

**Achmea SB Covered
Bond Company II B.V.**

**Annual Report for the period 10
November 2023 until 31
December 2023**

Amsterdam, the Netherlands

Achmea SB Covered Bond Company II B.V.
Basisweg 10
1043 AP Amsterdam
The Netherlands
Chamber of Commerce: 91946867

Achmea SB Covered Bond Company II B.V.

Annual Report 2023

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1. Director's report

1.1 Activities and results

Achmea SB Covered Bond Company II B.V. ("the Company") was incorporated on 10 November 2023 and is located at Basisweg 10, 1043 AP, Amsterdam which is registered at the trade register of the Dutch Chamber of Commerce under number 91946867. The sole managing director of the Company is CSC Management (Netherlands) B.V. (formerly: Intertrust Management B.V.) (the "Director").

The main objective of the Company is to guarantee, under the Trust Deed, the payment of interest and principal payable under the Covered Bonds issued by Achmea Bank N.V. ("Achmea" or "the Issuer") which is located at Spoorlaan 298, 5017 JZ Tilburg with its registered office in The Hague. As consideration for the Company to meet its obligation under the issued guarantee, Achmea Bank will transfer eligible assets to the Company. Achmea Bank transferred eligible mortgage loans to the Company through a so-called silent assignment (*stille cessie*). Meaning that until the occurrence of an Assignment Notification Event, the Asset Cover test has been breached or a Notice to pay / CBC Acceleration Notice have been served ("the Events"), Achmea Bank is entitled to all proceeds in relation to the transferred eligible assets. If one or more of the previously mentioned events occurs or notice(s) have been issued, the Company will be entitled to receive all proceeds in relation to the transferred assets, in order to fulfil its obligations under the issued guarantee: payment of interest and principal on the Covered Bonds.

In 2023, Achmea Bank issued no Covered Bonds.

The Trust Deed entered into by the Company, Achmea Bank and Stichting Security Trustee Achmea SB Covered Bond Company II ("the Trustee") states that all costs and expenses of the Company will be received and paid on behalf of the Company by Achmea Bank for its own account. As a result, all amounts remaining on the Company's balance sheet will flow back periodically to Achmea Bank. The Company's cash transactions are limited to bank interest received and bank interest charged through to Achmea Bank and the Company will not have the right to any of the proceeds.

In our opinion, the financial statements give a true and fair view of the assets, liabilities, financial position and statement of income of the Company and the Director's report includes a fair view of the development and performance of the business and the position of the Company, together with a description of the principal risks that the Company faces.

RISK MANAGEMENT

In the sections below the main risks and instruments that can be used for mitigation are being discussed.

Financial risk management

The Company has, under the Trust Deed, guaranteed the payment of interest and principal payable under the Covered Bonds issued by Achmea Bank. As a consequence, the Company will then, amongst others, run interest rate risks on the Covered Bonds and the mortgage portfolio.

Credit and concentration risk

The Company has close to nil exposure to credit risk, which is the risk that the Borrowers will be unable to pay amounts in full when due, unless the guarantee is invoked. When the guarantee is invoked, all risks associated with the mortgage portfolio will be transferred to the Company. Until that moment all risks and rewards associated with the assets are retained by Achmea Bank and the transferred Mortgage Loans are not recognized on the Company's balance sheet.

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Interest rate risk

As of 31 December 2023, the Company had no actual exposure to interest rate risk.

Liquidity risk

The liquidity risk is considered to be low since all liabilities under the Notes and swaps are borne by the Issuer until the Issuer defaults. All costs are reimbursed by the Issuer. Because the trigger is not breached, there is no requirement to establish a Reserve Fund.

Limited Recourse

Although interest rate risk, credit risk and liquidity risk are recognized the exposure of the Company is limited. The Covered Bonds are issued at limited recourse. If a CBC Event of Default occurs and the security is enforced, the proceeds may not be sufficient to meet the claims of all the creditors, including the Covered Bondholders. In the event that following enforcement of the security, the creditors have not received the full amount due to them pursuant to the terms of the Transaction Documents, the creditors will no longer have a claim against the Company after enforcement of the security. The creditors may still have an unsecured claim against the Issuer for the shortfall.

Fraud

In view of fraud, bribery and anti-corruption, the Director implemented manual and automated internal controls such as segregation of duties and provides training to help employees to identify fraudulent behaviour. In addition, the Director implemented, amongst others, a code of conduct, whistleblower policies and internal policies around reporting non-compliance. The Director applies a zero-tolerance policy in relation to fraud, bribery and anti-corruption. No instances of (internal or external) fraud or any other matters are identified in this respect.

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1.2 Future developments

This macro-economic analysis in this section is largely based on data and expectation presented by De Nederlandsche Bank (“DNB”) and the Central Bureau of Statistics (“CBS”). The analysis that focuses particularly on the housing market also includes information derived from reports from the NVM. The NVM is involved in the vast majority, but not all, of the transactions on the Dutch housing market and, as such, the information needs to be seen as merely indicative of the housing market as a whole.

The prediction of future trends and the quantification of developments is inherently a difficult task, full of uncertainties. The calculation of economic indicators and predictions will inevitably lag behind events and some of the information available may not be completely up-to-date with developments.

DNB has concluded that the Dutch economy was in the process of recovery during the second half of 2024 principally as the result of increased domestic consumption. Increasing wage levels outstripped other inflation factors and has led to higher levels of disposable income. At the same time unemployment levels remained relatively stable and these factors ensured a growth in GDP of 0.9% for the year. The contribution of exports was negligible as the competitive position of Dutch producers declined in a tight world market. As a country that is heavily reliant on exports, The Netherlands continued to be impacted by the pressures in global markets and will likely remain vulnerable in this area. Inflation reduced though to levels that were appreciably higher than the Eurozone targets and averages. The impact of energy prices on inflation levels reduced appreciably. The ECB lowered interest rates steadily through most of 2024 reflecting a careful expectation that inflation levels in the Euro zone were slowly returning to long-term targets. By the end of the year, there were clear signals that the peak in interest rates had been reached. The trends being experienced during the second half of 2024 are expected to continue into 2025 and 2026 and the DNB predicts a period of modest growth of around 1.5% for each of those years.

Alongside its most likely scenario, the DNB has also sketched an alternative scenario for the coming years which is largely based on escalation in the conflicts in the Ukraine and the Middle East, and increased trade barriers in the world economy. The risks associated with increased trade barriers intensified following the election results in the USA in November of 2024. These adverse developments would very likely impact the global economy, and the Dutch economy in particular, given its dependence on global markets and exports.

Despite stagnating during the first half of the year, GDP in The Netherlands grew by 0.9% in 2024 as a whole, as compared to 2023. The current expectations are that GDP will continue the trends of the second half of 2024 show a rise of around 1.5% in both 2025 and 2026. In a ‘worst case scenario’ of escalating world conflicts and trade barriers, the predicted GDP level shows a more modest increase for 2025 of 1.0% and just 0.4% for 2026. The growth is expected to come primarily from domestic consumption and improved investment levels by companies.

All scenarios are impacted by government spending, particularly in the form of investments in social security, medical care, and defence though they are expected to have less of an impact than in previous years. The level of government budget deficit decreased from 0.9% in 2023 to around 0.7% in 2024. This deficit is significantly lower than previously predicted as the impact of the growing economy was felt during the second half of 2024. For 2025 and 2026 and budget deficit levels of 2.1% and 3.1% respectively are expected. The 2025 level is close to the current EU norm of 3.0% and the expected 2026 level exceeds it. Investments in social security, medical care, and defence continue to dominate spending levels though a significant element of the defence

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costs are of a one-off nature. The higher levels of interest expense will also impact spending significantly due to the relatively long duration of government bonds issued in recent years when interest rates were relatively high.

In determining the projections for 2024 and beyond, DNB has pointed to a number of strengths and weaknesses of the commercial sector within the Dutch economy that underly the projected developments. The economy has generally been robust to the higher inflation and interest rate levels of recent years. Levels of investments and credit have stagnated somewhat but without significant effects on unemployment and corporate bankruptcy levels. The vulnerability lies primarily in the export and global markets sectors of the economy. Businesses are having to cope with hesitance in international activity, whilst having to cope with higher inflation and interest rate levels than some of the global competitors. The business investment level is expected to increase moderately in 2025, on the back of the increased domestic economic activity and the low investment levels for 2024. The year 2025 is also expected to see a corresponding increase in both activity and requests for credit from the banks and capital markets as confidence is restored somewhat. This is likely to be tempered by increasing costs and pressure on profit levels. The DNB expects that the Dutch exports will increase by 2.0% in both 2025 and 2026.

Unemployment levels remained relatively stable during 2024 at 3.7% and are expected to increase slightly during 2025 to 3.9%, finishing at 4.0% in 2026. Labour markets are expected to remain very tight in the coming years. A reduction in labour positions is expected but this will be closely matched by reductions in the labour force as immigration reduces and participants leave the labour markets on grounds of age. An increase in labour efficiency is required. In the light of these factors, labour markets are expected to remain relatively tight.

Headline inflation decreased from an average of 4.1% in 2023 to some 3.2% in 2024 as inflationary pressures from higher consumer and energy prices eased. This was partly offset by continued pressure from rising wage settlements but also rising house rental prices and the consequences of fiscal measures taken by the government. The inflation levels were still higher than the Euro-zone norm and averages. The expectation is that the inflation levels for the years 2025 and 2026 will be at 3.2% and 2.8%, respectively and still above the Euro zone targets. This expectation is based on the exit rate for 2024, and the expectation that the levels will continue to be negatively influenced by lagging wage inflation. and a hesitant economy.

The domestic housing market is also impacted by the foregoing macro-economic developments, especially slowly falling interest rates and the effects of wage inflation lagging behind headline inflation. Whilst the spectacular growth in domestic house prices is not expected to be maintained, prices are expected to continue to rise at rates above the general inflation levels. According to NVM, the average price of dwellings increased by 2.5% during the last quarter of 2024, as compared to the same period in 2023 and 11.5% for the year as a whole. The number of houses on the market the whole of 2024 was stable at around 26,000. Transactions for the last quarter of 2024 were up 19% as compared to the same period in the previous year, and the trend of over-bidding was reaching unprecedented levels. All this will likely result in continued upward pressure on prices during 2025 and 2026. The upward pressure on prices is also being fuelled by the disappointing levels of new housing being built which seems unable to keep up with new entrants onto the housing market. Despite government initiatives, the issue of new housing permit still lags significantly behind on the target set at 100,000 new dwellings each year. This, together with the effects of slowly decreasing mortgage interest rates and wage inflation, is having a positive effect on market sentiment. This upward pressure on prices is expected to continue in the coming years with DNB expecting price increases in the region of 7.5% for 2025 and around 4% for 2026. As always, regional variations and differences in the various price sectors and types of dwelling continue to exist but the overall picture can be applied to the housing market as a whole.

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Risk levels for existing homeowners and lenders alike have remained relatively stable as compared to the previous year. Improving economic conditions, as compared to 2024, are likely to decrease the levels of defaults. This expectation is also backed by continued limited rises in unemployment levels and business failures. Existing homeowners have seen debt ratios decrease, as a result of a period of major price rises in recent years, including again those of 2024. Competitive pressures are likely to continue in the mortgage provider market. Overall, lenders still have relatively favourable debt ratios on existing portfolios as a result of the rising prices in recent years.

It is important to reiterate that the Company was incorporated specifically for its role in a structured finance transaction and is governed by the terms and conditions of the Prospectus and other Transaction Documents. These are drawn up, inter alia, to foresee all possible future economic conditions, including those caused by, for instance, political conflicts and pandemics. At this stage, it is quite possible that the consequences of adverse economic conditions will result in an increased level of losses of both interest and principal on the Company's assets. The limited recourse principle embedded in the Prospectus and Transaction Documents dictates that any such losses from the Company's assets are to be borne by the Company's creditors, in accordance with a pre-determined priority of payments waterfall.

Consequently, any such losses are unlikely to be borne by the Company itself but rather by the Company's creditors, including the beneficiary of the Deferred Purchase Price, the Noteholders, other creditors and only ultimately the Company's shareholder. The Company intends to continue to act within the terms and conditions set out for it by the Transaction Documents, and to otherwise comply with all its other obligations. The Company has no employees and is dependent on third-party service providers. However, the level and quality of the service provided has remained unaffected.

In conclusion, the Company expects to remain a going concern. The Director believes that the Company's risks are adequately mitigated by the various measures such as financial instruments and credit enhancements entered into, as described in the financial statements and the Prospectus. Also, as the Company's obligations to the Noteholders are of limited recourse, no significant changes in the current position of the Company are expected for the next 12 months.

Director's representation statement

The Director declares that, to the best of its knowledge, the financial statements prepared in accordance with the applicable set of accounting standards give a true and fair view of the assets, liabilities, financial position and result of the Company and that the Director's report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties it faces.

Director

During the period 10 November 2023 until 31 December 2023 the Company was represented by CSC Management (Netherlands) B.V. (formerly known as Intertrust Management B.V.) in the role as Director of the Company.

Amsterdam, 28 May 2025

The Director,
CSC Management (Netherlands) B.V.

2. Financial Statements

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2.1 Balance Sheet as at 31 December 2023 (before appropriation of result)

(Amounts are in EUR)

		31 December 2023	10 November 2023
ASSETS			
Current assets			
<u>Receivables</u>			
Other receivables	[1]	290	1
		<u>290</u>	<u>1</u>
		<u>290</u>	<u>1</u>
SHAREHOLDER'S EQUITY AND LIABILITIES			
Shareholder's equity	[2]		
Share capital		1	1
Other reserves		-	-
Net result current year		<u>289</u>	<u>-</u>
		290	1
		<u>290</u>	<u>1</u>
		<u>290</u>	<u>1</u>

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2.2. Income statement for the period 10 November 2023 until 31 December 2023

		10 November 2023 to 31 December 2023
(Amounts are in EUR)		<hr/>
Income		
Income	[3]	23,128
Expenses		
General and administrative expenses	[4]	<hr/> 22,772
Result before taxation		356
Corporate Income Tax	[5]	67
Net result		<hr/> <hr/> 289

The accompanying notes form an integral part of these financial statements.

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2.3. Cash flow statement for the year ended 31 December 2023

		10 November 2023 to 31 December 2023	
<i>(Amounts are in EUR)</i>			
Net Result			289
Net cash flow from operating activities			
Net change in other receivable	[1]	-	290
Net cash flow from financing activities			
Capital addition	[2]		1
Net cash flow			-
Opening Cash at banks			-
Closing Cash at banks			-
Movements in Cash at banks			-

The accompanying notes form an integral part of these financial statements.

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2.4. General notes to the financial statements for the year ended 31 December 2023

General

Achmea SB Covered Bond Company II B.V. ("the Company") was incorporated on 10 November 2023 and is located at Basisweg 10, 1043 AP, Amsterdam which is registered at the trade register of the Dutch Chamber of Commerce under number 91946867. The sole managing director of the Company is CSC Management (Netherlands) B.V. (formerly: Intertrust Management B.V.) (the "Director").

The main objective of the Company is to guarantee, under the Trust Deed, the payment of interest and principal payable under the Covered Bonds issued by Achmea Bank N.V. ("Achmea" or "the Issuer") which is located at Spoorlaan 298, 5017 JZ Tilburg with its registered office in The Hague. As consideration for the Company to meet its obligation under the issued guarantee, Achmea Bank will transfer eligible assets to the Company. Achmea Bank transferred eligible mortgage loans to the Company through a so-called silent assignment (*stille cessie*). Meaning that until the occurrence of an Assignment Notification Event, the Asset Cover test has been breached or a Notice to pay / CBC Acceleration Notice have been served ("the Events"), Achmea Bank is entitled to all proceeds in relation to the transferred eligible assets. If one or more of the previously mentioned events occurs or notice(s) have been issued, the Company will be entitled to receive all proceeds in relation to the transferred assets, in order to fulfil its obligation under the issued guarantee; payment of interest and principal on the Covered Bonds.

In 2023, Achmea Bank issued no Covered Bonds.

The Trust Deed entered into by the Company, Achmea Bank and Stichting Security Trustee Achmea SB Covered Bond Company II ("the Trustee") states that all costs and expenses of the Company will be received and paid on behalf of the Company by Achmea Bank for its own account. As a result, all amounts remaining on the Company's balance sheet will flow back periodically to Achmea Bank. The Company's cash transactions are limited to bank interest received and bank interest charged through to Achmea Bank and the Company will not have the right to any of the proceeds.

In our opinion, the financial statements give a true and fair view of the assets, liabilities, financial position and statement of income of the Company and the director's report includes a fair view of the development and performance of the business and the position of the Company, together with a description of the principal risks that the Company faces.

RISK MANAGEMENT

In the sections below the main risks and instruments that can be used for mitigation are being discussed.

Financial risk management

The Company has, under the Trust Deed, guaranteed the payment of interest and principal payable under the Covered Bonds issued by Achmea Bank. As a consequence, the Company will then, amongst others, run interest rate risks on the Covered Bonds and the mortgage portfolio.

Credit and concentration risk

The Company has close to nil exposure to credit risk, which is the risk that the Borrowers will be unable to pay amounts in full when due, unless the guarantee is invoked. When the guarantee is invoked, all risks associated with the mortgage portfolio will be transferred to the Company. Until that moment all risks and rewards associated with the assets are retained by Achmea Bank and the transferred Mortgage Loans are not recognized on the Company's balance sheet.

Interest rate risk

As of 31 December 2023, the Company had no actual exposure to interest rate risk.

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Liquidity risk

The liquidity risk is considered to be low since all liabilities under the Notes and swaps are borne by the Issuer until the Issuer defaults. All costs are reimbursed by the Issuer. Because the trigger is not breached, there is no requirement to establish a Reserve Fund.

Limited Recourse

Although interest rate risk, credit risk and liquidity risk are recognized the exposure of the Company is limited. The Covered Bonds are issued at limited recourse. If a CBC Event of Default occurs and the security is enforced, the proceeds may not be sufficient to meet the claims of all the creditors, including the Covered Bondholders. In the event following enforcement of the security, the creditors have not received the full amount due to them pursuant to the terms of the Transaction Documents, the creditors will no longer have a claim against the Company after enforcement of the security. The creditors may still have an unsecured claim against the Issuer for the shortfall.

Fraud

In view of fraud, bribery and anti-corruption, the Director implemented manual and automated internal controls such as segregation of duties and provides training to help employees to identify fraudulent behaviour. In addition, the Director implemented, amongst others, a code of conduct, whistleblower policies and internal policies around reporting non-compliance. The Director applies a zero-tolerance policy in relation to fraud, bribery and anti-corruption. No instances of (internal or external) fraud or any other matters are identified in this respect.

PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below:

Basis of presentation

The financial statements are drawn up in accordance with the provisions of Title 9, Book 2, of the Dutch Civil Code and the Dutch Accounting Standards. The financial statements are prepared under the historical cost convention and presented in the joint currency of the European Monetary Union, the euro ("EUR" or "€"). All amounts are in EUR, unless stated otherwise. Unless specifically stated otherwise, assets and liabilities are recognised at the amounts at which they were acquired or incurred. The Balance sheet, Income statement and Cash flow statement include references to the notes.

Authorization financial statements

The financial statements for the year ended 31 December 2023 were authorized for publication in accordance with a resolution of the Management Board on 28 May 2025.

Significant accounting judgments and estimates

In the process of applying the Company's accounting policies, the Company's management has exercised judgment and estimates in determining the amounts recognised in the financial statements. The most significant uses of judgment and estimates are as follows.

Going concern

The Company's management has made an assessment of the Company's ability to continue as a going concern. The management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements are prepared on the going concern basis.

Recognition

Assets are recognized in the Balance sheet if it is probable that any future economic benefit associated with the specific item will flow to the Company and the item can be measured with reliability. Liabilities are recognized in the Balance sheet if it is probable that these liabilities result in an outflow of resources embodying future economic benefits and that these liabilities can be measured with reliability.

If a transaction results in a transfer of future economic benefits and/or when all risks and rewards relating to assets or liabilities transfer to a third party, the asset or liability is no longer included in the balance sheet.

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Financial instruments

The Financial statements contain the following financial instruments: other receivables.

Financial instruments are initially measured at fair value, including discount or premium and directly attributable transaction costs. After initial recognition, financial instruments are measured at amortised cost. For any specific applicable accounting policy see the specific descriptions of the financial instruments in this section.

Other receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost less impairment. Impairment losses are deducted from amortised cost and recognised in the Income statement. The impairment is based on the incurred loss model. The other receivables are current.

Offsetting

Financial assets and liabilities are offset at the net amount reported in the balance sheet when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

Recognition of income and expenses

Income and expenses are recognised in the Income statement on an accruals basis. Income is recognized to the extent that it is probable that the benefits will flow into the company and can be reliably measured. . The Trust Deed entered into by the Company, Achmea and the Trustee states that all costs and expenses of the Company will be received and paid on behalf of the Company by Achmea for its own account. Income therefore relates to expenses charged through to Achmea and are allocated to the period to which they relate. General and administrative expenses are accounted for in the period in which these are incurred. Losses are accounted for in the year in which they are identified.

Corporate income tax

The Company is liable to Dutch corporate income tax, calculated by applying the current corporate income tax rate of 19%. The Company and the Dutch Tax Authorities agreed by way of a ruling until the Final Maturity Date of the Notes that the taxable amount is calculated as the higher of a) 10% of the annual remuneration paid to the Director of the Company and b) EUR 2,500 on annual basis.

CONTINGENT LIABILITIES AND COMMITMENTS

Guarantee

Pursuant to the Guarantee issued under the Trust Deed, the Company guarantees the payment of interest and principal payable under the Covered Bonds. The Company has granted a first ranking right of pledge over the transferred mortgage loans and beneficiary rights to the Trustee. The exercise of the pledge is subject to certain terms and conditions. Not meeting the Company's obligations to certain secured parties, including the covered bond holders, can lead to exercising the right of pledge by the Trustee. After exercising of the pledge the Company will receive all the proceeds of the transferred assets with the aim to pay the principal and interest payable under the covered bonds.

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2.5. Notes to the Balance sheet as at 31 December 2023

OTHER RECEIVABLES

[1]

(Amounts are in EUR)

**31 December
2023**

Current account with Achmea Bank

290

The other receivables consist of the net position of income and costs reimbursed to Achmea Bank by the Company, but still need to be received by the Company. All other receivables are current.

SHAREHOLDER'S EQUITY

[2]

Share capital

The issued share capital amounts to EUR 1, consisting of 1 ordinary share of EUR 1.

Shareholder's equity

(Amounts are in EUR)

**31 December
2023**

Share capital

1

Net result current year

289

Closing balance

290

Proposed appropriation

The net result for the current year is EUR 289. The Director proposes to add the net result to the other reserves.

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2.6. Notes to the Income statement for the year ended 31 December 2023

INCOME [3]

(Amounts are in EUR)

10 November
2023 until
31 December
2023

Charged to Achmea

23,128

As part of the Trust Deed all expenses are charged and settled with Achmea. The other income is the recharge of the expenses towards Achmea Bank.

GENERAL AND ADMINISTRATIVE EXPENSES [4]

(Amounts are in EUR)

10 November
2023 until 31
December 2023

Management fee
Independent auditor fee
Other expenses

4,373

18,325

73

22,771

The management fee of EUR 4,373 consists of annual remuneration and additional expenses regarding the Covered Bond Programme by the Company's Management.

The independent auditor fee of EUR 18,325 is charged by EY Accountants B.V. to the Company for the statutory audit of the annual accounts 2023.

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CORPORATE INCOME TAX [5]

	10 November 2023 until 31 December 2023
(Amounts are in EUR)	
Corporate income tax	67

The taxable amount is calculated as the higher of a) 10% of the annual remuneration paid to the Director of the Company and b) EUR 2,500 on an annual basis. The applicable tax rate for the year under review is 19,0% of the taxable amount.

Employees

During the year under review the Company did not employ any personnel in the Netherlands or abroad.

Remuneration of the Director and Supervisory Board

The Board of Directors consists of one corporate director; the remuneration of the Director is included in the management fee as disclosed under General and administrative expenses above and amounts to EUR 2,758 The Company does not have a Supervisory Board.

Post-balance sheet events

In April 2024 Achmea has completed two issuances of Bonds of EUR 0.5 billion each and in December 2024 two issuances of Bonds of EUR 0.5 billion each.

Amsterdam, 28 May 2025

The Director,
CSC Management (Netherlands) B.V.

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3. Other information

3.1. Profit appropriation according to the articles of association

In accordance with Article 20 of the Articles of Association and applicable law, the result for the year is at the disposal of the General Meeting of Shareholders.

The general meeting is subsequently authorized to resolve to distribute or to reserve what then remains of the profits or a part thereof. The general meeting is also authorized to resolve to make interim distributions, which includes distributions from the reserves.

The Company may make distributions to the shareholders only to the extent that from the most recently adopted balance sheet it appears that the Company's equity exceeds the reserves that must be maintained by law.

The Company may only follow a resolution of the general meeting to distribute after the management board has given its approval to do this. The management board withholds approval only if it knows or reasonably should be able to foresee that the Company cannot continue to pay its due debts after the distribution.

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3.2. Independent auditor's report

To: the management of Achmea SB Covered Bond Company II B.V.

Report on the audit of the financial statements 2023 included in the annual report

Our opinion

We have audited the accompanying financial statements for the financial year ended at 31 December 2023 of Achmea SB Covered Bond Company II B.V based in Amsterdam, the Netherlands.

In our opinion, the financial statements give a true and fair view of the financial position of Achmea SB Covered Bond Company II B.V as at 31 December 2023 and of its result for 2023 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- The balance sheet as at 31 December 2023
- The profit and loss account for 2023
- The notes comprising a summary of the accounting policies and other explanatory information

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing.

Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of Achmea SB Covered Bond Company II B.V in accordance with the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics for professional accountants).

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

Report on other information included in the annual report

The annual report contains other information in addition to the financial statements and our auditor's report thereon.

Based on the following procedures performed, we conclude that the other information is consistent with the financial statements and does not contain material misstatements.

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

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

Management is responsible for the preparation of the other information.

Description of responsibilities regarding the financial statements

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Our responsibilities for the audit of the financial statements

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

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material misstatements, whether due to fraud or error during our audit.

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

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

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management

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- Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern.
If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

Communication

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

Amsterdam, 28 May 2025

EY Accountants B.V.

signed by R. Koekkoek