

VCL Master S.A.  
Société Anonyme

AUDITED ANNUAL ACCOUNTS  
FOR THE FINANCIAL YEAR ENDED  
31 DECEMBER 2024

Address:  
22-24, Boulevard Royal  
L-2449 Luxembourg

RCS Luxembourg : B 149.052

VCL Master S.A.

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VCL Master S.A.

DIRECTORS' REPORT

The Board of Directors (the "**Board**") of VCL Master S.A. (the "**Company**") herewith submits its report for the year ended 31 December 2024.

General

The Company is a securitisation Company within the meaning of the Luxembourg Law of 22 March 2004 on securitisation, as amended (the "**Securitisation Law**") and has as its corporate purpose the securitisation of car lease receivables.

The Company may, in accordance with the terms of the Securitisation Law, and in particular its article 5, create one or more compartments. Each compartment shall, unless otherwise provided for in the resolution of the Board creating such compartment, correspond to a distinct part of the assets and liabilities in respect of the corresponding funding.

Summary of activities

Compartment 1

On 18 December 2009, the Company created one compartment named Compartment 1 ("**C1**"). Compartment 1 purchased a pool of monthly paid car lease receivables (the "**Lease Receivables**" or "**Permitted Assets**").

The underlying car lease contracts are mainly for the leasing of vehicles originated by Volkswagen Leasing GmbH (the "**Originator**" and "**Servicer**") via the Volkswagen group dealership network (which, inter alia, comprises of Volkswagen, Audi, SEAT, Skoda and Volkswagen Nutzfahrzeuge) throughout Germany and are entered into with both private and business customers.

Portfolio of Permitted Assets

During the year 2024, the Lease Receivables principal held by C1 was increased by EUR 1,020,140,425.52 (2023: EUR 688,294,523.95) by way of reinvestment of funds collected (Top Up) and by EUR 2,996,232,828.85 (2023: EUR 3,555,066,079.36) by way of additional issuances of Notes (Tap Up). The Lease Receivables principal was also decreased by EUR 1,031,782,741.61 (2023: EUR 695,118,198.46) by way of payments collected from Volkswagen Leasing GmbH and by EUR 2,384,908.56 (2023: EUR 1,413,187.60) by way of write-offs.

On 26 February 2024, C1 sold to VCL Multi-Compartment S.A., Compartment VCL 41, a part of its portfolio with a discounted nominal value of EUR 1,000,012,007.68 (Term Take-Out).

On 25 June 2024, C1 sold to VCL Multi-Compartment S.A., Compartment VCL 42, a part of its portfolio with a discounted nominal value of EUR 1,000,004,675.30 (Term Take-Out).

On 25 October 2024, C1 sold to VCL Multi-Compartment S.A., Compartment VCL 43, a part of its portfolio with a discounted nominal value of EUR 750,016,451.09 (Term Take-Out).

The balance of the Receivables held by C1 as at 31 December 2024 is EUR 2,866,886,110.88 (2023: EUR 2,634,713,640.75).

The purchase of the Lease Receivables has been financed by the issuance of Floating Rate Notes (the "**Notes**") and Subordinated Loan.

Floating Rate Notes

During the year 2024, C1 has increased the Notes for a total amount of EUR 3,110,600,000.00 (2023: EUR 3,353,400,000.00) and had EUR 2,591,337,610.58 redemption of Notes (2023: EUR 2,571,162,389.42). The Notes are listed on Luxembourg Stock Exchange.

Subordinated Loan

During the year under review, the outstanding balance of the Subordinated Loan increased by a total amount of EUR 162,936,354.98 (2023: EUR 194,728,027.66) due to additional subscription and by EUR 2,566,319.79 (2023: EUR 1,484,295.69) due to capitalisation of interest.

During the same period, C1 repaid EUR 166,200,722.33 of the Subordinated Loan (2023: EUR 157,919,753.07 ).

As at 31 December 2024, the balance of the Notes and Subordinated Loan are as follows:

Instrument	CCY	Outstanding amount	Initial maturity
Notes	EUR	2,692,000,000.00	September 2031
Subordinated Loan	EUR	65,164,081.87	September 2031

The Notes are backed by substantially all of the assets of the Company consisting primarily of the Company's right, title and interest in the Lease Receivables and in the title ownership of the leased vehicles which have been transferred to the Company.

The Subordinated Loan was granted to the Company by Volkswagen Financial Services AG for the purpose of credit enhancement and they rank junior to the Notes.

## **VCL Master S.A.**

### **DIRECTORS' REPORT (CONTINUED)**

#### **Summary of activities (continued)**

The Company has entered into swap agreements for each class of Notes to hedge the interest rate risk deriving from the scheduled periodic payments payable by the Lessees of the vehicles to the Company and the floating rate interest payments owed by the company under the Notes. As from 23 September 2024, all swap contracts have been renewed with ING Bank N.V. as counterparty.

Both the Notes and the Subordinated Loan are limited recourse obligations of the Company, whereby the Company pays only those amounts which are actually available to it, being essentially the amounts received from the Lease Receivables and the amounts received or paid under the interest rate swap agreements less costs.

#### **Corporate Governance**

The Board duly notes that, based on Article 52 of the law of 23 July 2016 concerning the audit profession (the “**Audit Law**”), the Company is classified as a public-interest entity and is required to establish an audit committee.

However, the Company's sole business is to act as issuer of asset-backed securities as defined in point (5) of Article 2 of Commission regulation (EC) N° 809/2004. Therefore, it is exempted from the audit committee obligation based on Article 52 (5) c).

The Company has concluded that the establishment of a dedicated audit committee or an administrative or supervisory body entrusted to carry out the function of an audit committee is not appropriate for the nature and extent of the Company's business which consists merely of an interest in assets to which the limited recourse Notes issued are linked. Furthermore, the Company operates in a strictly defined regulatory environment (e.g. Securitisation Law, CSSF supervision, listing on EU-regulated market) and is subject to respective governance mechanisms.

#### **Corporate Governance - Internal control and risk management procedures**

The Board is responsible for managing the Company and carefully managing the Company's system of internal control and risk management. Its members are jointly accountable for the management of the Company and ensuring that the statutory and legal requirements and obligations of the Company are met and complied with.

The Board has the overall responsibility for the Company's system of internal control and for achieving its effectiveness. This system of internal control is designed to manage, rather than eliminate, risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. The Company operates a management structure with clear delegated authority levels and clear functional reporting lines and accountability. All relevant decisions are subject to appropriate authorisation procedures. The Board monitors financial and operational performance and compliance controls on a continuing basis and identifies and responds to business risks as they arise.

#### **Voting rights**

Each issued share holds one vote in a meeting of shareholders. No special voting rights exist, nor does the sole Shareholder has any special right of control.

#### **Acquisition of own shares**

The Company may, to the extent and under the terms permitted by law, purchase its own shares. During the year ended 31 December 2024, the Company has not purchased any of its own shares.

#### **Research and development activities**

The Company was neither involved nor participated in any kind of research or development activities in the year ended 31 December 2024.

#### **Branches and participations of the Company**

The Company does not have any branches or participations.

#### **Board**

The Company is managed by a Board comprising at least three members. The directors, whether shareholders or not, are appointed for a period not exceeding six years by the sole Shareholder, who may at any time remove them.

The Board is vested with the powers to perform all acts of administration and disposition in compliance with the corporate objects of the Company. The Company will be bound in any circumstances by the joint signatures of two members of the Board unless special decisions have been reached concerning the authorised signature in case of delegation of powers or proxies.

On 31st December 2024, Mrs Zamyra H. Cammans, Mrs. Hélène Grine-Siciliano and Mrs Meenakshi Mussai-Ramassur were directors of the Company.

**VCL Master S.A.**

**DIRECTORS' REPORT (CONTINUED)**

**Related business risks**

Credit risk:

The Company may be exposed to a credit risk with third parties with whom it trades and may also bear the risk of settlement default.

Counterparty risk:

Some of the assets and derivatives will expose the Company to the risk of Counterparty default.

Interest rate risk:

The Receivables bear interest at fixed rates while the Notes and the Subordinated Loan will bear interest at floating rates based on 1-month EURIBOR. The Company will hedge afore-described interest rate risk related to the Notes and will use payments made by the swap counterparties to make payments on the Notes on each Payment date. The Subordinated Loan is not covered by such swap transactions. The Board considers however that the excess spread of the structure would cover any movements in the 1-month EURIBOR.


The liquidity risk, market risk, currency risk and the price risk are not defined as the directors of the Company believe that these risks are not applicable for the Company or are not deemed as principal risks to the Company as a whole.


**Subsequent events**

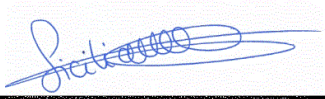
Effective as of 6 June 2025, Mrs M. Mussai-Ramassur resigned from his position as director of the Company and was replaced by Mr Lorenzo Santone.

No other events have occurred subsequent to the year-end which would have a material impact on the financial statements as at 31 December 2024.

Luxembourg, 26 June 2025

  
\_\_\_\_\_  
Mrs Z.H. Cammans  
Director

  
\_\_\_\_\_  
Mr L Santone  
Director

  
\_\_\_\_\_  
Mrs H. Grine-Siciliano  
Director



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**Ernst & Young**  
Société anonyme

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00117514/13, 00117514/14, 00117514/15, 00117514/17, 00117514/18, 00117514/19

## **Independent auditor's report**

To the Board of Directors of  
VCL Master S.A.  
22-24, Boulevard Royal  
L-2449 Luxembourg

### **Report on the audit of the financial statements**

#### **Opinion**

We have audited the financial statements of VCL Master S.A. (the "Company"), which comprise the balance sheet as at 31 December 2024, and the profit and loss account for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements.

#### **Basis for opinion**

We conducted our audit in accordance with EU Regulation N°537/2014, the Law of 23 July 2016 on the audit profession (the "Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the EU Regulation N°537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "Responsibilities of the "réviseur d'entreprises agréé" for the audit of the financial statements" section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants ("IESBA Code") as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of the audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.





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## Existence & Valuation of lease and loan receivables

### Risk identified

The purpose of the Company is purchasing portfolios of car lease receivables (the "Receivables") of customers from Volkswagen Leasing GmbH (the "Originator" and "Asset Servicer") against the issuance of listed notes. The Receivables are presented in the balance sheet caption "Investments held as fixed assets". They are purchased from the Originator at a discounted value and are amortized over the term of the underlying lease contract. The selection process of the Receivables is conducted by the Asset Servicer. Hence, controls and processes implemented by the Asset Servicer are critical to ensure that the Receivables balances exist and are accurate. The Receivables as at 31 December 2024 amounted to EUR 2,866,886,111 representing 96% of the total balance sheet and related disclosures are included in Notes 2.2.1 and 3 to the financial statements. Considering the materiality of the amount involved and the judgment required in assessing the recoverability, we identified existence and valuation of lease and loan receivables as key audit matter.

### Our audit response

Our audit procedures over the Investments held as fixed assets included, among others:

- Obtaining the legal documentation in order to confirm the existence of a servicer agreement between the Company, the Originator and Asset Servicer;
- Obtaining a confirmation as at 31 December 2024 of the Receivables from the Originator;
- Understanding and evaluating controls and processes implemented at the Asset Servicer, including among others the IT system and controls in relation to receivables management;
- Performing a sample test on Receivables by obtaining supporting lease and loan contracts reconciling them to the Originator source system;
- Obtaining all monthly reports from the Asset Servicer in charge of collecting, monitoring and reporting on the Receivables and performing reconciliations to the Asset Servicer IT system, to the accounting records of the Company, and to external bank statements on a sample basis;
- Recalculating the amortization of loan and lease receivables to verify outstanding principal and calculated interest income on a sample basis;
- Reconciling reported defaults by the Asset Servicer to the accounting records of the Company;
- Assessing the adequacy of the Company's disclosures in respect of the Investments held as fixed assets in Notes 2.2.1 and 3 to the financial statements.

### **Other information**

The Board of Directors is responsible for the other information. The other information comprises the information included in the management report but does not include the financial statements and our report of the "réviseur d'entreprises agréé" thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



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In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report this fact. We have nothing to report in this regard.

### **Responsibilities of the Board of Directors for the financial statements**

The Board of Directors is responsible for the preparation and fair presentation of these financial statements in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### **Responsibilities of the "réviseur d'entreprises agréé" for the audit of the financial statements**

The objectives of our audit are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "réviseur d'entreprises agréé" that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with EU Regulation N°537/2014, the Law of 23 July 2016 and with the ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. 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.

As part of an audit in accordance with EU Regulation N°537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain 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.
- Obtain 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.





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- Conclude on the appropriateness of Board of Directors' 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 report of the "réviseur d'entreprises agréé" 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 report of the "réviseur d'entreprises agréé". However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

### **Report on other legal and regulatory requirements**

We have been appointed as "réviseur d'entreprises agréé" by the Board of Directors on 31 July 2020 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is five years.

The management report is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

The corporate governance statement, included in the management report, is the responsibility of the Board of Directors. The information required by article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.



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We confirm that the prohibited non-audit services referred to in EU Regulation N°537/2014 were not provided and that we remained independent of the Company in conducting the audit.

Ernst & Young  
Société anonyme  
Cabinet de révision agréé

A handwritten signature in blue ink, appearing to read 'A. Kastendeuch', with a stylized flourish at the end.

Alexander Kastendeuch

Luxembourg, 26 June 2025

Annual Accounts Helpdesk :

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RCSL Nr. : B149052	Matricule : 2009 2222 447
eCDF entry date :	

BALANCE SHEET

Financial year from 01 01/01/2024 to 02 31/12/2024 (in 03 EUR )

VCL Master S.A.  
22-24, Boulevard Royal  
L-2449 Luxembourg

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid			
I. Subscribed capital not called	1101	101	102
II. Subscribed capital called but unpaid	1103	103	104
	1105	105	106
B. Formation expenses	1107	107	108
C. Fixed assets			
I. Intangible assets	1109	2.866.886.110,88	2.634.713.640,75
1. Costs of development	1111	111	112
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1113	113	114
a) acquired for valuable consideration and need not be shown under C.I.3	1115	115	116
b) created by the undertaking itself	1117	117	118
	1119	119	120
3. Goodwill, to the extent that it was acquired for valuable consideration	1121	121	122
4. Payments on account and intangible assets under development	1123	123	124
II. Tangible assets	1125	125	126
1. Land and buildings	1127	127	128
2. Plant and machinery	1129	129	130

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	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131 _____	131 _____	132 _____
4. Payments on account and tangible assets in the course of construction	1133 _____	133 _____	134 _____
III. Financial assets	1135 _____ <b>3</b>	135 <u>2.866.886.110,88</u>	136 <u>2.634.713.640,75</u>
1. Shares in affiliated undertakings	1137 _____	137 _____	138 _____
2. Loans to affiliated undertakings	1139 _____	139 _____	140 _____
3. Participating interests	1141 _____	141 _____	142 _____
4. Loans to undertakings with which the undertaking is linked by virtue of participating interests	1143 _____	143 _____	144 _____
5. Investments held as fixed assets	1145 _____	145 <u>2.866.886.110,88</u>	146 <u>2.634.713.640,75</u>
6. Other loans	1147 _____	147 _____	148 _____
<b>D. Current assets</b>	1151 _____	151 <u>134.514.350,78</u>	152 <u>102.268.444,76</u>
I. Stocks	1153 _____	153 _____	154 _____
1. Raw materials and consumables	1155 _____	155 _____	156 _____
2. Work in progress	1157 _____	157 _____	158 _____
3. Finished goods and goods for resale	1159 _____	159 _____	160 _____
4. Payments on account	1161 _____	161 _____	162 _____
II. Debtors	1163 _____	163 <u>113.648.118,02</u>	164 <u>85.520.356,92</u>
1. Trade debtors	1165 _____	165 _____	166 _____
a) becoming due and payable within one year	1167 _____	167 _____	168 _____
b) becoming due and payable after more than one year	1169 _____	169 _____	170 _____
2. Amounts owed by affiliated undertakings	1171 _____ <b>4</b>	171 <u>113.427.576,92</u>	172 <u>85.498.639,71</u>
a) becoming due and payable within one year	1173 _____	173 <u>113.427.576,92</u>	174 <u>85.498.639,71</u>
b) becoming due and payable after more than one year	1175 _____	175 _____	176 _____
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177 _____	177 _____	178 _____
a) becoming due and payable within one year	1179 _____	179 _____	180 _____
b) becoming due and payable after more than one year	1181 _____	181 _____	182 _____
4. Other debtors	1183 _____	183 <u>220.541,10</u>	184 <u>21.717,21</u>
a) becoming due and payable within one year	1185 _____	185 <u>220.541,10</u>	186 <u>21.717,21</u>
b) becoming due and payable after more than one year	1187 _____	187 _____	188 _____



Matricule : 2009 2222 447

The notes in the annex form an integral part of the annual accounts

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**CAPITAL, RESERVES AND LIABILITIES**

	Reference(s)	Current year	Previous year
<b>A. Capital and reserves</b>			
	1301 _____	301 <u>31.000,00</u>	302 <u>31.000,00</u>
I. Subscribed capital	1303 <u>6</u>	303 <u>31.000,00</u>	304 <u>31.000,00</u>
II. Share premium account	1305 _____	305 _____	306 _____
III. Revaluation reserve	1307 _____	307 _____	308 _____
IV. Reserves	1309 _____	309 _____	310 _____
1. Legal reserve	1311 <u>7</u>	311 _____	312 _____
2. Reserve for own shares	1313 _____	313 _____	314 _____
3. Reserves provided for by the articles of association	1315 _____	315 _____	316 _____
4. Other reserves, including the fair value reserve	1429 _____	429 _____	430 _____
a) other available reserves	1431 _____	431 _____	432 _____
b) other non available reserves	1433 _____	433 _____	434 _____
V. Profit or loss brought forward	1319 _____	319 _____	320 _____
VI. Profit or loss for the financial year	1321 _____	321 <u>0,00</u>	322 <u>0,00</u>
VII. Interim dividends	1323 _____	323 _____	324 _____
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
<b>B. Provisions</b>	1331 <u>8</u>	331 <u>9.662,09</u>	332 <u>9.596,64</u>
1. Provisions for pensions and similar obligations	1333 _____	333 _____	334 _____
2. Provisions for taxation	1335 _____	335 _____	336 _____
3. Other provisions	1337 _____	337 <u>9.662,09</u>	338 <u>9.596,64</u>
<b>C. Creditors</b>	1435 _____	435 <u>3.001.377.643,41</u>	436 <u>2.736.957.550,51</u>
1. Debenture loans	1437 _____	437 <u>2.693.256.524,17</u>	438 <u>2.174.080.566,63</u>
a) Convertible loans	1439 _____	439 _____	440 _____
i) becoming due and payable within one year	1441 _____	441 _____	442 _____
ii) becoming due and payable after more than one year	1443 _____	443 _____	444 _____
b) Non convertible loans	1445 <u>9</u>	445 <u>2.693.256.524,17</u>	446 <u>2.174.080.566,63</u>
i) becoming due and payable within one year	1447 _____	447 <u>1.256.524,17</u>	448 <u>1.342.956,05</u>
ii) becoming due and payable after more than one year	1449 _____	449 <u>2.692.000.000,00</u>	450 <u>2.172.737.610,58</u>
2. Amounts owed to credit institutions	1355 _____	355 _____	356 _____
a) becoming due and payable within one year	1357 _____	357 _____	358 _____
b) becoming due and payable after more than one year	1359 _____	359 _____	360 _____

The notes in the annex form an integral part of the annual accounts

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Matricule : 2009 2222 447

	Reference(s)	Current year	Previous year
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks	1361 _____	361 _____	362 _____
a) becoming due and payable within one year	1363 _____	363 _____	364 _____
b) becoming due and payable after more than one year	1365 _____	365 _____	366 _____
4. Trade creditors	1367 _____	367 _____	368 _____
a) becoming due and payable within one year	1369 _____	369 _____	370 _____
b) becoming due and payable after more than one year	1371 _____	371 _____	372 _____
5. Bills of exchange payable	1373 _____	373 _____	374 _____
a) becoming due and payable within one year	1375 _____	375 _____	376 _____
b) becoming due and payable after more than one year	1377 _____	377 _____	378 _____
6. Amounts owed to affiliated undertakings	1379 _____ <b>10</b>	379 _____ <b>308.069.559,16</b>	380 _____ <b>562.821.439,29</b>
a) becoming due and payable within one year	1381 _____	381 _____ <b>108.058.868,89</b>	382 _____ <b>375.373.384,18</b>
b) becoming due and payable after more than one year	1383 _____	383 _____ <b>200.010.690,27</b>	384 _____ <b>187.448.055,11</b>
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385 _____	385 _____	386 _____
a) becoming due and payable within one year	1387 _____	387 _____	388 _____
b) becoming due and payable after more than one year	1389 _____	389 _____	390 _____
8. Other creditors	1451 _____	451 _____ <b>51.560,08</b>	452 _____ <b>55.544,59</b>
a) Tax authorities	1393 _____	393 _____ <b>14.599,18</b>	394 _____ <b>14.076,17</b>
b) Social security authorities	1395 _____	395 _____	396 _____
c) Other creditors	1397 _____ <b>11</b>	397 _____ <b>36.960,90</b>	398 _____ <b>41.468,42</b>
i) becoming due and payable within one year	1399 _____	399 _____ <b>36.960,90</b>	400 _____ <b>41.468,42</b>
ii) becoming due and payable after more than one year	1401 _____	401 _____	402 _____
<b>D. Deferred income</b>	1403 _____	403 _____	404 _____
<b>TOTAL (CAPITAL, RESERVES AND LIABILITIES)</b>		405 _____ <b>3.001.418.305,50</b>	406 _____ <b>2.736.998.147,15</b>

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RCSL Nr. : B149052	Matricule : 2009 2222 447
eCDF entry date :	

PROFIT AND LOSS ACCOUNT

Financial year from 01 01/01/2024 to 02 31/12/2024 (in 03 EUR )

VCL Master S.A.  
22-24, Boulevard Royal  
L-2449 Luxembourg

	Reference(s)	Current year	Previous year
1. Net turnover	1701	701	702
2. Variation in stocks of finished goods and in work in progress	1703	703	704
3. Work performed by the undertaking for its own purposes and capitalised	1705	705	706
4. Other operating income	1713	7130,00	7148.034,56
5. Raw materials and consumables and other external expenses	1671	671-25.521.124,84	672-21.173.959,76
a) Raw materials and consumables	1601	601	602
b) Other external expenses	160312	603-25.521.124,84	604-21.173.959,76
6. Staff costs	1605	605	606
a) Wages and salaries	1607	607	608
b) Social security costs	1609	609	610
i) relating to pensions	1653	653	654
ii) other social security costs	1655	655	656
c) Other staff costs	1613	613	614
7. Value adjustments	1657	657	658
a) in respect of formation expenses and of tangible and intangible fixed assets	1659	659	660
b) in respect of current assets	1661	661	662
8. Other operating expenses	162113	621-21.568.626,85	622-23.223.573,20



RCSL Nr. : B149052

Matricule : 2009 2222 447

	Reference(s)	Current year	Previous year
<b>9. Income from participating interests</b>	1715	715	716
a) derived from affiliated undertakings	1717	717	718
b) other income from participating interests	1719	719	720
<b>10. Income from other investments and loans forming part of the fixed assets</b>	1721	721	722
a) derived from affiliated undertakings	1723	723	724
b) other income not included under a)	1725	725	726
<b>11. Other interest receivable and similar income</b>	1727	727	728
a) derived from affiliated undertakings	1729	729	730
b) other interest and similar income	1731	731	732
<b>12. Share of profit or loss of undertakings accounted for under the equity method</b>	1663	663	664
<b>13. Value adjustments in respect of financial assets and of investments held as current assets</b>	1665	665	666
<b>14. Interest payable and similar expenses</b>	1627	627	628
a) concerning affiliated undertakings	1629	629	630
b) other interest and similar expenses	1631	631	632
<b>15. Tax on profit or loss</b>	1635	635	636
<b>16. Profit or loss after taxation</b>	1667	667	668
<b>17. Other taxes not shown under items 1 to 16</b>	1637	637	638
<b>18. Profit or loss for the financial year</b>	1669	669	670

## **VCL Master S.A.**

### **NOTES TO THE ANNUAL ACCOUNTS**

#### **Note 1 - General information**

The Company is a Luxembourg public limited liability company incorporated in Luxembourg on 27 October 2009 for an unlimited period of time under the legal form of "Société Anonyme" and having its registered office at 22-24, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg. The Company is registered at the Registre de Commerce et des Sociétés of Luxembourg City under number B 149.052.

The accounting year of the Company begins on the 1st of January and terminates on the 31st of December.

The purpose of the Company is the Securitisation, within the meaning of the Securitisation Law, of the Permitted Assets. The Company may enter into any agreement and perform any action necessary or useful for the purposes of securitising Permitted Assets, including, without limitation, disposing of its assets in accordance with the relevant agreements.

The Company may only carry out the above activities if and to the extent that they are compatible with the Securitisation Law.

The Company may, in accordance with the terms of the Securitisation Law, and in particular its article 5, create one or more compartments. Each compartment shall, unless otherwise provided for in the resolution of the Board creating such compartment, correspond to a distinct part of the assets and liabilities in respect of the corresponding funding.

The Company is included in the consolidated accounts of Volkswagen AG, forming the largest body of undertakings of which the Company forms a part as a subsidiary undertaking. The registered office of Volkswagen AG is located at Berliner Ring 2, 38440 Wolfsburg, (HRB Nr. 100484) and the consolidated accounts are available at the same address.

In addition, the Company is included in the consolidated accounts of Volkswagen Leasing GmbH, forming the smallest body of undertakings included in the body of undertakings referred to in the above-mentioned paragraph of which the Company forms a part as a subsidiary undertaking. The registered office of Volkswagen Leasing GmbH is located at Gifhorner Str. 57, 38112 Braunschweig, (HRB Nr. 1858) and the consolidated accounts are available at the same address.

Capitalised terms not defined within these audited annual accounts are defined in the respective transaction documents of each compartment of the Company.

#### **Note 2 - Summary of significant accounting policies**

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

These annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention. Accounting policies and valuation rules are, besides the ones laid down by the law of 19 December 2002 (as amended), determined and applied by the Board.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the year in which the assumptions changed. The Board believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Board makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

These annual accounts are stated in EUR, the functional and presentation currency of the Company.

##### **2.2 Significant accounting policies**

The main valuation rules applied by the Company are the following:

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

Permitted Assets included in financial assets are recorded at their discounted nominal value (acquisition price). In case of a durable depreciation in value according to the opinion of the Board, value adjustments are made in respect of financial assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply. In case of write-offs, they are directly deducted from the Permitted Assets.

VCL Master S.A.

NOTES TO THE ANNUAL ACCOUNTS (CONTINUED)

Note 2 - Summary of significant accounting policies (continued)

2.2.2 Debtors

Other debtors are recorded at their nominal value. They are subject to value adjustments where their recovery is either uncertain or compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.3 Prepayments

This asset item includes expenditures incurred during the financial year but relating to a subsequent financial year.

2.2.4 Provisions

Provisions are intended to cover charges which at the balance sheet date are either likely to incur or certain to be incurred but uncertain as to their amount or the date on which they will arise.

2.2.5 Notes issued

Notes issued are stated at par value less any repayments made to their principal.

2.2.6 Creditors

Where the amount repayable on account is greater than the amount received, the difference may be accounted for in the profit and loss account when the debt is issued.

2.2.7 Interest receivable and payable

Interest receivable and payable are recorded on an accrual basis.

2.2.8 Equalisation provision / Overcollateralisation charges

Losses during the year as a result from sales, defaults, lower market values or cost may cause a partial reduction on the assets. Such shortfalls will be borne by the holders of the Subordinated Loan in inverse order of the priority of payments when there is no Overcollateralisation liability.

Consequently, a decrease in value will be made and deducted from the amount repayable on the Subordinated Loan / Overcollateralisation liability and booked in the profit and loss account as "Other operating income".

Similarly, in case of profit made during the year, the Equalisation provision/ Overcollateralisation charges booked in the profit and loss as "Other operating expenses" will accordingly increase the Subordinated Loan / Overcollateralisation liability.

2.2.9 Derivative financial instruments

The Company may enter into derivative financial instruments such as swaps in order to reduce its exposure coming from the floating rate of the Notes against the fixed rate of the Permitted Assets. In case of hedging of an asset or liability which is not recorded at fair value, unrealised gains or losses are deferred until the realised gains or losses on the hedged item are realised. As the derivatives are only used for hedging items (notes) which are recorded at cost, no provision or impact in P&L is recorded in case there is a negative fair value of the derivatives. The interests linked to derivatives instruments are recorded on an accrual basis at the closing date. Commitments relating to swap transactions are recorded in the off-balance sheet accounts (see note 24).

Note 3 - Financial assets

Investments held as fixed assets	<b>2024</b>	<b>2023</b>
	EUR	EUR
<u>Permitted Assets</u>		
Opening balance	2,634,713,640.75	1,837,894,596.96
Acquisition via reinvestment of funds collected (Top-Up)	1,020,140,425.52	688,294,523.95
Acquisition via additional issuances of Notes (Tap-Up)	2,996,232,828.85	3,555,066,079.36
Repayment during the year	(1,031,782,741.61)	(695,118,198.46)
Write-offs	(2,384,908.56)	(1,413,187.60)
Term Take-Out	(2,750,033,134.07)	(2,750,010,173.46)
Closing balance	<u>2,866,886,110.88</u>	<u>2,634,713,640.75</u>

VCL Master S.A.

NOTES TO THE ANNUAL ACCOUNTS (CONTINUED)

Note 3 - Financial assets (continued)

During the year 2024, the Lease Receivables principal held by C1 was increased by EUR 1,020,140,425.52 (2023: EUR 688,294,523.95) by way of reinvestment of funds collected (Top Up) and by EUR 2,996,232,828.85 (2023: EUR 3,555,066,079.36) by way of additional issuances of Notes (Tap Up). The Lease Receivables principal was also decreased by EUR 1,031,782,741.61 (2023: EUR 695,118,198.46) by way of payments collected from Volkswagen Leasing GmbH and by EUR 2,384,908.56 (2023: EUR 1,413,187.60) by way of write-offs.

On 26 February 2024, C1 sold to VCL Multi-Compartment S.A., Compartment VCL 41, a part of its portfolio with a discounted nominal value of EUR 1,000,012,007.68 (Term Take-Out).

On 25 June 2024, C1 sold to VCL Multi-Compartment S.A., Compartment VCL 42, a part of its portfolio with a discounted nominal value of EUR 1,000,004,675.30 (Term Take-Out).

On 25 October 2024, C1 sold to VCL Multi-Compartment S.A., Compartment VCL 43, a part of its portfolio with a discounted nominal value of EUR 750,016,451.09 (Term Take-Out).

Interest income for C1 the year ended 31 December 2024 amounted to EUR 142,788,624.07 (2023: EUR 101,849,750.82) (see note 14).

No value adjustments have been recorded.

Note 4 - Amounts owed by affiliated undertakings

	2024	2023
	EUR	EUR
<u>Becoming due and payable within one year</u>		
Receivable from Volkswagen Leasing GmbH	113,427,576.92	85,498,639.71
Total amounts owed by affiliated undertakings - becoming due and payable within one year	113,427,576.92	85,498,639.71

This amount mainly stands for the receivables due from Volkswagen Leasing GmbH for the December 2024 collection of the Permitted Assets, which is due in January 2025 for C1.

Note 5 - Cash at bank and in hand

	2024	2023
	EUR	EUR
Cash collateral account	20,622,650.86	16,510,363.28
Disbursement account	243,581.90	237,724.56
Total cash at bank and in hand	20,866,232.76	16,748,087.84

Note 6 - Subscribed capital

As at 31 December 2024, the subscribed capital amounts to EUR 31,000.00 and is divided into 3,100 shares fully paid-up with a par value of EUR 10.00 each. The authorised capital amounts to EUR 31,000.00.

Note 7 - Legal reserve

Luxembourg companies are required to allocate to a legal reserve a minimum of 5% of the annual net income, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

Note 8 - Provisions

	2024	2023
	EUR	EUR
<u>Other provisions</u>		
Audit fees	8,404.11	8,404.11
Tax advisory fees	1,257.98	1,192.53
Total other provisions	9,662.09	9,596.64



VCL Master S.A.

NOTES TO THE ANNUAL ACCOUNTS (CONTINUED)

Note 9 - Non convertible loans	2024	2023
	EUR	EUR
<u>Becoming due and payable within one year</u>		
Interest on Class A Notes	1,200,635.67	1,291,491.05
Interest on Class B Notes	55,888.50	51,465.00
Total becoming due and payable within one year	1,256,524.17	1,342,956.05
<u>Becoming due and payable after more than one year</u>		
Class A Notes	2,591,300,000.00	2,099,737,610.58
Class B Notes	100,700,000.00	73,000,000.00
Total becoming due and payable after more than one year	2,692,000,000.00	2,172,737,610.58
Total non convertible loans	2,693,256,524.17	2,174,080,566.63

Since 23 September 2024, the floating rate interest on the Notes is swapped to a fixed rate of 2.84% for Class A Notes and of 3.46% for Class B Notes.

The Notes are backed by substantially all of the assets of the Company consisting primarily of the Company's right, title and interest in the Lease Receivables and in the title ownership of the leased vehicles which have been transferred to the Company.

All series of Notes are listed on the Luxembourg Stock Exchange. Class B Notes rank junior to Class A Notes.

Note 10 - Amounts owed to affiliated undertakings	2024	2023
	EUR	EUR
<u>Becoming due and payable within one year</u>		
Amounts due to Volkswagen Leasing GmbH	104,583,711.49	372,330,881.06
Servicer fees	2,387,144.38	1,942,565.52
Advanced payments	944,999.90	944,999.90
Reserve bond issue expenses	97,253.45	97,253.45
Interest payable on Subordinated Loan	45,759.67	57,684.25
Total becoming due and payable within one year	108,058,868.89	375,373,384.18
<u>Becoming due and payable after more than one year</u>		
Overcollateralisation payable	134,846,608.40	121,585,925.68
Subordinated Loan	65,164,081.87	65,862,129.43
Total becoming due and payable after more than one year	200,010,690.27	187,448,055.11
Total amounts owed to affiliated undertakings	308,069,559.16	562,821,439.29

The advanced payments relate to the amounts paid in advance by Volkswagen Leasing GmbH to cover the future purchase of Permitted Assets.

Overcollateralisation payable represents an excess of the Permitted Assets' nominal value over the nominal value of the Notes, the equalisation provision and year-end payable towards Volkswagen Leasing GmbH.

Note 11 - Other creditors	2024	2023
	EUR	EUR
<u>Becoming due and payable within one year</u>		
Other creditors	36,960.90	41,468.42
Total other creditors - becoming due and payable within one year	36,960.90	41,468.42

**VCL Master S.A.****NOTES TO THE ANNUAL ACCOUNTS (CONTINUED)****Note 12 - Other external expenses**

	<b>2024</b>	<b>2023</b>
	EUR	EUR
Servicer fees	25,224,538.92	18,015,711.75
Listing fees	145,431.58	137,188.00
Rating agency fees	71,202.40	44,061.06
Other miscellaneous operating charges	26,091.16	26,312.10
Maintenance fees	25,678.00	24,662.00
Trustee services	9,493.04	15,372.74
Custodian fees	8,775.00	8,120.00
Audit fees	8,404.11	8,404.11
Tax advisory fees	1,323.43	31,903.32
Legal fees	187.20	-
Success fees	-	2,862,224.68
Total other external expenses	<u>25,521,124.84</u>	<u>21,173,959.76</u>

Success fee is the remaining balance available in the waterfall which is invoiced and paid to the originator.

**Note 13 - Other operating expenses**

	<b>2024</b>	<b>2023</b>
	EUR	EUR
Realized loss on term take-out	15,461,031.03	13,074,855.56
Overcollateralisation charges	6,107,595.82	10,148,717.64
Total other operating expenses	<u>21,568,626.85</u>	<u>23,223,573.20</u>

Overcollateralisation charges represent payments obligations towards Volkswagen Leasing GmbH out of any surplus of cash-flows in accordance with the Order of Priority as defined in the Trust agreement.

**Note 14 - Income from other investments and loans forming part of fixed assets**

	<b>2024</b>	<b>2023</b>
	EUR	EUR
<u>Other income not included under a)</u>		
Interest income from Permitted Assets	142,788,624.07	101,849,750.82
Total other income not included under a)	<u>142,788,624.07</u>	<u>101,849,750.82</u>

**Note 15 - Other interest receivable and similar income**

	<b>2024</b>	<b>2023</b>
	EUR	EUR
<u>Other interest and similar income</u>		
Net interest income on swaps	9,459,389.96	9,087,964.56
Bank interest income	776,181.84	283,812.20
Total other interest and similar income	<u>10,235,571.80</u>	<u>9,371,776.76</u>

**Note 16 - Interest payable and similar expenses**

	<b>2024</b>	<b>2023</b>
	EUR	EUR
<u>Concerning affiliated undertakings</u>		
Interest expense on Subordinated Loan	4,193,365.45	2,441,902.35
Total concerning affiliated undertakings	<u>4,193,365.45</u>	<u>2,441,902.35</u>
<u>Other interest and similar expenses</u>		
Interest expense on Class A Notes	93,834,926.84	60,002,784.66
Interest expense on Class B Notes	3,863,630.15	2,197,640.79
Net interest expense on swaps	1,652,798.18	771,698.78
Total other interest and similar expenses	<u>99,351,355.17</u>	<u>62,972,124.23</u>
<b>Total interest payable and similar expenses</b>	<u><b>103,544,720.62</b></u>	<u><b>65,414,026.58</b></u>

VCL Master S.A.

NOTES TO THE ANNUAL ACCOUNTS (CONTINUED)

Note 17 - Balance sheet as at 31 December 2024 per compartment

ASSETS	Compartment 1		General compartment		Total	
	2024	2023	2024	2023	2024	2023
	EUR	EUR	EUR	EUR	EUR	EUR
<b>A. Fixed assets</b>						
Financial assets	<b>2,866,886,110.88</b>	<b>2,634,713,640.75</b>	-	-	<b>2,866,886,110.88</b>	<b>2,634,713,640.75</b>
Investment held as fixed assets	2,866,886,110.88	2,634,713,640.75	-	-	2,866,886,110.88	2,634,713,640.75
<b>B. Current assets</b>	<b>134,514,350.78</b>	<b>102,268,444.76</b>	<b>31,000.00</b>	<b>31,000.00</b>	<b>134,545,350.78</b>	<b>102,299,444.76</b>
Debtors						
Amounts owed by affiliated undertakings						
- becoming due and payable within one year	113,427,576.92	85,498,639.71	-	-	113,427,576.92	85,498,639.71
Other debtors						
- becoming due and payable within one year	220,541.10	21,717.21	-	-	220,541.10	21,717.21
- becoming due and payable within one year from another compartment	-	-	31,000.00	31,000.00	31,000.00	31,000.00
Cash at bank and in hand	20,866,232.76	16,748,087.84	-	-	20,866,232.76	16,748,087.84
<b>C. Prepayments</b>	<b>17,843.84</b>	<b>16,061.64</b>	-	-	<b>17,843.84</b>	<b>16,061.64</b>
<b>Total Assets</b>	<b>3,001,418,305.50</b>	<b>2,736,998,147.15</b>	<b>31,000.00</b>	<b>31,000.00</b>	<b>3,001,449,305.50</b>	<b>2,737,029,147.15</b>
<b>CAPITAL, RESERVES AND LIABILITIES</b>						
<b>A. Capital and reserves</b>	-	-	<b>31,000.00</b>	<b>31,000.00</b>	<b>31,000.00</b>	<b>31,000.00</b>
Subscribed capital	-	-	31,000.00	31,000.00	31,000.00	31,000.00
<b>B. Provisions</b>	<b>9,662.09</b>	<b>9,596.64</b>	-	-	<b>9,662.09</b>	<b>9,596.64</b>
Other provisions	9,662.09	9,596.64	-	-	9,662.09	9,596.64
<b>C. Creditors</b>	<b>3,001,408,643.41</b>	<b>2,736,988,550.51</b>	-	-	<b>3,001,408,643.41</b>	<b>2,736,988,550.51</b>
Debenture loans						
Non convertibles loans						
- becoming due and payable within one year	1,256,524.17	1,342,956.05	-	-	1,256,524.17	1,342,956.05
- becoming due and payable after more than one year	2,692,000,000.00	2,172,737,610.58	-	-	2,692,000,000.00	2,172,737,610.58
Amounts owed to affiliated undertakings						
- becoming due and payable within one year	108,058,868.89	375,373,384.18	-	-	108,058,868.89	375,373,384.18
- becoming due and payable after more than one year	200,010,690.27	187,448,055.11	-	-	200,010,690.27	187,448,055.11
Other creditors						
Tax authorities	14,599.18	14,076.17	-	-	14,599.18	14,076.17
Other creditors						
- becoming due and payable within one year	36,960.90	41,468.42	-	-	36,960.90	41,468.42
- becoming due and payable within one year from another compartment	31,000.00	31,000.00	-	-	31,000.00	31,000.00
<b>Total Capital, Reserves and Liabilities</b>	<b>3,001,418,305.50</b>	<b>2,736,998,147.15</b>	<b>31,000.00</b>	<b>31,000.00</b>	<b>3,001,449,305.50</b>	<b>2,737,029,147.15</b>

The captions “Other debtors - becoming due and payable within one year from another compartment” and “Other creditors - becoming due and payable within one year against another compartment” state amounts receivable or payable between compartments of the Company and are eliminated in the eCDF balance sheet previously display.

VCL Master S.A.

NOTES TO THE ANNUAL ACCOUNTS (CONTINUED)

Note 18 - Profit and loss account for the year from 1 January 2024 to 31 December 2024 per compartment

	Compartment 1		General compartment		Total	
	2024	2023	2024	2023	2024	2023
	EUR	EUR	EUR	EUR	EUR	EUR
Other operating income	-	8,034.56	-	-	-	8,034.56
Other external expenses	(25,521,124.84)	(21,173,959.76)	-	-	(25,521,124.84)	(21,173,959.76)
Other operating expenses	(21,568,626.85)	(23,223,573.20)	-	-	(21,568,626.85)	(23,223,573.20)
Income from other investments and loans forming part of the fixed assets	<b>142,788,624.07</b>	<b>101,849,750.82</b>	-	-	<b>142,788,624.07</b>	<b>101,849,750.82</b>
- other income not included under a)	142,788,624.07	101,849,750.82	-	-	142,788,624.07	101,849,750.82
Other interest receivable and similar income	<b>10,235,571.80</b>	<b>9,371,776.76</b>	-	-	<b>10,235,571.80</b>	<b>9,371,776.76</b>
- other interest and similar income	10,235,571.80	9,371,776.76	-	-	10,235,571.80	9,371,776.76
Value adjustments in respect of financial assets and of investments held as current assets	(2,384,908.56)	(1,413,187.60)	-	-	(2,384,908.56)	(1,413,187.60)
Interest payable and similar expenses	<b>(103,544,720.62)</b>	<b>(65,414,026.58)</b>	-	-	<b>(103,544,720.62)</b>	<b>(65,414,026.58)</b>
- concerning affiliated undertakings	(4,193,365.45)	(2,441,902.35)	-	-	(4,193,365.45)	(2,441,902.35)
- other interest and similar expenses	(99,351,355.17)	(62,972,124.23)	-	-	(99,351,355.17)	(62,972,124.23)
Tax on profit or loss	-	-	-	-	-	-
Other taxes not shown under items 1 to 16	(4,815.00)	(4,815.00)	-	-	(4,815.00)	(4,815.00)
Profit or loss for the financial year	-	-	-	-	-	-



VCL Master S.A.

NOTES TO THE ANNUAL ACCOUNTS (CONTINUED)

Note 19 - Taxes

The Company is subject to the tax regulations applicable to the securitisation companies in Luxembourg.

The Company is part of a group that falls within the scope of the Global Anti-Base Erosion Model Rules “Pillar Two rules” released by the Organization for Economic Co-operation and Development (“OECD”) that aim to ensure that large multinationals with a global revenue exceeding €750 million pay a minimum corporate tax rate of 15%. Luxembourg adopted the law n°8292 “Pillar Two law” on 20 December 2023, transposing the EU Directive 2022/2523, as further amended. The Pillar Two law is in force for financial years beginning on or after 31 December 2023.

The Pillar Two law includes an Income Inclusion Rule (IIR), effective from 31 December 2023, a Qualified Domestic Minimum Top-up Tax (QDMTT), effective from 31 December 2023, and an Undertaxed Profits Rule (UTPR), effective from 31 December 2024.

The Board has assessed the potential exposure for the Company to these taxes and has concluded that for the financial year 1 January 2024 – 31 December 2024 the Company should fall under definition of a “securitization entity” as stipulated in the Article 2, 51° of Pillar Two Law and any QDMTT in respect of the income of the Company should be allocated to other Luxembourg constituent entities.

Note 20 - Staff

The Company did not employ any staff during the year under review.

Note 21 - Emoluments granted to the Members of the Board

No emoluments have been granted to any member of the Board, nor have any obligations arisen or been entered into by the Company in respect of retirement pensions for former members of the Board.

Note 22 - Loans or advances granted to the Members of the Board

No loans or advances have been granted to any member of the Board.

Note 23 - Audit and non-audit services

Fees that were recognized as other external expenses for services provided during the financial year to the Company by Ernst & Young S.A. as Réviseur d'Entreprises agréé and as authorised Cabinet de révision agréé were as follows:

Amount excluding VAT	2024 EUR	2023 EUR
Audit fees	7,183.00	7,183.00
Other assurance services	-	-
Tax advisory services	-	-
Non-audit services	-	-
Total	7,183.00	7,183.00

VCL Master S.A.

NOTES TO THE ANNUAL ACCOUNTS (CONTINUED)

Note 24 - Off balance sheet commitments

The Company has entered into Swap Agreements to hedge the Company's interest rate risk derived from floating interest rate on the Notes issued (see note 9). Settlement of the swaps is performed on the 25th day of each month. As from 23 September 2024, all swap contracts have been renewed with ING Bank N.V. as counterparty. The termination dates of the swap contracts are in September 2031.

	Curr	Nominal amount	Fair value
<u>Swaps on Notes Series A - C1</u>			
Class A 2010-2 swap - ING Bank N.V.	EUR	285,300,000.00	(191,065.53)
Class A 2011-2 swap - ING Bank N.V.	EUR	142,700,000.00	(95,507.52)
Class A 2012-2 swap - ING Bank N.V.	EUR	237,800,000.00	(159,196.05)
Class A 2012-3 swap - ING Bank N.V.	EUR	185,000,000.00	(130,002.45)
Class A 2013-1 swap - ING Bank N.V.	EUR	95,100,000.00	(63,688.54)
Class A 2015-1 swap - ING Bank N.V.	EUR	475,600,000.00	(318,504.44)
Class A 2017-1 swap - ING Bank N.V.	EUR	95,100,000.00	(63,688.54)
Class A 2017-3 swap - ING Bank N.V.	EUR	570,700,000.00	(382,080.57)
Class A 2018-1 swap - ING Bank N.V.	EUR	76,000,000.00	(50,968.73)
Class A 2020-1 swap - ING Bank N.V.	EUR	190,200,000.00	(127,376.99)
Class A 2024-1 swap - ING Bank N.V.	EUR	237,800,000.00	(159,196.05)
	EUR	2,591,300,000.00	(1,741,275.41)
<u>Swaps on Notes Series B - C1</u>			
Class B 2014-1 swap - ING Bank N.V.	EUR	40,000,000.00	(9,565.35)
Class B 2014-3 swap - ING Bank N.V.	EUR	50,000,000.00	(11,935.56)
Class B 2018-1 swap - ING Bank N.V.	EUR	10,700,000.00	(2,656.02)
	EUR	100,700,000.00	(24,156.93)
Total	EUR	<u>2,692,000,000.00</u>	<u>(1,765,432.34)</u>

As at 31 December 2024, the Swaps have a nominal value of EUR 2,692,000,000.00 (2023: EUR 1,978,537,610.58) for C1.

During 2024, the interest income on swaps amounted to EUR 9,459,389.96 (2023: EUR 9,087,964.56) of C1 (see note 15).


During 2024, the interest expense on swaps amounted to EUR 1,652,798.18 (2023: EUR 771,698.78) of C1 (see note 16).


Note 25 - Subsequent events

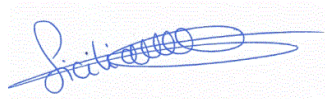
Effective as of 6 June 2025, Mrs M. Mussai-Ramassur resigned from his position as director of the Company and was replaced by Mr Lorenzo Santone.

No other events have occurred subsequent to the year-end which would have a material impact on the financial statements as at 31 December 2024.

Luxembourg, 26 June 2025

  
\_\_\_\_\_  
Mrs Z.H. Cammans  
Director

  
\_\_\_\_\_  
Mr L. Santone  
Director

  
\_\_\_\_\_  
Mrs H. Grine-Siciliano  
Director