

Registre de Commerce et des Sociétés

Numéro RCS : B100461

Référence de dépôt : L230012829

Déposé et enregistré le 23/01/2023

KFPGBX20230103T09485801_002

RCSL Nr. : B100461

Matricule : 2004 2407 357

eCDF entry date : 03/01/2023

ABRIDGED BALANCE SHEET**Financial year from** ⁰¹ 01/07/2021 **to** ⁰² 30/06/2022 (in ⁰³ USD)

Brookfield Finance Luxembourg S.à r.l.

19, rue Eugène Ruppert
L-2453 Luxembourg**ASSETS**

| | Reference(s) | Current year | Previous year |
|--|-----------------------|-----------------------------|-----------------------------|
| A. Subscribed capital unpaid | 1101 _____ | 101 _____ | 102 _____ |
| I. Subscribed capital not called | 1103 _____ | 103 _____ | 104 _____ |
| II. Subscribed capital called but unpaid | 1105 _____ | 105 _____ | 106 _____ |
| B. Formation expenses | 1107 _____ | 107 _____ | 108 _____ |
| C. Fixed assets | 1109 _____ | 109 <u>2.207.811.135,07</u> | 110 <u>2.208.393.135,07</u> |
| I. Intangible assets | 1111 _____ | 111 _____ | 112 _____ |
| II. Tangible assets | 1125 _____ | 125 _____ | 126 _____ |
| III. Financial assets | 1135 <u>2.2.2 - 3</u> | 135 <u>2.207.811.135,07</u> | 136 <u>2.208.393.135,07</u> |
| D. Current assets | 1151 _____ | 151 <u>25.461.400,32</u> | 152 <u>39.797.797,49</u> |
| I. Stocks | 1153 _____ | 153 _____ | 154 _____ |
| II. Debtors | 1163 <u>2.2.3 - 4</u> | 163 <u>23.061.853,09</u> | 164 <u>17.942.567,69</u> |
| a) becoming due and payable within one year | 1203 _____ | 203 <u>23.061.853,09</u> | 204 <u>17.942.567,69</u> |
| b) becoming due and payable after more than one year | 1205 _____ | 205 _____ | 206 _____ |
| III. Investments | 1189 _____ | 189 _____ | 190 _____ |
| IV. Cash at bank and in hand | 1197 _____ | 197 <u>2.399.547,23</u> | 198 <u>21.855.229,80</u> |
| E. Prepayments | 1199 _____ | 199 _____ | 200 _____ |
| TOTAL (ASSETS) | | 201 <u>2.233.272.535,39</u> | 202 <u>2.248.190.932,56</u> |

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

CAPITAL, RESERVES AND LIABILITIES

| | Reference(s) | Current year | Previous year |
|--|-----------------------|-----------------------------|-----------------------------|
| A. Capital and reserves | | | |
| 1301 | <u>6</u> | 301 <u>2.107.629.665,35</u> | 302 <u>2.126.917.026,05</u> |
| I. Subscribed capital | 1303 <u>6.1</u> | 303 <u>78.139.043,34</u> | 304 <u>78.139.043,34</u> |
| II. Share premium account | 1305 <u>6.2</u> | 305 <u>1.269.100.375,48</u> | 306 <u>1.269.100.375,48</u> |
| III. Revaluation reserve | 1307 _____ | 307 _____ | 308 _____ |
| IV. Reserves | 1309 <u>6.3 - 6.5</u> | 309 <u>19.206.632,00</u> | 310 <u>19.152.632,00</u> |
| V. Profit or loss brought forward | 1319 <u>6.5</u> | 319 <u>760.470.975,23</u> | 320 <u>784.785.686,49</u> |
| VI. Profit or loss for the financial year | 1321 <u>6.5</u> | 321 <u>65.712.639,30</u> | 322 <u>65.739.288,74</u> |
| VII. Interim dividends | 1323 <u>6.5</u> | 323 <u>-85.000.000,00</u> | 324 <u>-90.000.000,00</u> |
| VIII. Capital investment subsidies | 1325 _____ | 325 _____ | 326 _____ |
| B. Provisions | | | |
| 1331 | <u>2.2.4 - 7</u> | 331 <u>42.358,38</u> | 332 <u>32.547,31</u> |
| C. Creditors | | | |
| 1435 | _____ | 435 <u>125.600.511,66</u> | 436 <u>121.241.359,20</u> |
| a) becoming due and payable within one year | 1453 <u>2.2.5 - 8</u> | 453 <u>5.719.058,26</u> | 454 <u>777.905,80</u> |
| b) becoming due and payable after more than one year | 1455 <u>2.2.5 - 8</u> | 455 <u>119.881.453,40</u> | 456 <u>120.463.453,40</u> |
| D. Deferred income | | | |
| 1403 | _____ | 403 _____ | 404 _____ |
| TOTAL (CAPITAL, RESERVES AND LIABILITIES) | | 405 <u>2.233.272.535,39</u> | 406 <u>2.248.190.932,56</u> |

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ABRIDGED PROFIT AND LOSS ACCOUNT**Financial year from** ⁰¹ 01/07/2021 **to** ⁰² 30/06/2022 (in ⁰³ USD)

Brookfield Finance Luxembourg S.à r.l.

19, rue Eugène Ruppert

L-2453 Luxembourg

| | Reference(s) | Current year | Previous year |
|---|---------------|-----------------------|-----------------------|
| 1. to 5. Gross profit or loss | 1651 _____ 9 | 651 _____ -187.228,53 | 652 _____ -173.665,89 |
| 6. Staff costs | 1605 _____ 17 | 605 _____ -4.842,88 | 606 _____ -7.387,50 |
| a) Wages and salaries | 1607 _____ | 607 _____ -4.324,90 | 608 _____ -6.579,70 |
| b) Social security costs | 1609 _____ | 609 _____ -517,98 | 610 _____ -807,80 |
| i) relating to pensions | 1653 _____ | 653 _____ -517,98 | 654 _____ -807,80 |
| 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 | 1621 _____ | 621 _____ -19.282,45 | 622 _____ -19.621,70 |

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

| | Reference(s) | Current year | Previous year |
|---|----------------|---------------------------|---------------------------|
| 9. Income from participating interests | 1715 <u>10</u> | 715 <u>66.000.000,00</u> | 716 <u>65.999.984,99</u> |
| a) derived from affiliated undertakings | 1717 _____ | 717 <u>66.000.000,00</u> | 718 <u>65.999.984,99</u> |
| b) other income from participating interests | 1719 _____ | 719 _____ | 720 _____ |
| 10. Income from other investments and loans forming part of the fixed assets | 1721 <u>11</u> | 721 <u>10.661.769,15</u> | 722 <u>10.472.514,18</u> |
| a) derived from affiliated undertakings | 1723 _____ | 723 _____ | 724 _____ |
| b) other income not included under a) | 1725 _____ | 725 <u>10.661.769,15</u> | 726 <u>10.472.514,18</u> |
| 11. Other interest receivable and similar income | 1727 <u>12</u> | 727 <u>187.584,97</u> | 728 <u>694.150,30</u> |
| a) derived from affiliated undertakings | 1729 _____ | 729 <u>72.720,52</u> | 730 <u>558.943,45</u> |
| b) other interest and similar income | 1731 _____ | 731 <u>114.864,45</u> | 732 <u>135.206,85</u> |
| 12. Share of profit or loss of undertakings accounted for under the equity method | 1663 _____ | 663 _____ | 664 _____ |
| 13. Value adjustments in respect of financial assets and of investments held as current assets | 1665 _____ | 665 _____ | 666 _____ |
| 14. Interest payable and similar expenses | 1627 <u>13</u> | 627 <u>-10.751.100,37</u> | 628 <u>-10.920.412,85</u> |
| a) concerning affiliated undertakings | 1629 _____ | 629 <u>-10.661.769,15</u> | 630 <u>-10.943.288,38</u> |
| b) other interest and similar expenses | 1631 _____ | 631 <u>-89.331,22</u> | 632 <u>22.875,53</u> |
| 15. Tax on profit or loss | 1635 <u>14</u> | 635 <u>1.614,75</u> | 636 <u>-20.144,37</u> |
| 16. Profit or loss after taxation | 1667 _____ | 667 <u>65.888.514,64</u> | 668 <u>66.025.417,16</u> |
| 17. Other taxes not shown under items 1 to 16 | 1637 <u>14</u> | 637 <u>-175.875,34</u> | 638 <u>-286.128,42</u> |
| 18. Profit or loss for the financial year | 1669 _____ | 669 <u>65.712.639,30</u> | 670 <u>65.739.288,74</u> |

Brookfield Finance Luxembourg S.à r.l.

Société à responsabilité limitée

Notes to the annual accounts
for the financial year ended June 30, 2022

1 General Information

Brookfield Finance Luxembourg S.à r.l. (hereinafter the “Company”) was incorporated on April 21, 2004 and is organised under the laws of Luxembourg as a « Société à responsabilité limitée » for an unlimited period.

The Company is registered with the Trade and Companies Register of Luxembourg with the number B100461. With effect on January 1, 2022, the Company changed its registered office from 26A Boulevard Royal, L-2449 Luxembourg to 19 rue Eugène Ruppert, L-2453 Luxembourg.

The Company’s financial year starts on July 1 and ends on June 30 of each year.

The main activity of the company is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such participations. The Company may in particular acquire by subscription, purchase, and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally any securities and financial instruments issued by and public or private entity whatsoever. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin whatsoever.

The Company may borrow in any form and may issue notes, bonds and debentures and any kind of debt and/or equity securities. The Company may lend funds including, without limitation, the proceeds of any borrowings and/or issues of debt or equity securities to its subsidiaries, affiliated companies and/or any other companies. The Company may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over all or over some of its assets to guarantee its own obligations and undertakings and/or obligations and undertakings of any other company, and generally, for its own benefit and/or the benefit of any other company or person.

The company may in particular perform operations pertaining to the acquisition, development, promotion, sale, management and/or lease of real estate properties either in the Grand Duchy of Luxembourg or abroad as well as all operations relating to real estate properties, including the direct or indirect holding of participation in Luxembourg of foreign companies, the principal object of which is the acquisition, development, promotion, sale, management and/or lease of real estate properties.

The Company may generally employ any techniques and instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect the Company against credit, currency exchange, interest rate risks and other risks.

The company may carry out any commercial, financial or industrial operations and any transactions with respect to real estate or movable property, which directly or indirectly favour or relate to its object.

In accordance with the legal provisions in Title II of the Law of December 19, 2002, these annual accounts were presented on a non-consolidated basis for the approval of the sole shareholder during the Annual General Meeting.

Based on the criteria defined by the Article 1711-4 of the Title XVII of the amended law of August 10, 1915, the Company has no obligation to draw up and to publish consolidated accounts and a consolidated management report for the financial year ended June 30, 2022.

Brookfield Finance Luxembourg S.à r.l.

Société à responsabilité limitée

Notes to the annual accounts
for the financial year ended June 30, 2022

1 General Information (continued)

The Company is included in the consolidation accounts of Brookfield Holdings Canada Inc., forming the largest and the smallest body of undertakings of which the Company forms part as a direct subsidiary undertaking. The registered office of that company is located at Brookfield Place, 181 Bay Street, Suite 300, ON M5J 2T3 Toronto, Canada, where the consolidated financial statements are available.

2 Summary of significant accounting policies

2.1 Basis of presentation

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements on a going concern basis and under the historical cost convention.

In accordance with the articles 35, 47 and 66 of the amended Law of December 19, 2002, the Board of Managers decided to draw up a balance sheet, a profit and loss account and notes on an abridged form.

Accounting policies and valuation rules are, besides the ones laid down by the amended Law of December 19, 2002, determined and applied by the Board of Managers.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Managers 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 period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and its results fairly.

The books and records are maintained in United States Dollars ("USD") and the annual accounts have been prepared in accordance with the valuation rules and accounting policies described below.

2.2 Accounting policies and valuation rules

2.2.1 Foreign currency translation

Transactions expressed in currencies other than USD are translated into USD at the exchange rate effective at the time of the transaction.

Long term assets and liabilities expressed in currencies other than USD are translated into USD at the exchange rate effective at the time of the transaction. At the balance sheet date, these items remain translated at historical exchange rates.

Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the profit and loss account of the financial year.

Other assets and liabilities are valued individually at the lower and the higher respectively, of their value at the historical exchange rate or their value determined at the exchange rates prevailing at the balance sheet date. Realised exchange gains and losses are recorded in the profit and loss account at the moment of their realisation. Only unrealised exchange losses are recorded in the profit and loss account.

Brookfield Finance Luxembourg S.à r.l.

Société à responsabilité limitée

Notes to the annual accounts
for the financial year ended June 30, 2022

2.2.1 Foreign currency translation (continued)

Where there is an economic link between an asset and a liability, these are valued in total according to the method described above and the net unrealised losses are recorded in the profit and loss account and the net unrealised exchange gains are not recognised.

2.2.2 Financial assets

Financial assets are valued in the accounts at purchase price (shares) and at nominal value (loans and claims) including the expenses incidental thereto.

In case the Board of Managers deems that there is a durable depreciation in value of the financial assets, value adjustments are booked, 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.

2.2.3 Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is doubtful. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.4 Provisions

Provisions are intended to cover losses or debts, the nature of which is clearly defined and which, at the date of balance sheet, are either likely to be incurred or certain to be incurred but uncertain as to the amount or the date on which these will arise.

Provisions may also be created to cover charges which originate in the financial year under review or in a previous financial year, the nature of which is clearly defined and which at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to the amount or the date on which these will arise.

At the balance sheet date, a provision shall represent the best estimate of the expenses likely to be incurred or, in the case of a liability, of the amount required to meet that liability.

Provisions for taxation corresponding to the tax liability estimated by the Company for the financial years are recorded under the caption "Creditors". Advance payments are shown in the assets of the balance sheet under the "Debtors" item.

2.2.5 Creditors

Creditors are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is recorded in the profit and loss account.

Brookfield Finance Luxembourg S.à r.l.
Société à responsabilité limitée

Notes to the annual accounts
for the financial year ended June 30, 2022

3 Financial assets

The movements for the financial year are as follows:

| | Shares in affiliated undertakings USD | Other loans USD | Total USD |
|--|--|----------------------------|-------------------------|
| Gross book value - opening balance | 2,087,929,654.00 | 120,463,481.07 | 2,208,393,135.07 |
| (Disposals for the financial year) | - | (582,000.00) | (582,000.00) |
| Gross book value - closing balance | 2,087,929,654.00 | 119,881,481.07 | 2,207,811,135.07 |
| (Accumulated value adjustments - opening balance) | - | - | - |
| (Accumulated value adjustments - closing balance) | - | - | - |
| Net book value - opening balance as at 01/07/2021 | 2,087,929,654.00 | 120,463,481.07 | 2,208,393,135.07 |
| Net book value - closing balance as at 30/06/2022 | 2,087,929,654.00 | 119,881,481.07 | 2,207,811,135.07 |

Undertakings in which the Company holds at least 20% of the share capital or in which it is a general partner are as follows:

| Name of undertaking (legal form) | Registered Office | Ownership % | Last balance sheet date | Net equity at the balance sheet date of the company | Profit for the last financial year |
|---|------------------------------|------------------------|------------------------------------|--|---|
| 2289621 ONTARIO LIMITED * | Canada | 99.99% | 31/12/2021 | CAD 1,150,671,681.15 | CAD 14,280,134.34 |
| Atlas Finco Inc. * | United States | 99.997% | 31/12/2021 | USD 1,100,643,768.70 | USD 66,207,695.89 |
| LB LUX RE Holding S.a r.l.* | Luxembourg | 100% | 30/11/2021 | (EUR 68,400,674.71) | (EUR 174,859.35) |

* Based on unaudited financial statements

At the date of approval of these annual accounts, the Board of Managers is actively monitoring the consequences of the war in Ukraine on the foreseeable future. At this stage, there are no strong indicators that should put into question the valuation of the assets at the closing date and the ability of the Company to reimburse the loans payable under the initial terms. The Board of Managers assessed the valuation of the underlying operations and concluded that no value adjustment is deemed necessary on the investment.

Brookfield Finance Luxembourg S.à r.l.

Société à responsabilité limitée

Notes to the annual accounts
for the financial year ended June 30, 2022

3 Financial assets (continued)

On October 2, 2019, the Company has entered into a transfer agreement with Brookfield US Holdings Inc. where the Company has acquired (i) 44,000,000 shares of Class A Preferred Stock of Atlas FinCo Inc. representing 99.997% of its capital (ii) the forward transfer agreement dated October 2, 2019 by and between Brookfield US Holdings Inc. and Atlas SubCo LLC and (iii) the guarantee agreement dated October 2, 2019 by and between Brookfield US Inc. and Brookfield US Holdings Inc. for USD 1,100,000,000.00. These Preferred Stock bears preferred dividends at a fixed rate of 6% payable on a quarterly basis.

On December 24, 2020, the Company had entered into a share purchase agreement with Brookfield US Inc., whereas the Company acquired 250 shares, representing 100% of LB Lux RE Holding S.a r.l. for USD 1.00.

Other loans are composed as follows:

(i) a loan agreement with Cerro Inversiones SpA ("Cerro"), dated July 3, 2018, in an amount of USD 96,425,000.00. This loan bears fixed interest rate of 8.75% and its maturity date is June 30, 2025. The accrued interest on the loan shall be payable as PIK interest ("PIK"), defined as 1% of the unutilized amount, until December 31, 2022. The PIK may be capitalized to the principal amount of the Cerro loan. On December 28, 2021 an amount of USD 582,000.00 was repaid.

In addition, an annual structuring fee, which shall accrue at a rate of 0.15% of the total loan balance, shall be payable in semi-annual instalments in advance (in July and January of each year).

Pursuant to the loan agreement, an amount of USD 72,720.52 (30/06/2021: USD 220,572.15) as semi-annual structuring fee for the year ended June 30, 2022 was received.

At as June 30, 2022, the balance of the loan amounts to USD 119,881,453.40 (30/06/2021: USD 120,463,453.40).

(ii) a deposit of USD 27.67 with Brookfield International Limited (30/06/2021: USD 27.67).

4 Debtors

Debtors are composed of:

| | Within one year | Total | Total |
|--|----------------------|----------------------|----------------------|
| | | 30/06/2022 | 30/06/2021 |
| | USD | USD | USD |
| Trade debtors | 168,811.28 | 168,811.28 | 182,561.85 |
| Amounts owed by affiliated undertakings | 17,024,471.01 | 17,024,471.01 | 17,024,471.01 |
| Other debtors | 5,868,570.80 | 5,868,570.80 | 735,534.83 |
| Total | 23,061,853.09 | 23,061,853.09 | 17,942,567.69 |

The trade debtors' balance is composed of a rent accrual amounting to USD 165,530.03 (30/06/2021: USD 182,561.85) and an overpayment with a supplier for USD 3,281.25 (30/06/2021: Nil).

Brookfield Finance Luxembourg S.à r.l.

Société à responsabilité limitée

Notes to the annual accounts
for the financial year ended June 30, 2022

4 Debtors (continued)

Amounts owed by affiliated undertakings becoming due and payable within one year correspond to (i) intercompany balances for an amount of USD 569,676.50 (30/06/2021: USD 569,676.50) from Brookfield Holdings Canada Inc. and (ii) preferred dividends receivables from Atlas FinCo Inc. for an amount of USD 16,454,794.51 (30/06/2021: USD 16,454,794.51).

Other debtors are composed of VAT receivables and the advances payments made for taxes for USD 682,032.92 (30/06/2021: USD 735,534.83) and accrued interest and PIK fees on Cerro loan for USD 5,186,537.88 (30/06/2021: Nil).

5 Own shares

As at June 30, 2022, the Company does not hold any of its own shares.

6 Capital and reserves

6.1 Subscribed capital

On December 24, 2020, Brookfield International Holdings Inc. ("BIHI") was the owner of all the 18,466,482 Class A shares and of all the 263,674 Class B shares of the Company.

On September 15, 2021, the following decision were taken:

- To convert the 263,674 existing class B shares of the Company, in registered form, all without designation of nominal value, into 263,674 class A shares of the Company, in registered form, all without designation of nominal value.

As at June 30, 2022, the subscribed capital amounts to USD 78,139,043.34 and is divided into 18,730,156 Class A Shares (for a total amount of USD 78,139,043.34) (30/06/2021: divided into 18,466,482 Class A Shares for a total amount of USD 77,039,040.00 and 263,674 Class B Shares for a total amount of USD 1,100,003.34) without nominal value and fully paid-up.

6.2 Share premium account

Following the EGM held on September 15, 2021 (Refer to Note 6.1), the share premium attached to the Class B shares were automatically converted into share premium attached to the Class A Shares for a total amount of USD 1,098,899,996.66).

As at June 30, 2022, the share premium account and account 115 amount to USD 1,269,100,375.48 (USD 1,269,100,375.48 attached to Class A Shares) (30/06/2021: USD 1,269,100,375.48; USD 170,200,378.82 attached to Class A Shares and USD 1,098,899,996.66 attached to Class B Shares).

6.3 Legal reserve

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

As at June 30, 2022, the legal reserve amounts to USD 7,913,625.00 (30/06/2021: USD 7,913,625.00). As at June 30, 2022, merger reserve amounts to USD 9,042,007.00 (30/06/2021: USD 9,042,007.00).

Brookfield Finance Luxembourg S.à r.l.
Société à responsabilité limitée

Notes to the annual accounts
for the financial year ended June 30, 2022

6.4 Other reserves, including the fair value reserve

6.4.1 Other non-available reserves

As at June 30, 2022, the Company reduced its Net Wealth Tax liability in accordance with paragraph 8a of the Luxembourg Net Wealth Tax law. The company allocates under non-distributable reserves an amount that corresponds to five times the amount of reduction of the Net Wealth Tax. This reserve is non-distributable for a period of five years from the year following that during which the Net Wealth Tax was reduced. The total amount of net wealth tax reserve as at June 30, 2022 amounts to USD 2,251,000.00 (30/06/2021: USD 2,197,000.00).

6.5 Movements in the reserves and profit or loss items

Movements in the reserves and profit or loss items during the financial year are as follows:

| | Legal reserve | Other reserves | Profit brought forward | Profit for the financial year | Interim dividends |
|---|--------------------------|---------------------------|-----------------------------------|--|------------------------------|
| | USD | USD | USD | USD | USD |
| Opening balance as at 01/07/2021 | 16,955,632.00 | 2,197,000.00 | 784,785,686.49 | 65,739,288.74 | (90,000,000.00) |
| Movements for the financial year | | | | | |
| - Allocation of previous year's profit | - | 54,000.00 | (24,314,711.26) | (65,739,288.74) | 90,000,000.00 |
| - Profit for the financial year | - | - | - | 65,712,639.30 | - |
| - Interim dividend | | | | | (85,000,000.00) |
| Closing balance as at 30/06/2022 | 16,955,632.00 | 2,251,000.00 | 760,470,975.23 | 65,712,639.30 | (85,000,000.00) |

Following the shareholder's resolution, the results of the financial year ended June 30, 2021 were allocated on January 12, 2022. Following the decision of the Board of Managers, an interim dividend was distributed on June 28, 2022 for USD 85,000,000.00.

7 Provisions

Provisions are composed of professional fees for USD 42,358.38 (30/06/2021: USD 32,547.31).

Brookfield Finance Luxembourg S.à r.l.
Société à responsabilité limitée

Notes to the annual accounts
for the financial year ended June 30, 2022

8 Creditors

Amounts due and payable for the amounts shown under “Creditors” are as follows:

| | Within one year | After more than one year | Total 30/06/2022 | Total 30/06/2021 |
|---|---------------------|-----------------------------|-----------------------|-----------------------|
| | USD | USD | USD | USD |
| Trade creditors | - | - | - | 103,567.33 |
| Amounts owed to affiliated undertakings | 5,529,084.09 | 119,881,453.40 | 125,410,537.49 | 120,805,999.61 |
| Other creditors | 189,974.17 | - | 189,974.17 | 331,792.26 |
| Total | 5,719,058.26 | 119,881,453.40 | 125,600,511.66 | 121,241,359.20 |

Amounts owed to affiliated undertakings are composed as follows:

(i) a loan agreement with BID Cerro Finco (“BID Cerro”), dated July 3, 2019, in an amount of USD 96,425,000.00. This loan bears fixed interest rate of 8.75% and its maturity date is June 30, 2025.

In addition, the accrued interest on the loan shall be payable as PIK interest (“PIK”), defined as 1% of the unutilized amount, until June 30, 2022. The PIK may be capitalized to the principal amount of the Cerro loan. As at June 30, 2022, the accrued interest on the loan debt described above amounts to USD 5,186,537.88 (30/06/2021: Nil). As at June 30, 2022, the balance of the loan amounts to USD 119,881,453.40 (30/06/2021: USD 120,463,453.40).

(ii) intercompany advance for an amount of USD 342,545.21 (30/06/2021: USD 342,545.21) with Brookfield Holdings Canada Inc.

(iii) a payable of USD 1.00 with Brookfield US Inc. for the acquisition of LB LUX RE Holding S.a r.l. (see note 3 for more information) (30/06/2021: USD 1.00).

9 Gross profit or loss

Gross loss is detailed as follows:

| | From 01/07/2021 to 30/06/2022 USD | From 01/07/2020 to 30/06/2021 USD |
|-------------------------|---|---|
| Other operating income | (4,074.09) | 28,501.97 |
| Other external expenses | (183,154.44) | (202,167.86) |
| Total | (187,228.53) | (173,665.89) |

Brookfield Finance Luxembourg S.à r.l.
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Notes to the annual accounts
for the financial year ended June 30, 2022

10 Income from participating interests

Income from participating interests is composed of dividend income from Atlas FinCo Inc. for USD 66,000,000.00 (30/06/2021: USD 65,999,984.99).

11 Income from other investments and loans forming part of the fixed assets

This item is composed of:

| | From 01/07/2021 to 30/06/2022 USD | From 01/07/2020 to 30/06/2021 USD |
|-------------------------|---|---|
| Interest income - Cerro | 10,661,769.15 | 10,472,514.18 |
| Total | 10,661,769.15 | 10,472,514.18 |

12 Other interest receivable and similar income

| | From 01/07/2021 to 30/06/2022 USD | From 01/07/2020 to 30/06/2021 USD |
|---|---|---|
| Interest on current accounts | 0.75 | 0.72 |
| Realised foreign exchange gains | 56,741.86 | 135,206.13 |
| Other financial income | 58,122.59 | 215,277.78 |
| Annual structuring and PIK fess - Cerro | 72,720.52 | 343,665.67 |
| Total | 187,584.97 | 694,150.30 |

13 Interest payable and similar expenses

| | From 01/07/2021 to 30/06/2022 USD | From 01/07/2020 to 30/06/2021 USD |
|-----------------------------------|---|---|
| Interest linked to the Cerro loan | (10,661,769.15) | (10,472,514.19) |
| Foreign exchange losses | (89,212.29) | (109,475.77) |
| Other income | - | (215,277.78) |
| PIK fees linked to Cerro loan | - | (123,093.52) |
| Bank interest on current account | (118.93) | (51.59) |
| Total | (10,751,100.37) | (10,920,412.85) |

Brookfield Finance Luxembourg S.à r.l.

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Notes to the annual accounts
for the financial year ended June 30, 2022

14 Tax expenses

The Company is subject to all taxes applicable to Luxembourg commercial companies

15 Advances and loans granted to the members of the management and supervisory bodies

During the financial year, no loan or advance was granted to members of the Board of Managers or other administrative bodies.

16 Off balance sheet financial commitments

The Company has no off balance sheet commitment as at June 30, 2022.

17 Staff

The Company had one employee during the financial year (30/06/2021: one employee).

18 Subsequent events

On August 10, 2022, the Company received the quarterly distribution from Atlas Finco Inc. for USD 16,454,794.52.

Brookfield Finance Luxembourg S.à r.l.
Société à responsabilité limitée
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**Appendix to the annual accounts as at 30 June 2022 for the financial period from
1 July 2021 to 30 June 2022**

| | |
|--|----------------------------|
| <u>Result for the financial year ended 30 June 2022:</u> | <u>USD 65,712,639.30</u> |
| <u>Allocation of the result for the financial year ended 30 June 2022:</u> | |
| Result brought forward from previous years | USD 760,470,975.23 |
| Result for the financial year ended 31 December 2021 | <u>USD 65,712,639.30</u> |
| Available result | USD 826,183,614.53 |
| Release of the NWT reserve 2016 | USD 650,000.00 |
| Release of the NWT reserve 2017 | USD 600,000.00 |
| Paid as an interim dividend on 28 June 2022 | <u>(USD 85,000,000.00)</u> |
| To be carried forward to the next financial year | USD 742,433,614.53 |