". The Preferred Securities are listed on the NYSE Euronext Amsterdam Stock Exchange.

2. ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These accounting policies have been consistently applied to all the periods presented unless otherwise stated.

Basis of accounting

These financial statements, which give a true and fair view, have been prepared on the historical cost basis, as modified by the revaluation of the Issuer Assets and the Preferred Securities, in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee.

Non-going concern

Under the terms of the Support Agreement between the Company and HETA, HETA has agreed to maintain the Company as a subsidiary for so long as any Preferred Securities shall remain in issue and has undertaken that, so long as any of the Preferred Securities are outstanding, unless HETA is itself in liquidation, HETA will not permit, or take any action to cause, the liquidation, dissolution or winding-up of the Issuer. Consequently, the Directors currently expect HETA to continue to cover the Company's operational expenses. In addition, under the terms and conditions of the Preferred Securities, any amount payable under such Preferred Securities would only arise concurrently with an equal and opposite amount receivable under the terms of the Issuer Assets.

However, the Company is no longer considered to be a going concern due to the following facts already outlined under "Background to HETA" on page 1: the fact that the Company is now a part of the Asset Resolution Wind Down Unit; the fact that the Republic of Austria has declared that it will not fund HETA's future liquidity shortfalls in 2016 and 2017; HETA's projected capital shortfall indicated by the AQR; and, the action taken by the FMA. Accordingly, the Directors have adopted the non-going concern basis in preparing these financial statements.

The Directors have been informed that the amount of net losses currently allocated to the Issuer Assets held by the Company significantly exceeds the principal amount of such Issuer Assets and therefore a repayment value of zero should be expected. Consequently the Directors currently expect that the redemption value of the Preferred Securities issued is also likely to be zero.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

2. ACCOUNTING POLICIES - (CONTINUED)

New Accounting Standards, amendments to existing Accounting Standards and/or interpretations of existing Accounting Standards (separately or together, "New Accounting Requirements") adopted during the current year

The Directors have assessed the impact, or potential impact, of all New Accounting Requirements. In the opinion of the Directors, there are no mandatory New Accounting Requirements applicable in the current year that had any material effect on the reported performance, financial position, or disclosures of the Company. Consequently, no mandatory New Accounting Requirements are listed. The Company has not early adopted any New Accounting Requirements that are not mandatory in the current year.

Non-mandatory New Accounting Requirements adopted during the current year

In the Directors' opinion, there are no non-mandatory New Accounting Requirements that are either permitted to be adopted, or would have a material effect on the reported performance, financial position, or disclosures of the Company. Consequently, no such non-mandatory New Accounting Requirements have either been adopted, or listed.

Use of estimates, judgements and assumptions

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the period. Actual results could differ from those estimates. Details of such estimates are provided in note 11 to the financial statements.

Financial assets at fair value through profit or loss

The Issuer Assets are perpetual financial instruments, redeemable at the option of HETA. The contractual terms of the Issuer Assets do not give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, as described under paragraph 4.1.3 of IFRS 9. Consequently, the Issuer Assets are classified as a financial asset at fair value through profit or loss ("FVTPL"). Upon initial recognition, the Issuer Assets were measured at fair value excluding transaction costs that were directly attributable to the acquisition of such assets. Subsequently, they were measured at fair value with changes thereof being recognised directly in the statement of comprehensive income. Due to adoption of the non-going concern basis as referred to above, the Issuer Assets are now measured at their recoverable amount, which is estimated to be nil and has also resulted in the Issuer Assets being re-classified from non-current to current assets.

Financial assets at FVTPL are derecognised when the rights to receive cash flows have expired or the Company has transferred substantially all risks and rewards of ownership.

Non- restatement of comparative period balances

Adoption of the non-going concern basis of accounting represents a change in accounting policy. However, this change in accounting policy has had no effect upon the balances previously reported. Consequently, the comparative period balances have not been restated.

Impairment

As required by IAS 39 and IFRS 9, all financial assets, except those carried at fair value through profit or loss, are subject to review for impairment at each reporting date. However, the Company's only material financial assets (the "Issuer Assets") are classified as at FVTPL and are therefore not subject to review for impairment.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

2. ACCOUNTING POLICIES - (CONTINUED)

Preferred Securities

Preferred Securities were designated at FVTPL, as permitted under IFRS 9, in order to eliminate or reduce the accounting mismatch that would otherwise occur in the Company's statement of financial position and statement of comprehensive income if the Issuer Assets were to be measured at FVTPL whilst the Preferred Securities would otherwise be measured at amortised cost. Consequently the Preferred Securities are initially and subsequently measured at FVTPL. The Directors have considered the characteristics of the Preferred Securities, and the requirements of "Financial Instruments: Presentation" ("IAS 32"), and consider that the most appropriate classification of these securities is debt. Adoption of the non-going concern basis in preparing these financial statements has resulted in the Preferred Securities being re-classified from non-current to current liabilities.

Financial liabilities at FVTPL are derecognised when the company has transferred substantially all of its financial obligations relating thereto.

Fair value estimation

Fair value is 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 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 is based on quoted market prices at the reporting date.

The Preferred Securities issued by the Company are listed on a recognised stock exchange. In the Directors' opinion, although only limited liquidity may exist for these securities at certain times, the market for the Preferred Securities should be considered to be an active market. Accordingly, in the absence of other suitable alternatives, the Directors consider that the best available estimate of the fair value of the Preferred Securities is provided by the last traded market price on or before the financial reporting date, being: 1.25% and 5.11% as at 31st December 2014 and 2013 respectively.

As noted in the Report of the Directors, the Directors have been informed that the amount of net losses currently allocated to the Issuer Assets held by the Company significantly exceeds the principal amount of such Issuer Assets. Due to the further losses that are likely to be incurred as a result of the AQR, as described in the Report of the Directors, a repayment value of zero should therefore be expected upon the eventual wind-down of HETA and the Directors currently expect that the redemption value of the Preferred Securities issued is also likely to be zero. However, this information was not available to the Directors as at 31st December 2014. Consequently, the Directors have continued to use the measurement basis described above to estimate the fair value of the Preferred Securities as at 31st December 2014, consistent with prior years.

The Directors note that the Issuer Assets are neither quoted nor actively traded. The Company's liabilities under the Preferred Securities are at all times matched by its Issuer Assets by an equal and opposite amount. Consequently, in the Directors' opinion, the estimated fair value of the Issuer Assets was previously equal and opposite to the estimated fair value of the Preferred Securities. However, due to adoption of the non-going concern basis as referred to above, the Issuer Assets are now measured at their recoverable amount, which is estimated to be nil as at 31st December 2014.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

2. ACCOUNTING POLICIES - (CONTINUED)

Fair value estimation - (continued)

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.

The Preferred Securities and the related accrued interest thereon are currently classified within Level 1 of the fair value hierarchy on the basis that the market for the Preferred Securities is an active market as defined by IFRS 13. If the market for the Preferred Securities should become inactive during any future reporting period and remain inactive as at such reporting period end, then the Preferred Securities and the related accrued interest thereon would be reclassified within Level 2 of the fair value hierarchy. Similarly, should quoted prices no longer be available during any future reporting period and remain unavailable as at such reporting period end, then the Preferred Securities and the related accrued interest thereon would be reclassified within Level 3 of the fair value hierarchy.

The estimated fair values of the Issuer Assets and the Preferred Securities are disclosed in note 11.

The level of reliance that can be placed upon estimated fair values is limited and the fair values disclosed may, or may not, be reasonable estimates of the prices at which a trade could have taken place at the reporting date. Due to the limited liquidity of the market in the Preferred Securities, the actual amount that could have been realised by a holder of the Preferred Securities could have been significantly different from the prices disclosed above.

Stated capital

Ordinary shares are not redeemable and are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Segmental reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses. The Directors perform regular reviews of the operating results of the Company and make decisions using financial information at the entity level only. Accordingly, the Directors believe that the Company has only one reportable operating segment.

The Directors are responsible for ensuring that the Company carries out business activities in line with the transaction documents. They may delegate some or all of the day to day management of the business, including the decisions to purchase and sell securities, to other parties both internal and external to the Company. The decisions of such parties are reviewed on a regular basis to ensure compliance with the policies and legal responsibilities of the Directors. Therefore the Directors retain full responsibility as to the major allocation decisions of the Company.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

3. ISSUER ASSETS	<u>2014</u>	<u>2013</u>
<i>Issuer Assets (principal amount):</i>		
Opening balance as at 1st January	23,456,000	23,456,000
	<hr/>	<hr/>
Closing balance as at 31st December	€ 23,456,000	€ 23,456,000
	<hr/> <hr/>	<hr/> <hr/>
<i>Issuer Assets (carrying amount)</i>		
Opening balance as at 1st January	1,198,602	6,333,120
Loss on revaluation of Issuer Assets	(1,198,602)	(5,134,518)
	<hr/>	<hr/>
Closing balance as at 31st December	€ -	€ 1,198,602
	<hr/> <hr/>	<hr/> <hr/>

The net proceeds from the issue of the Preferred securities of €150,000,000 were used by the Company to grant a loan facility (the "Loan") to HETA, with HETA also providing a Support Agreement. The Loan Agreement and Support Agreement were entered into concurrently and in contemplation of each other. Consequently, these agreements were considered together to comprise the "Issuer Assets".

The Loan was granted on 7th October 2004 under the terms and conditions, detailed in the Facility Agreement between the Company and HETA. On 27th April 2012, the Loan Agreement was terminated for €nil consideration by mutual consent between the Company and HETA, with the Company's rights under the Issuer Assets subsequently being represented by the Support Agreement only. The Loan bore interest initially at a fixed rate of 6.50% per annum, with the first coupon being receivable in arrears on 7th October 2005. Thereafter the facility bore interest at a rate equal to the relevant Reference Rate plus a margin of 0.15%, subject to a cap of 8%, payable semi-annually in arrears every 7th April and 7th October following the first payment. Payment of interest was receivable only if the amount of interest due was available from annual profits of HETA's previous fiscal year (before movement of reserves). The relevant Reference Rate was the 10-year mid swap rate in Euro versus 6M EURIBOR.

The Support Agreement (formerly the Loan) has no fixed repayment date, however HETA had the option to repay the Loan in full on 7th October 2011, and is permitted to exercise such option on any interest payment date thereafter, subject to giving the Company 30 days prior notice.

The obligations under the Support Agreement (Issuer Assets) constitute unsecured and subordinated obligations of HETA ranking pari passu among themselves and pari passu with all other subordinated obligations of HETA. In the event of the dissolution, liquidation or bankruptcy of HETA, the obligations under the Support Agreement may be satisfied only after the non-subordinated claims of creditors have been satisfied, so that in any such event no amounts shall be payable in respect of the Support Agreement until the claims of all unsubordinated creditors of HETA shall have been satisfied in full.

No interest was received under the Support Agreement during the current year and previous year due to insufficient distributable profits arising at HETA. Consequently, no dividends were paid on the Preferred Securities.

The Directors have been informed that the amount of net losses currently allocated to the Issuer Assets held by the Company exceeds its principal amount and therefore a repayment value of zero should be expected.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

4. CASH AND CASH EQUIVALENTS	<u>2014</u>	<u>2013</u>
Sanne Trust Company Limited - client account	€ 2	€ 2
	<u> </u>	<u> </u>
5. PREFERRED SECURITIES	<u>2014</u>	<u>2013</u>
<i>Preferred Securities (principal amount):</i>		
Opening balance as at 1st January	23,456,000	23,456,000
	<u> </u>	<u> </u>
Closing balance as at 31st December	€ 23,456,000	€ 23,456,000
	<u> </u>	<u> </u>
<i>Preferred Securities (carrying amount)</i>		
Opening balance as at 1st January	1,198,602	6,333,120
Gain on revaluation of Preferred Securities	(905,402)	(5,134,518)
	<u> </u>	<u> </u>
Closing balance as at 31st December	€ 293,200	€ 1,198,602
	<u> </u>	<u> </u>

150,000 Fixed/Floating Rate Non-cumulative Non-voting Preferred Securities (the "Preferred Securities"), each bearing a liquidation preference of €1,000 per Preferred Security (i.e. an aggregate liquidation preference of €150,000,000), were issued by the Company on 7th October 2004 under the terms of an Offering Circular dated 7th October 2004 (the "OC").

The Preferred Securities paid dividends initially at a rate of 6.50% per annum, with the first dividend amount payable in arrears on 7th October 2005. Thereafter the Preferred Securities pay dividends at a rate equal to the prevailing reference rate plus a margin of 0.15% per annum, subject to a cap of 8%, payable semi-annually in arrears every 7th April and 7th October following the fixed payment. The prevailing reference rate is the 10-year mid swap rate in Euro versus 6M EURIBOR.

A Support Agreement was entered into on 7th October 2004 between the Company and HETA as the Support Provider. Under this Agreement HETA undertakes to provide the Company with financial support, but HETA is not obliged to make any payment to the Company to the extent that such a payment would exceed HETA's distributable funds for the prior fiscal year or to the extent that such a payment would exceed HETA's annual surplus pursuant to HETA's own financial statements as at the reporting date immediately preceding the dividend payment date. The commercial effect of the Support Agreement is to give holders of the Preferred Securities rights that would be equivalent to their rights if the Preferred Securities had been issued by HETA itself.

The Preferred Securities are perpetual and therefore have no specified maturity date. The Preferred Securities are redeemable only at the option of the Company, in whole but not in part, from and including 7th October 2011 and on any interest payment date thereafter, upon giving the holders not less than 30 days notice. The Company may only redeem the Preferred Securities with the prior consent of HETA. Dividends on the Preferred Securities are payable on each Dividend Date at the rate specified in the Statement of Rights of the Preferred Securities as set out in the OC if the conditions specified therein are met.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

5. PREFERRED SECURITIES - (CONTINUED)

The Company's obligation to pay a dividend on the Preferred Securities on any given Dividend Date will at all times be matched by the Company's right to receive an equal and opposite amount from HETA under the terms of the Issuer Assets (see note 3). However, in the event that one or more dividends are not payable, such dividends are non-cumulative (i.e. the right of the holders of the Preferred Securities to receive such dividends lapses) and no interest is payable on such unpaid dividends. In the event of the winding-up of the Company or the dissolution or winding-up of HETA, holders of the Preferred Securities will be entitled to receive for each Preferred Security a liquidation preference of €1,000 plus any accrued and unpaid dividends. The Preferred Securities are listed on the Euronext Amsterdam Stock Exchange.

As no interest was received from the Support Agreement (Issuer Assets) during the current year and prior year, no corresponding dividend payments were made to the holders of the Preferred Securities on the relevant dividend payment dates.

As disclosed in notes 1 and 3, due to the net losses currently allocated to the Issuer Assets held by the Company, the expected redemption value of the Preferred Securities issued is likely to be zero.

6. STATED CAPITAL

2014

2013

AUTHORISED:

Unlimited number of Ordinary Shares of no par value

ISSUED AND FULLY PAID:

2 Ordinary shares issued at €1 each

€	2	€	2
	<u> </u>		<u> </u>

The Company has issued 2 ordinary shares at €1 each. These shares entitle holders to voting rights at any general meeting of the Company, to ordinary dividends as may be declared by the Directors from time to time, and to participate in the winding up of the Company.

The Company is not subject to externally imposed capital requirements.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

7. TAXATION

Profits arising in the Company are subject to Jersey Income Tax at the rate of 0% (2013: 0%)

8. ULTIMATE CONTROLLING PARTY

The Company's immediate and ultimate holding company is HETA, a company incorporated in Austria.

9. EXPENSES

HETA has agreed to cover the Company's ongoing operational expenses under the terms of the Support Agreement.

10. RELATED PARTIES

Each of G.P. Essex-Cater, L.V. Pinnington and S.J. Hopkins is a Director of Sanne Corporate Services Limited, a company which provides administration services to the Company at commercial rates. S.J. Hopkins is also a Director of Sanne Secretaries Limited, a company which provides secretarial services to the Company at commercial rates.

M.H. Russling is an employee and officer of HETA and therefore should be regarded as interested in any transaction with HETA and the subsidiaries and affiliates of the same. Details of transactions with HETA are disclosed in the notes to the financial statements.

11. FINANCIAL RISK MANAGEMENT

Financial risk factors

The principal activity of the Company was the issue of Preferred Securities, the proceeds from which were used to grant a Loan to HETA. The strategies used by the Company in achieving its objectives regarding the use of its financial assets and liabilities were set when the Company entered into the transactions. The Company has matched the properties of its financial liabilities to its assets to avoid significant elements of risk generated by credit risk, liquidity risk and market risks such as interest rate risk, currency rate risk and price risk.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

11. FINANCIAL RISK MANAGEMENT - (CONTINUED)

Fair values

The table below presents the fair values of the Company's assets and liabilities.

	<u>2014</u>		<u>2013</u>	
	Principal Amount	Fair value	Principal Amount	Fair value
Financial assets:				
Support Agreement / Issuer Assets	€ 23,456,000	€ 293,200	€ 23,456,000	€ 1,198,602
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Financial liabilities:				
Preferred Securities	€ (23,456,000)	€ (293,200)	€ (23,456,000)	€ (1,198,602)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

As at 31st December 2014, the last traded market price on the Euronext Amsterdam Stock Exchange for the Preferred Securities was 1.25% (31st December 2013: 5.11%). In the opinion of the Directors, the fair value of the Support Agreement/Issuer Assets held was previously approximately equal and opposite to the fair value of the Preferred Securities, as the terms and conditions of the Preferred Securities are equal and opposite to those of the Support Agreement/Issuer Assets and the credit risk attached to both the Preferred Securities and the Support Agreement/Issuer Assets are similar, being in each case closely related to that of HETA. In the opinion of the Directors, it was not practicable to estimate with sufficient reliability any difference in fair value between the Support Agreement/Issuer Assets and the Preferred Securities and any such difference in fair value that might exist was not expected to be significant. However, due to adoption of the non-going concern basis, the Issuer Assets are now measured at their recoverable amount, which is estimated to be nil as at 31st December 2014.

Fair value hierarchy

The Directors previously considered that the market for the Preferred Securities was an active market as defined by IFRS 13. Consequently, the fair value of the Preferred Securities was previously classified within Level 1 of the fair value hierarchy. However, the Directors now consider that the market for the Preferred Securities is no longer an active market as defined by IFRS 13. Consequently, the fair value of the Preferred Securities is now classified within Level 2 of the fair value hierarchy. The fair value of the Issuer Assets was previously derived directly from the quoted price of the Preferred Securities without adjustment. Consequently, the fair value of the Issuer Assets was previously classified within Level 2 of the fair value hierarchy. The recoverable amount of nil for the Issuer Assets has been estimated based primarily upon the public announcements referred to in note 14, which are considered to be observable inputs. Consequently, in the Directors' opinion, the fair value of the Issuer Assets should continue to be classified within Level 2 of the fair value hierarchy.

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

11. FINANCIAL RISK MANAGEMENT - (CONTINUED)

Market risk

Interest rate risk

The Company finances its operations through the issue of Preferred Securities upon which dividends are payable. Dividend payments under the Preferred Securities are non-cumulative and are equal and opposite to amounts receivable from HETA under the Support Agreement (Issuer Assets). Amounts receivable under the Support Agreement precisely match any amounts payable under the Preferred Securities. Therefore the Directors believe that there is no material interest rate risk to the Company.

			<u>2014</u>			<u>2013</u>	
	Interest charging basis	Effective interest rate	€	Principal amount	Effective interest rate	€	Principal amount
<i>Financial assets:</i>							
Issuer Assets	Fixed/Floating	0.000%	€	23,456,000	0.000%	€	23,456,000
<i>Financial liabilities:</i>							
Preferred Securities	Fixed/Floating	0.000%	€ (23,456,000)	0.000%	€ (23,456,000)

Currency rate risk

As all the Company's assets and liabilities are denominated in Euros the Directors believe that there is no material currency risk to the Company.

Other price risk

In the opinion of the Directors, there are no foreseeable other price risks that might affect the fair values of the Company's financial instruments.

Sensitivity analysis

As previously disclosed, the Issuer Assets are now carried at an estimated recoverable amount of nil, whilst the Preferred Securities continue to be carried at their estimated fair value as indicated by the quoted market price on the Euronext Amsterdam Stock Exchange. Consequently, any change in the fair value of the Preferred Securities would have a corresponding effect on the Company's statement of financial position. However, as also previously disclosed, the Directors currently expect that the redemption value of the Preferred Securities issued is also likely to be zero. Consequently, in the Directors opinion, there is no material market risk to the Company.

IFRS 7 requires disclosure of "a sensitivity analysis for each type of market risk to which the entity is exposed at the reporting date, showing how profit or loss and equity would have been affected by changes in the relevant risk variable that were reasonably possible at that date." As stated, whilst the financial instruments held by the Company are separately exposed to interest rate risk and market price risk, the Company itself is not exposed to market risk overall. Therefore, in the Directors' opinion, no sensitivity analysis is required to be disclosed. In addition, the estimated recoverable amount and fair value, as applicable, have been derived entirely from observable information.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

11. FINANCIAL RISK MANAGEMENT - (CONTINUED)

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's principal financial asset is the Support Agreement (Issuer Assets) entered into with HETA, from which all of the Company's income is derived. Credit risk arises principally from this Support Agreement. The maximum exposure to credit risk, expressed as the gross principal amount of the Issuer Assets outstanding rather than the carrying value of such Issuer Assets, without taking into account any collateral held or other credit enhancements is as follows:

	<u>2014</u>	<u>2013</u>
Support Agreement / Issuer Assets	23,456,000	23,456,000
Cash and cash equivalents	2	2
	<hr/>	<hr/>
	€ 23,456,002	23,456,002
	<hr/> <hr/>	<hr/> <hr/>

The Directors believe that there is no material credit risk to the Company since dividend and principal payments under the Preferred Securities are non-cumulative, and are equal and opposite to amounts receivable from HETA under the Support Agreement (Issuer Assets). In the event that HETA is unable to repay the full principal amount of the remaining Support Agreement (Issuer Assets) balance, such loss would be borne by the holders of the Preferred Securities, not by the Company.

The carrying value of the Issuer Assets in the Company's statement of financial position is nil. Consequently, the Company has no further exposure to credit losses.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Distribution payments under the Preferred Securities are non-cumulative, and are equal and opposite to amounts receivable from HETA under the Support Agreement (Issuer Assets).

Due to the nature of the Company's operations, the Directors consider the net liquidity risk faced by the Company to be minimal. The most significant cash outflow consists of the payment of interest on the Preferred Securities. The timing of its cash outflows fall due on the same dates as the cash inflows from the Support Agreement (Issuer Assets). The Company's expenses are paid on its behalf by HETA and therefore the Directors consider its available cash resources to be sufficient.

HYPO ALPE-ADRIA (JERSEY) II LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

11. FINANCIAL RISK MANAGEMENT - (CONTINUED)

Maturity of financial assets and liabilities

The expected maturity profile of the Company's financial assets and liabilities is as follows (at principal amount):

	<u>2014</u> Financial Assets	<u>2014</u> Financial Liabilities	<u>2013</u> Financial Assets	<u>2013</u> Financial Liabilities
In less than one year	2	-	2	-
In more than one year	23,456,000	(23,456,000)	23,456,000	(23,456,000)
	<u>€ 23,456,002</u>	<u>€ (23,456,000)</u>	<u>€ 23,456,002</u>	<u>€ (23,456,000)</u>

Although the Company is no longer considered to be a going concern, it might yet take several years to achieve a solvent wind up of HETA. Consequently, it might potentially be several years before the maturity of the Company's financial assets and liabilities. However, it is also reasonably possible that HETA might be liquidated as soon as possible after the end of the temporary moratorium on the liabilities of HETA, which is currently scheduled to expire on 31st May 2016. In such event, it is likely that the Company's financial assets and liabilities would mature upon liquidation of HETA. No interest or dividends are included above due to the current financial position of HETA. Please refer to notes 3 and 5 for details.

12. OPERATING SEGMENTS

Geographical information

All the Company's revenues are generated from Austria.

Non-current assets

The Company does not have any non-current assets.

Major investment company

The Company derived 100% (2013: 100%) of its revenues from a single entity (HETA).

13. CAPITAL MANAGEMENT

The Company's original objective, when managing its capital, was to safeguard the Company's ability to continue as a going concern whilst the Company's financial assets and liabilities remained in issued. In order to maintain this, the Company's financial assets and liabilities and the relative underlying terms and conditions were exactly matched. The transactions were designed to enable the Company to pay its liabilities as they fall due only, without realising a return on capital. The level of interest income and interest expense were exactly matched and were established on incorporation of the Company in order that the Company should realise a net result of €nil each period.

Due to the events described in the Report of the Directors, the Company is no longer considered to be a going concern. However, HETA currently continues to have responsibility for meeting the Company's expenses. Consequently, in the Directors' opinion, the Company currently remains solvent. Except for the foregoing, there were no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 2014

14. SUBSEQUENT EVENTS

As noted in the Report of the Directors, on 1st March 2015, the Austrian Financial Market Authority ("FMA"), in its capacity as the Austrian resolution authority, issued an administrative decision initiating the resolution of HETA in accordance with the Bundesgesetz über die Sanierung und Abwicklung von Banken ("Federal Act on the Recovery and Resolution of Banks" or "BaSAG") in accordance with the new European resolution regime for banks. The FMA has issued a decree imposing a temporary moratorium on the liabilities of HETA until 31.05.2016 against its creditors in accordance with BaSAG.

Immediately after the FMA's announcement, HETA published its own announcement detailing the background to the FMA's announcement. HETA stated that it was performing an asset quality review ("AQR") with the aim to re-evaluate its assets in consideration of the aim to wind-down the assets of HETA in a proper, best and quickest-possible manner. HETA stated that the initial results from the AQR became available during the evening of 27th February 2015. These initial results indicated a capital shortfall in the range between EUR 4.0 billion and EUR 7.6 billion. Although HETA was, at that time, still able to repay its debts and meet its liabilities when due, HETA's management board assessed that objective and specific indications within the meaning of art. 51 para. 1 no. 3 second half sentence of the BaSAG existed, which indicated that HETA would not be able to repay its debts and meet its liabilities when due in the near future.

HETA immediately reported these developments to its supervisory board and also informed its sole shareholder, the Republic of Austria, about such capital shortfall and inquired whether the Republic of Austria, in light of such new information and the effectiveness of the BaSAG, would be prepared to compensate the future liquidity shortfalls in 2016 and 2017 and the capital shortfall indicated by the AQR by undertaking appropriate measures.

On 1st March 2015, the Austrian Minister of Finance notified the FMA that no further measures in accordance with the Bundesgesetz über Maßnahmen zur Sicherung der Stabilität des Finanzmarktes ("Federal Act on Financial Market Stability" or "FinStaG") will be taken (i.e. HETA's future liquidity shortfalls in 2016 and 2017 and the capital shortfall indicated by the AQR will not be funded by the Republic of Austria). The notification was also brought to HETA's attention. On 1st March 2015, 4:50 pm, the FMA issued the decree on resolution measures with respect to HETA referred to above.

The Directors have been informed that the amount of net losses currently allocated to the Issuer Assets held by the Company significantly exceeds the principal amount of such Issuer Assets. Due to the further losses that are likely to be incurred as a result of the AQR, as described in the Report of the Directors, a repayment value of zero should therefore be expected upon the eventual wind-down of HETA. Consequently the Directors currently expect that the redemption value of the Preferred Securities issued is also likely to be zero. However, this information was not available to the Directors as at 31st December 2014. Consequently, the Directors continued to use the quoted price of the Preferred Securities in order to estimate the fair value of its financial instruments as at 31st December 2014, this measurement basis being consistent with prior years.

The Company is no longer considered to be a going concern due to the following facts already outlined previously: the fact that the Company is now a part of the Asset Resolution Wind Down Unit; the fact that the Republic of Austria has declared that it will not fund HETA's future liquidity shortfalls in 2016 and 2017; HETA's projected capital shortfall indicated by the AQR; and, the action taken by the FMA. Accordingly, the Directors have adopted the non-going concern basis in preparing these financial statements.

HETA announced on 24th April 2015 that it will be unable to publish its financial statements and consolidated financial statements for the financial year ended 31st December 2014 by 30th April 2015, but expects to be able to do so by the end of May 2015. Due to insufficient distributable funds, the dividend payment on the Preferred Securities scheduled for 7th April 2015 was not made.