



European Depositary Bank SA

Société anonyme

Siège social : 9a, Rue Gabriel Lippmann, L-5365 Munsbach, Grand-Duché de Luxembourg

R.C.S. Luxembourg: B10700

Apex Group Depositary Services Ireland Limited

Société à responsabilité limitée

Siège social : Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, D01 P767, Irlande

Bureau d'Enregistrement des Sociétés Irlandaises : n°673598

EDB Custodial Services Limited

Société à responsabilité limitée

Siège social : Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, Irlande

Bureau d'Enregistrement des Sociétés Irlandaises: n°430806

**COMMON DRAFT TERMS OF CROSS-BORDER MERGERS / PROJET
COMMUN DE FUSION TRANSFRONTALIERE**

DU 12 SEPTEMBRE 2024

NUMERO 15.089

In the year two thousand and twenty-four, on the twelfth day of September.

Before us, Maître Marc Elvinger, notary residing in Ettelbruck, Grand Duchy of Luxembourg

THERE APPEARED:

- (1) **European Depositary Bank SA**, a *société anonyme*, incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 9a, Rue Gabriel Lippmann, L-5365 Munsbach, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B10700 (the "**Successor Company**" or "**EDB SA**" as applicable) being the absorbing company in accordance with the Merger Terms (as defined below),

here represented by Béatrice Boulord, professionally residing in Ettelbruck, by virtue of a proxy, pursuant to resolutions of the

board of directors of the Successor Company taken on 11 September 2024,

- (2) **Apex Group Depositary Services Ireland Limited**, a private limited company, incorporated and existing under the laws of Ireland, having its registered office at Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, D01 P767, Ireland, registered with the Irish Companies Registration Office under registration number 673598 ("**AGDSIL**") being the absorbed company in accordance with the Merger Terms (as defined below),

here represented by Béatrice Boulord, professionally residing in Ettelbruck, by virtue of a proxy, pursuant to resolutions of the relevant corporate body of the AGDSiL taken on 6 September 2024, and

- (3) **EDB Custodial Services Limited**, a private limited company, incorporated and existing under the laws of Ireland, having its registered office at Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, Ireland, registered with the Irish Companies Registration Office under registration number 430806 ("**EDBCSL**" and together with AGDSIL, the "**Transferor Companies**" and each a "**Transferor Company**", and together with the Successor Company, the "**Merging Companies**") being the absorbed company in accordance with the Merger Terms (as defined below),

here represented by Béatrice Boulord, professionally residing in Ettelbruck, by virtue of a proxy, pursuant to resolutions of the board of directors of the EDBCSL taken on 5 September 2024.

Extracts of the said corporate authorisations of the Merging Companies initialled *ne varietur* by the proxyholder of the appearing parties and the notary, shall remain annexed to this deed to be filed at the same time with the registration authorities.

Such appearing parties have requested the officiating notary to enact the common draft terms of cross-border merger which the Merging Companies, acting through the board of directors of the Absorbing Company and the relevant corporate bodies of the Transferor Companies, declare to draw up as follows:

COMMON DRAFT TERMS OF CROSS-BORDER MERGERS

(the "**Merger Terms**")

1. DEFINITIONS

- 1.1 In these Merger Terms, unless inconsistent with the subject or context, the following expressions will have the following meanings:

"**1915 Law**" means the Law of 10 August 1915 on commercial companies, as amended.

"**AGDSIL**" means Apex Group Depositary Services Ireland Limited.

"**AGDSIL Shareholder**" means Apex Group Hold Co (UK) Limited.

"**AGDSIL Shareholder Approval Date**" has the meaning given in Clause 5.10.

"**Apex Group**" means collectively, Apex Group Ltd. (Bermuda) and each of its direct and indirect subsidiaries.

"**Assets**" means all assets (including personal property) held by the Transferor Companies as at the Effective Time.

"**Business**" means the specialised depositary services provided to certain Irish and non-EU entities and also to depositary-lite services to other non-EU entities and custodial and depositary related services to collective investment schemes operated by the Transferor Companies immediately prior to the Effective Time.

"**BCL**" Banque Centrale du Luxembourg.

"**Board**" means board of directors of the Successor Company or the board of directors of the Transferor Companies, as the case may be.

"**Business Day**" means any day (other than a Saturday or Sunday) on which banks generally are open for business in Ireland and Luxembourg.

"**CBI**" means the Central Bank of Ireland.

"**CCPC**" means the Irish Competition and Consumer Protection Commission.

"**CRO**" means the Companies Registration Office in Ireland.

"**CSSF**" means Commission de Surveillance du Secteur Financier (Luxembourg).

"**Directors' Explanatory Report**" has the meaning given to it in Clause 5.7.

"**EDBCSL**" means EDB Custodial Services Limited.

"**EDBCSL Shares**" has the meaning given in Clause 3.3.

"**EDBCSL Shareholder Approval Date**" has the meaning given in Clause 5.10.

"**EDB SA**" means European Depositary Bank SA

"**Effective Time**" means the date of the publication on the RESA of the minutes of the Successor Company Shareholder Approval.

"**Irish Branch**" means the branch of the Successor Company in Ireland being European Depositary Bank SA with registered office: 2nd Floor, Block 5, Irish Life Centre, Abbey St Lower, Dublin 1, Ireland; CRO registration number 909107.

"**Irish Companies Act**" means the Irish Companies Act 2014 (No. 28 of 2014), as may be amended from time to time.

"**Irish High Court**" means the High Court of Ireland.

"Irish Merger Regulations" means the European Union (Cross-Border Conversions, Mergers and Divisions) Regulations 2023 (S.I. No. 233 of 2023), as may be amended from time to time.

"Liabilities" means all the liabilities of the Transferor Companies as of the Effective Time.

"Lux Notary Control" means the control by the Luxembourg notary of (i) a certificate from the Irish High Court, attesting the proper completion of the pre-merger acts and formalities for the part of the procedure relating to EDBCSL and AGDSIL and (ii) a copy of the Merger Terms approved by each merging company.

"Management Group" has the meaning given to it in Clause 10.1.

"Mergers" means the proposed cross-border mergers with EDBCSL and AGDSIL by acquisition without the issue of any new shares in the Successor Company under the terms and conditions set forth in these Merger Terms, by which the Assets and Liabilities shall transfer by operation of law to the Successor Company and the Transferor Companies will dissolve without conducting a separate procedure for its termination (liquidation) as at the Effective Time pursuant to the Irish Merger Regulations and the 1915 Law.

"Merger Terms" means these common draft terms of merger.

"Merging Companies" means together, the Transferor Companies and the Successor Company.

"Pre-Merger Certificate" means a certificate issued by the Irish High Court pursuant to Regulation 39 of the Irish Merger Regulations.

"RCS" means Luxembourg Trade and Companies Register.

"Regulation 139/2004" means the Council Regulation (EC) No 139/2004.

"RESA" means Recueil Electronique des Sociétés et Associations.

"Share Transfer" has the meaning given to it in Clause 3.4.

"Successor Company" means EDB SA (further details are set out in Clause 4.1), being the 'successor company' for the purposes of the Irish Merger Regulations and the 1915 Law to whom the Assets and Liabilities are to be transferred pursuant to the Mergers.

"Successor Company Shares" has the meaning given to it in Clause 4.3.

"Successor Company Shareholder" means Apex Holdings HK Limited.

"Successor Company Shareholder Approval" has the meaning given to it in Clause 5.10.

"Transferor Companies" means AGDSIL and EDBCSL (further details are set out in Clause 3), each being a 'transferor company' for the purposes of the Irish Merger Regulations and the 1915 Law whose Assets and Liabilities are to be transferred to the Successor Company by way of the Mergers.

1.2 In these Merger Terms, unless otherwise specified:

- a) a reference to a Clause, sub-Clause or Schedule is a reference to a clause, sub-clause of and schedule to these Merger Terms;
- b) a reference to any statute or statutory provision will be construed as a reference to the same as it may have been, or may from time to time be, amended, modified or re-enacted;
- c) references to times of the day are to Dublin time;
- d) references to an agreement include any arrangement, undertaking, scheme, licence, security, obligation or other instrument, or any oral contract, that the applicable party is a party to, are bound by or has an interest in;
- e) references to an instrument include:
 - a lease, conveyance, transfer, charge or any other instrument relating to real property (including chattels); and
 - an instrument relating to personalty;
- f) references to a person include:
 - any individual, firm, company, body corporate, government, state or agency of a state, local or municipal authority or government body or any joint venture, association or partnership (whether or not having separate legal personality); and
 - their successors and assigns.
- g) any reference to a right, obligation, liability and incident (including a right of set-off) will include a right, obligation, liability and incident of every description (including a right of set-off) that: (i) is, or that is expressed in writing to be, personal to the Transferor Companies; or (ii) is expressed in writing to benefit or bind (as appropriate) the Transferor Companies and their successors, transferees and assigns.
- h) the singular includes the plural and vice versa and references to one gender includes all genders.
- i) headings to Clauses are for convenience only and do not affect the interpretation of these Merger Terms.
- j) the Schedules form part of these Merger Terms and will have the same force and effect as if expressly set out in the body of these Merger Terms.
- k) the rule known as the ejusdem generis rule will not apply and accordingly general words introduced by the word "other", "including", "include" and "in particular" or any similar expression will not be given a restrictive meaning by reason of the fact that they are preceded by words indicating a particular class of acts, matters or things and will be construed as illustrative and will not limit the sense of the words preceding those terms; and

- l) any terms that are defined in the Irish Merger Regulations and the 1915 Law will have the same meaning when used in these Merger Terms as applicable, unless otherwise specifically defined herein.

2. PROPOSAL

- 2.1 A strategic decision was made to merge certain companies within the Apex Group which will involve the Transferor Companies merging with the Successor Company. The Mergers will align the Apex Group's core technology and operations centre within the Successor Company; simplify the Apex Group structure and streamline group entity management; improve regulatory capital efficiencies, improve accountability and oversight of critical functions; and bring about operational and financial synergies. The Successor Company has a pre-existing Irish Branch, where, as a result of the Mergers, the Assets and Liabilities will be allocated at the Effective Time.
- 2.2 The Merging Companies propose to carry out the Merger in accordance with the provisions of the Irish Merger Regulations and the 1915 Law and pursuant to the terms and conditions of these Merger Terms.
- 2.3 These Merger Terms have been drawn up and have been approved in writing by the Boards of both Transferor Companies for the purposes of Regulation 28 of the Irish Merger Regulations, and in accordance with Article 1021-1 of the 1915 Law, by the Board of the Successor Company.

3. INFORMATION ON THE TRANSFEROR COMPANIES

- 3.1 The Transferor Companies (i.e. AGDSIL and EDBCSL) are part of the Apex Group.

Apex Group Depositary Services Ireland Limited is a wholly owned private company limited by shares incorporated under and governed by the laws of Ireland. Apex Group Depositary Services Ireland Limited does not have any subsidiaries.

EDB Custodial Services Limited is a wholly owned private company limited by shares incorporated under and governed by the laws of Ireland. EDB Custodial Services Limited does not have any subsidiaries.

- 3.2 AGDSIL has its registered office at Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, D01 P767, Ireland with registration number 673598 on the register of companies in the CRO. AGDSIL is authorised by the CBI as an Investment Business Firm and a Service Provider to Funds under the Investment Intermediaries Act, 1995 (as amended) with registration number C435379.

EDBCSL has its registered office at Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Ireland with registration number 430806 on the register of companies in the CRO. EDBCSL is authorised by the CBI as an Investment Business Firm and as a Service Provider to

Funds under the Investment Intermediaries Act, 1995 (as amended) with registration number C45264.

- 3.3 The share capital of AGDSIL is divided into ordinary shares of one euro (EUR 1) each (the "**AGDSIL Shares**") of which 1,090,442 shares, are in issue and have been fully paid up as at the date hereof.

The share capital of EDBCSL is divided into ordinary shares of one euro (EUR 1) each (the "**EDBCSL Shares**") of which 125,001 shares are in issue and have been fully paid up as at the date hereof.

- 3.4 The AGDSIL Shareholder holds the AGDSIL Shares and is the sole shareholder of AGDSIL as at the date of these Merger Terms. The AGDSIL Shareholder has agreed to transfer the AGDSIL Shares to the Successor Company in accordance with a share transfer agreement entered into between the parties, completion of which is subject to receipt of certain regulatory approvals. Accordingly, it is proposed that the Successor Company will be the sole shareholder of the AGDSIL Shares immediately prior to the Effective Time (the "**Share Transfer**").

The Successor Company holds the EDBCSL Shares and is the sole shareholder of the EDBCSL Shares as at the date of these Merger Terms. It is intended that the Successor Company remain the sole shareholder of the EDBCSL Shares through to the Effective Time.

- 3.5 The financial year of AGDSIL runs from 1 January to 31 December.
The financial year of EDBCSL runs from 1 January to 31 December.

4. **INFORMATION ON THE SUCCESSOR**

- 4.1 European Depositary Bank SA is a public limited liability company (société anonyme) incorporated and registered in the Grand Duchy of Luxembourg.

The Successor Company's company name and form will not change as a result of the Mergers.

- 4.2 The Successor Company has its registered office at 9a, Rue Gabriel Lippmann, L - 5365 Munsbach, Grand Duchy of Luxembourg, and is registered with the Luxembourg Trade and Companies Register under number B10700.

The Successor Company's registered office will not change as a result of the Mergers.

The Successor Company is authorised by the CSSF to carry on its activities pursuant to Article 2 of the Law of 5 April 1993 on the financial sector, as amended.

The Successor Company passports into Ireland on a cross-border and branch basis. The Successor Company is authorised by the CBI as a Service Provider to Funds under the Investment Intermediaries Act, 1995 (as amended) and provides services as a Credit Institution both

on a branch basis within Ireland and also on a cross-border basis (with CBI reference number C189472).

- 4.3 The share capital of the Successor Company amounts to EUR 13,000,780.-, divided into 50,003 shares, representing 100% of the share capital, without nominal value (the "**Successor Company Shares**").
- 4.4 The Successor Company is the sole shareholder of EDBCSL and will be the sole shareholder of AGDSIL as a result of the Share Transfer at the Effective Time. The Successor Company has no other subsidiaries.
- 4.5 The Successor Company Shareholder holds the Successor Company Shares and is the sole shareholder of the Successor Company.
- 4.6 The financial year of the Successor Company runs from 1 January to 31 December.
- 4.7 The articles of association of the Successor Company are set out in Schedule 1 to these Merger Terms and will remain unchanged as a result of the Mergers.

5. DETAILS OF THE MERGERS

- 5.1 The Mergers will be implemented pursuant to the provisions of the Irish Merger Regulations and the 1915 Law as a merger by acquisition whereby the Successor Company will acquire the Assets and Liabilities, following which each of the Transferor Companies will be dissolved without conducting a separate procedure for its termination (liquidation) and without (i) the issue of shares or other securities by the Successor Company (respectively, without applying any share exchange ratio) or (ii) a cash payment.

The Mergers will be mergers to which the provisions of Regulation 47(1) of the Irish Merger Regulations apply.

As a preparatory step to the Mergers and in the context of the Share Transfer, the Successor Company will acquire all of the issued and outstanding shares of AGDSIL from the AGDSIL Shareholder prior to the Mergers taking effect, following which both AGDSIL and EDBCSL will be wholly owned subsidiaries of EDB SA.

- 5.2 The Assets and Liabilities will be immediately allocated to the Irish Branch at the Effective Time. No industrial and intellectual property rights or rights in rem will be transferred as a result of the Mergers.
- 5.3 Following the Effective Time, the CRO will strike-off and remove the Transferor Companies based on such approval and authorisation in accordance with Regulation 45 of the Irish Merger Regulations.
- 5.4 As a consequence of the implementation of the Mergers, at the Effective Time, all Assets and Liabilities will be transferred to the Successor Company following which each of the Transferor Companies will be dissolved without conducting a separate procedure for its termination (liquidation) at the Effective Time.

5.5 The Successor Company will not allot any shares or other securities in consideration for the acquisition by the Successor Company of the Assets and Liabilities pursuant to the Mergers. The Merging Companies will avail of the simplified merger procedure outlined in Regulation 47 of the Irish Merger Regulations and Article 1023-1 and related of the 1915 Law in respect of the Mergers.

5.6 As the Successor Company will not allot any shares or make any cash payment as a result of the Mergers, these Merger Terms do not contain any details relating to a share exchange ratio or the proposed terms regarding such allotments. In addition, as no shares will be allotted as a result of the Mergers, the Merger Terms do not contain any detail relating to the date from which the holding of shares in the Successor Company will entitle the holders to participate in profits nor any detail relating to any special conditions affecting that entitlement.

Further as there will be no allotment of shares in the Successor Company as a result of the Mergers, there will be no allotment of the type referred to in Regulation 28(3) of the Irish Merger Regulations.

5.7 In accordance with Regulation 47(2)(b) of the Irish Merger Regulations, the Boards of each of the Transferor Companies shall not be required to prepare an explanatory report (the "**Directors' Explanatory Report**"). As such, no such Directors' Explanatory Report will be prepared on behalf of either of the Transferor Companies.

5.8 In accordance with Article 1021-5 (3) of the 1915 Law, each of the shareholders of the Successor Company and the Transferor Companies shall waive the requirement for the respective Board of each Merging Company to prepare a directors' report for members and employees of their respective Merging Company.

5.9 In accordance with Regulation 47(2)(a) of the Irish Merger Regulations, the Transferor Companies are not required to obtain an expert report pursuant to Regulation 30 of the Irish Merger Regulations.

In accordance with Article 1023-1 of the 1915 Law, an independent expert report is not required to be prepared by any Merging Company for a simplified cross-border merger.

5.10 In accordance with Regulation 47(2)(b) of the Irish Merger Regulations, the Transferor Companies are not required to obtain shareholder approval of the Merger Terms or of the Mergers in accordance with Regulation 35 of the Irish Merger Regulations.

The Successor Company is required to obtain the approval of the Successor Company Shareholder with respect to the Merger Terms which shall be given in the context of an extraordinary general meeting of the Successor Company to be enacted in front of a Luxembourg notary (the "**Successor Company Shareholder Approval**").

It is proposed that each Transferor Company will approve the Merger Terms and any amendments to the constitution under Regulation 35 of

the Irish Merger Regulations by way of special resolution on a date which is no earlier than 30 days after the publication of the notice referred to in Regulation 33(6) of the Irish Merger Regulations (each such date being the “AGDSIL Shareholder Approval Date” or the “EDBCSL Shareholder Approval Date”, as the case may be).

- 5.11 The Merger Terms shall be made available physically and electronically by AGDSIL to the AGDSIL Shareholder (being the shareholder of AGDSIL as at the date of these Merger Terms) and the Successor Company (which will be the shareholder of AGDSIL at the Effective Time). As AGDSIL has no employees, the Merger Terms will not be made available to any employee representatives. The Merger Terms will be made available, for good order, for a period of at least thirty (30) days prior to the AGDSIL Shareholder Approval Date in accordance with Regulation 33(1) of the Irish Merger Regulations.
- 5.12 The Merger Terms shall be made available electronically by EDBCSL to the Successor Company (being the sole shareholder of EDBCSL). As EDBCSL has no employees, the Merger Terms will not be made available to any employee representatives. The Merger Terms will be made available for a period of at least thirty (30) days prior to the EDBCSL Shareholder Approval Date, as required by Regulation 33(1) of the Irish Merger Regulations.
- 5.13 In accordance with Article 1021-7 of the 1915 Law, the Merger Terms shall be published on the RESA at least one (1) month prior to the date set for the extraordinary general meeting pertaining to the Successor Company Shareholder Approval and due to approve the Merger.

In addition, the Merger Terms and the relevant annual accounts as well as the relevant management reports for the last three (3) financial years of each of the Merging Companies, if applicable, shall be made available for inspection physically and electronically by the shareholders of each of the Merging Companies at their relevant registered offices, if existing, at least one (1) month prior to the date set for the Successor Company Shareholder Approval.

- 5.14 In accordance with Regulation 34 of the Irish Merger Regulations, the Transferor Companies, being authorised and regulated by the CBI, must notify the CBI of their intention to carry out the Mergers at least ninety (90) days before the AGDSIL Shareholder Approval Date and the EDBCSL Shareholder Approval Date, respectively. The Transferor Companies submitted such notification on 16 May 2024, following which the foregoing notice period required under Regulation 34 accordingly expired on 15 August 2024.

6. EFFECTIVE TIME

- 6.1 The Merger will take place and come into effect at the Effective Time.
- 6.2 At the Effective Time, in accordance with Regulation 46 of the Irish Merger Regulations and Article 1021-17 of the 1915 Law the

consequences of the Mergers, which will comprise the following, will take effect:

- a) the Assets and Liabilities, including all of the rights and obligations of the Transferor Companies towards third parties will be transferred by way of universal succession and by operation of law to the Successor Company and the Successor Company will accede to such Assets and hereby explicitly undertakes to assume the Liabilities and any obligations thereby transferred;
- b) the Transferor Companies will be dissolved without conducting a separate procedure for its termination (liquidation);
- c) the Successor Company shall be in charge of: (i) the filing or registration of any tax returns or other tax documents relating to the Transferor Companies with the relevant tax administration as well as (ii) the payment (as the case may be) of any corporate income tax or municipal tax or local tax, any income, value-added, sales, property or transfer tax, trade tax, real estate transfer tax, withholding tax on dividends, salary withholding tax/wage tax, any registration tax or stamp duty or public social security payments or any similar taxes or duties relating to the Transferor Companies;
- d) any claims and debts existing as at the Effective Time between the Merging Companies are cancelled upon the completion of the Mergers;
- e) as a result of the Mergers, each of the Transferor Companies shall cease to exist, and all of their shares shall be cancelled;
- f) all legal or regulatory proceedings pending by or against each Transferor Company will be continued with the Successor Company as a party in substitution for each Transferor Company;
- g) the mandates of appointment of the current directors of each of the Transferor Companies will come to an end as of the Effective Time;
- h) the books and records of each of the Transferor Companies will be kept at the registered office of the Successor Company in accordance with applicable laws;
- i) the Successor Company is obliged to make to the members of each Transferor Company any cash payment required by these Merger Terms or by a court under Regulation 37 of the Irish Merger Regulations, to the extent applicable;
- j) the Successor Company is obliged to pay to the members of each Transferor Company in response to requests made under Regulation 37(1) of the Irish Merger Regulations or required by a court under that regulation, to the extent applicable;

- k) the rights and obligations arising from the contracts of employment of each Transferor Company will be transferred to the Successor Company (in particular, the Irish Branch), to the extent applicable;
- l) every contract, agreement or instrument to which each Transferor Company is a party will, notwithstanding anything to the contrary contained in that contract, agreement or instrument, be construed and have effect as if:
 - (i) the Successor Company had been a party thereto instead of each Transferor Company;
 - (ii) for any reference (however worded and whether express or implied) to each Transferor Company were a reference to the Successor Company;
 - (iii) any reference (however worded and whether express or implied) to the directors, officers, representatives or employees of each Transferor Company were, respectively, a reference to:
 - 1. the directors, officers, representatives or employees of the Successor Company or to such director, officer, representative or employee of the Successor Company as the Successor Company nominates for that purpose; or
 - 2. in default of nomination referred to above, the director, officer, representative or employees of the Successor Company who corresponds as nearly as may be to the first-mentioned director, officer, employee representative or employee.
- m) every contract, agreement or instrument to which each Transferor Company is a party will become a contract, agreement or instrument between the Successor Company and the counterparty with the same rights, and subject to the same obligations, liabilities and incidents (including rights of set-off), as would have been applicable thereto if that contract, agreement or instrument had continued in force between each Transferor Company and the counterparty and any money due and owing (or payable) by or to each Transferor Company under or by virtue of any such contract, agreement or instrument will become due and owing (or payable) by or to the Successor Company instead of each Transferor Company.
- n) any money due and owing (or payable) by or to each Transferor Company under or by virtue of any contract, agreement or instrument referred to in paragraph (m) above shall become

due and owing (or payable) by or to the Successor Company instead of the applicable Transferor Company;

- o) an offer or invitation to treat made to or by each Transferor Company before the Effective Time will be construed and have effect, respectively, as an offer or invitation to treat made to or by the Successor Company.

6.3 To the extent that any Assets or Liabilities belonging to or to be discharged or owed by each Transferor Company now or in the future fail to be transferred or assumed by the Successor Company, as contemplated in Clause 6.2, the Merging Companies agree that the Mergers are intended to effect and include such transfers and assumptions as if the same were deemed to have been effective at the Effective Time.

7. LIKELY EFFECT OF THE MERGERS ON EMPLOYMENT

7.1 Employees

- a) AGDSIL currently has no employees as of the date of these Merger Terms

EBCSL currently has no employees as of the date of these Merger Terms.

As there are no employees in either of the Transferor Companies, there will be no effect on employment as a result of the Mergers with respect to the Transferor Companies.

- b) As neither of the Transferor Companies have any employees, it is not proposed that any measures will be taken by the Transferor Companies with respect to employee protections pursuant to Regulation 28 of the Irish Merger Regulations or under Part 5 of the Irish Merger Regulations in relation to arrangements for the participation of employees.
- c) The Successor Company currently has 258 employees as of the date of these Merger Terms.
- d) The Successor Company has informed and consulted its staff delegation in relation to the Mergers as required under articles L.414-1 and following of the Luxembourg Labour Code. EDB SA will notify its staff delegation of the proposed date of the Mergers, the reasons of the Mergers, the legal, economic and social consequences of the Mergers for the employees as well as the measures taken towards the employees as required under articles L.127-1 and following of the Luxembourg Labour Code. There will be no effect on the employment of the employees of the Successor Company as a result of the Mergers.

7.2 Agency Worker Information

There are no agency workers engaged by the Transferor Companies.

8. ACCOUNTING TREATMENT

The Assets and Liabilities shall for accounting purposes be treated as those of the Successor Company with effect from the Effective Time. The transactions of the Transferor Companies shall be treated as those of the Successor Company from the Effective Time.

9. SHARES OR OTHER SECURITIES IN THE TRANSFEROR TO WHICH SPECIAL RIGHTS OR RESTRICTIONS ATTACH

The shares or other securities (if any) in the Merging Companies do not have any special rights or restrictions attached to them. There are no shareholders with special rights or holders of other securities in any of the Merging Companies. The Successor Company will not grant any special rights or propose any action or measures in relation thereto to the Successor Company Shareholder or any other person.

10. SPECIAL ADVANTAGES GRANTED TO DIRECTORS, MEMBERS OF MANAGEMENT, SUPERVISORY OR CONTROLLING BODIES OR EXPERTS

10.1 No member of the Board or other manager or administrative employee or member of the supervisory or controlling body of any Merging Company (the "Management Group") has received, and it is not intended that any member of the Management Group of any Merging Company will receive, any amount or benefit or other special advantages in connection with the Mergers. Since no expert report is required for the Mergers contemplated hereby, no expert shall be appointed and respectively, no special advantages will be granted to such expert(s).

11. SPECIAL ADVANTAGES GRANTED TO DIRECTORS, MEMBERS OF MANAGEMENT, SUPERVISORY OR CONTROLLING BODIES OR EXPERTS

11.1 At the Effective Time, as a result of the Mergers, the Assets and Liabilities shall be transferred to the Successor Company by operation of law.

11.2 The Assets and Liabilities as at 31 December 2023 were evaluated at book value as set out in the audited financial statements of each Transferor Company for the period ending 31 December 2023.

12. FINANCIAL STATEMENTS USED IN PREPARING MERGER TERMS

12.1 The audited financial statements for the year ended 31 December 2023 for each of the Merging Companies were used for the purposes of preparing these Merger Terms (collectively, the "Annual Accounts").

12.2 The audited financial statements of the Merging Companies mentioned in this Clause 12 are attached hereto as Schedule 2 to the Merger Terms.

13. VALUATION OF THE TRANSFERRED ASSETS AND LIABILITIES

- 13.1 As to the valuation of the assets and liabilities of the Transferor Companies which will be transferred to the Successor Company, the terms and conditions of the Mergers have been determined on the basis of the Transferor Companies' Annual Accounts, it being understood that the final valuation of the assets and liabilities to be transferred in the context of the Mergers will be based on the Completion Interim Statements (as defined below).

As soon as reasonably practicable after the Effective Time, interim financial statements of each of the Transferor Companies shall be drawn up reflecting the value of the assets and liabilities of each of the Transferor Companies as of the Effective Time (collectively the "**Completion Interim Statements**"). Each of the Completion Interim Statements shall be based on the same accounting principles that have been applied for purposes of drawing up each of the Transferor Companies' Annual Accounts. The Successor Company will be able to allocate the value of each of the respective transferred assets and liabilities as reflected in each of the Completion Interim Statements and the net accounting value of the transferred assets and liabilities will be equal to the net accounting value of each of the Transferor Companies pursuant to each of the Completion Interim Statements.

Based on the information currently available and referred to above, the net accounting value of the assets and the liabilities are as follows:

I. AGDSIL:

- total assets: EUR 567,220.00;
- total liabilities: EUR 324,993.00; and
- net value: EUR 242,287.00.

II. EDBCSL:

- total assets: EUR 4,854,000.00;
- total liabilities: EUR 1,989,000.00; and
- net value: EUR 2,865,000.00.

14. MINORITY SHAREHOLDERS

As at the date of these Merger Terms, AGDSIL, EDBCSL and EDB SA are single member companies and therefore there are no minority shareholders.

At the Effective Time, the Successor Company Shareholder will be the sole shareholder of the Successor Company and the Successor Company will be the sole shareholder of the Transferor Companies and there will be no minority shareholders in any of the Merging Companies.

As such no Merging Company has received any requests for cash compensation pursuant to Regulation 37 of the Irish Merger Regulations or Article 1023-5 of the 1915 Law.

15. SAFEGUARDS FOR CREDITORS

- 15.1 At the Effective Time, the creditors of each Transferor Company shall become the creditors of the Successor Company. As the Merging Companies are solvent in all respects as at the date of these Merger Terms, it is not envisaged that the rights of the creditors of any of the Merging Companies will be adversely affected by the Mergers and accordingly no additional safeguards are offered to creditors of the Merging Companies as referred to in Regulation 28(2)(n) of the Irish Merger Regulations.
- 15.2 The Transferor Companies each shall, in accordance with Regulation 33(1)(b) of the Irish Merger Regulations, concurrently with the filing of these Merger Terms with the CRO, issue a notice to their creditors informing them that they may submit comments concerning these Merger Terms to their respective company, no later than five (5) Business Days before the AGDSIL Shareholder Approval Date or the EDBCSL Shareholder Approval Date, as the case may be.
- 15.3 From a Luxembourg law perspective, creditors of the Merging Companies, whose claims predate the Effective Time, notwithstanding any agreement to the contrary, may apply, within two (2) months of such Effective Time, to the judge presiding the chamber of the *Tribunal d'Arrondissement* dealing with commercial matters in the district in which the registered office of the debtor company is located and sitting as in commercial and urgent matters, to obtain adequate safeguards of collateral for any matured or unmatured debts, where they can credibly demonstrate that due to the Mergers, the satisfaction of their claims is at stake and that no adequate safeguards have been obtained from the company. The president of such chamber shall reject the application if the creditor is already in possession of adequate safeguards or if such safeguards are unnecessary, having regard to the financial situation of the company after the Mergers. The debtor company may cause the application to be turned down by paying the creditor, even if it is a term debt.

If the safeguards are not provided within the time limit prescribed, the debt shall immediately fall due.

16. COUNTERPARTS

These Merger Terms may be signed on behalf of the Successor Company and the Transferor Companies in any number of counterparts, all of which when taken together will constitute the Merger Terms.

These Merger Terms will be signed as a deed in front of a Luxembourg notary.

17. AMENDMENTS

These Merger Terms may not be amended without the explicit written agreement of the Merging Companies and upon publication in the CRO

and on the RESA only in accordance with the provisions of the 1915 Law and the Irish Merger Regulations.

18. CONDITIONS PRECEDENT

The Mergers remains subject to the following conditions precedent:

- a) the Share Transfer;
- b) the CBI not having raised any objection to notice received pursuant to Regulation 34 of the Irish Merger Regulations of the intention of the Transferor Companies to carry out the Mergers;
- c) the prior CSSF approval pursuant to Articles 3 (5) and 57 of the Law of 5 April 1993 on the financial sector, as amended; and
- d) approval and authorisation of the Irish High Court through the issuing of the Pre-Merger Certificate pursuant to Regulation 39 of the Irish Merger Regulations and the subsequent Lux Notary Control.

19. LANGUAGE

These Merger Terms have been drawn up in English and French bilingual version. In case of discrepancies between these versions, the English version shall prevail.

20. MISCELLANEOUS

20.1 Election of domicile

For the purpose of the execution hereof and of the deeds or minutes that shall follow or result here from, the Merging Companies elect domicile at their respective registered offices.

20.2 Costs

The expenses, costs, fees and charges resulting from the Cross-Border Merger shall be borne by the Successor Company.

21. GOVERNING LAW AND JURISDICTION

For all matters which are not mandatorily subject to the law applicable to the Transferor Companies (i.e. Irish law), the present Merger Terms shall be governed by and construed in accordance with the laws of the Grand Duchy of Luxembourg.

Any dispute arising out of or in connection with these Merger Terms shall be submitted exclusively to the courts of the City of Luxembourg, Grand Duchy of Luxembourg.

EXPENSES

The expenses, costs, fees and charges of any kind which shall be borne by the Successor Company as a result of the present deed are estimated at three thousand six hundred euro (EUR 3,600).

Whereof the present notarial deed was drawn up in Ettelbruck, on the day specified in the beginning of this document.

The undersigned notary who understands and speaks English, states herewith that on request of the appearing parties, this deed is worded in English followed by a French translation; at the request of the same appearing parties and in case of divergence between the English and the French text, **the English version shall prevail.**

The document having been read to the proxyholder of the appearing parties, known to the notary by name, first name and residence, the said proxyholder of the appearing parties signed together with the notary the present deed.

Suit la traduction française du texte qui précède.

L'an deux mille vingt-quatre, le douzième jour du mois de septembre.

Par-devant nous, Maître Marc Elvinger, notaire de résidence à Ettelbruck, Grand-Duché de Luxembourg

ONT COMPARU :

- (1) **European Depositary Bank SA**, une société anonyme, constituée et existante selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 9a, Rue Gabriel Lippmann, L-5365 Munsbach, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B10700 (la « **Société Absorbante** » ou « **EDB SA** ») étant la société absorbante conformément au Projet de Fusion (telles que définies ci-dessous),

dûment représentée par Béatrice Boulord, résidant professionnellement à Ettelbruck, en vertu d'une procuration, conformément aux résolutions du conseil d'administration de la Société Absorbante adoptées en date du 11 septembre 2024,
- (2) **Apex Group Depositary Services Ireland Limited**, une *private limited company*, constituée et existante en vertu du droit irlandais, dont le siège social est situé Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, D01 P767, Irlande, enregistrée auprès de l'*Irish Companies Registration Office* sous le numéro 673598 (« **AGDSIL** »), étant la société absorbée conformément au Projet de Fusion (tel que défini ci-dessous),

dûment représentée par Béatrice Boulord, résidant professionnellement à Ettelbruck, en vertu d'une procuration, conformément aux résolutions de l'organe de gérance d'AGDSIL adoptées en date du 6 septembre 2024, et
- (3) **EDB Custodial Services Limited**, une *private limited company*, constituée et existante en vertu des lois irlandaises, dont le siège social est situé Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, Irlande, enregistrée auprès de l'*Irish Companies Registration Office* sous le numéro 430806

(« **EDBCSL** » et conjointement avec AGDSIL, les « **Sociétés Absorbées** » et chacune une « **Société Absorbée** », et conjointement avec la Société Absorbante, les « **Sociétés Fusionnantes** ») étant la société absorbée conformément aux Projet de Fusion (tel que défini ci-dessous),

dûment représentée par Béatrice Boulord, résidant professionnellement à Ettelbruck, en vertu d'une procuration, conformément aux résolutions du conseil d'administration d'EBCSL prises le 5 septembre 2024.

Des extraits desdites autorisations sociales des Sociétés Fusionnantes paraphés *ne varietur* par le mandataire des comparantes et le notaire, resteront annexés au présent acte pour être soumis au même moment aux formalités d'enregistrement.

Les parties comparantes ont requis le notaire instrumentant de dresser le projet commun de fusion que les Sociétés Fusionnantes, agissant par le biais du conseil d'administration de la Société Absorbante et des organes compétents des Sociétés Absorbées, déclarent arrêter comme suit :

PROJET COMMUN DE FUSION TRANSFRONTALIÈRE

(le « **Projet de Fusion** »)

1. DEFINITIONS

1.1 Dans le présent Projet de Fusion, sauf incompatibilité avec l'objet ou le contexte, les expressions suivantes auront la signification ci-après :

« **Actionnaire AGDSIL** » désigne Apex Group Hold Co (UK) Limited.

« **Actifs** » désigne tous les actifs (y compris les biens personnels) détenus par les Sociétés Absorbées à la Date d'Effet.

« **Actions EBCSL** » a la désignation donnée à ce terme à la Clause 3.3.

« **Actionnaire de la Société Absorbante** » désigne Apex Holdings HK Limited.

« **Actions de la Société Absorbante** » a la désignation donnée à ce terme à la Clause 4.3.

« **Activités** » désigne les services spécialisés de dépositaire fournis à certaines entités irlandaises et non-européennes, ainsi que les services réduits de dépositaire à d'autres entités non-européennes et les services liés de garde et de dépositaire à des organismes de placement collectif exploités par les Sociétés Absorbées immédiatement avant la Date d'Effet.

« **AGDSIL** » désigne Apex Group Depositary Services Ireland Limited.

« **Apex Group** » désigne collectivement, Apex Group Ltd. (Bermudes) et chacune de ses filiales directes et indirectes.

« **Approbaton de l'Actionnaire de la Société Absorbante** » a la désignation donnée à ce terme à la Clause 5.10.

« **BCL** » désigne la Banque Centrale du Luxembourg.

« **CBI** » désigne la Banque Centrale d'Irlande (*Central Bank of Ireland*).

« **CCPC** » désigne la Commission irlandaise de la concurrence et de la protection des consommateurs (*Competition and Consumer Protection Commission*).

« **Certificat de Pré-Fusion** » s'entend d'un certificat délivré par la Haute Cour d'Irlande conformément à l'article 39 de la Réglementation Irlandaise sur les Fusions.

« **Conseil** » signifie le conseil d'administration de la Société Absorbante ou le conseil d'administration des Sociétés Absorbées, selon le cas.

« **Contrôle par le Notaire Luxembourgeois** » signifie le contrôle par le notaire luxembourgeois (i) d'un certificat de la Haute Cour d'Irlande, attestant l'accomplissement correct des actes et formalités préalables à la fusion pour la partie de la procédure relative à EDBCSL et AGDSIL, et (ii) d'une copie du Projet de Fusion approuvé par chaque Société Fusionnante.

« **CRO** » désigne le bureau d'enregistrement des sociétés en Irlande (*Companies Registration Office*).

« **CSSF** » désigne la Commission de Surveillance du Secteur Financier au Luxembourg.

« **Date d'Approbation de l'Actionnaire d'AGDSIL** » a la signification donnée dans la Clause 5.10.

« **Date d'Approbation de l'Actionnaire d'EDBCSL** » a la signification donnée dans la Clause 5.10.

« **Date d'Effet** » signifie la date de publication au RESA du procès-verbal de l'Approbation de l'Actionnaire de la Société Absorbante.

« **EDBCSL** » désigne EDB Custodial Services Limited.

« **EDB SA** » désigne European Depositary Bank SA.

« **Fusions** » désigne les fusions transfrontalières proposées avec EDBCSL et AGDSIL par acquisition sans émission de nouvelles actions de la Société Absorbante selon les termes et conditions énoncés dans le présent Projet de Fusion, par lesquelles les Actifs et le Passif seront transférés de plein droit à la Société Absorbante et les Sociétés Absorbées seront dissoutes sans mener de procédure distincte pour leur mise à terme (liquidation) à la Date d'Effet conformément à la Réglementation Irlandaise sur les Fusions et à la Loi de 1915.

« **Groupe de Gestion** » a la désignation donnée à ce terme à la Clause 10.1.

« **Haute Cour d'Irlande** » désigne la Haute Cour d'Irlande (*High Court of Ireland*).

« **Jour Ouvrable** » s'entend de tout jour (autre qu'un samedi ou un dimanche) où les banques sont généralement ouvertes en Irlande et au Luxembourg.

« **Loi de 1915** » désigne la loi luxembourgeoise du 10 août 1915 concernant les sociétés commerciales, telle que modifiée;

« **Loi Irlandaise sur les Sociétés** » désigne la loi irlandaise sur les sociétés de 2014 (n°28 de 2014) (*Irish Companies Act 2014*), telle que modifiée de temps à autre.

« **Passif** » désigne l'ensemble du passif des Sociétés Absorbées à la Date d'Effet.

« **Projet de Fusion** » désigne le présent projet commun de fusion.

« **Rapport Explicatif des Administrateurs** » a la désignation donnée à ce terme à la Clause 5.7.

« **RCS** » signifie le Registre de Commerce et des Sociétés de Luxembourg.

« **Réglementation Irlandaise sur les Fusions** » désigne la réglementation européenne (conversions, fusions et scissions transfrontalières) Regulations 2023 (S.I. No. 233/2023), telle que modifiée de temps à autre.

« **Règlement 139/2004** » désigne le Règlement du Conseil (CE) n° 139/2004.

« **RESA** » signifie le Recueil Électronique des Sociétés et Associations.

« **Société Absorbante** » désigne EDB SA (de plus amples détails sont fournis à la Clause 4.1), étant la « société absorbante » (*successor company*) aux fins de la Réglementation Irlandaise sur les Fusions et de la Loi de 1915, à laquelle les Actifs et le Passif doivent être transférés dans le cadre des Fusions.

« **Sociétés Absorbées** » désigne AGDSIL et EDBCSL (des détails supplémentaires figurent à la Clause 3), chacune étant une « société absorbée » (*transferor company*) aux fins de la Réglementation Irlandaise sur les Fusions et de la Loi de 1915 dont les Actifs et le Passif doivent être transférés à la Société Absorbante dans le cadre des Fusions.

« **Sociétés Fusionnantes** » désigne ensemble les Sociétés Absorbées et la Société Absorbante.

« **Succursale Irlandaise** » désigne la succursale de la Société Absorbante en Irlande à savoir European Depositary Bank SA ayant son siège social à: 2nd Floor, Block 5, Irish Life Centre, Abbey St Lower, Dublin 1, Dublin, Irlande ; numéro d'immatriculation CRO 909107.

« **Transfert d'Actions** » a la signification donnée à ce terme à la Clause 3.4;

1.2 Dans le présent Projet de Fusion, sauf indication contraire :

- (a) une référence à une Clause, à une Sous-Clause ou à une Annexe est une référence à une clause, à une sous-clause et à une annexe du présent Projet de Fusion;
- (b) une référence à une loi ou à une disposition légale sera interprétée comme une référence à la même loi ou disposition légale telle qu'elle a pu être ou peut être en temps opportun amendée, modifiée ou réadoptée;

- (c) les références aux heures de la journée renvoient à l'heure de Dublin;
- (d) les références à un accord comprennent tout arrangement, engagement, plan, licence, garantie, obligation ou autre instrument, ou tout contrat oral, auquel la partie concernée est partie, par lequel elle est liée ou dans lequel elle a un intérêt;
- (e) les références à un instrument comprennent:
- un bail, une cession, un transfert, une charge ou tout autre instrument relatif à un bien immobilier (y compris les biens meubles); et
 - un instrument relatif à des biens personnels;
- (f) les références à une personne comprennent:
- toute personne physique, entreprise, société, personne morale, gouvernement, État ou agence d'un État, autorité ou organisme gouvernemental local ou municipal, ou toute coentreprise, association ou partenariat (ayant ou non une personnalité juridique distincte); et
 - leurs successeurs et leurs ayants droit;
- (g) toute référence à un droit, une obligation, une responsabilité ou un incident (y compris un droit de compensation) inclura un droit, une obligation, une responsabilité ou un incident de toute nature (y compris un droit de compensation) qui: (i) est, ou est exprimé par écrit comme étant, personnel aux Sociétés Absorbées; ou (ii) est exprimé par écrit comme bénéficiant ou liant (selon le cas) aux Sociétés Absorbées et leurs successeurs, cessionnaires et ayants droit;
- (h) le singulier inclut le pluriel et vice versa et les références à un genre incluent tous les genres;
- (i) les titres des Clauses ne sont donnés qu'à des fins de commodité et n'affectent pas l'interprétation du présent Projet de Fusion;
- (j) les Annexes font partie du présent Projet de Fusion et ont la même force et le même effet que si elles étaient expressément énoncées dans le corps du présent Projet de Fusion;
- (k) la règle connue sous le nom de règle ejusdem generis ne s'appliquera pas et, par conséquent, la signification des termes généraux introduits par les mots « autre », « y compris », « incluent » et « en particulier » ou toute expression similaire ne sera pas interprétée de manière

restrictive du fait que ces termes sont précédés de mots indiquant une catégorie particulière d'actes, de matières ou de choses, et ces termes seront interprétés comme des exemples et ne limiteront pas le sens des mots précédant ces termes; et

- (l) tous les termes définis dans la Réglementation Irlandaise sur les Fusions et dans la Loi de 1915 ont la même signification lorsqu'ils sont utilisés dans le présent Projet de Fusion le cas échéant, à moins qu'ils ne soient spécifiquement définis dans les présentes.

2. PROPOSITION

- 2.1 Une décision stratégique a été prise de fusionner certaines sociétés au sein du Groupe Apex, ce qui impliquera la fusion des Sociétés Absorbées avec la Société Absorbante. Les Fusions permettront d'aligner le centre technologique et opérationnel du Groupe Apex au sein de la Société Absorbante ; de simplifier la structure du Groupe Apex et de rationaliser la gestion des entités du groupe; d'améliorer l'efficacité du capital réglementaire, d'améliorer la responsabilité et la surveillance des fonctions essentielles; et de réaliser des synergies opérationnelles et financières. La Société Absorbante possède une Succursale Irlandaise préexistante, où, à la suite des Fusions, les Actifs et le Passif seront attribués à la Date d'Effet.
- 2.2 Les Sociétés Fusionnantes proposent de réaliser la Fusion conformément aux dispositions de la Réglementation Irlandaise sur les Fusions et de la Loi de 1915 et selon les termes et conditions du présent Projet de Fusion.
- 2.3 Le présent Projet de Fusion a été rédigé et approuvé par écrit par les Conseils des deux Sociétés Absorbées aux fins de l'article 28 de la Réglementation Irlandaise sur les Fusions et, conformément à l'article 1021-1 de la Loi de 1915, par le Conseil de la Société Absorbante.

3. INFORMATIONS SUR LES SOCIÉTÉS ABSORBÉES

- 3.1 Les Sociétés Absorbées (c'est-à-dire AGDSIL et EDBCSL) font partie du Apex Group.

Apex Group Depositary Services Ireland Limited est une *private company limited by shares* détenue intégralement, constituée en vertu des lois irlandaises et régie par celles-ci. Apex Group Depositary Services Ireland Limited n'a pas de filiales.

EDB Custodial Services Limited est une *private company limited by shares* détenue intégralement, constituée en vertu des lois irlandaises et régie par celles-ci. EDB Custodial Services Limited n'a pas de filiales.

- 3.2 AGDSIL a son siège social à l'adresse suivante: Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Dublin, D01 P767,

Irlande, et est immatriculée au registre des sociétés du CRO sous le numéro 673598. AGDSIL est agréée par la CBI en tant que *Investment Business Firm* (entreprise d'investissement) et *Service Provider to Funds* (prestataire de services aux fonds) en vertu de la loi dite Investment Intermediaries Act, 1995 (loi de 1995 sur les intermédiaires en investissement), telle que modifiée, sous le numéro C435379.

EBCSL a son siège social à l'adresse suivante: Floor 2, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, Irlande, et est immatriculée au registre des sociétés du CRO sous le numéro 430806. EBCSL est agréée par la CBI en tant que Investment Business Firm (entreprise d'investissement) et Service Provider to Funds (prestataire de services aux fonds) en vertu de la loi dite Investment Intermediaries Act, 1995 (loi de 1995 sur les intermédiaires en investissement), telle que modifiée, sous le numéro C45264.

- 3.3 Le capital social de AGDSIL est divisé en actions ordinaires d'un euro (1 EUR) chacune (les « **Actions AGDSIL** »), dont 1.090.442 actions sont émises et entièrement libérées à la date des présentes.

Le capital social de EBCSL est divisé en actions ordinaires d'un euro (1 EUR) chacune (les « **Actions EBCSL** »), dont 125.001 actions sont émises et entièrement libérées à la date des présentes.

- 3.4 L'Actionnaire AGDSIL détient les Actions AGDSIL et est l'actionnaire unique de AGDSIL à la date du présent Projet de Fusion. L'Actionnaire AGDSIL a accepté de transférer les Actions AGDSIL à la Société Absorbante conformément à un contrat de transfert d'actions conclu entre les parties, dont la réalisation est soumise à l'obtention de certaines approbations réglementaires. En conséquence, il est proposé que la Société Absorbante soit l'actionnaire unique des Actions AGDSIL immédiatement avant la Date d'Effet (le « **Transfert d'Actions** »).

La Société Absorbante détient les Actions EBCSL et est l'unique actionnaire des Actions EBCSL à la date des présentes conditions de fusion. Il est prévu que la Société Absorbante reste l'unique actionnaire des Actions EBCSL jusqu'à la Date d'Effet.

- 3.5 L'exercice social de AGDSIL court du 1^{er} janvier au 31 décembre.
L'exercice social de EBCSL court du 1^{er} janvier au 31 décembre.

4. **INFORMATIONS SUR LE SUCESSEUR**

4.1 European Depositary Bank SA est une société anonyme constituée et est immatriculée au Grand-Duché de Luxembourg.

La désignation sociale et la forme de la Société Absorbante ne changeront pas à la suite des Fusions.

4.2 La Société Absorbante a son siège social au 9a, Rue Gabriel Lippmann, L - 5365 Munsbach, Grand-Duché de Luxembourg, et est immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B10700.

Le siège social de la Société Absorbante ne changera pas à la suite des Fusions.

La Société Absorbante est autorisée par la CSSF à exercer ses activités conformément à l'article 2 de la loi du 5 avril 1993 relative au secteur financier, telle que modifiée.

La Société Absorbante exerce le passeport européen en Irlande sur une base transfrontalière et grâce au régime de succursales. La Société Absorbante est agréée par la CBI en tant que *Service Provider to Funds* (prestataire de services aux fonds) en vertu de la loi dite *Investment Intermediaries Act, 1995* (loi de 1995 sur les intermédiaires en investissement), telle que modifiée, et fournit des services en tant qu'Établissement de Crédit à la fois sur la base d'une succursale en Irlande et sur une base transfrontalière (avec le numéro de référence CBI C189472).

4.3 Le capital social de la Société Absorbante s'élève à EUR 13.000.780,- divisé en 50.003 actions, représentant 100% du capital social, sans valeur nominale (les « **Actions de la Société Absorbante** »).

4.4 La Société Absorbante est l'actionnaire unique de EDBC SL et sera l'unique actionnaire de AGDSIL à la suite du Transfert d'Actions à la Date d'Effet. La Société Absorbante n'a pas d'autres filiales.

4.5 L'Actionnaire de la Société Absorbante détient les Actions de la Société Absorbante et est l'actionnaire unique de la Société Absorbante.

4.6 L'exercice social de la Société Absorbante court du 1er janvier au 31 décembre.

4.7 Les statuts de la Société Absorbante figurent à l'Annexe 1 du présent Projet de Fusion et resteront inchangés à la suite des Fusions.

5. **DÉTAILS DES FUSIONS**

5.1 Les Fusions seront mises en œuvre conformément aux dispositions de la Réglementation Irlandaise sur les Fusions et de la Loi de 1915 en tant que fusion par acquisition par laquelle la Société Absorbante

acquerra les Actifs et le Passif, à la suite de quoi chacun des Sociétés Absorbées seront dissoutes sans mener de procédure distincte pour leur mise à terme (liquidation) et sans (i) l'émission d'actions ou d'autres titres par la Société Absorbante (respectivement, sans appliquer de ratio d'échange d'actions) ou (ii) paiement en numéraire.

Les Fusions seront des fusions auxquelles les dispositions de l'article 47(1) de la Réglementation Irlandaise sur les Fusions s'appliquent.

Comme étape préparatoire aux Fusions et dans le contexte du Transfert d'Actions, la Société Absorbante acquerra toutes les actions émises et en circulation de AGDSIL auprès de l'Actionnaire AGDSIL avant que les Fusions ne prennent effet, à la suite de quoi AGDSIL et EDBCSL seront toutes deux des filiales de EDB SA intégralement détenues.

- 5.2 Les Actifs et le Passif seront immédiatement attribués à la Succursale Irlandaise à la Date d'Effet. Aucun droit de propriété industrielle et intellectuelle ni aucun droit réel ne sera transféré à la suite des Fusions.
- 5.3 Après la Date d'Effet, le CRO procédera à la radiation et à la suppression des Sociétés Absorbées sur la base de l'approbation et de l'autorisation conformément à l'article 45 de la Réglementation Irlandaise sur les Fusions.
- 5.4 En conséquence de la mise en œuvre des Fusions, à la Date d'Effet, l'intégralité de l'Actif et du Passif sera transférée à la Société Absorbante à la suite de quoi chacune des Sociétés Absorbées seront dissoutes sans qu'il soit nécessaire de mener une procédure distincte pour leur mise à terme (liquidation) à la Date d'Effet.
- 5.5 La Société Absorbante n'attribuera pas d'actions ou d'autres titres en contrepartie de l'acquisition par la Société Absorbante des Actifs et du Passif dans le cadre des Fusions. Les Sociétés Fusionnantes se prévaudront de la procédure de fusion simplifiée décrite à l'article 47 de la Réglementation Irlandaise sur les Fusions et aux articles 1023-1 et y afférents de la Loi de 1915 en ce qui concerne les Fusions.
- 5.6 Étant donné que la Société Absorbante n'attribuera aucune action et ne versera aucun paiement en espèces à la suite des Fusions, le présent Projet de Fusion ne contient aucun détail relatif à un ratio d'échange d'actions ou aux conditions proposées concernant de telles attributions. En outre, étant donné qu'aucune action ne sera attribuée à la suite des Fusions, le Projet de Fusion ne contient aucun détail relatif à la date à partir de laquelle la détention d'actions de la Société Absorbante donnera droit aux détenteurs de participer

aux bénéficiaires ni aucun détail relatif à des conditions spéciales affectant ce droit.

D'autre part, comme il n'y aura pas d'attribution d'actions de la Société Absorbante à la suite des Fusions, il n'y aura pas d'attribution du type visé à l'article 28(3) de la Réglementation Irlandaise sur les Fusions.

5.7 Conformément à l'article 47(2)(b) de la Réglementation Irlandaise sur les Fusions, le Conseil de chacune des Sociétés Absorbées n'est pas tenu de préparer un rapport explicatif (le « **Rapport Explicatif des Administrateurs** »). Par conséquent, aucun Rapport Explicatif des Administrateurs ne sera préparé au nom de l'une ou l'autre des Sociétés Absorbées.

5.8 Conformément à l'article 1021-5 (3) de la Loi de 1915, chacun des actionnaires de la Société Absorbante et des Sociétés Absorbées renonce à l'obligation pour le Conseil de chaque Société Fusionnante de préparer un rapport des administrateurs pour les actionnaires et les employés de la Société Fusionnante concernée.

5.9 Conformément à l'article 47(2)(a) de la Réglementation Irlandaise sur les Fusions, les Sociétés Absorbées ne sont pas tenues d'obtenir un rapport d'expert en vertu de l'article 30 de la Réglementation Irlandaise sur les Fusions.

Conformément à l'article 1023-1 de la Loi de 1915, aucune Société Fusionnante n'est tenue d'établir un rapport d'expert indépendant dans le cadre d'une fusion transfrontalière simplifiée.

5.10 Conformément à l'article 47(2)(b) de la Réglementation Irlandaise sur les Fusions, les Sociétés Absorbées ne sont pas tenues d'obtenir l'approbation des actionnaires sur le Projet de Fusion ou sur les Fusions conformément à l'article 35 de la Réglementation Irlandaise sur les Fusions.

La Société Absorbante est tenue d'obtenir l'approbation de l'Actionnaire de la Société Absorbante concernant le Projet de Fusion, qui sera donnée dans le cadre d'une assemblée générale extraordinaire de la Société Absorbante devant un notaire luxembourgeois (l'« **Approbation de l'Actionnaire de la Société Absorbante** »).

Il est proposé que chacune des Sociétés Absorbées approuve le Projet de Fusion et toute modification de la fusion et toute modifications de tout acte constitutif en vertu de l'article 35 de la Réglementation Irlandaise sur les Fusions par le biais d'une résolution spéciale à une date qui n'est pas antérieure à 30 jours après la publication de l'avis visé à l'article 33(6) du Réglementation Irlandaise sur les Fusions (chacune de ces dates étant la « **Date d'Approbation de l'Actionnaire d'AGDSIL** » ou la « **Date d'Approbation de l'Actionnaire d' AGDSIL** », le cas échéant).

- 5.11 Le Projet de Fusion sera mis à disposition physiquement et électroniquement par AGDSIL à l'Actionnaire AGDSIL (étant l'actionnaire de AGDSIL à la date du présent Projet de Fusion) et à la Société Absorbante (qui sera l'actionnaire d'AGDSIL à la Date d'Effet). AGDSIL n'ayant pas d'employés, le Projet de Fusion ne sera pas mis à la disposition des représentants des employés. Le Projet de Fusion sera mis à disposition, pour le bon ordre, pendant une période d'au moins trente (30) jours avant la Date d'Approbation de l'Actionnaire d'AGDSIL, conformément avec l'article 33(1) sur de la Réglementation Irlandaise sur les Fusions.
- 5.12 Le Projet de Fusion sera mis à la disposition de la Société Absorbante (étant l'unique actionnaire de EDBCSL) par EDBCSL par voie électronique. Étant donné que EDBCSL n'a pas de salariés, le Projet de Fusion ne sera pas mis à la disposition des représentants des salariés. Le Projet de Fusion sera mis à disposition pendant une période d'au moins trente (30) jours avant la Date d'Approbation de l'Actionnaire d'EDBCSL, comme l'exige l'article 33(1) de la Réglementation Irlandaise sur les Fusions.
- 5.13 Conformément à l'article 1021-7 de la Loi de 1915, le Projet de Fusion sera publié au RESA au moins un (1) mois avant la date fixée pour l'assemblée générale extraordinaire relative à l'Approbation de l'Actionnaire de la Société Absorbante et appelée à approuver la Fusion.
- D'autre part, le Projet de Fusion et les comptes annuels pertinents ainsi que les rapports de gestion pertinents pour les trois (3) derniers exercices financiers de chacune des Sociétés Fusionnantes, le cas échéant, pourront être consultés physiquement et électroniquement par les actionnaires de chacune des Sociétés Fusionnantes à leurs sièges sociaux pertinents, le cas échéant, au moins un (1) mois avant la date fixée pour l'Approbation de l'Actionnaire de la Société Absorbante.
- 5.14 Conformément à l'article 34 de la Réglementation Irlandaise sur les Fusions, les Sociétés Absorbées, qui sont agréées et réglementées par le CBI, doivent notifier à la CBI leur intention de réaliser les Fusions au moins quatre-vingt-dix (90) jours avant la Date d'Approbation de l'Actionnaire d'AGDSIL et la Date d'Approbation de l'Actionnaire d'EDBCSL, respectivement. Les Sociétés Absorbées ont soumis cette notification le 16 mai 2024, à la suite de quoi le délai de préavis requis par l'article 34 de la Réglementation Irlandaise sur les Fusions a expiré le 15 août 2024.
6. **DATE D'EFFET**
- 6.1 La Fusion aura lieu et entrera en vigueur à la Date d'Effet.
- 6.2 À la Date d'Effet, conformément à l'article 46 de la Réglementation Irlandaise sur les Fusions et à l'article 1021-17 de la Loi de 1915,

les conséquences des Fusions, qui comprendront les éléments suivants, prendront effet:

- (a) Les Actifs et le Passif, y compris tous les droits et obligations des Sociétés Absorbées à l'égard des tiers seront transférés par voie de transmission universelle et de plein droit à la Société Absorbante et la Société Absorbante accèdera auxdits Actifs et s'engage explicitement par la présente à assumer le Passif et toutes les obligations ainsi transférées;
- (b) les Sociétés Absorbées seront dissoutes sans qu'une procédure distincte ne soit menée pour leur mise à terme (liquidation);
- (c) la Société Absorbante prendra en charge: (i) le dépôt ou l'enregistrement de toutes déclarations fiscales ou autres documents fiscaux relatifs aux Sociétés Absorbées auprès de l'administration fiscale compétente ainsi que (ii) le paiement (le cas échéant) de tout impôt sur le revenu des sociétés ou impôt communal ou local, de tout impôt sur le revenu, taxe sur la valeur ajoutée, taxe sur les ventes, taxe foncière ou de transfert, taxe professionnelle, taxe immobilière, retenue d'impôt sur les dividendes, taxe salariale, tout impôt d'enregistrement ou droit de timbre ou contribution à la sécurité sociale ou toute taxe similaire concernant les Sociétés Absorbées;
- (d) toutes les créances et dettes existant à la Date d'Effet entre les Sociétés Fusionnantes seront annulées lors de la réalisation des Fusions;
- (e) à la suite des Fusions, chacune des Sociétés Absorbées cessera d'exister et toutes leurs actions seront annulées;
- (f) toutes les procédures légales ou réglementaires en cours par ou contre chaque Société Absorbée seront poursuivies avec la Société Absorbante en tant que partie en remplacement de chaque Société Absorbée;
- (g) les mandats de nomination des administrateurs actuels de chacune des Sociétés Absorbées prendront fin à la Date d'Effet;
- (h) les livres et registres de chacune des Sociétés Absorbées seront conservés au siège social de la Société Absorbante conformément aux lois applicables;
- (i) la Société Absorbante est tenue d'effectuer aux membres de chacune des Sociétés Absorbées tout paiement en espèces requis par les présentes conditions de fusion ou par un tribunal en vertu de l'article 37 de la

Réglementation Irlandaise sur les Fusions, dans la mesure où cela est applicable ;

- (j) la Société Absorbante est tenue de payer aux membres de chacune des Sociétés Absorbées en réponse aux demandes formulées en vertu de l'article 37(1) de la Réglementation Irlandaise sur les Fusions ou exigées par un tribunal en vertu de cet article, dans la mesure où elles sont applicables;
- (k) les droits et obligations découlant des contrats de travail de chaque Société Absorbée seront transférés à la Société Absorbante (en particulier, la Succursale Irlandaise), le cas échéant;
- (l) tout contrat, accord ou instrument auquel chaque Société Absorbée est partie sera, nonobstant toute disposition contraire contenue dans le contrat, l'accord ou l'instrument en question, interprété et produira ses effets comme si:
 - (i) la Société Absorbante avait été partie audit contrat, accord ou instrument au lieu de chaque Société Absorbée;
 - (ii) toute référence (quelle qu'en soit la formulation et qu'elle soit expresse ou implicite) à chaque Société Absorbée était une référence à la Société Absorbante;
 - (iii) toute référence (quelle qu'en soit la formulation et qu'elle soit expresse ou implicite) aux administrateurs, dirigeants, représentants ou employés de chaque Société Absorbée était, respectivement, une référence:
 1. aux administrateurs, dirigeants, représentants ou employés de la Société Absorbante ou à l'administrateur, au dirigeant, au représentant ou à l'employé de la Société Absorbante que la Société Absorbante nomme à cette fin; ou
 2. à défaut de nomination visée ci-dessus, à l'administrateur, au dirigeant, au représentant ou à l'employé de la Société Absorbante qui correspond le plus possible à l'administrateur, au dirigeant, à l'employé, au représentant ou à l'employé susmentionné;
- (m) chaque contrat, accord ou instrument auquel chaque Société Absorbée est partie deviendra un contrat, un accord ou un instrument entre la Société Absorbante et la

contrepartie assorti des mêmes droits, et soumis aux mêmes obligations, responsabilités et incidents (y compris les droits de compensation), qui auraient été applicables si ce contrat, cet accord ou cet instrument avait continué à être en vigueur entre la Société Absorbée et la contrepartie, et toute somme due et exigible (ou payable) par ou à chaque Société Absorbée en vertu ou en vertu d'un tel contrat, accord ou instrument deviendra due et exigible (ou payable) par ou à la Société Absorbante à la place de chaque Société Absorbée;

- (n) toute somme due et exigible (ou payable) par ou à chaque Société Absorbée en vertu de tout contrat, accord ou instrument visé au paragraphe (m) ci-dessus deviendra due et exigible (ou payable) par ou à la Société Absorbante en lieu et place de la Société Absorbée concernée;
- (o) une offre ou une invitation à traiter faite à ou par chaque Société Absorbée avant la Date d'Effet sera interprétée et produira ses effets, respectivement, comme une offre ou une invitation à traiter faite à ou par la Société Absorbante.

6.3 Dans la mesure où tous les Actifs ou le Passif appartenant à ou devant être acquitté ou dû par chaque Société Absorbée dès à présent ou ultérieurement n'est pas transféré ou pris en charge par la Société Absorbante, comme le prévoit la Clause 6.2, les Sociétés Fusionnantes conviennent que les Fusions sont destinées à effectuer et à inclure de tels transferts et hypothèses comme s'ils étaient réputés avoir été effectifs à la Date d'Effet.

7. EFFET PROBABLE DES FUSIONS SUR L'EMPLOI

7.1 Employés

- (a) AGDSIL ne compte actuellement aucun employé à la date du présent Projet de Fusion.

EBCSL ne compte actuellement aucun employé à la date du présent Projet de Fusion.

Étant donné qu'il n'y a pas d'employés dans l'une ou l'autre des Sociétés Absorbées, il n'y aura pas d'effet sur l'emploi à la suite des Fusions en ce qui concerne les Sociétés Absorbées.

- (b) Comme aucune des Sociétés Absorbées ne compte d'employés, il n'est pas proposé que des mesures soient prises par les Sociétés Absorbées en ce qui concerne les protections des employés conformément à l'article 28 de la Réglementation Irlandaise sur les Fusions ou en vertu de la partie 5 de la Réglementation Irlandaise sur les

Fusions en ce qui concerne les arrangements pour la participation des employés.

- (c) La Société Absorbante compte actuellement 258 employés à la date du présent Projet de Fusion.
- (d) La Société Absorbante a informé et consulté sa délégation du personnel en relation avec les Fusions comme requis par les articles L.414-1 et suivants du Code du Travail Luxembourgeois. EDB SA notifiera à sa délégation du personnel la date proposée des Fusions, les raisons des Fusions, les conséquences juridiques, économiques et sociales des Fusions pour les salariés ainsi que les mesures prises à l'égard des salariés comme requis par les articles L.127-1 et suivants du Code du Travail luxembourgeois. Il n'y aura pas d'effet sur l'emploi des salariés de la Société Absorbante du fait des Fusions.

7.2 Informations sur les travailleurs intérimaires

Il n'y a pas de travailleurs intérimaires engagés par les Sociétés Absorbées.

8. **TRAITEMENT COMPTABLE**

Les Actifs et le Passif seront traités, à des fins comptables, comme ceux de la Société Absorbante à compter de la Date d'Effet. Les transactions des Sociétés Absorbées seront traitées comme celles de la Société Absorbante à compter de la Date d'Effet.

9. **ACTIONS OU AUTRES TITRES DU CÉDANT AUXQUELS SONT ATTACHÉS DES DROITS SPÉCIAUX OU DES RESTRICTIONS**

Les actions ou autres titres (le cas échéant) des Sociétés Fusionnantes ne sont assortis d'aucun droit spécial ni d'aucune restriction. Il n'y a pas d'actionnaires ayant des droits spéciaux ou de détenteurs d'autres titres dans l'une ou l'autre des Sociétés Fusionnantes. La Société Absorbante n'accordera aucun droit spécial et ne proposera aucune action ou mesure à cet égard à l'Actionnaire de la Société Absorbante ou à toute autre personne.

10. **AVANTAGES PARTICULIERS ACCORDÉS AUX ADMINISTRATEURS, AUX MEMBRES DES ORGANES DE DIRECTION, DE SURVEILLANCE OU DE CONTRÔLE OU AUX EXPERTS**

- 10.1 Aucun membre du Conseil ou autre dirigeant ou employé administratif ou membre de l'organe de surveillance ou de contrôle d'une Société Fusionnante (le « **Groupe de Gestion** ») n'a reçu, et il n'est pas prévu qu'un membre du Groupe de Gestion d'une Société Fusionnante reçoive, un montant ou un bénéfice ou d'autres avantages spéciaux en relation avec les Fusions. Étant donné qu'aucun rapport d'expert n'est requis pour les Fusions envisagées

par les présentes, aucun expert ne sera nommé et aucun avantage particulier ne sera accordé à cet (ces) expert(s).

11. INFORMATIONS SUR L'ÉVALUATION DES ACTIFS ET DU PASSIF

11.1 À la Date d'Effet, à la suite des Fusions, les Actifs et le Passif seront transférés de plein droit à la Société Absorbante.

11.2 L'Actif et le Passif au 31 décembre 2023 ont été évalués à leur valeur comptable telle qu'elle figure dans les états financiers audités de chaque Société Absorbée pour la période se terminant le 31 décembre 2023.

12. ÉTATS FINANCIERS UTILISÉS POUR LA PRÉPARATION DU PROJET DE FUSION

12.1 Les états financiers audités pour l'exercice clos le 31 décembre 2023 de chacune des Sociétés Fusionnantes ont été utilisés aux fins de la préparation du présent Projet de Fusion (collectivement, les « **Comptes Annuels** »)

12.2 Les états financiers audités des Sociétés Fusionnantes mentionnés dans la présente Clause 12 sont joints aux présentes en tant qu'Annexe 2 au Projet de Fusion.

13. ÉVALUATION DES ACTIFS ET PASSIF TRANSFÉRÉS

13.1 Les états financiers audités des Sociétés Fusionnantes, mentionnés dans la présente Clause 12, sont joints à l'Annexe 2 du Projet de Fusion. En ce qui concerne l'évaluation des actifs et passifs des Sociétés Absorbées qui seront transférés à la Société Absorbante, les termes et conditions des Fusions ont été déterminés sur la base des Comptes Annuels des Sociétés Absorbées, étant entendu que l'évaluation finale des actifs et passifs à transférer dans le cadre des Fusions sera basée sur les Comptes Intérimaires à la Date d'Effet (tels que définis ci-dessous).

Dès que cela sera raisonnablement possible après la Date d'Effet, des comptes intermédiaires de chacune des Sociétés Absorbées seront établis reflétant la valeur de l'actif et du passif de chacune des Sociétés Absorbées à la Date d'Effet (collectivement, les « **Comptes Intermédiaires à la Date d'Effet** »). Chacun des Comptes Intermédiaires à la Date d'Effet sera basé sur les mêmes principes comptables que ceux qui ont été appliqués aux fins de l'établissement des Comptes Annuels de chacune des Sociétés Absorbées. La Société Absorbante sera en mesure d'attribuer la valeur de chacun des actifs et passifs transférés respectifs comme indiqué dans chacun des Comptes Intermédiaires à la Date d'Effet et la valeur comptable nette des actifs et passifs transférés sera égale à la valeur comptable nette de chacune des Sociétés

Absorbées conformément à chacun Comptes Intermédiaires à la Date d'Effet.

Sur la base des informations actuellement disponibles et mentionnées ci-dessus, la valeur comptable nette des actifs et des passifs est établie comme suit:

I. AGDSIL :

- (i) actif total: EUR 567.220,00;
- (ii) passif total: EUR 324.993,00; et
- (iii) valeur nette: EUR 242.287,00.

II. EDBCSL:

- (i) actif total: EUR 4.854.000,00;
- (ii) passif total: EUR 1.989.000,00; et
- (iii) valeur nette: EUR 2.865.000,00.

14. ACTIONNAIRES MINORITAIRES

À la date du présent Projet de Fusion, AGDSIL, EDBCSL et EDB SA sont des sociétés à actionnaire unique et il n'y a donc pas d'actionnaires minoritaires.

À la Date d'Effet, l'Actionnaire de la Société Absorbante sera l'unique actionnaire de la Société Absorbante et la Société Absorbante sera l'unique actionnaire des Sociétés Absorbées et il n'y aura pas d'actionnaires minoritaires dans aucune des Sociétés Fusionnantes.

À ce titre, aucune Société Fusionnante n'a reçu de demande de compensation en numéraire en vertu de l'article 37 de la Réglementation Irlandaise sur les Fusions ou de l'article 1023-5 de la Loi de 1915.

15. GARANTIES POUR LES CRÉANCIERS

15.1 À la Date d'Effet, les créanciers de chaque Société Absorbée deviendront les créanciers de la Société Absorbante. Les Sociétés Fusionnantes étant solvables à tous égards à la date du présent Projet de Fusion, il n'est pas envisagé que les droits des créanciers de l'une des Sociétés Fusionnantes soient affectés négativement par les Fusions et, par conséquent, aucune garantie supplémentaire n'est offerte aux créanciers des Sociétés Fusionnantes, comme indiqué à l'article 28(2)(n) de la Réglementation Irlandaise sur les Fusions.

15.2 Conformément à l'article 33(1)(b) de la Réglementation Irlandaise sur les Fusions, les Sociétés Absorbées devront chacune, parallèlement au dépôt du présent Projet de fusion auprès du CRO, publier un avis à leurs créanciers les informant qu'ils peuvent soumettre des commentaires concernant le présent Projet de

Fusion à leur société respective, au plus tard cinq (5) Jours Ouvrables avant la Date d'Approbation de l'Actionnaire d'AGDSIL ou la Date d'Approbation de l'Actionnaire d'EDBCSL, le cas échéant.

- 15.3 Du point de vue du droit luxembourgeois, les créanciers des Sociétés Fusionnantes, dont les créances sont antérieures à la Date d'Effet peuvent, nonobstant toute convention contraire, dans les deux (2) mois à compter de cette Date d'Effet, demander au magistrat président la chambre du tribunal d'arrondissement, dans le ressort duquel la société débitrice a son siège social, traitant des affaires commerciales siégeant en matière commerciale comme en matière de référé, la constitution de sûretés pour des créances échues ou non échues, au cas où ils peuvent démontrer, de manière crédible, que les Fusions constitue un risque pour l'exercice de leurs droit et que la société correspondante ne leur a pas fourni de garanties adéquates. Le président rejette cette demande, si le créancier dispose de garanties adéquates ou si celles-ci ne sont pas nécessaires, compte tenu de la situation financière de la société après les Fusions. La société débitrice peut écarter cette demande en payant le créancier même si la créance est à terme. Si les sûretés ne sont pas fournies dans le délai fixé, la créance devient immédiatement exigible.

16. **CONTREPARTIES**

Le présent Projet de Fusion peut être signé au nom de la Société Absorbante et des Sociétés Absorbées en plusieurs exemplaires, l'ensemble constituant le Projet de fusion.

Le présent Projet de Fusion sera signé sous la forme d'un acte par devant un notaire luxembourgeois.

17. **MODIFICATIONS**

Le présent Projet de Fusion ne peut être modifié sans l'accord écrit explicite des Sociétés Fusionnantes et moyennant publication auprès du CRO et au RESA, uniquement dans le respect des dispositions de la Loi de 1915 et de la Réglementation Irlandaise sur les Fusions.

18. **CONDITIONS SUSPENSIVES**

Les Fusions restent soumises aux conditions suspensives suivantes:

- (a) le Transfert d'Actions;
- (b) l'absence d'objection la CBI à la notification reçue conformément à l'article 34 de la Réglementation Irlandaise sur les Fusions de l'intention des Sociétés Absorbées de réaliser les Fusions;

- (c) l'approbation préalable de la CSSF conformément aux articles 3 (5) et 57 de la loi du 5 avril 1993 relative au secteur financier, telle que modifiée; et
- (d) l'approbation et l'autorisation de la Haute Cour d'Irlande par l'émission du Certificat de Pré-Fusion conformément à l'article 39 de la Réglementation Irlandaise sur les Fusions, et le Contrôle par le Notaire Luxembourgeois survenant ensuite.

19. LANGUE

Le présent Projet de Fusion a été rédigé en version bilingue anglaise et française. En cas de divergence entre ces versions, la version anglaise fait foi.

20. DIVERS

20.1 Élection de domicile

Aux fins de l'exécution des présentes ainsi que des actes ou procès-verbaux qui y feront suite ou en résulteront, les Sociétés Fusionnantes font élection de domicile en leur siège social respectif.

20.2 Frais

Les dépenses, frais, honoraires et charges résultant des Fusions seront supportés par la Société Absorbante.

21. DROIT APPLICABLE ET TRIBUNAUX COMPÉTENTS

Pour toutes les questions qui ne sont pas obligatoirement soumises au droit applicable aux Sociétés Absorbées (c'est-à-dire le droit irlandais), le présent Projet de Fusion est régi et interprété conformément aux lois du Grand-Duché de Luxembourg.

Tout litige découlant du présent Projet de Fusion ou en rapport avec celui-ci sera soumis exclusivement aux tribunaux de la ville de Luxembourg, Grand-Duché de Luxembourg.

COUTS

Les frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société Absorbante en raison du présent acte sont estimés à environ trois mille six cents euros (EUR 3.600,-).

Dont acte, fait et passé à Ettelbruck, à la date figurant en tête des présentes.

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la demande des comparantes, le présent acte est rédigé en langue anglaise suivi d'une traduction en français; et qu'à la demande des mêmes comparantes et en cas de divergence entre le texte anglais et le texte français, **le texte anglais fait foi.**

Et après lecture faite au mandataire des comparantes, connue du notaire instrumentant par nom, prénom et demeure, ledit mandataire des comparantes a signé avec le notaire le présent acte.

SCHEDULE 1

ARTICLES OF ASSOCIATION OF THE SUCCESSOR COMPANY

ANNEXE 1

STATUTS DE LA SOCIETE ABSORBANTE

European Depositary Bank SA

R.C.S. Luxemburg: B10700

Aktiengesellschaft

Gesellschaftssitz: 3, rue Gabriel Lippmann, L-5365 Munsbach

Registre de Commerce et des Sociétés

Numéro RCS : B10700

Référence de dépôt : L230137601

Déposé et enregistré le 17/07/2023

**European Depositary Bank SA
R.C.S. Luxemburg: B10700
Aktiengesellschaft
Gesellschaftssitz: 3, rue Gabriel Lippmann, L-5365 Munsbach**

KOORDINIERTE SATZUNG zum 29. Juni 2023

I. GENERAL PROVISIONS

Article 1: Corporate Form, Corporate Name

There exists a public limited liability company (“**société anonyme**”) (the “Company”), which will be governed by the Luxembourg laws pertaining to such an entity, and in particular by the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time (the “**August 1915 Law**”), the Luxembourg law of 5 April 1993 on the financial sector, as amended from time to time (the “**1993 Law**”), as well as by the present articles of association (the “Articles”). The name of the Company is “**European Depositary Bank SA**”.

Article 2: Registered Office

The registered office of the Company is located in the municipality of Schuttrange. Branches and subsidiaries of the Company may be established both in the Grand Duchy of Luxembourg and abroad by a simple resolution of the Board of Directors of the Company.

The Board of Directors may transfer the registered office of the Company to any other place within the Grand Duchy of Luxembourg by a simple resolution and amend these Articles accordingly.

Should either (i) the normal business activity at the Company’s registered office or (ii) the unimpeded communications with the Company at its registered office or between the Company and places abroad be adversely affected by extraordinary events of a political, catastrophic, economic or social nature or be impaired or endangered by the imminence of such events, the registered office of the Company may be transferred abroad by the Board of Directors and the Executive Management Board of the Company provisionally until such time as normal conditions are restored.

The Company shall retain Luxembourg legal personality notwithstanding such provisional transfer of its registered office.

Article 3: Duration

The Company is incorporated for an unlimited duration. The duration of the Company may be reduced to a limited duration by a resolution of the general meeting of the shareholders (the “General Meeting”) taken in compliance with the requirements and majority rules provided under these Articles and the August 1915 Law for an amendment to these Articles. However, in such case, the Company may enter into obligations which exceed the duration which has been limited in this way.

Article 4: Corporate Objects

The corporate objects of the Company are the receipt from the public of deposits of any kind or other repayable funds and the granting of credits, as well as all the activities

that a credit institution (établissement de crédit) may carry out under Luxembourg law in compliance with the 1993 Law and as supervised by the supervisory authority of the Luxembourg financial sector, the CSSF (Commission de Surveillance du Secteur Financier).

In such capacity, the Company may also engage in all operations which relate, in whatever way, to banking or financial business, whether for its own account or for the account of third parties, including in particular (but not limited):

- a. to receive as deposits, and pay interest or receive interest on, monies from third parties;
- b. to grant loans and credit according to applicable laws.
- c. to negotiate bills of exchange and cheques;
- d. to purchase and sell securities for its own account or for the account of third parties;
- e. to hold in safe custody and manage securities for others;
- f. to issue and trade in bonds, public notes and promissory notes;
- g. to carry out the issuance of stocks, shares in companies, certificates, bonds and other securities;
- h. to sign such securities in its own name or in the name of third parties and to place them publicly or privately;
- i. to enter into and to perform any international financial, cash and foreign currency transactions;
- j. to assume and take on sureties, guarantees and other warranties for third parties;
- k. to engage in cashless payment and clearing operations; and
- l. to carry out domestic and foreign credit operations.

The Company may also, to the extent that such transactions are connected with the Company's corporate objects in any way or may serve to attain the Company's corporate objects:

- a. acquire by any title immovable property and to dispose of such real estate property by any title;
- b. receive, grant and release collateral, securities or guarantees of any kind; and
- c. acquire and dispose of participations in, operate, incorporate or establish commercial transactions and other economic entities or vehicles, which operate in particular in the real estate property market.

The Company may also perform any financial, commercial, industrial or technical

operations which it may deem useful in the accomplishment and development of the above activities.

II. SHARE CAPITAL AND SHARES

Article 5: Share Capital

The Company's share capital amounts to thirteen million seven hundred and eighty euro (EUR 13,000,780), divided up into fifty thousand and three (50,003) shares without nominal value.

Article 6: Form of the Shares

The shares are registered shares. A register of shares shall be kept at the Company's registered office which may be inspected at any time by any shareholder of the Company. The entry in the register of shares shall set forth the following details: the exact designation of each shareholder, its habitation or residence, the amount and number of its shares, the payments made on the shares and the transfers of the shares with their dates.

The ownership of a share is established by entry in the register of shares. Certificates of these entries may on request be issued to the shareholders.

Article 7: Transfers of the Shares

The transfer of shares shall be effected by means of a transfer declaration entered in the register of shares, dated and signed by the transferor and the transferee or their respective proxies. The transfer of shares may also be relied upon against third parties without being entered in the register of shares if the transfer declaration has been judicially served upon the Company or if the Company acknowledges the transfer in a notarial deed.

It is for the Company to decide whether to accept and register a transfer resulting from an exchange of letters or other documents indicating the agreement of the transferor and the transferee. All deeds relating to the transfer of shares shall be attached to the register of shares as an annex.

Article 8: Indivisibility of the Shares

The rights deriving from the shares are indivisible vis-à-vis the Company.

Article 9: Increase or Decrease of the Share Capital

The Company's share capital may be increased or decreased by resolution of the annual or extraordinary General Meeting taken in compliance with the requirements and majority rules provided under these Articles and the August 1915 Law for an amendment to these Articles.

The annual or extraordinary General Meeting may empower the Board of Directors by a resolution relating to an increase in capital to increase the capital by a simple resolution at its discretion within the limits laid down in the resolution of the General

Meeting.

If new shares are issued under a share capital increase by way of cash contribution, each shareholder shall be entitled to a pre-emptive right to the allocation of such new shares the number of which must correspond to his proportion of the previous share capital. The General Meeting may vote to exclude this right in full or in part in its resolution on the capital increase.

III. MANAGEMENT OF THE COMPANY

Article 10: Composition of the Board of Directors

The affairs of the Company shall be managed by the board of directors (hereafter referred to as the “Board of Directors” and each member a “Director”). The Board of Directors shall be composed of a majority of independent non-executive Directors with a minimum of not less than three as required by the August 1915 Law. The chairman (the “Chairman”) shall be one of the independent non-executive Directors. The chief executive officer (the “Chief Executive Officer”), who is the chairman of the Executive Management Board (as defined in Article 13 below), shall be a member of the Board of Directors.

The Chairman, if any, shall chair all meetings of the Board of Directors, but in his absence, the Board of Directors may appoint another independent non-executive Director as chairman pro tempore by vote of the majority of Directors present or represented at any such meeting.

Meetings of the Board of Directors may also be held by conference call or video conference or by any other means of communication allowing all persons participating at such meeting to hear one another on a continuous basis, allowing for an effective participation in the meeting. Participation in a meeting by these means is equivalent to participation in person at such meeting.

The Board of Directors can deliberate or act validly only if at least a majority of its members is present or represented at a meeting of the Board of Directors. All members are entitled to vote. An absent member may vote by proxy. Decisions shall be adopted by a majority vote of the Directors present or represented at such meeting. In the event of a tied vote in voting and decision-taking on the part of the Board of Directors, the Chairman shall have a casting vote.

The Board of Directors may, unanimously, pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication. Each Director may express his consent separately, the entirety of the consents evidencing the adoption of the resolutions. The date of such resolutions shall be the date of the last signature.

All Directors shall be appointed by the shareholders at an annual or extraordinary General Meeting or by unanimous written resolution. The Directors must have competence in the field of regulation and supervision of financial services and related areas. They shall be appointed for a maximum of five years and may be re-elected one or several times for successive terms. The renewal of the existing directors' mandates shall in particular be based on their past performance. This will be based on a collective self-assessment. A board member may be removed by the shareholders at an annual or extraordinary General Meeting or by a unanimous written resolution, inter alia, if he/she conducts themselves in a manner detrimental to the reputation of Company.

If a position of a member of the Board of Directors should fall vacant during the prescribed term of office of such member, the Board of Directors shall be entitled to fill the position provisionally in compliance with applicable law provisions until the next meeting of the General Meeting, in compliance with the August 1915 Law.

The Board of Directors shall be convened at least four times a year by the Chairman. The Chairman shall be obliged to convene a meeting if a request to that effect is made by at least two members of the Board.

Article 11: Powers of the Board of Directors

The Board of Directors exercises permanent supervision over the activities of the Company.

The powers of the Board of Directors are in particular but not limited to the following:

- a. to review and approve on an annual basis key strategies and policies as well as the financial objectives and operational plans of the Company; the Board of Directors thereby ensures alignment of the strategic and operational plan of the Company with its shareholder's strategy ;
- b. to prepare an annual report regarding the preceding financial year;
- c. to appoint and mandate the members of the Executive Management Board as provided in Article 13 below and determine their duties; establish and implement the appointments and remuneration plan;
- d. to supervise the operation of the Company and to ensure compliance with laws, objectives, articles of association and resolutions of the Apex Group Ltd General Meetings and of the Board of Directors;
- e. to critically assess and approve at regular intervals, at least once a year, the internal governance arrangements of the Company;
- f. to monitor the implementation of the internal governance arrangements strategies and guiding principles;

g. to support management in its delegated tasks of managing the operations of the Company and, to that end to encourage efficiency and innovation;

h. to consider with great care the Company's human, physical and financial resources and to evaluate its strengths and weaknesses; and

to ensure that plans are communicated throughout the organization and in particular to those who will be affected by them.

Article 12: Special Committees of the Board

The Board of Directors will support a clear framework of policies and objectives in all spheres within which the Company will operate. These would cover personnel policies, the basic financial regime including budgeting and financial operations including asset and liability management, capital planning and investments. This will be carried out with input from specialised committees (the "Specialised Committees") of the Board. The mission of the Specialised Committees will be to provide the Board of Directors with critical assessments in respect of the organisation and operation of the Company in the areas of audit, risk, appointments and remuneration and digital technology in order to enable the members of the Board of Directors to fulfil their supervisory mission and to take on their responsibilities pursuant to applicable CSSF Circulars.

The Specialised Committees shall normally be composed of non-executive directors. Where executive directors are included, these should be in the minority.

The Board of Directors shall publish internally documentation on the Specialised Committees as part of its governance arrangements.

Article 13: Composition of the Executive Management Board

The Board of Directors shall entrust the executive management board (the "Executive Management Board") with the implementation of the internal governance arrangements and strategies and guiding principles through internal written policies and procedures, except for the guiding principles governing the appointment and succession of individuals to the Board of Directors. The Board of Directors shall monitor the implementation by the Executive Management Board of the internal governance arrangement strategies and guiding principles. The Board of Directors shall critically assess and approve, at regular intervals, and at least once a year, the internal governance arrangements.

The Executive Management Board shall consist of at least three members, who should not be shareholders of the Company. The Board of Directors shall appoint the members of the Executive Management Board and determine their number and the duration of their term of office. Members of the Executive Management Board shall be

appointed for a maximum period of five years. They may be re-elected one or several times for successive terms.

If a position of a member of the Executive Management Board becomes vacant during the prescribed term of office of such member, the remaining members of the Executive Management Board shall be entitled to fill the position provisionally until the next meeting of the Board of Directors, in compliance with the August 1915 Law. In such case, the Board of Directors shall appoint the new member of the Executive Management Board for the remainder of the term of office of the previous member or choose another person.

The Board of Directors appoints the Chief Executive Officer amongst the members of the Executive Management Board.

The Chief Executive Officer shall be the chairman of the Executive Management Board (the "Chairman of the EMB"). In his absence another member of the Executive Management Board present for a meeting shall take his place.

Meetings of the Executive Management Board shall be convened by the Chairman of the EMB. The Executive Management Board shall meet as often as the interests of the Company so require; a meeting of the Executive Management Board is to be convened without delay if required by two members of the Executive Management Board. No notice is required if all the members are present and if they state to have full knowledge of the agenda and of the meeting. Notice of a meeting may also be waived by a member. No notice is required for meetings that are held at times and places indicated in a schedule previously adopted.

Meetings of the Executive Management Board may also be held by conference call or video conference or by any other means of communication allowing all persons participating at such meeting to hear one another on a continuous basis, allowing for an effective participation in the meeting. Participation in a meeting by these means is equivalent to participation in person at such meeting.

All members of the Executive Management Board are entitled to vote. An absent member may vote by proxy given to another member of the Executive Management Board present at the meeting. In order for deliberations and resolutions of the Executive Management Board to be valid, it is necessary for the majority of the members of the Executive Management Board to be present or represented by proxy. Resolutions are adopted by a simple majority of votes. In the event of a tied vote in voting and decision-taking on the part of the Executive Management Board, the Chairman of the EMB shall have a casting vote.

The minutes of the meeting of the Executive Management Board shall be drawn

without delay and shall be signed by all such members of the Executive Management Board present or represented at such meeting.

The Executive Management Board may, unanimously, pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication. Each member of the Executive Management Board may express its consent separately, the entirety of the consents evidencing the adoption of the resolutions. The date of such resolutions shall be the date of the last signature.

Articles 441-1 to 441-13 of the August 1915 Law shall apply accordingly to the Executive Management Board, unless provided otherwise in these Articles.

Article 14: Powers of the Executive Management Board

The Executive Management Board is responsible for implementing policy and strategies as approved by the Board of Directors, monitoring performance against key financial objectives, managing and overseeing asset and liability management, capital allocations, risk, disclosure issues, investments, acquisitions and disposals, day to day management and operational issues, customer issues and executive succession planning. The remit of the Executive Management Board shall be, but not be limited to, the following:

- a. implement the culture, values, standards, ethics and conduct of business rules of the Company as established by the Board of Directors;
- b. ensure integrity in the implementation of policies and that development of internal governance arrangements is in line with the objectives and strategies determined by the Board of Directors;
- c. advise the Board of Directors regarding the Company's general policies and strategy and communication of all relevant information to enable the Board to take informed decisions;
- d. maintain a good relationship with all supervisory authorities the Company is subject to as well as other supervisory bodies where the Company is conducting business;
- e. report to the Board of Directors on the principal matters dealt with in the normal course of business and resolutions adopted;
- f. provide the Board of Directors with a copy of the minutes of the Executive Management Board meetings. At least twice a year submit a report to the Board of Directors, the internal auditor and the CSSF on the assessment of the effectiveness of the organisational structure and on any measures taken by the Executive Management Board to tackle shortcomings;
- g. carry out supervision of line management, monitor compliance with the

allocated competencies and responsibilities and oversee financial reporting;

h. organise, steer and regularly assess the internal control mechanisms and procedures, in particular with regard to the independent control functions and their resources, without prejudice to the supervision carried out by the Board of Directors;

i. organise appropriate administrative and accounting procedures and internal controls that ensure the data quality of financial and prudential reporting systems in compliance with the applicable regulations;

j. ensure that the remuneration policy established by the Board of Directors is correctly implemented;

k. take the necessary measures to ensure that the Company has effective risk assessment systems; and

l. report to the Board of Directors on the Company's financial position and on all aspects required to enable the Board to fulfil its tasks effectively.

Article 15: Representation of the Company

The Company shall be validly represented in all legal proceedings by one executive member of the Board of Directors and one member of the Executive Management Board.

The Company shall be bound towards third parties in all other circumstances (i) by the joint signature of any two (2) members of the Board of Directors, or (ii) by the joint signature of any two (2) members of the Executive Management Board and/or (iii) by the joint signature or the sole signature of any person(s) to whom such authorised signatory power may have been delegated by the Executive Management Board or the Board of Directors within the limits of such delegation.

Within the limits of the daily management, the Company shall be bound towards third parties by the signature of any person(s) to whom such authorised signatory power may have been delegated, acting individually or jointly in accordance within the limits of such delegation

III. GENERAL MEETING

Article 16: Date and Place of the General Meeting

The annual General Meeting will take place in accordance with the provisions of the August 1915 Law within the first six (6) months following the closure of the preceding financial year at the time as may be specified in the convening notice at the registered office of the Company or at such other location in Luxembourg as may be specified in the convening notice.

Extraordinary meetings may be held at such place and time as are specified in a notice convening a General Meeting.

Article 17: Convening of the General Meeting

The General Meeting shall be convened in accordance with the August 1915 Law.

A formal convening notice is not necessary where all the shareholders are present or validly represented and, after having acknowledged the agenda, resolve to open the General Meeting.

Article 18: Participation to the General Meeting

If the convening notice so provides, in order to participate to and exercise its right to vote at the General Meeting, each holder of shares must notify to the Company his participation before the end of the sixth day preceding the date of the meeting. The deposit of the Company's shares is satisfied by blocking the shares with the consent of a depositary for the shares at other credit institutions until the end of the General Meeting. Where the shares are deposited with a notary, the certificate to be issued by the latter must be submitted to the Company by no later than the day following the expiry of the deadline for depositing them.

Article 19: Voting at the General Meeting

Each share carries the right to one vote without prejudice to legal provisions providing otherwise. Each shareholder may be represented by a proxy at the General Meeting. The proxy must be in possession of a written power of attorney. The content of the power of attorney may be laid down by the Executive Management Board. Except as otherwise provided by the August 1915 Law, the General Meeting shall adopt its resolutions by a simple majority of the votes cast.

Article 20: Procedure for the General Meeting

General Meetings shall be chaired by the Chairman of the General Meeting, its vice-chairman or, if both of them are prevented from acting, by a member of the General Meeting appointed by the General Meeting. The person chairing the General Meeting shall appoint a secretary and a teller. The minutes of the General Meeting shall be signed by the person chairing the General Meeting, the secretary and the teller.

Article 21: Distribution of Profits

The annual General Meeting shall allocate the amount of the annual net profit which is not required by law to be allocated to the Company's legal reserve, as the case may be.

A dividend decided upon by the General Meeting shall be payable on the next bank business day unless the General Meeting decides otherwise.

The Executive Management Board is entitled to pay out interim dividends, subject to and in compliance with the provisions of the August 1915 Law.

Any share premium, assimilated premium or other distributable reserve may be freely distributed to the shareholder(s) by a resolution of the shareholder(s) or of the

Board of Directors, subject to the provisions of the August 1915 Law and of the Articles.

Article 22 Dissolution and Liquidation of the Company

The General Meeting is to determine if the Company is to be dissolved. The Executive Management Board shall carry out the liquidation, unless the General Meeting appoints one or more other liquidators.

In the latter case, the General Meeting shall determine the authority and remuneration of the liquidators by majority votes.

The residual assets remaining after settlement of all liabilities of the Company shall be distributed among the shareholders in proportion to their shares.

IV. ANNUAL ACCOUNTS AND ACCOUNTING YEAR

Article 23: Independent auditor of the Company

The Company shall be supervised by one or more independent auditors (réviseurs d'entreprises agréés), appointed by the Board of Directors. The Board of Directors may delegate the appointment to the Executive Management Board.

Article 24: Accounting Year

The Company's financial year begins on the first of January and ends on the thirty-first of December each year.

Each year, the Executive Management Board shall prepare the balance sheet, the profit and loss account and an inventory for the past financial year in compliance with the applicable statutory and regulatory requirements for banks.

V. APPLICABLE LAWS

Article 25: Applicable Laws

In so far as any matters relating to the Company are not provided for in these Articles, the provisions of the August 1915 Law, as consolidated by the Grand Ducal Regulation of 5 December 2017, and the 1993 Law shall apply.

Folgt die deutsche Übersetzung des vorangehenden Textes:

I. GENERELLE BESTIMMUNGEN

Artikel 1: Gesellschaftsform, Name der Gesellschaft

Es existiert eine Aktiengesellschaft ("société anonyme") (nachfolgend die „Gesellschaft“) nach dem Recht des Großherzogtums Luxemburg, insbesondere dem luxemburgischen Gesetz vom 10. August 1915 über Handelsgesellschaften in der jeweils gültigen Fassung (nachfolgend das „Gesetz von August 1915“), dem luxemburgischen Gesetz vom 5. April 1993 betreffend den Finanzsektor in der jeweils gültigen Fassung (nachfolgend das „Gesetz von 1993“) und der aktuellen Satzung der Gesellschaft (nachfolgend die „Satzung“). Der Name der Gesellschaft ist „**European Depository Bank SA**“.

Artikel 2: Gesellschaftssitz

Die Gesellschaft hat ihren Sitz in der Gemeinde Schuttrange. Durch einfachen Beschluss des Verwaltungsrats können sowohl im Großherzogtum Luxemburg als auch im Ausland Filialen und Zweigstellen errichtet werden.

Durch einfachen Beschluss des Verwaltungsrats und entsprechender Abänderung der Satzung kann der Sitz der Gesellschaft innerhalb des Großherzogtums Luxemburg an einen beliebigen Ort verlegt werden.

Sollte entweder (a) die normale Geschäftstätigkeit am Gesellschaftssitz oder (b) die reibungslose Kommunikation mit der Gesellschaft am Gesellschaftssitz oder zwischen der Gesellschaft und Orten im Ausland durch außergewöhnliche Ereignisse politischer, katastrophaler, wirtschaftlicher oder sozialer Art beeinträchtigt oder durch das Bestehen solcher Ereignisse gefährdet werden, so kann der Gesellschaftssitz durch den Verwaltungsrat und die Geschäftsleitung der Gesellschaft provisorisch und bis zur Wiederherstellung normaler Verhältnisse ins Ausland verlegt werden.

Die Gesellschaft behält unbeeinflusst durch eine derartige provisorische Sitzverlegung ihre luxemburgische Rechtspersönlichkeit.

Artikel 3: Dauer

Die Gesellschaft ist für eine unbegrenzte Dauer gegründet. Die Dauer der Gesellschaft kann durch einen Beschluss der Generalversammlung der Aktionäre (nachfolgend die „**Generalversammlung**“) gemäß den in der Satzung und im Gesetz von August 1915 geltenden Voraussetzungen und Mehrheitsbestimmungen für Satzungsänderungen begrenzt werden. Dennoch kann die Gesellschaft in diesem Fall Verpflichtungen eingehen, die ihre derart begrenzte Dauer überschreiten.

Artikel 4: Gesellschaftszweck

Zweck der Gesellschaft ist Entgegennahme von Einlagen jedweder Art oder anderer rückzahlbarer Geldmittel und die Gewährung von Krediten, sowie alle Tätigkeiten, die ein Kreditinstitut (*établissement de crédit*) nach luxemburgischem Recht in Übereinstimmung mit dem Gesetz von 1993 und unter Aufsicht der Aufsichtsbehörde des luxemburgischen Finanzsektors, der CSSF (*Commission de Surveillance du Secteur Financier*), ausüben kann.

In dieser Eigenschaft ist die Gesellschaft berechtigt, alle Geschäfte, die mit Bank- oder Finanzierungsgeschäften in irgendeiner Beziehung stehen, auf eigene oder fremde Rechnung zu betreiben, insbesondere (aber nicht abschließend):

- a) Fremde Gelder als Einlagen anzunehmen und dafür Zinsen zu zahlen oder zu erhalten;
- b) Darlehen und Kredite nach den anwendbaren Gesetzen zu gewähren;

- c) Wechsel und Schecks anzukaufen;
- d) Wertpapiere für eigene oder für fremde Rechnung zu erwerben und zu veräußern;
- e) Wertpapiere für andere zu verwahren und zu verwalten;
- f) Schuldverschreibungen, Kassenobligationen und Schuldscheine auszugeben und mit diesen zu handeln;
- g) Die Emission von Aktien, Gesellschaftsanteilen, Zertifikaten, Schuldverschreibungen und anderen Wertpapieren durchzuführen;
- h) Solche Wertpapiere im eigenen Namen oder im Namen Dritter zu zeichnen und sie öffentlich oder privat zu platzieren;
- i) Alle internationalen Finanz-, Geld- und Devisengeschäfte durchzuführen;
- j) Bürgschaften, Garantien und sonstige Gewährleistungen für Dritte zu übernehmen;
- k) Den bargeldlosen Zahlungsverkehr und Abrechnungsverkehr durchzuführen; und
- l) Kreditgeschäfte im In- und Ausland zu betreiben.

Die Gesellschaft kann ferner, soweit diese Geschäfte unter den Gesellschaftszweck fallen oder der Erreichung des Gesellschaftszwecks dienlich sein können:

- a) Unbewegliches Vermögen erwerben und über dieses Immobilienvermögen verfügen;
- b) Sicherheiten, Bürgschaften oder Garantien jeder Art annehmen, bestellen und aufgeben;
- c) Erwerb und Veräußerung von Beteiligungen an, Betrieb, Gründung oder Aufbau von Handelsgeschäften und anderen Wirtschaftsunternehmen oder -gesellschaften, die insbesondere auf dem Immobilienmarkt tätig sind.

Darüber hinaus kann die Gesellschaft alle finanziellen, kommerziellen, industriellen oder technischen Tätigkeiten ausführen, die sie zur Erreichung und Entwicklung der obengenannten Geschäfte für förderlich hält.

II. STAMMKAPITAL UND AKTIEN

Artikel 5: Gesellschaftskapital

Das Gesellschaftskapital beträgt dreizehn Millionen siebenhundertachtzig Euro (13.000.780 EUR), eingeteilt in fünfzigtausendunddrei (50.003) Aktien ohne Nennwert.

Artikel 6: Form der Aktien

Die Aktien sind Namensaktien. Am Sitz der Gesellschaft wird über die Aktien ein Register geführt, in das alle Aktionäre der Gesellschaft jederzeit Einsicht nehmen können.

Die Eintragung in das Aktienregister umfasst folgende Angaben: die genaue Bezeichnung eines jeden Aktionärs, seinen Aufenthaltsort oder Wohnsitz, die Anzahl und Nummern seiner Aktien, die auf die Aktien geleisteten Zahlungen, sowie die Übertragungen der Aktien mit deren Daten.

Das Eigentum an einer Aktie wird durch Eintragung in das Aktienregister begründet. Bescheinigungen über die Eintragung können den Aktionären auf Verlangen ausgestellt werden.

Artikel 7: Übertragung der Aktien

Die Übertragung von Aktien erfolgt durch eine Übertragungserklärung, die in das Aktienregister eingetragen, datiert und von den Parteien der Übertragung oder deren Bevollmächtigten unterzeichnet wird. Die Übertragung von Aktien kann gegenüber Dritten auch ohne Eintragung ins Aktienregister eingewendet werden, wenn die Übertragungserklärung der Gesellschaft gerichtlich zugestellt worden ist oder die Gesellschaft die Übertragung in einer notariellen Urkunde anerkennt.

Es ist der Gesellschaft anheimgestellt, eine Übertragung anzunehmen und ins Aktienregister einzutragen, welche aus dem Schriftwechsel oder anderen, die Übereinkunft des Abtretenden und des Übernehmers darlegenden Schriftstücken, hervorgeht. Alle Urkunden, die sich auf die Übertragung von Aktien beziehen, werden dem Aktienregister als Anlage beigelegt.

Artikel 8: Unteilbarkeit der Aktien

Die Rechte, die sich aus den Aktien ergeben, sind der Gesellschaft gegenüber unteilbar.

Artikel 9: Kapitalerhöhung oder –herabsetzung

Das Gesellschaftskapital der Gesellschaft kann durch Beschluss der jährlichen oder außerordentlichen Generalversammlung, unter Beachtung der Anforderungen und Mehrheitsbestimmungen zu Satzungsänderungen, normiert in dieser Satzung und im Gesetz von August 1915, erhöht oder herabgesetzt werden.

Die jährliche oder außerordentliche Generalversammlung kann den Verwaltungsrat in ihrem Beschluss über eine Kapitalerhöhung ermächtigen, das Gesellschaftskapital durch einfachen Beschluss nach seinem Ermessen in dem Rahmen zu erhöhen, den der Beschluss der Generalversammlung festlegt.

Werden neue Aktien bei einer Kapitalerhöhung gegen Bareinlage ausgegeben, so steht jedem Aktionär ein Bezugsrecht auf Zuteilung solcher neuen Aktien zu, deren Anzahl seinem Anteil an dem bisherigen Gesellschaftskapital entsprechen muss. Die Generalversammlung kann darüber abstimmen, dieses Recht im Beschluss über die Kapitalerhöhung ganz oder zum Teil auszuschließen.

III. VERWALTUNG DER GESELLSCHAFT

Artikel 10: Zusammensetzung des Verwaltungsrats

Die Geschäfte der Gesellschaft werden von dem Verwaltungsrat (hiernach der „**Verwaltungsrat**“ und jedes Mitglied ein „**Direktor**“) geführt. Der Verwaltungsrat setzt sich mehrheitlich aus unabhängigen, nicht geschäftsführenden Verwaltungsratsmitgliedern zusammen, wobei die im Gesetz von August 1915 vorgeschriebene Mindestanzahl von drei Verwaltungsratsmitgliedern nicht unterschritten werden soll. Der Vorsitzende (der „**Vorsitzende**“) ist einer der unabhängigen, nicht geschäftsführenden Direktoren. Der leitende Geschäftsführer (der „**Leitende Geschäftsführer**“), der der Vorsitzende der Geschäftsleitung ist (wie in Artikel 13 unten definiert), ist ein Mitglied des Verwaltungsrats.

Der Vorsitzende, soweit gewählt und anwesend, führt den Vorsitz bei allen Sitzungen des Verwaltungsrats; in seiner Abwesenheit kann der Verwaltungsrat einen anderen unabhängigen, nicht geschäftsführenden Direktor durch Abstimmung mit einfacher Mehrheit der bei einer solchen Sitzung anwesenden oder vertretenen Direktoren zum Vorsitzenden pro tempore ernennen.

Die Sitzungen des Verwaltungsrats können auch per Telefon- oder Videokonferenz oder mit anderen Kommunikationsmitteln abgehalten werden, die es allen Teilnehmern ermöglichen, einander ständig zu hören, so dass eine effektive Teilnahme an der Sitzung möglich ist. Die Teilnahme an einer Sitzung über diese Mittel ist einer persönlichen Teilnahme an der Sitzung gleichzusetzen.

Der Verwaltungsrat kann rechtsgültig beraten oder handeln, wenn mindestens die Mehrheit seiner Mitglieder bei einer Sitzung des Verwaltungsrats anwesend oder vertreten ist.

Alle Direktoren sind stimmberechtigt. Ein abwesendes Mitglied kann durch Vollmacht abstimmen. Beschlüsse werden mit einfacher Stimmenmehrheit der anwesenden oder vertretenen Direktoren gefasst. Sofern bei Abstimmungen und Beschlussfassungen des Verwaltungsrats Stimmengleichheit besteht, gibt die Stimme des Vorsitzenden den Ausschlag.

Der Verwaltungsrat kann einstimmig (schriftliche) Beschlüsse im Umlaufverfahren fassen, wenn er seine Zustimmung schriftlich, per Fax, per E-Mail oder mit einem anderen ähnlichen Kommunikationsmittel zum Ausdruck bringt. Jedes Verwaltungsratsmitglied kann seine Zustimmung gesondert zum Ausdruck bringen, wobei die Gesamtheit der Zustimmungen die Annahme der Beschlüsse begründet. Als Datum der Beschlüsse gilt das Datum der letzten Unterschrift.

Sämtliche Direktoren werden von den Aktionären in einer jährlichen oder

außerordentlichen Generalversammlung bestellt (oder durch einstimmigen schriftlichen Beschluss). Die Direktoren müssen über Kompetenzen im Bereich der Regulierung und Kontrolle von Finanzdienstleistungen und verwandten Bereichen verfügen. Sie werden für einen Zeitraum von höchstens fünf Jahren bestellt und können für eine oder mehrere aufeinanderfolgende Amtszeiten wiedergewählt werden. Die Erneuerung der bestehenden Direktorenmandate soll insbesondere auf der Grundlage ihrer bisherigen Leistungen erfolgen. Dies erfolgt auf der Grundlage einer kollektiven Selbsteinschätzung. Ein Verwaltungsratsmitglied kann von den Aktionären in einer jährlichen oder außerordentlichen Generalversammlung unter anderem dann abberufen werden, wenn er/sie sich in einer Weise verhält, die dem Ansehen der Gesellschaft schadet.

Wird die Stelle eines Verwaltungsratsmitglieds während der vorgesehenen Amtszeit frei, so steht dem Verwaltungsrat das Recht zu, die Stelle entsprechend der anwendbaren gesetzlichen Bestimmungen bis zur nächsten Generalversammlung unter Beachtung der Vorschriften des Gesetzes von August 1915 vorläufig zu besetzen.

Der Verwaltungsrat wird mindestens vier Mal im Jahr durch den Vorsitzenden einberufen. Der Vorsitzende ist auf Verlangen von mindestens zwei Mitgliedern des Verwaltungsrats dazu verpflichtet, eine Versammlung einzuberufen.

Artikel 11: Kompetenzen des Verwaltungsrats

Der Verwaltungsrat übt die permanente Kontrolle über die Tätigkeiten der Gesellschaft aus.

Die Kompetenzen des Verwaltungsrats umfassen insbesondere, aber nicht ausschließlich, Folgendes:

- a. die jährliche Prüfung und Genehmigung der wichtigsten Strategien und Richtlinien sowie der finanziellen Ziele und operativen Pläne der Gesellschaft; der Verwaltungsrat stellt dadurch die Übereinstimmung des strategischen und operativen Plans der Gesellschaft mit der Strategie der Aktionäre der Gesellschaft sicher;
- b. die jährliche Erstellung eines Lageberichts über das abgelaufene Geschäftsjahr;
- c. die Mitglieder der Geschäftsleitung zu ernennen und mandatieren (wie in Artikel 13 vorgesehen) und ihre Pflichten festzulegen; den Ernennungs- und Vergütungsplan aufzustellen und umzusetzen;
- d. die Geschäftstätigkeit der Gesellschaft zu überwachen und die Übereinstimmung mit den Gesetzen, den Zielen, der Satzung und den Beschlüssen der Generalversammlungen der Apex Group Ltd sowie des Verwaltungsrats sicherzustellen;
- e. die internen Governance-Regelungen der Gesellschaft in regelmäßigen Abständen, mindestens einmal im Jahr, kritisch zu bewerten und zu beschließen;

f. die Umsetzung der Strategien und Leitprinzipien der internen Governance-Regelungen zu überwachen;

g. die Geschäftsführung bei den ihr übertragenen Aufgaben der Führung der Geschäfte der Gesellschaft zu unterstützen und zu diesem Zweck Effizienz und Innovation zu fördern;

h. die personellen, physischen und finanziellen Ressourcen der Gesellschaft mit großer Sorgfalt zu prüfen und deren Stärken und Schwächen zu evaluieren; und

i. sicherzustellen, dass Pläne innerhalb der Organisation kommuniziert werden, vor allem gegenüber denjenigen, die von diesen betroffen sind.

Artikel 12: Spezialisierte Ausschüsse des Verwaltungsrats

Der Verwaltungsrat unterstützt ein eindeutiges Rahmenwerk von Richtlinien und Zielen in allen Bereichen, in denen die Gesellschaft tätig ist. Davon umfasst werden personelle Richtlinien, das grundlegende Finanzregime einschließlich der Budgetplanung und der Finanzgeschäfte einschließlich der Verwaltung von Aktiva und Passiva, Kapitalplanung sowie Investitionen. Dies wird mit dem Beitrag von Spezialausschüssen (die „Spezialausschüsse“) des Verwaltungsrats ausgeführt. Die Aufgabe der Spezialausschüsse ist es, dem Verwaltungsrat mit kritischen Bewertungen im Hinblick auf die Organisation und Geschäftstätigkeit der Gesellschaft in den Bereichen der Rechnungsprüfung, Risiken, Ernennungen und Vergütungen sowie der digitalen Technologien zur Seite zu stehen, um die Mitglieder des Verwaltungsrats zu befähigen, ihre Kontrollfunktion auszuüben und ihre Verantwortlichkeiten gemäß den einschlägigen CSSF Rundschreiben wahrzunehmen.

Die Spezialausschüsse setzen sich üblicherweise aus nicht geschäftsführenden Direktoren zusammen. Wenn geschäftsführende Direktoren einbezogen sind, sollten diese in der Minderheit sein.

Der Verwaltungsrat veröffentlicht intern eine Dokumentation über die Spezialausschüsse als Teil seiner Governance-Regelungen.

Artikel 13: Zusammensetzung der Geschäftsleitung

Der Verwaltungsrat überlässt der Geschäftsleitung (nachfolgend die „Geschäftsleitung“) die Umsetzung der internen Governance-Regelungen und Strategien und Leitprinzipien durch interne schriftliche Richtlinien und Abläufe, mit Ausnahme der Leitprinzipien, die die Ernennung und Nachfolge von Personen im Verwaltungsrat regeln. Der Verwaltungsrat überwacht die Umsetzung der internen Strategien und Leitprinzipien der Governance-Regelungen durch die Geschäftsleitung. Der Verwaltungsrat soll die internen Governance-Regelungen in regelmäßigen Abständen, mindestens einmal im Jahr, kritisch bewerten und genehmigen.

Die Geschäftsleitung besteht aus mindestens drei Mitgliedern, die nicht Aktionäre der Gesellschaft sein sollen. Der Verwaltungsrat ernennt die Mitglieder der Geschäftsleitung und bestimmt ihre Zahl und die Dauer ihrer Amtszeit. Die Mitglieder der Geschäftsleitung werden für einen Zeitraum von höchstens fünf Jahren bestellt. Sie können für eine oder mehrere aufeinanderfolgende Amtszeiten wiedergewählt werden.

Wird die Stelle eines Mitglieds der Geschäftsleitung während der vorgesehenen Amtszeit frei, so steht den verbliebenen Mitgliedern der Geschäftsleitung das Recht zu, die Stelle bis zur nächsten Verwaltungsratsitzung gemäß den Bestimmungen des Gesetzes von August 1915 vorläufig zu besetzen. In diesem Falle hat der Verwaltungsrat für die verbliebene Amtsdauer des ausgeschiedenen Mitglieds das neue Mitglied der Geschäftsleitung endgültig zu ernennen oder ein anderes zu wählen.

Der Verwaltungsrat ernennt aus dem Kreis der Mitglieder der Geschäftsleitung den Leitenden Geschäftsführer.

Der Leitende Geschäftsführer ist der Vorsitzende der Geschäftsführung (der **"Vorsitzende der Geschäftsleitung"**). In seiner Abwesenheit nimmt ein anderes Mitglied der Geschäftsleitung, das bei einer Sitzung anwesend ist, seinen Platz ein.

Die Sitzungen der Geschäftsleitung werden durch den Vorsitzenden der Geschäftsleitung einberufen. Sitzungen der Geschäftsleitung sind einzuberufen, so oft es die Belange der Gesellschaft erfordern; eine Sitzung der Geschäftsleitung ist unverzüglich einzuberufen, sofern es zwei Mitglieder der Geschäftsleitung verlangen. Eine Benachrichtigung ist nicht erforderlich, wenn alle Mitglieder anwesend sind und erklären, von der Tagesordnung und Sitzung volle Kenntnis zu haben. Auf die Pflicht zur Bekanntmachung kann ebenfalls verzichtet werden. Für Sitzungen, die zu einem Zeitpunkt und an einem Ort stattfinden, die in einem zuvor beschlossenen Zeitplan festgelegt wurden, besteht keine Bekanntmachungspflicht.

Die Sitzungen der Geschäftsleitung können auch per Telefon- oder Videokonferenz oder mit anderen Kommunikationsmitteln abgehalten werden, die es ermöglichen, dass alle an der Sitzung teilnehmenden Personen einander fortlaufend hören können, so dass eine effektive Teilnahme an der Sitzung möglich ist. Die Teilnahme an einer Sitzung über diese Mittel ist der persönlichen Teilnahme an der Sitzung gleichgestellt.

Alle Mitglieder der Geschäftsleitung sind stimmberechtigt. Ein abwesendes Mitglied kann seine Stimme durch einen Bevollmächtigten, der Mitglied der Geschäftsleitung und bei der Sitzung anwesend sein muss, abgeben. Zur Gültigkeit der Verhandlungen und Beschlüsse der Geschäftsleitung ist es erforderlich, dass die Mehrheit der amtierenden Mitglieder der Geschäftsleitung anwesend oder durch Vollmacht

vertreten ist. Die Beschlüsse werden mit einfacher Stimmenmehrheit gefasst. Bei Stimmgleichheit gibt die Stimme des Vorsitzenden der Geschäftsleitung den Ausschlag.

Die Sitzungsprotokolle der Geschäftsleitung sollen unverzüglich angefertigt und von allen Mitgliedern der Geschäftsleitung, die an der Sitzung teilgenommen haben, unterschrieben werden.

Die Geschäftsleitung kann einstimmig (schriftliche) Beschlüsse im Umlaufverfahren fassen, wenn sie ihre Zustimmung schriftlich, per Fax, per E-Mail oder durch ein anderes ähnliches Kommunikationsmittel zum Ausdruck bringt. Jedes Mitglied der Geschäftsleitung kann seine Zustimmung gesondert zum Ausdruck bringen, wobei die Gesamtheit der Zustimmungen die Annahme der Beschlüsse begründet. Als Datum der Beschlüsse gilt das Datum der letzten Unterschrift.

Die Artikel 441-1 bis 441-13 des Gesetzes von August 1915 finden auf die Geschäftsleitung der Gesellschaft entsprechende Anwendung, falls nicht anderweitig in dieser Satzung normiert.

Artikel 14: Kompetenzen der Geschäftsleitung

Die Geschäftsleitung ist für die Umsetzung der durch den Verwaltungsrat genehmigten Richtlinien und Strategien, Überwachung der Leistung gegenüber den wichtigsten Finanzzielen, Verwaltung und Überwachung des Aktiva- und Passiva-Managements, Kapitalallokationen, Risiken, Offenlegungsfragen, Investitionen, Erwerb und Veräußerungen, tägliche Management- und Betriebsfragen, Kundenfragen und Management-Nachfolgeplanung verantwortlich. Vom Aufgabenbereich der Geschäftsleitung wird insbesondere, aber nicht ausschließlich, Folgendes erfasst:

- a. Umsetzung der vom Verwaltungsrat festgelegten Kultur, Werte, Standards, Ethik und Wohlverhaltensregeln der Gesellschaft;
- b. Integrität bei der Umsetzung der Richtlinien sicherzustellen und dass die Entwicklung der internen Governance-Regelungen mit den durch den Verwaltungsrat bestimmten Zielen und Strategien übereinstimmt;
- c. Beratung des Verwaltungsrats in Bezug auf die allgemeinen Richtlinien und Strategien der Gesellschaft sowie Mitteilung aller relevanten Informationen, um den Verwaltungsrat zu befähigen, fundierte Entscheidungen zu treffen;
- d. ein gutes Verhältnis zu allen Aufsichtsbehörden, denen die Gesellschaft unterliegt, sowie zu anderen Aufsichtsorganen, in deren Aufgabenbereich die Gesellschaft tätig ist, zu pflegen;
- e. dem Verwaltungsrat über die wichtigsten im normalen Geschäftsbetrieb behandelten Angelegenheiten sowie über die gefassten Beschlüsse Bericht zu erstatten;

f. dem Verwaltungsrat eine Kopie der Sitzungsprotokolle der Geschäftsleitung zur _Verfügung stellen. Dem Verwaltungsrat, dem internen Rechnungsprüfer und der CSSF mindestens zwei Mal im Jahr einen Bericht über die Bewertung der Effektivität der Organisationsstruktur sowie über alle Maßnahmen, die von der Geschäftsleitung getroffen werden um Defizite zu beheben, vorzulegen;

g. die Kontrolle der Abteilungsleitung, die Überwachung der Einhaltung der zugewiesenen Kompetenzen und Verantwortlichkeiten und Beaufsichtigung der Finanzberichterstattung;

h. die internen Kontrollmechanismen und –verfahren zu organisieren, zu steuern und regelmäßig zu bewerten, insbesondere im Hinblick auf die unabhängigen Kontrollfunktionen und deren Ressourcen, unbeschadet der vom Verwaltungsrat ausgeübten Kontrolle;

i. angemessene Verwaltungs- und Rechnungslegungsverfahren sowie interne Kontrollen zu organisieren, die die Datenqualität der Finanz- und Aufsichtsberichtssysteme in Übereinstimmung mit den geltenden Vorschriften sicherstellen;

j. sicherzustellen, dass die Vergütungspolitik, die vom Verwaltungsrat eingeführt wurde, richtig umgesetzt wird;

k. die notwendigen Maßnahmen zu treffen um sicherzustellen, dass die Gesellschaft effektive Risikobewertungssysteme hat; und

l. dem Verwaltungsrat über die finanzielle Situation der Gesellschaft und über alle Aspekte, die erforderlich sind, damit der Verwaltungsrat seine Aufgaben effektiv ausführen kann, Bericht zu erstatten.

Artikel 15: Vertretung der Gesellschaft

Die Gesellschaft wird in allen gerichtlichen Verfahren von einem geschäftsführenden Mitglied des Verwaltungsrats und einem Mitglied der Geschäftsleitung wirksam vertreten.

In allen anderen Umständen wird die Gesellschaft Dritten gegenüber vertreten (i) durch die gemeinsame Unterschrift von zwei (2) Direktoren oder (ii) durch die gemeinsame Unterschrift von zwei (2) Mitgliedern der Geschäftsleitung und/oder (iii) – im Rahmen ihrer jeweiligen Vertretungsmacht – durch die gemeinsame oder einzelne Unterschrift von Personen, die von der Geschäftsleitung oder dem Verwaltungsrat mit der entsprechenden Vertretung der Gesellschaft beauftragt und bevollmächtigt worden sind.

Im Rahmen der täglichen Geschäftsführung und unter Beachtung der Grenzen der jeweiligen Vertretungsmacht wird die Gesellschaft Dritten gegenüber vertreten durch die

gemeinsame oder einzelne Unterschrift von Personen, die mit der Vertretung der Gesellschaft und beauftragt und bevollmächtigt und mit der entsprechenden Zeichnungsbefugnis ausgestattet worden sind.

III. GENERALVERSAMMLUNG

Artikel 16: Zeit und Ort der Generalversammlung

Die jährliche Generalversammlung findet gemäß den Vorschriften des Gesetzes von August 1915 innerhalb der ersten sechs (6) Monate nach Abschluss des vorangegangenen Geschäftsjahres zu der in dem Einberufungsschreiben angegebenen Zeit am Gesellschaftssitz oder an einem anderen in dem Einberufungsschreiben angegebenen Ort in Luxemburg statt.

Außerordentliche Generalversammlungen können an dem Ort und zu der Zeit abgehalten werden, die in der Bekanntmachung über die Einberufung der Generalversammlung festgelegt sind.

Artikel 17: Einberufung der Generalversammlung

Die Einberufung der Generalversammlung erfolgt nach Maßgabe des Gesetzes von August 1915.

Eine förmliche Einberufung ist nicht erforderlich, wenn alle Aktionäre anwesend oder wirksam vertreten sind und in Kenntnis der Tagesordnung die Eröffnung der Generalversammlung beschließen.

Artikel 18: Teilnahme an der Generalversammlung

Sofern die Einberufungsbekanntmachung es vorsieht, muss jeder Inhaber von Aktien, um in der Generalversammlung teilnehmen und sein Stimmrecht ausüben zu können, spätestens bis zum Ablauf des sechsten Tages vor dem Versammlungstag seine Teilnahme bei der Gesellschaft anmelden. Der Hinterlegung der Gesellschaftsaktien wird dadurch genügt, dass die Aktien mit Zustimmung einer Hinterlegungsstelle für diese bei anderen Kreditinstituten bis zur Beendigung der Hauptversammlung gesperrt werden. Im Falle der Hinterlegung bei einem Notar ist die von dieser auszustellende Bescheinigung spätestens an dem Tage nach Ablauf der Hinterlegungsfrist der Gesellschaft einzureichen.

Artikel 19: Abstimmung während der Generalversammlung

Jede Aktie gewährt eine Stimme unbeschadet anderslautender gesetzlicher Bestimmungen. Jeder Aktionär kann sich in der Generalversammlung durch einen Bevollmächtigten vertreten lassen. Der Bevollmächtigte muss im Besitz einer schriftlichen Vollmacht sein. Der Inhalt der Vollmacht kann von der Geschäftsleitung festgelegt werden. Soweit im Gesetz von August 1915 nicht anders vorgesehen, fasst die Generalversammlung ihre Beschlüsse mit einfacher Mehrheit der abgegebenen Stimmen.

Artikel 20: Verfahren der Generalversammlung

Die Generalversammlungen werden vom Vorsitzenden der Generalversammlung, dessen Stellvertreter oder bei Verhinderung beider von einem von der Generalversammlung bestimmten Mitglied der Generalversammlung geleitet. Der Vorsitzende der Generalversammlung bestellt einen Schriftführer und einen Stimmzähler. Das Protokoll über die Generalversammlung wird von demjenigen, der der Generalversammlung vorsitzt, dem Schriftführer und dem Stimmzähler unterzeichnet.

Artikel 21: Gewinnverteilung

Über den nicht zur Bildung der gesetzlichen Rücklage benötigten Betrag des jährlichen Reingewinns der Gesellschaft verfügt die jährliche Generalversammlung.

Eine durch die Generalversammlung beschlossene Dividende ist an dem nächstfolgenden Bankarbeitstag zur Auszahlung fällig sofern die Generalversammlung nichts Abweichendes beschließt.

Die Geschäftsleitung ist berechtigt, Zwischendividenden vorbehaltlich und unter Berücksichtigung der im Gesetz von August 1915 enthaltenen Bedingungen auszuzahlen.

Ein Agio, ein gleichgestelltes Agio oder eine andere ausschüttungsfähige Rücklage kann vorbehaltlich der Bestimmungen des Gesetzes vom August 1915 und der Satzung durch einen Beschluss der Aktionäre oder des Verwaltungsrats frei an die Aktionäre ausgeschüttet werden.

Artikel 22: Auflösung und Liquidation der Gesellschaft

Es obliegt der Generalversammlung zu bestimmen, ob die Gesellschaft aufgelöst wird. Die Geschäftsleitung führt die Liquidation durch, falls die Generalversammlung nicht einen oder mehrere andere Liquidatoren bestellt.

Im letzteren Fall bestimmt die Generalversammlung die Befugnisse der Liquidatoren und deren Bezüge durch einfachen Mehrheitsbeschluss.

Das nach Begleichung aller Verbindlichkeiten der Gesellschaft verbleibende Restvermögen wird unter den Aktionären entsprechend ihrem Anteil verteilt.

IV. JAHRESABSCHLUSS UND GESCHÄFTSJAHR

Artikel 23: Unabhängiger Wirtschaftsprüfer der Gesellschaft

Die Gesellschaft wird von einem oder mehreren externen zugelassenen Wirtschaftsprüfern (réviseurs d'entreprises agréés) geprüft, die vom Verwaltungsrat ernannt werden. Die Ernennung kann der Verwaltungsrat an die Geschäftsleitung delegieren.

Artikel 24: Geschäftsjahr

Das Geschäftsjahr der Gesellschaft beginnt am ersten Januar und endet am einunddreißigsten Dezember eines jeden Jahres.

Jedes Jahr hat die Geschäftsleitung für das vergangene Geschäftsjahr die Bilanz,

die Gewinn- und Verlustrechnung und ein Inventar unter Beachtung der jeweils geltenden gesetzlichen und behördlichen Vorschriften für Banken aufzustellen.

V. ANWENDBARE VORSCHRIFTEN

Artikel 25: Anwendbare Vorschriften

Soweit die Angelegenheiten der Gesellschaft in dieser Satzung nicht geregelt sind, gelten die Vorschriften des Gesetzes von August 1915, konsolidiert durch die Verordnung vom 5. Dezember 2017, und des Gesetzes von 1993.

**FÜR KOORDINIERTER SATZUNG,
ausgefertigt auf Anfrage der Gesellschaft.**

Luxemburg, den 13. Juli 2023.

SCHEDULE 2

**AUDITED FINANCIAL STATEMENTS OF THE MERGING COMPANIES
FOR THE YEAR ENDING 31 DECEMBER 2023**

ANNEXE 2

**COMPTES ANNUELS AUDITES DES SOCIETES FUSIONNANTES POUR
L'EXERCICE SOCIAL SE TERMINANT LE 31 DECEMBRE 2023**

Registered Number: 673598

Apex Group Depositary Services Ireland Limited

Annual Report and audited financial statements

For the financial year ended 31 December 2023

Apex Group Depositary Services Ireland Limited

Report and financial statements for the financial year ended 31 December 2023

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Apex Group Depositary Services Ireland Limited

Company information

Directors	Dermot Mockler Mary Canning James Berkery Roseanna Young	(Resigned 11 August 2023) (Resigned 04 January 2024) (Appointed 24 April 2023) (Appointed 18 September 2023)
Company Secretary	Apex Group Corporate Administration Services Ireland Limited	
Registered office address	2nd Floor, Block 5, Irish Life Centre, Abbey Street Dublin 1, D01 P767 Ireland	
Company registration number	673598	
Auditor	Deloitte Ireland LLP Deloitte & Touche House 29 Earlsfort Terrace Dublin 2 Ireland	
Bankers	Hongkong and Shanghai Banking Corporation 1 Grand Canal Square Grand Canal Harbour Dublin 2 Ireland	

Apex Group Depositary Services Ireland Limited

Directors' report

The directors of Apex Group Depositary Services Ireland Limited ("the Company") present their report on the affairs of the Company to the shareholder together with the audited financial statements and independent auditor's report for the financial year ended 31 December 2023.

Incorporation

The Company was incorporated in Ireland on 08 July 2020 with company number 673598 and is registered at 4th Floor, 76 Baggot Street Lower, Dublin 2, Ireland.

Principal activity

From 26 March 2021, the date that the special depositary license was issued by the Central Bank of Ireland, the Company provides specialised depositary services to certain Irish and non-EU entities and also provides depositary-lite services to other non-EU entities. The strategy and development of the Company is directed by its board. The strategy is broadly defined but is focussed on providing specific specialised, or real asset, depositary services to appropriate investment fund clients.

The operational risks of the Company relate to the provision of specialised depositary services. These risks are managed on a day to day basis using internal control procedures. The Company is also subject to the usual market risks and current economic climate.

The Company has total assets worth €566,359 (2022: €649,657) and liabilities worth €324,933 (2022: €151,214) at the reporting date. The directors believe that the Company has adequate resources to cover its liabilities at reporting date. The loss for the year amounted to €256,154 (2022 loss: €198,842). The directors are seeking and actively working on new opportunities to develop the Company and bring it to a profit-making position.

The ultimate holding company and controlling party as at the balance sheet date was Apex Group Ltd, a company incorporated in Hamilton, Bermuda, for which consolidated financial statements are available at Vallis Building, 4th Floor, 58 Par-la-Ville Road, Hamilton HM11. The Company is 100% owned by Apex Group Hold Co (UK) Limited.

There were no political donations made during the financial year (2022: €nil).

Apex Group Depository Services Ireland Limited

Directors' report (continued)

Principal risks and uncertainty

There have been no principle risk and uncertainty.

Directors, company secretary and their interests

The directors who served at any time during the year and subsequently are as shown below:

James Berkery	(Appointed 24 April 2023)
Dermot Mockler	(Resigned 11 August 2023)
Mary Canning	(Resigned)
James Francis Kay-Hards	(Resigned 13 April 2023)
Roseanna Young	(Appointed)

The directors and company secretary had no interest in the share capital of the Company as at 31 December 2022 and 31 December 2023. There were no changes in these shareholdings between 31 December 2023 and the date of signing the financial statements.

As at 31 December 2023 the ultimate parent of the Company was Apex Group Limited.

Future plans and post balance sheet events

There have been no significant post balance sheet events.

Apex Depository Services Ireland Limited

Directors' report (continued)

Going concern

The Company acts as an operating company for specialised depository services offered by the Apex Group (Apex Group plc Ltd and its subsidiaries) to Irish domiciled entities and non-EU entities. The Company recognised a total loss of €256,156 for the year ended 31 December 2023 and the directors have reviewed forecasts which show that the Company will require continued financial support from the parent company, Apex Group Ltd. A letter of support has been obtained from Apex Group Ltd.

After the successful acquisition of Sanne Group plc by Apex Group Limited there is no more material uncertainty as Apex Group Limited allows for more synergies for the Company to share in.

The Directors are satisfied that the going concern basis remains appropriate for the preparation of the financial statements. The financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern. The Company may, as a consequence, be unable to realise its assets and discharge its liabilities in the normal course of business.

Accounting records

The Directors have taken measures to secure compliance with the requirements of Sections 281 to 285 of the Companies Act 2014, with regard to the keeping of accounting records by employing persons with appropriate expertise and by providing adequate resources to the maintenance of computerised accounting systems. The accounting records are held at 2nd Floor, Block 5, Irish Life Centre, Abbey Street Lower Dublin 1, D01 P767 Ireland.

At the time when this directors' report is approved, each of the persons who are directors has confirmed that:

- (i) so far as that director is aware, there is no relevant audit information of which the Company's statutory auditors are unaware, and
- (ii) the director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's statutory auditors are aware of that information.

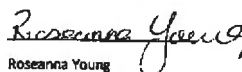
Auditor

Deloitte Ireland LLP, Chartered Accountants & Statutory Audit Firm held office during the financial year and has indicated its willingness to continue in office in accordance with Section 383 (2) of the Companies Act

Approved by the Board of Directors and signed on its behalf.



James Berkery
Director
30/04/2024



Roseanna Young
Director

Roseanna Young
Director
30/04/2024

Apex Group Depository Services Ireland Limited

Directors' Responsibilities Statement

The directors are responsible for preparing the directors' report and the financial statements in accordance with the Companies Act 2014 and the applicable regulations.

Irish company law requires the directors to prepare financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102"). Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Company as at the financial year end date and of the profit or loss of the Company for the financial year and otherwise comply with the Companies Act 2014.

In preparing those financial statements, the directors are required to:

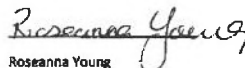
- select suitable accounting policies for the Company financial statements and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business for the foreseeable future.

The directors are responsible for ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the financial statements and directors' report comply with the Companies Act 2014 and enable the financial statements to be audited. 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.

On behalf of the board



James Berkery
Director
30/04/2024



Roseanna Young
Director

Roseanna Young
Director
30/04/2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF APEX GROUP DEPOSITARY SERVICES IRELAND LIMITED

Report on the audit of the financial statements

Opinion on the financial statements of Apex Group Depository Services Ireland Limited ("the company")

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 31 December 2023 and of the loss for the financial year then ended; and
- have been properly prepared in accordance with the relevant financial reporting framework and, in particular, with the requirements of the Companies Act 2014.

The financial statements we have audited comprise:

- the Statement of Comprehensive Income;
- the Statement of Financial Position;
- the Statement of Changes in Equity; and
- the related notes 1 to 18, including a summary of significant accounting policies as set out in note 3.

The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2014 and FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' issued by the Financial Reporting Council ("the relevant financial reporting framework").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are described below in the "*Auditor's responsibilities for the audit of the financial statements*" section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the Annual Report and Audited Financial Statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report and Audited Financial Statements. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
APEX GROUP DEPOSITARY SERVICES IRELAND LIMITED**

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view and otherwise comply with the Companies Act 2014, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on IAASA's website at: <https://iaasa.ie/publications/description-of-the-auditors-responsibilities-for-the-audit-of-the-financial-statements>. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinion on other matters prescribed by the Companies Act 2014

Based solely on the work undertaken in the course of the audit, we report that:

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited.
- The financial statements are in agreement with the accounting records.
- In our opinion the information given in the directors' report is consistent with the financial statements and the directors' report has been prepared in accordance with the Companies Act 2014.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the provisions in the Companies Act 2014 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
APEX GROUP DEPOSITARY SERVICES IRELAND LIMITED**

Use of our report

This report is made solely to the company's members, as a body, in accordance with Section 391 of the Companies Act 2014. 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.

«Image:signature»

«PartnerName»

For and on behalf of Deloitte Ireland LLP
Chartered Accountants and Statutory Audit Firm
Deloitte & Touche House, 29 Earlsfort Terrace, Dublin 2

«Date»

Apex Group Depository Services Ireland Limited

Statement of profit or loss and other comprehensive income For the financial year ended 31 December 2023

	Note	2023 €	2022 €
Revenue	5	127,938	195,682
Direct costs		(274,110)	(311,337)
Gross profit		(146,172)	(115,655)
Operating expenses		(110,427)	(112,541)
Operating loss		(256,599)	(228,196)
Foreign exchange gain		(480)	(2,453)
Loss before tax	6	(257,079)	(230,649)
Tax income	9	923	31,807
Loss and total comprehensive loss for the financial year		(256,156)	(198,842)

All gains and losses during the year have been included above.

The accompanying notes 1 to 18 are an integral part of these financial statements.

Apex Group Depository Services Ireland Limited

Statement of financial position As at 31 December 2023

	Note	2023 €	2022 €
Assets			
Non-current assets			
Intangible assets	10	66,050	66,050
Total non-current assets		66,050	66,050
Current assets			
Deferred tax		34,408	33,230
Trade and other receivables	11	27,605	126,894
Cash and bank balances		371,510	372,489
Balances due from group companies	12	66,481	50,994
Current tax assets		1,166	-
Total current assets		501,170	583,607
Total assets		567,220	649,657
Equity			
Share capital	14	1,090,442	1,090,442
Retained earnings		(848,155)	(591,999)
Total equity		242,287	498,443
Liabilities			
Current liabilities			
Trade and other payables	13	153,095	61,287
Current tax liability		-	1,423
Balances due to group companies	12	171,838	88,504
Total current liabilities		324,933	151,214
Total Liabilities		324,933	151,214
Total equity and liabilities		567,220	649,657

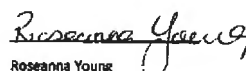
The accompanying notes 1 to 18 are an integral part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 30 April 2024.

They were signed on its behalf by:



James Berkery
Director



Roseanna Young
Director

Roseanna Young
Director

Apex Group Depository Services Ireland Limited

Statement of changes in equity For the financial year ended 31 December 2023

	Note	Share capital €	Retained earnings €	Total equity €
Balance at 01 Jan 2022		790,442	(393,157)	397,285
Share capital issued		300,000	-	300,000
Loss for the financial year		-	(198,842)	(198,842)
Total comprehensive loss for the financial year		300,000	(198,842)	101,158
Balance at 31 December 2022		1,090,442	(591,999)	498,443
Share capital issued		-	-	-
Loss for the financial year		-	(256,156)	(256,156)
Total comprehensive loss for the financial year		-	(256,156)	(256,156)
Balance at 31 December 2023		1,090,442	(848,155)	242,287

Apex Group Depository Services Ireland Limited

Notes to the financial statements

For the financial year ended 31 December 2023

1. General information

Apex Group Depository Services Ireland Limited ("the Company") is a limited liability company incorporated in Ireland. The Registered Office is 2nd Floor, Block 5, Irish Life Centre, Abbey Street Lower, Dublin 1, D01

2. Statement of compliance

The financial statements of the Company have been prepared in compliance with Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2014.

3. Summary of significant accounting policies

Basis of preparation

The financial statements of the Company have been prepared in compliance with Financial Reporting Standard 102, ("FRS 102") and the Companies Act 2014. The financial statements have been prepared in accordance with applicable accounting standards. The financial statements are prepared in Euros which is the functional currency of the Company.

Going concern

The Company acts as an operating company for special depository services offered by the Apex Group (Apex Group Ltd and its subsidiaries) to Irish domiciled entities and non-EU entities. The Company recognised a total loss of €250,124 for the year ended 31 December 2023 and the directors have reviewed forecasts which show that the Company will require continued financial support from the parent company, Apex Group Ltd. A letter of support has been obtained from Apex Group Ltd.

Notwithstanding this, the Directors are satisfied that the going concern basis remains appropriate for the preparation of the financial statements. The financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern. The Company may, as a consequence, be unable to realise its assets and discharge its liabilities in the normal course of business.

Apex Group Depository Services Ireland Limited

Notes to the financial statements For the financial year ended 31 December 2023

3. Summary of significant accounting policies (continued)

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders.

The company has taken advantage of the following exemptions on the basis that it is part of a larger group of companies (the "Group") whose parent company, Apex Group Ltd, prepares consolidated financial statements that can be viewed in Bermuda at Vallis Building, 4th Floor, 58 Par-la-Ville Road, Hamilton HM11, which include the financial information and relevant disclosures of this company:

- (i) from preparing a statement of cash flows;
- (ii) from the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29;
- (iii) from disclosing share based payment arrangements, required under FRS 102 paragraphs 26.18, 26.19 to 26.21 and 26.23; and
- (iv) from disclosing the Company key management personnel compensation, as required by FRS 102 paragraph 33.7.

Foreign currencies

The financial statements of the Company are presented in Euros which is the currency of the primary economic environment in which it operates (its functional currency).

In preparing the financial statements of the Company, transactions in currencies other than its functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each statement of financial position date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss, under foreign exchange (loss)/gain in the financial year in which they arise.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales-related taxes.

Rendering of services

Revenue is derived from the provision of services and is recognised in the statement of comprehensive income in proportion to the stage of completion of the services at the reporting date on an accruals basis.

Apex Group Depository Services Ireland Limited

Notes to the financial statements For the financial year ended 31 December 2023

3. Summary of significant accounting policies (continued)

Revenue recognition (continued)

Accrued income

Accrued income represents the billable provision of services to clients which has not been invoiced at the reporting date. Accrued income is recorded based on agreed fees billed in arrears and time based charges at the agreed charge out rates in force at the work date, less any specific provisions against the value of accrued income where recovery will not be made in full.

Deferred revenue

Fees in advance and up-front fees in respect of services due under contract are time apportioned to the respective accounting periods, and those billed but not yet earned are included in deferred revenue.

Direct costs

Direct costs are defined by management as the costs of the income generating divisions which include staff payroll, marketing and travel attributable to the division in relation to the delivery of services and supporting growth.

Operating expenses

Operating expenses consist of all expenses incurred that are required for the day-to-day operations of the entity and is not directly related to the revenue recognition of the Company. Operating expenses are recognised in profit or loss once incurred.

Tax expense

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the financial year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the

Deferred tax

Deferred tax is accounted for using the balance sheet liability method which represents the temporary differences between carrying amounts of assets and liabilities for financial reporting purposes and tax purposes. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the financial year when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date.

Apex Group Depository Services Ireland Limited

Notes to the financial statements For the financial year ended 31 December 2023

3. Summary of significant accounting policies (continued)

Intangible assets

Intangible assets are stated at cost less accumulated amortisation and any recognised impairment loss.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives, using the straight-line method, on the following bases:

Licences	Indefinite
----------	------------

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Impairment of intangible assets

At each balance sheet date, the Company reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised in the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value and subsequently at amortised cost.

All financial assets, other than cash and cash equivalents, are classified as 'loans and receivables'.

Apex Group Depository Services Ireland Limited

Notes to the financial statements For the financial year ended 31 December 2023

3. Summary of significant accounting policies (continued)

Financial instruments (continued)

Loans and receivables

Trade and other receivables and balances due to group companies that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

Financial liabilities are classified as either financial liabilities at Fair Value through Profit and loss 'FVTPL' or 'other financial liabilities'. The Company does not hold any financial liabilities at FVTPL.

Apex Group Depository Services Ireland Limited

Notes to the financial statements For the financial year ended 31 December 2023

3. Summary of significant accounting policies (continued)

Financial instruments (continued)

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant financial year. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter year, to the net carrying amount on initial recognition.

Trade and other payables and balances due to group companies are classified as other financial liabilities.

Accrued interest is recorded separately from the associated borrowings within current liabilities.

Fiduciary activities

The assets and liabilities of trusts and companies under administration are not included in these financial statements.

4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 3, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

The following are the critical judgements at the statement of financial position date that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Revenue recognition and accrued income

The Company recognises accrued income within revenue and as a receivable for amounts that remain unbilled at the year end, recorded at the recoverable amount. The recoverable amount of accrued income is assessed on an individual basis using the judgment of management, and takes into account an assessment of the client's financial position, the aged profile of the accrued income and an assessment of historical recovery rates.

Apex Group Depository Services Ireland Limited

Notes to the financial statements For the financial year ended 31 December 2023

4 . Critical accounting judgements and key sources of estimation uncertainty (continued)

Trade and other receivables

The company provides services to customers on credit terms with a mix of advance and arrears billing. Certain debts due to the company will not be paid due to the default of a small number of our customers. Our estimates of doubtful debts, based on our historical experience, are used in determining the level of debts that we believe will not be collected. These estimates consider significant indicators of their recoverability being insolvency/closure, customer liquidity and general creditworthiness issues as identified by management.

5. Revenue

All divisions engage in trust and corporate administration and all declared revenue was derived from services contracted in Ireland.

	2023	2022
	€	€
Depository Revenue	119,612	174,037
Management fee income	8,326	21,645
	<hr/> 127,938	<hr/> 195,682

6 . Loss before tax

	2023	2022
	€	€
Loss for the financial year has been arrived at after charging:		
Net foreign exchange gain/(loss)	(480)	(2,453)
Auditor's remuneration		
- Statutory audit of the individual account (including expenses)	17,850	17,850
- Other non-audit services	-	-
- Other assurance services	-	-
Staff costs	271,938	310,930
Business system cost	32,188	27,054
Regulatory fees	16,129	16,309
Tax advisory services	5,496	(99)
	<hr/> 5,496	<hr/> (99)

Apex Group Depository Services Ireland Limited

Notes to the financial statements For the financial year ended 31 December 2023

7. Staff costs

	2023	2022
	€	€
Wages and salaries	234,929	253,428
Social security costs	29,193	32,430
Other benefits	7,816	25,072
Total staff costs	271,938	310,930

The monthly average number of persons employed during the financial year was 3 employees (2022: 3).

8. Directors' remuneration and emoluments

	2023	2022
	€	€
Aggregate remuneration in respect of qualifying services		
- from the Company	232,448	153,453
Company contributions to defined contribution pension schemes		
- from the Company	25,685	16,901

Qualifying services represent those performed on behalf of the Company's subsidiary as well as the Company's holding company, not just as a director of this Company and are measured only for the period of time that individuals were directors of this Company during the financial year.

There were no contributions made to a deferred benefit pension scheme. There were no amounts under long term incentive schemes paid to or receivable by directors nor did any directors exercise options over shares in the Company.

The number of directors who are members of a defined contribution pension scheme is 1 (2022: 1).

During the period one of the directors of the Company was an employee within the wider Apex Group and received no remuneration from the Company. The other non-independent director and independent director, being related parties, received gross remuneration from the Company as disclosed above. The non-independent director also received contributions to a defined contribution pension scheme from the Company as disclosed above. No other remuneration was received by the directors from its holding company.

Apex Group Depository Services Ireland Limited

Notes to the financial statements For the financial year ended 31 December 2023

9. Tax income	2023	2022
	€	€
The tax charge comprises:		
Irish Corporation tax		
Current financial year	-	-
Deferred tax	(1,179)	(33,230)
Adjustment for prior periods	256	1,423
Tax on ordinary activities	(923)	(31,807)
The difference between the total current tax shown above and the amount calculated by applying the standard rate of Irish income tax to the profit before tax is as follows:		
	€	€
Loss on ordinary activities before tax	(257,079)	(230,649)
Tax on loss on ordinary activities at standard Irish income tax rate of 12.5% (2022: 12.5%)	(32,135)	(28,831)
Effects of:		
Assessed loss not recognised	-	-
Prior period deferred tax adjustment	30,956	(4,399)
Other taxes	256	1,423
Total current tax	(923)	(31,807)

The Company is subject to Irish corporation tax at 12.5% (2022: 12.5%).

Apex Group Depository Services Ireland Limited

Notes to the financial statements For the financial year ended 31 December 2023

10. Intangible assets	Licences €	Total €
Cost		
At 1 January 2022	66,050	66,050
Additions	-	-
At 31 December 2022	66,050	66,050
Additions	-	-
At 31 December 2023	66,050	66,050
Carrying amount:		
At 31 December 2023	66,050	66,050
At 31 December 2022	66,050	66,050

The intangible asset is the depository license that allows the company to trade.

11. Trade and other receivables	2023 €	2022 €
Trade receivables	28,164	125,071
Other debtors and prepayments	(559)	1,823
Total trade and other receivables	27,605	126,894

12. Balances due from/(to) group companies	2023 €	2022 €
Amounts falling due within one year:		
Apex Group Treasury Ltd	66,481	50,994
Apex Group Hold Co (UK) Ltd	(171,838)	(88,504)
	(105,357)	(37,509)

The amounts to group companies are unsecured, interest free and repayable on demand.

13. Trade and other payables	2023 €	2022 €
Trade creditors	37,138	(2,750)
Other taxes, social security and pension control	47,258	18,900
Accruals	68,699	45,137
Total trade and other payables	153,095	61,287

Apex Group Depository Services Ireland Limited

Notes to the financial statements For the financial year ended 31 December 2023

14. Share capital	2023	2022
	€	€
Authorised share capital		
Unlimited Ordinary share of € 1 each	-	-
Issued share capital		
1,390,442 (2022: 1,090,442) Ordinary Shares of € 1 each	1,090,442	1,090,442
Presented as follows		
Called up share capital presented as equity	1,090,442	1,090,442
Called up share capital presented as liability	-	-

15. Financial instruments

The Company has the following basic financial instruments:

Financial assets

Financial assets recorded at amortised cost

Cash and bank balances	371,510	372,489
Loans and receivables *	28,164	125,071
	399,674	497,560

Financial liabilities

Financial liabilities recorded at amortised cost

Trade and other payables **	105,837	42,387
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* Includes Trade receivables and Accrued income

** Excludes other taxes and social security

16. Ultimate holding company and controlling party

The ultimate holding company and controlling party as at the balance sheet date is Apex Group Limited, a company incorporated in Bermuda with registered address at Vallis Building, 4th Floor, 58 Par-la-Ville Road, Hamilton HM11.

The immediate holding company at the balance sheet date was Apex Group Hold Co (UK) Ltd..

17. Related party transactions

Relationship

Ultimate holding company	Apex Group Ltd
Holding company	Apex Group Hold Co (UK) Ltd

Apex Group Depository Services Ireland Limited

Notes to the financial statements For the financial year ended 31 December 2023

17. Related party transactions (continued)

Key management personnel

All directors and certain senior employees who have authority and responsibility for planning, directing and controlling the activities of the Company are considered to be key management personnel.

The Company is exempt from disclosing key management personnel compensation and directors' fees (see note 3) and this has not been disclosed during the year ended 31 December 2023 and 31 December 2022.

Related party transactions

The Company had the following transactions with related parties:

	2023	2022
	€	€
Management fee income: Apex Group Fund and Corporate Services Holdings Ltd	8,326	21,645
Management fee (expense): Apex Group Fund and Corporate Services Holdings Ltd	(2,172)	(422)
	<hr/> 6,154	<hr/> 21,223

Related party balances

The related party balances outstanding as at 31 December 2023 and 31 December 2022 are disclosed in note 12.

18. Post balance sheet events

There have been no significant material post balance sheet events.

EDB CUSTODIAL SERVICES LIMITED
(Formerly BANK OF AMERICA CUSTODIAL SERVICES (IRELAND)
LIMITED)

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

EDB CUSTODIAL SERVICES LIMITED

COMPANY INFORMATION

DIRECTORS

C. Brady (resigned 30 June 2023)
P. Clement (resigned 30 June 2023)
M. Downey (resigned 30 June 2023)
J. Gilmore (resigned 30 June 2023)

H. Barth
N. Byrne
D. Claus
R. Young
J.G Murphy (Independent non-executive director)

COMPANY SECRETARY

European Depository Bank SA (Formerly Merrill Lynch Corporate Services Limited)

REGISTERED NUMBER

430806

REGISTERED OFFICE

Floor 2 Block 5,
Irish Life Centre
Dublin D01 P767
Ireland

ACCOUNTANTS

Deloitte Ireland LLP
Chartered Accountants and Statutory Auditors
Hardwicke House
Earls fort Terrace
Dublin 2
Ireland

EDB CUSTODIAL SERVICES LIMITED

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EDB CUSTODIAL SERVICES LIMITED

DIRECTORS REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

The directors present their annual report and audited financial statements of European Depository Bank Custodial Services Limited ("EDBCSL", "the Company", formerly Bank of America Custodial Services (Ireland) Limited) for the year ended 31 December 2023.

The Company is registered in Ireland and is regulated by the Central Bank of Ireland ("CBI"). The Company was acquired by European Depository Bank S.A. (a credit institution based Luxembourg) ("EDB SA") on June 30th 2023 and is a wholly owned subsidiary of EDB SA, part of the Apex Group.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Directors' Report and financial statements in accordance with Irish law and regulations.

Irish company law requires the directors to prepare the financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and Financial Reporting Standard 101 'Reduced Disclosure Framework'.

Under company law, the directors must not approve the financial statements unless they are satisfied, they give a true and fair view of the assets, liabilities and financial position of the Company as at the financial year end date, of the profit or loss for that financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently.
- make judgements and accounting estimates that are reasonable and prudent.
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy and enable them to ensure that the financial statements and Directors' Report comply with the Companies Act 2014 and enable the financial statements to be audited. 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.

The directors are responsible for the maintenance and integrity of the Company's financial statements published on the ultimate parent, the Apex Group Ltd.'s website. Legislation in Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

PRINCIPAL ACTIVITIES

The Company is engaged in the provision of custodial and depository related services to collective investment schemes. There has been no change to the principal activities during the year and the directors expect the principal activities to continue during 2024.

The net asset value of funds held by the Company and the terms with clients of the depository and custody agreements are the principal factors which impact the level of income received by the Company.

EDB CUSTODIAL SERVICES LIMITED

The total amount of funds under depositary and custody at 31 December 2023 was €70.7 billion (2022: €71.3 billion). The profit on ordinary activities for the year before taxation amounted to €1,547,373 (2022: €5,789,979). The decrease in profit on ordinary activities for 2023 is primarily driven by two key factors: exit of largest Irish domiciled client in terms of assets and revenue end 2022 (Leadenhall Capital Partners - 7 funds) and the significant acquisition costs incurred during the purchase of the legal entity (€2.4 million).

An exceptional dividend of €32.5 million was paid on 23rd June 2023 in preparation of the acquisition of the Company. The directors do not recommend further payment of a dividend for the year (2022: NIL).

EVENTS DURING AND AFTER THE REPORTING DATE

In 2023 a sale agreement was signed by Bank of America Custodial Services Ireland Ltd ('BACSIL') and ownership transferred by way of share sale on 30th June 2023 to the Apex Group Ltd, following regulatory approval, and the Company re-constituted with the Companies Registration Office as EDBCSL.

A cross-border merger between EDBCSL and European Depositary Bank S.A. (a credit institution based in Luxembourg) ("EDB SA"), with an established Irish branch undertaking depositary activity is targeted for completion Q4 2024. Post-Merger, the business currently carried on by EDBCSL will be carried on through the Irish branch of EDB S.A.

The financial statements are being prepared on a non-going concern basis.

PRINCIPAL RISKS AND UNCERTAINTIES TO MARKET ENVIRONMENT

Geopolitical

Global market conditions in 2023 continue to be marked by volatility dominated (both in markets and in politics) amidst growing concern over geopolitics, inflation, and rising interest rates.

Russia/Ukraine Conflict

Due to the on-going conflict between Russia and Ukraine there was significant volatility in financial and commodities markets and multiple jurisdictions implemented various economic sanctions,

The Company has no direct exposure to Russia or Ukraine.

OTHER PRINCIPAL RISKS AND UNCERTAINTIES

The Company faces key risks in its daily operations, market, credit, operational, liquidity, reputational, strategic and compliance risk. The Company's risk management objectives and policies as well as exposures in relation to the seven key risk types are described in the notes to the financial statements (see note 13).

CORPORATE GOVERNANCE

The Company's Board of Directors ("the Board") is responsible for effective, prudent and ethical oversight of the Company's business and affairs, setting appropriate business strategies in the best interests of the Company, monitoring and reviewing the performance of the Company and ensuring that risk and compliance are properly monitored and managed within the Company.

The Company complies with the Irish Funds Industry Association's Corporate Governance Code for Fund Service Providers ("the Code") and the Board has adopted appropriate governance structures proportionate to the nature, scale and complexity of the activities of the Company.

EDB CUSTODIAL SERVICES LIMITED

DIRECTORS

The directors who served during the year were:

C. Brady (resigned 30 June 2023)
P. Clement (resigned 30 June 2023)
M. Downey (resigned 30 June 2023)
J. Gilmoran (resigned 30 June 2023)

N. Byrne
R. Young (CEO) (appointed 1 July 2023)
H. Barth (appointed 1 July 2023)
D Claus (Chairman) (appointed 1 July 2023)
J.G Murphy (Independent non-executive director)

ACCOUNTING RECORDS

The measures taken by the directors to ensure compliance with the requirements of Sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records, are the employment of appropriately qualified accounting personnel and the maintenance of computerized accounting systems. The Company's accounting records are maintained at the Company's registered office.

DIRECTORS' AND SECRETARY'S INTEREST IN SHARES

The directors and the company secretary had no beneficial interest in the shares of the Company that are required by the Companies Act 2014 to be recorded in the register of interests or disclosed in the Directors' Report.

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

POST BALANCE SHEET EVENTS

There have been no significant events affecting the Company since the year end.

AUDITORS

The auditors, Deloitte Ireland LLP, were appointed on 21st November 2023 in accordance with section 383(2) of the Companies Act 2014 following the resignation of PricewaterhouseCoopers.

This report was approved by the board on August 29th, 2024, and signed on its behalf.

DocuSigned by:
Roseanna Young
417F3859D0924BE...

DocuSigned by:
Nigel BURKE
E53181B6190F2426...

R. Young Director

N. Byrne Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EDB CUSTODIAL SERVICES LIMITED

Report on the audit of the financial statements

Opinion on the financial statements of EDB Custodial Services Limited ("the company")

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 31 December 2023 and of the profit for the financial year then ended; and
- have been properly prepared in accordance with the relevant financial reporting framework and, in particular, with the requirements of the Companies Act 2014.

The financial statements we have audited comprise:

- the Statement of Comprehensive Income;
- the Statement of Financial Position;
- the Statement of Changes in Equity; and
- the related notes 1 to 16, including material accounting policy information as set out in note 1.

The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2014 and FRS 101 'Reduced Disclosure Framework' issued by the Financial Reporting Council ("the relevant financial reporting framework").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are described below in the "Auditor's responsibilities for the audit of the financial statements" section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – Financial statements prepared on a basis other than that of going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

Other information

The other information comprises the information included in the Annual Report and Audited Financial Statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report and Audited Financial Statements. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EDB CUSTODIAL SERVICES LIMITED

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view and otherwise comply with the Companies Act 2014, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on IAASA's website at: <https://iaasa.ie/publications/description-of-the-auditors-responsibilities-for-the-audit-of-the-financial-statements>. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinion on other matters prescribed by the Companies Act 2014

Based solely on the work undertaken in the course of the audit, we report that:

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited.
- The financial statements are in agreement with the accounting records.
- In our opinion the information given in the directors' report is consistent with the financial statements and the directors' report has been prepared in accordance with the Companies Act 2014.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the provisions in the Companies Act 2014 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EDB CUSTODIAL SERVICES LIMITED

Use of our report

This report is made solely to the company's members, as a body, in accordance with Section 391 of the Companies Act 2014. 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.



Brian Forrester
For and on behalf of Deloitte Ireland LLP
Chartered Accountants and Statutory Audit Firm
Deloitte & Touche House, 29 Earlsfort Terrace, Dublin 2

30 August 2024

EDB CUSTODIAL SERVICES LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2023

		2023	2022
	Note	€000	€000
Revenue	2	6,639	7,777
Administrative expenses	3	(5,092)	(1,980)
Total operating income		1,547	5,797
Interest expense		-	(7)
Profit on ordinary activities before taxation		1,547	5,790
Tax on profit on ordinary activities	7	(193)	(725)
Profit for the financial period		1,354	5,065

The notes on pages 10 to 19 form part of these financial statements.

EDB CUSTODIAL SERVICES LIMITED

STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 31 DECEMBER 2023

		2023	2022
Assets	Note	€000	€000
Current assets			
Trade and other receivables	8	2,818	1,361
Cash and cash equivalents	9	2,036	33,196
Total assets		4,854	34,557
Current liabilities			
Trade and other payables - note	10	1,989	554
Total current liabilities		1,989	554
Net Assets		2,865	34,003
Equity and liabilities			
Equity attributable to equity holders			
Called up share capital		125	125
Capital contributions		5,075	5,075
Retained earnings		(3,689)	23,738
Profit for the year		1,354	5,065
Total equity		2,865	34,003
Total equity and liabilities		4,854	34,557

The financial statements were approved and authorised for issue by the board

DocuSigned by:
Rosanna Young
417F3859D0924BE...

.....
R. Young
Director

DocuSigned by:
Ngil BYRNE
E51B1B5190F2425...

.....
N. Byrne
Director

Date: August 29th 2024

The notes on pages 10 to 19 form part of these financial statements.

EDB CUSTODIAL SERVICES LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2023

	Called up share capital	Capital Contribution reserves	Profit and Loss account	Total Equity
	€000	€000	€000	€000
At 1 January 2022	125	5,075	23,738	28,938
Comprehensive Income for the year				
Profit for the year	-	-	5,065	5,065
At 31 December 2022	125	5,075	28,803	34,003
At 1 January 2023	125	5,075	28,803	34,003
Dividend distribution			(32,492)	(32,492)
Comprehensive Income for the year				
Profit for the year	-	-	1,354	1,354
At 31 December 2023	125	5,075	(2,335)	2,865

EDB CUSTODIAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with the Companies Act 2014, Financial Reporting Standard 100 ("FRS 100") Application of Financial Reporting Requirements and Financial Reporting Standard 101 ("FRS 101") Reduced Disclosure Framework.

FRS 100 and FRS 101 set out the disclosure exemptions for the individual financial statements of entities that otherwise apply the recognition, measurement and disclosure requirements of International Financial Reporting Standards that have been adopted in the European Union ("EU adopted IFRS"). References to accounting standards in these financial statements will accordingly relate to applicable International Financial Reporting Standards ("IFRS") and International Accounting Standards ("IAS").

The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in applying the Company's accounting policies. Management believes that there are no significant areas of judgement or accounting estimates that could have a material impact on the financial statements.

1.2 NEW AND AMENDED STANDARDS ADOPTED BY THE COMPANY

There are no new standards, amendments or interpretations that are effective for the first time for the financial year beginning 1 January 2023 that have had a material impact on the Company.

1.3 INCORPORATION AND DOMICILE INFORMATION

The Company is a limited company domiciled and incorporated in the Republic of Ireland under Irish Company Law. The registered office is located at Floor 2 Block 5, Irish Life Centre, Dublin D01 P767 Ireland.

1.4 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IAS 7 Statement of Cash Flows.
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

1.5 GOING CONCERN

In June 2023, EDB acquired the Company. As part of the regulatory approval process, it was anticipated that the Company would continue to operate as a separate legal entity immediately after the transaction. The Company would then be targeted for integration into the EDB Irish Branch by the end of 2024, whereby all operations, assets and liabilities would merge with the EDB Irish Branch.

The directors have a reasonable expectation, based on current and anticipated future performance, capital structure and liquidity assessment, that the Company will be able to continue in operational existence for a period of at least 12 months from the date of approval of the annual report and financial statements. Given the intention to integrate the Company into the EDB Irish Branch, the financial statements have been prepared on a non-going concern basis. Disclosures in respect to liquidity risk and capital management are set out in note 13.

EDB CUSTODIAL SERVICES LIMITED

1.6 INCOME AND EXPENSES

Turnover is made up of custody fee income and service fee income. Custody fee income consists of fees earned for holding debt and equity securities as custodian for collective investment schemes, along with depositary fee income for fiduciary oversight and cash monitoring activities. Custody and depositary fees are accrued as the services are provided to the customer. Service fee income, which includes charges made to affiliated companies to reimburse the Company for revenues received, is also recognized on an accrual basis.

1.7 FOREIGN CURRENCIES

The financial statements have been presented in Euros, which is also the functional currency of the Company.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are subsequently re-translated into the functional currency using the exchange rates prevailing at the reporting date. Exchange gains and losses on monetary assets and liabilities are recognized in the statement of comprehensive income.

1.8 INTEREST EXPENSE

Interest expense for all interest-bearing financial instruments are recognized on an accrual basis using the effective interest method. The effective interest rate is applied to the amortized cost of the liability.

1.9 TAXATION

The tax expense for the period comprises of current tax. Tax is recognized in the statement of comprehensive income, except to the extent that it relates to items recognized in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognized in other comprehensive income or directly in shareholders' funds, respectively.

Current tax, including Irish corporation tax and foreign taxes, is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

1.10 FINANCIAL INSTRUMENTS

The Company recognizes financial assets in the Statement of Financial Position when it becomes a party of the contractual provisions of the instrument. The Company initially measures a financial asset at its fair value plus or minus transaction costs that are incremental and directly attributable to the acquisition of the financial asset. Immediately after initial recognition, the Company assesses for impairment on an expected credit loss basis. The Company classifies all of its financial assets within a held to collect business model and considers the contractual cash flow characteristics on these instruments as solely payments of principal and interest ("SPPI"). As such, these financial assets are measured at amortized cost.

The Company recognizes financial liabilities in the Statement of Financial Position when it becomes a party to the contractual provisions of the instrument. All financial liabilities are carried at amortized cost using the effective interest method.

1.11 IMPAIRMENT

The Company calculates a probability-weighted loss allowance for ECL on its financial assets that are debt instruments that are not measured at FVPL. For instruments that have had no significant increase in credit risk since initial recognition, ECL is calculated on a 12-month basis. In the event that

EDB CUSTODIAL SERVICES LIMITED

significant financial difficulty or default of a counterparty indicates that an asset is credit-impaired, the ECL allowance is assessed on a lifetime basis, taking into account ECL that result from all possible default events over the expected life of the financial instrument.

Debtor balances are written off, either partially or in full, when there is no realistic prospect of recovery. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

2. TURNOVER

	2023	2022
	€000	€000
Custodial fees	4,164	4,546
Intercompany service fee	2,482	3,231
Other Operating Income	(7)	-
	<u>6,639</u>	<u>7,777</u>

Intercompany service fee income reflects interest margin earned on cash deposits held by an affiliated company as part of the Company's custody arrangements.

3. ADMINISTRATIVE EXPENSES

	2023	2022
	€000	€000
Intercompany service fee	(3,928)	(1,593)
Professional fees	(25)	-
Other expenses	(1,138)	(387)
	<u>(5,092)</u>	<u>(1,980)</u>

Intercompany service fee expense relates to amounts charged by affiliated companies. Other expenses include non-recoverable VAT expenses.

4. AUDITORS' REMUNERATION

The Company paid the following amounts to its auditors in respect of the audit of the financial statements.

	2023	2022
	€000	€000
Fees for the Audit of the company	<u>25</u>	<u>14</u>

EDB CUSTODIAL SERVICES LIMITED

5. STAFF COSTS

The Company did not have any employees in the current or the preceding year other than the directors.

Directors remuneration in the current and preceding year was borne by an affiliated company (see note 6).

6. DIRECTORS' REMUNERATION

	2023	2022
	€000	€000
Directors' remuneration	237	403

Of the directors that served during the year, 9 (2022: 6) were remunerated in relation to their services as directors for this Company. Emoluments in relation to services performed for other affiliated companies are not disclosed in this Company's financial statements.

7. TAXATION

	2023	2022
	€000	€000
Corporation tax		
Current tax on profits for the year	193	725
Taxation on profit on ordinary activities	193	725

The current tax for the year does not differ from the current tax that would result from applying the standard rate of Irish Corporation tax of 12.5% (2022: 12.5%) to the profit on ordinary activities.

EDB CUSTODIAL SERVICES LIMITED

8. CASH AT BANK AND IN HAND

	2023	2022
	€000	€000
Cash at bank and in hand	<u>2,036</u>	<u>33,196</u>

Of the above, €643,886 (2022: €31,804,000) is held with affiliated companies and €1,391,763 (2022: €1,391,763) is held as Minimum Capital Requirement.

9. TRADE AND OTHER RECEIVABLES

	2023	2022
	€000	€000
Custodial fee receivable	414	669
Intercompany receivables	1,335	692
Tax Receivable	182	-
Accrued income	879	-
Other assets	8	-
	<u>2,818</u>	<u>1,361</u>

Amounts owed from affiliated companies are interest free, unsecured, and repayable on demand.

10. TRADE AND OTHER PAYABLES

	2023	2022
	€000	€000
Amounts owed to affiliated companies	1,129	422
Other Payables	241	18
Tax Liabilities	619	114
	<u>1,989</u>	<u>554</u>

Amounts owed to affiliated companies are interest free, unsecured, and repayable on demand.

11. SHARE CAPITAL

	2023	2022
	€000	€000
Authorized, allotted, called up and fully paid	125	125

EDB CUSTODIAL SERVICES LIMITED

12. FAIR VALUE INFORMATION

Trade and other receivables comprise of service fee and custody income. Trade and other payables comprise primarily of service fee expense. Amounts are held at amortized cost. Due to their short-term nature, their carrying amount is the same as their fair value and they are therefore classified as level 2 within the fair value hierarchy.

13. RISK MANAGEMENT

Legal entity risk governance

In its business activities, EDBCSL is exposed to operational and strategic risks. For the overall management of its operations, it is essential that EDBCSL is able to effectively identify, analyze, manage and evaluate the relevant risks.

Further to EDBCSL's acquisition by European Depository Bank SA ("EDB Bank SA"), all EDB risk management practices have been implemented at EDB CSL, in particular a Risk Management Framework, supplemented by the Incident & Issue management process and procedure, a Risk Appetite Statement Policy and an Incident & Issue Management have been established which serve as the foundation for consistent and effective management of risks facing EDBCSL.

The Risk Management Framework applies to all EDBCSL employees. It provides an understanding of the Company's approach to risk management and each employee's responsibilities for managing risk. All employees must take ownership for managing risk well and are accountable for identifying, escalating and debating risks that affect the Company.

The Risk Appetite Statement Policy is aligned with its business goals, strategy development, and capital planning of the EDB Bank SA. It provides a common framework and comparable measures for Senior Management and the EDB CSL Board of Directors to communicate, understand, and assess the types and levels of risk that they are willing to accept. To ensure adherence to the risk appetite, including compliance with regulatory requirements, a wide range of policies and procedures have been implemented.

To monitor the business effectively and strengthen risk management, EDBCSL follows the three lines of defense model. The first line has the primary responsibility to own and manage risks, with the second line providing compliance and oversight performed by the risk controlling and compliance departments, and with the third line internal audit providing objective and independent assurance.

EDBCSL is included in the risk bearing capacity of its parent, EDB Bank SA. The rules laid down by the Luxembourg banking supervisory authority (CSSF) and the Central Bank of Ireland (CBI), for the implementation of an Internal Capital and Liquidity Adequacy Assessment Process (ICAAP/ILAAP) are strictly complied with in this regard.

To actively manage both current and emerging risks, EDBCSL management has reviewed the materiality of all risks as part of the risk register assessment, comprising of financial risk types (credit, liquidity, market price) and non-financial risk types (operational, strategic) covered by the first line of business' risk control self-assessment (RCSA).

As a result, EDBCSL is primarily affected by operational risk, it does not have credit, market or liquidity risks. The risks taken are controlled and limited as part of an active risk management approach. EDBCSL's Risk Management department monitors the risks taken on an ongoing basis and regularly reports to the Board of Directors.

EDBCSL has also established a set of Key Risk Indicators, to help identify significant events that can adversely impact its risk profile. The Key Risk Indicators monitor changes in the level of risk exposures and act as early warning signs that enables EDBCSL to monitor and mitigate risks in a timely manner. In addition, processes have been put in place by EDBCSL in respect of operational incidents & issues, customer complaints, new products, outsourcing, non-transparent transactions, and changes to business strategy, identifying any changes to the EDB's risk profile.

Operational risks are countered by EDBCSL by means of clearly defined competencies and responsibilities. Regulations and detailed procedural documentation for all departments on all

EDB CUSTODIAL SERVICES LIMITED

essential work processes, duties and responsibility are kept constantly up to date, helping to identify, limit and avoid materialization of risks. Strict adherence to the principle of separation of duties at all levels of the firm, as well as internal controls and approvals under the four-eyes principle integrated into operational procedures and technical systems, form additional core elements of risk control methods. In addition, EDBCSL has taken out insurances regarding transfers of possible operational risks with a high loss potential.

By maintaining a Business Recovery Centre, and by setting up backup workplaces, including enabling the staff to work from home, appropriate measures to counter the risks arising from IT malfunctions, breakdowns and pandemics have been taken. Continuous investments in the IT infrastructure aim at maintaining a high level of availability and performance.

Legal risks are countered by EDBCSL through an extensive use of standard and standardized contracts, regular review of individual contracts and ongoing update of wording and various clauses of contracts, according to the prevailing legislation and business practices, with recourse to the expertise of external legal advisers, if required. EDBCSL continuously improves the range of instruments designed to combat money laundering, the financing of terrorism and white-collar crime. In 2023, all employees received comprehensive trainings on the prevention of money laundering and the financing of terrorism. Training on general compliance topics is provided on a regular basis as well as training on fraud prevention. Furthermore, training on operational risks is obligatory for all employees as well as sensitization on Cybersecurity, including phishing attacks.

EDBCSL's risk management procedures correspond to the usual market standards and are geared, within the framework of proportionality, to the risks inherent in the business operations. With the procedures applied, the risks outlined are measurable and transparent and those procedures additionally enable the risks to be well controlled and managed.

14. RELATED PARTY TRANSACTIONS

As detailed in note 1.4, the Company has elected to take advantage of the exemption available under FRS 101 for the requirements in IAS 24 - Related Party Disclosures to disclose related party transactions entered into between two or more members of a group.

Management considers key management personnel to be represented by the Board of directors of the Company. Details of the remuneration of the directors are included in note 6.

15 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent company is European Depositary Bank SA, a company incorporated in Luxemburg. The Company's ultimate parent company and controlling party is Apex Group Ltd, a company organized and existing under the laws of Bermuda. The parent company of the largest and smallest group that includes the Company and for which group financial statements are prepared is Apex Group Ltd.

16 SUBSEQUENT EVENTS

A cross-border merger between EDBCSL and European Depositary Bank S.A. (a credit institution based in Luxembourg) ("EDB SA"), with an established Irish branch undertaking depositary activity is targeted for completion Q4 2024. Post-Merger, the business currently carried on by EDBCSL will be carried on through the Irish branch of EDB S.A. Therefore, the financial statements are being prepared on a non-going concern basis.

Registre de Commerce et des Sociétés

Numéro RCS : B10700

Référence de dépôt : L240131641

Déposé et enregistré le 04/07/2024

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European Depositary Bank SA

**Audited Annual Accounts
And report of the *réviseur d'entreprises agréé*
as at 31 December 2023**

9a, Rue Gabriel Lippmann
L-5365 Munsbach
R.C.S. Luxembourg: B 10700

to La

European Depositary Bank SA

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Deloitte Audit
Société à responsabilité limitée
20 Boulevard de Kockelscheuer
L-1821 Luxembourg

Tel: +352 451 451
www.deloitte.lu

To the Board of Directors of
European Depositary Bank S.A.
9A, Rue Gabriel Lippmann
L-5365 Munsbach

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Report on the Audit of the Annual Accounts

Opinion

We have audited the Annual Accounts of European Depositary Bank S.A. (the "Bank"), which comprise the balance sheet as at December 31, 2023, and the profit and loss account for the year then ended, and notes to the Annual Accounts, including a summary of significant accounting policies.

In our opinion, the accompanying Annual Accounts give a true and fair view of the financial position of the Bank as at December 31, 2023, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the Annual Accounts.

Basis for Opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the *Commission de Surveillance du Secteur Financier* (CSSF). Our responsibilities under the EU Regulation No 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "Responsibilities of the *réviseur d'entreprises agréé* for the Audit of the Annual Accounts" section of our report. We are also independent of the Bank in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the Annual Accounts, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Annual Accounts of the current period. These matters were addressed in the context of the audit of the Annual Accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Key Audit Matter	Our response
<p data-bbox="328 427 533 450">Commissions income</p> <p data-bbox="328 510 820 651">The commissions receivable ("commissions income") amount to EUR 51.064.473 as of December 31, 2023. We refer to the Note 4.1 and Note 4.2 of the Annual Accounts.</p> <p data-bbox="328 712 820 936">Commissions income is one of the Bank's core source of income and is mainly composed of depositary and custodian bank fees mainly for mutual funds, specialised investment funds and securitisation companies and commission from securities transactions executed by the Bank for its clients.</p> <p data-bbox="328 996 820 1182">Accordingly, the recording of commissions income is considered a Key Audit Matter due to the significance of the balance to the profit of the Bank, the high volume of transactions and the manual recording in the system for a large part of the balance.</p>	<p data-bbox="855 510 1347 651">As part of our audit, we examined the Bank's internal control system implemented by the Executive Management Board and the General IT Controls surrounding the Core Banking System.</p> <p data-bbox="855 712 1385 1055">For a sample of the different types of commissions, we tested accuracy of the commissions income by either performing independent recalculation of the commission or by review of the Banks's calculation. This also included the reconciliation of the underlying basis to external evidence and applicable signed fee schedules, including the review of appropriate level of management authorization over fee schedules or alternative procedures.</p> <p data-bbox="855 1115 1369 1211">We tested completeness of the commissions income by reconciling sample of Bank's client list with the commissions income breakdown.</p> <p data-bbox="855 1272 1374 1458">We understood and evaluated the controls over manual journal entries and other adjustments made in the preparation of the annual accounts. We tested the appropriateness of a sample of such entries and adjustments.</p> <p data-bbox="855 1518 1390 1570">We finally assessed the adequacy of the disclosures in the annual accounts.</p>

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<p>Calculation of the earnout amounts of the purchase price of shares in affiliated undertakings</p> <p>The shares in affiliated undertakings represent the investment in EDB Custodial Services Ltd. According to the accounting policy the shares in affiliated undertakings are valued at the cost of acquisition. We refer to the Note 3.6 of the Annual Accounts.</p> <p>The cost of acquisition consists of both actual payments and estimation of future payments (the estimation of future payments being "earnout amounts" or "earnout"). The earnout part amounts to EUR 13.862.667 and represents 56,5% of the acquisition cost in EDB Custodial Services Ltd (formerly Bank of America Custodial Services (Ireland) Limited) as at December 31, 2023.</p> <p>At the same time, the Bank recognized the earnout provision for the same amount. We refer to the Note 3.13 of the Annual Accounts.</p> <p>The process of calculating the earnout amounts requires management to exercise their professional judgment in selecting the data, model and assumptions that form this estimate.</p>	<p>As part of our audit, we gained an understanding of the process and controls for calculation of the earnout amounts.</p> <p>We have performed following audit procedures to test how the management made the accounting estimate regarding earnout amount.</p> <ul style="list-style-type: none">- We obtained the Share and Purchase Agreement (the "SPA");- We obtained the model for the calculation of the estimated earnout amounts;- We reviewed the model and ensured that it is in line with the conditions outlined in the SPA;- We reviewed the inputs used in the model, specifically data and assumptions used for calculating future cashflows. <p>We finally assessed the adequacy of the disclosures in the annual accounts.</p>
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Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the annual report including the management report but does not include the Annual Accounts and our report of the *réviseur d'entreprises agréé* thereon.

Our opinion on the Annual Accounts does not cover the other information and we do not express any form of assurance conclusion thereon.

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In connection with our audit of the Annual Accounts, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Annual Accounts or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and Those Charged with Governance for the Annual Accounts

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

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

Responsibilities of the *réviseur d'entreprises agréé* for the Audit of the Annual Accounts

The objectives of our audit are to obtain reasonable assurance about whether the Annual Accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the *réviseur d'entreprises agréé* that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Annual Accounts.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Annual Accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Handwritten signature and initials, possibly "L" and "LG", with a horizontal line underneath.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Bank's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Bank's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the *réviseur d'entreprises agréé* to the related disclosures in the Annual Accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the *réviseur d'entreprises agréé*. However, future events or conditions may cause the Bank to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Accounts, including the disclosures, and whether the Annual Accounts represent the underlying transactions and events in a manner that achieves fair presentation.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Annual Accounts of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

Report on Other Legal and Regulatory Requirements

We have been appointed as *réviseur d'entreprises agréé* by the Board of Directors on December 5, 2023 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 4 years.

The management report is consistent with the Annual Accounts and has been prepared in accordance with applicable legal requirements.

Deloitte.

We confirm that the prohibited non-audit services referred to in the EU Regulation N° 537/2014 were not provided and that we remained independent of the Bank in conducting the audit.

For Deloitte Audit, *Cabinet de révision agréé*



Ekaterina Volotovskaya

Ekaterina Volotovskaya, *Réviseur d'entreprises agréé*
Partner

June 12, 2024

European Depositary Bank SA
Balance sheet
as at December 31, 2023
(expressed in EUR)

Assets	Notes	Dec. 31, 2023	Dec. 31, 2022
1. Cash in hand, balances with central banks and post office banks		607,148,541	915,820,381
2. Loans and advances to credit institutions	3.1	83,494,311	92,460,227
a) repayable on demand		83,494,311	92,460,227
b) other loans and advances		0	0
3. Loans and advances to customers	3.2	43,420,179	23,023,158
4. Debt securities and other fixed-income securities	3.3	607,966,929	528,079,002
a) issued by public bodies		315,860,087	174,867,044
b) issued by other borrowers		292,106,842	353,211,958
5. Participating interests	3.4/3.5	73,156	73,294
6. Shares in affiliated undertakings	3.4/3.6	24,534,766	0
7. Intangible assets	3.4	6,136,546	6,270,023
8. Tangible assets	3.4	627,850	751,364
9. Other assets	3.7	35,716,718	46,906,333
10. Prepayments and accrued income	3.8	8,875,630	5,620,539
Total Assets		<u>1,417,994,626</u>	<u>1,619,004,321</u>

The attached notes form an integral part of the annual accounts.

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European Depositary Bank SA
Balance sheet
as at December 31, 2023
(expressed in EUR)

Liabilities	Notes	Dec. 31, 2023		Dec. 31, 2022
1. Amounts owed to credit institutions			1,072,302	2,056,716
a) repayable on demand	3.9	1,072,302		2,056,716
b) with agreed maturity dates or periods of notice	3.9	0		0
2. Amounts owed to customers			1,256,113,239	1,473,732,610
Other debts				
a) repayable on demand			1,239,813,860	1,470,752,263
b) with agreed maturity dates or periods of notice	3.10		16,299,379	2,980,347
3. Other liabilities	3.11		25,352,179	53,873,264
4. Accruals and deferred income	3.12		4,271,451	2,205,404
5. Provisions	3.13		33,593,897	16,900,532
a) Provisions for pensions and similar obligations		464,888		461,954
b) Provisions for taxation		12,893,901		8,759,236
c) Other provisions		20,235,108		7,679,342
6. Subscribed capital	3.14		13,000,780	13,000,520
7. Share premium account	3.14		28,999,220	17,999,480
8. Reserves	3.15		39,123,283	36,274,243
9. Profit or loss brought forward			112,512	112,512
10. Profit or loss for the financial year (after deduction of the interim dividend)			16,355,685	2,849,040
a) Profit or loss for the financial year (before deduction of the Interim dividend)		19,837,923		2,849,040
b) Interim dividends	3.15	-3,482,238		0
Total Liabilities			<u>1,417,994,626</u>	<u>1,619,004,321</u>

The attached notes form an integral part of the annual accounts.

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European Depositary Bank SA
Off-balance sheet items
as at December 31, 2023
(expressed in EUR)

	Notes	Dec. 31, 2023	Dec. 31, 2022
1. Contingent liabilities showing separately: guarantees and assets pledged as collateral security	3.16	950,500	1,026,469
		950,500	1,026,469
2. Commitments	3.17	13,838,422	0
3. Fiduciary transactions	3.18	329,471,273	390,330,231

The attached notes form an integral part of the annual accounts.

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European Depository Bank SA
Profit and loss account
for the year ended December 31, 2023
(expressed in EUR)

Income	Notes	2023	2022
1. Interest receivable and similar income, showing separately: that arising from fixed-income securities	4.1	62,108,217	29,927,349
		20,714,010	6,705,313
2. Income from transferable securities:		0	237,717
a) Income from shares in affiliated undertakings		0	237,717
3. Commissions receivable	4.2	51,064,473	50,042,006
4. Net profit on financial operations		968,638	0
5. Other operating income	4.3	12,851,098	5,729,334
Total Income	4.1	<u>126,992,426</u>	<u>85,936,406</u>

The attached notes form an integral part of the annual accounts.

European Depositary Bank SA
Profit and loss account
for the year ended December 31, 2023
(expressed in EUR)

Charges	Notes	2023	2022
1. Interest payable and similar charges	4.7	32,770,765	17,040,597
2. Commissions payable		5,050,261	5,697,220
3. Net loss on financial operations		0	1,879,627
4. General administrative expenses:		59,618,713	49,204,910
a) Staff costs, showing separately:		36,861,550	31,661,327
aa) wages and salaries		31,860,555	27,839,074
ab) social security costs, with a separate indication of those relating to pensions		3,989,497	3,106,084
b) Other administrative expenses	4.4/4.5	22,757,163	17,543,583
5. Value adjustments in respect of Assets items 8 and 9		2,622,371	2,231,570
6. Other operating charges	4.6	946,758	5,462,705
7. Value adjustments in respect of transferable securities held as financial fixed assets, participating interests and shares in affiliated undertakings		625,977	601,729
8. Tax on profit or loss on ordinary activities		5,502,310	952,571
9. Profit or loss on ordinary activities after taxes		19,855,271	2,865,477
10. Other taxes not shown under the preceding items		17,348	16,437
11. Profit for the financial year		19,837,923	2,849,040
Total Charges		<u>126,992,426</u>	<u>85,936,406</u>

The attached notes form an integral part of the annual accounts.

European Depositary Bank SA
Notes to the annual accounts
as at December 31, 2023

NOTE 1 - GENERAL INFORMATION

a) Corporate Matters

European Depositary Bank SA (the "Bank") was established as a Société Anonyme on February 15, 1973 by Prosper-Robert Elter, Notary.

The Bank registered office is located at: L-5365 Munsbach, 9a, Rue Gabriel Lippmann. As from 1st of March 2024 the registered office changed from the previous address: L-5365, 3 Rue Grabiél Lippmann.

The Bank is registered in the Commercial Registry of the City of Luxembourg under No B10700.

The Bank's memorandum and articles of association were last amended by notary deed of Marc Loesch, Notary practising in Luxembourg, dated December 09, 2022 and published in the RESA (Official Gazette), number 009 of January 11, 2023.

European Depositary Bank SA, Dublin Branch ("EDB Dublin Branch") has been established in 2019. EDB Dublin Branch focuses solely on offering Depositary and Custody Services to a wide range of fund structures and SPVs. Depositary services offered include both full-depositary and depositary-lite services.

European Depositary Bank SA, Malta Branch ("EDB Malta Branch") has also been established in 2019. EDB received Malta Financial Services Authority (MFSA) principal approval for the "Category 4a Investment Services Licence" of EDB, Malta Branch on November 19, 2019.

European Depositary Bank SA, London Branch ("EDB London Branch") was established on January 24, 2020. The top-up application for a full Depositary license was approved on September 8, 2020. The depositary activities ended in December 2023 due to expiration of the Depositary license. The EDB London Branch is expected to be closed in 2024.

The Bank owns a subsidiary in Ireland, European Depositary Bank Custodial Services Limited, ("EDB CSL"), purchased in 2023. In accordance with the legal provisions in Part III of the Law of June 17, 1992, the subsidiary is part of the consolidated accounts of the EDB Group, composed of the Bank and EDB CSL.

The Bank is a wholly owned subsidiary of, and whose ultimate parent company is, Apex Group Limited, a corporation organized under the laws of Bermuda. Consolidated financial statements of Apex Group Limited, are available at the head office of this company. These can be obtained from Apex Group Limited, Vallis Building, 4th Floor, 58 Par-la-Ville Road, Hamilton HM11, Bermuda.

b) Nature of the Bank's Business

The object of the Bank is to carry on the business of a bank. In that capacity, the Bank is empowered to engage in all banking transactions and all operations which relate, in whatever way, to banking business, whether for its own account or for the account of third parties, and in particular:

- (a) to accept as deposits, and pay interest on, moneys belonging to third parties;
- (b) to grant loans of money and credit of any kind;
- (c) to negotiate bills of exchange and cheques;
- (d) to purchase and sell securities for its own account or for the account of third parties;



European Depositary Bank SA
Notes to the annual accounts
as at December 31, 2023

- (e) to hold in safe custody, and manage, securities for others;
- (f) to issue and trade in bonds, public notes and promissory notes;
- (g) to promote the issue of stocks, shares in companies, certificates, bonds and other securities, to subscribe for such securities in its own name or in the name of third parties and to place them publicly or privately;
- (h) to execute all international financial, cash and foreign currency transactions;
- (i) to assume and take on sureties, guarantees and other warranties for third parties;
- (j) to engage in cashless payment and clearing operations and
- (k) to carry on domestic and foreign documentary business.

In addition, the Bank may purchase, sell and encumber real property, accept, create and relinquish securities of any kind, acquire and dispose of interests, participations and holdings, and operate and set up businesses and other commercial enterprises, including any which may involve activity on the real property market, in so far as these are in some way related to the object of the Bank or may serve to further the attainment of that object.

c) Annual accounts

The annual accounts have been prepared in Euro (€), the currency in which the Bank's equity capital is denominated.

The financial year of the Bank is identical to the calendar year, from January 1 to December 31 of each year.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Bank prepares its annual accounts under the historical cost principle, in accordance with the laws and regulations in force in the Grand-Duchy of Luxembourg and on the basis of accounting principles generally accepted in the banking sector in the Grand-Duchy of Luxembourg.

In observing these, the following significant accounting policies are applied:

- Assets, liabilities and off-balance-sheet transactions in foreign currencies have been converted into the capital currency with Euro foreign exchange reference rates as at December 31, 2023.
- Loans and advances are stated at their acquisition price. The policy of the Bank is to establish specific provisions for doubtful debts in accordance with the circumstances and for amounts specified by the Board of Directors. These provisions are deducted from the appropriate asset account balances and shall not be maintained if the reasons for which they were recorded no longer exist.
- Income and expense items are recorded at their rate of transaction date.
- Differences arising from currency conversions in respect of cash/spot transactions hedged by forward transactions and, conversely, forwards covered by cash/spot transactions have been recorded as neutral in their effects on profits. As at the balance-sheet date, there were largely closed-out or hedged positions.
- At year-end, all uncompleted forward transactions are translated into EUR at the forward rate applicable for the remaining term at the balance sheet date.

European Depositary Bank SA
Notes to the annual accounts
as at December 31, 2023

- Receivables and credit balances (as at 3.1, 3.2, 3.7, 3.8) are stated at their nominal value less impairment, whilst debt instruments accepted at a discount are shown at their historical cost price.
- The Bank considers allowances for bad and doubtful debts, and provisions, to adequately cover all identifiable credit risks.
- As at the balance sheet date, the Bank holds bonds and other fixed-interest securities in its structural portfolio. Those securities are valued at the lower of their acquisition cost or market value, and are prorated using the premium. The value adjustments made in previous years pursuant to Articles 56(2f) and 58(2e) and Article 62(1) of the Law of June 17, 1992 as amended on the annual accounts of credit institutions in respect of certain specific assets have been retained. As at the balance-sheet date, possible write-ups amounting to € 1,034 k were not made.
- Participating interests, shares in affiliated undertakings, tangible assets and intangible assets are valued at the cost of acquisition. The Cost is composed of the initial purchase price and any additional purchase price adjustment, if any. Value adjustments are made in case of permanent diminution of value as deemed appropriate by the Board of Directors.
- Tangible assets and intangible assets are depreciated over their expected time of use on a straight-line basis. Any depreciation options offered under tax laws and regulations are fully utilised. Tangible assets and intangible assets are stated at purchase price. The value of other tangible assets and intangible assets with limited useful economic lives is reduced by depreciation. The pro rata temporis rule is applied. The following depreciation rates are applied:

Computer/IT hardware	14 - 66%
Intangible assets	20 - 33%
Vehicle fleet	16 - 25%
Other office furniture/equipment	10 - 20%

Low-value assets (acquisition costs below € 870) are capitalised in the year of acquisition and written off as a compound item over a five-year period.

- Lump-sum provision has been calculated in accordance with the tax authorities' directive dated December 16, 1997. The allocation of the lump-sum provision to the risk weighted assets in accordance with LuxGAAP is made through a simplified procedure over the course of the year. As at December 31, 2023, there was no allocation to the balance-sheet items in respect of participations, shares in affiliated undertakings companies, intangible assets and tangible assets.
- Liabilities are shown at the amount (re)payable. Pension obligations have been valued by an actuary in accordance with actuarial principles and are shown in the balance sheet as provisions based on their partial value in accordance with the tax law.
- All discernible risks and liabilities the basis of which was known, but not yet the amount, have been taken into account by recognition of provisions for contingent losses. The above-mentioned principles for covering risks are also applied to off-balance-sheet transactions.
- Income taxes are accounted for on an accrual basis.
- Income and Expenses are accounted on an accrual basis.

European Depositary Bank SA
Notes to the annual accounts
as at December 31, 2023

NOTE 3 - NOTES TO THE BALANCE SHEET

As at the balance sheet date, assets denominated in foreign currencies totalled € 271,242k (previous year: € 375,594k), representing 19% (previous year: 23%) of the balance sheet total. Liabilities denominated in foreign currencies totalled € 490,821k (previous year: € 522,435k), representing 35% (previous year: 32%) of the balance sheet total.

3.1. Loans and advances to credit institutions

There are no Loans and advances to credit institutions with remaining maturity. In accordance with the requirements of the European Central Bank, the Central Bank of Luxembourg implemented, effective January 1, 1999, a system of mandatory minimum reserves which applies to all Luxembourg credit institutions. The minimum reserve balance as at December 31, 2023 held by the Bank with the Central Bank of Luxembourg amounted to EUR 12,457k (December 31, 2022 : EUR 14,658k)

There are no loans and advances to credit institutions including to affiliated undertakings other than those repayable on demand as at year-end (previous year: € 0,0k).

Loans repayable on demand to credit institutions amounted to € 83,494k (previous year: € 92,460k).

The carrying amount of the loans and advances to credit institutions reflect the maximum credit risk exposure as at December 31, 2023.

3.2. Loans and advances to customers

Loans and advances to customers other than those repayable on demand may be analysed according to their remaining maturity as follows:

Remaining maturity € x 1,000	December 31, 2023	December 31, 2022
On demand	22,065	23,023
Up to 3 months	2,994	0
More than 3 months and up to 1 year	3,389	0
More than 1 year and up to 5 years	14,972	0
More than 5 years	0	0
Total	43,420	23,023

The lending business, mainly focusing on Lombard loans and the pre-financing of capital calls, has developed well during the year. Furthermore, the bank is granting credit facilities to corporate entities. The maturity of the credit facilities are between 3 and 24 months. These loans are partially backed by securities as collateral.

The carrying amount of the loans and advances to customers reflect the maximum credit risk exposure as at December 31, 2023.

European Depositary Bank SA
Notes to the annual accounts
as at December 31, 2023

3.3. Debt securities and other fixed-income securities

Securities included in the investment portfolio are intended to be held until maturity or, in the case of equities, on a long-term basis. The Bank holds no investment portfolio as at December 31, 2023.

Securities included in the trading portfolio have as an objective to realise a short-term capital gain. The maximum period for which securities may be held in this type of portfolio may not exceed 3 months. The Bank holds no trading portfolio as at December 31, 2023.

All other securities are shown under the heading "structural portfolio". Such securities are purchased for an indefinite period in order to achieve capital gains and/or interest income. The securities held in the structural portfolio are intended to result in a sustainable increase in earnings for the Bank. The Bank holds debt securities and other fixed-interest securities included in the structural portfolio in the amount of € 607,967k (previous year: € 528,079k).

Market price risks and credit risks existing as at the balance sheet date have been taken fully into account.

Remaining maturity € x 1,000	Debt securities and other fixed-income securities Structural portfolio	
	December 31, 2023	December 31, 2022
Up to 3 months	111,288	90,087
More than 3 months and up to 1 year	80,768	77,980
More than 1 year and up to 5 years	385,675	305,919
More 5 years	30,236	54,093
Total	607,967	528,079

The debt securities and other fixed-income securities structural portfolio composed of listed bonds. Out of € 607,967k, € 192,097k represent instruments maturing in 2024 (previous year: € 168,066k maturing in 2023).

A nominal value of € 437,622k is available for use in open-market transactions with the European Central Bank.

The nominal sum of € 134,502k is being kept with a depositary as collateral for future transactions.

The carrying amount of the financial instruments reflect the maximum credit risk exposure as at December 31, 2023.

European Depository Bank SA
Notes to the annual accounts
as at December 31, 2023

3.4. Schedule of fixed asset movements

	Gross value at January 1, 2023	Additions	Disposals	Transfer	Gross value at December 31, 2023	Accumulated depreciation as at January 1, 2023	Depreciation charged in 2023	Accumulated depreciation as at December 31, 2023	Net value as at December 31, 2023
€ x 1.000									
1. Participating interests ¹⁾	73	0	0	0	73	0	0	0	73
2. Shares in affiliated undertakings ¹⁾	0	24,535	0	0	24,535	0	0	0	24,535
3. Tangible assets, of which	2,737	257	(34)	0	2,960	(1,986)	(347)	(2,333)	628
a) Land and buildings	0	0	0	0	0	0	0	0	0
b) Business and office equipment	2,703	257	0	0	2,960	(1,986)	(347)	(2,333)	628
c) Payments on account	34	0	(34)	0	0	0	0	0	0
4. Intangible assets	15,938	2,142	0	0	18,080	(9,668)	(2,275)	(11,943)	6,137
a) Licences	15,938	2,142	0	0	18,080	(9,668)	(2,275)	(11,943)	6,137
b) Payments on account	0	0	0	0	0	0	0	0	0
Total	18,748	26,934	(34)	0	45,648	(11,654)	(2,622)	(14,276)	31,373

¹⁾ We refer to 3.5 Participating interests and to 3.6 Shares in affiliated undertakings.

3.5. Participating Interests

The Bank holds shares in the following company:

Name	Shareholding in %	
	2023	2022
Quint: Essence Capital S.A.	20	20
S.W.I.F.T. SC	0,007	0,007

3.6. Shares in affiliated undertakings

The Bank holds shares in the following unlisted company:

Name	Shareholding in %		Net Equity € 2023	Result of the last financial year € 2023
	2023	2022		
EDB Custodial Services Ltd.	100	0	2,773	1,262

The Bank bought Bank of America Custodial Services Ltd on June 30, 2023, and the purchased company was renamed into EDB Custodial Services Limited. EDB CSL is included in the consolidated accounts. The cost of the acquisition is composed of an initial purchase price of € 10,672k and an earnout of € 13,863k.

European Depositary Bank SA
Notes to the annual accounts
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The earnout represents the additional purchase price to be paid out over 3 years and is determined according to the signed Share and Purchase Agreement. The additional purchase price represents the best estimate as of December 31, 2023. The same amount is recognized as provision as of December 31, 2023 (please refer to Note 3.13).

3.7. Other assets

The following is a breakdown of other assets:

€ x 1,000	Other assets	
	December 31, 2023	December 31, 2022
Commission revenue receivable	17,890	19,651
Tax receivables	2,849	3,005
Collateral, margin accounts and other related receivables	8,256	19,779
Other receivables	6,721	2,971
Insurance compensation receivable	0	1,500
Total	35,716	46,906

3.8. Prepayments and accrued income

The following is a breakdown of prepayments and accrued income:

€ x 1,000	December 31, 2023	December 31, 2022
Accrued interest	534	115
Accrued prepaid expense	3,180	3,172
Accrued interest on own securities	5,162	2,334
Total	8,876	5,621

3.9. Amounts owed to credit institutions

There are no amounts owed to credit institutions (previous year: € 0) other than those repayable on demand which correspond to € 1,072k (previous year: € 2,057k).

3.10. Amounts owed to customers

The following is a breakdown of amounts owed to customers:

Remaining maturity	December 31, 2023	December 31, 2022
€ x 1,000		
On demand	1,239,814	1,470,753
Up to 3 months	15,476	2,119
More than 3 months and up to 1 year	0	861
More than 1 year and up to 5 years	823	0
More than 5 years	0	0
Total	1,256,113	1,473,733

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Notes to the annual accounts
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Liabilities to affiliated undertakings are included in the liabilities to customers and correspond to € 7,486k (previous year: € 6,177k).

3.11. Other liabilities

The following is a breakdown of other liabilities.

€ x 1,000	Other liabilities	
	December 31, 2023	December 31, 2022
Short term payables	17,135	48,070
Trade payables/Other liabilities	7,706	5,323
Tax payable	338	480
Other	215	0
Total	25,394	53,873

The short term payables include margin accounts and collateral balances. Trade payables/Other liabilities include mainly consulting costs, digital banking costs, temporary staff costs and intra-group costs.

3.12. Accruals and deferred income

The following is a breakdown of accruals and deferred income:

€ x 1,000	December 31, 2023		December 31, 2022	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Accrual of premium on securities	3,752	2,146		
Accrued interest income	460	47		
Valuation of currency swap positions	44	11		
Accrued other income	15	1		
Total	4,271	2,205		

European Depositary Bank SA
Notes to the annual accounts
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3.13. Provisions

The following is a breakdown of provisions:

€ x 1,000	December 31, 2023	December 31, 2022
Provision for pensions and similar obligations	465	462
Provision for taxation	12,894	8,759
Lump-sum provision	250	291
Operational risks	271	351
Provision operational loss	0	2,000
Social security contributions	1,308	766
Vacation reserves	526	545
Other provisions ¹⁾	4,017	3,727
Earn-Out Provision ²⁾	13,863	0
Total	33,594	16,901

¹⁾ Other provisions are mainly driven by running costs relating to audit fees, temporary staff, consultancy fees, IT costs, intra-group costs and employees related costs.

²⁾ See note 3.6

3.14. Subscribed capital and Share premium account

€ x 1,000	December 31, 2023	December 31, 2022
Subscribed capital	13,001	13,001
Total	13,001	13,001

quantity	December 31, 2023	December 31, 2022
Shares without nominal value	50,003	50,002
Total	50,003	50,002

€ x 1,000	December 31, 2023	December 31, 2022
Share premium account	28,999	17,999
Total	28,999	17,999

The Bank received € 11,000,000 capital injection on June 29, 2023. The Extraordinary General meeting resolved on June 29, 2023 to increase the Bank's share capital by an amount of two hundred sixty euro (€ 260) from its previous amount of thirteen million five hundred twenty euro (€ 13,000,520) represented by fifty thousand two (50,002) shares without nominal value up to thirteen million seven hundred eighty euro (€ 13,000,780) through the issue of one (1) new share without nominal value. The one (1) new share issued has been subscribed for the price of eleven million euro (€ 11,000,000).

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3.15. Reserves

€ x 1,000	December 31, 2023	December 31, 2022
Statutory reserve	1,300	1,300
Other capital reserves	2,556	2,556
Free reserves	28,172	26,215
Other reserves	7,095	6,203
Total	39,123	36,274

The other capital reserves represent unrequited payments by the Bank's shareholders.

Under Luxembourg Law, the Bank must appropriate to a legal reserve an amount equivalent to at least 5% of the annual net profit until such reserve is equal to 10% of the share capital. This appropriation is made in the following year.

Distribution of the legal reserve is restricted. The legal reserve is equal to 10% of the share capital.

The profit of the year 2022 of € 2,849k was transferred to the free reserves.

In order to take advantage of the provisions of paragraph 8a of the Net Wealth Tax Law, the Bank may elect to get a tax credit for all or part of the net wealth tax due for that year. This tax credit is, however, limited to the amount of the corporate income tax due for the previous year before any tax credit. In order to benefit from this provision, the Bank must commit itself to post to a special reserve before the end of the subsequent year an amount equal to five times the net wealth tax to be credited, which has to be maintained for a period of five years. The net wealth tax reduction is limited to the amount of the corporate income tax due (including the employment fund contributions and before any tax credits).

The other reserves contain a non-distributable amount of € 7,095k (previous year: € 6,203k) for special reserve formed according to paragraph 8a of the Wealth Tax Law.

Amount of € 3,482k has been assigned in the form of interim dividends to the entity of Apex Group Limited following second and final tranche of sale of transfer agency business. Please refer to note 4.3.

3.16. Contingent liabilities

Contingent liabilities are composed of guarantees and other direct credit substitutes (€ 951k). In 2023, there is no collateral provided by the Bank to third parties on behalf of customers.

Remaining maturity	December 31, 2023	December 31, 2022
€ x 1,000		
Up to 3 months	113	112
More than 3 months and up to 1 year	838	914
More than 1 year and up to 5 years	0	0
More than 5 years	0	0
Total	951	1,026

3.17. Commitments

The unutilised commitments concern irrevocable credit commitments to customers amounting to € 13,838,422 (previous year: € 0k).

European Depositary Bank SA
Notes to the annual accounts
as at December 31, 2023

3.18. Fiduciary transactions

As at the balance sheet date, there were seventeen fiduciary transactions with customers amounting to € 329,471k (previous year: € 390,330k).

NOTE 4 - NOTES TO THE PROFIT AND LOSS ACCOUNT

4.1. Breakdown of income

€ x 1,000	2023	2022
Interest receivable from banks, including Central banks	37,101	7,190
Interest receivable from clients deposits	0	12,024
Interest receivable from fixed income Securities	20,714	6,705
Interest receivable from Loans and overdrafts	2,689	1,254
Interest receivable Other	1,604	2,754
Income from shares and other variable-yeild securities, participating interests and shares in affiliated undertakings	0	238
Commissions receivable	51,065	50,042
Net profit on financial operations	969	0
Other operating income	<u>13,962</u>	<u>6,265</u>
Total Income	<u>128,104</u>	<u>86,472</u>

4.2. Service business

In 2023, as in the last year, the Bank focused on depositary bank services for an internationally diversified range of assets, as well as handling the affairs of institutional clients and external asset managers. The Bank's most important area of business continues to be the service it offers as a depositary bank.

4.3. Other operating income

The following is a breakdown of other operating income:

€ x 1,000	December 31, 2023	December 31, 2022
Remuneration and reimbursements of expenses arising from contractual obligations to third parties	4,690	3,437
Release of other provisions and accruals ³⁾	1,953	697
Insurance compensation	0	1,500
Transfer Agent Business ²⁾	3,482	0
Release of tax provisions ²⁾	2,442	36
Other income	287	59
Total	<u>12,851</u>	<u>5,729</u>

³⁾ On 06th March 2023, second and final tranche of sale of transfer agency business in relation to EDB's UCITS clients of a value of € 3,482k has been transferred to APEX Fund Services S.A. In a first step, which has been finalised during Q1 of 2021, a part of the transfer agency business in relation to EDB's alternative investment fund clients has been transferred for a total of € 1,730k.

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²⁾ Release of Tax provisions contain release of VAT provisions from 2018 to 2022 of €2,396k.

³⁾ Release of other provisions and accruals is mainly driven by adjustments of estimated prior year accrued income.

The presentation of the annual accounts has been modified compared to the presentation used in the annual accounts for the year ended December 31, 2022. As a consequence, in order to ensure adequate comparability across both financial years, comparative figures have been reclassified as follows: In the Profit and Loss account from the caption "Other operating charges" to the caption "Other operating income" for a total amount of EUR 536k.

4.4. Other administrative expenses

€ x 1,000	December 31, 2023	December 31, 2022
Maintenance costs in respect of computer hardware and software	6,584	5,010
Consultancy fees	1,048	1,441
Compulsory regulatory contributions costs	1,470	2,053
Group Recharge Apex	9,276	4,680
Buildings and occupancy costs	1,754	1,751
Insurance	593	601
Securities-related research and information services	515	536
Communication	588	416
Outsourced related costs ¹⁾	311	290
Recruitment and trainings	39	425
Other costs	579	341
Total	22,757	17,544

The presentation of the annual accounts has been modified compared to the presentation used in the annual accounts for the year ended December 31, 2022. As a consequence, in order to ensure adequate comparability across both financial years, comparative figures have been reclassified as follows: In the Profit and Loss account from the subcaption "Recruitment and trainings" to the caption "Consultancy fees" for a total amount of EUR 598k.

¹⁾ The outsourcing costs are mainly driven by the costs for client tax and risk reporting.

4.5. Fees for services rendered by the independent auditor

€ x 1,000	2023	2022
Audit fees	391	350
Audit related fees	24	30
Tax fees	77	77

The figures stated do not include value added tax.

European Depositary Bank SA
Notes to the annual accounts
as at December 31, 2023

4.6. Other operating charges

The following is a breakdown of amounts of other operating charges:

€ x 1,000	December 31, 2023	December 31, 2022
Other Commissions ¹⁾	287	1,140
Other charges ²⁾	537	1,852
Penalty Fee	0	344
Operational loss ³⁾	123	2,123
Depreciation fixed assets	0	4
Total	947	5,463

¹⁾ Other Commissions driven by write offs of estimated prior year accrued income.

²⁾ Other charges mainly driven by expenses related to prior year.

³⁾ In 2022: due to an operational loss of €2,000k, a provision of the same amount was made. The operational loss is offset by a receivable towards an insurance company for the amount of €1,500k.

The presentation of the annual accounts has been modified compared to the presentation used in the annual accounts for the year ended December 31, 2022. As a consequence, in order to ensure adequate comparability across both financial years, comparative figures have been reclassified as follows: In the Profit and Loss account from the caption "Other operating charges" to the caption "Other operating income" for a total amount of EUR 536k.

4.7. Interest payable and similar charges

The following is a breakdown of amounts of other operating charges:

€ x 1,000	December 31, 2023	December 31, 2022
Interest receivable from clients deposits	29,777	6,417
Interest receivable from banks, including Central banks	0	8,303
Interest payable from fixed income securities	2,288	2,041
Interest payable other	706	281
Total	32,771	17,041

NOTE 5 - OTHER FINANCIAL COMMITMENTS

Commitments arise from rental contracts, amounting to € 242k (previous year: € 566k) and from a lease contract, amounting to € 571k (previous year: € 513k).

European Depositary Bank SA
Notes to the annual accounts
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NOTE 6 - DERIVATIVES

At the balance sheet date:

- The nominal value of forward transactions in foreign currencies on behalf of customers correspond to € 1,104,634k (previous year: € 1,850,309k).
- The nominal value of currency swaps corresponds to € 226,300k (previous year: € 149,906k) and are concluded by the Bank as a hedge against foreign currency risks.
- The nominal value of forward transactions in the form of interest outright correspond to € 0k (previous year: € 0k) and are concluded by the Bank as a hedge against interest rate risks.
- There were no interest-rate swaps.

None of the above items represents a trading position of the Bank.

The counterparty risk in respect of exchange rate-related transactions (OTC) is computed using the mark-to-market method. The derivative credit risk arising from these positions is as follows:

Counterparty	Volume	Positive market values	Negative market values	Original credit risk	Eligible securities	Credit risk after CRM*
	€ x 1,000	€ x 1,000	€ x 1,000	€ x 1,000	€ x 1,000	€ x 1,000
Affiliated credit institutions						
Unrelated credit institutions	808,535	11,097	-3,170	59,257	-17,427	41,829
Customers	575,044	2,930	-10,821	35,109	-11,707	23,402
	1,383,578	14,027	13,991	94,366	-29,134	65,231

* Credit risk mitigation (CRM)

Since the Bank is a non-trading book institution, derivatives are traded solely for the account of customers, and are secured by corresponding counter-transactions.

NOTE 7 - RETURN ON ASSETS

The return on assets, calculated as the quotient of net profit and total assets, is 1.4% (previous year: 0.18%).

NOTE 8 - DISCLOSURE IN ACCORDANCE WITH PART 8 OF REGULATION EU N° 575/2013 OF JUNE 26, 2013 ON PRUDENTIAL REQUIREMENTS FOR CREDIT INSTITUTIONS (CRR)

The information which has to be disclosed according to Article 431 (1) in connection with Article 433 CRR will be published on "www.europeandepositorybank.com".

The information which has to be disclosed according to the CRR is published in a separate disclosure report 2023 of the Bank. In such cases the disclosure report contains a remark according to Article 434 (1) sentence 3 of the CRR.

European Depository Bank SA
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NOTE 9 - DEPOSIT GUARANTEE SCHEME

The Law on measures for the dissolution, recovery and resolution of credit institutions and investment firms and on deposit guarantee schemes and investor compensation schemes was adopted on December 18, 2015, transposing into Luxembourg law Directive 2014/59/EU establishing a framework for the recovery and resolution of credit institutions and investment firms and Directive 2014/49/EU on deposit guarantee schemes and investor compensation schemes. The system hitherto existing for the protection of deposits and investor compensation, which had been introduced by the AGDL, has been replaced by a new deposit guarantee and investor compensation scheme based on contribution payments.

The new system guarantees all reimbursable investments by the same investor up to an amount of € 100k ("Fonds de garantie des dépôts Luxembourg" (FGDL/Luxembourg Deposit Guarantee Fund)) and investment transactions up to an amount of € 20k per investor ("Système d'indemnisation des investisseurs Luxembourg" (SIIIL/Luxembourg Investor Compensation Scheme)).

The provisions set up in the past for the purposes of the AGDL in the annual accounts of credit institutions has been gradually released in accordance with the contributions to be made by the credit institutions to the Luxembourg deposit guarantee fund ("Fonds de garantie des dépôts Luxembourg" (FGDL)) and/or to the Luxembourg single resolution fund ("Fonds de résolution"(SRF)).

NOTE 10 - STAFF

During the 2023 financial year, the Bank had an average workforce of 267 (previous year: 241) broken down into the following groups:

Management	5 (previous year: 3)
Executives	17 (previous year: 19)
Salaried employees	245 (previous year: 219)

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**European Depositary Bank SA
Notes to the annual accounts
as at December 31, 2023**

NOTE 11 - CORPORATE BODIES

As per 31 December 2023, the composition of the Board of Directors and the Executive Management Board is as follows:

BOARD OF DIRECTORS

Joseph Bannister

David Claus

Peter Hughes

Charles Muller
– *Chairman* –

Gilda B. Neimann

David Rhydderch

Roland Steies

EXECUTIVE MANAGEMENT BOARD

Hoiger Barth

David Claus
– *Chief Executive Officer* –

Cecilia Gejke
(from 06/03/2023 to 30/04/2024)

Robert Steele

Jean-Francois Thils

As of April 30, 2024, Cecilia Gejke left the Executive Management Board.

The total remuneration of the members of the Executive Management Board and the Board of Directors in the financial year 2023 amounted to € 1,998k (2022: € 1,987k).

No Loans and guarantees were granted to the members of the Executive Management Board.

**European Depository Bank SA
Notes to the annual accounts
as at December 31, 2023**

NOTE 12 - GROUP AFFILIATION

The annual accounts of European Depository Bank SA are included in the consolidated financial statements of Apex Group Limited, Bermuda.

The Bank does prepare its own partial consolidated accounts including the acquisition of EDB CSL bought in 2023 in accordance with Article 80 of the Law of June 17, 1992.

Apex Group recharge follow the OECD Transfer Pricing Guidelines (TPG) in line with intra-group services. The Bank has not entered into any material transaction with related parties (as defined in International Accounting Standard 24 "Related Party Disclosures") which were not made on terms equivalent to those that prevail in arm's length transactions, as of December 31, 2023 and for the year then ended.

NOTE 13 - SUBSEQUENT EVENTS

On 1st of March 2024 the registered office changed from the previous address: L-5365, 3 Rue Gabriel Lippmann to L-5365, 9a, Rue Gabriel Lippmann.

Luxembourg, June 12, 2024

DocuSigned by:
David Claus
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DocuSigned by:
Charles Muller
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European Depository Bank SA

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MANAGEMENT REPORT

Economic Environment 2023

European and global economic environment

In 2023, both the European and global economic environments presented a blend of challenges and opportunities. Within the European Union ("EU"), efforts to recover from the lingering impacts of the COVID-19 pandemic were ongoing, albeit with varying degrees of progress observed across member states. Economic expansion within the Eurozone maintained a moderate trajectory, supported by accommodative monetary policies enacted by the European Central Bank ("ECB") alongside fiscal stimulus measures implemented at the national level¹. The overall performance of the eurozone economy remained subdued throughout the year. The construction sector experienced a noticeable slowdown, while the manufacturing sector faced challenges stemming from reduced (foreign) demand and elevated (energy) costs². Conversely, many service sectors showed resilience and performed relatively well. Despite variations across countries, economic activity remained sluggish, with economies oriented towards services and less dependent on trade with Russia generally faring better. On a global scale, economic growth exhibited divergent patterns, with emerging markets encountering distinct hurdles in contrast to their advanced counterparts. Mounting inflationary pressures, disruptions in global supply chains, and geopolitical tensions contributed to a prevailing sense of uncertainty in the global economic landscape. Furthermore, the global banking sector faced significant challenges early in the year, as exemplified by the collapse of Silicon Valley Bank and Credit Suisse Bank, marking the most substantial banking crisis in the United States since 2008³. These events unsettled investor confidence and contributed to market volatility worldwide. However, the ongoing transition towards renewable energy sources and concerted efforts to address climate change influenced economic policies and investment strategies globally.

Despite these challenges, global economic growth proved surprisingly resilient. At 3%, global GDP growth surpassed consensus expectations by 1 percentage point. This outperformance was even more remarkable considering the fastest monetary policy tightening cycle in four decades, severe banking sector stress, wars in Ukraine and Israel, and a brief but severe tightening of financial conditions in Q4⁴.

Key events that influenced the global economy

2023 witnessed several key events that significantly influenced the global economy and, consequently, the banking sector:

Geopolitical tensions

Escalating geopolitical tensions, exacerbated by elections, polarisation, trade disputes, sanctions, and territorial disputes, impacted global trade, and investment flows have inevitably affected the economy, both globally and for individual countries. The uncertainty surrounding geopolitical developments added to market volatility and risk perception, affecting investor confidence, and capital allocation decisions. Geopolitical instability and conflicts were cited as the top threats to economic growth by 67% of respondents in a McKinsey Global Survey⁵.

1 European Central Bank, 2023. *Economic, financial and monetary developments*. Available at: <https://www.ecb.europa.eu/press/economic-articles/html/46202308.en.html>

2 Deloitte Insights, 2024. *Global economic outlook, January 2024*. Available at: <https://www2.deloitte.com/ae/en/insights/economy/global-economic-outlook-2024.html>

3 Taylor & Francis Online, 2024. *The collapse of Silicon Valley Bank and Credit Suisse and their impact on other U.S. Banks*. Available at: <https://www.tandfonline.com/doi/full/10.1080/13504681.2024.2302862>

4 EY, 2023. *Global economic outlook: finding balance in 2024*. Available at: https://www.ey.com/en_us/articles/global-economic-outlook

5 McKinsey, 2023. *Global Economic Survey*. Available at: [2023 Global economic outlook | McKinsey](https://www.mckinsey.com/industries/economic-analysis-and-policy/our-insights/2023-global-economic-outlook)

MANAGEMENT REPORT

The war in Ukraine led to an 8% increase in oil prices and a 35% surge in natural gas prices in Europe. While the oil supply wasn't affected, the closure of the Tamar natural gas field in Israel resulted in a 1.2% decrease in global LNG exports for October⁶. Although the reduction in gas volumes was modest, the disruption highlighted the reduced capacity of the gas market to address adverse shocks, given its current state of supply constraints after the start of the Ukraine War⁷.

Labour market

The global labour market displays divergent trends between developed and developing countries post-pandemic. Developed countries experienced a robust recovery with low unemployment rates, notably 3.7% in the US and 6.0% in the EU in 2023, coupled with rising nominal wages and narrowing wage inequality⁸.

The Global Gender Gap 2023 Report showed that progress toward gender parity remains slow, with an estimated additional 131 years required to achieve full parity. While the situation has returned to pre-pandemic levels, the rate of change has decelerated⁹. In response to the continuing gender gap, the World Economic Forum has brought together Gender Parity Accelerators in numerous countries around the world. These work with public and private sector partners to boost labour participation, advance pay, and promote leadership equality¹⁰.

Rising inflationary pressures

Global inflation, a key concern after surging for two years, is showing signs of easing. Global headline inflation fell from 8.1% in 2022 to an estimated 5.7% in 2023¹¹. Developed economies have witnessed a significant slowdown in inflation rates, albeit with core inflation levels staying relatively high. This trend is primarily influenced by the upward pressure on prices in the service sector and the constrained conditions in labour markets¹².

Concerns about inflation as a threat to global growth appear to have diminished. It is now mentioned as frequently as transitions in political leadership, with respondents being three times more inclined to cite it compared to their responses in March¹³.

Climate change and sustainability

Climate change and sustainability initiatives gained significant momentum globally, influencing economic policies and investment decisions. The convening of COP28 saw nations come together to deliberate on strategies aimed at mitigating climate change, transitioning to renewable energy sources, and safeguarding vulnerable ecosystems. These commitments made during COP28 played a pivotal role

6 S&P Global, 2023. *Loss of Tamar gas supplies from Israel to impact Egyptian LNG exports*: IEA. Available at: <https://www.spglobal.com/commodityinsights/en/market-insights/latest-news/natural-gas/101023-loss-of-tamar-gas-supplies-from-israel-to-impact-egyptian-lng-exports-ies>

7 Bocconi Students Investment Club, 2023. *2023: A Year in Review*. Available at: <https://bsic.it/2023-a-year-in-review/>

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in shaping investment decisions and influencing corporate sustainability practices. Consequently, governments and businesses intensified their efforts towards transitioning to low-carbon economies, thereby impacting industries dependent on fossil fuels and related financial services.

Technological advancements:

Rapid technological advancements, including developments in artificial intelligence, blockchain, and digital currencies, continued to reshape the financial services industry. There was significant progress in artificial intelligence ("AI"), with advancements in machine learning algorithms, natural language processing, and computer vision technologies. These developments led to the integration of AI solutions in various sectors, including finance, healthcare, manufacturing, and transportation, enhancing efficiency and productivity. Additionally, blockchain technology continued to gain traction, with applications expanding beyond cryptocurrencies to areas such as supply chain management, digital identity verification, and smart contracts.

The adoption of blockchain solutions by enterprises and governments contributed to increased transparency, security, and efficiency in business operations. According to research firm Gartner, global spending on digital transformation reached \$2.4 trillion in 2023, with a focus on cloud computing, artificial intelligence, and cybersecurity. The adoption of digital tools facilitated remote work, e-commerce growth, and enhanced productivity, driving economic resilience amid disruptions. Furthermore, the proliferation of digital currencies and decentralised finance ("DeFi") platforms disrupted traditional banking and financial services, offering alternative solutions for payments, lending, and asset management. The rise of digital currencies, such as Bitcoin and Ethereum, sparked debates about their regulatory frameworks and implications for the global financial system. Fintech innovation and digital transformation initiatives presented both opportunities and challenges for traditional banking institutions, requiring adaptation to evolving customer preferences and regulatory frameworks. In the rapidly evolving digital realm, the UAE takes the spotlight with its national digital economy set to grow by USD 140 billion by 2031¹⁴. As the world becomes increasingly interconnected, the status of the digital economy becomes not just a measure of technological advancement but a key driver of economic growth and competitiveness¹⁵.

Since the introduction of ChatGPT in November 2022 there has been significant advancement in artificial intelligence. Within six months ChatGPT's introduction, one-third of firms worldwide were using generative AI for at least one function, and about 40% planned to expand AI investment¹⁶. The interest surrounding AI has led to a re-rating of the technology sector, with a focus on companies actively innovating and investing in the technology. The Nasdaq has experienced a 47% increase this year, overperforming the S&P500 notwithstanding the influence of higher interest rates¹⁷.

Fueled by the AI explosion, Nvidia has emerged with an outstanding performance, surging over 200% year-to-date and surpassing a market capitalisation of over \$1 trillion¹⁸. Nvidia has tripled its revenues compared to the previous year, anticipating strong growth in the years ahead. The positive US market

¹⁴ Government of Dubai Media Office, 2023. Dubai Chamber of Digital Economy launches global entrepreneur's guide. Available at: <https://mediaoffice.ae/en/news/2023/October/12-10/Dubai-Chamber-of-Digital-Economy-launches-global-entrepreneurs-guide#:~:text=The%20UAE%20has%20outlined%20a%20US%24%20to%20140%20billion%20by%2031>

¹⁵ Frontiers in Public Health, 2023. The Impact of Digital Economy on the Economic Growth and the Development Strategies in the post-COVID-19 Era: Evidence From Countries Along the "Belt and Road". Available at: <https://www.frontiersin.org/journals/public-health/articles/10.3389/fpubh.2023.1158142/full>

¹⁶ Bocconi Students Investment Club, 2023. 2023: A Year in Review. Available at: <https://bsic.it/2023-a-year-in-review/>

¹⁷ Nasdaq, 2023. The Nasdaq-100 Is Up 47% in 2023, but This Artificial Intelligence (AI) Stock Is Doing Even Better. Available at: <https://www.nasdaq.com/articles/the-nasdaq-100-is-up-47-in-2023-but-this-artificial-intelligence-st-stock-is-doing-even>

¹⁸ Reuters, 2023. Nvidia briefly joins \$1 trillion valuation club. Available at: <https://www.reuters.com/technology/nvidia-sets-eye-1-trillion-market-value-2023-05-30/>

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performance has been driven by the massive outperformance of mega-cap technology stocks, the so-called "Magnificent Seven" (Amazon, Apple, Google, Meta, Microsoft, Nvidia and Tesla), now comprising 29% of S&P 500 market cap and collectively having returned 71% YTD in 2023, while the remaining 493 stocks in the index have returned just 6%¹⁹.

Business development of the Bank

European Depository Bank SA ("EDB" or "the Bank") was founded in 1973 in Luxembourg. It was originally established as a subsidiary of Hamburg based private bank M.M. Warburg & CO (AG & CO) KGaA, and was acquired by the Apex Group Ltd. ("Apex") to become the European Depository Bank in 2019.

EDB is an EU authorized credit institution and has a long tradition of providing Banking, Depository and Custody services to Institutional Investors and Asset Managers for traditional and alternative investment structures.

EDB is supported by Apex Group's strong global network and is one of the largest providers of depository services in Europe for regulated UCITS and alternative funds with €234.8bn Assets under Depository and €30.2bn Assets under Custody (as of December 31, 2023). This is mainly allocated to alternative investments, including real estate, private equity, private debt, renewable energies & infrastructure and liquid assets.

Headquartered in Luxembourg, EDB has a cross-jurisdictional offering with depository and custody capabilities in branches in Ireland and Malta as well as through a subsidiary in Ireland.

European Depository Bank SA, Dublin Branch ("EDB Dublin Branch") has been established in 2019 and started its business in June 2019. EDB Dublin Branch focuses solely on offering Depository and Custody Services to a wide range of fund structures and SPVs. Depository services offered include both full-depository and depository-lite services.

European Depository Bank SA, Malta Branch ("EDB Malta Branch") has also been established in 2019 and onboarding of clients has started in 2020. European Depository Bank SA, London Branch ("EDB London Branch") was established on January 24, 2020. The depository activities ended in December 2023 due to expiration of the Depository license. The EDB London Branch is expected to be closed in 2024.

In 2023, EDB acquired a 100% participation in Bank of America Custodial Services (Ireland) Limited. As of 3rd July 2023, the closing date of the transaction, the Bank renamed its subsidiary to EDB Custodial Services Ltd. ("EDBCSL"). In a second phase, clients will be novated to EDB Dublin branch as depository, in order to simplify EDB's legal entity structure.

On 14th December 2023, Apex Group/EDB and Edmond de Rothschild (Europe) ("EdRE") signed an agreement for the acquisition of the ThirdParty Asset Servicing activities based in Luxembourg to Apex Group. As part of this agreement, Apex Group will also acquire Edmond de Rothschild's fund administration, transfer agent and custody activities for Private Equity and Infrastructure funds. The acquisition comprises two key components. One is a share deal with EdRE's subsidiary Edmond de Rothschild Asset Management (Luxembourg), which only concerns the Apex Group and is not relevant for EDB. The second component is an asset deal relating to depository and custody activities (including related services) currently booked in EdRE, and relevant to EDB. The closing of the transaction is estimated end of Q3 2024.

¹⁹ The New York Times, 2024. *These Seven Tech Stocks Are Driving the Market*. Available at: <https://www.nytimes.com/interactive/2024/01/22/business/magnificent-seven-stocks-tech.html>

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As of 6th March 2023, EDB successfully completed the transfer of the Ucits register and transfer agency business to Apex Fund Services S.A. All activities and clients relating to the register and transfer agency of UCITS funds as well as the ancillary services pertaining to such activity including, but not limited to, AML services and regulatory reporting services (i.e. Fatca/CRS and RBE reporting services) were transferred along with the staff supporting these activities.

EDB did not engage in fundamental research and development during the year but did continue to focus on improving our services to clients as part of our business-as-usual activities. There were also no buybacks of own shares.

During the year, the Bank continued focussing on depositary Bank services for an internationally diversified range of assets, as well as handling the affairs of institutional clients and external asset managers. The Bank's most important area of business continues to be the service it offers as a depositary Bank, which, in addition to the legally prescribed safekeeping of investment assets, Luxembourg funds and securitisation companies governed by Luxembourg law and the controlling activities related thereto, also includes the provision of ancillary services such as brokerage and liquidity and currency management.

Clients availing themselves of our depositary Bank services, such as capital management companies, portfolio managers, asset managers, insurance companies and pension funds, value the independence, flexibility and expertise of the Bank, together with the investments made during the year under review in our IT infrastructure. The Bank is one of the depositary banks in Luxembourg that continue to be able, by means of system technology, to represent and offer depositary services for virtually all the usual asset classes in traditional securities and in the area of alternative investments in Luxembourg funds, and is one of the market-leading depositary of alternative funds.

Our digital Bank solution offers our new clients the ability to access their multi-currency accounts securely via digital portal and to instruct payments using various payment rails and undertake foreign exchange transactions. It brought enhanced automation, reduced the risk of manual error, and further automated our AML and CTF control processes. This solution contributes to a fully digital core Banking platform. This product complements very well Apex's single source solution.

The second core business field involves the handling of relations with external asset managers and institutional clients and Bank accounts for SPVs. Our lending business, mainly focusing on Lombard loans and the pre-financing of capital calls, has developed well during the year. Furthermore, the Bank is granting credit facilities to corporate entities. The maturity of the loans is between 3 and 24 months. These loans are partially backed by securities as collateral.

As of December 31, 2023, the Bank's balance sheet total amounted to €1,418.0 million. The balance sheet structure remained stable in comparison with the previous year.

Customer deposits, 94.9% of which were related to funds held in safe custody, decreased by €217.6 million to €1,256.1 million. The loans to customers increased by €20.4 million to €43.4 million, with lending operations being conducted on a risk-conscious basis. We continue to carry out almost exclusively Lombard financing and pre-financing of capital calls to the funds held in safe custody in compliance with strict collateral and/or lending criteria.

As at December 31, 2023, the Bank was acting as a depositary Bank for Luxembourg funds and specialized investment funds having a total volume of €141,035,849k (previous year: €147,342,965k) and for securitisation vehicles having a volume of €1,405,947k (previous year: €2,334,645k). In addition, the Dublin branch is holding a volume of €24,278,098k as of December 31, 2023 (previous year: €25,384,497k), the Malta Branch is holding a volume of €4,179,094k (previous year: €1,121,262k) and London Branch is holding a volume of €0,00k (previous year: 6,537k). In total we are holding a volume of €170,9 billion (previous year: €176.2 billion).

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EARNINGS SITUATION

Given the general economic trend, the Bank achieved a good result. Due to the stable situation in the fund business, providing external asset managers and institutional clients with Banking services, the net commission income, amounting to €46.0 million (previous year: €44.3 million), contributed significantly to the overall result.

Due to the various interest rate hikes during 2023 net interest income increased by €16.4 million, or 127.7%, to €29.3 million due to an increase in customer deposits.

General administrative expenses rose by €10.4 million, or 21.2%, to €59.6 million.

Pre-tax profit increased by €21.6 million, or 564.2%, to €25.4 million. The net profit for the year amounted to €19.8 million, i.e. €17.0 million, or 596.3%, above the previous year's figure.

PERSONNEL

During the reporting period, the Bank has achieved significant milestones in enhancing personnel management strategies to foster employee satisfaction and development. Notably, the Bank witnessed a remarkable improvement in employee retention, with turnover rates decreasing by 55%. This achievement reflects the efficacy of implemented initiatives aimed at bolstering employee engagement and loyalty.

EDB team as of December 31, 2023, comprised 275 employees (FTE 262.375). These included 221 employees (FTE 212.5) in Luxembourg, five (FTE 5) employees in the Maltese branch, and 43 (FTE 42.8) employees in the Irish branch. There were still two (FTE 2) employees contracted to our London branch, who will need to find new employer as the branch has ceased operations. Our subsidiary EDBCSL counts four (FTE 4) employees.

Leadership Development Initiatives

In alignment with our commitment to nurturing leadership capabilities across the organization, the Bank introduced comprehensive leadership sessions tailored for all people managers. These sessions serve as a dedicated platform for discussing challenges, sharing ideas, and refining leadership approaches, thereby empowering managers to effectively guide their teams towards success.

Enhanced Benefits Offerings

Recognizing the importance of competitive benefits in attracting and retaining top talent, the Bank made strategic decisions to enhance its benefits offerings. This included replacing the existing pension scheme with a more robust retirement package and augmenting the employer contribution, thereby ensuring the financial well-being of our employees both during their tenure and post-retirement.

Learning and Development

Great importance is attached to the need to ensure that our employees are highly qualified and committed, so that we can offer our clients and business partners a reliable service on a long-term basis. We support the maintenance of such standards by continuously developing and expanding the knowledge and skills of our employees.

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In pursuit of continuous learning and professional growth, the Bank introduced access to the SEEDL learning platform for all employees, providing them with a diverse range of resources to further develop their skills and competencies. The SEEDL platform is renowned for its comprehensive and innovative approach to professional development. It offers a wide array of resources, including courses, workshops, and interactive modules, designed to cater to the diverse learning needs of employees at all levels. With

its user-friendly interface and customizable learning paths, SEEDL enables employees to acquire new skills, stay updated on industry trends, and enhance their expertise in various domains. We believe that having access to such tools is empowering our employees to reach their full potential and driving organizational success through continuous learning and development.

Additionally, the implementation of a new internal training and knowledge-sharing platform, Lessonly, underscores our commitment to fostering a culture of continuous learning and knowledge exchange among employees. Our development and training programme includes specialist seminars, compliance, operational risk, ISO, cyber security, training in communication and leadership, as well as language courses and professional qualification. Since our integration into the Apex Group Ltd. our employees benefit from the global Knowledge Academy which offers this wide range of online trainings.

Implementation of New Recruitment Tool

To streamline and optimize our recruitment processes, ensure great candidate experience the Bank successfully implemented the Jobvite platform as a new requirement tool. This advanced recruitment solution enables us to efficiently attract, assess, and onboard top talent, enhancing our ability to identify the right candidates for various roles and accelerating our hiring processes.

Transition to Workday HCM System

To streamline and optimize our human capital management processes, the Bank successfully transitioned to the Workday HCM system. This transition marks a significant milestone in our journey towards digital transformation, enabling us to better manage our workforce, streamline administrative tasks, and enhance overall operational efficiency.

The Bank signed the Luxembourg Women in Finance Charter, reaffirming our commitment to fostering gender diversity and equality within the financial industry. By joining this esteemed initiative, we pledge to implement policies and practices that promote the recruitment, retention, and progression of women in finance roles. Through targeted initiatives and support programs, we aim to create an inclusive work environment where all employees, regardless of gender, can thrive and contribute to the Bank's success. Our partnership with the Luxembourg Women in Finance Charter underscores our dedication to driving positive change and advancing gender diversity agendas within our organization and the wider financial community.

We would like to offer our heartfelt thanks to our employees for their tireless commitment and, once again, considerable dedication throughout this very challenging year, which enabled us to still achieve our business success, reach our common goals and successfully execute the various efficiency projects, as well as the ongoing cooperation with our international branches, the collaboration with our centers of excellence and related restructuring measures.

Special thanks are also due to the members of the staff delegation for their loyal and constructive collaboration.

These initiatives collectively underscore the Bank's unwavering commitment to prioritizing the well-being, development, and professional growth of our valued employees, positioning us as an employer of choice within the industry.

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DEVELOPMENTS OCCURRING AFTER THE YEAR-END

On 1st of March 2024 the registered office changed from the previous address: L-5365, 3 Rue Gabriel Lippmann to L-5365, 9a, Rue Gabriel Lippmann.

Since the balance sheet date, no further events of any particular significance have occurred. As at the accounting date, there were no risks discernible which might materially affect the future development of the Bank's business.

RISK MANAGEMENT REPORT

In its business activities, the European Depository Bank SA, including its branches and its affiliated entities (EDB Dublin Branch, EDB Malta Branch, EDBCSL), is exposed to operational and strategic risks. For the overall management of the Bank's operations, it is essential that the Bank can effectively identify, analyse, manage and evaluate the relevant risks.

To monitor the business effectively and strengthen risk management, the Bank follows the three lines of defence model. The first line has the primary responsibility to own and manage risks, with the second line providing compliance and oversight performed by the risk controlling and compliance departments, and with the third line internal audit providing objective and independent assurance.

The rules laid down by the Luxembourg banking supervisory authority, the CSSF, for the implementation of an ICAAP/ILAAP (Internal Capital and Liquidity Adequacy Assessment Process) are strictly complied with in this regard. In addition, the relevant requirements of the regulatory authorities of the affiliated entities are observed.

The Bank has in place a Risk Appetite Statement Policy to ensure its available risk coverage potential is able to bear the risk's taken at all times. To ensure adherence to the risk appetite, including compliance with regulatory requirements, the Bank has implemented a wide range of policies and procedures.

To actively manage both current and emerging risks, the Bank performs an annual review of the materiality of all risks as part of the risk register assessment, comprising of financial risk types (credit, liquidity, market price) and non-financial risk types (operational, strategic) covered by the first line of business' risk control self-assessment (RCSA). The Bank has also established a set of Key Risk Indicators, to help identify significant events that can adversely impact EDB's risk profile. The Key Risk Indicators monitor changes in the level of risk exposures and act as early warning signs that enables the Bank to monitor and mitigate risks in a timely manner. In addition, processes have been put in place by the Bank in respect of operational incidents & issues, customer complaints, new products, outsourcing, non-transparent transactions and changes to business strategy, identifying any changes to EDB's risk profile.

To ensure sound corporate governance and the effectiveness of the Board, EDB has installed specialised committees of the Board of Directors, which currently comprise the Audit, Compliance & Risk Committee, the IT and Cybersecurity Committee and the Appointments and Remuneration Committee. The mission of the specialised committees is to provide the Board of Directors with critical assessments in respect of the organisation and operation of the Bank in relation to audit, risk, compliance, appointments and remuneration, and information and communication technology. This enables the members of the Board of Directors to fulfil their supervisory mission and to take on their responsibility pursuant to applicable regulatory provisions.

The purpose of the Audit, Compliance & Risk Committee related to Risk is to oversee EDB's risk management framework, capital and liquidity planning and strategy, risk appetite statements, including risk tolerance levels, and the performance of the Chief Risk Officer.

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The committee's responsibility in this regard is one of oversight and review, while day-to-day risk assessment and risk management are the responsibility of EDB's Executive Management Board.

In addition to the possibility of risk notification, the Bank's employees have recourse to whistle-blowing as a further means of early detection of risk, which can be used, overtly or anonymously, to communicate risks on an ad hoc basis.

Further committees in place at the Executive Management Board level currently include the Extended Executive Management Committee (including the department heads of the headquarters and managers of the affiliated entities), the Compliance & Risk Committee, the Outsourcing Committee and the Sustainability Steering Committee. At the level of the EDB branches Internal branch committees are established.

The risks taken by the Bank are controlled and limited as part of an active risk management approach. The risks, classified as material for the Bank include credit risk, market price risk, liquidity risk and operational risk, considering risk concentrations. These risks are covered by the Bank's risk coverage potential. Warning thresholds are implemented for these risks, serving as early warning indicators, and contributing to adherence to applicable limits. Our Risk Controlling department monitors the risks taken on an ongoing basis and regularly reports to the Executive Management Board, the Board of Directors and the Supervisory Authority.

The Bank is exposed to further risks in addition to those mentioned above. These include business risk, strategic risk, change in external conditions (such as regulatory and demographic developments), client behaviour and reputational risks. Reputational risk because of public coverage of transactions, business partners or business practices in which a client is involved is defined as the risk that will adversely affect the trust in the Bank.

The principles of risk management, the methods and procedures for risk assessment, and the risk values determined using these methods and procedures are regularly reviewed for appropriateness and plausibility and adjusted as necessary. To monitor and manage all risks faced by the Bank, the Bank has established qualitative monitoring measures and, where appropriate, corresponding limits for other risks and subclasses of risks in addition to the above-mentioned risk limits.

Credit risks are entered into in accordance with approved authorities, counterparty and issuer limits, and credit lines approved in line with the Bank's strategic orientation and conditional upon compliance with the regulatory requirements. The limits are subject to annual approval and monitoring involving the Board of Directors. Within the framework of a credit value-at-risk model, unexpected losses, quantified in monetary terms, are calculated based on the unsecured portions of the exposure, considering the likelihood of the counterparty defaulting and recovery factors.

In accordance with its lending strategy, the Bank's primary lending business represents a complementary business activity, focussing on low-risk, well-secured and less processing-intensive loans to funds, clients of external asset managers, professional private clients and companies.

Market price risks arising from potential losses due to unfavourable fluctuations in interest rates, prices, currencies and volatility are assumed within a framework of fixed limits designed to exploit income opportunities. For the daily evaluation of market price risks, the Bank employs a value-at-risk approach in which the results are contrasted with the approved limits and their accuracy is additionally checked continuously by means of back testing.

As a non-trading book institution, the Bank enters only to a limited extent into positions for the short-term realisation of profits. The Bank's forex business is primarily designed to offset client-related spot and forward transactions and to manage the structural foreign exchange positions.

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To ensure the timely fulfilment of its payment obligations, the Bank counters the liquidity risk by means of ongoing disposition of all incoming and outgoing payments via its payment transaction accounts.

The risk control process uses liquidity maturity statements and is essentially based on monitoring all aggregated capital inflows and outflows, divided into maturity bands, considering deposit base assumptions specific to the Bank. The liquidity balances are computed considering liquidity reserves in the form of cash reserves, assets with central Banks and unencumbered securities held in the Bank's own portfolio, which can be used in the context of open-market transactions with the European Central Bank or could be sold due to their high market liquidity. To limit liquidity risks, internal limits are fixed in respect of the minimum liquidity balances to be maintained and for significant foreign currencies. Liquidity maturity statements are prepared, both in the form of comprehensive statements and separate statements for the significant currencies. To control the risk, the deposit concentrations are monitored daily. In the unlikely event of a liquidity shortage, escalation procedures and measures have been put in place.

Operational risks are countered by the Bank by means of clearly defined competencies and responsibilities. Regulations and detailed procedural documentation for all departments on all essential work processes, duties and responsibility are kept constantly up to date, helping to identify, limit and avoid materialisation of operational risks. Strict adherence to the principle of separation of duties at all levels of the Bank, as well as internal controls and approvals under the four-eyes principle integrated into operational procedures and technical systems, form additional core elements of risk control methods. In addition, the Bank has taken out insurance regarding transfers of possible operational risks with a high loss potential.

With the objectives of raising awareness and promoting a risk culture, an employee training course on operational risks is provided to all employees.

Considering changing factors of influence, existing and latent operational risks are identified in the course of an annual consultation of experts and evaluated within the parameters of the likelihood of their occurring and their financial impact. A value-at-risk methodology is then used to calculate operational risks and allocate an appropriate risk capital. Important information regarding risk management is provided by the risk control self-assessment and the incident & issue log, which contains details of all operational incidents that occurred and issues detected.

Additional indications result from the analysis and follow-up of all customer complaints.

By maintaining a Business Recovery Centre, and by setting up backup workplaces, including enabling the staff to work from home, the Bank has taken appropriate measures to counter the risks arising from IT malfunctions, breakdowns and pandemics. The Bank is continuously investing in its IT infrastructure to maintain a high level of availability and performance for its systems.

Legal risks are countered by the Bank through an extensive use of standard and standardised contracts, regular review of individual contracts and ongoing update of wording and various clauses of contracts, according to the prevailing legislation and business practices, with recourse to the expertise of external legal advisers, if required. With respect to the affiliated entities in foreign jurisdictions, risk mitigation is achieved by using our standardised contracts and documentation reviewed and confirmed by external local lawyers under the relevant jurisdiction. The Bank continuously improves the range of instruments designed to combat money laundering, the financing of terrorism and white-collar crime. In 2023, all employees received comprehensive trainings on the prevention of money laundering and the financing of terrorism. Training on general compliance topics is provided on a regular basis as well as training on fraud prevention. Furthermore, training on operational risks is obligatory for all EDB employees as well as sensitisation on Cybersecurity, including phishing attacks.

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By implementing limit systems and analyses, the Bank has made suitable arrangements with a view to limiting risk concentrations. Unwanted risk concentrations are countered by measures to identify and reveal such concentrations.

To simulate risks in extreme market situations, stress tests are carried out, in addition to the normal risk measurement procedures, regarding all risks which are defined as material, as well as a stress test encompassing different types of risk. These stress tests provide information concerning the possible impact on the economic situation of the Bank in the event of a serious change in the market environment from the status quo. The analyses are in principle carried out every quarter and are based on hypothetical, historical and reverse scenarios. The stress tests are designed to gauge the effects on the economic capital and risk coverage potential and to initiate in good time any control measures deemed necessary.

The risk management procedures of EDB correspond to the usual market standards and are geared, within the framework of proportionality, to the risks inherent in the positions concerned. With the procedures applied, the risks outlined are measurable and transparent and those procedures additionally enable the risks to be controlled and managed. They are considered appropriate to ensure the Bank's risk-bearing capacity on a sustainable basis.

PROSPECTS

The outlook for Banks in Europe in 2024 is expected to be one of transition and adaptation due to various factors such as geopolitical uncertainty, increased competition from fintech companies, and regulatory pressures. Banks will need to adapt to these changes by investing in technology, improving customer experience, and exploring new business models to remain competitive and profitable. Additionally, the geopolitical situation with an expected economic soft landing and a reversal of the interest rate cycle, is likely to impact lending margins, investment strategies and asset quality; all of which will make it more challenging for Banks to maintain profitability levels achieved in 2023.

The outlook for depositary Banks in 2024 is expected to be, on a relative basis, more positive than for the overall Banking industry, due to developments in the fund industry, the client segment on which depositary Banks focus. The global asset management industry is projected to continue to grow, driven by increasing demand for investment products and services, even though in the short-term performance in some asset classes is impacted by the uncertain economic environment leading to margin pressure and focus on costs. The growth of passive investing and exchange-traded funds (ETFs) is expected to continue, as investors seek low-cost and diversified investment options. Similarly, we believe that on the other end of the spectrum, private market funds and alternatives will continue to benefit from the capital and regulatory constraints faced by Banks, forcing actors in the real economy to turn to other sources of funding. Private market funds will continue to benefit from this long-term trend, even though capital raising by these funds might become more challenging than it was over the last few years. Note EDB is currently more focused on the private market/alternative funds and traditional liquid funds rather than passive/ETF.

In addition, the fund industry is likely to see continued innovation and adoption of technology, including artificial intelligence and machine learning, to improve investment decision-making and enhance customer experience. Environmental, social, and governance (ESG) investing is also expected to continue to gain momentum, as investors increasingly prioritize sustainability and social responsibility in their investment decisions.

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However, the industry may face challenges such as increased regulatory scrutiny, geopolitical risks, and market volatility. It will need to adapt to these changes by developing innovative products, improving operational efficiency, and enhancing risk management capabilities to remain competitive and meet the evolving needs of investors.

In this environment, EDB will focus on the 3 pillars of our strategy, i.e. running a successful business, with an engaged quality team, whilst adhering to top class governance principles. Key business initiatives will be focused on client satisfaction and service delivery. In terms of client satisfaction, we expect to benefit from the significant investments made in previous years in our depositary systems, and in our digital Banking platform. The planned acquisition of the Rothschild book of business in Luxembourg will enable us to further strengthen our client base from geographies/sectors where we have been less present previously, including Southern Europe and Switzerland, and Banking groups as fund sponsors. We will continue to manage our balance sheet carefully, given the uncertain hence volatile macro-economic context. From a service delivery perspective, we have kicked off project Horizon, which will significantly upgrade our core Banking infrastructure; and in parallel we will also expand our use of centres of excellence, allowing us to access broader pools of resources, outside of our key markets where labour markets are quite stretched.

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Luxembourg, June 12, 2024

The Board of Directors

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[Signature]

Fourth resolution

In accordance with the proposal of the Board of Directors for the appropriation of profits, the Ordinary General Meeting resolved to carry forward the profit of the 2023 financial year, amounting EUR 16,355,684.75 and to transfer the profit to the free reserves of the bank.

