

# URBANIC



## NETHERLANDS III CV

### ANNUAL REPORT

2022

## Contents

<b>1.</b>	<b>Company details</b> .....	<b>3</b>
<b>2.</b>	<b>Disclaimer</b> .....	<b>3</b>
<b>3.</b>	<b>Report of the General Manager of the fund</b> .....	<b>4</b>
<b>4.</b>	<b>Financial statements</b> .....	<b>8</b>
4.1	Balance sheet as at 31 December 2022 after result appropriation .....	8
4.2	Profit and loss account 2022 .....	9
4.3	Cash flow statement 2022 .....	10
4.4	Balance sheet disclosures .....	11
4.4.1	<i>General</i> .....	11
4.4.2	<i>Accounting policies applied to the valuation of assets and liabilities</i> .....	11
4.5	Profit and loss disclosures .....	13
4.6	Accounting policies for the cash flow statement .....	14
4.7	Notes to the financial statements (balance sheet) .....	15
4.7.1	<i>Set-up expenses</i> .....	15
4.7.2	<i>Property investments</i> .....	15
4.7.3	<i>Receivables</i> .....	15
4.7.4	<i>Cash and cash equivalents</i> .....	16
4.7.5	<i>Fund equity</i> .....	16
4.7.6	<i>Provisions</i> .....	16
4.7.7	<i>Long term liabilities</i> .....	16
4.7.8	<i>Bridge financing</i> .....	17
4.7.9	<i>Other payables</i> .....	17
4.8	Notes to the financial statements (profit and loss account) .....	18
4.8.1	<i>Interest and other finance expenses</i> .....	18
4.8.2	<i>Direct real estate costs</i> .....	18
4.8.3	<i>Fund expenses</i> .....	18
4.8.4	<i>Taxation</i> .....	19
4.8.5	<i>Employees</i> .....	19
4.8.6	<i>Subsequent events</i> .....	19
4.8.7	<i>Off-balance sheet assets and liabilities</i> .....	19
4.8.8	<i>Major risk factors</i> .....	19
4.9	Other notes to the financial statements .....	20
4.9.1	<i>Fund fees to service providers</i> .....	20
4.9.2	<i>Expenses in relation to average intrinsic value</i> .....	20
4.9.3	<i>Fund Key Performance Indicators</i> .....	21
4.9.4	<i>Intrinsic value participations</i> .....	21
4.9.5	<i>Comparison Investment Memorandum estimation and actual costs</i> .....	22
4.9.6	<i>Outsourcing and other agreements</i> .....	23
4.9.7	<i>Related party transactions</i> .....	23
4.9.8	<i>One-off cost payments by participants</i> .....	23
<b>5.</b>	<b>Other information</b> .....	<b>24</b>
5.1	Provisions of profits and losses in the Limited Partnership Agreement .....	24
5.2	Independent auditor's report .....	25
<b>6.</b>	<b>Internal information for limited partners</b> .....	<b>28</b>
6.1	Stichting Urbanic Netherlands III Custodian of Urbanic Netherlands III C.V. ....	28
6.2	Property portfolio .....	28
6.3	Long term liabilities.....	30
6.4	Accrued mortgage interest and quarterly repayment .....	30

## 1. Company details

### **The Fund**

Urbanic Netherlands III C.V.  
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1078 RT Amsterdam  
The Netherlands

### **Managing Partner**

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Amsteldijk 131-H  
1078 RT Amsterdam  
The Netherlands

### **Fund Manager**

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### **Fund Custodian**

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Amsteldijk 131-H  
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### **Fund Administrator**

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### **Depositary**

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1101 CM Amsterdam  
The Netherlands

### **Property Manager**

FLINQ Vastgoed B.V.  
Amsteldijk 131-H  
1078 RT Amsterdam  
The Netherlands

### **Auditors**

Vanhier Audit Services B.V.  
Pieter Ghijsenlaan 24B  
1506 PV Zaandam  
The Netherlands

## 2. Disclaimer

This report is prepared solely for the benefit of the investors (“the Investors”) in Urbanic Netherlands III C.V. (“the Fund”) and is private and confidential. It is not to be distributed other than to the Investors nor is it to be copied or otherwise reproduced without the express written consent of the Fund Manager. This report contains information which is commercially sensitive, and which is, by its nature, confidential to the Fund, the Manager, and the Investors. The attention of the recipients is drawn to the confidentiality provisions contained within the partnership agreements relating to the Fund. In particular Investors shall not, and each Investor shall use all reasonable endeavours to procure that every person connected with or associated with such Investor shall not, disclose to any person, firm or corporation - or use to the detriment of the Fund, the Manager, any of the Investors or any of the properties - any confidential information contained herein.

### **3. Report of the General Manager of the fund**

The General Partner hereby presents the Financial Statements of Urbanic Netherlands III C.V. (also the “Fund”) for the period 1 January 2022 through 31 December 2022.

#### **General information and principal activity of the Fund**

Urbanic Netherlands III C.V. was formed on June 10, 2020. It is registered with the Netherlands Chamber of Commerce under number 77831640. The Fund is registered with the Dutch Authority for the Financial Markets (“AFM”) as an Alternative Investment Fund and is required to periodically provide financial data to the Dutch Central Bank and the AFM.

Except in case of inheritance, according to the Partnership Agreement of the Fund, participations in the Fund can only be transferred with the consent of all other partners. The Fund is therefore transparent for Dutch personal and corporate income tax purposes and Fund results are taxed at the level of the participants. The Fund itself is not subject to Dutch income tax.

The principal activity of the Fund is to acquire real estate in Rotterdam and configure such real estate for communal living and to seek long-term return on investment by renting the properties to young professionals. The strategy and approach of the Fund are fully documented in the Information Memorandum dated April 1, 2020, which was provided to potential investors.

The Fund is fully invested.

#### **Urbanic B.V.**

Urbanic B.V., a limited liability company incorporated under the laws of the Netherlands registered with the Netherlands Chamber of Commerce under number 64696006, acts as the Fund Manager of Urbanic Netherlands III C.V. and is registered with the AFM as an Alternative Investment Fund Manager. On April 11, 2022, Urbanic B.V. was granted an Alternative Investment Fund Manager license under article 2:65 Wft (Law Financial Supervision) by the AFM.

On March 3, 2023, Urbanic B.V. filed an application with the AFM to expand its license to allow it to offer participations to retail investors. Current information on Urbanic B.V. and the Urbanic funds can be found on the company’s website: [www.urbanic.nl](http://www.urbanic.nl).

#### **Urbanic Netherlands III B.V.**

Urbanic Netherlands I B.V., a limited liability company incorporated under the laws of the Netherlands, acts as General and Managing Partner of the Fund. Urbanic Netherlands I B.V. is registered with the Netherlands Chamber of Commerce under number 77706366. All shares of Urbanic Netherlands III B.V. are held by Urbanic B.V.

#### **Stichting Urbanic Netherlands III**

Stichting Urbanic Netherlands I, a foundation under the laws of the Netherlands and registered with the Netherlands Chamber of Commerce under number 77706439, acts as the Custodian of the Fund and in that capacity holds legal title to the assets of the Fund.

#### **Depository**

In accordance with the Alternative Investment Fund Manager Directive (AIFMD), 2011/61/EU and the Law on Financial Supervision (Wft) Urbanic Funds have engaged an independent depository licensed by the Authority for the Financial Markets. For the period April 11, 2022 through March 10, 2023 CSC Depository Services B.V. acted as depository. From April 1, 2023, onwards Urbanic appointed Vistra Depository Services as depository for its funds as we felt this service provider has a good cultural fit with Urbanic.

The depositary is responsible to monitor the activities of the funds for the benefit of the participants. The key focus of the depositary is to monitor the activities and actions of the fund manager, Urbanic B.V.. The activities of the depositary are formalized in an agreement which has been reviewed and approved by the AFM and include among others the following:

- Verify the receipt of the amounts due from the participants for their participations.
- Verify that all monies are held in the bank account(s) of the Fund.
- Monitor payments and receipts of fund assets and reconcile those amounts to the administration.
- Verify timeliness of receipts
- Verify that distributions to participants are made in accordance with Fund documentation.
- Verify that assets are registered in the name of the Fund.
- Verify that the valuation of the Fund's equity is in accordance with the Fund documentation and legal requirements.

## **Portfolio**

During 2023 the Fund completed its portfolio by purchasing two properties consisting of 4 residential apartments. The portfolio now consists of 70 residential apartments and 4 commercial properties in Rotterdam. Most residential units are or will be completely renovated and rented in a communal living model, while some units will be rented to couples.

The portfolio is developing well and when completed should generate a net rental yield of close to 6%. At year end the Fund realized 57% of the total gross rent estimate when the portfolio is completed. We estimate that this percentage will increase to over 85% in Q2 of 2023. At the end of Q1 2024 the portfolio should be completed and fully rented.

During the year the rental market remained very strong and after renovation apartments were mostly easily rented.

## **The Market**

At the end of Q3 of 2022 house prices were still up. At the end of the year this had changed. For the first time in 10 years there was a reduction in house prices on a year-on-year basis. According to the NVM, the Dutch association of real estate brokers, per m<sup>2</sup> prices came down by 4,1% on a national basis and in the greater Amsterdam area, and by 2,2% in the greater Rotterdam area. ABN AMRO Bank, which at the end of Q3 of predicted that prices would come down by 2,5% in 2023, expects that prices will come down by 6% in 2023 and a further 4% in 2024.

Key reasons are higher interest rates and inflation that is not fully compensated in wages, which both reduce the affordability of houses. Higher energy prices start to have a notable impact on house prices and the expectation is that this trend will continue. As the Fund's properties generally have A or B energy labels this should provide support.

At the same time the rental market remains very strong as there continues to be a significant shortage of availability of houses and alternative housing options for our target group of young professionals.

## **Financial Information**

Total capital committed to the Fund by the participants amounts to € 9,9 million. The capital is fully called.

Since its establishment the Fund invested € 26,1 million in properties. At year end the Fund had € 15,6 million of mortgage debt, equal to 60% of the total amount invested in properties. The mortgage debt is at fixed interest rates at a weighted average of 2.55%, well below the 3.5% projected in the Information Memorandum. The loans mature on January 1, 2026.

The loan agreements stipulate that the loan to value ratio, defined as loans outstanding /total value of properties will be below 67% from November 1, 2023 and the debt yield, defined as net rents/loans outstanding, should exceed 7% from July 1, 2023. The Fund is expected to meet these covenants.

In 2022 the Fund realized a net loss of € 20,089

It is the Fund's policy to value investment properties at cost. The Fund's equity at the end of 2022 is equal to € 9,580,581, or € 96,773 per participation of € 100.000.

## **Other Issues**

### **Regulatory Developments**

The housing market continues to be under a lot of stress and protests against the lack of housing and the high housing prices (both purchase prices and rents) are frequent. The housing market is also high on the agenda of both the National and Local politicians.

During the year, and subsequently in 2023, the government published proposals to further regulate the mid-market rental segment, and thus reduce the number of houses in the liberalized rental market. Although these proposals are still subject to revision and discussion, we believe that these new regulations, possibly with some amendments, will become effective from January 1, 2024. This will only lead to a reduction of the rent when the current tenant leaves or the rental contract otherwise ends. It is our analysis that the proposal as currently published will not have a significant impact on the Fund as most properties will not fall in the newly regulated mid-market segment. We expect that some properties will need some limited investment to improve their energy labels to stay in the liberalized rental market segment when the rental contract terminates. A few properties may fall in the regulated mid-market segment. At the expiration of the rental contract, we need to determine the best solution: continue to rent at a lower rent or sell the property.

In 2021 the government decided to maximize rent increase in the liberalized market to inflation plus 1%. In response to the high inflation in 2022, it was decided to change this rule and maximize rent increases to the % increase of collectively negotiated wages plus 1%. As a result, rent increases are capped at 4.1% in 2023.

### **Compensation Policy**

The Fund has no personnel. Personnel engaged with the Fund is employed by the Fund Manager, Urbanic B.V.. Urbanic B.V. employees are exclusively entitled to a fixed compensation, which is not dependent on the results of the Fund or Urbanic B.V., and compensation of normal business expenses. Urbanic B.V. personnel cost is not taken into the basis for calculating the management fee charged to the Fund.

## **Outlook**

As we discussed above, we believe that further regulation of the mid-market rental segment should over time lead to an upward trend in rents of houses in the liberalized rental market. Our analysis shows that the immediate impact on the Fund's portfolio of this regulation is likely to be very limited.

When the overall portfolio is fully developed, the total investment in the portfolio is expected to be approximately € 28 million with an expected net rental yield of close to 6%.

## **Risks**

The Fund is subject to a number of risks. Key risks include interest rate and refinancing risk, vacancy, and regulatory risk. The Fund actively monitors and manages those risks.

### **Interest and Refinancing risk**

The Fund is partially financed with debt at variable interest rates. Variable interest rates have risen over the past year and the risk is that they may rise further. This risk cannot be mitigated without incurring significant costs. As the mortgage loans mature on October 1, 2024, this risk will be addressed by refinancing the portfolio at that date and is therefore limited in time. The risk that the Fund's portfolio cannot be refinanced is very small, but the Fund may at that time have to accept higher interest rates.

### **Vacancy risk**

The second key risk of the Fund is vacancy. The significant shortage of alternative housing options for our target group makes the vacancy risk very limited. Vacancy has not occurred in the Fund's portfolio, other than in relation to major repairs, and this risk is carefully managed by maintaining a positive relationship with current and potential future tenants.

### **Regulatory risk**

The Dutch housing market are extensively regulated. The Fund invests outside the regulated rental segment, but changes in regulation or unexpected interpretation and/or enforcement may negatively affect the Fund. The Fund continuously monitors regulatory developments and takes potential changes into account in its operational decisions.

## **Statement on Business Operations**

Urbanic B.V. has a detailed description of its business operations in accordance with article 3:17, second paragraph under c and article 4:14, first paragraph Wft (Law Financial Supervision). and related legislation such as the Decision on Supervision of Conduct of Financial enterprises (Besluit Gedragstoezicht Financiële Ondernemingen or BGFO). The Fund manager has not become aware that the business operations are not conducted effectively and in line its description.

## **Subsequent Events**

On 18 April, 2023 the Fund obtained an additional mortgage loan of € 1,000,000. The loan is at a fixed interest rate of 5,83% and matures, like the Fund's other mortgage loans, on January 1, 2026.

Amsterdam, May 19, 2023

Managing Partner of the Fund:  
Urbanic Netherlands III B.V.

#### 4. Financial statements

##### 4.1 Balance sheet as at 31 December 2022 after result appropriation

Assets	Note	31-12-2022	31-12-2021	Equity and liabilities	Note	31-12-2022	31-12-2021
<b>Fixed assets</b>				<b>Fund equity</b>			
<i>Immaterial fixed assets</i>				4.7.5			
Set up costs	4.7.1	7,324	10,257	Capital called		9,900,000	9,900,000
				Legal reserve		7,324	10,257
				Distributions		-	-
				Total net profits		<u>-326,743</u>	<u>-309,586</u>
<i>Material fixed assets</i>						9,580,581	9,600,671
Property investments	4.7.2	26,122,062	19,940,656				
				<b>Provisions</b>	4.7.6	9,823	1,748
				<b>Long-term liabilities</b>	4.7.7		
				Bank loans (fixed interest)		15,260,203	11,032,009
				Bank loans (variable interest)		-	-
<b>Current assets</b>							
Debtors		32,858	-				
Receivables	4.7.3	20,192	8,560	<b>Short-term liabilities</b>			
				Creditors		388,969	175,122
				Bank loan repayments	4.7.7		
				- loans fixed interest rate		326,300	195,100
				- loans variable interest rate		-	-
				Accrued interest bank loans			
				- fixed interest		115,249	61,353
				- variable interest		-	-
				Bridge financing	4.7.8	700,000	-
				Deposits tenants		185,400	58,856
				Rental prepayments		59,116	16,413
				Other payables	4.7.9	65,396	-
<b>Total assets</b>		<u>26,691,037</u>	<u>21,141,272</u>	<b>Total equity and liabilities</b>		<u>26,691,037</u>	<u>21,141,272</u>



**4.2 Profit and loss account 2022**

	Note	2022	2021
<b>Income</b>			
Gross rental income		805,850	156,337
Other income		3,025	-
Total income		808,875	156,337
<b>Expenses</b>			
Interest and other finance expenses	4.8.1	-441,660	-204,332
Direct real estate costs	4.8.2	-183,585	-75,165
Fund expenses	4.8.3	-39,898	-26,104
Fund manager fee		-160,888	-100,013
Amortization set-up expenses	4.7.1	-2,933	-2,933
Total expenses		-828,964	-408,547
Result before tax		-20,089	-252,210
Taxation		-	-
<b>Net income</b>		<b>-20,089</b>	<b>-252,210</b>

**4.3 Cash flow statement 2022**

	2022		2021	
	€	€	€	€
<b>Net result</b>		-20,089		-252,210
Adjustments:				
Amortizations	23,191		2,933	
Provisions	8,075		1,563	
		<u>31,266</u>		<u>4,496</u>
		11,177		-247,714
Changes in current assets	-44,491		-5,787	
Changes in current liabilities	502,386		323,984	
Cash flow from operation activities		<u>457,895</u>		<u>318,197</u>
Proceeds from disinvestments	-		-	
Set-up costs activated	-		-	
Investments in real estate	-6,181,406		-12,859,308	
Cash flow from investing activities		<u>-6,181,406</u>		<u>-12,859,308</u>
Capital contributions	-		5,940,000	
Distributions	-		-	
Mortgages received	4,625,236		7,238,509	
Mortgages repaid	-286,100		-28,250	
Bridge financing received	700,000			
Cash flow from financing activities		<u>5,039,136</u>		<u>13,150,259</u>
<b>Net cash flow</b>		<u>-673,198</u>		<u>361,434</u>
Cash and cash equivalent start of reporting period		<u>1,181,799</u>		<u>820,365</u>
<b>Cash and cash equivalent end of reporting period</b>		<u><u>508,601</u></u>		<u><u>1,181,799</u></u>

#### **4.4 Balance sheet disclosures**

##### **4.4.1 General**

Urbanic Netherlands III C.V., ('the Fund'), having its legal address in Amsterdam, is a limited partnership under Dutch law and is registered under number 77831640 in the Trade Register. Urbanic Netherlands III C.V. was formed on June 1, 2021.

Urbanic Netherlands III C.V. is a Dutch limited partnership. The partnership's main activity is investing in Dutch residential real estate and renting it to young urban professionals and as such generating a rate of return for its limited partners.

The Financial Statements have been drawn up in accordance with the provisions of Title 9, Book 2 of the Dutch Civil Code and the firm pronouncements in the Dutch Accounting Standards, as published by the Dutch Accounting Standards Board ('Raad voor de Jaarverslaggeving'), in particular RJ 615 regarding Investment entities.

Assets and liabilities are generally kept at historical cost or at fair value at the time of acquisition. If no specific valuation principle has been stated, valuation is at historical cost. In the Balance Sheet, Profit and Loss Account and the Cash Flow Statement, references have been made to the notes.

Use of estimates: In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the accounting principles and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

All financial information is presented in Euro's unless otherwise indicated.

##### **4.4.2 Accounting policies applied to the valuation of assets and liabilities**

###### **Intangible fixed assets**

Intangible fixed assets are only recognised in the balance sheet when it is probable that the expected future economic benefits that are attributable to the asset will flow to the Fund and the cost of that asset can be measured reliably.

Intangible fixed assets are measured at acquisition or construction cost, less accumulated amortization and impairment losses.

Expenditures made after the initial recognition of an acquired or constructed intangible fixed asset are included in the acquisition or construction cost if it is probable that the expenditures will lead to an increase in the expected future economic benefits, and the expenditures and the allocation to the asset can be measured reliably. If expenditures do not meet these conditions, they are recognized as an expense in the profit and loss account.

###### **Set up costs**

Set up costs are measured at cost less accumulated amortization and impairment losses. Amortization is recognised in profit or loss on a straight-line basis over the estimated useful life of five years.

A legal reserve is recorded for the capitalized set up costs that have not yet been amortized.

## **Tangible fixed assets**

### ***Property Investments***

Property investments are properties held to generate rental income, to achieve capital appreciation or both. Investment property also includes property that is being constructed or developed for future use as investment. Property under construction is presented separately in the notes.

The property investments are measured at cost, including transaction costs, less accumulated depreciation and impairment losses. Cost comprises the purchase price and any directly attributable costs such as renovation costs, legal advisory fees, transfer taxes and other transaction costs.

Expenditure after initial recognition of investment property is capitalized when it is probable that the expenditure will lead to an increase in the expected future economic benefits. All other expenditure is recognised as an expense in the profit and loss account in the period in which it occurs.

Investment property is no longer capitalized in case of disposal or permanent decommissioning, and in case of decommissioning when no future economic benefits are expected anymore.

Gains or losses on disposal or decommissioning of investment property are determined based on the difference between the net proceeds and the carrying amount of the asset and are recognized in the profit and loss account.

### **Receivables**

Receivables are recognised initially at fair value and subsequently measured at amortized cost. If payment of the receivable is postponed under an extended payment deadline, fair value is measured on the basis of the discounted value of the expected revenues. Interest gains are recognised using the effective interest method. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables.

### **Cash and cash equivalents**

Cash and cash equivalents represent cash in hand, bank balances and deposits with terms of less than twelve months. Overdrafts at banks are recognised as part of debts to lending institutions under current liabilities. Cash at banks and in hand is carried at nominal value.

### **Provisions**

#### ***General***

Provisions are measured at the best estimate of the amount that is necessary to settle the obligation as per the balance sheet date. The other provisions are valued at the discounted value of the expenditure that is expected to be necessary to settle the obligations, unless the time course is not material or the provision is short-term.

#### ***Provision for major maintenance of buildings***

A provision is recognized for expenditures incurred on major maintenance work on buildings in order to spread these costs over a number of financial years. The addition to the provision is determined based on the expected amount of the maintenance work and the intervals between the times when major maintenance work is carried out.

### **Long-term liabilities**

Long-term liabilities are liabilities with a term longer than one year.

On initial recognition long-term debts are recognised at nominal value. Transaction costs which can be directly attributed to the acquisition of the long-term debts are included in the initial recognition.

After initial recognition long-term debts are recognised at the amortized nominal value, being the amount owed taking into account premiums or discounts and minus transaction costs.

The difference between stated book value and the mature redemption value is accounted for as interest cost in the income statement on the basis of the effective interest rate during the estimated term of the long-term debts.

### **Current liabilities**

Current liabilities are liabilities with a term shorter than twelve months.

The Current liabilities are recognised initially at nominal value and subsequently kept at the amortized cost price, being the amount owed, taking into account premiums or discounts, less transaction costs. This usually is the nominal value. Overdrafts at banks are recognised as part of debts to lending institutions under Current liabilities.

## **4.5 Profit and loss disclosures**

### **General**

The result is the difference between the realisable value of the goods/services provided and the costs and other charges during the year. The results on transactions are recognised in the year in which they are realized.

### **Rental income**

Rental income is recognised on the straight-line method over the term of the rental agreement.

### **Direct real estate cost**

These include costs directly related to the Property Investments, such as maintenance, insurance, management, property tax etc, and are expenses as incurred. These expenses at a property level are referred to as direct real estate costs.

### **Fund expenses**

These comprise general overheads such as advisory-, audit and administration fees.

### **Amortization of intangible assets and depreciation of investment property**

Intangible assets, including goodwill, are amortized and investment property are depreciated over their estimated useful lives as from the moment that they are ready for use. Land is not depreciated. Future depreciation and amortization is adjusted if there is a change in estimated future useful life.

Set-up costs:	20% per year
Investment property:	0% per year

### **Impairment of non-financial assets, other than inventories**

At each reporting date, property and intangible assets, are reviewed to determine whether there are any special circumstances or other indications that those assets have suffered an impairment loss, or an impairment loss previously recognized no longer exists or may be decreased. Special circumstances are significantly changed market conditions, vacancy, material changes in rental stock (duration, amount of rent) etc. Input data such as the price development of similar real estate in the city/neighbourhood concerned, the state of maintenance, operating costs, existing leases, vacancy, etc. are used.

If there is an indication of possible impairment, the recoverable amount of any affected asset (or group of related assets) is estimated and compared with its carrying amount. If an estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognized immediately in the income statement.

If an impairment loss subsequently reverses, the carrying amount of the asset (or group of related assets) is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognized for the asset (group of related assets) in prior years. A reversal of an impairment loss is recognised immediately in the income statement.

**Financial income and expense**

Interest income and expenses are recognized on a pro rata basis, taking account of the effective interest rate of the assets and liabilities to which they relate. In accounting for interest expenses, the recognised transaction expenses for loans received are taken into consideration.

**4.6 Accounting policies for the cash flow statement**

The cash flow statement has been prepared using the indirect method. The cash items disclosed in the cash flow statement comprise cash at banks.

Payments of interest are presented within the cash flows from operating activities. Payments of distributions are presented within the cash flows from financing activities.

Transactions that do not include an exchange of cash and cash equivalents are not included in the cash flow statement.

**4.7 Notes to the financial statements (balance sheet)****4.7.1 Set-up expenses**

The movements in the set-up costs during the reporting period can be specified as follows:

	2022		2021	
	€	€	€	€
Book value 1 June	10,257		13,190	
Amortizations book year	<u>-2,933</u>		<u>-2,933</u>	
Book value 31 December		<u>7,324</u>		<u>10,257</u>
Accumulated set up expenses	14,690		14,690	
Accumulated amortizations	<u>-7,366</u>		<u>-4,433</u>	
Book value 31 December		<u>7,324</u>		<u>10,257</u>

**4.7.2 Property investments**

The movements in property investments during the reporting period can be specified as follows:

	2022		2021	
	€	€	€	€
Value as at 1 January	19,940,656		7,081,348	
Investments	2,208,690		9,059,059	
Renovations & capitalized costs	3,432,720		3,207,460	
Asset Management Services fees	383,177		426,496	
Construction guidance fees (i)	156,819		166,293	
Disposals	<u>-</u>		<u>-</u>	
Value as at 31 December		<u>26,122,062</u>		<u>19,940,656</u>

The Fund Manager as Managing Partner of the Investment funds is of the opinion that the expected useful life of the property portfolio is infinite, no depreciations are taken into account until a change of viewpoint.

Stichting Urbanic Netherlands III holds the legal title to the property investments economically owned by Urbanic Netherlands III C.V.

(i) Construction Guidance Fees are fees charged under an outsourcing agreement with the real estate service provider.

**4.7.3 Receivables**

The receivables can be specified as follows:

	2022		2021	
	€	€	€	€
Urbanic Netherlands II CV	-		8,560	
Other receivables	<u>20,192</u>		<u>-</u>	
Balance as at 31 December		<u>20,192</u>		<u>8,560</u>

**4.7.4 Cash and cash equivalents**

Cash at banks and in hand represent cash in hand and bank balances and amounts to € 508,601 as per the reporting date. The bank account is held with ING Bank and Stichting Urbanic Netherlands III is the registered account holder as custodian of Urbanic Netherlands III C.V.

**4.7.5 Fund equity**

The total Capital Commitment of the Limited Partners is € 9,900,000.

	Capital contributions €	Legal reserve €	Distributions €	Total net profits €	Total €
Balance 1 January 2022	9,900,000	10,257	-	-309,586	9,600,671
Capital contributions	-	-	-	-	-
Distributions	-	-	-	-	-
Movement in the year	-	-2,933	-	2,933	-
Result for the period				-20,089	-20,089
Balance 31 December 2022	<u>9,900,000</u>	<u>7,324</u>	=	<u>-326,742</u>	<u>9,580,582</u>

**4.7.6 Provisions**

This represents a provision for major maintenance of 1% of the annual rental income.

**4.7.7 Long term liabilities**

The fund received mortgage loans from ING Real Estate, which have fixed interest rates. As per the reporting date the long-term liabilities can be specified as follows:

	2022 Principal (€)	Long-term	Short-term
Fixed interest rate	15,650,989	15,324,689	326,300
Commissions mortgage loans	-93,450	-93,450	-
Amortizations commissions	<u>28,964</u>	<u>28,964</u>	-
Total	<u>15,586,503</u>	<u>15,260,203</u>	<u>326,300</u>

The movements in the long-term liabilities can be specified as follows:

	2022 €	2021 €
Value as at 1 January	11,032,009	3,821,750
Loans received	4,494,036	7,238,509
Repayments made	-286,100	-28,250
Loans short-term	-	-
Amortizations commissions	<u>20,258</u>	<u>8,707</u>
Value as at 31 December	<u>15,260,203</u>	<u>11,032,009</u>



Urbanic Netherlands III C.V. obtained loans from ING Bank N.V. The loans are secured by mortgage on its portfolio of properties and a lien on the rental income from the said properties. All loans mature on October 1, 2027 and carries a fixed interest rate varying from 2.83% to 4.56%. The mortgage loan will become payable on demand when the underlying investment property has been sold.

#### **4.7.8 Bridge financing**

The bridge financing can be specified as follows:

	<b>2022</b>		<b>2021</b>	
	€	€	€	€
Participants Urbanic NL 3	700,000		-	
Other financiers	<u>-</u>		<u>-</u>	
Balance as at 31 December		<u>700,000</u>		=

The bridge financing is interest bearing (interest rate: 6%). Interest is calculated on day-to-day basis until repayment of the bridge loan. The interest accrued to the end of the reporting period was paid to the lenders.

#### **4.7.9 Other payables**

The other payables can be specified as follows:

	<b>2022</b>		<b>2021</b>	
	€	€	€	€
Urbanic Netherlands II CV	65,396		-	
Other financiers	<u>-</u>		<u>-</u>	
Balance as at 31 December		<u>65,396</u>		=

No interest is charged on the amount owed.

**4.8 Notes to the financial statements (profit and loss account)****4.8.1 Interest and other finance expenses**

	<b>2022</b>		<b>2021</b>	
	€	€	€	€
Interest and other finance expenses		<u>441,660</u>		<u>204,332</u>
Interest fixed	403,846		173,494	
Interest variable	-		-	
Amortizations cap. mortgage commissions	20,258		8,707	
Notary costs mortgage loans	3,953		9,109	
Bank charges	971		3,784	
Bank interest	1,931		-	
Interest bridge financing	10,701		9,238	
Other finance costs	-		-	
Total		<u>441,660</u>		<u>204,332</u>

**4.8.2 Direct real estate costs**

	<b>2022</b>		<b>2021</b>	
	€	€	€	€
Direct real estate costs		<u>183,585</u>		<u>75,165</u>
Maintenance	18,102		2,442	
Owners' association	-		-	
Insurance expenses	37,960		25,615	
Municipal and other taxes	50,028		19,819	
Property manager	40,371		7,817	
Other direct real estate costs	37,124		19,472	
Total		<u>183,585</u>		<u>75,165</u>

**4.8.3 Fund expenses**

	<b>2022</b>		<b>2021</b>	
	€	€	€	€
Fund expenses		<u>39,898</u>		<u>26,104</u>
Administration	16,006		10,162	
Auditor	14,520		15,730	
Legal advice	61		212	
Depository	9,311		-	
Other professional fees	-		-	
Total		<u>39,898</u>		<u>26,104</u>

#### **4.8.4 Taxation**

Urbanic Netherlands III C.V. ('the fund') is legally established as a limited partnership. Since the limited partnership agreement stipulates that the transfer of participations in the funds requires the approval of all other participants, the fund is a closed-end limited partnership. A closed-end partnership is transparent for Dutch corporate income tax purposes. Consequently, the fund itself is not subject to Dutch corporate income tax.

#### **4.8.5 Employees**

The fund did not employ any personnel during the reporting period (2021: nil).

#### **4.8.6 Subsequent events**

Reference is made to the subsequent events section in the Report of the General Partner.

#### **4.8.7 Off-balance sheet assets and liabilities**

##### ***Rental agreements***

The investment properties are generally rented to a group of friends who choose to share their home and life for a longer period of time. The target group consists mainly of well-educated young professionals between 20 and 35 years.

Rental contracts will include an annual rent adjustment clause allowing rent increases equal to inflation plus a mark-up of at least 1%. Where pre let properties are acquired different rent increase clauses may apply.

##### ***Performance fee***

Urbanic BV, the Fund Manager, is entitled to a Performance Fee at the end of the Fund Life. The Performance Fee equals to 20% of the total return in excess of an internal rate of return of 5% without catch-up. Total return, net of all fees and costs, is calculated as the total distributions to the limited partners in excess of the equity provided.

##### ***Leasehold***

Investment properties may be located on freehold or leasehold land. In cases where investment properties are located on leasehold land the fund as the leaseholder pays an amount to the owner of the land, the so-called ground rent. Some municipalities offer the possibility to buy off the leasehold for a longer term, for example 50 years.

#### **4.8.8 Major risk factors**

##### ***Risk management***

The Fund invested in 21 properties, consisting of 70 rentable units (68 residential and 2 shops). The properties are located in Rotterdam. Almost all properties are currently fully let however there is a risk that if for any reason one or more leases (whether early or otherwise) terminate during the Fund's term, the units cannot be let or can only be let on less favourable or unfavourable terms. The value of the Fund's investments will be affected by these risks with the result that the net asset value of the Fund may fall. The risks that may affect the value of the investment in which the Fund invests are detailed below.

##### ***Letting and operating risk***

If a lease expires, the tenant(s) may decide to move elsewhere. A tenant may also run into payment problems or go bankrupt, or a lease may end by giving notice. When a lease ends, a new tenant will be sought as soon as possible. Unless a new tenant is found, the termination of a lease may lead to lower rental income, to a lower (sales) value of the property (unit) and therefore to a negative effect on the return to be achieved for the limited partners.

**Market value risk**

The market value when a property investment is sold is highly dependent on current and future market conditions and macroeconomic developments therein. If the market value decreases, this will be able to have a negative impact on the value of the investment which may result in the loss of all or part of the capital invested by the limited partners. The mortgage financing is an essential part of this product. Negative value movements may therefore have an amplified effect on the Fund's results.

**Financial instruments**General

In the normal course of business, the Fund uses a variety of financial instruments that expose it to market risk including rental and operating risk, market value risk, credit risk, interest rate risk and liquidity risk. To manage these risks, the Manager has implemented a policy including a system of limits and procedures to mitigate the risks of unpredictable adverse developments in the financial markets and hence the financial performance of the Fund.

Credit risk

The Fund is exposed to credit risk on outstanding receivables. The receivables from rents yet to be received may arise from one or more tenants. Rents are contractually invoiced monthly in advance.

Liquidity risk

Liquidity risk is the risk that the Fund has insufficient liquidity available to meet its financial obligations. The principles of liquidity risk management are that adequate liquidity is held as far as possible to meet current and future financial obligations, in normal and difficult circumstances, and without incurring unacceptable losses by the Fund or jeopardising the Fund's reputation. The liquidity risks are monitored monthly by the Fund Manager and consist of maintaining sufficient liquidity in order to meet repayment and interest obligations and other short-term financial liabilities.

**4.9 Other notes to the financial statements****4.9.1 Fund fees to service providers**

The schedule below shows the various fees the investment fund paid gross during the financial year.

		2022		2021	
		€		€	
<b>Service provider</b>					
Construction Guidance Fees	B/S	156,819		166,293	
Asset Management Fees	B/S	383,177		426,293	
Fund Management Fees	P/L	160,888		100,013	
Property Services Fees	P/L	40,371		7,817	
Depositary Services Fees	P/L	-9,311		-	

**4.9.2 Expenses in relation to average intrinsic value**

Costs of the funds in relation to the average intrinsic value are:

	2022		2023	
Expenses/average intrinsic value	€	%	€	%
Interest and other finance expenses	441,660	4.60%	204,332	3.02%
Direct real estate costs	183,585	1.91%	75,165	1.11%
Fund expenses	39,898	0.42%	26,104	0.39%
Fund manager fee	160,888	0.17%	100,013	1.48%
Amortization set-up expenses	2,933	0.03%	2,933	0.04%
Average intrinsic value/total %	9,591,413	7.13%	6,756,776	6.04%

### 4.9.3 Fund Key Performance Indicators

Key Performance Indicators (KPI's) are measurable values that demonstrates how effectively the Fund is in achieving its key business objectives, which are described in the Information Memorandum of the Fund. In the matrix below we take pleasure in outlining the main Funds KPI's:

	31 December 2022	31 December 2021
Cost value of real estate	26,122,062	19,940,656
Loan amount	15,586,503	11,227,109
Loan to cost	59.67%	56.30%
Average gross yield (i)	3.09%	0.78%
Average net yield (ii)	2.39%	0.41%
Number of properties	21	19
Number of rentable units:		
▪ Residential	68	64
▪ Shops	2	2
Net rentable area (m2)	7,269	6,770
Vacancy rate	0.00%	0.00%

i Annual rent (P/L) / property investments (B/S)

ii Sum annual rent less direct real estate costs (P/L) / property investments (B/S)

Loan-to-Value and Debt Yield: during the financial year Urbanic Netherlands III CV has met the LTV and DY criteria which the lender required.

### 4.9.4 Intrinsic value participations

Urbanic Netherlands III C.V. is a so-called Dutch closed-end investment fund. Participations are non-tradable on the free market; a transfer is solely allowed with the approval of all other participants. In view of this the investment fund is transparent for Dutch corporate tax purposes.

In anticipation of legislation that in the near future may apply, the management will reflect the intrinsic value per participation in the scheme outlined below. For completeness sake we note that 'intrinsic value' and the method to determine this value have not been defined in the law.

The fund manager is of the opinion that during the lifetime of the fund the property investments can be valued at historical costs, unless there is a permanent depreciation ('impairment') of the property, and this method is valid to determine the intrinsic value of net assets and annual net profit attributable to the partners.

The intrinsic value and net profit per participant are shown below.

	31 December 2022	31 December 2021	31 December 2020
Set-up costs	7,324	10,257	13,190
Property investments	26,122,062	19,940,656	7,081,348
Receivables	53,050	8,560	2,773
Cash and cash equivalents	508,601	1,181,799	820,365
Assets	<u>26,691,037</u>	<u>21,141,272</u>	<u>7,917,676</u>

**URBANIC NETHERLANDS III C.V.**

Assets (previous page)	26,691,037	21,141,272	7,917,676
Provisions	-9,823	-1,748	-185
Liabilities (long-term)	-15,260,203	-11,032,009	-3,821,750
Liabilities (short-term)	-1,838,855	-506,844	-182,860
Net assets participants	<u>9,582,156</u>	<u>9,600,671</u>	<u>3,912,881</u>
Participations fund	99	99	99
Intrinsic value per participation Nominal € 100,000:	<u>96,789</u>	96,976	39,524
Commercial profit	<u>-20,089</u>	-252,201	-47,119
Commercial profit per participant	<u>-203</u>	-2,547	-476

The property investments are periodically revalued by the third-party financier of the long-term loans on the basis of their valuation models, and at least once every three years on the basis of reports of third-party appraisers. Valuation in these cases is at fair market value.

The property investments are measured at cost, including transaction costs and impairment losses. Impairment losses, if any, are based on the aforementioned valuation reports.

**4.9.5 Comparison Investment Memorandum estimation and actual costs**

Please find outlined below a comparison between the estimated costs as per estimation in the Investment Memorandum ('IM') and the actual costs incurred during the financial year.

Information Investment Memorandum	According to Investment Memorandum		Financial statements	Difference IM / actual %
	Base	Estimation €	Actual €	
Vacancy 2% of estimated revenues		2.0%	0.00%	-100.00%
Fund formation costs	€ 50K - € 75K	67,500	14,690	-78.24%
Project costs 5.45% incl. VAT of the anticipated total renovation costs	-	-	-	-
Direct rental costs (15% - 20% of gross rental revenues)				
Gross rental revenues	€ 805,850			
Direct rental costs as per IM	15.0%	120,888	183,585	+51.86%
Real estate management fees				
Gross rental revenues	€ 805,850			
5% including VAT	5%	40,293	40,371	0.19%
Portfolio fees 0.6% of the acquisition costs as per Rental and Completion Reports		0.6%		
Acquisition costs	€ 25,472,846	152,836	160,888	+5.27%
Financing costs of 4.0% over the loan		4.0%		
Average mortgage loans	€ 13,406,806	536,272	441,660	-17.64%

Direct rental costs includes maintenance, real estate taxes, costs of the society of owner, insurances, real estate property management and other (extra-ordinary) exploitation costs.

Financing costs included mortgage interest (set at 3.5% IM) and bank fees (0.5% IM) amortized over the term of the loan.

#### 4.9.6 Outsourcing and other agreements

Urbanic Netherlands III CV concluded outsourcing agreement with the following counterparties:

Outsourcing partner	Agreement	Type of services
Flinq Vastgoed BV	Real Estate Management Agreement	<ul style="list-style-type: none"><li>Construction guidance</li><li>Technical, commercial and administrative management</li></ul>
Vistra Depository Services BV	Master Depository Services Agreement	<ul style="list-style-type: none"><li>act as Depository of Urbanic Netherlands III CV</li><li>Depository functions and duties</li></ul>
Charco & Dique	Agreement re outsourcing of the compliance function	<ul style="list-style-type: none"><li>Monitoring effectiveness of internal compliance activities</li><li>Reporting on amendment of legal framework</li><li>General advice on compliance and control measures</li></ul>

#### 4.9.7 Related party transactions

Parties are considered related when one party can exercise control or significant influence over the other party in deciding financial or operational matters. The related party of the fund manager is Flinq Vastgoed BV.

The transactions carried out with this related party took place at arm's length. This means that the transactions have involved market-based prices. These transactions relate to:

Technical, commercial and administrative management: € 40,371 (4.87% of total cost)(2021: € 7.817 / 1.91%).

#### 4.9.8 One-off cost payments by participants

Participants in the investment fund did not pay any one-off costs during the financial year in relation to the acceptance of their participation.

Amsterdam, May 19, 2023

General Partner of Urbanic Netherlands III C.V.

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Urbanic Netherlands III B.V.,  
On its behalf Urbanic B.V.  
On its behalf A.P. Bakker, Managing Director

## **5. Other information**

### **5.1 Provisions of profits and losses in the Limited Partnership Agreement**

The Limited Partnership Agreement is an integral part of the Information Memorandum. According to article 8 of the Limited Partnership Agreement profit and losses are at the free disposal of the General Partners Meeting as per the following statutory regulations:

1. The profits and losses of the Limited Partnership shall be calculated in accordance with Dutch generally accepted accounting principles, unless the Limited Partners agree otherwise by unanimous prior written consent;
2. The profits of the Limited Partnership, if any, shall be allocated to the general reserves of the Limited Partnership. Allocations to the Limited Partners shall only be made after the debit balances of the Limited Partnership resulting from losses incurred by the Limited Partnership in previous financial years have been restored;
3. The profits shall be pro rata allocated to each of the Limited Partners capital account.



## **INDEPENDENT AUDITOR'S REPORT**

To: the participant and the managing partner of Urbanic Netherlands III c.v.

### **Report on the audit of the financial statements 2022 included in the annual report**

#### **Our opinion**

We have audited the financial statements 2022 Urbanic Netherlands III c.v. based in Amsterdam.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Urbanic Netherlands III c.v. as at 31 December 2022 and of its result for 2022 in accordance with Part 9 of Book 2 of the Dutch Civil Code and the Dutch Accountant Standard 615 regarding investment entities.

The financial statements comprise:

1. the balance sheet as at 31 December 2022;
2. the profit and loss account for 2022; and
3. the notes comprising of a summary of the accounting policies and other explanatory information.

#### **Basis for our opinion**

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

We are independent of Urbanic Netherlands III c.v. in accordance with the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

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

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

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

- the report of the managing partner;
- other information as required by Part 9 of Book 2 of the Dutch Civil Code.

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

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



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

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

Management is responsible for the preparation of the other information, including the management report of Urbanic Netherlands III B.V. in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

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

#### **Responsibilities of the manager and for the financial statements**

The manager of the investment entity is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code.

Furthermore, the manager of the investment entity is responsible for such internal control as the manager of the investment entity determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the manager of the investment entity is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, the manager of the investment entity should prepare the financial statements using the going concern basis of accounting, unless the manager of the investment entity either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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



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

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

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

Zaandam, 19 May 2023

Sgd P.A. Bankersen RA