RZB Finance (Jersey) II Limited

Annual Report

31 December 2010

RZB Finance (Jersey) II Limited

Report and Financial Statements

31 December 2010

Contents

RZB Finance (Jersey) II Limited

Company Information

For the Year Ended 31 December 2010

Directors:	Gareth Essex-Cater Helen Grant Francois Chesnay
Secretary:	State Street Secretaries (Jersey) Limited (formerly known as Mourant & Co. Secretaries Limited)
Independent auditors:	KPMG Channel Islands Limited 5 St Andrew's Place Charing Cross St Helier Jersey Channel Islands
Registered office:	22 Grenville Street St Helier Jersey Channel Islands

RZB Finance (Jersey) II Limited

Directors' Report

For the Year Ended 31 December 2010

The directors submit their report and the financial statements of RZB Finance (Jersey) II Limited ('the Company') for the year ended 31 December 2010.

Incorporation

The Company was incorporated in Jersey, Channel Islands on 22 July 2003.

Activities

The principal activity of the Company is raising finance for other group companies.

Results

The results for the year are shown in the Statement of Comprehensive Income on page 6, which is in line with expectations.

Directors

The directors of the Company during the year were as stated on page 1.

Dividends

During the year, the Company paid an interim ordinary dividend of Eur25,000 (2009: Eur25,000). No final dividend was proposed for distribution.

Independent auditors

KPMG Channel Islands, as auditors of the Company, have expressed their willingness to continue in office.

By order of the Board

Authorised Signatory
State Street Secretaries (Jersey) Limited
Secretary

26 January 2011

RZB Finance (Jersey) II Limited

Statement of Directors' Responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and International Financial Reporting Standards as issued by the IASB and as adopted by the EU.

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period and of the profit or loss of the Company for that year. In preparing these financial statements the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements; 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. They 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 respect of the EU Transparency directive 2004/109/EC, the directors confirm, to the best of their knowledge, that the financial statements for the year ended 31 December 2010 give a true and fair view of assets, liabilities, financial position and profit of the Company as required by IFRS as adopted by the EU and that the Directors' Report gives a true and fair view of important events that have occurred during the year and their impact on the financial statements.

Signed on behalf of the Board of Directors:

Director

26 January 2011

RZB Finance (Jersey) II Limited

Statement of Financial Position

As at 31 December 2010

	Note	2010 EUR	2009 EUR
Assets			
Long term loan receivable	7	**100,000,000**	100,000,000
Total non-current assets		**100,000,000**	100,000,000
Other receivables	8	**2,517,700**	2,517,702
Cash and cash equivalents	13	**129,702**	129,398
Total current assets		**2,647,402**	2,647,100
Total assets		**102,647,402**	102,647,100
Equity and liabilities			
Issued share capital	9	**2**	2
Retained earnings		**154,481**	154,369
Total capital and reserves		**154,483**	154,371
Perpetual preferred securities	10	**100,000,000**	100,000,000
Total non-current liabilities		**100,000,000**	100,000,000
Other payables	11	**2,492,919**	2,492,729
Total current liabilities		**2,492,919**	2,492,729
Total liabilities		**102,492,919**	102,492,729
Total equity and liabilities		**102,647,402**	102,647,100

The notes on pages 8 to 22 are an integral part of these financial statements.

The financial statements on pages 4 to 22 were approved and authorised for issue by the board of directors on 26 January 2011 and signed on its behalf by:

Director

RZB Finance (Jersey) II Limited

Statement of Changes in Equity

For the Year Ended 31 December 2010

	Notes	Total	Ordinary share capital	Retained earnings
		EUR	EUR	EUR
Balance at 1 January 2009		154,644	2	154,642
Total comprehensive income for the year				
Profit for the year		24,727	-	24,727
Total comprehensive income for the year		24,727	-	24,727
Transactions with owners, recorded directly in equity				
Dividend to equity holders	9.2	(25,000)	-	(25,000)
Total transactions with owners		(25,000)	-	(25,000)
Balance at 31 December 2009		154,371	2	154,369
Balance at 1 January 2010		154,371	2	154,369
Total comprehensive income for the year				
Profit for the year		25,112	-	25,112
Total comprehensive income for the year		25,112	-	25,112
Transactions with owners, recorded directly in equity				
Dividend to equity holders	9.2	(25,000)	-	(25,000)
Total transactions with owners		(25,000)	-	(25,000)
Balance at 31 December 2010		**154,483**	**2**	**154,481**

The notes on pages 8 to 22 are an integral part of these financial statements.

RZB Finance (Jersey) II Limited

Statement of Comprehensive Income

For the Year Ended 31 December 2010

	Note	2010 EUR	2009 EUR
Interest income		**5,945,332**	5,945,570
Interest expense		**(5,895,000)**	(5,895,000)
Net interest income	5	**50,332**	50,570
Expenses	6		
Auditors' remuneration		**6,502**	6,346
Directors' fees		**5,869**	5,913
Administrative fees		**9,907**	9,969
Other charges		**2,942**	3,615
		25,220	25,843
Total Comprehensive Income for the year		**25,112**	24,727

The notes on pages 8 to 22 are an integral part of these financial statements.

RZB Finance (Jersey) II Limited

Statement of Cash Flows

For the Year Ended 31 December 2010

	Note	2010	2009
		EUR	EUR
Cash flows from operating activities			
Interest receipts		**5,945,332**	5,945,570
Interest payments		**(5,895,000)**	(5,895,000)
Payment to suppliers		**(25,028)**	(25,186)
Net cash flows from operating activities		**25,304**	25,384
Cash flows from financing activities			
Dividend paid		**(25,000)**	(25,000)
Cash used in financing activities		**(25,000)**	(25,000)
Net increase in cash and cash equivalents		**304**	384
Cash and cash equivalents at 1 January		**129,398**	129,014
Cash and cash equivalents at 31 December	13	**129,702**	129,398

The notes on pages 8 to 22 are an integral part of these financial statements.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

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1 Reporting entity

RZB Finance (Jersey) II Limited (the "Company") is a public company domiciled in Jersey. The address of the Company's registered office is noted on page 1. The Company's activities consist in raising finance for other group companies (note 4.1).

2 Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB) and as adopted by the EU on the basis of IAS Regulation 8 EC 1606/2002.

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis.

2.3 Functional and presentation currency

These financial statements are presented in Euro, which is the Company's functional currency.

2.4 Use of estimates and judgements

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In the opinion of the directors, the accounting estimates and judgements made in the course of preparing these financial statements are not difficult to reach, subjective or complex to a degree which would warrant their description as significant and critical in terms of the requirements of IAS 1 *Presentation of Financial Statements* (revised) except as disclosed in note 12.5.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

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3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

3.1 Foreign currency transactions

Transactions in foreign currencies are translated to the Company's functional currency at the exchange rate ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to functional currency at the foreign exchange rate ruling at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year. Foreign exchange differences arising on translation are recognised in profit or loss.

3.2 Financial instruments

3.2.1 Non-derivative financial assets

The Company initially recognises loans and receivables and deposits on the date that they are originated. All other financial assets are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Company's non-derivative financial assets consist of loans and receivables.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initially recognition loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise long-term loan receivable and other receivables.

Cash and cash equivalents

Cash and cash equivalents comprise call deposits.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

3 Significant accounting policies (continued)

3.2 Financial instruments (continued)

3.2.2 Non-derivative financial liabilities

The Company initially recognises debt securities issued on the date that they are originated. All other financial liabilities are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Company has the following non-derivative financial liabilities: perpetual preferred securities and other payables.

Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest method.

3.2.3 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity.

3.3 Impairment

3.3.1 Financial assets (including receivables)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of the asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, the disappearance of an active market for a security.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

3 Significant accounting policies (continued)

3.3 Impairment (continued)

The Company considers evidence of impairment for receivables.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

3.4 Dividends

Dividends are recognised as a liability in the period in which these are declared.

3.5 Interest income

Interest income is accounted for on an accruals basis using the effective interest method.

3.6 Interest expense

Interest expense on perpetual preferred securities is accounted for on an accruals basis using the effective interest method.

3.7 Taxation

The Company is liable to Jersey income tax at 0%.

3.8 New standards and interpretations

New standards and interpretations applicable to the current year

A number of amendments to standards and interpretations which became effective for annual periods beginning on or after 1 January 2010, did not have any effect on the financial statements.

New standards and interpretations not yet effective

A number of new standards, amendments to standards and interpretations are effective for the annual periods beginning on or after 1 January 2011, and have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Company.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

4 Financial risk management

4.1 Overview

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk
- operational risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

Risk management framework

The Board of Directors ('Board') has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's Board is responsible for identifying and analysing the risks faced by the Company, for setting appropriate risk limits and controls, and for monitoring risks and adherence to limits.

The Company was set up to raise finance for the group (of which Raiffeisen-Landesbanken-Holding GmbH is the ultimate parent). This was achieved by the issue of a financial instrument listed on the Luxembourg stock exchange, the proceeds of which were used to invest in a financial instrument issued by a group entity. No other similar transactions were carried out by the Company and therefore the operations for the year consisted in servicing the financial liability from the income generated by the financial asset. In addition, the Company incurred minimal administrative expenses. As a result, the Board deems its sole involvement as sufficient to monitor the risks faced by the Company and need not delegate any specific duties to board committees.

4.2 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's loans and receivables.

4.2.1 Loans

The Company's main financial asset consist of a long-term loan receivable from a group entity, Raiffeisen Bank International AG (RBI), formerly Raiffeisen Zentralbank Osterreich AG, and its corresponding interest receivable at year-end. The Company's revenue derives mainly from this financial asset.

The Board monitors the credit risk continuously based on external ratings of RBI.

No triggers of impairment were identified on the loan receivable, with interest always received in accordance with the terms of the loan. The debtor has a long term credit rating of A/A-1 negative outlook from Standard & Poor's. Given this rating, the Board does not expect the counterparty to fail to meet its obligations.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

4 Financial risk management (continued)

4.2 Credit risk (continued)

4.2.2 Guarantees

The Company does not provide any financial guarantees.

4.3 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Due to the nature of the Company's operations, the Board considers liquidity risk faced by the Company as minimal. The most significant cash outflow consists of the payment of interest expense on the perpetual preferred securities. The timing of its cash outflows falls due on the same dates of the cash inflows from the loan receivable. The Board considers its available cash resources as enough to meet other cash outflows which mainly consist of administrative expenses.

4.4 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Due to the structure of the Company's assets and liabilities, particularly the back to back terms and conditions of the principal financial asset and liability, the net exposure to market risk is also considered to be minimal.

4.4.1 Currency risk

With the exception of certain administrative expenses which are denominated in GBP, all other transactions are undertaken in Euro.

4.4.2 Interest rate risk

Interest incurred on the financial liability is on a fixed rate basis whilst the amount receivable on the loan to a group entity yields a fixed margin over this rate in order to cover administration expenses.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

4 Financial risk management (continued)

4.5 Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with a company's processes and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all of the Company's operations.

The Company's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Company's reputation with overall cost effectiveness. Due to the nature of operations and Company's structure, the Board considers this risk to be low.

4.6 Capital management

The Company's assets and liabilities and the relative underlying terms and conditions allow for a highly probable annual margin that increases equity. The Board's policy is to have a sound capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. As the level of net interest income was established on incorporation of the Company, there is little need for the monitoring of the return on capital. The Board of Directors monitors the level of dividends to ordinary shareholders.

All ordinary shares are held by Raiffeisen Malta Bank plc and the Company does not have any share option schemes or hold its own shares.

There were no changes in the Company's approach to capital management during the year.

The Company is not subject to externally imposed capital requirements.

5 Net interest income

5.1

	2010	2009
	EUR	EUR
Interest on long term loan receivable	**5,945,000**	5,945,000
Bank interest income	**332**	570
Interest income	**5,945,332**	5,945,570
Interest expense on perpetual preferred securities	**5,895,000**	5,895,000
Net interest income	**50,332**	50,570

5.2 Interest income was earned on asset exposures that the company has with related parties.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

6 Expenses

During the year, the company did not have any employees (2009: nil).

7 Long-term loan receivable

	2010	2009
	EUR	EUR
Non-current investments		
Securitised commercial certificates of obligation	**100,000,000**	**100,000,000**

The Company's investment consist of a EUR100,000,000, Undated Securitised Commercial Certificates of Obligation issued by a related party, Raiffeisen Bank International AG ('RBI'), and subscribed in full by the Company on issuance at par.

The certificate may be redeemed at the option of the borrower on an interest payment date on or after 31 July 2013 at par in accordance with the conditions of issuance of the securitised commercial certificate of obligation. The claim of the Company shall be subordinated in accordance with Section 45 (4) of the Austrian Banking Act.

Interest is receivable from (and including) 31 July 2003 to (but excluding) 31 July 2013, annually in arrears on 31 July, in each year commencing on 31 July 2004, at a fixed rate per annum of 5.945%, and from (and including) 31 July 2013 at a rate of 2.75% per annum above the euro-zone interbank offered rate for three-month euro deposits (EURIBOR) payable quarterly in arrears on 31 October, 31 January, 30 April and 31 July in each year, commencing on 31 October 2013.

8 Other receivables

	2010	2009
	EUR	EUR
Accrued interest receivable	**2,508,301**	2,508,301
Prepayments	**9,399**	9,401
	2,517,700	2,517,702

The accrued interest arose on the securitised commercial certificate of obligation (note 7).

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

9 Share capital and reserves

9.1

	2010	2009
	EUR	EUR
Authorised Share Capital		
15,000 ordinary shares at EUR1 each	**15,000**	15,000
Issued and Fully Paid Up Share Capital		
2 Ordinary Shares at EUR1 each	2	2

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.

9.2 A dividend was declared and paid by the Company during the year.

	2010	2009
	EUR	EUR
€12,500 per ordinary share (2009: €12,500)	**25,000**	25,000

9.3 No further dividends were proposed by the directors after the end of the reporting period.

10 Perpetual preferred securities

	2010	2009
	EUR	EUR
Issued and Fully Paid Up		
1,000,000 Perpetual Non-Cumulative Non-Voting Fixed/Floating Rate Preferred Securities at EUR100 each	**100,000,000**	100,000,000

Holders of perpetual non-cumulative preferred securities receive interest which will be payable from (and including) 31 July 2003 to (but excluding) 31 July 2013, annually in arrears on 31 July, in each year commencing on 31 July 2004, at a fixed rate per annum of 5.895%, and from (and including) 31 July 2013 at a rate of 2.70% per annum above the Euro-zone interbank offered rate for three-month euro deposits (EURIBOR) payable in arrears on 31 October, 31 January, 30 April and 31 July in each year, commencing on 31 October 2013. The preferred securities do not carry the right to vote unless the interest is in arrears.

The interest is non discretionary and payment thereof is subject to the conditions included in Clause (a) of the Offering Circular.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

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10 Perpetual preferred securities (continued)

The preferred securities are redeemable at the option of the Company, subject to law and to the prior consent of Raiffeisen Bank International AG ('RBI') (which shall grant such consent only after either replacement of the principal amount of the preferred securities so redeemed by the issue of other capital of at least equivalent quality or having applied for and been granted consent by the Austrian Financial Market Supervisory Authority (the 'Finanzmarktaufsichtsbehorde' or 'FMA')), in whole but not in part, at EUR100 per preferred security plus accrued and unpaid interest for the then current interest period on 31 July 2013 or any dividend date falling thereafter and, subject as described in the "Description of the Preferred Securities".

In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Company, the holders of the preferred securities will be entitled to receive for each preferred security a liquidation preference of EUR100 plus accrued and unpaid interest for the then current interest period to the date of payment. Such entitlement will arise before any distribution of assets is made to holders of ordinary shares, preference shares or preferred securities or any other class of shares of the company or any other share or other security issued by the company and having the benefit of a guarantee from RBI ranking junior as regards participation in assets to the preferred securities, but such entitlement will rank equally with the entitlement of the holders of any other shares or securities, if any, of the company ranking pari passu with the preferred securities as regards participation in the assets of the Company.

Notwithstanding the availability of sufficient assets of the Company to pay any liquidation distribution to the holders of the preferred securities, if at the time such liquidation distribution is to be paid, proceedings are pending or have been commenced for the voluntary or involuntary liquidation, dissolution or winding-up of RBI, the liquidation distribution paid to holders of the preferred securities and the liquidation distribution per share paid to the holders of all asset parity securities, shall not exceed the amount per share that would have been paid as the liquidation distribution from the assets of RBI (after payment in full in accordance with Austrian law of all creditors of RBI, including holders of its subordinated debt but excluding holders of any liability expressed to rank pari passu with or junior to RBI's obligations under the 'Support Agreement') had the preferred securities and all asset parity securities been issued by RBI and ranked (i) junior to all liabilities of RBI (other than any liability expressed to rank pari passu with or junior to RBI's obligations under the 'Support Agreement'), (ii) pari passu with all asset parity securities of RBI and (iii) senior to RBI's Bank Share Capital.

If the liquidation distribution and any other such liquidation distributions cannot be made in full by reason of the limitation described above, such amounts will be payable pro rata in the proportion that the amount available for payment bears to the full amount that would have been payable but for such limitation. After payment of the liquidation distribution, as adjusted if applicable, the holders will have no right or claim to any of the remaining assets of the Company or RBI.

In the event of liquidation, dissolution or winding-up of RBI, the board of directors shall convene an extraordinary general meeting of the Company for the purpose of proposing a special resolution to place the Company into voluntary winding-up and the amount per share to which holders shall be entitled as a liquidation distribution will be as described above.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

11 Other payables

	2010	2009
	EUR	EUR
Accrued interest payable	2,487,205	2,487,205
Accruals	5,714	5,524
	2,492,919	2,492,729

12 Financial instruments

Exposure to credit, interest rate and currency risk arises in the normal course of the Company's business.

12.1 Credit risk

The Company's main financial asset consists of an Undated Securitised Commercial Certificate of Obligation (see note 7) issued by RBI which issuer has a Standard & Poor's long term credit rating of A/A-1 negative outlook.

The Company's maximum exposure to credit risk consists of the above instrument and its related interest receivable disclosed in note 8.

On 29 July 2003, the Company entered into an agreement with RBI ('the Support Agreement') whereby RBI agrees to make available to the Company funds sufficient to enable it to meet its obligations should it have insufficient funds.

At year end, the Company did not have any passed due or impaired receivables.

12.2 Liquidity risk

The Company's main financial liability consists of the Perpetual Preferred Securities which have maturity dates concurrent to that of the main financial asset. Furthermore, other liabilities, which are payable within one year, are not significant and are sufficiently covered by cash and cash equivalents and accrued interest receivable. Therefore, the Company does not face any significant liquidity risk.

12.3 Interest rate risk

The interest rate on the financial asset is fixed till 31 July 2013, following which the interest rate will become floating at a fixed percentage over EURIBOR. The interest income has been set at 5 basis points higher than that due on the perpetual preferred securities. A change in interest rates would therefore have no net impact on the Company's results and equity.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

12 Financial instruments (continued)

12.4 Foreign currency risk

The Company is exposed to foreign currency risk on certain expenses, which are mainly paid in Pound Sterling. The Company accepts this risk and, accordingly, does not hedge against it. A 10 percent weakening of the Euro against the Pound Sterling would have an insignificant effect on the results and equity of the Company.

12.5 Fair values

The fair values of the Company's financial assets and liabilities are as follows:

	Carrying amount 2010/2009	Fair Value 2010	Fair Value 2009
	EUR	EUR	EUR
Financial assets			
Long-term loan receivable	**100,000,000**	**80,253,000**	56,305,000
Financial liabilities			
Perpetual preferred securities	**100,000,000**	**80,253,000**	56,305,000

As at year-end, the market price of this instrument was quoted at 84% (2009: 50%). In view that the market for this instrument is not active the directors obtained dealer's quote determined on an asset swap spread of +1179.2 (2009: +1597.2) based on an instrument issued by RBI, that is substantially the same.

In view of the fact that the Company's financial asset mirrors the same terms and conditions of the financial liabilities (with the exception of a 5 basis point difference in the coupon rate) and having regard to the difference between the bid/offer price, the directors are of the opinion that the fair value of the financial asset is not materially different from that of the financial liability.

In the opinion of the directors the difference between the carrying value of the long-term loan receivable and its fair value as at 31 December 2010 does not represent an impairment of value, based on the high credit rating of RBI.

In the opinion of the directors there is no material difference between the carrying values of the Company's other financial assets and liabilities and their fair values.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

13 Cash and cash equivalents

Balances of cash and cash equivalents as shown in the Statement of Financial Position are analysed below:

	2010	2009
	EUR	EUR
Analysis of balances of cash and cash equivalents:		
Call deposits	**129,702**	129,398
Analysed in the Statement of Financial Position as follows:		
Cash and cash equivalents	**129,702**	129,398

The call deposits amounting to EUR 129,702 (2009: EUR 129,398) were held with a group entity. These bear interest at 0.25% per annum (2009: 0.25%).

14 Related parties

14.1 Identity of related parties

The Company has a related party relationship with its immediate parent company and ultimate parent company.

The Company also has a related party relationship with its directors and company secretary.

Gareth Essex-Cater is a shareholder of Mourant Limited. Each of Gareth Essex-Cater, Helen Grant and Francois Chesnay was an employee of a subsidiary of Mourant Limited. Affiliates of Mourant Limited provided administrative services to the Company at commercial rates during the period to 1st April 2010.

On 1st April 2010, Mourant Limited sold its interest in certain affiliates to State Street Corporation ("SSC"). Each of Gareth Essex-Cater, Helen Grant and Francois Chesnay is now an employee of a subsidiary of SSC. Affiliates of SSC now provide administrative services to the Company at commercial rates.

14.2 Transactions with Directors and Company Secretary

Directors of the Company are employees of an affiliate of the company secretary. During the year the company secretary charged the company management fees, administrative fees and other charges amounting to EUR12,669 (2009: EUR13,198).

14.3 Other transactions with related parties

Details of other transactions with the immediate parent company and ultimate parent company are disclosed in notes 5, 7, 8, 9 and 13.

RZB Finance (Jersey) II Limited

Notes to the Financial Statements

For the Year Ended 31 December 2010

15 Ultimate Controlling Party

Control of the company

The Company is a wholly-owned subsidiary of Raiffeisen Malta Bank plc, a company registered in Malta. The company's ultimate parent company is Raiffeisen-Landesbanken-Holding GmbH, a company registered in Austria.

KPMG Channel Islands Limited
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Independent auditor's report to the members of RZB Finance (Jersey) II Limited

We have audited the financial statements of RZB Finance (Jersey) II Limited for the year ended 31 December 2010 which comprise the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Comprehensive Income, and the Statement of Cash Flows and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and International Financial Reporting Standards as adopted by the EU are set out in the Statement of Directors' Responsibilities on page 3.

Our responsibility is to audit the financial statements in accordance with the relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies (Jersey) Law 1991. We also report to you if, in our opinion, the company has not kept proper accounting records or if we have not received all the information and explanations we require for our audit.

We read the other information accompanying the financial statements and consider whether it is consistent with those statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

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Independent auditor's report to the members of RZB Finance (Jersey) II Limited – continued

Basis of audit opinion - continued

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements:

- give a true and fair view, in accordance with International Financial Reporting Standards as adopted by the EU of the state of the company's affairs as at 31 December 2010 and of its profit for the year then ended; and

- have been properly prepared in accordance with the Companies (Jersey) Law 1991.

Eric Bertrand
for and on behalf of KPMG Channel Islands Limited
Chartered Accountants and Recognised Auditor

26 January 2011