

# **Annual Report 2023**

**NIBC SB Covered Bond Company B.V.**

**Amsterdam, The Netherlands**

NIBC SB Covered Bond Company B.V.  
Basisweg 10  
1043 AP Amsterdam  
The Netherlands  
Chamber of Commerce: 86021869

**forvis  
mazars**

Forvis Mazars Accountants N.V.  
Initialed for  
identification purposes only  
CvO | 24-06-2024

## CONTENTS

Page

### FINANCIAL REPORT

1	Director's report	4
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### FINANCIAL STATEMENTS

1	Balance sheet as at 31 December 2023	8
2	Income statement for the year ended 31 December 2023	9
3	Cash flow statement 2023	10
4	Notes to the Financial Statements	11
5	Other disclosure	18

### OTHER INFORMATION

1	Statutory appropriation of profit	20
2	Independent auditor's report	20

## FINANCIAL REPORT

## **1 DIRECTOR'S REPORT**

### **1.1 Activities**

NIBC SB Covered Bond Company B.V. (hereinafter "the Company" or "CBC") was incorporated as a private company with limited liability under the laws of the Netherlands on 4 April 2022. The registered office of the Company is Basisweg 10, 1043 AP Amsterdam, The Netherlands. The managing director of the Company is Intertrust Management B.V., Basisweg 10, 1043 AP Amsterdam, the Netherlands.

The Company guarantees, under the Trust Deed, the payment of interest and principal payable under the Covered Bonds ("the Bonds") issued by NIBC Bank N.V. ("the Issuer"), which is located at Carnegieplein 4, 2517 KJ, Den Haag. As consideration for the Company to meet its obligation under the issued guarantee, the Issuer will legally transfer eligible assets to the Company. The Issuer transferred eligible mortgage loans ("Mortgage Loans") to the Company through a silent assignment ('stille cessie'). Prior the occurrence of an Assignment Notification Event, or if the asset cover test has been breached or if a Notice to pay/CBC Acceleration Notice has been served, the Issuer is entitled to all proceeds in relation to the transferred eligible assets. If one or more of the previously mentioned events occur or a notice has been issued, the Company will be entitled to all proceeds in relation to the transferred assets, in order to fulfil its obligation under the issued guarantee to pay interest and principal on the Bonds.

The objectives of the Company are, in the framework of a soft bullet covered bond programme of the Issuer, (a) to issue guarantees in favour of holder of covered bonds issues by NIBC Bank N.V. (b) to acquire, purchase, conduct the management of, dispose of and to encumber assets including receivables under or in connection with loans granted by a third party or by third parties and to exercise any rights connected to such assets, (c) to acquire monies to finance the acquisition of the assets including the receivables mentioned under (a), by way of issuing notes or other securities or by way of entering into loan agreements, (d) to on-lend and invest any funds held by the CBC, (e) to hedge interest rate and other financial risks, amongst others by entering into derivatives agreements, such as swaps, (f) in connection with the foregoing: (i) to borrow funds and (ii) to grant security rights or to release security rights to third parties, and (g) to do anything which, in the widest sense of the words, is connected with or may be conducive to the attainment of these objects.

Since the issuance of the first series of Bonds neither an Assignment Notification Event, nor a breach of the asset cover test has occurred nor has a Notice to pay or a CBC Acceleration Notice been served. Therefore, the Issuer has the economic ownership of the Mortgage Loans. The Company is consolidated by the Issuer.

The Issuer may issue, under the Soft Bullet Covered Bond Programme, various series of Covered Bonds with a total nominal amount of EUR 10 billion (hereafter the "Covered Bond Programme"). On 16 June 2022, the Issuer issued a first series of Bonds in a total nominal amount of EUR 500 million. On 24 January 2023, the Issuer issued a second series of Bonds in a total nominal amount of EUR 500 million. All Bonds in these series were still outstanding as per the year-end. Standard & Poors have rated the Bonds issued as AAA.

As per the year-end, the net outstanding nominal amount of Collateral (mortgages -/- saving deposits) was EUR 1,440.9 (2022: EUR 1,450.7 million).

The Trust Deed entered into by the Company, the Issuer and Stichting Security Trustee NIBC Covered Bond Company states that all cost and expenses of the Company and all cash flows from swaps will be received and paid on behalf of the Company by the Issuer for its own account. As a result, all amounts remaining in the Company will flow back periodically to the Issuer. Cash transactions to the Company are limited to bank interest received and bank interest charged through to the Issuer and the Company will not have the right to any of the proceeds.

The terms and conditions of the transaction are more fully described in the Prospectus dated 30 May 2022 ("the Prospectus") and the terms used in this Annual report generally match those used in the Prospectus. However, the Prospectus does not form a part of this Annual report.

Based on the set-up and structure of the company no profit or losses are foreseen, as all expenses are reimbursed to the Issuer and proceeds are payable by the Issuer.

### 1.2 Risk management

The Company has, under the Trust Deed, guaranteed the payment of interest and principal payable under the Bonds issued by the Issuer. As a consequence, the Company may in case the Issuer cannot fulfil its financial obligations towards the Company or the covered bond holders, amongst others, run interest rate and credit risk on both the Bonds and the mortgage portfolio. In order to limit these potential risks the Company will mitigate these risks through various instruments.

The risk appetite of the Company is low and matches the risk-profile of the Company. Various measures have been taken to mitigate the credit, concentration, interest rate and liquidity risks for the Company. These measures are described below:

#### Credit and concentration risk

The Company has no exposure to credit risk, which is the risk that the borrowers will be unable to pay amounts in full when due, unless the guarantee is invoked. When the guarantee is invoked all risks associated with the Mortgage Loans are transferred to the Company. Until such time all risks and rewards associated with the assets are retained by the Issuer and the transferred Mortgage Loans are not recognised on the balance sheet of the Company. However, given the minimum required over-collateralisation of at least 5% a buffer is available to cover losses arising.

#### Interest rate risk

In order to limit the potential interest rate risk the Company may, if deemed necessary, enter into swap agreements in order to mitigate that risk. In relation to the Bonds issued and the portfolio transferred to the Company no swap agreement has been entered into by the Company. This, given the fact that the average fixed interest rate on the Bonds is 2.4% (2022: 1.9%) is less than the average interest rate of all transferred receivables of 2.5% (2022: 2.2%). At 31 December 2023, the Company does not have any swap agreements.

Furthermore, the notional amount outstanding of all transferred eligible Mortgage Loans and denominated cash should at least be 105% of the notional amount outstanding of all Bonds. At the balance sheet date the available statutory nominal over-collateralisation of the transferred eligible Mortgage Loans and denominated cash was 145.8% (2022: 290.1%).

#### Liquidity risk

In order to mitigate the liquidity risk, a temporary shortfall in cash, a reserve account is established. Cash is deposited by the Issuer in a separate bank account held with Société Générale S.A .

### Limited Recourse

Although credit, concentration, interest rate and liquidity risks are recognized, the exposure for the Company is limited. The Bonds are issued with limited recourse. If the event of a default occurs and the security is enforced, the proceeds may not be sufficient to meet the claims of all the Secured Creditors (the Covered Bond holders, directors, administrator, back-up administrator, servicers, custodian, paying agent, calculation agent, registrar, a swap counterparty (if any), asset monitor, CBC account bank, participants, transferor and such other party designated by the security trustee to become a Secured Creditor). If, following enforcement of the security, the Secured Creditors have not received the full amount due to them, the Secured Creditors will no longer have a claim against the Company. The Secured Creditors may still have an unsecured claim against the Issuer for the shortfall.

The reserve amount relates to the obligatory cash deposit made by the Issuer. The required amount is based on the scheduled interest due on the issued Bonds on the next following interest payment date. The reserve fund is maintained in order to guarantee an uninterrupted payment of the interest amounts due on the Bonds. The Company will refund the deposited amount to the Issuer when the issued Bonds have been repaid in full. The maturity dates of the issued series is 16 June 2027 and 24 January 2030. The Company has per 31 December 2023 no exposure to foreign currency risk as all assets and liabilities are denominated in EUR.

### 1.3 Director's representation statement

The Director declares that, to the best of their knowledge, the financial statements prepared in accordance with the applicable set of accounting standards (Dutch GAAP for the Company) give a true and fair view of the assets, liabilities, financial position and result of the Company and that the Director's report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties it faces.

Amsterdam, 24 June 2024

Intertrust Management B.V.  
Director

## FINANCIAL STATEMENTS

**1 BALANCE SHEET AS AT 31 DECEMBER 2023**  
(before appropriation of result)

		31 December 2023		31 December 2022	
		EUR	EUR	EUR	EUR
<b>ASSETS</b>					
<b>Current assets</b>					
Other receivables	(1)		272		-
Cash	(2)		24,824,000		9,824,000
			<u>24,824,272</u>		<u>9,824,000</u>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b> (3)					
Issued and paid-up capital			1		1
<b>Long-term liabilities</b>	(4)		24,824,271		9,823,896
<b>Current liabilities</b>	(5)		-		103
			<u>24,824,272</u>		<u>9,824,000</u>



2 INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2023

	2023	4 April 2022 - 31 December 2022
	EUR	EUR
Income	-	-
Expenses	-	-
<b>Result on ordinary activities before tax</b>	-	-
Corporate income tax	-	-
<b>Profit on ordinary activities after taxation</b>	-	-

3 CASH FLOW STATEMENT 2023

	2023		4 April 2022 - 31 December 2022	
	EUR	EUR	EUR	EUR
<b>Cash flow from operating activities</b>				
Profit on ordinary activities after taxation			-	-
Changes:				
Accounts receivable (1)	-272		-	
Other liabilities (5)	-103		103	
		-375		103
<b>Cash flow from operating activities</b>		<b>-375</b>		<b>103</b>
<b>Cash flow from financing activities</b>				
Share capital (3)	-		1	
Loans (4)	15,000,375		9,823,896	
<b>Cash flow from financing activities</b>		<b>15,000,375</b>		<b>9,823,897</b>
		<b>15,000,000</b>		<b>9,824,000</b>
	2023		4 April 2022 - 31 December 2022	
	EUR	EUR	EUR	EUR
Compilation cash at 1 January		9,824,000		-
Net cash flow (2)		15,000,000		9,824,000
<b>Cash at 31 December</b>		<b>24,824,000</b>		<b>9,824,000</b>

The cash flow statement has been prepared using the indirect method.

#### **4 NOTES TO THE FINANCIAL STATEMENTS**

##### *General*

NIBC SB Covered Bond Company B.V. (hereinafter "the Company" or "CBC") was incorporated as a private company with limited liability under the laws of the Netherlands on 4 April 2022. The registered office of the Company is Basisweg 10, 1043 AP Amsterdam, The Netherlands with Chamber of Commerce number 86021869. The managing director of the Company is Intertrust Management B.V., Basisweg 10, 1043 AP Amsterdam, the Netherlands.

The Company guarantees, under the Trust Deed, the payment of interest and principal payable under the Covered Bonds ("the Bonds") issued by NIBC Bank N.V. ("the Issuer"), which is located at Carnegieplein 4, 2517 KJ, Den Haag. As consideration for the Company to meet its obligation under the issued guarantee, the Issuer will legally transfer eligible assets to the Company. The Issuer transferred eligible mortgage loans ("Mortgage Loans") to the Company through a silent assignment ('stille cessie'). Prior the occurrence of an Assignment Notification Event, or if the asset cover test has been breached or if a Notice to pay/CBC Acceleration Notice has been served, the Issuer is entitled to all proceeds in relation to the transferred eligible assets. If one or more of the previously mentioned events occur or a notice has been issued, the Company will be entitled to all proceeds in relation to the transferred assets, in order to fulfil its obligation under the issued guarantee to pay interest and principal on the Bonds.

The objectives of the Company are, in the framework of a soft bullet covered bond programme of the Issuer, (a) to issue guarantees in favour of holder of covered bonds issues by NIBC Bank N.V. (b) to acquire, purchase, conduct the management of, dispose of and to encumber assets including receivables under or in connection with loans granted by a third party or by third parties and to exercise any rights connected to such assets, (c) to acquire monies to finance the acquisition of the assets including the receivables mentioned under (a), by way of issuing notes or other securities or by way of entering into loan agreements, (d) to on-lend and invest any funds held by the CBC, (e) to hedge interest rate and other financial risks, amongst others by entering into derivatives agreements, such as swaps, (f) in connection with the foregoing: (i) to borrow funds and (ii) to grant security rights or to release security rights to third parties, and (g) to do anything which, in the widest sense of the words, is connected with or may be conducive to the attainment of these objects.

Since the issuance of the first series of Bonds neither an Assignment Notification Event, nor a breach of the asset cover test has occurred nor has a Notice to pay or a CBC Acceleration Notice been served. Therefore, the Issuer has the economic ownership of the Mortgage Loans. The Company is consolidated by the Issuer.

The Issuer may issue, under the Soft Bullet Covered Bond Programme, various series of Covered Bonds with a total nominal amount of EUR 10 billion (hereafter the "Covered Bond Programme"). On 16 June 2022, the Issuer issued a first series of Bonds in a total nominal amount of EUR 500 million. On 24 January 2023, the Issuer issued a second series of Bonds in a total nominal amount of EUR 500 million. All Bonds in these series were still outstanding as per the year-end. Standard & Poors have rated the Bonds issued as AAA.

## NIBC SB Covered Bond Company B.V., Amsterdam

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### *Transaction structure, management and related parties*

The Issuer has assigned the assets used as Collateral for the Bonds issued by the Issuer to the Company. Interest and principal due on the Bonds is paid by the Issuer. If and when certain events occur and the Issuer cannot fulfil its financial obligations towards the Company or the Bond holders, a guarantee issued by the Company to the holders of the Bonds will be invoked and the Company has the obligation to pay amounts due and payable to the Bond holders.

As per the year-end, the net outstanding nominal amount of Collateral (mortgages +/- saving deposits) was EUR 1,440.9 (2022: EUR 1,450.7 million).

The Trust Deed entered into by the Company, the Issuer and Stichting Security Trustee NIBC Covered Bond Company states that all cost and expenses of the Company and all cash flows from swaps will be received and paid on behalf of the Company by the Issuer for its own account. As a result, all amounts remaining in the Company will flow back periodically to the Issuer. Cash transactions to the Company are limited to bank interest received and bank interest charged through to the Issuer and the Company will not have the right to any of the proceeds.

The terms and conditions of the transaction are more fully described in the Prospectus dated 30 May 2022 ("the Prospectus") and the terms used in this Annual report generally match those used in the Prospectus. However, the Prospectus does not form a part of this Annual report.

Based on the set-up and structure of the company no profit or losses are foreseen, as all expenses are reimbursed to the Issuer and proceeds are payable by the Issuer.

Furthermore, in this Programme the Company will after the service of a Notice to Pay only be required to sell Transferred Assets if the sale proceeds are sufficient to redeem the relevant Series of Bonds with respect to which a sale is undertaken. If the Company is not able to sell the Transferred Assets for the amount required the relevant Series will not be redeemed in full on the succeeding CBC Payment Date, but will be redeemed to the extent funds are available for such purpose in accordance with the Company's Priority of Payments. The Company will undertake its best efforts to sell Transferred Assets on each Refinance Date.

Stichting Holding NIBC SB Covered Bond Company ('the Foundation') holds all shares in the Company. The Foundation was incorporated under the laws of the Netherlands on 4 April 2022. The registered office of the Foundation is in Amsterdam, the Netherlands. The objectives of the Foundation are to incorporate, acquire and to hold shares in the Company and to exercise all rights attached to such shares and to dispose and encumber such shares. The sole director of the Foundation is Intertrust Management B.V. The Foundation and the Issuer are considered related parties to the Company. All transactions with related parties are considered to be conducted at arms' length.

Stichting Security Trustee NIBC SB Covered Bond Company ("the Trustee") was incorporated under the laws of the Netherlands on 16 March 2022. The registered office of the Trustee is in Amsterdam, the Netherlands. The main objective of the Trustee is to act as security trustee for the benefit of the creditors of the Company, including the holders of Bonds issued by the Issuer and guaranteed by the Company. The sole director of the Trustee is IQ EQ Structured Finance B.V. The director is appointed as per date of incorporation. The duty of the director shall be to provide services as set forth in the relevant agreement.

All legal entities that can be controlled, jointly controlled or significantly influenced are considered to be a related party. Also entities which can control the Company are considered to be a related party. In addition, statutory directors, other key management of the Company and controlled companies or the ultimate parent company and close relatives are regarded as related parties. Intertrust Management B.V. and the Issuer are considered to be related parties.

Transactions with related parties are disclosed in the notes insofar as they are not transacted under normal market conditions. The nature, extent and other information is disclosed if this is necessary in order to provide the required insight.

### *Risk management*

The Company has, under the Trust Deed, guaranteed the payment of interest and principal payable under the Bonds issued by the Issuer. As a consequence, the Company may in case the Issuer cannot fulfil its financial obligations towards the Company or the covered bond holders, amongst others, run interest rate and credit risk on both the Bonds and the mortgage portfolio. In order to limit these potential risks the Company will mitigate these risks through various instruments.

The risk appetite of the Company is low and matches the risk-profile of the Company. Various measures have been taken to mitigate the credit, concentration, interest rate and liquidity risks for the Company. These measures are described below:

#### Credit and concentration risk

The Company has no exposure to credit risk, which is the risk that the borrowers will be unable to pay amounts in full when due, unless the guarantee is invoked. When the guarantee is invoked all risks associated with the Mortgage Loans are transferred to the Company. Until such time all risks and rewards associated with the assets are retained by the Issuer and the transferred Mortgage Loans are not recognised on the balance sheet of the Company. However, given the minimum required over-collateralisation of at least 5% a buffer is available to cover losses arising.

#### Interest rate risk

In order to limit the potential interest rate risk the Company may, if deemed necessary, enter into swap agreements in order to mitigate that risk. In relation to the Bonds issued and the portfolio transferred to the Company no swap agreement has been entered into by the Company. This, given the fact that the average fixed interest rate on the Bonds is 2.4% (2022: 1.9%) is less than the average interest rate of all transferred receivables of 2.5% (2022: 2.2%). At 31 December 2023, the Company does not have any swap agreements.

Furthermore, the notional amount outstanding of all transferred eligible Mortgage Loans and denominated cash should at least be 105% of the notional amount outstanding of all Bonds. At the balance sheet date the available statutory nominal over-collateralisation of the transferred eligible Mortgage Loans and denominated cash was 145.8% (2022: 290.1%).

#### Liquidity risk

In order to mitigate the liquidity risk, a temporary shortfall in cash, a reserve account is established. Cash is deposited by the Issuer in a separate bank account held with Société Générale S.A.

### Limited Recourse

Although credit, concentration, interest rate and liquidity risks are recognized, the exposure for the Company is limited. The Bonds are issued with limited recourse. If the event of a default occurs and the security is enforced, the proceeds may not be sufficient to meet the claims of all the Secured Creditors (the Covered Bond holders, directors, administrator, back-up administrator, servicers, custodian, paying agent, calculation agent, registrar, a swap counterparty (if any), asset monitor, CBC account bank, participants, transferor and such other party designated by the security trustee to become a Secured Creditor). If, following enforcement of the security, the Secured Creditors have not received the full amount due to them, the Secured Creditors will no longer have a claim against the Company. The Secured Creditors may still have an unsecured claim against the Issuer for the shortfall.

The reserve amount relates to the obligatory cash deposit made by the Issuer. The required amount is based on the scheduled interest due on the issued Bonds on the next following interest payment date. The reserve fund is maintained in order to guarantee an uninterrupted payment of the interest amounts due on the Bonds. The Company will refund the deposited amount to the Issuer when the issued Bonds have been repaid in full. The maturity dates of the issued series is 16 June 2027 and 24 January 2030. The Company has per 31 December 2023 no exposure to foreign currency risk as all assets and liabilities are denominated in EUR.

In our opinion, the financial statements give a true and fair view of the assets, liabilities, financial position, statement of income and statement of cash flows of the Company and the director's report includes a true and fair view of the development and performance of the business and the position of the Company, together with a description of the principal risks that the Company faces.

### Accounting Policies

#### *Basis of preparation*

The annual accounts were prepared in accordance with the statutory provisions of Part 9, Book 2, of the Netherlands Civil Code and the firm pronouncements in the Guidelines for Annual Reporting in the Netherlands as issued by the Dutch Accounting Standards Board.

The presentation of the income statement deviates somewhat from the models prescribed by Dutch law. The format presented is considered to provide a better insight into the Company's results.

The annual accounts are denominated in Euros, the functional and presentation currency.

Assets and liabilities are stated at the amounts at which they were acquired or incurred, unless indicated otherwise.

The accounting policies have been consistently applied to all the years presented, unless stated otherwise.

In the balance sheet, the income statement and the cash flow statement references are included. These references refer to the notes.

The Company's ultimate parent company is NIBC Holding N.V., The Hague, a public limited liability company incorporated under the laws of the Netherlands.

#### *Other receivables*

The receivables are stated net of an allowance for doubtful debts, if deemed necessary.

*Cash*

Cash at bank is valued at nominal value and, insofar as not stated otherwise, is at the free disposal of the Company. Cash at bank relates to immediately due and payable withdrawal claims against credit institutions and cash resources.

*Long-term liabilities*

On initial recognition long-term liabilities are recognised at fair value. After initial recognition long-term liabilities are recognised at amortised cost price. All have a remaining maturity of more than one year.

**Accounting policies for the cash flow statement**

The cash flow statement has been prepared using the indirect method. For the purposes of the cash flow statement, cash and cash equivalents comprise of balances with less than 90 days maturity or on demand.

Interest paid and received, receivables received, Deferred Purchase Price due to group companies paid, expenses paid and Liquidity Reserve Account reduction are included in cash from operations activities. Dividends paid and redemption of notes are recognised as cash used in financing activities. The movements in mortgages have been recognised as cash used in investing activities where it was settled in cash. Transactions not resulting in inflow or outflow of cash are not recognised in the cash flow statement.

	31-12-2023	31-12-2022
	EUR	EUR
<b>1. Other receivables</b>		
Other receivables	272	-
	31-12-2023	31-12-2022
	EUR	EUR
<b>2. Cash</b>		
Société Générale S.A. - CBC Account	-480	-240
Société Générale S.A. - Reserve Account	24,824,480	9,824,240
	24,824,000	9,824,000

## NIBC SB Covered Bond Company B.V., Amsterdam

### Reserve Account

The Company has opened a reserve account (the "Reserve Account") to which amounts will be transferred by the Issuer and the Issuer undertakes to transfer to the Reserve Account on the Programme Date and on each date thereafter until the service of a Notice to Pay the amounts required, if any, in order to effect that amounts standing to the credit of the Reserve Account are equal to the higher of (i) the Reserve Account Required Amount and (ii) the Mandatory Liquidity Required Amount and, until the service of a Notice to Pay, the Company (or the Administrator on its behalf) shall transfer to the CBC Account the excess, if any, of the amounts standing to the credit of the Reserve Account over the higher of (i) the Reserve Account Required Amount and (ii) the Mandatory Liquidity Required Amount and after a Notice to Pay the Reserve Account will be credited with any amounts available after payment of all items ranking above item (f) of the CBC Priority of Payments have been paid or provided for up to the higher of (i) the Reserve Account Required Amount and (ii) the Mandatory Liquidity Required Amount.

These funds are not at the free disposal of the Company.

	31-12-2023	31-12-2022
	EUR	EUR
<b>3. Equity</b>		
Issued and paid-up capital	1	1

### Issued and paid-up capital

The Company's issued and paid-up capital amounts to EUR 1 (1 share of EUR 1 par value). The shares are registered and are owned entirely by Stichting Holding NIBC SB Covered Bond Company, Amsterdam.

	2023	4 April 2022 - 31 December 2022
	EUR	EUR
<i>Issued and paid-up capital</i>		
Balance at 1 January 2023 / 4 April 2022	1	-
Issue of shares	-	1
Change	-	-
Balance at 31 December	1	1

	31-12-2023	31-12-2022
	EUR	EUR
<b>4. Long-term liabilities</b>		
Loans	24,824,271	9,823,896

The loan from NIBC Bank N.V. is used for funding the Reserve Account. No interest is calculated as agreed upon in the Trust Deed.



	<u>31-12-2023</u>	<u>31-12-2022</u>
	EUR	EUR
<b>5. Current liabilities</b>		
Other liabilities	<u>-</u>	<u>103</u>

**OTHER DISCLOSURE**

**Subsequent events**

Management is not aware of any subsequent events which may substantially effect the financial position of the company.

**Proposed appropriation of result**

Management proposes to make no changes to the Company's General reserve as the profit for 2023 is nil.

Amsterdam, 24 June 2024

Intertrust Management B.V.  
Director

## OTHER INFORMATION

**OTHER INFORMATION**

**1 Statutory appropriation of profit**

In accordance with Article 20 of the Articles of association, the result for the year is at the disposal of the General Meeting of Shareholders.

**2 Independent auditor's report**

Refer to the next page for the independent auditor's report.

## Independent auditor's report

To the shareholder of NIBC SB Covered Bond Company B.V.

### Report on the audit of the financial statements 2023 included in the annual report

#### Our opinion

We have audited the financial statements 2023 of NIBC SB Covered Bond Company B.V., based in Amsterdam.

In our opinion the accompanying financial statements give a true and fair view of the financial position of NIBC SB Covered Bond Company B.V. as at 31 December 2023 and of its result for the result for 2023 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

1. the balance as at 31 December 2023;
2. the income statement for 2023; and
3. the notes comprising a summary of the accounting policies and other explanatory information.

#### Basis for our opinion

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

We are independent of the company in accordance with the "Dutch Independence Standard regarding assurance engagements (ViO)" and other relevant independence requirements in the Netherlands. Furthermore, we have complied with the "Dutch Code of Ethics (VGBA)".

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

### Report on the other information included in the annual report

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

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

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

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

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

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

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

## **Description of responsibilities regarding the financial statements**

### **Responsibilities of management for the financial statements**

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

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern.

Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

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

### **Our responsibilities for the audit of the financial statements**

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

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

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

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

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

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

Amsterdam, 24 June 2024

Forvis Accountants Mazars N.V.

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