

Financial report 2012

Volkswagen International Finance N.V.

Amsterdam

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Management report

Volkswagen International Finance N.V. ('VIF') is one of the funding vehicles of Volkswagen AG ('VWAG') and its subsidiaries. VIF raises funds from the capital markets by issuing notes and lends the proceeds on to Volkswagen Group and joint venture companies. Basis for the issuing activities are the regularly updated Debt Issuance Programme (DIP Programme) of EUR 25 billion, that adheres to the European Prospective Directive Standards, as well as the EUR 10 billion Multi Currency Commercial Paper Programme (CP Programme). All issues are guaranteed by VWAG. Therefore, the VIF rating by Moody's and Standard & Poor's is derived from the VWAG rating. According to Moody's, VWAG's rating is set to P-2 (short-term) and A3 (long-term) with a positive outlook. Standard & Poor's assessed VWAG's creditworthiness as A-2 (short-term) and A- (long-term) with a positive outlook.

The financing activities are carried out in different currencies and interest terms. To avoid currency and interest risks, VIF concludes interest and currency swaps.

Currently, there are no female directors in the company. The company will investigate how to deal with this in the future.

Financing activities 2012

In 2012, VIF was able to hold its powerful position as issuer and managed to extend its strong financial solidity by taking advantage of existing market opportunities. In March and November, the company successfully issued two multi-tranche bonds totalling USD 5.95 billion to U.S. qualified institutional buyers relying on the exemption from the requirements of the U.S. Securities Act of 1933, as amended, provided by Rule 144A thereunder. The notes are unconditionally and irrevocably guaranteed by VWAG.

For the second time, VIF issued a 5-year bond on the Hong Kong capital market to the amount of CNY 1.0 billion (EUR 122 million) in November 2012. The Volkswagen Group intends to support its long-term growth in China by using this market as a funding source.

To further strengthen the liquidity and capital position for the future global growth and the consistent implementation of the 2018 strategy of the Volkswagen Group, VIF issued a mandatory convertible bond in the amount of EUR 2.5 billion under the subordinated guarantee of VWAG in November 2012. The bond is convertible into new bearer preferred shares of VWAG, and the terms allow for early conversion. The mandatory convertible bond has an annual coupon of 5.50%. The subscription right of existing shareholders has been excluded. This transaction increased both the net cash position and the capital structure of Volkswagen Group.

Throughout 2012, VIF raised a total of EUR 8.3 billion (2011: EUR 233.8 million) issuing under the above-mentioned DIP Programme.

The proceeds of all issues were granted to Volkswagen Group companies.

VIF also redeemed 3 DIP issues with a EUR equivalent of 2.8 billion (2011: 4 DIP issues totalling EUR 1.6 billion) and 5 CP issues with a total EUR equivalent of 101 million (2011: 21 CP issues totalling EUR 490 million). In addition, redemption was paid of one tranche of 144A Bond issued in 2011 totalling USD 500 million.

Holding activities 2012

The number of participations held by VIF increased from 22 to 23 in 2012.

The book value of participations decreased by EUR 163.5 million to EUR 4.3 billion (2011: EUR 4.5 billion). The change is due to: (i) a decrease of the capital reserve of Volkswagen International Payment Services N.V. ('VIPS'); (ii) the sale of Import Volkswagen Group s.r.o. ('IVG'); (iii) the purchase of Volkswagen Group Polska Sp. z o.o. ('VGP'); and (iv) impairment charges on Volkswagen India Private Ltd.

Following events in respect to the participation business took place in 2012:

On 1 January 2012, VIF sold its Czech subsidiary IVG to Porsche Holding GmbH (sales price: EUR 59 million; gain from disposal: EUR 2 million).

Furthermore, on 2 January 2012, VIF purchased two Polish sales companies: (i) ŠKODA Auto Polska S.A. (49% shares from Kulczyk Holding S.A. and 51% shares from ŠKODA Auto a.s.) for a purchase price equivalent of EUR 27.6 million; and (ii) KPI Polska Sp. z o.o. (100% shares from Kulczyk Pon Investment B.V.) for a purchase price equivalent of EUR 210.4 million. Both companies merged to Volkswagen Group Polska Sp. z o.o. on 1 June 2012.

On 31 August 2012, VIF sold KPI Retail Sp. z o.o. (a subsidiary of KPI Polska Sp z.o.o.) to Porsche Holding GmbH for EUR 10.6 million.

On 2 February 2012, Volkswagen Finance Luxemburg S.A. ('VFL') was incorporated. VIF initially contributed capital in the amount of EUR 2 million on 30 January 2012, followed by a capital increase of EUR 1.1 billion on 19 July 2012. In return VIF received shares in the capital of VFL, which were transferred to VWAG. VWAG thus became 100% shareholder of VFL.

On 20 November 2012, VIF incorporated Volkswagen Group Hong Kong Ltd. and paid in capital of EUR 100,000.

On 13 December 2012, VIF signed a joint venture agreement with two Saudi-Arabian partners. VIF 51% agreed investing EUR 9.6 million as of 23 January 2013 and holds 51% of the shares. Of the remaining shares, El Seif owns 39% and SAMACO 10%. It is expected that Volkswagen Group Saudi Arabia LLC takes up its business in the first quarter of 2013.

Risk Management

The main business risks of VIF are the interest rate risk, currency risk, liquidity risk and credit risk. The Supervisory Board has set limits to restrict those risks. VIF uses adequate tools to assess and to monitor them. Further information on the risk management of the company is included in note 4 to the financial statements.

Financial Performance of the year

VIF realised earnings of EUR 1 billion after tax in 2012 against EUR 1.4 billion in 2011. The company generates income mainly from the holding and the Group financing business. Result from participations adds up to EUR 999 million compared to EUR 1.4 billion in 2011. Interest income from Group financing activities amounts to EUR 22.1 million (2011: EUR 28.7 million). The decrease is mainly due to a less favourable interest rate environment and the introduction of cash pooling with the Global Treasury Platform managed by Volkswagen Group Services S.A. on a short-term basis.

Legal shareholders of VIF are VWAG (103,034 shares) and Global VW Automotive B.V. (1 share). In November 2006, both companies entered into an Agreement of Limited Partnership and thus formed Global Automotive C.V. pursuant to Section 19 of the Dutch Commercial Code by contributing the economic rights to these shares. According to the resolution of its legal shareholders, VIF paid a dividend totalling EUR 300,000 to Global Automotive C.V. in 2012. The dividend was paid out of the retained earnings.

Forecast 2013

Current year's business volume will be on a similar level as in 2012. With respect to the holding business we do not anticipate any material contribution or acquisition of new subsidiaries. However, a new National Sales Company (NSC) might be accommodated under the VIF holding.

For 2013, we expect a lower dividend income and a profit from the financing business that is comparable to the 2012 figures.

Amsterdam, 8 March 2013

Original has been signed by
B. Bätge

Original has been signed by
V. Delva

Financial statements

Balance sheet as at 31 December 2012

(after proposed profit appropriation)

| | Ref. | 31 December 2012 | | 31 December 2011 | |
|---|------|------------------|------------|------------------|------------|
| | | EUR'000 | EUR'000 | EUR'000 | EUR'000 |
| <i>Assets</i> | | | | | |
| Fixed assets | | | | | |
| Tangible fixed assets | 5 | 40 | | 99 | |
| Intangible fixed assets | 5 | 17 | | - | |
| Shares in participations | 6 | 4,343,055 | | 4,506,574 | |
| Loans to Volkswagen Group companies | 7 | 20,137,311 | | 8,844,368 | |
| Loans to joint ventures of the Volkswagen Group | 7 | 145,340 | | 31,446 | |
| Total fixed assets | | | 24,625,763 | | 13,382,487 |
| Current assets | | | | | |
| Receivables due from Volkswagen Group companies | 7 | 4,538,018 | | 4,516,777 | |
| Receivables due from joint ventures of the Volkswagen Group | 7 | 12,038 | | 139,442 | |
| Other assets | 8 | 26,688 | | 48,574 | |
| Prepayments and accrued expenses | 9 | 71,623 | | 40,385 | |
| Deposits at banks | | 8,077 | | 27,770 | |
| Cash at Volkswagen Group companies | | 166,203 | | | |
| Cash at banks and in hand | | 602 | | 302 | |
| Total current assets | | 4,823,249 | | | 4,773,250 |
| Total assets | | | 29,449,012 | | 18,155,737 |

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

| | Ref. | 31 December 2012 | | 31 December 2011 | |
|---|------|------------------|------------|------------------|------------|
| | | EUR'000 | EUR'000 | EUR'000 | EUR'000 |
| <i>Shareholders' equity and liabilities</i> | | | | | |
| Shareholders' equity | 10 | | | | |
| Issued and paid-up share capital | | 103,035 | | 103,035 | |
| Share premium reserve | | 1,000,120 | | 2,102,155 | |
| Retained earnings | | 3,891,286 | | 2,878,325 | |
| Total shareholders' equity | | | 4,994,441 | | 5,083,515 |
| Long-term liabilities | 11 | | | | |
| Bonds | | 19,886,452 | | 8,503,929 | |
| Liabilities to Volkswagen Group companies | | 35,000 | | - | |
| Total long-term liabilities | | | 19,921,452 | | 8,503,929 |
| Current liabilities | 12 | | | | |
| Bonds | | 3,993,450 | | 3,201,732 | |
| Commercial papers | | 59,965 | | 40,949 | |
| Liabilities to Volkswagen Group companies | | 93,287 | | 882,781 | |
| Other liabilities | | 342,152 | | 365,682 | |
| Deferred income | 13 | 21,457 | | 7,500 | |
| Current income tax | | 1,505 | | 630 | |
| Trade payables | | 62 | | 178 | |
| Accrued liabilities | 13 | 21,241 | | 68,841 | |
| Total current liabilities | | | 4,533,119 | | 4,568,293 |
| Total shareholders' equity and liabilities | | | 29,449,012 | | 18,155,737 |

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

Income statement 2012

| | | 2012 | | 2011 | |
|---|------|-----------|-----------|-----------|-----------|
| | Ref. | EUR'000 | EUR'000 | EUR'000 | EUR'000 |
| Income | | | | | |
| Interest and similar income | 15 | 590,274 | | 568,043 | |
| Other operating income | 16 | 1,912 | | 1,628 | |
| | | | | | |
| Total income | | | 592,186 | | 569,671 |
| Expenses | | | | | |
| Interest and similar expenses | 15 | (568,203) | | (540,740) | |
| Other operating expenses | 17 | (562) | | (472) | |
| General and administrative expenses | 18 | (4,222) | | (4,146) | |
| Amortisation and depreciation expenses | 19 | (35) | | (30) | |
| | | | | | |
| Total expenses | | | (573,022) | | (545,388) |
| Result before taxation | | | | | |
| | | | 19,164 | | 24,283 |
| Taxation on result on ordinary activities | 25 | | (5,383) | | (6,500) |
| Result from participations | 20 | | 999,479 | | 1,413,857 |
| | | | | | |
| Result after taxation | | | 1,013,260 | | 1,431,640 |

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

Cash flow statement 2012

| | | 2012 | | 2011 | |
|---|-------|--------------|-------------|-------------|-------------|
| | Ref. | EUR'000 | EUR'000 | EUR'000 | EUR'000 |
| Cash flow from operating activities | | | | | |
| Loans granted | 7 | (11,272,748) | | (439,533) | |
| Loans taken | 11/12 | 11,443,936 | | 332,948 | |
| <i>Net cash used in lending activities</i> | | | 171,188 | | (106,585) |
| Interest received | 8/15 | 583,270 | | 617,884 | |
| Interest paid | 15 | (634,398) | | (663,322) | |
| <i>Net cash from interest</i> | | | (51,128) | | (45,438) |
| Result from participations | 20 | 800,695 | | 1,063,660 | |
| Other operating activities | | 1,954 | | 1,616 | |
| Paid expenses | | 14,896 | | (3,293) | |
| Corporate income tax paid | 25 | (5,099) | | (7,059) | |
| <i>Net cash from other operating activities</i> | | | 812,446 | | 1,054,924 |
| Cash from operating activities | | | 932,506 | | 902,901 |
| Cash flow from investment activities | 6 | | | | |
| Disposals | | 2,000 | | - | |
| Net transfers by VIF to/from the VIPS capital reserve | | 314,640 | | (1,005,393) | |
| Cash from investment activities | | | 316,640 | | (1,005,393) |
| Cash flow from financing activities | | | | | |
| Repayment of capital to Global Automotive C.V. | | (1,102,035) | | | |
| Dividends paid | 10 | (300) | | (300) | |
| Cash flow from financing activities | | | (1,102,335) | | (300) |
| Net cash flow | | | 146,811 | | (102,792) |
| Cash and cash equivalents at beginning of the year | | | 28,072 | | 130,864 |
| Cash and cash equivalents at end of the year | | | 174,882 | | 28,072 |

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

Notes to the financial statements

1 General

1.1 Activities

Volkswagen International Finance N.V.'s ('VIF' or 'the company') registered office is located in Amsterdam, the Netherlands.

The main purpose of the company is the financing of and participation in Group companies. VIF has access to several funding sources such as bond loans, note loans and Euro Medium Term Loans as well as intercompany loans.

All external issues are guaranteed by Volkswagen AG ('VWAG'). VIF has lent the proceeds of these borrowings to Group companies.

1.2 Consolidation and shares in participations

VIF belongs to the Volkswagen Group. The ultimate parent company of this group is VWAG, Wolfsburg, Germany. The consolidation, including all subsidiaries of VIF, is performed at VWAG level. These consolidated financial statements can be obtained from the company. Based on article 2:408 of the Dutch Civil Code VIF is exempt from consolidation.

Participations are legal persons in which VIF exercises direct or indirect decisive control based on a shareholding of more than one half of the voting rights, or whose financial and operating policies it otherwise has the power to govern. Potential voting rights that can directly be exercised at the balance sheet date are also taken into account. Participations and other legal persons in which VIF exercises decisive control or whose central management it conducts are consolidated in full at Group level. Minority interests in Group equity and Group profit are disclosed separately. Investments in joint ventures are consolidated proportionately.

The following overview contains information on the shares in participations, especially the percentage in the issued capital and the book value:

| Name, registered office | Share in issued capital as percentage | Book value 31 December 2012 | |
|---|---------------------------------------|-----------------------------|----------------|
| | | EUR | Local currency |
| | % | EUR'000 | LC'000 |
| Bentley Motors Ltd., Crewe, United Kingdom | 99 | 10 | GBP 9 |
| SEAT, S.A., Martorell, Spain | 100 | 10 | EUR 10 |
| Sitech Sp. z o.o., Polkowice, Poland | 100 | 46,346 | PLN 202,800 |
| Škoda Auto a.s., Mladá Boleslav, Czech Republic | 100 | 875,000 | CZK 24,808,875 |
| Södertälje Bil Invest AB, Södertälje, Sweden | 100 | 188,500 | SEK 1,703,569 |
| Volkswagen Autoeuropa, Lda., Palmela, Portugal | 74 | 378,500 | EUR 378,500 |

| Name, registered office | Share in issued capital as percentage | Book value 31 December 2012 | | |
|---|---------------------------------------|-----------------------------|----------------|------------|
| | | EUR | Local currency | |
| | % | EUR'000 | | LC'000 |
| Volkswagen do Brasil Indústria de Veículos Automotores Ltda., São Bernardo do Campo, Brazil | 100 | 354,500 | BRL | 850,800 |
| Volkswagen Group Australia Pty Ltd., Botany, New South Wales, Australia | 100 | 9,249 | AUD | 15,000 |
| Volkswagen Group Canada Inc., Ajax, Ontario, Canada | 100 | 9,820 | CAD | 14,021 |
| Volkswagen Group France s.a., Villers-Cotterêts, France | 90 | 11,700 | EUR | 11,700 |
| Volkswagen Group Hong Kong Ltd., Hong Kong, China | 100 | 101 | HKD | 1,000 |
| Volkswagen Group Ireland Ltd., Dublin, Ireland | 100 | 27,665 | EUR | 27,665 |
| Volkswagen Group Japan K.K., Toyohashi-shi, Japan | 100 | 212,000 | JPY | 32,088,320 |
| Volkswagen Group Polska Sp.z o.o., Poznań, Poland | 100 | 209,916 | EUR | 209,916 |
| Volkswagen Group Rus OOO, Kaluga, Russian Federation | 49 | 49,000 | RUB | 1,732,101 |
| Volkswagen Group United Kingdom Ltd., Milton Keynes, United Kingdom | 100 | 10 | GBP | 9 |
| Volkswagen International Payment Services N.V., Amsterdam, the Netherlands | 100 | 706,682 | EUR | 706,682 |
| Volkswagen Poznań Sp. z o.o., Poznań, Poland | 100 | 194,667 | PLN | 709,500 |
| Volkswagen Motor Polska Sp. z o.o., Polkowice, Poland | 100 | 53,705 | PLN | 195,700 |
| Volkswagen Slovakia a.s., Bratislava, Slovakia | 100 | 1,000,000 | EUR | 1,000,000 |
| Volkswagen India Private Ltd., Pune, India | < 20 | 12,386 | INR | 779,593 |
| Volkswagen Group Sales India Private Ltd., Mumbai, India | < 20 | 3,288 | INR | 183,427 |
| Volkswagen Group Services S.A., Brussels, Belgium | < 20 | 0 | EUR | 0 |
| Total investments in participations | | 4,343,055 | | |

Management received reports regarding the economic situation of the participations. Upon review of these reports it was concluded that impairment charges of EUR 9.0 million had to be applied only for Volkswagen India Private Ltd.

Impairment is determined by establishing the enterprise value on the basis of a discounted cash flow analysis based on the internal budget.

Volkswagen Group Services S.A., Volkswagen India Private Ltd. and Volkswagen Group Sales India Private Ltd. are minority investments.

For further details on shares in participations see note 6.

1.3 Note to the cash flow statement

The cash flow statement has been prepared using the indirect method. The cash items disclosed in the cash flow statement are comprised of cash and cash equivalents. Cash flows denominated in foreign currencies have been translated at average estimated exchange rates. Exchange differences affecting cash items are included in the respective amounts. Interest paid and received, dividends received and income taxes are included in cash from operating activities. The purchase consideration paid for the acquired Group company was recognised as cash used in investing activities where it was settled in cash. Transactions not resulting in inflow or outflow of cash are not recognised in the cash flow statement.

1.4 Estimates

Estimates used in the financial statements are limited to the use of provisions for general expenses and taxes based on experience and sound judgement.

2 Principles of valuation of assets and liabilities

2.1 General

The financial statements are prepared in accordance with the statutory provisions of Part 9, Book 2 of the Dutch Civil Code and the firm pronouncements in the Guidelines for Annual Reporting in the Netherlands as issued by the Dutch Accounting Standards Board. The financial statements are denominated in EUR.

In general, assets and liabilities are stated at the amounts at which they were acquired or incurred, or fair value. If not specifically stated otherwise, they are recognised at the amounts at which they were acquired or incurred. The balance sheet, income statement and cash flow statement include references to the notes.

2.2 Comparison with prior year

The principles of valuation and determination of result remain unchanged compared to the prior year.

2.3 *Foreign currencies*

Functional currency

Items in the financial statements of Group companies are stated with due observance of the currency of the primary economic environment in which the respective Group company operates (the functional currency). The financial statements are denominated in EUR, i.e. the functional and reporting currency of VIF.

Transactions, receivables and liabilities

Monetary assets and liabilities denominated in foreign currencies are translated at the mid-rate prevailing on the balance sheet date. Investments in participations are stated at the historical exchange rate.

Transactions denominated in foreign currencies in the reporting year are recognised in the financial statements at the exchange rate ruling at the transaction date.

In respect of any positions in the balance sheet that are covered by cross-currency interest rate swaps or by foreign exchange forward contracts, the differences in values calculated at mid-rates at the end of the year and contract rates are allocated to the respective principals of the loans. If the loan taken is denominated in a currency other than EUR, the respective correction is allocated to this loan. Otherwise the respective loan granted is corrected.

2.4 *Intangible fixed assets*

Intangible fixed assets are carried at historical cost less amortisation. Any impairment as at the balance sheet date is taken into account; an impairment exists if the carrying amount of the asset (or the cash-generating unit to which it belongs) exceeds its recoverable amount. For determining whether an impairment charge in respect of an intangible fixed asset applies, reference is made to note 2.7.

Computer software

Software licences acquired are capitalised at acquisition cost and amortised over the estimated economic life of three years. Expenditures incurred for the production of identifiable software products that are tailor-made for the Group are capitalised. Expenditure in connection with maintenance of computer software and expenses related to research activities are recognised in the income statement.

2.5 *Tangible fixed assets*

Fixed assets are valued at acquisition or production cost including directly attributable expenses, less straight-line depreciation over the estimated useful economic life, or market value if lower. Directly attributable production costs include the costs of the raw materials and consumables, and also include installation costs. The following depreciation periods are used:

| Asset | Number of years |
|------------------------|----------------------------|
| Office equipment | 5 |
| Transport equipment | 5 |
| Furniture and fixtures | 10 |
| Computer hardware | 3 |

2.6 *Financial fixed assets*

Shares in participations

Participations and other participating interests in which the company exercises significant influence are stated at the lower of cost and net realisable value. The company is considered to exercise significant influence if it holds at least 20% of the voting rights.

Participating interests in which no significant influence can be exercised are stated at acquisition price. If an asset qualifies as impaired, it is measured at its impaired value; any write-offs are disclosed in the income statement.

The shares in participations are specified in note 1.2.

Loans to Volkswagen Group companies and joint ventures of the Volkswagen Group

Loans to Volkswagen Group companies and other participating interests are loans with an original term of more than one year and are valued at their amortised cost value. Discounts are capitalised and depreciated based on the effective yield of interest. We refer to section 2.12 and note 7 for further disclosure on these loans.

2.7 *Impairment of fixed assets*

On each balance sheet date, the company tests whether there are any indications of assets being subject to impairment. If any such indications are present, the recoverable amount of the asset is determined. If this proves to be impossible, the recoverable amount of the cash-generating unit to which the asset belongs is identified. An asset is subject to impairment if its carrying amount is higher than its recoverable value; the recoverable value is the higher of the net realisable value and the value in use.

Net realisable value is determined based on the active market. An impairment is directly recognised as an expense in the income statement.

If it is established that a previously recognised impairment no longer applies or has declined, the increased carrying amount of the assets in question is not set higher than the carrying amount that would have been determined had no asset impairment been recognised.

2.8 *Current assets*

Receivables due from Volkswagen Group companies and joint ventures of the Volkswagen Group

The receivables due from Volkswagen Group companies and joint ventures of the Volkswagen Group are valued at their amortised cost value. All receivables will be received within one year.

Other assets

The swap interest receivables and income tax receivables are shown under other assets and are valued at their amortised cost value.

Prepayments and accrued income

Prepayments and accrued income are amortised over the remaining life of the bonds.

Deposits at banks

Deposits at banks represent deposits with a maturity of less than one year.

Cash at banks and in hand

Cash at banks and in hand represents cash in hand and bank balances.

Cash and banks denominated in foreign currencies are translated at the mid-rate prevailing on the balance sheet date.

2.9 Equity

The company has no statutory or mandatory reserves.

2.10 Long-term liabilities

Bonds

The bonds were valued at their amortised cost value. All long-term bonds have a maturity of over one year. No assets were pledged as collateral by the company.

Liabilities to Volkswagen Group companies

The liabilities to Volkswagen Group companies are valued at their amortised cost value. All liabilities have a maturity of over one year.

2.11 Current liabilities

Bonds

The bonds are valued at their amortised cost value. All short-term bonds are payable within one year.

Commercial papers

The commercial papers are valued at their amortised cost value. All commercial papers are payable within one year.

Liabilities to Volkswagen Group companies

The liabilities to Volkswagen Group companies are valued at their amortised cost value. All liabilities are payable within one year.

Deferred income

The deferred income concerns premiums and compensations and is amortised over the remaining life of the loans taken.

Current income tax

The current Dutch nominal tax rate of 25.0% has been applied. VIF is part of a fiscal unity with Volkswagen International Payment Services N.V. ('VIPS').

Trade payables

The trade payables are valued at their amortised cost value and will be paid within one year.

Accrued liabilities

The accruals are stated at the amount required, based on sound business judgement and valued at the expected costs.

2.12 Financial instruments

Securities included in financial and current assets, as well as liabilities and derivative financial instruments, are stated at cost. The company applies hedge accounting to hedging interest and currency risk on borrowings and lendings. Both the derivative and the hedged items are stated at cost. The gain or loss relating to the ineffective portion is recognised in the income statement within finance cost. For more information about the value of the assets see note 7, of the liabilities see notes 11 and 12, and of the financial instruments see note 24. The company has no derivative financial instruments other than the ones used for hedging.

Fair value hedge

In applying fair value hedge accounting, both the hedging instrument and the hedged position are stated at fair value, at least where this is attributable to the hedged risk. The gain or loss from remeasuring the hedging instrument at fair value or the foreign currency component of its carrying amount on the balance sheet date shall be directly recognised in profit or loss.

The company shall discontinue prospectively the hedge accounting if:

- the hedging instrument expires or is sold, terminated or exercised;
- the hedge no longer meets the criteria for hedge accounting;
- the company revokes the designation.

The company applies fair value hedge accounting to hedging fixed interest risk on borrowings. The gain or loss relating to the effective portion of interest rate swaps hedging fixed-rate borrowings is directly recognised in the income statement within finance costs. The gain or loss relating to the ineffective portion is recognised in the income statement within finance costs.

Cost price hedge

In applying cost price hedge accounting, the initial recognition of, and the accounting policies for, the hedging instrument are dependent on the hedged item, which has the following implications:

- If the hedged item is recognised at cost in the balance sheet, the derivative instrument is also stated at cost.
- As long as the hedged item is not yet recognised in the balance sheet, the hedging instrument is not remeasured. This applies, for instance, to hedging currency risks on future transactions.
- If the hedged item qualifies as a monetary item denominated in a foreign currency, the derivative instrument, where it has currency elements, is also stated at the spot rate at the balance sheet date. If the derivative instrument has currency elements, the difference between the spot rate on the date the derivative instrument is contracted and the forward rate at which it will be settled is spread over the maturity of the derivative instrument.

The ineffective portion of the hedge is recognised directly in profit or loss.

The company applies cost price hedge accounting to hedging fixed-interest risk on borrowings. The gain or loss relating to the ineffective portion is recognised in the income statement within finance costs.

3 Principles determination of result

3.1 General

Result is determined as the difference between the realisable value of services rendered and the costs and other charges for the year. Results on transactions are recognised in the year in which they are realised; losses are taken as soon as they are foreseeable.

Profit or loss is determined taking into account the recognition of unrealised changes in fair value of:

- securities included in current assets;
- derivative financial instruments that have not been designated as hedges.

3.2 Revenue recognition

Revenue from interest income is allocated to the reporting year to which it relates. Exchange rate differences arising upon the settlement of monetary items are recognised in the income statement in the period that they arise.

3.3 Interest income and similar income and interest expenses and similar expenses

Interest income and expenses are recognised on a pro rata basis, taking account of the effective interest rate of the assets and liabilities concerned. When recognising the interest charges, the transaction cost on the loans received is taken into account.

3.4 Result from participations

Dividend to be received from participating interests not carried at net asset value and unquoted securities are recognised as soon as VIF acquires the right to it.

3.5 Other operating income and expenses

Other operating income and expenses include income or expenses that are not directly attributable to the interest income or expenses and are valued at the realisable value.

3.6 General and administrative expenses

These expenses include expenses such as personnel expenses, office expenses, consulting and audit fees, and amortisation and depreciation and are valued at cost.

Amortisation and depreciation

Intangible fixed assets are amortised and tangible fixed assets are depreciated over their expected useful lives as from the inception of their use. Future depreciation is adjusted if there is a change in estimated useful life.

Gains and losses upon the sale of tangible fixed assets are included in other operating income or other operating expenses, respectively.

Personnel expenses

Salaries, wages and social charges are taken to the income statement when due, and in accordance with employment contracts and obligations.

3.7 Taxation

Profit tax is calculated on the profit before taxation in the income statement, taking into account any losses carried forward from previous financial years (insofar as these are not included in deferred tax assets), tax-exempt items and non-deductible expenses. Account is also taken of changes in deferred tax assets and deferred tax liabilities owing to changes in the applicable tax rates.

4 Financial instruments

4.1 Market risk

Currency risk

To avoid risk, the loans to Volkswagen Group companies and to joint ventures of the Volkswagen Group and related funding are generally matched in currency terms. If not, correcting swaps are executed to achieve the matched basis.

The Supervisory Board has set small currency limits. Consequently, currency risk is comparatively remote. In 2012 the limits were not exceeded.

Interest rate risk

The Supervisory Board authorised VIF to run a certain interest rate risk. A limit system and tools to monitor and manage the risk have been set up. Interest mismatches are permitted within a twelve-month period only. Therefore, the risk is comparatively remote. In 2012 no limits were exceeded.

4.2 Credit risk

The risk of default arising from financial assets and derivative instruments involves the risk of default by counterparties. The maximum loss from derivative instruments equals their positive fair value. Risk is additionally limited by a limit system based on credit assessments by the international rating agencies.

4.3 Liquidity risk

The Supervisory Board has set certain liquidity risk limits. The company monitors the limits on a regular basis. Against the background of the comparatively narrow limits and the strong financial solidity of the Volkswagen Group the liquidity risk is remote. In 2012 no limits were exceeded.

5 Tangible fixed assets

| | Intangible fixed assets (software) | | Tangible fixed assets (other installations, business and office equipment) | |
|---|------------------------------------|------------|--|------------|
| | Total 2012 | Total 2011 | Total 2012 | Total 2011 |
| | EUR'000 | EUR'000 | EUR'000 | EUR'000 |
| 1 January, 2012 | 143 | 143 | 278 | 236 |
| Additions | 27 | - | 7 | 42 |
| Disposals | - | - | (94) | - |
| Amortisation/depreciation (accumulated) | (153) | (143) | (151) | (179) |
| 31 December, 2012 | 17 | - | 40 | 99 |
| Amortisation/depreciation current year | (10) | - | (25) | (30) |

6 Shares in participations (fixed assets)

Movements in shares in participations can be broken down as follows:

| | Shares in participations | |
|---------------|--------------------------|------------------|
| | 31 December 2012 | 31 December 2011 |
| | EUR'000 | EUR'000 |
| Purchase cost | 4,506,574 | 3,175,581 |
| Additions | 228,107 | 1,005,393 |
| Withdrawals | (382,626) | - |
| Impairments | (9,000) | - |
| Write-ups | - | 325,600 |
| | 4,343,055 | 4,506,574 |

For details of the additions, withdrawals and impairments see note 20.

Consolidation and shares in participations

The shares in participations are specified in note 1.2.

Further details to participations, based on their latest available audited financial statements:

Bentley Motors Ltd., Crewe, United Kingdom (Bentley)

- Incorporation on 28 October, 1970.
- Contribution to VIF: 25 February, 2010 (98.978 % capital, 100 % voting rights).
- Equity 31 December, 2011 GBP'000 - 358,100
- Net earnings 2011 GBP'000 - 27,100

Bentley is engaged in the manufacturing and sale of high luxury sector cars and follows the strategic vision to be the authentic British motor company dedicated to the design, engineering and crafting of iconic products.

SEAT, S.A., Martorell, Spain (SEAT)

- Incorporation on 9 May, 1950.
- Contribution to VIF: 25 February, 2010 (100%).
- Equity 31 December 2011 EUR'000 671,800
- Net earnings 2011 EUR'000 - 61,500

SEAT's business is the design and development, manufacturing and sale of cars, spare parts and accessories as well as the provision of related services through its dealer network. With the exception of the model Alhambra the entire product range is manufactured at the company's innovative plant in Martorell.

Sitech Sp. z o.o., Polkowice, Poland (Sitech)

- Incorporation on 13 May 1998.
- Contribution to VIF: 20 April 2009 (100%).
- Equity 31 December 2011 PLN'000 524,083
- Net earnings 2011 PLN'000 105,320

Sitech designs, engineers, and manufactures vehicle/car seats and related parts for different Volkswagen Group car models.

Škoda Auto a.s., Mladá Boleslav, Czech Republic (SKA)

- Incorporation on 20 November 1990.
- Contribution to VIF: 18 July 2007 (100%).
- Equity 31 December 2011 CZK'000 80,407,000
- Net earnings 2011 CZK'000 14,288,000

SKA is a Czech company with a long automotive manufacturing tradition spanning a period of more than one hundred years and one of the largest industrial groups in the Czech Republic. The company's business comprise the development, manufacturing and sale of vehicles, components, parts and accessories for its own use and for other Group companies as well as the provision of related after sales services.

Södertälje Bil Invest AB, Södertälje, Sweden (SBI)

| | | | |
|---|---|---------|---------|
| – | Incorporation on 14 November 1997. | | |
| – | Contribution to VIF: 24 November 2006 (100%). | | |
| – | Equity 31 December 2011 | SEK'000 | 334,500 |
| – | Net earnings 2011 | SEK'000 | 181,630 |

SBI is the holding company of Volkswagen Group Sverige AB (VWGS) and Din Bil Sverige AB (DBS). VWGS is mainly active in the field of the import and sale of vehicles and spare parts of the Volkswagen Group to Swedish dealers, major customers and leasing companies. DBS is a holding company that delivers vehicles of the Volkswagen Group to the own dealer net in Sweden.

Volkswagen Autoeuropa, Lda., Palmela, Portugal (AE)

| | | | |
|---|--|---------|---------|
| – | Incorporation on 24 June 1991. | | |
| – | Contribution to VIF: 24 November 2006 (50%), 10 December 2008 (24%). | | |
| – | Equity 31 December 2011 | EUR'000 | 404,793 |
| – | Net earnings 2011 | EUR'000 | 59,784 |

AE was established in 1991 as joint venture of VWAG and Ford-Werke AG under the company name Autoeuropa-Automóveis, Lda. with the goal to produce three identical but brand differentiated multi-purpose vehicles. On 1 January, 1999 Volkswagen assumed 100% of AE's ownership. AE consists of a stamping plant for body panels, paint shop and assembly facilities.

Volkswagen do Brasil Indústria de Veículos Automotores Ltda., São Bernardo do Campo, Brazil (VWdB)

| | | | |
|---|---|---------|-----------|
| – | Incorporation on 23 March 1953. | | |
| – | Contribution to VIF: 29 August 2008 (100%). | | |
| – | Equity 31 December 2011 | BRL'000 | 3,397,857 |
| – | Net earnings 2011 | BRL'000 | 723,154 |

The business of VWdB comprises the manufacturing and sale (including the import and export) of vehicles, components, equipment, machines and tools, parts and accessories as well as the rendering of services related to its industrial and commercial activities. VWdB has manufacturing plants at São Bernardo do Campo, São Carlos and Taubaté, State of São Paulo, and at Curitiba, State of Paraná.

Volkswagen Group Australia Pty Ltd., Botany, New South Wales, Australia (VGA)

| | | | |
|---|--|---------|--------|
| – | Incorporation on 18 September 2000. | | |
| – | Contribution to VIF: 28 May 2009 (100%). | | |
| – | Equity 31 December 2011 | AUD'000 | 95,330 |
| – | Net earnings 2011 | AUD'000 | 19,566 |

VGA conducts the import of Volkswagen Group cars, parts and accessories to Australia and their sale in the Australian market.

Volkswagen Group Canada Inc., Ajax, Ontario, Canada (VWC)

| | | | |
|---|--|---------|---------|
| - | Incorporation on 11 September, 1952. | | |
| - | Contribution to VIF: 25 February, 2010 (100%). | | |
| - | Equity 31 December 2011 | CAD'000 | 186,204 |
| - | Net earnings 2011 | CAD'000 | 10,300 |

VWC conducts the import of Volkswagen Group cars, parts and accessories to Canada and their sale in the Canadian market.

Volkswagen Group France s.a., Villers-Cotterêts, France (VWGF)

| | | | |
|---|--|---------|---------|
| - | Incorporation on 11 March, 1960. | | |
| - | Contribution to VIF: 25 February, 2010 (89.978 %). | | |
| - | Equity 31 December, 2011 | EUR'000 | 237,883 |
| - | Net earnings 2011 | EUR'000 | 47,792 |

VWGF conducts the import and sale of Volkswagen passenger cars, commercial vehicles and engines as well as spare parts and accessories of the VW Group, the leasing of Group vehicles and performs all commercial and financial activities which are related thereto.

Volkswagen Group Hong Kong Ltd., Hong Kong, China (VGHK)

| | | | |
|---|-----------------------------------|---------|---|
| - | Incorporation on 20 November 2012 | | |
| - | Participation rate VIF: 100 %. | | |
| - | Equity 31 December 2011 | HKD'000 | - |
| - | Net earnings 2011 | HKD'000 | - |

The main purpose of 'Volkswagen Group Hong Kong Ltd.' is the import and sales of passenger cars, commercial vehicles and parts of the brands of the Volkswagen Group.

Volkswagen Group Ireland Ltd., Dublin, Ireland (VGI)

| | | | |
|---|---|---------|-------|
| - | Incorporation on 27 March 2007. | | |
| - | Purchase of shares by VIF: 1 October 2008 (100%). | | |
| - | Equity 31 December 2011 | EUR'000 | 5,000 |
| - | Net earnings 2011 | EUR'000 | 2,657 |

VGI is a spin-off of Volkswagen's import and sales business in Ireland from the former multi-brand wholesale dealer Motor Distributors Ltd. The business activities of VGI comprise the import and sale of Volkswagen passenger cars and light commercial vehicles, Audi, SEAT and Skoda vehicles as well as of parts and accessories in Ireland.

Volkswagen Group Japan K.K., Toyohashi-shi, Japan (VGJ)

| | | | |
|---|---|---------|------------|
| – | Incorporation on 7 July 1983. | | |
| – | Contribution to VIF: 24 November 2006 (100%). | | |
| – | Equity 31 December 2011 | JPY'000 | 27,254,021 |
| – | Net earnings 2011 | JPY'000 | 2,512,885 |

VGJ's business comprises the import to and sale of Volkswagen Group vehicles, parts and accessories as well as the rendering of related services in Japan.

Volkswagen Group Polska Sp. z o.o., Poznań, Poland (VGP)

| | | | |
|---|---|---------|---|
| – | Incorporation on 1 June 2012 | | |
| – | Contribution of the merged company to VIF: 1 June 2012 (100%) | | |
| – | Equity 31 December 2011 | PLN'000 | - |
| – | Net earnings 2011 | PLN'000 | - |

June 1, 2012 marks official inauguration of the Volkswagen Group Polska Sp. z o.o. operation in Poland. VGP, a limited company, has taken over as the sole importer and distributor of Volkswagen, Audi, Skoda and Porsche cars as well as Volkswagen Commercial Vehicles for the Polish market. VGP is a wholly-owned subsidiary of Volkswagen and employs nearly 600 of staff.

Volkswagen Group Rus OOO, Kaluga, Russian Federation (VGR)

| | | | |
|---|---|---------|------------|
| – | Merger of VW Group Rus OOO and VW Rus OOO on 25 December, 2008. | | |
| – | Participation rate VIF: 48,92 %. | | |
| – | Equity 31 December 2011 | RUB'000 | 16,893,237 |
| – | Net earnings 2011 | RUB'000 | 2,060,723 |

On 25 December, 2008 the shareholders of VW Group Rus OOO and VW Rus OOO resolved to merge both companies under the name of VGR. The business of the merger is the production of cars and other automotive products at the plant in Kaluga. Further the business comprises the import of cars and automotive products to Russia, the sale of cars and parts as well as the rendering of related services in Russia.

Volkswagen Group United Kingdom Ltd., Milton Keynes, United Kingdom (VWUK)

| | | | |
|---|--|---------|---------|
| – | Incorporation on 1 January, 1953. | | |
| – | Contribution to VIF: 25 February, 2010 (100%). | | |
| – | Equity 31 December 2011 | GBP'000 | 667,800 |
| – | Net earnings 2011 | GBP'000 | 84,500 |

VWUK conducts the import of Volkswagen, Audi, SEAT and Skoda passenger cars as well as Volkswagen commercial vehicles, parts and accessories to the United Kingdom and their sale in the British market.

Volkswagen International Payment Services N.V., Amsterdam, The Netherlands (VIPS)

| | | | |
|---|--|---------|-----------|
| – | Incorporation on 27 August 2007 (100% shareholder: VIF). | | |
| – | Equity 31 December 2011 | EUR'000 | 1,037,723 |
| – | Net earnings 2011 | EUR'000 | 16,401 |

The purpose of VIPS is to pool excess liquidity of Volkswagen's automotive division companies including VIF and to place these funds either in the capital market or to invest them in other Volkswagen Group companies.

Volkswagen Motor Polska Sp. z o.o., Polkowice, Poland (VWMP)

| | | | |
|---|---|---------|---------|
| – | Incorporation on 13 May 1998. | | |
| – | Contribution to VIF: 10 November 2008 (100%). | | |
| – | Equity 31 December 2011 | PLN'000 | 595,134 |
| – | Net earnings 2011 | PLN'000 | 106,604 |

VWMP has a production plant in Polkowice where diesel engines and parts for diesel engines are developed and manufactured. The engines and parts are sold to Volkswagen Group companies.

Volkswagen Poznań Sp. z o.o., Poznań, Poland (VWP)

| | | | |
|---|---|---------|-----------|
| – | Incorporation on 26 November 1993. | | |
| – | Contribution to VIF: 10 November 2008 (100%). | | |
| – | Equity 31 December 2011 | PLN'000 | 2,035,841 |
| – | Net earnings 2011 | PLN'000 | 281,362 |

VWP's business comprises the production of cars (Volkswagen models Caddy and Transporter T5) and aluminium cast parts.

Volkswagen Slovakia a.s., Bratislava, Slovakia (VWS)

| | | | |
|---|---|---------|-----------|
| – | Incorporation on 30 November 1998. | | |
| – | Contribution to VIF: 24 November 2006 (100%). | | |
| – | Equity 31 December 2011 | EUR'000 | 1,269,726 |
| – | Net earnings 2011 | EUR'000 | 135,136 |

VWS' business is the production of vehicles, gearboxes and components for Volkswagen Group companies at its manufacturing plants in Bratislava and Martin. The production portfolio includes Polo, Touareg, Audi Q7 and Porsche Cayenne.

Besides the above listed participations VIF holds minority shareholdings in the following Group companies:

Volkswagen India Private Ltd., Pune, India (9%)

Volkswagen Group Sales India Private Ltd., Mumbai, India (9%)

Volkswagen Group Services S.A., Brussels, Belgium (1 share)

None of the subsidiaries is consolidated with VIF, as the exemption of article 2:408 (Dutch Civil Code, Part 9, Book 2) applies. A full consolidation of the companies is performed by VWAG. The consolidated financial statements are deposited in the Wolfsburg Register of Companies.

7 Loans to and receivables due from Volkswagen Group companies and joint ventures of the Volkswagen Group (fixed and current assets)

Amounts due from Volkswagen Group companies and joint ventures of the Volkswagen Group included in financial fixed and current assets:

| | 31 December 2012 | | | 31 December 2011 | | |
|---|-------------------|-------------------|------------------|-------------------|------------------|------------------|
| | Total | Term > 1 year | Term < 1 year | Total | Term > 1 year | Term < 1 year |
| | EUR'000 | EUR'000 | EUR'000 | EUR'000 | EUR'000 | EUR'000 |
| Amounts due from Volkswagen Group companies | 24,675,329 | 20,137,311 | 4,538,018 | 13,361,145 | 8,844,368 | 4,516,777 |
| Amounts due from joint ventures of the Volkswagen Group | 157,378 | 145,340 | 12,038 | 170,888 | 31,446 | 139,442 |
| | <u>24,832,707</u> | <u>20,282,651</u> | <u>4,550,056</u> | <u>13,532,033</u> | <u>8,875,814</u> | <u>4,656,219</u> |

| | Original currency | Average interest rate in percentage | 31 December 2012 | |
|--|----------------------|---|-------------------|-------------------|
| | | | Book value | Market value |
| | | | EUR'000 | EUR'000 |
| Fixed asset loans to Volkswagen Group companies | EUR | 3,31 | 13,701,215 | 15,094,750 |
| | USD | 2,42 | 4,810,777 | 5,103,952 |
| | GBP | 2,78 | 1,048,180 | 1,081,394 |
| | CNY | 2,76 | 182,010 | 171,879 |
| | RUB | 9,18 | 151,625 | 168,924 |
| | PLN | 5,56 | 125,000 | 132,797 |
| | SEK | 2,61 | 118,504 | 120,087 |
| | | | <u>20,137,311</u> | <u>21,873,783</u> |
| Fixed asset loans to joint ventures of the Volkswagen Group | CNY | 4,65 | 121,340 | 128,377 |
| | EUR | 2,11 | 24,000 | 25,358 |
| | | | <u>145,340</u> | <u>153,735</u> |

| 31 December 2012 | | | | |
|--|----------|--------------------------------|------------|--------------|
| | Original | Average | Book value | Market value |
| | currency | interest rate in percentage | EUR'000 | EUR'000 |
| | | % | | |
| Current asset receivables due from Volkswagen Group companies | EUR | 3,77 | 3,510,684 | 3,628,605 |
| | USD | 1,84 | 597,834 | 600,862 |
| | GBP | 1,99 | 59,589 | 59,979 |
| | PLN | 6,76 | 31,674 | 33,775 |
| Current asset receivables due from joint ventures of the Volkswagen Group | CZK | 0,69 | 11,530 | 11,533 |
| Accrued and other receivables due from Volkswagen Group companies and joint ventures | | | 338,745 | 338,745 |
| | | | 4,550,056 | 4,673,499 |
| Total loans to and receivables due from Volkswagen Group companies and joint ventures of the Volkswagen Group | | | 24,832,707 | 26,701,017 |

The market values are determined on the basis of discounted cash flows. Credit spreads were not included in the model used to determine the market value. Since all loans are to Volkswagen Group companies and joint ventures of the Volkswagen Group, the credit spread applicable to these loans is equal to the credit spread for the Volkswagen Group. For further information also see note 2.12

As at 31 December 2012 the following credit spreads were applicable to the Volkswagen Group:

| | 31 Dec 2012 | 31 Dec 2011 |
|--|-------------|-------------|
| | BPS | BPS |
| For amounts payable within one year: | 1.67 | 8.25 |
| For amounts payable between one year and five years: | 37.60 | 80.25 |
| For amounts payable after five years | 72.20 | 130.20 |

For comparison purposes the overview of 2011 is as follows:

| | Original currency | Average interest rate in percentage | 31 December 2011 | |
|--|----------------------|---|------------------|--------------|
| | | | Book value | Market value |
| | | | EUR'000 | EUR'000 |
| Fixed asset loans to Volkswagen Group companies | EUR | 4.92 | 6,090,146 | 6,714,198 |
| | USD | 2.88 | 2,424,417 | 2,675,024 |
| | CNY | 2.76 | 183,391 | 173,844 |
| | RUB | 9.18 | 146,414 | 164,941 |
| | | | 8,844,368 | 9,728,007 |
| Fixed asset loans to joint ventures of the Volkswagen Group | EUR | 3.14 | 24,000 | 25,555 |
| | PLN | 7.75 | 7,446 | 6,955 |
| | | | 31,446 | 32,510 |

31 December 2011

| | Original currency | Average interest rate in percentage | Book value | Market value |
|--|----------------------|---|------------|--------------|
| | | % | EUR'000 | EUR'000 |
| Current asset receivables due from Volkswagen Group companies | EUR | 4.05 | 2,981,481 | 3,088,027 |
| | USD | 1.66 | 1,080,153 | 1,091,752 |
| | GBP | 1.50 | 71,757 | 71,848 |
| | SEK | 2.87 | 36,676 | 40,740 |
| | CZK | 1.21 | 19,390 | 19,402 |
| | PLN | 5.82 | 17,516 | 17,999 |
| Current asset receivables due from joint ventures of the Volkswagen Group | PLN | 6.57 | 70,000 | 66,104 |
| | EUR | 3.55 | 25,000 | 25,204 |
| | NOK | 3.54 | 27,333 | 27,572 |
| | CZK | 1.08 | 16,093 | 16,096 |
| Accrued and other receivables due from Volkswagen Group companies and joint ventures | | | 310,820 | 310,820 |
| | | | 4,656,219 | 4,775,564 |
| Total loans to and receivables due from Volkswagen Group companies and joint ventures of the Volkswagen Group | | | 13,532,033 | 14,536,081 |

8 Other assets

| | 31 Dec 2012 | 31 Dec 2011 |
|--------------------------------|-------------|-------------|
| | EUR'000 | EUR'000 |
| Interest receivable from banks | 25,361 | 47,852 |
| Income tax receivable | 1,308 | 717 |
| Receivables from employees | 18 | 4 |
| Rental deposit | 1 | 1 |
| | 26,688 | 48,574 |

The interest receivable from banks relates to the swap agreements and to deposits.

9 Prepayments and accrued expenses

| | 31 Dec 2012 | 31 Dec 2011 |
|-------------------------|---------------|---------------|
| | EUR'000 | EUR'000 |
| Prepaid expenses | 1,667 | 2,122 |
| Capitalised issue costs | 69,956 | 38,263 |
| | <u>71,623</u> | <u>40,385</u> |

10 Shareholders' equity

Share capital

On 31 December 2012, the subscribed capital of the company amounted to EUR 104,370,000, of which an amount of EUR 103,035,000 was paid up. 103,035 registered shares of EUR 1,000 each are issued.

The equity increased considerably by retaining the total 2012 result.

VIF paid an interim dividend of EUR 0.3 million out of the retained earnings to Global Automotive C.V. in 2012, based on the resolution of the shareholders of 5 September 2012.

Out of the share premium reserve EUR 1,102,035,000 was repaid to Global Automotive C.V., based on the resolutions of the shareholders, dated 25 January and dated 16 July 2012.

| | Issued and paid-up share capital | Share premium reserve | Retained earnings | Total Equity |
|-------------------------------------|--|-----------------------------|----------------------|------------------|
| | EUR'000 | EUR'000 | EUR'000 | EUR'000 |
| Balance 1 January 2010 | 102,985 | 3,830,655 | 509,277 | 4,442,917 |
| Contribution in kind VWAG | 50 | 21,500 | - | 21,550 |
| Repayment to Global Automotive C.V. | - | (1,750,000) | - | (1,750,000) |
| Dividend paid | - | - | (200,000) | (200,000) |
| Result for 2010 | - | - | 1,137,708 | 1,137,708 |
| Balance 1 January 2011 | <u>103,035</u> | <u>2,102,155</u> | <u>1,446,985</u> | <u>3,652,175</u> |
| Dividend paid | - | - | (300) | (300) |
| Result for 2011 | - | - | 1,431,640 | 1,431,640 |
| Balance 1 January 2012 | <u>103,035</u> | <u>2,102,155</u> | <u>2,878,325</u> | <u>5,083,515</u> |
| Repayment to Global Automotive C.V. | - | (1,102,035) | - | (1,102,035) |
| Dividend paid | - | - | (300) | (300) |
| Result for 2012 | - | - | 1,013,261 | 1,013,261 |
| Balance 31 December 2012 | <u>103,035</u> | <u>1,000,120</u> | <u>3,891,286</u> | <u>4,994,441</u> |

11 Long-term liabilities

| | 31 Dec 2012 | 31 Dec 2011 |
|---|--------------------|--------------------|
| | EUR'000 | EUR'000 |
| Bonds (listed and unlisted) | 19,886,452 | 8,503,929 |
| Liabilities to Volkswagen Group companies | 35,000 | - |
| | <u>19,921,452</u> | <u>8,503,929</u> |

A breakdown of the long-term bonds is as follows:

| | Original currency | Average interest rate in percentage | 31 December 2012 | |
|-------------------------------------|----------------------|---|-------------------|-------------------|
| | | | Book value | Market value |
| | | % | EUR'000 | EUR'000 |
| Maturity longer than 5 years | | | | |
| Bonds (listed) | EUR | 3.86 | 1,750,000 | 2,094,284 |
| Bonds (unlisted) | USD | 4.00 | 568,440 | 686,835 |
| Maturity less than 5 years | | | | |
| Bonds (listed) | EUR | 2,66 | 7,350,000 | 7,952,700 |
| Bonds (listed) | GBP | 1,64 | 551,403 | 563,667 |
| Bonds (listed) | CNY | 2,79 | 304,110 | 298,958 |
| Bonds (listed) | CAN | 2,11 | 121,892 | 117,506 |
| Bonds (listed) | AUD | 4,57 | 119,316 | 126,039 |
| Bonds (listed) | USD | 1,91 | 99,894 | 100,946 |
| Bonds (listed) | NOK | 3,19 | 95,964 | 105,697 |
| Bonds (listed, convertible) | EUR | 5,50 | 2,500,000 | 2,877,312 |
| Bonds (unlisted) | USD | 1,79 | 6,156,011 | 6,336,987 |
| Bonds (unlisted) | JPY | 0,70 | 269,422 | 259,118 |
| | | | <u>19,886,452</u> | <u>21,520,049</u> |
| Total long-term bonds | | | <u>19,886,452</u> | <u>21,520,049</u> |

Apart from the DIP Programme, VIF issued in 2012 notes to U.S. qualified institutional buyers relying on the exemption from the requirements of the U.S. Securities Act of 1933 as amended, provided by Rule 144A thereunder. These notes are unconditionally and irrevocably guaranteed by VWAG.

The special bonds issued in 2012 with a total of USD 5,950 million are due in 2017 (USD 1,650 million), 2015 (USD 2,100 million), 2014 (1,950 million) and in 2013 (USD 250 million).

For the second time, VIF issued in November 2012 a 5-year bond to the amount of CNY 1.0 billion (EUR 122 million). The Volkswagen Group intends to support its long-term growth in China by this funding.

For the first time, VIF issued a 3-year convertible bond in November 2012, to the amount of EUR 2.5 billion.

For the determination of the market values see note 7 and 2.12

For comparison purposes the overview of 2011 is as follows:

| | Original currency | Average interest rate in percentage | 31 December 2011 | |
|-----------------------------------|----------------------|---|------------------|------------------|
| | | | Book value | Market value |
| | | % | EUR'000 | EUR'000 |
| Maturity less than 5 years | | | | |
| Bonds (listed) | EUR | 5.10 | 4,500,000 | 5,068,217 |
| Bonds (listed) | CNY | 2.15 | 183,851 | 173,799 |
| Bonds (unlisted) | USD | 1.98 | 2,516,737 | 2,633,693 |
| Bonds (unlisted) | EUR | 2.24 | 150,000 | 152,196 |
| Bonds (unlisted) | JPY | 1.42 | 73,698 | 92,358 |
| Total long-term bonds | | | 8,503,929 | 9,456,062 |

12 Current liabilities

| | 31 Dec 2012 | 31 Dec 2011 |
|---|------------------|------------------|
| | EUR'000 | EUR'000 |
| Bonds | 3,993,450 | 3,201,732 |
| Other liabilities | 342,152 | 365,682 |
| Liabilities to Volkswagen Group companies | 93,287 | 882,781 |
| Commercial papers | 59,965 | 40,949 |
| Deferred income | 21,457 | 7,500 |
| Accrued liabilities | 21,241 | 68,841 |
| Current income tax | 1,505 | 630 |
| Trade payables | 62 | 178 |
| | 4,533,119 | 4,568,293 |

The remaining term of the current liabilities is less than one year.

A breakdown of the short-term bonds is as follows:

| | Original currency | Average interest rate in percentage | 31 December 2012 | |
|----------------|----------------------|---|------------------|--------------|
| | | | Book value | Market value |
| | | % | EUR'000 | EUR'000 |
| Bonds (listed) | EUR | 4,32 | 2,760,000 | 2,870,377 |
| Bonds (listed) | USD | 1,30 | 75,792 | 76,222 |

| | Original currency | Average interest rate in percentage | 31 December 2012 | |
|-------------------------------|----------------------|---|------------------|------------------|
| | | | Book value | Market value |
| | | % | EUR'000 | EUR'000 |
| Bonds (unlisted) | USD | 1,60 | 948,069 | 957,775 |
| Bonds (unlisted) | EUR | 1,82 | 150,000 | 151,887 |
| Bonds (unlisted) | JPY | 0,42 | 59,589 | 52,975 |
| Total short-term bonds | | | 3,993,450 | 4,109,236 |

For the determination of the market values see note 7 and 2.12

For comparison purposes the overview of 2011 is as follows:

| | Original currency | Average interest rate in percentage | 31 December 2011 | |
|-------------------------------|----------------------|---|------------------|------------------|
| | | | Book value | Market value |
| | | % | EUR'000 | EUR'000 |
| Bonds (listed) | EUR | 5.24 | 2,825,000 | 2,964,536 |
| Bonds (unlisted) | USD | 1.31 | 376,732 | 388,559 |
| Total short-term bonds | | | 3,201,732 | 3,353,095 |

A breakdown of the liabilities to Volkswagen Group companies is as follows:

| | 31 Dec 2012 | 31 Dec 2011 |
|--------------------------------|---------------|----------------|
| | EUR'000 | EUR'000 |
| Volkswagen Group Services S.A. | 93,287 | 685,376 |
| Volkswagen AG | - | 172,461 |
| Global VW Automotive B.V. | - | 24,944 |
| | 93,287 | 882,781 |

A breakdown of the other liabilities is as follows:

| | 31 Dec 2012 | 31 Dec 2011 |
|----------------------------|----------------|----------------|
| | EUR'000 | EUR'000 |
| Loan interest payables | 313,050 | 306,986 |
| Swap interest payables | 29,060 | 58,650 |
| Social securities/wage tax | 42 | 46 |
| | 342,152 | 365,682 |

13 Deferred income and accrued liabilities

| | <u>31 Dec 2012</u> | <u>31 Dec 2011</u> |
|---|--------------------|--------------------|
| | EUR'000 | EUR'000 |
| Deferred income | | |
| Capitalised issue income | 21,457 | 3,897 |
| Early termination fee from VW Credit, Inc., Michigan, USA (VCI) | - | 3,603 |
| | <u>21,457</u> | <u>7,500</u> |

| | <u>31 Dec 2012</u> | <u>31 Dec 2011</u> |
|---|--------------------|--------------------|
| | EUR'000 | EUR'000 |
| Accrued liabilities | | |
| Provision on the disposal of Volkswagen Caminhões, Brazil | 19,899 | 65,562 |
| Other provisions | 1,342 | 3,279 |
| | <u>21,241</u> | <u>68,841</u> |

14 Commitments not included in the balance sheet

Fiscal unity

The company forms a fiscal unity for corporate income tax and turnover tax purposes with Volkswagen International Payment Services N.V. Under the Tax Collection Act, the company is jointly and severally liable for the taxes payable by the Group. Taxes are declared individually but cleared jointly.

15 Financial income and expenses

| | <u>2012</u> | <u>2011</u> |
|-------------------------------|---------------|---------------|
| | EUR'000 | EUR'000 |
| Interest and similar income | 590,274 | 568,043 |
| Interest and similar expenses | (568,203) | (540,740) |
| | <u>22,071</u> | <u>27,303</u> |

16 Other operating income

| | 2012 | 2011 |
|--|-------------|-------------|
| | EUR'000 | EUR'000 |
| Service fees charged to: | | |
| - Volkswagen Financial Services N.V. | 655 | 655 |
| - Volkswagen International Payment Services N.V. | 341 | 341 |
| - Global VW Automotive B.V. | 142 | 142 |
| - Global Mobility Holding B.V. | 12 | 12 |
| - Volkswagen Finance Overseas B.V. | 86 | 86 |
| - Volkswagen Finance Cooperation B.V. | 86 | 86 |
| - Volkswagen Global Finance Holding B.V. | 79 | 79 |
| Miscellaneous income | 188 | 190 |
| Translation gains | 172 | - |
| Miscellaneous income previous years | 151 | 37 |
| | <hr/> 1,912 | <hr/> 1,628 |

17 Other operating expenses

| | 2012 | 2011 |
|--|-------------|-------------|
| | EUR'000 | EUR'000 |
| Portfolio fees | 11 | 160 |
| Charges from Global VW Automotive B.V. | - | 139 |
| Miscellaneous expenses previous years | 526 | 85 |
| Bank charges | 25 | 45 |
| Translation losses | - | 43 |
| | <hr/> 562 | <hr/> 472 |

18 General and administrative expenses

| | 2012 | 2011 |
|-------------------------------------|-------------|-------------|
| | EUR'000 | EUR'000 |
| Consulting, auditing and legal fees | 1,177 | 1,174 |
| Personnel expenses | 1,646 | 1,546 |
| Insurance | 769 | 939 |
| Office expenses | 518 | 391 |
| Car expenses | 48 | 35 |
| Travel expenses | 30 | 34 |
| Temporary labour | 30 | 22 |
| Training personnel | 4 | 5 |
| | <hr/> 4,222 | <hr/> 4,146 |

The consulting fees result primarily from the issue of in total USD 6 billion notes to U.S. qualified institutional buyers relying on the exemption from the requirements of the U.S. Securities Act of 1933, as amended, provided by Rule 144A thereunder.

A breakdown of the personnel expenses is as follows:

| | 2012 | 2011 |
|-------------------------------|--------------|--------------|
| | EUR'000 | EUR'000 |
| Salaries and wages | 1,441 | 1,365 |
| Social security contributions | 122 | 105 |
| Pension contributions | 83 | 76 |
| | <u>1,646</u> | <u>1,546</u> |

The company has a defined contribution pension plan that is reinsured with an insurance company. For details of the amortisation and depreciation expenses see note 5.

19 Amortisation and depreciation expenses

For details of the amortisation and depreciation expenses see note 5.

20 Result from participations

| | 2012 | 2011 |
|--|-------------|-------------|
| | EUR'000 | EUR'000 |
| Dividends received | | |
| Škoda Auto a.s., Czech Republic | 288,937 | 191,690 |
| Volkswagen Slovakia a.s., Slovakia | 235,136 | 275,200 |
| Volkswagen do Brasil Indústria de Veículos Automotores Ltda., Brazil | 91,000 | 321,030 |
| Volkswagen Poznań Sp. z o.o., Poland | 68,201 | 72,514 |
| Volkswagen Group Polska Sp. z o.o., Poland | 66,590 | - |
| Volkswagen Group United Kingdom Ltd., United Kingdom | 60,002 | 59,559 |
| Volkswagen Autoeuropa, Lda., Portugal | 54,020 | 11,840 |
| Groupe Volkswagen France s.a., France | 43,012 | 47,895 |
| Sitech Sp. z o.o., Poland | 25,261 | 16,281 |
| Volkswagen Group Japan K.K., Japan | 20,798 | 7,801 |
| Volkswagen International Payment Services N.V., the Netherlands | 16,401 | 9,941 |
| Skoda Auto Polska S.A., Poland | 33 | - |

| | 2012 | 2011 |
|--|----------------|------------------|
| | EUR'000 | EUR'000 |
| Volkswagen Motor Polska Sp. z o.o., Poland | - | 29,762 |
| Södertälje Bil Invest AB, Sweden | - | 22,376 |
| Import Volkswagen Group s.r.o., Czech Republic | - | 5,739 |
| | 969,391 | 1,071,628 |
| Additional gain/loss on disposal | | |
| of Volkswagen Caminhões, Brazil, sold in 2009 | 41,501 | 21,100 |
| Import Volkswagen Group s.r.o., Czech Republic | 2,000 | - |
| KPI Retail Sp. z.o.o., Poland | (370) | - |
| | 43,131 | 21,100 |
| Write-ups/devaluations | | |
| Volkswagen Group Japan K.K., Japan | - | 111,600 |
| Volkswagen Autoeuropa, Lda., Portugal | - | 104,900 |
| Södertälje Bil Invest AB, Sweden | - | 89,900 |
| Import Volkswagen Group s.r.o., Czech Republic | - | 19,200 |
| Volkswagen India Private Ltd., India | (9,000) | - |
| | (9,000) | 325,600 |
| Forward cover of dividends | | |
| - Gains | 653 | 342 |
| - Losses | (477) | (724) |
| | 176 | (382) |
| Miscellaneous gains/losses | | |
| Volkswagen Group Polska Sp. z o.o., Poland | 390 | - |
| Skoda Auto Polska S.A, Poland | (140) | - |
| Import Volkswagen Group s.r.o., Czech Republic | (16) | - |
| | 234 | - |
| Valuation result | | |
| From the BRL provision regarding the sale of its subsidiary Volkswagen Caminhões, Brazil | | |
| - Gain | 2,370 | 1,990 |
| Withholding taxes | | |
| Volkswagen do Brasil Indústria de Veículos Automotores Ltda., Brazil | (5,783) | (5,689) |
| Volkswagen Group Japan K.K., Japan | (1,040) | (390) |
| | (6,823) | (6,079) |
| Total income received | 999,479 | 1,413,857 |

21 Independent auditor's fees

The following fees, based on invoices and estimated work orders for accounting and tax services from PricewaterhouseCoopers Accountants N.V, Netherlands, occurred in the reporting year:

| | 2012 | 2011 |
|-----------------------------------|-------------|-------------|
| | EUR'000 | EUR'000 |
| Audit of the financial statements | 86 | 115 |
| Other audit procedures | 319 | 72 |
| Other non-audit services | - | 2 |
| | <hr/> 405 | <hr/> 189 |

22 Related parties

All loans are granted to other Group companies. The interest income is only received from these Group companies.

For investments in participations see note 1.2.

For receivables due from Volkswagen Group companies see note 7.

For liabilities to Volkswagen Group companies see notes 11 and 12.

For income from other services rendered to related parties see note 16.

23 Average number of employees

During the year 2012, the average number of employees calculated on a full-time-equivalent basis was 15 (2011: 15). The company has one employee working abroad.

24 Financial instruments

The company uses derivative instruments as hedges for its interest rate and exchange rate exposures.

With approval of the Supervisory Board, VIF covered the expected dividends from participations by forward sales partially. These hedges matured in 2012.

The financial instruments of the company had the following notional amounts:

| | Interest swaps | Interest/ currency swaps | FX contracts | Total |
|------------------|---------------------------|---|-------------------------|--------------|
| | EUR'000 | EUR'000 | EUR'000 | EUR'000 |
| 31 December 2012 | 2,700,000 | 12,177,081 | 130,231 | 15,007,312 |
| 31 December 2011 | 225,000 | 2,272,867 | 131,200 | 2,629,067 |

The financial instruments of the company had the following market values:

| | Interest swaps | Interest/ currency swaps | FX contracts | Total |
|------------------|---------------------------|---|-------------------------|--------------|
| | EUR'000 | EUR'000 | EUR'000 | EUR'000 |
| 31 December 2012 | 2,308 | (56,351) | (1,054) | (55,097) |
| 31 December 2011 | 430 | 34,194 | (3,455) | 31,169 |

25 Taxation on result on ordinary activities

The taxation on result on ordinary activities can be specified as follows:

| | 2012 | 2011 |
|--|-------------|-------------|
| | EUR'000 | EUR'000 |
| Result from ordinary activities before taxation | 1,018,643 | 1,438,140 |
| Of which income from participations (excluding gains/losses forward cover on dividend income and valuation result) | 996,933 | 1,412,249 |
| Result on ordinary activities | 21,710 | 25,891 |
| Taxation on result on ordinary activities 2012 | 5,383 | - |
| Taxation on result on ordinary activities 2011 | - | 6,500 |
| Taxation on result on ordinary activities | 5,383 | 6,500 |
| Effective tax rate | 24,8% | 25.1% |
| Applicable tax rate | 25.0% | 25.0% |

26 Directors and Supervisory Directors

Management Board:

- Björn Bätge, Amsterdam (as of 1 March 2012)
- Vincent Delva, Brussels (as of 1 October 2012)

- Frank Mitschke, Amsterdam (up to 1 March 2012)
- Albrecht Hermann Möhle, Wasbüttel (up to 1 February 2012)

The remuneration for 2012 of the Management Board amounts to EUR 340,723 (2011: EUR 279,811).

Supervisory Board:

- Dr. Jochen Stich, Salzburg (Chairman) (as of 1 February 2012)
- Albrecht Hermann Möhle, Wasbüttel (as of 1 February 2012)

- Dr. Jörg Alexander Boche, Wolfsburg (Chairman) (up to 1 February 2012)
- Wolfgang Rudolf Hotze, Lehre (up to 1 February 2012)

The Supervisory Board has not received any remuneration for 2012.

The Management Board has declared that to the best of its knowledge:

1. the financial statements give a true and fair view of the assets, the liabilities, the financial position and the results of the company; and
2. the management report gives a true and fair view of the company's situation as at the balance sheet date, the events that occurred during the year and the risks to which the company is exposed.

Amsterdam, 8 March 2013

Management Board,

Supervisory Board,

Original has been signed by
B. Bätge

Original has been signed by
Dr. J. Stich

Original has been signed by
V. Delva

Original has been signed by
A. Möhle

Other information

Profit appropriation according to the Articles of Association

The company's Articles of Association provide that appropriation of accrued profit is subject to the decision of the shareholders at the General Meeting. The company can only make distributions to the shareholders and other persons entitled up to an amount not exceeding the amount of the distributable reserves. The General Meeting may resolve to pay dividends from legally distributable reserves.

Profit distribution

Based on shareholders' resolution of 5 September 2012, a dividend of EUR 0.3 million out of the 2011 result has been paid to Global Automotive C.V.

Management proposes retaining the total profit of the year 2012 amounting to EUR 1,013,260,422

Post balance sheet events

No post balance sheet events occurred.

Independent auditor's report



Independent auditor's report

To: the General Meeting of Shareholders of Volkswagen International Finance N.V.

Report on the financial statements

We have audited the accompanying financial statements 2012 of Volkswagen International Finance N.V., Amsterdam, which comprise the balance sheet as at 31 December 2012, the income statement and cash flow statement for the year then ended and the notes, comprising a summary of accounting policies and other explanatory information.

Management's responsibility

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of Volkswagen International Finance N.V. as at 31 December 2012, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

PricewaterhouseCoopers Accountants N.V., Fascinatio Boulevard 350, 3065 WB Rotterdam, P.O. Box 8800, 3009 AV Rotterdam, The Netherlands

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Report on other legal and regulatory requirements

Pursuant to the legal requirement under Section 2:393 sub 5 at e and f of the Dutch Civil Code, we have no deficiencies to report as a result of our examination whether the management report, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code, and whether the information as required under Section 2:392 sub 1 at b-h has been annexed. Further we report that the management report, to the extent we can assess, is consistent with the financial statements as required by Section 2:391 sub 4 of the Dutch Civil Code.

Rotterdam, 13 March 2013
PricewaterhouseCoopers Accountants N.V.

Original has been signed by M.P.A. Corver RA