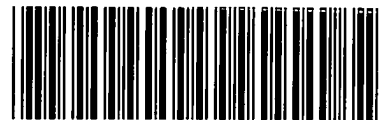

DB OVERSEAS HOLDINGS LIMITED

Company number: 01268118

REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2019

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DB OVERSEAS HOLDINGS LIMITED

STRATEGIC REPORT

For the year ended 31 December 2019

The Directors of DB Overseas Holdings Limited ("the Company") present their annual report and audited financial statements for the year ended 31 December 2019. These financial statements have been prepared in accordance with FRS 101 *Reduced Disclosure Framework* ("FRS 101"). In so doing, the Company has applied the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the European Union ("IFRSs"), but has made amendments, where necessary, in order to comply with the requirements of the Companies Act 2006.

Objectives

The primary objective of the Company is to function as a holding company.

The Company is one of the subsidiaries of Deutsche Bank Aktiengesellschaft ("Deutsche Bank AG"). Deutsche Bank AG and its other subsidiaries are collectively referred to as "the Group" for the purpose of these financial statements.

Section 172 Companies Act 2006 Statement

The Company is a holding company and has no operating business, employees or relationships with suppliers or customers. Consistent with DB Group policies, the directors are committed to implementing and maintaining strong disciplines in their decision making and high standards of business conduct. Insofar as the directors have made decisions during the financial year, they have had regard to the factors set out above where relevant in performing their duties under Section 172, particularly the likely consequences of such decisions in the long term and their impact on the wider DB Group. Decisions during the year have been limited to the Company managing its investments.

The Company operates in accordance with relevant DB Group policies, procedures, principles and codes of conduct as well as its framework of prudent controls which enables risk to be assessed and managed. The DB Group is committed to the Paris Pledge for Action and has recently been part of the first round of signatories to the UN Principles for Responsible Banking.

Principal risks and uncertainties

The risks faced by the Company are predominantly internal to the Group and include interest rate and credit risk stemming from its funding activities. As a wholly owned subsidiary within the Group, these and other risks are managed within the risk and control functions of the Group.

The Directors acknowledge their responsibility for the overall management of the risks faced by the Company. The key business risks and uncertainties affecting the Company are driven by those of its subsidiaries and derivative counterparties.

Key performance indicators

The key business metrics for the Company which are monitored by the Board include:

	2019	2018
	€ 000s	€ 000s
Pre-tax (Loss)/Profit	(3,462)	5,553
Net Assets	52,840	55,610

Current period results and dividends

The result of the Company for the year ended 31 December 2019 shows a post-tax loss of €(2,770,000) (2018: post-tax profit of €5,700,000).

The loss for the year was driven by €(3,379,000) loss on fair value adjustments on the total return swap with Charitable Luxembourg Two S.a.r.l and IVAF Jersey Limited and €(129,000) interest expense on short term borrowings with DB AG London.

On 31 January 2019, the Company sold its remaining investment in Gordian Knot Limited for €174,495. A gain of €174,495 was recognised from the sale of investment.

The Company's funding and cashflow profiles are largely unchanged and its balance sheet remains stable.

No final dividend is paid or proposed by the Directors during the year (2018: €nil).

STRATEGIC REPORT (continued)
For the year ended 31 December 2019

Events after the balance sheet date

A novel strain of coronavirus (COVID-19) that first surfaced in China was classified as a pandemic by the World Health Organization on March 11, 2020, impacting countries globally. The impact of COVID-19 is expected to continue on the global economy for the coming months with likely adverse effects on the operations and financial position of businesses. The Directors consider an estimated €2,500,000 material impact on the operations and financial position of the Company due to a 25% drop in Quarter 1 2020 fund account relating to Charitable Luxembourg Two S.a.r.l.'s main asset (High Street). High Street consists mainly of German commercial property with high exposure to retail. The Company has and continues to assess material risks and their implications to the business operations as a result of the global spread of COVID-19. As this is an evolving situation, emerging risks are reviewed and actively managed accordingly as they arise.

This is a non-adjusting event and an estimate of the financial effect cannot be made at the date of approving these financial statements as the situation remains a rapidly evolving one.

On 4 September 2020, the Company received a dividend of €1,891,113 from its subsidiary, DB International Investments Limited.

Future outlook

As a result of the letter of comfort from its indirect parent, Deutsche Holdings No.2 Limited, the Company is able to maintain its good standing and remain in a position to meet its obligations as they fall due.

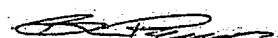
As a result of the declaration of backing from its parent Deutsche Bank AG, the Company is able to maintain its good standing and remain in a position to meet its obligations as they fall due. The Directors of the Company have considered the financial position of the Deutsche Bank Group as at 30 June 2020, to understand that, as of the date of signing these Accounts, the Deutsche Bank Group has the ability and intent to continue to support the Company.

On 31 January 2020, the United Kingdom ("UK") formally left the European Union ("EU") ("Brexit"), by reaching an agreement with the EU. The UK is now in the transition period which is due to end on 31 December 2020. The future impacts of Brexit to the Company cannot be predicted but the Directors will continue to closely monitor the developments and assess the possible impacts of these developments on the Company. As at the date of this report the Directors have no reason to believe that any of these uncertain factors will have any impact on the Company given that the Company does not have any balances that are external to the Group.

The global spread of COVID-19 has resulted in governments taking varied actions towards stemming its spread and also bolstering economies. Consequently, the global economy has seen a slowdown of economic activity in many sectors and increased volatility in the financial markets including the UK. Since the Company does not have any trading operations, COVID-19 is not expected to have any significant impact on the business. The Company is closely monitoring the spread of COVID-19, the actions and reactions of Governments and the potential effects it will have on its business.

The outlook of the business is stable, and it is expected that the Company will maintain its current level of activity.

By order of the Board of Directors



Ben Pallas
Director

Registered office
Winchester House
1 Great Winchester Street
London
EC2N 2DB

Dated: 5 October, 2020

Company number: 01268118

DB OVERSEAS HOLDINGS LIMITED

DIRECTORS' REPORT

For the year ended 31 December 2019

Directors

The directors of the Company who held office were as follows:

N.K.J. Calvert
B.J. Pallas
C.C. Snailham

Company secretary

A.W. Barlett
J.L. Bagshaw (appointed 1 October 2019)
P. Davis (resigned 16 September 2019)

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The Directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Accordingly, they have elected to prepare the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures which have been disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions, disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with Companies Act 2006.

They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities. The Directors have confirmed that they spent time appropriate to their responsibilities on the affairs of the Company during the year.

The Directors have chosen, in accordance with section 414C(11) of the Companies Act 2006, to set out in its Strategic Report information that is otherwise required to be contained in the Directors' Report:

- an indication of financial risk management objectives and policies;
- details of important events affecting the Company (and any subsidiaries in its consolidation) since the end of the
- an indication of likely future developments in the business of the Company.

Disclosure of information to auditor

The Directors of the company who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and the Directors have taken all steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

DB OVERSEAS HOLDINGS LIMITED

DIRECTORS' REPORT (continued)
For the year ended 31 December 2019

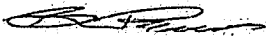
Qualifying third party indemnity provision

As at the date of approval of the financial statements, and during the year, a qualifying third party indemnity provision was in force for the benefit of the Company's Directors.

Auditor

During the year 2020 KPMG LLP will resign as Auditor of the Company, satisfying the European and national regulation requiring the auditors' rotation. Ernst & Young will be recommended by the Directors, at the next board meeting, as external Auditors for the financial year 2020.

By order of the Board of Directors



Ben Pallas
Director

Registered office

Winchester House
1 Great Winchester Street
London
EC2N 2DB

Dated: 5 October 2020

Company number: 01268118

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DB OVERSEAS HOLDINGS LIMITED
For the year ended 31 December 2019

Opinion

We have audited the financial statements of DB Overseas Holdings Limited ("the company") for the year ended 31 December 2019 which comprise the Profit and loss account, Statement of Total Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of the basis for a period for at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditors' report is not a guarantee that the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DB OVERSEAS HOLDINGS LIMITED
For the year ended 31 December 2019

Directors' responsibilities

As explained more fully in their statement set out on page 4, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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.



Mike Heath (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London E14 5GL

Dated: 9 October 2020

DB OVERSEAS HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2019

	Note	2019 € 000's	2018 € 000's
Income from shares in group undertakings	4	-	6,325
Net gain on disposal of equity method investments		174	-
Interest receivable and similar income from group undertakings		28	23
Other interest receivable and similar income		-	6
Interest payable and similar expenses to group undertakings	5	(228)	(123)
Other interest payable and similar expenses		(58)	-
Loss on derivative contracts	6	(3,379)	(869)
Net foreign exchange gain		8	325
Other expenses		(7)	(134)
(LOSS)/PROFIT BEFORE TAXATION		(3,462)	5,553
Tax credit on (loss)/profit	7	692	147
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(2,770)	5,700

The (loss)/profit for the year has arisen from continuing operations.

The notes on pages 11 to 16 form part of these financial statements.

DB OVERSEAS HOLDINGS LIMITED

STATEMENT OF TOTAL COMPREHENSIVE INCOME
For the year ended 31 December 2019

	<u>2019</u> <u>€ 000's</u>	<u>2018</u> <u>€ 000's</u>
(Loss)/profit for the financial year	(2,770)	5,700
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE FINANCIAL YEAR	(2,770)	5,700

The comprehensive (loss)/income for the year has arisen from continuing operations.

The notes on pages 11 to 16 form part of these financial statements.

DB OVERSEAS HOLDINGS LIMITED

BALANCE SHEET

As at 31 December 2019

	Note	2019 € 000's	2018 € 000's
FIXED ASSETS			
Shares in group undertakings	3	73,156	73,156
		73,156	73,156
CURRENT ASSETS			
Debtors	8	27,421	30,203
Cash at bank and in hand	9	11,461	11,124
		38,882	41,327
CREDITORS: Amounts falling due within one year			
Amounts owed to group undertakings	10	(59,178)	(58,840)
Accruals and deferred income		(20)	(33)
		(59,198)	(58,873)
NET CURRENT LIABILITIES		(20,316)	(17,546)
NET ASSETS		52,840	55,610
CAPITAL AND RESERVES			
Called up share capital	11	55,978	55,978
Profit and loss account		(3,138)	(368)
SHAREHOLDER'S FUNDS		52,840	55,610

The notes on pages 11 to 16 form part of these financial statements.

These financial statements were approved by the Board of Directors and signed on its behalf by


Director Ben Pallas

Dated: 5 October, 2020

Company number: 01268118

DB OVERSEAS HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2019

	<u>Called up share capital</u> € 000's	<u>Profit and loss account</u> € 000's	<u>Total</u> € 000's
Balance at 1 January 2019	55,978	(368)	55,610
Loss for the financial year	-	(2,770)	(2,770)
Balance at 31 December 2019	55,978	(3,138)	52,840

For the year ended 31 December 2018

	<u>Called up share capital</u> € 000's	<u>Profit and loss account</u> € 000's	<u>Total</u> € 000's
Balance at 1 January 2018	55,978	(6,068)	49,910
Profit for the financial year	-	5,700	5,700
Balance at 31 December 2018	55,978	(368)	55,610

The notes on pages 11 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

These financial statements were prepared in accordance with FRS 101 *Reduced Disclosure Framework*.

In so doing, the Company has applied the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the European Union ("IFRSs"), but has made amendments where necessary in order to comply with the requirements of the Companies Act 2006. Accordingly, the relevant IFRS have been referenced in the following notes where relevant.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following

- A cash flow statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of the transactions with related parties; and
- The effects of new but not yet effective IFRSs.

As the Company is not a 'Financial Institution', as defined by the Financial Reporting Council, it has applied the exemptions available for disclosures required by IFRS 7, IFRS 13 and IAS 1.

A novel strain of coronavirus (COVID-19) that first surfaced in China was classified as a pandemic by the World Health Organization on 11 March 2020, impacting countries globally. In considering going concern, the Company continues to closely monitor developments related to the outbreak of COVID-19. The potential impacts from COVID-19 remain uncertain, including, among other things, on economic conditions, businesses and consumers. To assess any potential impact on the Company, the directors reassessed the components of funding, liquidity and the financial position of the Company and have concluded that the going concern basis is still appropriate. The reassessment by management demonstrated that the Company has access to sufficient funding and liquidity to withstand the current market conditions.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

The executive directors of the Company are members of the Group defined contribution pension schemes operated by DB Group Services (UK) Limited ("DBGS"); details of which are disclosed in the financial statements of that entity. The Company has no obligation to pay employee retirement benefits, and has no commitment or guarantee to indemnify DBGS for retirement benefit liabilities.

The Company is incorporated, registered and domiciled in England and Wales (UK) as a private limited company, limited by shares.

Deutsche Holdings No. 3 Limited, a company registered in England and Wales, is the Company's immediate controlling entity.

Deutsche Bank Aktiengesellschaft ("Deutsche Bank AG"), a company incorporated in Germany, is the parent company, the ultimate controlling entity and the parent undertaking of the largest and smallest group of undertakings for which group financial statement are prepared, in accordance with IFRSs. Its registered address is Taunusanlage 12, Frankfurt am Main, 60325, Germany. Copies of the Group financial statements of this company are available to the public and may be obtained from Winchester House, 1 Great Winchester Street, London, EC2N 2DB.

(a) Group financial statements

As the Company is a wholly owned subsidiary undertaking of Deutsche Holdings No.3 Limited, itself a wholly owned indirect subsidiary undertaking of Deutsche Bank AG, which is incorporated in the European Union ("EU") and which publishes consolidated financial statements, the Company is exempt under Section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

(b) Changes in accounting policy

There were no amendments to the accounting standards that are effective for the year ended 31 December 2019 that would have a material impact to the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

1 ACCOUNTING POLICIES (continued)

(c) **Basis of measurement**

The financial statements have been prepared on the historical cost basis, except for the following:

- Amounts owed by group undertakings are initially measured at fair value, and subsequently at amortised cost.
- Amounts owed to group undertakings are initially measured at fair value, and subsequently at amortised cost.
- Cash at bank and in hand is carried at amortised cost.
- Financial assets available for sale and the related fair value hedge are stated at fair value.

There is no offsetting of financial assets and liabilities in these financial statements.

(d) **Interest receivable and similar income and Interest payable and similar expenses to/from group undertakings**

This includes interest on interest-earning deposits and short-term borrowings. Interest income and expense are recognised in the profit and loss as they accrue using the effective interest rate method.

The effective interest rate is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or expense over the relevant period using the estimated future cash flows. The estimated future cash flows used in this calculation include those determined by the contractual terms of the asset or liability, all fees that are considered to be integral to the effective interest rate, direct and incremental transaction costs, and all other premiums or discounts.

(e) **Foreign exchange**

Foreign currency transactions are translated into Euros at the rate prevailing on the transaction date. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are then re-translated into Euros at the rates ruling on that date with the resulting translation differences being recognised in the profit and loss account.

(f) **Income from shares in group undertakings**

Dividend income is recognised in the profit and loss account when the right to receive the payment is established.

Dividends to the Company's shareholder are recognised when the dividends are approved for payment.

(g) **Current and deferred taxation**

The charge for taxation is based on profit for the year and takes into account taxation deferred because of timing differences

(h) **Impairment**

A financial asset cannot be reported at more than what the Company can recover from it (the recoverable amount), either from using it (value in use) or selling it (fair value less costs of disposal). If the asset's carrying amount exceeds the recoverable amount the asset is deemed impaired and an impairment loss must be recognised in the profit and loss account.

The Company follows a 3 step approach to determining impairment:

1. Assess whether there is any indication of impairment.
2. If any indication of impairment exists, the recoverable amount of the asset must be estimated. This will involve:
 - a) determination of the unit of valuation for impairment purposes; and
 - b) determination of the recoverable amount.
3. If the recoverable amount (defined as the higher of fair value less costs of disposal and value in use) is below the carrying amount of the asset, then the carrying amount must be written down to its recoverable amount. That reduction is an impairment loss.

(i) **Shares in group undertakings**

Shares in group undertakings, as disclosed in Note 3 are stated at cost less impairment.

(j) **Derivatives - total return swaps**

The risks and rewards of certain co-investments made by the Company on behalf of the Group are borne via total return swaps.

As swap counterparty, the Company reflects the net payments in respect of the total return swap agreements, which comprise the interest expense on the funding costs of the underlying funds/investments, any impairment and any distribution of income.

The swaps are fair valued based on the underlying investments' fair value.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2019

1 ACCOUNTING POLICIES (continued)**(k) Critical accounting estimates and judgements**

The preparation of these financial statements requires the directors to make estimates and assumptions for certain categories of assets and liabilities. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the balance sheet date, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from management's estimates.

The significant accounting policy of the Company that involves critical accounting estimates relates to the impairment of investments in subsidiaries (Note (h)), and valuation of total return swaps (Note (j)).

Derivatives - total return swaps are fair valued based on the underlying investments' fair value. It is estimated that a 10% decrease in the fair value of the underlying funds would result to a €1m increase in loss on derivative contracts recognised in the profit and loss account.

2 ADMINISTRATIVE EXPENSES

The Company does not have any employees. The staff involved in the Company's operations are all employees of the Group. Their total staff costs are borne by other Group companies without recharge. Consequently, staff costs have not been included in these financial statements (2018: €nil).

Auditor's remuneration for services rendered to the Company have been borne by another group undertaking.

	<u>2019</u> <u>€ 000's</u>	<u>2018</u> <u>€ 000's</u>
Audit of these financial statements	36	34
	<u>36</u>	<u>34</u>

3 SHARES IN GROUP UNDERTAKINGS

	<u>2019</u> <u>€ 000's</u>	<u>2018</u> <u>€ 000's</u>
Cost		
At 1 January	85,109	85,109
Disposals	(5,318)	-
At 31 December	<u>79,791</u>	<u>85,109</u>

	<u>2019</u> <u>€ 000's</u>	<u>2018</u> <u>€ 000's</u>
Provision		
At 1 January	11,953	11,953
Reversal of impairment	(5,318)	-
At 31 December	<u>6,635</u>	<u>11,953</u>

	<u>2019</u> <u>€ 000's</u>	<u>2018</u> <u>€ 000's</u>
Net book amount		
At 31 December	<u>73,156</u>	<u>73,156</u>

Direct group undertakings

<u>Name of Company</u>	<u>Number and Class of Shares Owned</u>	<u>2019 % Holding</u>	<u>2018 % Holding</u>	<u>Registered Address</u>	<u>Nature of Business</u>
DB International Investments Limited	2 Ordinary	100	100	23 Great Winchester Street, London, Great Britain	Holding company
Deutsche Colombia S.A.S. (in liquidation)	129,199 Ordinary	100	100	Calle 67 # 7-35, Oficina 1204, Bogotá, Colombia	Formerly proprietary trading

DB OVERSEAS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

3 SHARES IN GROUP UNDERTAKINGS (continued)

Direct group undertakings (continued)

<u>Name of Company</u>	<u>Number and Class of Shares Owned</u>	<u>2019 % Holding</u>	<u>2018 % Holding</u>	<u>Registered Address</u>	<u>Nature of Business</u>
Deutsche Securities Israel Ltd.	50,822 Ordinary	100	100	46 Rothschild Boulevard, Alrov Tower, 21st Floor, Tel Aviv, Israel	Investment banking
Deutsche Securities Venezuela S.A. (in liquidation)	2,358,000 Ordinary	100	100	Av. Francisco de Miranda, Torre Cavendes, Piso 11, Oficina 1103 (Las Palos Grandos), Caracas, Venezuela	Formerly own-account trading

Indirect group undertakings

<u>Name of Company</u>	<u>Number and Class of Shares Owned</u>	<u>2019 % Holding</u>	<u>2018 % Holding</u>	<u>Registered Address</u>	<u>Nature of Business</u>
Deutsche Global Markets Limited	9,900 Ordinary	100	100	46 Rothschild Boulevard, Alrov Tower, 15th Floor, Tel Aviv, Israel	Investment adviser
Deutsche Investments (Netherlands) N.V.	1,000 Ordinary	100	100	De Entree 99 - 197, Amsterdam, Netherlands	Holding companies without management function

Associated direct undertakings and incorporated significant holdings

<u>Name of Company</u>	<u>Number and Class of Shares Owned</u>	<u>2019 % Holding</u>	<u>2018 % Holding</u>	<u>Registered Address</u>	<u>Nature of Business</u>
Gordian Knot Limited (sold)	6,177 Ordinary A	-	25	Berkeley Square, Lansdowne House, London, Great Britain	Formerly investment management

4 INCOME FROM SHARES IN GROUP UNDERTAKINGS

The Company received dividends from shares in group undertakings as follows:

	<u>2019 € 000's</u>	<u>2018 € 000's</u>
DB Capital Partners General Partner Limited	-	6,323
DB Alternative Strategies Limited	-	2
	<u>-</u>	<u>6,325</u>

5 INTEREST PAYABLE AND SIMILAR EXPENSES TO GROUP UNDERTAKINGS

	<u>2019 € 000's</u>	<u>2018 € 000's</u>
Interest expense on short-term borrowings	(129)	(147)
Overhead expense allocation - group	(99)	24
	<u>(228)</u>	<u>(123)</u>

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NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2019

6 LOSS ON DERIVATIVE CONTRACTS

	<u>2019</u> <u>€ 000's</u>	<u>2018</u> <u>€ 000's</u>
Loss on total return swaps	(3,379)	(855)
Loss on currency translation adjustments	-	(14)
	<u>(3,379)</u>	<u>(869)</u>

7 TAX CREDIT ON (LOSS)/PROFIT

(a) Analysis of tax on profit

	<u>2019</u> <u>€ 000's</u>	<u>2018</u> <u>€ 000's</u>
<i>Current taxation</i>		
Group relief charge for the year	(691)	(147)
Adjustments in respect of prior periods	(1)	-
Tax credit on (loss)/profit	<u>(692)</u>	<u>(147)</u>

The standard rate of tax for the year, based on the UK standard rates of corporation tax is 19% (2018: 19%). The actual tax charge for the year differs from the standard rate for the reasons set out in the following reconciliation.

(b) Current tax reconciliation

	<u>2019</u> <u>€ 000's</u>	<u>2018</u> <u>€ 000's</u>
(Loss)/Profit before taxation	(3,462)	5,553
Tax charge on (loss)/profit at standard rate (2019: 19%; 2018: 19%)	658	(1,055)
Tax adjustments:		
UK dividend income	-	1,202
Net gain on disposal of equity method investments	33	-
Adjustments in respect of prior periods	1	-
Tax credit on (loss)/profit	<u>692</u>	<u>147</u>

The Finance Bill 2016, which announced a reduction in the UK corporation tax rate to 17% by 2020, was substantively enacted on 6 September 2016 and is the rate at the Balance Sheet date. The Government has utilised the Provisional Collection of Taxes Act 1968 to maintain the main corporation tax rate at 19%. Substantive enactment of the 19% tax rate occurred on 17 March 2020 and therefore the Company's future tax rate remains unchanged.

8 DEBTORS

	<u>2019</u> <u>€ 000's</u>	<u>2018</u> <u>€ 000's</u>
Financial assets at fair value through profit or loss	26,416	29,795
Overhead expense allocation - group	138	263
Other debtors	867	145
	<u>27,421</u>	<u>30,203</u>

Financial assets at fair value through profit or loss pertain to total return swaps with IVAF Jersey Limited, Charitable Luxembourg Two S.a.r.l. and Charitable Luxembourg Four S.a.r.l.

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NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

9 CASH AT BANK AND IN HAND

	<u>2019</u> € 000's	<u>2018</u> € 000's
Cash at bank held with group undertakings	11,461	11,124
	<u>11,461</u>	<u>11,124</u>

10 AMOUNTS OWED TO GROUP UNDERTAKINGS

	<u>2019</u> € 000's	<u>2018</u> € 000's
Short-term borrowings	(59,178)	(58,840)
	<u>(59,178)</u>	<u>(58,840)</u>

Short-term borrowings include amounts owed to Deutsche Bank AG, London Branch, which were mainly used to fund the acquisition of the Company's various subsidiaries.

11 CALLED UP SHARE CAPITAL

	<u>2019</u> No. of Shares 000's	<u>2018</u> No. of Shares 000's
Allotted, called up and fully paid: Ordinary shares of £1 each	50,000	50,000
	<u>50,000</u>	<u>50,000</u>
	<u>2019</u> € 000's	<u>2018</u> € 000's
Allotted, called up and fully paid: Ordinary shares of €1.12 each	55,978	55,978
	<u>55,978</u>	<u>55,978</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and entitled to one vote per share.

12 EVENTS AFTER THE BALANCE SHEET DATE

A novel strain of coronavirus (COVID-19) that first surfaced in China was classified as a pandemic by the World Health Organization on March 11, 2020, impacting countries globally. The impact of COVID-19 is expected to continue on the global economy for the coming months with likely adverse effects on the operations and financial position of businesses. The Directors consider an estimated €2,500,000 material impact on the operations and financial position of the Company due to a 25% drop in Quarter 1 2020 fund account relating to Charitable Luxembourg Two S.a.r.l's main asset (High Street). High Street consists mainly of German commercial property with high exposure to retail. The Company has and continues to assess material risks and their implications to the business operations as a result of the global spread of COVID-19. As this is an evolving situation, emerging risks are reviewed and actively managed accordingly as they arise.

This is a non-adjusting event and an estimate of the financial effect cannot be made at the date of approving these financial statements as the situation remains a rapidly evolving one.

On 4 September 2020, the Company received a dividend of €1,891,113 from its subsidiary, DB International Investments Limited.