

**Company Registration Number: 07715233**

**KARTA II PLC**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**

# **KARTA II PLC**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 DECEMBER 2016**

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# **KARTA II PLC**

## **OFFICERS AND PROFESSIONAL ADVISERS**

<b>Directors</b>	D J Wynne (appointed on 20 March 2017) Wilmington Trust SP Services (London) Limited
<b>Company secretary</b>	Wilmington Trust SP Services (London) Limited
<b>Company number</b>	07715233
<b>Registered office</b>	Wilmington Trust SP Services (London) Limited Third Floor 1 King's Arms Yard London EC2R 7AF
<b>Independent auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 7 More London Riverside London SE1 2RT

## **KARTA II PLC**

### **DIRECTORS' REPORT**

#### **FOR THE YEAR ENDED 31 DECEMBER 2016**

The directors present their annual report and the audited financial statements of Karta II PLC (the "Company" or the "Issuer") for the year ended 31 December 2016. In accordance with IFRSs, and particularly IFRS 10 - Consolidated financial statements, the Company is considered to be controlled by Eurobank Ergasias S.A. (the "Transferor" or the "Originator" or the "Servicer"), a bank incorporated in Greece. The Company was incorporated in England and Wales together with Karta II Holdings Limited (the "Holdings") to take part in the Karta II securitisation transaction (the "Securitisation Transaction") as described in the Strategic Report. In addition to the information in the Strategic Report regarding the Securitisation Transaction, the directors manage the Company's affairs in accordance with the Offering Circular dated 15 August 2011 as amended by the Global Amendment Deed and Noteholder Consent dated 25 September 2013 and further amended by the Amendment Deed and Noteholder Consent dated 8 February 2016 (the "Offering Circular") which can be obtained from the Originator at [www.eurobank.gr](http://www.eurobank.gr).

The principal activities of the Company, Results and Dividends, Future Developments, Key Performance Indicators, Principal Risks and Uncertainties are detailed in the Strategic Report.

#### **GOING CONCERN**

As explained in more detail in note 1 to the financial statements, the directors have undertaken a detailed assessment of the Company's ongoing business model and have made extensive enquiries of the management of the Originator. Given the details set out in note 1, which are also referred to in the basis of preparation of the Originator's financial statements, the directors believe it is appropriate to prepare these financial statements on the assumption that the Company will be able to continue as a going concern for the foreseeable future, despite the existence of material uncertainties relating to the completion of the second review of the Greece's current economic adjustment programme..

#### **CORPORATE GOVERNANCE STATEMENT**

The directors are responsible for the Company's internal control environment and for reviewing its effectiveness. Procedures have been designed for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for the reliability and usefulness of financial information used within the business or for publication. Such procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement, errors, losses or fraud. The procedures enable the Company to comply with any regulatory obligations. For further details, refer to the notes to the financial statements particularly note 14 on financial risk management.

#### **CREDITOR PAYMENT POLICY**

The Company's policy concerning the payment of its trade creditors is to pay in accordance with its contractual and other legal obligations. All creditors are paid in accordance with the priority of payments set out in the Offering Circular.

#### **DIRECTORS**

The directors who served the Company during the year and up to the date of signing the financial statements were as follows:

M H Filer (resigned on 11 April 2017)  
Wilmington Trust SP Services (London) Limited  
D J Wynne (appointed on 27 March 2017)

#### **THIRD PARTY INDEMNITIES**

Third party indemnity provisions for the benefit of the directors were in force during the year under review and remain in force as at the date of approval of the annual reports and financial statements.

#### **DIVIDENDS**

The directors have not recommended a dividend (2015: €nil).

#### **FUTURE DEVELOPMENTS**

Information on future developments is included in the "Future Developments" section of the Strategic report.

#### **FINANCIAL RISK MANAGEMENT**

Information on Financial Risk Management is included in the "Principal Risks and Uncertainties" section of the Strategic report.

## KARTA II PLC

### DIRECTORS' REPORT (continued)

#### FOR THE YEAR ENDED 31 DECEMBER 2016

##### DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Signed on behalf of the Board



M Clarke-Whelan for and on behalf of Wilmington Trust SP Services (London) Limited  
Director  
15 June 2017

# **KARTA II PLC**

## **STRATEGIC REPORT**

### **FOR THE YEAR ENDED 31 DECEMBER 2016**

The directors present their strategic report of Karta II PLC ("the Company") for the year ended 31 December 2016.

#### **BUSINESS REVIEW AND PRINCIPAL ACTIVITIES**

The principal activity of the Company is set by the Offering Circular and is that of a special purpose company incorporated for the securitisation of a portfolio of receivables (the "Receivables"). The Receivables consist of credit card agreements selected from the total portfolio of agreements entered into by the Transferor with obligors in Greece and originated by Eurobank Ergasias S.A.

The Offering Circular sets out the details of the Securitisation Transaction.

On 16 August 2011 the Company issued €900,000,000 Class A Asset Backed Floating Rate Notes due 2019 (the "Class A Notes" or "Notes") and used the entire proceeds to purchase the Receivables. The Notes are listed on the Irish Stock Exchange.

Interest on the Notes is payable monthly in arrears on the 25th day of each month subject to adjustment for non-business days. The interest rate for the Notes is 1.00 per cent per annum above the one month EURIBOR rate. The first interest payment date was on 25 September 2011.

The Notes amortisation period, prior to which no Notes capital repayments are made started on 25 September 2013 with a partial repayment of €200,000,000 and their scheduled final maturity date is the interest payment date falling in October 2019. On 8 February 2016 the due date and final maturity date of the notes was amended from October 2018 to October 2019.

The sale of the Receivables to the Company is considered to fail the derecognition criteria of IAS 39 Financial instruments: Recognition and Measurement, and therefore they are retained on the statement of financial position of the Originator. The Company records in its statement of financial position a receivable from the Originator (the "Deemed Loan to the Originator"), rather than the Receivables it has legally purchased.

In accordance with the Offering Circular, the Company will only retain €400 in respect of any interest payment date and the resulting difference is included in arriving in at the deferred consideration payable to the originator.

The Company's only sources of funds for the payment of principal and interest due on the Notes are the principal and interest collections which the Company will be entitled to receive from the Receivables.

Credit enhancement is provided to the Notes mainly through deferred consideration and a reserve fund account funded through a subordinated loan from the Originator.

The directors have reviewed data and information relating to the credit quality of the credit card agreements underlying the Deemed Loan to the Originator up to the date of approval of the financial statements and are satisfied that the level of impairment of the underlying assets does not exceed the amount of credit enhancement supplied to the Company by the Originator.

#### **RESULTS AND DIVIDENDS**

The results for the year and the Company's financial position at the end of the year are shown in the attached financial statements. The profit for the year was €3,840 (2015: €3,828). At the year end, the Company had net assets of €34,311 (2015: €30,471). The directors have not recommended a dividend (2015: €nil).

#### **FUTURE DEVELOPMENTS**

No changes are expected to the company's operations in the future as the company's operations are governed by the transaction documents. The future performance of the Company depends on the performance of the Receivables.

## **KARTA II PLC**

### **STRATEGIC REPORT (continued)**

#### **FOR THE YEAR ENDED 31 DECEMBER 2016**

##### **KEY PERFORMANCE INDICATORS**

The key financial performance indicator of the business is considered to be the net interest margin of 4.8% (2015: 4.2%) and the credit quality of the underlying Receivables as detailed in note 7. Details of other performance indicators are included in the Investor reports which are publicly available on the following website: [www.eurobank.gr](http://www.eurobank.gr).

##### **PRINCIPAL RISKS AND UNCERTAINTIES**

The management of the business and the execution of the Company's strategy are subject to a number of risks.

The key business risks affecting the Company and its management are set out in note 14 to the financial statements. Market liquidity constraints, limited availability of credit and difficult trading conditions continue to pose challenges to the borrowers with whom the Company has exposure through the Deemed Loan to the Originator. A detailed consideration of the risk factors relevant to the Securitisation Transaction is included in the section "Risk Factors" of the Offering Circular.

The Originator's own going concern assessment is critical for the Company as the Originator is responsible for servicing and administering the Receivables. The factors affecting the Originator's going concern are set out in note 1 to the financial statements.

Signed on behalf of the Board



M Clarke-Whelan for and on behalf of Wilmington Trust SP Services (London) Limited  
Director

15 June 2017

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KARTA II PLC

## Report on the financial statements

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### Our opinion

In our opinion, Karta II PLC's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its profit and cash flows for the year then ended;
  - have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union; and
  - have been prepared in accordance with the requirements of the Companies Act 2006.
- 

### Emphasis of matter - Going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the company's ability to continue as a going concern. The ongoing conditions in Greece could result in significant disruption in the Greek economy which may impact the profitability, capital adequacy and liquidity of Eurobank Ergasias S.A. and therefore its ability to repay fully and on time the loan to the Company. These conditions detailed in note 1 to the financial statements indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

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### What we have audited

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the statement of financial position as at 31 December 2016;
- the statement of comprehensive income for the year then ended;
- the statement of cash flows for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is IFRSs as adopted by the European Union, and applicable law.

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

# **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KARTA II PLC (continued)**

## **Other matters on which we are required to report by exception**

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### **Adequacy of accounting records and information and explanations received**

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

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

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### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

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## **Responsibilities for the financial statements and the audit**

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### **Our responsibilities and those of the directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KARTA II PLC (continued)**

### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Jessica Miller (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
15 June 2017

# KARTA II PLC

## STATEMENT OF COMPREHENSIVE INCOME

### FOR THE YEAR ENDED 31 DECEMBER 2016

CONTINUING OPERATIONS	Note	2016 €	2015 €
Interest income	3	5,012,046	6,967,151
Interest expense	4	<u>(4,771,044)</u>	<u>(6,674,515)</u>
Net interest income		241,002	292,636
Administrative expenses	5	<u>(236,202)</u>	<u>(287,836)</u>
Profit before tax		4,800	4,800
Income tax charge	6	<u>(960)</u>	<u>(972)</u>
Profit for the year and total comprehensive income		<u>3,840</u>	<u>3,828</u>

The Company has made no recognised gains and losses other than the above results for the year.

The result for the year was derived from continuing operations.

## STATEMENT OF CHANGES IN EQUITY

### FOR THE YEAR ENDED 31 DECEMBER 2016

	Share Capital €	Retained Earnings €	Total Equity €
Balance as at 1 January 2015	14,385	12,258	26,643
Profit for the year and total comprehensive income	-	<u>3,828</u>	<u>3,828</u>
Balance as at 1 January 2016	14,385	16,086	30,471
Profit for the year and total comprehensive income	-	<u>3,840</u>	<u>3,840</u>
Balance as at 31 December 2016	<u>14,385</u>	<u>19,926</u>	<u>34,311</u>

The notes on pages 12 to 26 form part of these financial statements.

# KARTA II PLC

## STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2016

	Note	2016 €	2015 €
<b>Assets</b>			
Deemed Loan to the Originator	7	241,815,058	269,430,020
Other receivables	8	2,026	1,974
Cash and cash equivalents	9	<u>458,317,446</u>	<u>430,729,644</u>
<b>Total assets</b>		<u><b>700,134,530</b></u>	<u><b>700,161,638</b></u>
<b>Equity</b>			
Share capital	10	14,385	14,385
Retained earnings		<u>19,926</u>	<u>16,086</u>
<b>Total equity</b>		<u><b>34,311</b></u>	<u><b>30,471</b></u>
<b>Liabilities</b>			
Liabilities evidenced by paper held at amortised cost	11	700,000,000	700,000,000
Other liabilities	12	99,259	130,195
Tax payable	6	<u>960</u>	<u>972</u>
<b>Total liabilities</b>		<u><b>700,100,219</b></u>	<u><b>700,131,167</b></u>
<b>Total equity and liabilities</b>		<u><b>700,134,530</b></u>	<u><b>700,161,638</b></u>

These financial statements of Karta II Plc, company registration number 07715233, were approved by the Board of directors on 15 June 2017 and are signed on its behalf by:



M Clarke-Whelan for and on behalf of Wilmington Trust SP Services (London) Limited  
Director

The notes on pages 12 to 26 form part of these financial statements.

# KARTA II PLC

## STATEMENT OF CASH FLOWS

### FOR THE YEAR ENDED 31 DECEMBER 2016

	2016 €	2015 €
<b>Cash flows from operating activities</b>		
Profit before tax	4,800	4,800
<i>Adjustments for:</i>		
Amortisation of issue costs	-	7,831
Interest income	(5,012,046)	(6,967,151)
Interest expense excluding amortisation of issue costs	4,771,044	6,666,684
Decrease in accruals and deferred income	<u>(34,191)</u>	<u>(2,985)</u>
Cash used in operating activities	(270,392)	(290,821)
Income tax paid	<u>(972)</u>	<u>(2,148)</u>
<b>Net cash used in operating activities</b>	<u>(271,364)</u>	<u>(292,969)</u>
<b>Cash flows generated from investing activities</b>		
Interest received	3,484,522	6,967,151
Deemed loan to the Originator repayments	<u>29,142,435</u>	<u>46,507,420</u>
<b>Net cash generated from investing activities</b>	<u>32,626,957</u>	<u>53,474,571</u>
<b>Cash flows used in financing activities</b>		
Interest paid	<u>(4,767,791)</u>	<u>(6,680,652)</u>
<b>Net cash used in financing activities</b>	<u>(4,767,791)</u>	<u>(6,680,652)</u>
<b>Net increase in cash and cash equivalents</b>	27,587,802	46,500,950
Cash and cash equivalents at start of year	<u>430,729,644</u>	<u>384,228,694</u>
Cash and cash equivalents at end of year	<u>458,317,446</u>	<u>430,729,644</u>

All withdrawals from the Company's bank accounts are restricted by the detailed priority of payments set out in the securitisation agreements.

The notes on pages 12 to 26 form part of these financial statements.

# KARTA II PLC

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2016

#### 1. PRINCIPAL ACCOUNTING POLICIES

##### **General information**

Karta II PLC is a public limited company, limited by shares incorporated in England and Wales and domiciled in the United Kingdom with registered number 07715233. The principal activity of the Company is set by the Offering Circular and is that of a special purpose company incorporated for the securitisation of a portfolio of Receivables. The Receivables consist of credit card agreements selected from the total portfolio of agreements entered into by the Transferor with obligors in Greece and originated by Eurobank Ergasias S.A.

##### **Basis of preparation**

The principal accounting policies applied in the preparation of these financial statements are set out below.

The financial statements have been prepared on a going concern basis, as the Board of the Directors considered as appropriate. Please also refer to the Going Concern section below.

These financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs), IFRS Interpretations Committee (IFRS IC) interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

The Company mainly transacts in Euros ("€"), therefore, the Euro is its functional and presentational currency.

##### **Going Concern**

The financial statements have been prepared on a going concern basis, as the Board of the Directors considered as appropriate, taking into consideration the following:

The Originator's own going concern assessment is critical for the Company as the Originator is responsible for servicing and administering the Receivables. Should the Originator fail in this role, this would create uncertainty about the Company's ability to fully repay the Notes. Given the limited recourse nature of the Notes however, the obligations of the Company to pay amounts due on the Notes are limited to the application of receipts arising from the Receivables, with any resultant shortfall being borne by the Noteholders.

The directors have undertaken a detailed assessment of the Company's on-going business model and have made extensive enquiries of the management of Eurobank Ergasias S.A. (The Bank). Given the details set out below, the directors believe it is appropriate to prepare these financial statements on the assumption that the Company will be able to continue as a going concern for the foreseeable future. However, given the on-going general economic and political uncertainties in Greece, the directors recognize the existence of material uncertainties that may cast significant doubt on Eurobank Ergasias S.A. and therefore the Company's ability to continue as a going concern. These uncertainties may impact the servicing, as well as, the quality of the underlying Receivables and the future timing and levels of collections, resulting to significant doubt about the Company's ability to fully repay the Notes, although as already highlighted, the Notes are limited recourse instruments in nature whereby resultant shortfalls will be borne by the Noteholders.

# KARTA II PLC

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### FOR THE YEAR ENDED 31 DECEMBER 2016

#### 1. PRINCIPAL ACCOUNTING POLICIES (continued)

##### Going concern (continued)

##### Macroeconomic environment (continued)

In June 2016, Greece, after the completion of a number of key prior actions, has successfully concluded the first review of the Third Economic Adjustment Program (TEAP), which permitted the disbursement of € 10.3 billion from the second instalment of the European Stability Mechanism (ESM) loan in two sub-tranches. The first sub-tranche of € 7.5 billion was disbursed in late June 2016. The second sub-tranche of € 2.8 billion was disbursed in late October 2016 after a series of prerequisites was implemented. Both sub-tranches allowed the country to cover its debt servicing needs and clear a part of the state's arrears to the private sector. Accordingly, the European Central Bank (ECB), acknowledging the commitment of the Greek government to implementing the macroeconomic adjustment program, decided to reinstate the waiver for the instruments issued by the Hellenic Republic and the improvement of the advance rates for providing Eurosystem financing with Pillar II guarantees as collateral. Furthermore, the conclusion of the first review led to a positive ESM decision regarding the implementation of the short-term debt relief measures from 20 January 2017 onwards. The latter measures aim to reduce the interest rate risk for Greece, and to ease the country's repayment burden.

The next key milestone for Greece is the timely and successful completion of the second review of the TEAP, currently in progress, which would help reinstating depositors' confidence and thus accelerate the return of deposits, it would facilitate the faster relaxation of capital controls and would allow for the participation in ECB's Quantitative Easing (QE) program, conditional on the decisions of the Institutions regarding the plan for the implementation of the medium-term debt relief measures. Moreover, the reduction of the short term uncertainty along with, the decisive implementation of the reforms agreed in the context of the ESM program and the mobilization of European Union (EU) funding to support domestic investment and job creation, would facilitate the restoration of confidence in the prospects of the Greek economy and the further stabilization of the domestic economic environment, which are necessary conditions for the return of the country to a sustainable growth path.

The main risks and uncertainties stem from the current macroeconomic environment in Greece and the further delays in the conclusion of the second review of the TEAP.

In particular risks include (a) possible delays in the implementation of the reforms' agenda in order to meet the next targets and milestones of the TEAP, which in turn would lead to the delayed disbursement of the third instalment of the ESM loan of € 6.1 billion, (b) the impact on the level of economic activity from the uncertainty associated with the timing of the conclusion of the second review of the TEAP, (c) the impact on the level of economic activity from additional fiscal measures agreed under the first review of the TEAP, (d) the timing of a full lift of restrictions in the free movement of capital and the respective impact on the level of economic activity, (e) the possible acceleration of the deposits outflows observed in the first two months of 2017, and/or possible delays in the effective management of non-performing loans as a result of the continuing macroeconomic uncertainty, (f) a possible deterioration of the refugee crisis and its impact on the domestic economy and (g) the geopolitical conditions in the broader region and the external shocks from a slowdown in the global economy.

##### Liquidity risk

In accordance with the agreement with the European partners, the authorities are committed to preserving sufficient liquidity in the banking system, as long as Greece meets its obligations under the ESM program. The decisive implementation of the measures agreed in the context of the current ESM program permitted ECB to reinstate the waiver for the instruments issued by the Hellenic Republic and decrease the haircuts applied for Pillar II guarantees. These developments have enabled Greek banks to reduce their dependence on the expensive Emergency Liquidity Assistance (ELA) mechanism and increase their liquidity buffers. The stabilization of the macroeconomic environment and a recovery of the domestic economic sentiment would further facilitate the deposits inflows in the banking system and the re-access to the markets for liquidity.

## KARTA II PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued)

#### FOR THE YEAR ENDED 31 DECEMBER 2016

##### 1. PRINCIPAL ACCOUNTING POLICIES (continued)

###### Going concern (continued)

###### Liquidity risk (continued)

During 2016, the Originator has managed to reduce its dependence on Eurosystem funding amounting to € 13.9 billion at the end of December 2016 (2015: € 25.3 billion), mainly through the increase in repo transactions in the interbank market, the selective assets deleveraging, the deposit inflows and the utilization of a part of foreign subsidiaries' surplus liquidity. In the same context, following the positive developments mentioned above, the Originator also managed to significantly reduce its participation in the second stream of the Hellenic Republic's liquidity support plan (bonds guaranteed by the Greek Government) from a face value of € 13 billion on 31 December 2015 to a face value of € 2.5 billion on 31 December 2016. On 28 February 2017 the Originator's Eurosystem funding stood at € 14.1 billion, while the deposits of the Originator decreased by € 0.3 billion to € 33.7 billion.

###### Solvency risk

Notwithstanding the direct and indirect exposure of the banking system to sovereign risk, the successful completion of the Originator's and other Greek systemic banks' recapitalization process in 2015 constituted a key milestone for rebuilding trust in the banking system and in the economy in general.

The Originator, following the successful completion of its recapitalization in November 2015, exclusively from private sources, is focused on the organic strengthening of its capital position by the further expansion of pre-provision income while maintaining its robust risk management practices, and by proceeding to additional initiatives associated with the restructuring, transformation or optimization of operations, in Greece and abroad, that will generate or release further capital and/or reduce risk weighted assets. One of the key areas of focus is the active management of non-performing exposures at an accelerated pace, with the aim to substantially reduce their stock in accordance with the Originator's operational targets and taking advantage of the Originator's internal infrastructure, the external partnerships and the important legislative changes that have taken or are expected to take place. The Originator's Common Equity Tier 1 (CET1) ratio stood at 17.6% at 31 December 2016 and the net profit attributable to shareholders amounted to € 230 million for the year ended 31 December 2016.

###### Going concern assessment

The Board of Directors, taking into consideration the above factors relating to the adequacy of the Originator's capital position and its anticipated continued access to Eurosystem funding over the foreseeable future, and despite the existence of material uncertainties relating to the completion of the second review of the Greece's current economic adjustment program, has been satisfied that the financial statements of the Company can be prepared on a going concern basis. The financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

###### **Amendments to standards and new interpretations adopted by the Company**

The following amendments to existing standards as issued by the International Accounting Standards Board (IASB) and endorsed by the European Union (EU), which are relevant to the Company, apply from 1 January 2016:

###### **IAS 1, Amendment-Disclosure initiative**

The amendment clarifies that an entity need not provide in the financial statements, including the notes, a specific disclosure required by an IFRS if the information resulting from that disclosure is not material and also clarifies that additional disclosures may be necessary if the information required by IFRSs is not sufficient for an understanding of the impact of particular transactions and events on the entity's financial position and performance.

The adoption of the amendment had no impact on the Company's financial statements.

## KARTA II PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued)

#### FOR THE YEAR ENDED 31 DECEMBER 2016

##### 1. PRINCIPAL ACCOUNTING POLICIES (continued)

###### Amendments to standards and new interpretations adopted by the Company (continued)

###### Annual Improvements to IFRSs 2010-2012 Cycle

The amendments introduce key changes to seven IFRSs following the publication of the results of the IASB's 2010-12 cycle of the annual improvements project. The topics addressed by these amendments refer, among others, to the following:

- IFRS 13 'Fair Value Measurement': It is clarified that short-term receivables and payables with no stated interest rates can be held at invoice amounts when the effect of discounting is immaterial;
- IAS 24 'Related Party Disclosures': It is clarified that an entity that provides key management personnel services to the reporting entity or to its parent (the management entity) is a related party to the reporting entity and the amounts charged to it for services provided should be disclosed; and

The adoption of the amendments had no impact on the Company's financial statements.

###### Annual Improvements to IFRSs 2012-2014 Cycle

The amendments introduce key changes to four IFRSs following the publication of the results of the IASB's 2012-14 cycle of the annual improvements project. The topics addressed by these amendments refer, among others, to the following:

- IFRS 7 'Financial instruments': Specific guidance is added to help management determine whether the terms of an arrangement to service a financial asset which has been transferred constitute continuing involvement. It is also clarified that the additional disclosure required by the amendments to IFRS 7, 'Disclosure-Offsetting financial assets and financial liabilities' is not specifically required for all interim periods, unless required by IAS 34 'Interim financial reporting'.

The adoption of the amendments had no impact on the Company's financial statements.

###### New Standards and Interpretations not yet adopted by the Company

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing of standards issued includes those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

###### *IFRS 9 Financial Instruments: Classification and Measurement*

In July 2014, the IASB issued the final version of IFRS 9 *Financial Instruments* which reflects all phases of the financial instruments project and replaces IAS 39 *Financial Instruments: Recognition and Measurement* and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of IFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application was before 1 February 2015.

The most significant impact on the Company's financial statements from the implementation of IFRS 9 is expected to result from the new impairment requirements of its Receivables portfolio, but no impact of the Company's financial liabilities. However, the Company's management is not yet in a position to estimate reliably the expected impact, since the Originator is in the process of building models, assembling data and calibrating the impairment stage transfer criteria.

The new requirements of IFRS 9 will be applied retrospectively by adjusting the Company's Statement of Financial Position on the date of transition on 1 January 2018. The Company intends to apply the exemption not to restate comparative figures for prior periods, therefore the Company's 2017 comparatives will be presented on an IAS 39 basis.

## **KARTA II PLC**

### **NOTES TO THE FINANCIAL STATEMENTS (continued)**

#### **FOR THE YEAR ENDED 31 DECEMBER 2016**

##### **1. PRINCIPAL ACCOUNTING POLICIES (continued)**

###### **Early adoption of standards**

The directors consider that there are no new standards, amendments and interpretations issued and available for early adoption for the financial year beginning 1 January 2016 that are relevant to the Company.

A summary of the more important accounting policies which have been used for the preparation of these financial statements is set out below. These policies have been applied consistently for the years presented.

###### **Financial assets**

The Deemed Loan to the Originator, other receivables and cash and cash equivalents are carried at amortised cost using the effective interest method as explained below.

###### **Deemed Loan to the Originator**

Under IAS 39 Financial instruments: Recognition and Measurement, if a transferor retains substantially all the risks and rewards associated with the transferred assets, the transaction is accounted for as a financing transaction, notwithstanding that it is a sale transaction from a legal perspective. The directors of the Company have concluded that the Originator has retained substantially all the risks and rewards of the securitised Receivables and as a consequence, the Company does not recognise the Receivables on its statement of financial position but rather a Deemed Loan to the Originator.

The Deemed Loan to the Originator initially represents the consideration paid by the Company in respect of the acquisition of an interest in securitised Receivables and is subsequently adjusted due to repayments made by the Originator to the Company. The Deemed Loan to the Originator is carried at amortised cost using the effective interest method. The subordinated loan provided by the Originator to the Company is the main form of credit enhancement for the Notes. The subordinated loan is netted off against the Deemed Loan to the Originator since they have the same counterparty. The Company will repay the subordinated loan to the Originator only if it first receives an equivalent amount from the Originator.

In addition to the subordinated loan, deferred consideration payable to the Originator, representing the excess of the Company's collections regarding the Receivables above the Company's payments as determined by the Offering Circular, is also netted off against the Deemed Loan to the Originator since they have the same counterparty, they were entered into at the same time and in contemplation of one another, they relate to the same risk and there is no apparent economic need or substantive business purpose for structuring the transactions separately that could not also have been accomplished in a single transaction. In the statement of comprehensive income the deferred consideration charge is netted off against interest income as it represents income that the Company is not entitled to retain.

The Company regularly reviews the underlying collateral in relation to the Deemed Loan to the Originator to assess for impairment. The methodology applied is further discussed in note 2 below.

###### **Liabilities evidenced by paper held at amortised cost**

Liabilities evidenced by paper comprise the Notes issued by the Company through the Offering Circular dated 15 August 2011. These Notes were initially recognised at the fair value of the issue proceeds net of transaction costs incurred and are subsequently stated at amortised cost using the effective interest method. In the event that impairment losses exceed the credit enhancement provided by the Originator, some loss may be borne by the Noteholders.

The terms and conditions of the Notes state that the Company is entitled to an optional early redemption of the Notes. This option has been exercisable in full on any interest payment date on or after 25 September 2011 or on the occurrence of a Regulatory Event which materially affects the amount of capital which the Originator is required to allocate in respect of the Portfolio or if it becomes unlawful for the Issuer to perform its obligations under the Notes. The directors of the Company have concluded that the economic characteristics and risks of this prepayment option are closely related to the economic characteristics and risks of the Notes. As such, the option is not separately accounted for as an embedded derivative.

## **KARTA II PLC**

### **NOTES TO THE FINANCIAL STATEMENTS (continued)**

#### **FOR THE YEAR ENDED 31 DECEMBER 2016**

##### **1. PRINCIPAL ACCOUNTING POLICIES (continued)**

###### **Cash and cash equivalents**

Cash and cash equivalents comprise balances with less than 3 months maturity from the date of acquisition. All withdrawals from the Company's bank accounts are restricted by the detailed priority of payments set out in the Offering Circular.

###### **Share capital**

Ordinary shares are classified as equity.

###### **Interest income and interest expense**

Interest income and expense for all interest-bearing financial instruments are recognised on accruals basis within 'interest income' and 'interest expense' in the statement of comprehensive income using the effective interest rate method.

###### **Foreign currencies**

Monetary assets and liabilities in foreign currencies are translated into Euros at the rates of exchange ruling at the reporting date. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

###### **Effective interest rates**

The effective interest rate method calculates the amortised cost of a financial asset or financial liability (or a group of financial assets or liabilities) and allocates the interest income or interest expense over the expected life of the asset or liability. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. Calculation of the effective interest rate takes into account early redemption fees and transaction costs. All contractual terms of a financial instrument are considered when estimating future cash flows.

In order to determine the effective interest rate applicable to loans an estimate must be made of the expected life of the loans and hence the cash flows relating to them. These estimates are based on historical data from historical patterns and are updated regularly. The accuracy of the effective interest rate would therefore be affected by any differences between the actual borrower behaviour and that predicted.

###### **Taxation**

Current tax is recognised at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the year end date. The Company is taxed under The Taxation of Securitisation Companies Regulations 2006 (the "Permanent Tax Regime") under which the Company is taxed by reference to its retained profit as defined by the "Taxation of Securitisation Companies Regulations 2006 (SI 2006/3296)".

## KARTA II PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued)

#### FOR THE YEAR ENDED 31 DECEMBER 2016

#### 2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Certain estimates in the financial statements are based wholly or in part on estimates or assumptions made by the directors. There is, therefore, a potential risk that they may be subject to change in future periods. The most significant of these are as follows:

##### **Impairment losses on Deemed Loan to the Originator**

The recoverability of the Deemed Loan to the Originator is dependent on the collections from the underlying Receivables. The Receivables are considered impaired when as a result of incurred losses it is probable that the Company will be unable to collect all amounts due according to the relevant contractual terms. The key assumptions for recoverability relate to estimates of the probability of any account going into default, cash flows from borrowers' accounts, their timing and expected proceeds from the sale of repossessed collateral. These key assumptions are based on observed data from historical patterns and are updated regularly as new data becomes available.

In addition, the directors consider how appropriate past trends and patterns could impact the current economic climate and may make any adjustments they believe are necessary to reflect the current economic and market conditions. The accuracy of impairment calculations would therefore be affected by unexpected changes to the economic situation, variances between the models used and the actual results, or assumptions which differ from the actual outcomes.

Credit enhancement is provided to the securitisation structure mainly through a reserve fund account funded through a €45,000,000 (2015: €45,000,000) subordinated loan from the Originator. The income from the Receivables is expected to exceed the interest payable on the Notes issued by the Company. This excess spread is available to make good any reductions in the principal balance of the Receivables as a result of defaults by borrowers.

As explained in note 7 the Deemed Loan to the Originator was not impaired as at 31 December 2016 (2015: €nil) as the balance of the credit card agreements after impairment losses was higher than the balance of the Deemed Loan to the Originator.

##### **Fair values**

A majority of the fair values of Company's financial instruments are not quoted in active markets and are arrived at using valuation techniques. These valuation techniques (for example, models) are validated and periodically reviewed by qualified personnel independent of the personnel that created them. All models are checked before they are used, and models are calibrated to ensure that outputs reflect actual data and comparative market prices. To the extent practical, models use only observable data. The fair value of the Deemed Loan to the Originator is calculated by reference to the fair value of the Notes and cash. Where cash is in excess of the fair value of the Notes the fair value of the Deemed Loan is calculated to be nil.

# KARTA II PLC

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### FOR THE YEAR ENDED 31 DECEMBER 2016

#### 3. INTEREST INCOME

Interest income represents the net interest income on the Deemed Loan to the Originator together with interest on bank deposits, as analysed below.

	2016	2015
	€	€
Net interest income on Deemed Loan to the Originator	5,007,874	6,959,308
Bank interest income	4,172	7,843
	<u>5,012,046</u>	<u>6,967,151</u>

#### 4. INTEREST EXPENSE

	2016	2015
	€	€
Interest on liabilities evidenced by paper	4,771,044	6,666,684
Amortisation of issue costs	-	7,831
	<u>4,771,044</u>	<u>6,674,515</u>

#### 5. ADMINISTRATIVE EXPENSES

Profit before tax is stated after charging/(crediting):

	2016	2015
	€	€
Auditors' remuneration – audit of the statutory financial statements of the Company	16,875	19,000
Auditors' remuneration – audit of the statutory financial statements of the Holdings	5,625	6,000
Tax and other compliance services of the Company	3,989	4,031
Tax and other compliance services of the Holdings company	2,189	2,331
Accountancy fees	5,225	5,650
Servicing fees	186,115	208,392
Other expenses	13,836	43,244
Exchange losses/(gains) recognised	2,348	(812)
	<u>236,202</u>	<u>287,836</u>

Apart from the directors, the Company has no employees (2015: no employees) and, other than the fees paid to Wilmington Trust SP Services (London) Limited as set out in note 13, the directors received no remuneration during the year (2015: €nil).

#### 6. INCOME TAX CHARGE

##### (a) Analysis of tax charge in the year

	2016	2015
	€	€
Current tax:		
Corporation tax charge for the year	960	972
Total income tax charge in the statement of comprehensive income	<u>960</u>	<u>972</u>

# KARTA II PLC

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### FOR THE YEAR ENDED 31 DECEMBER 2016

#### 6. INCOME TAX CHARGE (continued)

##### (b) Reconciliation of effective tax rate

The tax on the Company's profit before tax is equal to (2015: equal to) the theoretical amount that would arise using the weighted average tax rate applicable to profits of the Company as follows:

	2016	2015
	€	€
Profit before tax	<u>4,800</u>	<u>4,800</u>
Profit before tax multiplied by the standard rate of corporation tax in the UK of 20% (2015: 20.25%)	<u>960</u>	<u>972</u>
Total income tax charge	<u>960</u>	<u>972</u>

Under the powers conferred by Finance Act 2005, secondary legislation was enacted in 2006 which ensures that, subject to certain conditions being met, for periods commencing on or after 1 January 2007, corporation tax for a 'securitisation company' will be calculated by reference to the profit of the securitisation company required to be retained in accordance with the relevant capital market arrangement. For UK corporation tax purposes, the Company has been considered as a Securitisation Company under the "Taxation of Securitisation Companies Regulations 2006 (SI 2006/3296)". Therefore the Company is not required to pay corporation tax on its accounting profit or loss. Instead, the Company is required to pay tax on its retained profits as specified in the documentation governing the Transaction and as defined by the "Taxation of Securitisation Companies Regulations 2006 (SI 2006/3296)".

The directors are satisfied that the Company meets the definition of a 'securitisation company' as defined by both The Finance Act 2005 and the subsequent secondary legislation and that no incremental unfunded tax liabilities will arise.

#### 7. DEEMED LOAN TO THE ORIGINATOR

	2016	2015
	€	€
Receivables Balance at 1 January	391,285,074	441,065,554
Net movement in Deemed Loan to the Originator	<u>(34,126,264)</u>	<u>(49,780,480)</u>
Receivables Balance at 31 December	357,158,810	391,285,074
Amounts payable to Bank of Greece under Law 128/75	(178,142)	(195,629)
Subordinated loans due to the Originator	(45,000,000)	(45,000,000)
Deferred consideration due to the Originator	<u>(70,165,610)</u>	<u>(76,659,425)</u>
At 31 December	<u>241,815,058</u>	<u>269,430,020</u>

Under Law 128/75 of the Hellenic Republic, consumer loans bear a 0.60% p.a. levy charge. The levy charge is payable to the Bank of Greece

The credit quality of the underlying Receivables is summarised as follows:

	2016	2015
	€	€
Neither past due nor impaired	274,619,232	296,207,275
Past due but not impaired	38,804,246	43,652,078
Impaired	<u>43,735,332</u>	<u>51,425,721</u>
	357,158,810	391,285,074
Less: allowance for impairment	<u>(38,574,045)</u>	<u>(37,748,509)</u>
	<u>318,584,765</u>	<u>353,536,565</u>

The Deemed Loan to the Originator was not impaired as at 31 December 2016 (2015: €nil) as the balance of the Receivables after impairment losses was higher than the balance of the Deemed Loan to the Originator.

# KARTA II PLC

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### FOR THE YEAR ENDED 31 DECEMBER 2016

#### 8. OTHER RECEIVABLES

	2016	2015
	€	€
Accrued income	<u>2,026</u>	<u>1,974</u>

#### 9. CASH AND CASH EQUIVALENTS

All withdrawals from the Company's bank accounts are restricted by the detailed priority of payments set out in the securitisation agreements.

	2016	2015
	€	€
Cash and bank current accounts	413,302,873	385,712,611
Bank deposit accounts	<u>45,014,573</u>	<u>45,017,033</u>
	<u>458,317,446</u>	<u>430,729,644</u>

All cash is held with the Originator.

#### 10. SHARE CAPITAL

	2016	2015
Issued, called up and allotted:	€	€
2 (2015: 2) fully paid ordinary shares at £1 each	2	2
49,998 (2015: 49,998) partly paid ordinary shares at £1 each	<u>14,383</u>	<u>14,383</u>
	<u>14,385</u>	<u>14,385</u>

There are 50,000 authorised ordinary shares of £1 each. The issued share capital consists of 2 fully paid ordinary shares and 49,998 quarter paid ordinary shares. The issued share capital is reflected in the financial statements as €14,385 based on the prevailing exchange rate at 5 August 2011 (€/£ 0.869) on the date the Company changed its functional and presentational currency from sterling to Euros. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

#### 11. LIABILITIES EVIDENCED BY PAPER HELD AT AMORTISED COST

	2016	2015
<b>Non-current liabilities</b>	€	€
Floating rate loan notes	<u>700,000,000</u>	<u>700,000,000</u>

The Notes are listed on the Irish Stock Exchange, and are secured over a portfolio of credit card agreements originated in Greece.

The exposure of the Company's borrowings to interest rate changes and contractual re-pricing dates at the reporting date are as follows:

	2016	2015
	€	€
3 months or less	<u>700,000,000</u>	<u>700,000,000</u>

Interest on the Notes is payable on a monthly basis at the one month EURIBOR plus 1.00%. All of the floating rate loan notes are due to be repaid by 2019 and are secured by means of a fixed and floating charge over the Company's assets. On 8 February 2016 the due date and final maturity date of the notes was amended from October 2018 to October 2019.

The Company has not had any defaults on principal, interest or any other breaches with respect to their liabilities during the year.

## KARTA II PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued)

#### FOR THE YEAR ENDED 31 DECEMBER 2016

##### 12. OTHER LIABILITIES

	2016	2015
	€	€
Interest payable	54,733	51,480
Accruals and deferred income	<u>44,526</u>	<u>78,715</u>
	<u>99,259</u>	<u>130,195</u>

##### 13. RELATED PARTY TRANSACTIONS

The Company has identified the following transactions which are required to be disclosed under the terms of IAS 24 "Related Party Disclosures".

During the year, administration and accounting services were provided by Wilmington Trust SP Services (London) Limited for which Wilmington Trust SP Services (London) Limited earned €18,709 (2015: €18,855) including irrecoverable value added tax. M H Filer, whom was a director of the Company, was also a director of Wilmington Trust SP Services (London) Limited. D J Wynne, a director of the Company, is also a director of Wilmington Trust SP Services (London) Limited.

During the year, Eurobank Ergasias S.A. repaid the Company amounts of principal on the Deemed Loan of €34,126,264 (2015: €49,780,480). The interest income earned on the underlying Receivables for the year was €55,788,989 (2015: €66,915,230).

Eurobank Ergasias S.A. administers the Receivables on behalf of the Company and earned €186,115 (2015: €208,392) during the year.

Eurobank Ergasias S.A. earned €47,200,489 (2015: €36,359,146) with respect to deferred consideration during the year and was owed €70,165,610 (2015: €76,659,425) at the end of the year, which is included within the Deemed Loan to the Originator at amortised cost above.

All the notes are held by Eurobank Ergasias S.A. entities as at 31 December 2016.

## **KARTA II PLC**

### **NOTES TO THE FINANCIAL STATEMENTS (continued)**

#### **FOR THE YEAR ENDED 31 DECEMBER 2016**

#### **14. FINANCIAL RISK MANAGEMENT**

The Originator considers the Company to be its subsidiary. The Originator manages the Receivables under the servicer agreement with the Company according to the Offering Circular. In managing the Receivables, the Originator applies its own formal risk management structure for managing risk, including established risk limits, reporting lines, mandates and other control procedures. This structure is reviewed regularly by the Originator's Assets and Liabilities Committee (ALCO), which is charged with the responsibility for managing and controlling the statement of financial position exposures of the Originator.

##### **Interest rate risk**

After taking into consideration the administered interest rate nature of the Company's Deemed Loan to the Originator, the regular re-pricing of the Company's floating rate notes, together with the nature of the Company's other assets and liabilities, the directors do not believe that the Company has any significant interest rate re-pricing exposure.

##### **Credit risk**

The maximum exposure to credit risk is considered by the directors to be the carrying value of the Deemed Loan to the Originator (see note 7) and bank deposits. The Receivables consist of credit card agreements selected from the total portfolio of agreements entered into by the Transferor with obligors in Greece and originated by Eurobank Ergasias S.A.

##### **Liquidity risk**

The Company's policy is to manage liquidity risk through its use of its start-up loan and excess spread, a reserve fund and an over-collateralisation of Receivables underlying the loan to the Originator. As the length of the Notes is designed to match the length of the Receivables underlying the loan to the Originator, there are deemed to be limited liquidity risks facing the Company.

##### **Currency risk**

All of the Company's assets and liabilities are denominated in Euros ("€"), and therefore currently there is no foreign currency risk.

##### **Capital management**

The Company considers its capital to comprise its ordinary share capital and its accumulated retained earnings. There have been no changes in what the Company considers to be its capital since the previous year. The Company is not subject to any external capital requirements, except for the minimum requirement under the Companies Act 2006. The Company has not breached this minimum requirement.

##### **Financial instruments**

The Company's financial instruments comprise of a Deemed Loan to the Originator, cash and cash equivalents, interest-bearing borrowings and various receivables and payables that arise directly from its operations.

It is, and has been throughout the year under review, the Company's policy that no trading in financial instruments is undertaken.

# KARTA II PLC

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### FOR THE YEAR ENDED 31 DECEMBER 2016

#### 14. FINANCIAL RISK MANAGEMENT (continued)

##### Fair values

The fair values together with the carrying amounts shown in the statement of financial position are as follows:

	Note	Carrying amount 2016 €	Approximate fair value 2016 €	Carrying amount 2015 €	Approximate fair value 2015 €
Deemed Loan to the Originator	7	241,815,058	101,682,554	269,430,020	94,270,356
Other assets	8	2,026	2,026	1,974	1,974
Cash and cash equivalents	9	<u>458,317,446</u>	<u>458,317,446</u>	<u>430,729,644</u>	<u>430,729,644</u>
		<u>700,134,530</u>	<u>560,002,026</u>	<u>700,161,638</u>	<u>525,001,974</u>
Liabilities evidenced by paper	11	700,000,000	560,000,000	700,000,000	525,000,000
Other liabilities	12	99,259	99,259	130,195	130,195
Tax payable	6	<u>960</u>	<u>960</u>	<u>972</u>	<u>972</u>
		<u>700,100,219</u>	<u>560,100,219</u>	<u>700,131,167</u>	<u>525,131,167</u>

Please see note 2 for information on calculation of fair values.

The fair value of the liabilities evidenced by paper has been estimated based on valuation models, calibrated to ensure that outputs reflect actual data and comparative market prices. The fair value of the Deemed Loan to the Originator has been determined based on the estimated fair value of the liabilities evidenced by paper and cash. Where cash is in excess of the fair value of the Notes the fair value of the Deemed Loan is calculated to be nil. Determining fair value is dependent on many factors and can only be an estimate of what value may be obtained in the open market at any point in time.

Management notes the significant shortfall between the carrying amount and fair value of the notes (and of the Deemed Loan to the Originator) as a possible indication that the deemed loan may be impaired and therefore that the notes may not be repaid in full. The low fair value is due to the high impact risks associated with Greece in general and therefore the difference to the carrying amount does not represent an expectation with a high degree of certainty that the Noteholders will not be fully repaid. The ability to repay the issued notes depends on the quality of the underlying receivables and their servicing by the Originator. The Deemed Loan to Eurobank Ergasias S.A. is not considered to be impaired and the low fair value of the Deemed Loan to the Originator and the notes does not indicate that the impairment losses recognised on the Receivables portfolio are understated.

## KARTA II PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued)

#### FOR THE YEAR ENDED 31 DECEMBER 2016

#### 14. FINANCIAL RISK MANAGEMENT (continued)

##### Fair value hierarchy

Categorisation within the hierarchy has been determined on the basis of the lowest level input that is significant to the fair value measurement of the relevant asset or liability as follows:

Level 1 - valued using quoted prices in active markets for identical assets or liabilities

Level 2 - valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1

Level 3 - valued by reference to valuation techniques using inputs that are not based on observable market data  
The valuation techniques used by the Company are explained in the accounting policies note.

The Company has no financial instruments included in its balance sheet that are measured at fair value.  
The fair value the Loans and Notes are categorised as level 3.

As at 31 December 2016	Total	Level 1	Level 2	Level 3
Financial assets at fair value	€	€	€	€
Deemed Loan to the Originator	<u>101,682,554</u>	—	—	<u>101,682,554</u>
As at 31 December 2016	Total	Level 1	Level 2	Level 3
Financial liabilities at fair value	€	€	€	€
Liabilities evidenced by paper	<u>560,000,000</u>	—	—	<u>560,000,000</u>
As at 31 December 2015	Total	Level 1	Level 2	Level 3
Financial assets at fair value	€	€	€	€
Deemed Loan to the Originator	<u>94,270,356</u>	—	—	<u>94,270,356</u>
As at 31 December 2015	Total	Level 1	Level 2	Level 3
Financial liabilities at fair value	€	€	€	€
Liabilities evidenced by paper	<u>525,000,000</u>	—	—	<u>525,000,000</u>

#### 15. SEGMENTAL REPORTING

Having considered the Company's activities the directors have not identified any reportable segments.

#### 16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The shares in the Company are held by Wilmington Trust SP Services (London) Limited under Declarations of Trust for charitable purposes. Eurobank Ergasias S.A. has no direct ownership interest in the Company. However, in accordance with IFRS, and particularly IFRS 10, the Originator considers itself to be the controlling party of the Company and the results of the Company are included in the consolidated financial statements of Eurobank Ergasias S.A., which are available online at [www.eurobank.gr](http://www.eurobank.gr).

## KARTA II PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued)

#### FOR THE YEAR ENDED 31 DECEMBER 2016

##### 16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY (Continued)

In May 2014, following the completion of the Bank's share capital increase fully covered by investors, institutional and others, the percentage of the ordinary shares with voting rights held by the Hellenic Financial Stability Fund (HFSF), the controlling shareholder of the Bank until that date, decreased from 95.23% to 35.41%. Accordingly, as of that date HFSF was considered to have significant influence over the Bank. In November 2015, following the completion of the Bank's share capital increase, fully covered by investors, institutional and others, the percentage of the ordinary shares with voting rights held by HFSF decreased to 2.38%.

In the context of the Law 3864/2010, as in force, HFSF exercises its voting rights in the Bank's General Assembly only for decisions concerning the amendment of the Bank's Articles of Association, including the increase or decrease of the Bank's capital or the granting of a corresponding authorization to the Bank's Board, decisions concerning the mergers, divisions, conversions, revivals, extension of duration or dissolution of the Bank, the transfer of assets (including the sale of subsidiaries), or any other issue requiring approval by an increased majority as provided for in Company Law 2190/1920. In addition, the Bank has entered into a new Relationship Framework Agreement (RFA) with the HFSF on 4 December 2015 replacing the previous one, signed on 26 August 2014, which regulates, among others, (a) the Bank's corporate governance, (b) the restructuring plan and its monitoring, (c) the monitoring of the implementation of the Bank's Non-Performing Loans (NPL) management framework and of the Bank's performance on NPL resolution, (d) the Material Obligations and the switch to full voting rights, (e) the monitoring of the Bank's actual risk profile against the approved Risk and Capital Strategy, (f) the HFSF's prior written consent for the Bank's Group Risk and Capital Strategy and for the Bank's Group Strategy, Policy and Governance regarding the management of its arrears and non-performing loans and (g) the duties, rights and obligations of HFSF's Representative in the Bank's Board. Taking into account the terms of the revised RFA, the HFSF is still considered to have significant influence over the Bank.

The financial statements of Eurobank Ergasias S.A. are available from its head office: 8 Othonos Street, 105 57 Athens, Greece, and from its website at [www.eurobank.gr](http://www.eurobank.gr).

##### 17. OTHER SIGNIFICANT AND POST BALANCE SHEET EVENTS

On 23 June 2016, the UK voted to leave the EU, subsequently, the triggering of Article 50 took place on 29 March 2017. At the date of signing these accounts the directors do not foresee any immediate risks crystallising, however, they acknowledge the uncertainty that continues to exist. The directors will continue to keep this under review.

There were no other significant post balance sheet events to report.