

# **Globaldrive Dealer Floorplan Germany 2018 B.V.**

## **Annual Report**

**for the year ended 31 December 2020**

Globaldrive Dealer Floorplan Germany 2018 B.V.  
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The Netherlands  
Chamber of Commerce number: 71629645



PricewaterhouseCoopers  
Accountants N.V.  
For identification  
purposes only

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

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# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Director's report

The Managing Director of Globaldrive Dealer Floorplan Germany 2018 B.V. ("the Company") herewith presents the audited financial statements for the year ended 31 December 2020.

## Principal activities

The Company was incorporated on 11 May 2018 by Stichting Globaldrive Dealer Floorplan Germany 2018, a foundation incorporated under the laws of the Netherlands, with its statutory seat in Amsterdam. Although FCE Bank plc has no direct ownership interest in the Company, it is considered to exert control over its activities.

The objects of the Company are to acquire, to dispose of and to encumber receivables and to exercise any rights connected to such receivables.

The principal activities of the Company are restricted under the terms of the securitisation transaction to issuing the Notes, the acquisition from FCE Bank plc (the "Originator") of interests in assigned receivables under a receivables trust and the exercise of related rights and powers and other activities reasonably incidental thereto. On 27 July 2018, the Company entered into a Receivables Sale Agreement whereby it acquired the Loan Receivables (the "Deemed loan to the Originator").

As at 31 December 2020, the outstanding Deemed loan to the Originator amounted to EUR 540,193,208 (2019: EUR 1,047,654,713) all of which is due within one year.

## Financial instruments and risk management

### General

The risk appetite of the Company is limited. Risks are monitored on a continuous basis. The Company aims to limit its exposure to material risks, or uncertainties, through the limited recourse set up of the transactions and use of hedging.

The Company is exposed to a variety of risks such as interest rate, credit, counterparty, liquidity, strategic, operational and compliance to laws and regulations. However, the key risks for the Company are credit and interest rate risks.

### Interest rate risk

The Deemed loan to the Originator receives fixed interest whereas the Notes issued bear floating interest except for Class B Notes. To mitigate the interest rate risk the Company has entered into an Interest Rate Swap for specific floating interest bearing liabilities, so that it receives variable interest and pays fixed interest.

### Credit risk

Credit risk on the Deemed loan to the Originator is considered to be minimal because the Managing Director does not expect the amount of incurred credit losses on the Deemed loan to the Originator to exceed the amount of credit enhancement supplied by the Originator. These amounts are available in the event of any shortfall in funds required to be paid to the note holders in accordance with the transaction documents. The maximum exposure to credit risk is the carrying value of the Deemed loan to the Originator and Cash reserve account (included in Cash and cash equivalents).

### Counterparty risk

The Company is exposed to counterparty risk. Counterparty risk mainly relates to the risk that the Swap counterparty, being a financial institution, will not live up to their contractual obligations if they go into default. Counterparty risks are monitored and managed in much the same way as credit risk.

### Liquidity risk

Matching of maturities of assets and liabilities and related cash flows is fundamental to the management of the Company. The risk is addressed and mitigated by matching of the legal maturity dates of the Deemed loan to the Originator and the Notes issued. The transaction is also supported by a Credit facility provided by the Originator which serves as a buffer to cover any shortfall in payments to the Noteholders.

### Financial reporting risk

The Company monitors its compliance to the latest Financial Reporting requirements.

## **Director's report (continued)**

### **Financial instruments and risk management (continued)**

#### **Legislation and regulations**

The Company monitors its compliance to the relevant legislation and regulations on a continuous basis.

#### **Contingent liabilities and commitments**

There are no contingent liabilities and commitments of the Company.

#### **Business review and profit for the year**

The liquidity and solvency position of the Company on balance sheet date largely depends on the Company's ability to pay off current debt obligations and varies according to its long-term debts and obligations. Solvency ratio is 1.00 (2019: 0.99). Liquidity is strong as well, with a current ratio of 1.00 (2019: 0.99).

The Company recorded a net interest and net profit for the financial year of EUR 229,473 (2019: EUR 522,889 and EUR 2,104 (Period from 11 May 2018 to 31 December 2019: EUR 3,062), respectively.

#### **Managing Director**

The Managing Director of the Company is:

Vistra Capital Markets (Netherlands) N.V.

#### **Business environment**

The Company has a portfolio with no significant borrower concentration, which limits the risk that investors are exposed to losses because of single borrower defaults. It also has a relatively strong liquidity mechanism.

#### **Financial reporting process**

The Managing Director is responsible for establishing and maintaining adequate internal control and risk management systems of the Company in relation to the financial reporting process. Such systems are designed to manage rather than eliminate the risk of failure to achieve the Company's financial reporting objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Managing Director has established processes regarding internal control and risk management systems to ensure its effective oversight of the financial reporting process. These include appointing the Administrator, Vistra Capital Markets (Netherlands) N.V., to maintain the accounting records of the Company independently. The Administrator is contractually obliged to maintain proper books and records as required by the Corporate Administration agreement. To that end the Administrator performs reconciliations of its records to those of the Arranger and the Custodian. The Administrator is also contractually obliged to prepare for review and approval by the Managing Director, the financial statements providing a true and fair view of the financial situation and results of the Company.

The Managing Director evaluates and discusses significant accounting and reporting issues as the need arises. From time to time the Managing Director also examines and evaluates the external independent auditors' performance, qualifications and independence. The Administrator has operating responsibility for internal control in relation to the financial reporting process and the Administrator's report to the Managing Director.

#### **Risk assessment**

The Managing Director is responsible for assessing the risk of irregularities whether caused by fraud or error in financial reporting and ensuring the processes are in place for the timely identification of internal and external matters with a potential effect on financial reporting. The Managing Director has also put in place processes to identify changes in accounting rules and recommendations and to ensure that these changes are accurately reflected in the Company's financial statements.

#### **Control activities**

The Administrator is contractually obliged to design and maintain control structures to manage the risks which are significant for internal control over financial reporting. These control structures include appropriate segregation of responsibilities and specific control activities aimed at detecting or preventing the risk of significant deficiencies in financial reporting for every significant account in the financial statements and the related notes in the Company's financial statements.

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Director's report (continued)

### Monitoring

The Managing Director has an Annual process to ensure that appropriate measures are taken to consider and address the shortcomings identified and measures recommended by the independent auditors. Given the contractual obligations on the Administrator, the Managing Director has concluded that there is currently no need for the Company to have a separate internal audit function in order for the Managing Director to perform effective monitoring and oversight of the internal control and risk management systems of the Company in relation to the financial reporting process.

### Future developments

The structure is supported by credit enhancements and as at present, there has been sufficient excess spread available to cover credit losses in the transaction. Management expects the Company to run in line with the legal documents.

The Company will continue its activities with no expected changes in the near future, with regards to investments, financing and research and development. Future turnover and profitability are expected to remain in line with the transaction's documentation.

The Managing Director expects the present level of activity to be sustained for the foreseeable future.

The above mentioned expectations are dependent on the developments of the spread of the Corona virus (Covid-19) outbreak which forms a serious threat to the global economy with short, medium and even long term consequences being unpredictable. At this point, there is substantial uncertainty about the duration and the magnitude of the shock and the timing and speed of the subsequent recovery.

Against this background, it is currently not possible to estimate the exact impact of Covid-19 on the business of the Company, however, the Managing Director does not expect any major consequences in terms of future performance, asset valuations or activities of the Company in general.

### Going concern

In accordance with the contracts governing the structured debt transaction, on each Optional Redemption Date the managing director has the option to sell the Deemed loan to the Originator provided that the Company shall apply the proceeds to redeem the Notes. Such a redemption may take place on any contractually agreed payment date, the first of which occurs on the First Optional Redemption Date ("FORD"). If the Managing Director decides to offer the Deemed Loan for sale, the Company will first offer such Deemed Loan to the Originator. The FORD is at September 2021.

As of the date of this report, no decision has been made regarding the exercise of the option to redeem at the FORD. If and when the option to redeem is exercised at the FORD, a deed of repurchase and re-assignment will be executed with respect to the Receivables resulting in redemption of all Notes in full.

These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements have been prepared assuming going concern as the aforementioned option has not yet been exercised, the Company is established for a pre-determined period and, if and when the option to redeem will be exercised, the process of liquidation will be in line with the scenario which is decided as at the date of establishment of the Company. The Managing Director expects that if the option to redeem is executed at the FORD and the Company will be liquidated, that the Company will be able to meet its obligations and that such repurchase and reassignment will have no impact on the result and equity of the Company.

### Post balance sheet events

No other significant events occurred after the end of the balance sheet date which could have an impact on the financial statements.

Amsterdam, 29 June 2021

The Managing Director:

Vistra Capital Markets (Netherlands) N.V.

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Balance Sheet as at 31 December 2020

(before proposed appropriation of profit)

	Note (s)	31 December 2020	31 December 2019
(in Euros)			
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Deemed loan to the Originator	1	540,193,208	1,047,654,713
Receivables due from related parties	2	1,581,895	2,658,178
Cash and cash equivalents	3	22,768,142	31,720,375
		<u>564,543,245</u>	<u>1,082,033,266</u>
<b>TOTAL ASSETS</b>		<b><u>564,543,245</u></b>	<b><u>1,082,033,266</u></b>
<b>EQUITY AND LIABILITIES</b>			
<b>CAPITAL AND RESERVES</b>			
	4		
Issued and paid-up share capital		1	1
Retained earnings		3,062	-
Profit for the financial year		2,104	3,062
		<u>5,167</u>	<u>3,063</u>
<b>CURRENT LIABILITIES</b>			
Notes issued	5	470,855,337	959,952,133
Credit facility provided by the Originator	6	8,399,267	13,500,000
Other liabilities and accrued expenses	7	85,283,474	108,578,070
		<u>564,538,078</u>	<u>1,082,030,203</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b><u>564,543,245</u></b>	<b><u>1,082,033,266</u></b>

## Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

### Profit and Loss account for the year ended 31 December 2020

	Note (s)	2020	2019*
(in Euros)			
<b>Financial income and expenses</b>			
Interest income	8	15,257,184	17,760,892
Interest expense	9	(15,027,711)	(17,238,003)
<b>Total financial income and expense</b>		<b>229,473</b>	<b>522,889</b>
<b>Operating expenses</b>			
General expenses	10	(226,953)	(519,109)
<b>Total operating expenses</b>		<b>(226,953)</b>	<b>(519,109)</b>
<b>Profit before taxation</b>		<b>2,520</b>	<b>3,780</b>
Corporate income tax	12	(416)	(718)
<b>Profit for the financial year</b>		<b>2,104</b>	<b>3,062</b>

\* 2019 relates for the period from 11 May 2018 (date of incorporation) to 31 December 2019.

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Notes to the financial statements

### General

Globaldrive Dealer Floorplan Germany 2018 B.V. ("the Company") was incorporated on 11 May 2018 by Stichting Globaldrive Dealer Floorplan Germany 2018, a foundation incorporated under the laws of the Netherlands, with its official seat in Amsterdam.

The registered office address of the Company is located at Jupiter Building, Herikerbergweg 88, 1101 CM Amsterdam, the Netherlands and its trade register number is 71629645.

The Company is a special purpose company established solely for the purpose of issuing notes in order to purchase loan receivables from FCE Bank plc (the "Originator"). Beneficial ownership of auto loan receivables purchased is classified as "Deemed loan to the Originator". The principal activities of the Company are restricted under the terms of the securitisation transaction to issuing the Notes, the acquisition from FCE Bank plc of interests in assigned receivables under a receivables trust and the exercise of related rights and powers and other activities reasonably incidental thereto.

### Ultimate parent undertaking and controlling party

The Company is owned by Stichting Globaldrive Dealer Floorplan Germany 2018, a foundation incorporated under the laws of the Netherlands, with its official statutory seat in Amsterdam.

Although FCE Bank plc has no direct ownership interest in the Company, it is considered to exert control over its activities. The Company's financial statements are included in the consolidated financial statements of FCE Bank plc.

The financial statements of FCE Bank plc are publicly available on <http://www.fcebank.com>.

### Audit committee

The Company is an entity for securitisation purposes according to Art 1 ministerial decree prudential rules Financial Supervision Act (Artikel 1, Besluit prudentiële regels Wet op het Financieel Toezicht). As such, the Company makes use of the exemption for securitisation vehicles, concerning the obligation to establish an audit committee as defined in article 3d of the implementing regulation enforcing article 41 of the European Directive nr.2006/43/EG. The implementing regulation came into force in the Netherlands on 8 August 2008.

### Related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions. Significant transactions with related parties are required to be disclosed in the notes to the financial statements insofar as they are not transacted under normal market conditions. The nature, extent and other information is disclosed if this is required for to provide the true and fair view. The transactions listed below were all conducted at "arm's length".

Stichting Globaldrive Dealer Floorplan Germany 2018 being the sole shareholder of the Company and FCE Bank plc being the originator of the Globaldrive entities are considered to be related parties.

Vistra Capital Markets (Netherlands) N.V. acts as the Managing Director and Administrator of the Company.

During the year ended 31 December 2020, the Company acquired receivables amounting to EUR 3,047,533,630 (2019: EUR 8,626,020,711) from the Originator, out of which EUR 540,193,208 (2019: EUR 1,047,654,713) is outstanding on the Balance Sheet date.

FCE Bank plc continues to administer the Deemed loan to the Originator under the Receivables Servicing Agreement with the Company and is, as such, appointed as "the Servicer" of the transaction.

During the year ended 31 December 2020, the Company received total principal collections from FCE Bank plc (as Servicer) amounting to EUR 3,554,995,135 (2019: EUR 7,578,365,998).

FCE Bank plc retains subordinated notes in the transaction in addition to the credit enhancements provided. As Class B Noteholders, FCE Bank plc receives monthly interest income from the Company only to the extent that all priority items have been fully settled. The Company paid EUR 8,333,450 (2019: EUR 15,426,815) to FCE Bank plc as interest on the Class B notes.

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Notes to the financial statements (continued)

### Related parties (continued)

FCE Bank plc initially provided credit enhancement for the transaction which included liquidity and general reserves. The total reserve referred to in these financial statements as "Credit facility provided by the Originator" is payable to FCE Bank plc upon final termination.

During the year, administration and accounting services were rendered by Vistra Capital Markets (Netherlands) N.V. and have been disclosed as "Administrator fees" under "General expenses" in note 10.

### Basis of presentation

The financial statements were prepared 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').

The accounting policies have been consistently applied to the year presented.

The financial statements are presented in Euros ("EUR") which is the functional and presentation currency of the Company as it is the currency of the primary economic environment in which the Company operates.

Assets and liabilities are stated at the amounts at which they were acquired or incurred or fair value. If not specifically stated otherwise, they are recognised at the amounts at which they were acquired or incurred. The Balance Sheet and Profit and Loss account include references to the notes to the financial statements.

### Going concern

In accordance with the contracts governing the structured debt transaction, on each Optional Redemption Date the managing director has the option to sell the Deemed loan to the Originator provided that the Company shall apply the proceeds to redeem the Notes. Such a redemption may take place on any contractually agreed payment date, the first of which occurs on the First Optional Redemption Date ("FORD"). If the Managing Director decides to offer the Deemed Loan for sale, the Company will first offer such Deemed Loan to the Originator. The FORD is at September 2021.

As of the date of this report, no decision has been made regarding the exercise of the option to redeem at the FORD. If and when the option to redeem is exercised at the FORD, a deed of repurchase and re-assignment will be executed with respect to the Receivables resulting in redemption of all Notes in full.

These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements have been prepared assuming going concern as the aforementioned option has not yet been exercised, the Company is established for a pre-determined period and, if and when the option to redeem will be exercised, the process of liquidation will be in line with the scenario which is decided as at the date of establishment of the Company. The Managing Director expects that if the option to redeem is executed at the FORD and the Company will be liquidated, that the Company will be able to meet its obligations and that such repurchase and reassignment will have no impact on the result and equity of the Company.

### Summary of significant accounting policies

#### Estimates

The preparation of financial statements in conformity with the relevant rules requires the use of certain critical accounting estimates. If necessary for the purposes of providing the view required under Section 362(1), Book 2, of the Dutch Civil Code, the nature of these estimates and judgements, including the related assumptions, is disclosed in the notes to the financial statements as outlined below:

\* Measurement of the impairment on Deemed loan to the Originator (Note 1).

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Notes to the financial statements (continued)

### Summary of significant accounting policies (continued)

#### Foreign currencies

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

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange prevailing at the Balance Sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates are recognised in the Profit and Loss account.

Translation differences on non-monetary assets held at cost are recognised using the exchange rates prevailing at the dates of the transactions.

#### Statement of cash flows

In accordance with the Guidelines for Annual Reporting RJ360 paragraph 104, no separate cash flow statement has been included in the financial statements.

The cash flows of the Company are included in the cash flow statement of FCE Bank plc, which is publicly available on <http://www.fcebank.com>.

#### Principles of valuation of assets and liabilities

##### Deemed loan to the Originator

The legal ownership of the receivables sold to the Company by FCE Bank plc fail the recognition criteria of RJ 290 Financial Instruments: Recognition and Measurements and, therefore, the receivables to the Originator remain on the Balance Sheet of the Originator. The Originator recognises a “deemed loan” financial liability on its Balance Sheet and the resulting “Deemed loan to the Originator” asset is held on the Company’s Balance Sheet.

The Deemed loan to the Originator is initially valued at fair value and represents the consideration paid by the Company in respect of the acquisition of the legal ownership of the receivables. The Deemed loan to the Originator is subsequently measured at amortised cost using the effective interest method.

The Deemed loan to the Originator is regularly assessed for impairment, based primarily on the performance of the underlying receivables. A Deemed loan to the Originator would be considered impaired if the cash flows being received from the underlying receivables were to decrease so significantly that no excess spread would be available to be returned to Originator.

##### Receivables

Receivables are initially measured at fair value, and subsequently carried at amortised cost.

##### Cash and cash equivalents

Cash and cash equivalents represent the current account balance, the Distribution account bank balance and the Cash collateral account bank balance (Cash reserve account). Cash and cash equivalents are stated at face value.

##### Notes issued

Notes issued are initially recognised at fair value and are subsequently stated at amortised cost.

##### Current liabilities

On initial recognition current liabilities are recognised at fair value. After initial recognition current liabilities are recognised at amortised cost, being the amount received, taking into account premiums or discounts, less transaction costs. This usually is the nominal value.

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Notes to the financial statements (continued)

### Fair value estimation of financial assets and liabilities

Fair value is the amount at which an asset can be traded or a liability settled between knowledgeable, willing parties in an arm's length transaction. If no fair value can be readily and reliably established, fair value is approximated by deriving it from the fair value of components or of a comparable financial instrument, or by approximating fair value using valuation models and valuation techniques.

Due to the short-term nature of the cash and cash equivalents, receivables included under current assets and liabilities and accrued expenses included in these financial statements, the estimated fair value of these balances approximates the carrying value, as disclosed in the accounting policies.

### Principles of determination of result

#### General

The result determined by the difference of income and expenses is stated, if not specifically stated otherwise, at the amounts at which they were acquired or incurred.

#### Interest income and interest expenses

Interest income and expenses are recognised 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.

#### General expenses

General expenses are comprised of servicer fees, administrator fees, cash manager fees and other expenses borne by the Company. Costs are allocated to the year to which they relate. These are disclosed under note 10.

#### Taxation

The effective income tax rate is 16.5% (2019: 19%). There are no material differences between the corporate income tax rate and effective income tax rate for 2020 and 2019.

### Financial instruments and risk management

#### General

The risk appetite of the Company is limited. Risks are monitored on a continuous basis. The Company aims to limit its exposure to material risks, or uncertainties, through the limited recourse set up of the transactions and use of hedging.

The Company is exposed to a variety of risks such as interest rate, credit, counterparty, liquidity, strategic, operational and compliance to laws and regulations. However, the key risks for the Company are credit and interest rate risks.

#### Interest rate risk

The Deemed loan to the Originator receives fixed interest whereas the Notes issued bear floating interest except for Class B Notes. The Company is not exposed to Interest rate risk.

#### Credit risk

Credit risk on the Deemed loan to the Originator is considered to be minimal because the Managing Director does not expect the amount of incurred credit losses on the Deemed loan to the Originator to exceed the amount of credit enhancement supplied by the Originator. These amounts are available in the event of any shortfall in funds required to be paid to the note holders in accordance with the transaction documents. The maximum exposure to credit risk is the carrying value of the Deemed loan to the Originator and Cash reserve account (included in Cash and cash equivalents).

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Notes to the financial statements (continued)

### Financial instruments and risk management (continued)

#### Counterparty risk

The Company is exposed to counterparty risk. Counterparty risk mainly relates to the risk that the swap counterparty, being financial institutions, will not live up to their contractual obligations if they go into default. Counterparty risks are monitored and managed in much the same way as credit risk.

#### Liquidity risk

Matching of maturities of assets and liabilities and related cash flows is fundamental to the management of the Company. The risk is addressed and mitigated by matching of the legal maturity dates of the Deemed loan to the Originator and the Notes issued. The transaction is also supported by a Credit facility provided by the Originator which serves as a buffer to cover any shortfall in payments to the Noteholders.

#### Financial reporting risk

The Company monitors its compliance to the latest Financial Reporting requirements.

#### Legislation and regulations

The Company monitors its compliance to the relevant legislation and regulations on a continuous basis.

### Notes to the Balance Sheet and Profit and Loss account

#### 1 Deemed loan to the Originator

	31 December 2020	31 December 2019
(in Euros)		
Opening balances	1,047,654,713	-
Purchases	3,047,533,630	8,626,020,711
Principal repayments	(3,554,995,135)	(7,578,365,998)
Closing balances	<b>540,193,208</b>	<b>1,047,654,713</b>

The Deemed loan to the Originator comprises the amount of scheduled principal payments outstanding on the German loan receivables originated by FCE Bank Plc and financed by the Notes issued. FCE Bank Plc continues to service these auto loan receivables, for which it receives a fee from the Company. The Deemed loan to the Originator is repaid as and when the cash is received by the Originator from customers towards repayments of the German loan receivables.

The loan receivables of EUR 540,193,208 (2019: EUR 1,047,654,713) is due within one year.

#### Clean up provision

FCE Bank Plc, the Originator, has an option to purchase all of the deemed loan to the Originator on any interest payment date following the end of the revolving year upon which the aggregate principal amount outstanding of the Class A notes is 10% or less than the sum of the Class A notes maximum principal amount. The Originator may exercise its clean up call option only if the purchase price for the receivables is sufficient, taking into account any amount standing to the credit of the distribution account, to redeem the listed notes, and all items ranking in priority to the listed notes in accordance with the interest priority of payments and the principal priority of payments. Upon the Originator's exercise of its clean up call option, the listed notes will be redeemed and paid.

The fair value of the net loans at the year-end 31 December 2020 in the Company was EUR 545,653,000 (2019: EUR 1,102,321,000). The fair value of the Deemed loan to the Originator is based on cash flows discounted at market rates of return.

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Notes to the financial statements (continued)

### 2 Receivables due from related parties

	31 December 2020	31 December 2019
(in Euros)		
Cash in transit	1,581,895	2,658,178

The receivables consists mainly of cash in transit relating to interest collections and principal receipts of the last two working days of December. All receivables due from related parties fall due in less than one year.

### 3 Cash and cash equivalents

	31 December 2020	31 December 2019
(in Euros)		
Distribution account	14,368,875	18,220,375
Cash reserve account	8,399,267	13,500,000
	<u>22,768,142</u>	<u>31,720,375</u>

The Cash reserve account is comprised of a liquidity and a commingling component. The Cash reserve account is not available to finance the Company's day-to-day operations but serves as a credit enhancement to provide liquidity and commingling buffers. Amounts deposited in the Cash reserve account will be available to cover any shortfall in payments of liabilities at maturity date.

The liquidity component is used only to the extent that collections on the receivables are insufficient to cover priority interest payments.

The Company will only be entitled to use the commingling component to the extent that, following an insolvency of FCE Bank plc (the servicer), having recognised the collections in the collection account, fails to repay such collections into the Company account.

During the life of the transaction, this reserve will be available to cover fees, interest payments and certain payments to the Swap counterparties, if available interest collections are insufficient. In case of drawings, the liquidity component will be replenished to its initial balance from available excess spread on the next payment date. At the end of the transaction, the liquidity component can be used to compensate noteholders for the accumulated principal shortfalls.

The movements in the Cash reserve account can be detailed as follows:

	31 December 2020	31 December 2019
(in Euros)		
Opening balances	13,500,000	13,500,000
Movements during the year	(5,100,733)	-
Closing balances	<u>8,399,267</u>	<u>13,500,000</u>

As defined by the Servicing Agreement, all payments of the loan collections including collateral interest collections are made through the Distribution bank account. The Distribution bank account is also used to make relevant payments according to the priority of payments. The balance on the Distribution bank account is available for the Company's use.

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Notes to the financial statements (continued)

### 4 Capital and reserves

The authorised share capital amounts to EUR 1, divided into 1 ordinary share of EUR 1 nominal value each of which 1 share has been issued as at 31 December 2020 (2019: 1 share).

All of the issued shares are held by Stichting Globaldrive Dealer Floorplan Germany 2018, Amsterdam.

	Issued and paid up share capital	Retained earnings	Profit for the financial year	Total
(in Euros)				
Balance as at 1 January 2020	1	-	3,062	3,063
Appropriation of results	-	3,062	(3,062)	-
Profit for the financial year	-	-	2,104	2,104
Balance as at 31 December 2020	<u>1</u>	<u>3,062</u>	<u>2,104</u>	<u>5,167</u>
Share issue at incorporation on 11 May 2018	1	-	-	1
Profit for the financial period	-	-	3,062	3,062
Balance as at 31 December 2019	<u>1</u>	<u>-</u>	<u>3,062</u>	<u>3,063</u>

### 5 Notes issued

	31 December 2020			
(in Euros)				
	Opening balance	Additions	Redeemed	Total
Class A1 Asset Backed Variable Funding Notes due 2024	120,000,000	323,500,000	(330,000,000)	113,500,000
Class A2 Asset Backed Variable Funding Notes due 2024	120,000,000	323,500,000	(330,000,000)	113,500,000
Class B Asset Backed Fixed Funding Notes due 2024	719,952,133	506,614,358	(982,711,154)	243,855,337
<b>Balance as at 31 December</b>	<u>959,952,133</u>	<u>1,153,614,358</u>	<u>(1,642,711,154)</u>	<u>470,855,337</u>
	31 December 2019			
(in Euros)				
	Opening	Additions	Redeemed	Total
Class A1 Asset Backed Variable Funding Notes due 2024	-	660,000,000	(540,000,000)	120,000,000
Class A2 Asset Backed Variable Funding Notes due 2024	-	660,000,000	(540,000,000)	120,000,000
Class B Asset Backed Fixed Funding Notes due 2024	-	1,913,064,159	(1,193,112,026)	719,952,133
<b>Balance as at 31 December</b>	<u>-</u>	<u>3,233,064,159</u>	<u>(2,273,112,026)</u>	<u>959,952,133</u>

The estimated fair value of the Notes issued amounts to EUR 471,053,000 (2019: EUR 959,945,000). The fair value of the Notes is based on a valuation technique, i.e. cash flows discounted at market rate of return.

The Notes payable of EUR 470,855,337 (2019: EUR 959,952,133) is due within one year.

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Notes to the financial statements (continued)

### 5 Notes issued (continued)

The Notes constitute secured, limited recourse obligations. On each interest payment date, the interest on the various class of Notes are made in a strict sequential order according to Note seniority.

The transaction structure is also supported by a cash reserve account. The excess interest spread and the reserve account will be used to cover principal repayment of the notes.

The Class A and B notes will legally mature in July 2024.

Interest on the Notes is determined as follows:

Class A1 Notes	Cost of Funds Rate plus a margin of 1% per annum
Class A2 Notes	1 month euribor + 1.10% per annum
Class B Notes	1.5% per annum

#### Final redemption

Following an Event of Default, no amount of principal in respect of the Class B Notes will become due and payable until redemption and payment in full of the Class A Notes.

Failure to pay interest due on notes, failure to pay the principal amount of any class of notes (in full on its final legal maturity date or the security granted under the transaction documents is terminated or otherwise becomes void or ineffective) may give rise to an Event of Default.

### 6 Credit facility provided by the Originator

The credit facility is transferred to the cash reserve account and is payable to the Originator only when all Notes issued are redeemed in full. The reserve serves as commingling and liquidity buffer to cover any shortfall in the payment of senior costs and expenses and interest on Class A and B Notes. At final maturity date, amounts credited to the Cash reserve account are available to repay principal on the Class A and B Notes. As at 31 December 2020, the balance on the Credit facility provided by the Originator amounted to EUR 8,399,267 (2019: EUR 13,500,000) which is due within one year.

### 7 Other liabilities and accrued expenses

	31 December 2020	31 December 2019
(in Euros)		
Overconcentrated and ineligible receivables	69,337,871	87,702,581
Payable to the Originator	15,254,732	19,777,282
Interest on Notes payable	504,233	1,025,434
Other accruals	144,636	16,011
Audit fees	32,670	37,510
Servicer fees	9,332	19,252
	<u>85,283,474</u>	<u>108,578,070</u>

All other liabilities and accrued expenses fall due in less than one year.

### 8 Interest income

	2020	11 May 2018 - 31 December 2019
(in Euros)		
Interest on Deemed loan to the Originator	9,700,878	17,760,892
Reserve Amount allocated to Available Interest Collections	5,556,306	-
	<u>15,257,184</u>	<u>17,760,892</u>

According to the Receivables Sale Agreement of the deal, interest income is based on the assigned receivables and an additional 5% discount rate is charged on the principal repayments of additional receivables acquired during the financial year.

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Notes to the financial statements (continued)

### 9 Interest expense

	11 May 2018 -	
	2020	31 December 2019
(in Euros)		
Interest on Class A and B Notes	8,720,627	16,996,525
Reserve Account credits	5,556,306	-
Bank interest	750,778	241,478
	<u>15,027,711</u>	<u>17,238,003</u>

### 10 General expenses

	11 May 2018 -	
	2020	31 December 2019
(in Euros)		
Servicer fees	158,057	363,985
Audit fees	32,670	37,510
Agent fees	12,000	22,000
Trustee fees	10,000	37,280
Tax advisory fees	7,563	14,218
VAT expenses	4,095	9,240
Issuer expenses	2,520	3,780
Other costs	48	88
Administrator fees	-	21,008
Acceptance fees	-	10,000
	<u>226,953</u>	<u>519,109</u>

### 11 Independent auditors' fee

The following audit fees were reported in the Profit and Loss account:

	2020	
	Pricewaterhouse Coopers Accountants N.V.	PwC Member firms / affiliates
Audit of the financial statements	32,670	-
Other audit engagements	-	-
Tax advisory services	-	-
Other non-audit engagements	-	-
	<u>32,670</u>	<u>32,670</u>

	11 May 2018 -	
	31 December 2019	
	Pricewaterhouse Coopers Accountants N.V.	PwC Member firms / affiliates
	Audit of the financial statements	37,510
Other audit engagements	-	-
Tax advisory services	-	-
Other non-audit engagements	-	-
	<u>32,670</u>	<u>37,510</u>

# Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam

## Notes to the financial statements (continued)

### 11 Independent auditors' fee (continued)

The fees listed above relate to the procedures applied to the Company by accounting firms and external independent auditors as referred to in Section 1, subsection 1 of the Audit Firms Supervision Act ('Wet toezicht accountantsorganisaties - Wta') as well as by Dutch and foreign-based accounting firms, including their tax services and advisory groups.

The audit fees relate to the audit of the financial statements, regardless of whether the work was performed during the financial year.

### 12 Corporate income tax

The effective income tax rate is 16.5% (2019: 19%). There are no material differences between the corporate income tax rate and effective income tax rate for 2020 and 2019.

### 13 Employees

The Company has no employees (2019: NIL).

### 14 Director's remuneration

During the year under review, the Managing Director was paid Administrator fees as stated under Note 10 (General expenses).

### 15 Contingent liabilities and commitments

There are no contingent liabilities and commitments of the Company.

### 16 Appropriation of profit

The Managing Director proposes to allocate the net profit for the year ended 31 December 2020 to the retained earnings. This proposed appropriation of profit has not been reflected in the Company's Balance Sheet per 31 December 2020.

### 17 Post balance sheet events

No other significant events occurred after the end of the balance sheet date which could have an impact on the financial statements.

Amsterdam, 29 June 2021

The Managing Director:

Vistra Capital Markets (Netherlands) N.V.

## **Globaldrive Dealer Floorplan Germany 2018 B.V. Amsterdam**

### **Other information**

#### **Provisions in the articles of association regarding profit appropriation**

The appropriation of profit is governed by Article 20 of the Deed of Incorporation. The allocation of profits accrued in the financial year shall be determined by the Annual General Meeting. If the Annual General Meeting does not adopt a resolution regarding the allocation of profits prior to or at the latest immediately after the adoption of the financial statements, the profits will be reserved. The Annual General Meeting may resolve to make interim distributions and / or to make distributions at the expense of any reserve of the Company.