Bouwinvest Real Estate Investors

Bouwinvest Dutch Institutional Office Fund N.V.

Annual report 2021

Table of contents

The Fund
at a glance

Real Value for Life

Real Value for Life – that's what drives us. Our real estate investment management contributes to sustainable, liveable, accessible urban environments and to improving pension benefits.

But we can't do that alone. Together with our partners we are helping to give shape to the city of the future. In this way, Bouwinvest invests in what society needs and we create a stable return for our shareholders.

The Fund's strategy

Quality	Diversification	Sustainability
High-quality spaces to work and meet	Diversified office solutions	Sustainable and responsible investments

The Fund's key strategic objectives

- Focus on G4 cities
- Enhancing core assets

- Multi-tenant assets
- Spread across regions

- Sustainable buildings, investments and operations
- Reducing environmental impact
- Stakeholder engagement
- Sustainable stewardship

The Fund's strategic actions

The Fund's financial, social and environmental return 2021

Total return	Average occupancy rate	NAV IFRS
7.3%	90.4%	€1,239 MILLION

Transactions	Investments	Divestments	Funding
€0 MILLION	€39 MILLION	€0 MILLION	€20 MILLION

GRESB 5-star	Paris Proof	Tenant satisfaction	Stakeholder engagement
★★★★★	end of 2045 & increase climate resilience of the portfolio	SCORE 7.3	ACTIVE ENGAGEMENT WITH OUR COMMUNITY

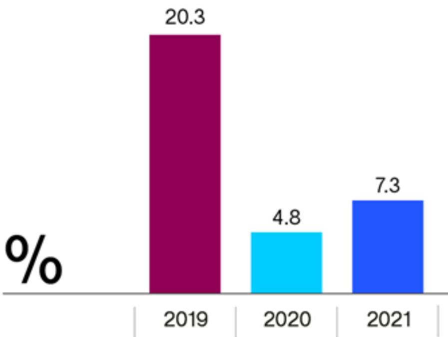
Real Value for Life

Stable long-term pension benefits with limited environmental impact

Healthy, safe and affordable places where people want to work – now and in the future

The Fund's contribution
to Real Value for Life

Fund return



Realised 2021

7.3%

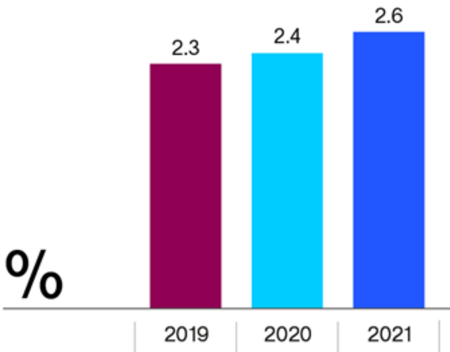
Plan 2021

0.7%

Long-term average target

6.0% - 7.5%

Fund income return



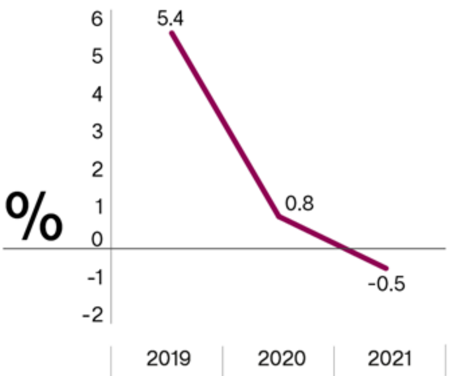
Realised 2021

2.6%

Plan 2021

2.5%

Relative performance MSCI



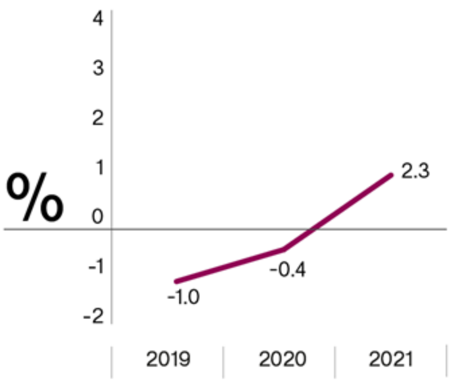
Realised 2021

-0.5%

Plan 2021

> 0%

Like-for-like rental income



Realised 2021

2.3%

Plan 2021

0.8%

Acquisitions (x € MILLION)

Realised 2021

0

Plan 2021

€ 50

Investments (x € MILLION)

Realised 2021

€ 39

Plan 2021

€ 66

Occupancy rate

Realised 2021

90.4%

Plan 2021

91.0%

Divestments (x € MILLION)

Realised 2021

€ 0

Plan 2021

€ 0

Core regions (G4)

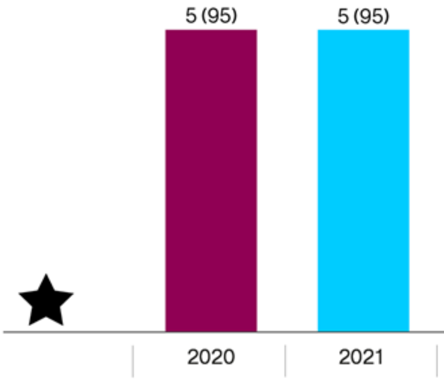
Realised 2021

100%

Plan 2021

>80%

GRESB star rating (score)

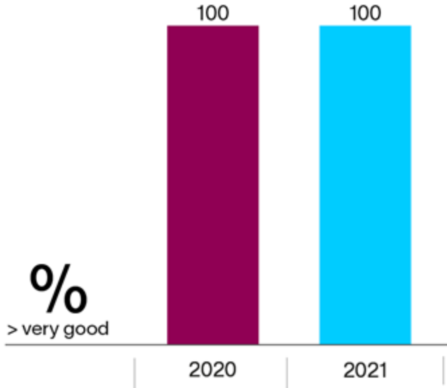


Realised 2021

★★★★★

5 star rating
(95 Points)

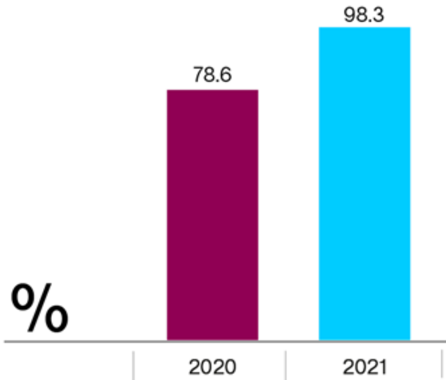
BREEAM builing label



Realised 2021

100%

Energy label (A)



Realised 2021

98.3%

Tenant satisfaction (score)

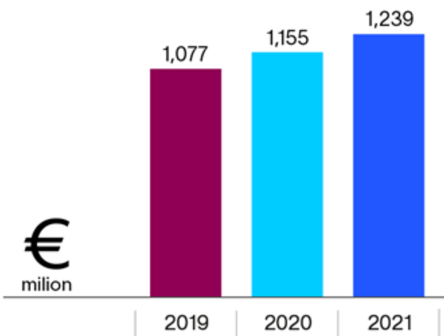
Plan 2021

7.0

Realised 2021

7.3

NAV (x € MILLION)



Realised 2021

1,239

Plan 2021

1,176

Dividend paid per share

Plan 2021

€ 67.44

Realised 2021

€ 80.38

Issued capital (x € MILLION)

Plan 2021

€ 60

Realised 2021

€ 30

Key performance over five years

All amounts in € thousands, unless otherwise stated	2021	2020	2019	2018	2017
Statement of financial position					
Total assets	1,336,368	1,252,079	1,168,142	782,645	644,945
Total shareholders' equity	1,238,539	1,154,720	1,077,155	771,241	631,446
Total debt from credit institutions	-	-	-	-	-
Performance per share					
Dividends (in €)	80.38	65.77	49.65	52.98	59.81
Net earnings (in €)	219.23	140.45	514.04	266.98	277.97
Net asset value IFRS (in €, at year-end)	3,172.38	3,034.73	2,959.53	2,506.33	2,295.87
Net asset value INREV (in €, at year-end)	3,172.38	3,034.73	2,959.53	2,511.10	2,306.55
Result					
Net result	84,976	51,844	172,585	75,962	71,746
Total Global Expense Ratio after tax (TGER)	0.53%	0.52%	0.53%	0.56%	0.55%
Real Estate Expense Ratio (REER)	1.23%	1.36%	1.70%	2.50%	3.16%
Distributable result	30,782	27,389	20,060	15,074	15,437
Pay-out ratio	100%	100%	100%	100%	100%
Fund return					
Income return	2.6%	2.4%	2.3%	2.1%	2.7%
Capital growth	4.6%	2.3%	17.7%	9.2%	10.3%
Total Fund return	7.3%	4.8%	20.3%	11.5%	13.2%
Portfolio figures					
Investment property	1,315,856	1,105,935	826,323	536,054	468,661
Investment property under construction	-	115,763	263,180	210,857	127,432
Gross initial yield	4.6%	5.0%	5.8%	6.8%	8.0%
Total number of properties	18	18	18	18	17
Average monthly rent per square metre (in €)	225	216	195	177	180
Financial occupancy rate (average)	90.4%	92.8%	90.0%	89.2%	86.3%
Sustainability (A, B or C label)	99.6%	80.1%	75.5%	73.0%	73.1%
Property performance (all properties)					
Income return	3.3%	2.7%	2.3%	3.0%	3.6%
Capital growth	4.5%	2.8%	19.8%	10.00%	11.00%
Total property return	**8.0%**	**5.5%**	**22.5%**	**13.3%**	**14.9%**
MSCI (Netherlands Property Index) office real estate (all properties)					
Income return	3.3%	3.5%	3.9%	4.2%	4.9%
Capital growth	5.0%	1.2%	12.7%	10.6%	7.60%
Total return MSCI (NPI)	**8.5%**	**4.7%**	**17.1%**	**15.2%**	**12.8%**

Message from the Director Dutch Office Investments

Market developments

Like 2020, last year was dominated by the Covid-19 pandemic and government measures and restrictions, including several full and partial lockdowns, aimed at containing the spread of the virus. Despite this, the Dutch economy proved remarkably resilient last year, with most experts agreeing that GDP would increase by around 4% in 2021 after contracting by 3.6% in 2020, and cautiously optimistic on the outlook for the coming years. This was partly due to the continued government support for the sectors hardest hit by the outbreak, plus the fact that most public and private sector organisations that were able to, had already switched to remote working or hybrid models. And despite initial delays, the subsequent rapid roll-out of the vaccine programme led to a sharp dip in the number of hospital admissions and absenteeism rates. Unemployment also failed to rise as much as initially feared and the biggest threat to the labour market turned out to be the rising shortage of personnel in a number of important sectors, including the construction industry. More worrying was the sudden rise in inflation in 2021. If this continues, it could have a negative impact on both consumer confidence and consumer spending in 2022. And the surge in Covid-19 infections in late 2021, largely driven by the new Omicron variant, could endanger the recovery of the Dutch economy if the outbreak is prolonged and the government imposes further lockdowns.

Office real estate market

The Covid-19 pandemic has accelerated a number of existing trends in the Dutch office market. Home working became standard almost overnight and the majority of office workers have stated they want to continue to work at home for between one and three days once the pandemic is over. However, home working does have its drawbacks and young employees found it particularly difficult. Many companies are already unveiling plans to make their offices as attractive as possible, to safeguard their corporate culture and to increase collaboration. Office lay-outs will be improved to make them better meeting places or collaborative spaces, and that will require extra space. At the same time, they will have to offer a sufficient number of individual work stations for peak periods and spaces for work requiring concentration. On the whole, the demand for office space is likely to decline by between 5% and 10%, mainly in secondary locations. The impact on the best locations will be marginal.

Another challenge facing the office sector is that all office buildings will have to be Paris Proof by 2050. This will be particularly challenging for existing offices, many of which are likely to be repurposed or demolished entirely. The strongest locations in the main office cities will emerge the strongest from the transition, as these investments will be the easiest to earn back. As has been the case for some time, the strongest and most resilient offices will be those that offer easy access, an element of experience, healthy spaces (safety, good air quality, daylight, green, etc.), sustainability labels and flexible leases. On the whole, the fundamentals of the office market are still strong, with top locations proving the most resistant to negative trends. The continued delays to new-build developments and rising construction costs could put a brake on investment opportunities.

> "Many companies are already unveiling plans to make their offices as attractive as possible."

Bas Jochims
Director Dutch Office & Hotel Investments

The Fund's progress in 2021

2021 was a particularly productive year for the Office Fund. One of the milestones last year was the delivery of Central Park in Utrecht. The pandemic and home working enabled us to accelerate the renovations of WTC Rotterdam and we completed the renovation of Centre Court in The Hague and handed the building over to the Dutch government's real estate agency on time. We also upgraded the Mondano restaurant in WTC The Hague and renovated a number of units in the Olympic Stadium and rented these out to new tenants. We joined the Green Business Club in Utrecht to improve and increase the sustainability of the area around the central station together with other stakeholders. We also launched a new health & well-being programme to move towards healthier work environments that can increase workplace attractiveness.

In 2021, we made progress on all our new strategic pillars: quality, diversification and sustainability. We are 100% invested in our selected core regions - Amsterdam, The Hague, Rotterdam and Utrecht – and we signed leases with strong tenants for a number of assets, including Central Park, WTC Rotterdam and Centre Court. New long leases for these assets and lease extensions reduced our vacancy risk significantly and helped the Fund maintain its WALT of 5.6. The delivery of Central Park also gives us a better spread across our core regions. On the sustainability front, we retained our GRESB five-star rating and all assets have a BREEAM-NL label with Very Good as standard and Excellent for 70% of the invested capital. Given that all office buildings will have to have at least a C label by 2023, the Fund is in excellent shape, as 99% of the Fund's assets now have green energy labels, with 98% now having A labels. We also increased the share of green leases and the number of on-site solar panels. The Fund now has a Paris Proof roadmap for every asset, together with analyses of gross physical climate risks, and we are currently integrating these in the Fund's long-term maintenance plans. Bouwinvest also appointed a Paris Proof programme manager. Another significant achievement was the modernisation of the Terms and Conditions of the Fund.

The Fund did not make any acquisitions in 2021, largely due to unpredictable building costs and inevitable delays in negotiations for redevelopment projects. However, values remained fairly stable and the Fund recorded capital growth of 4.6%, way above the -1.7% expected at the start of the year, thanks to upward valuations for a number of assets. The Fund's NAV had increased to € 1,239 million at year end. The Fund's income return also came in slightly higher than expected at 2.6%, taking the total return to 7.3%, compared with the budgeted 0.7%.

Market and Fund outlook

Although the Dutch economy recovered strongly in 2021, there is still a lot of uncertainty regarding how sustained the recovery will be in the face of new Covid-19 variants and future lockdowns. The sudden surge in inflation seen in 2021 is also worrying, but the Fund can generally charge on higher costs to its tenants. We may see some rise in vacancy rates as companies downsize, but this is unlikely to affect high-quality offices in top locations. Nor is there any sign of waning investor interest in offices. Core investments are as attractive as they have ever been, and the low-interest environment and the sheer volume of available capital will keep investment volumes and initial yields at current levels for the immediate future. Plus we are seeing growing demand for healthy and sustainable meeting places. We are cautiously optimistic that we will achieve our long-term growth and return targets. We are known to be a reliable partner and we are known as a long-term investor.

All that remains is for me to thank our clients for their continued trust in us and our strategy. And of course I would like to thank our team for their flexibility and determination in a very challenging year. And for their professionalism and collaboration, which helped us to anticipate and respond to developments in a very dynamic environment. It is thanks to them that we emerged so strongly from another exceptionally difficult year.

Bas Jochims
Director Dutch Office & Hotel Investments

Report of the Executive Board of Directors

Market environment

Key macro developments

After the challenging year 2020 and a steep decline in economic activity, the year 2021 showed strong economic recovery overall. Despite positive expectations due to a successful vaccination programme, the year ended somewhat disappointing with a strict lockdown. December 2021 saw a fifth wave of Covid-19 infections and a subsequent lockdown in the Netherlands, which was a clear demonstration that the Covid-19 crisis is not yet under control.

The key events and developments for the Dutch economy can be summarised as follows:
- The Covid-19 pandemic continued to dominate the Dutch economy in 2021. Following the controlled lockdown initiated by the government, measures were eased over the summer and resulted in an increase in economic activity. However, new waves of Covid-19 variants flared up again during the last quarter of the year and once again resulted in new social restrictions, despite the availability of vaccines.
- Dutch economic growth increased by 4.6% in 2021, with significant fluctuations during the course of the year. The economy contracted in Q1 due to the lockdown, but the remaining quarters saw a strong recovery. New contingency measures in Q4 prevented higher GDP growth. International trade and consumer spending were the major drivers of economic growth. By the end of the year, house prices were more than 20% higher than twelve months before, the highest year-on-year increase this century.
- During the second half of the year, the energy crisis escalated, resulting in record high inflation rates with a record level of 5.7% in December 2021. This resulted in average inflation of 2.6% for 2021 as a whole. Energy prices increased by 60% year-on-year and remain volatile. Opposing views on the duration of this inflationary period are resulting in different policies by central banks with regards to raising interest rates. The ECB did not announce any interest rate shifts in 2021. Interest rates on 10-year Dutch government bonds were relatively stable and ended the year 20 basis points higher at -0.32%.
- In 2021, consumer confidence recovered strongly from the negative impact of the Covid-19 pandemic. However, the energy crisis resulted in a heavy decline in consumer confidence later in the year. On the other hand, producer confidence ended the year at the highest level for the past 15 years, despite challenges in the supply chain market and high inflation rates.
- The situation on the labour market tightened during the year, with shortages becoming visible in a wide range of industries.
- Financial governmental support kept the number of bankruptcies at record low levels. Unemployment rates had fallen well below 3% by the end of the year.
- A new cabinet was formed in the last weeks of the year after a record formation period. The new cabinet consists of the same four coalition partners as the previous one and will face the task of resolving a number of major challenges. Besides the Covid-19 pandemic, major focus points will be the climate and nitrogen crisis and the housing market. Furthermore, more funding will be allocated to education, justice and security.
- The Russian invasion of Ukraine and rapidly escalating events in late February and in March 2022 are a significant tragedy for the people and causing disruption to business and economic activity in the region and worldwide.

	2022 forecast	**2021**	2020
GDP	3.5%	4.6%	(3.8)%
Consumer spending	6.5%	3.8%	(6.6)%
Consumer price index (CPI)*	3.3%	2.6%	1.3%
Government bond yields, long-term	0.1%	(0.2)%	(0.3)%
Unemployment rate*	3.5%	3.2%	3.8%

*Average number over the year
Source: Oxford Economics (4 February 2022)

More detailed information can be found in Bouwinvest's Market Outlook 2022-2024.

Market update 2021

Public policies

Cabinet formation and plans

In January, the third cabinet led by Prime Minister Mark Rutte collapsed, and Dutch parliamentary elections were held on 17 March. After a record long formation period of 299 days, a 'Rutte-IV' cabinet was established in December. The coalition of four parties (VVD/D66/CDA/CU) reflects the composition of the previous cabinet. The cabinet will face the challenge of dealing with a number of major issues. Besides the Covid-19 crisis, the main focus points will be the climate and the nitrogen emissions crisis, plus the housing market. Furthermore, the government is planning to allocate more funding to education, justice and security.

As of 1 January 2021, the real estate transfer tax (RETT) for property acquisitions increased to 8%, for residential as well as for commercial real estate. To put an additional brake on record house price increases, the transfer tax for investors will be increased to 9% as of 2023. In 2021, a number of local authorities also launched a number of initiatives, such as the halt on buy-to-let within the existing housing market.

Covid-19

In 2021, the caretaker cabinet was for the largest part focused on fighting the Covid-19 pandemic and finding a balance between limiting the spread of the virus and keeping the economy and companies healthy. Despite the continued roll-out of the vaccination programme, lockdown measures came and went in 2021, which had a major impact on the (non-essential) retail and hotel and leisure segments. While most restrictions were lifted in the course of the third quarter, November and December in particular once again saw heavy restrictions for retailers.

The Dutch government implemented a set of emergency measures to mitigate the financial burden placed on companies by the Covid-19 outbreak. The initial plan was to end most of these measures from 1 October 2021 onwards. However, the emergence of the new Omicron variant and the another lockdown, financial measures were extended. It is notable that although the companies affected have complained that the restrictions have reduced their financial buffers substantially, 2021 still saw the lowest number of bankruptcies for many years.

Office real estate policies

As of 2023, all non-historical Dutch office buildings need to meet C-label sustainability standards. Currently, a fair share of office buildings either do not yet meet these standards or have not yet applied for a formal assessment. This could result in office buildings being withdrawn from the market when owners realise that they are not competitive enough to justify the necessary investments. These changes are likely to favour the best office locations. After all, these have the most convincing business cases, largely because they involve much lower vacancy risk.

Occupier market

Last year was the second year in a row that was heavily affected by the Covid-19 pandemic. Most of the time during the year the government advised personnel to work from home as much as possible. A knock-on effect of this is likely to be that a substantial part of the workforce will continue to work from home at least part of the week, even after the Covid-19 pandemic is no longer a factor. In the longer term, this will result in a lower total need for office space, while on short term the effects were clearly visible in lower occupier activity across the board.

At the same time, companies are now expected to put even more effort into making sure their offices provide high-quality work spaces and are located in vibrant and easily accessible locations.

As a share of companies are postponing potential relocations, total take-up in 2021 was very similar to 2020 and fell short by 20.2% compared with the pre-Covid 2019. On the other hand, it should be noted that the government schemes providing financial support for Dutch businesses continued for a large part of 2021 and were quite effective in terms of keeping overall unemployment levels down and limiting insolvencies. Additionally, transformation of vacant office buildings is still ongoing, due to the housing shortage and favourable residential pricing.

As a result, vacancy in the office market dropped to 7.0% from 7.6%. As some new office buildings were brought to the market in the prime office locations in the G5 cities, vacancy here increased slightly, to 4.7% from 3.6%, but is still very low.

The low vacancy in the prime locations resulted in an increase in prime rents in Amsterdam, Rotterdam and Eindhoven, while remaining on par in The Hague and Utrecht.

Investment market

Investor appetite remained strong in almost all real estate sectors and the overall investment volume totalled € 18.2 billion, just short of the € 19.0 billion in the previous year. This despite the negative effects of the increase in the real estate transfer tax from 1 January 2021, which spurred many investors to close their deals in Q4 2020 and led to subdued transaction volumes in the first half of 2021. The second half of the year saw a substantial uptick in investments and saw two of the largest single asset office deals ever recorded in the Netherlands: the € 1.1 billion purchase of the Eindhoven High Tech Campus and the € 765 million purchase of the ABN AMRO head office in Amsterdam.

The office investment market started slowly in 2021, with just € 1.2 billion transacted in the first half of the year. The investment volume picked up strongly in the second half of 2021, heavily supported by the two very large purchases mentioned above. Over the full year 2021, office investment transactions reached a total of € 4.6 billion, 17.7% higher than the previous year.

In the course of 2021, prime office yields contracted again and by the end of the year yields were around the pre-Covid-19 level for Amsterdam and Rotterdam and even lower in The Hague (-40 bps), Utrecht (-10 bps) and Eindhoven (-20 bps).

The potential longer-term effects of working from home on the office sector is leading to some uncertainty in the office market, both on the occupier market and the investment market. The Fund firmly believes that this uncertainty is far greater for secondary office locations. Prime office locations have proven to be resilient in past crises and are likely to remain so.

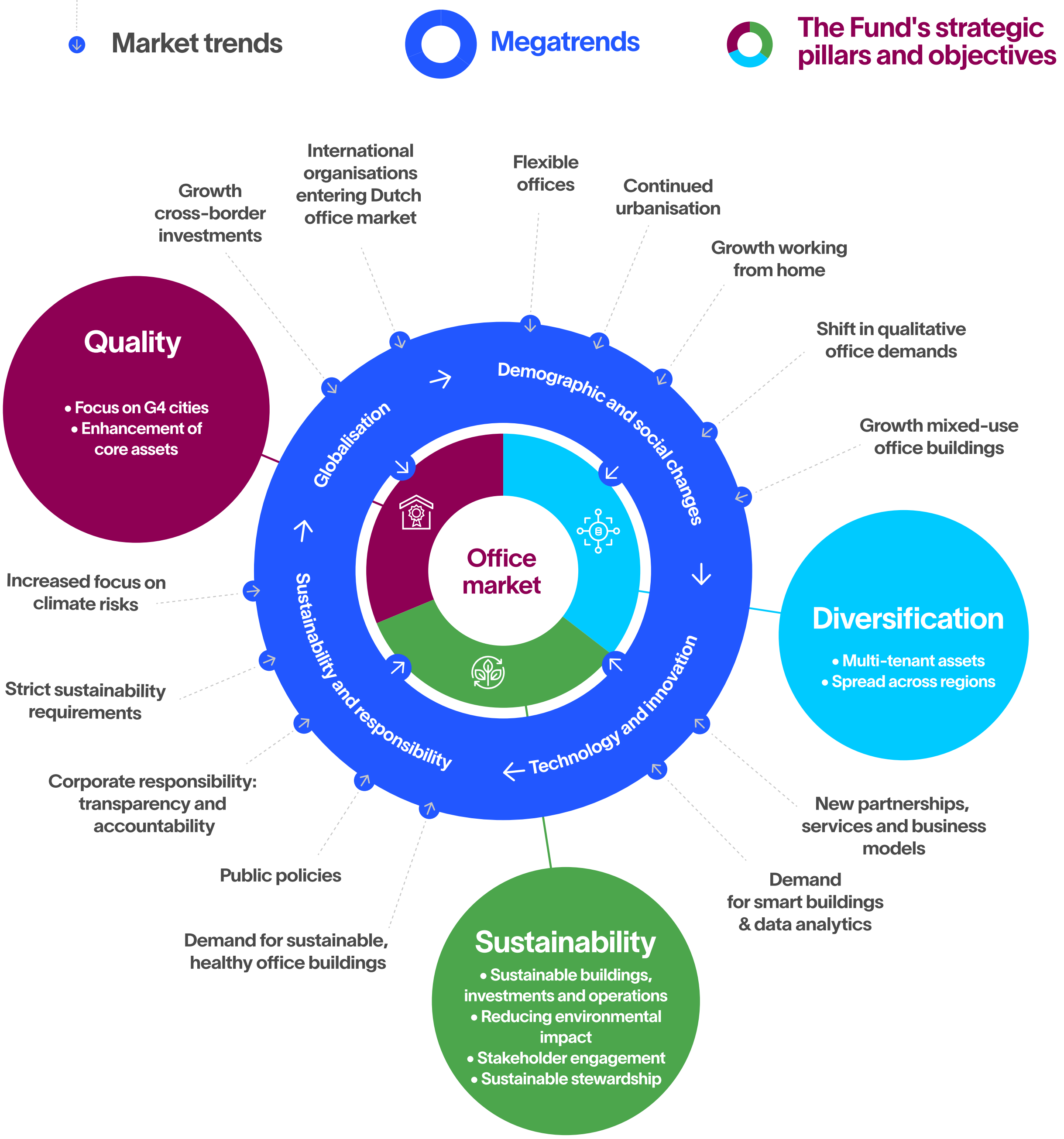
Investor key factors	2021 forecast	**2021**	2020
Prime net initial yields (excl. purchase costs, year-end)	↓	2.85%	2.95%
Investment volumes (€ bln)	↑	4.6	3.9

Sources: JLL, Bouwinvest Research & Strategic Advisory

Market outlook 2022-2024

In November 2021, Bouwinvest published its Real Estate Market Outlook 2022-2024. In this document, you will find more detailed insight into macro trends, real estate market conditions and expectations for the years ahead.

Office market



Fund strategy

Fund characteristics

Long-term investor	Core investment style	Robust governance structure	Investment structure for indefinite period of time	Reports in accordance with INREV standards

Strategic pillars

Pillar	*Strategic objectives*	*Performance indicator*
Quality	Low risk profile	• Core regions • Targeted acquisitions • Multifunctional locations • Properties in A-locations • Enhancement of assets
Diversification	Multi-tenant assets	• Type of property • Expiry dates • Tenant mix
	Spread across regions	• Regional spread
Sustainability	Sustainable buildings, investments and operations	• GRESB rating and scoring • BREEAM coverage
	Reducing environmental impact	• Green energy label • Average energy performance • Reduction energy consumption • Reduction GHG emissions
	Stakeholder engagement	• Client satisfaction • Tenant satisfaction • Rental contracts with sustainability clause
	Sustainable stewardship	• AED coverage • Construction sites with Considerate Constructors' Scheme

Active asset management

Working environment

- Having a keen eye for the best places to invest
- Creating safe and attractive meeting places
- Providing access to a varied range of services and cultural and leisure activities
- Facilitating sustainable mobility (near public transport, good access to roads and plentiful parking)

Portfolio

- Continuously optimising the portfolio
- Conducting regular hold/sell analyses
- Making targeted acquisitions
- Divesting assets that do not meet investment criteria
- Innovating

Assets

- Continuously investing in assets to keep them up-to-date and fit for the future
- Optimising the Fund's occupancy rate through targeted marketing
- Reducing the tendency to relocate by creating high-quality offices in multifunctional environments
- Performing well-timed and good maintenance
- Renovating/investing in the Fund's assets
- Making the Fund's assets Paris Proof
- Creating healthy and smart buildings

Tenants

- Providing a self-service portal for tenants
- Optimising contacts with the Fund's tenants
- Using a client monitoring system to optimise services
- Optimising interactions between tenants and property managers
- Continuously optimising processes

Investment objectives

5-year average Fund return

Target
6.0%-7.5%

Realised 2021

11.3%

Net asset value of invested capital year-end 2021

Target
€ 1,176 M

Realised 2021

€ 1,239 M

	Target	*Realised 2021*
Total Fund return 2021	0.7%	7.3%
Targeted investments 2021	€ 66 M	€ 39 M
Targeted divestments 2021	€ 0 M	€ 0 M

Investment restrictions

Investments in single investment property may not exceed 15% of total fund book value

Target
<15%

Realised 2021
*WTC The Hague (16.7%), Hourglass (16.3%)**

16.7%

Invested in non-core (non-office) property

Target
<20%

Realised 2021

5.4%

No investments will have a material adverse effect on the Fund's diversification guidelines

Target
0

Realised 2021

0%

Total (re)development activities shall not exceed 5% of the Fund's total investment portfolio

Target
<5%

Realised 2021

0%

Diversification guidelines

	Target	*Realised 2021*
Low and medium risk investments	>90%	100%
A minimum of 70% of all investments is multi-tenant	>70%	65.1%**
Total income of single tenant may not exceed 15% of total potential rental income	<15%	12.6%
Total income of five largest tenants may provide a maximum of 50% of the total potential rental income of the Fund	<50%	38.2%

Invested in the Fund's core regions

Target
>80%

Realised 2021

100%

** The value of two assets is >15% of the Fund. Deviation of the restrictions for these assets was approved by the shareholders. In addition, positive revaluations cannot prevent the value of a single asset rising to a level of >15% of the Fund's total portfolio.*

*** Since the adoption of the guideline, the portfolio has grown considerably in terms of size, number of assets and variety of tenants. The importance of the multi-tenant share in the portfolio is therefore less contributing to risk-spreading. The guideline has therefore been reduced to 50% from 2022.*

Performance on strategy

Portfolio characteristics

- Total property value: € 1,236 million (18 assets, 259,713 m^2) at year-end 2021;
- Total Fund return: 7.3% (Fund income return: 2.6%);
- Occupancy rate: 90.4%;
- Rental segments: 65.2% multi-tenant;
- Core regions: 100% in Amsterdam, Rotterdam, The Hague and Utrecht;
- GRESB 5-star rating (95 points), Global Sector Leader and #1 in Western Europe;
- 100% BREEAM-NL-labelled assets (98.3% Very Good or better);
- Green energy label (A/B/C): 99.6% (A label: 98.3%).

Performance on quality

Core regions

The Office Fund has a clear focus on the four largest cities in the Netherlands: Amsterdam, Rotterdam, Utrecht and The Hague (G4). At least 80% of the Fund's NAV will be invested in these defined core regions. All investments in the current portfolio have been made in the G4. The distribution between the core regions was optimised in 2021, thanks to the completion of Central Park in Utrecht. As a result, the share of the Utrecht region had increased to 14.9% at the end of 2021, from 13.1% at the end of 2020.

The Fund's core regions closely correlate with the urbanisation trend in the Netherlands and the ongoing shift towards a knowledge-based economy. For that reason, the Fund added Eindhoven as a potential target for acquisitions in non-core regions, which can account for a maximum of 20% of the Fund's total portfolio. Due in part to its 'brainport' status, Eindhoven, the fifth largest city in the Netherlands, is attracting a growing number of innovative high-tech start-ups and other companies. This in turn has led to a strong influx of young, highly qualified Dutch and international workers looking to work in the industries of the future. All of this is fuelling demand for smart, state-of-the-art office space. At the same time, a high proportion of Eindhoven's office stock is largely obsolete, and some development and redevelopment projects will match the Fund's other investment criteria, such as the risk/return profile, location, type of buildings, sustainability score and multi-tenant character.

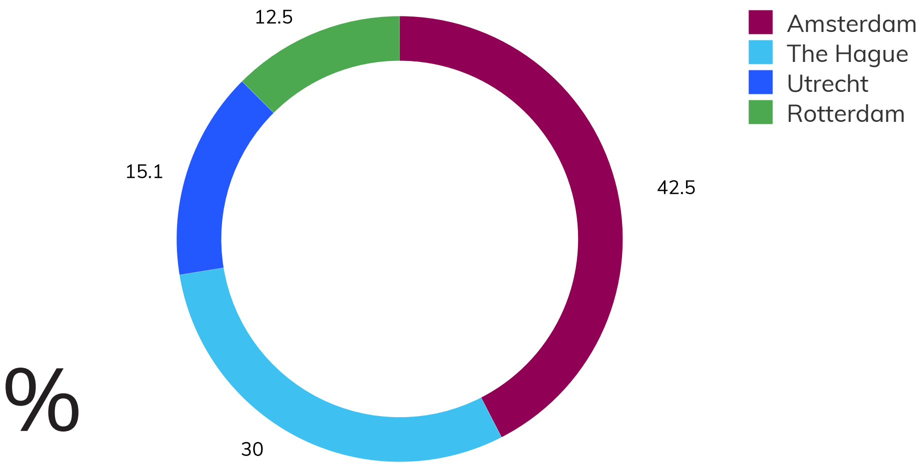
To identify the most attractive municipalities for investments in office real estate, the Fund takes various indicators into account. Characteristics of the exact location (such as proximity to public transport, accessibility by car, visibility and overall attractiveness) and the asset (such as multi-tenant, large and flexible floors, sustainability and inviting entrance area) are part of the model the Fund uses to determine the risk/return profile at asset level.

The Fund has a strong preference for urban locations, as these are likely to be more resilient in the face of any economic downturn. Despite the Covid-19 pandemic and its impact on real estate markets, the urbanisation trend will continue to increase demand for high-grade office space in such urban locations, which tend to be more easily accessible and offer a wider range of other amenities and facilities than more peripheral locations.

Multifunctional locations

Good retail, residential and leisure facilities play an important role in the appeal of (business) meeting places. Locations where a widely diverse group of people come together form a good basis for an inspiring working environment. The blending of leisure, culture, education, sport and work makes a positive contribution to the attractiveness of a location.

Portfolio composition by core region based on book value



Investments and divestments

While the Fund continues to focus on growth and high-quality acquisitions, in view of the Covid-19 pandemic and the resultant uncertainty, the Fund adopted a cautious stance in 2021. As a result, the Fund did not make any acquisitions last year. The Fund did identify a number of potential acquisitions, but was unable to reach agreement on pricing. Despite the pandemic, offices in the core segment retained their value. As a result, yields were too low for us to realise the Fund’s targeted returns. The Fund continued to invest in the redevelopment and optimisation of the quality and sustainability of its standing assets. The size of the Fund's total portfolio stood at € 1.3 billion at year-end 2021 compared with € 1.1 billion at year-end 2020. This growth was largely driven by final investments in Central Park in Utrecht, and by positive revaluations for Hourglass and The Garage (both in Amsterdam), Maasparc (Rotterdam) and Nieuwe Vaart (Utrecht) in particular. All of these developments led to a further optimisation of the Fund’s portfolio, both in terms of geographical spread, asset enhancements and secured rental income.

Investments

The plan for investments in 2021 was € 66 million. The investment plan consisted of cash out for development expenses for assets in the pipeline that were acquired as turn-key assets from real estate developers and property upgrades for several existing assets in the portfolio, including WTC Rotterdam and Centre Court in The Hague. The total actual investments in 2021 came in at € 39 million. This was below budget due to Covid-19 -driven delays in the rental of office spaces in Central Park (Utrecht) that are directly linked to the purchase price, and because the Fund did not make the targeted acquisitions.

Divestments

In accordance with the plan, the Fund did not make any divestments in 2021.

Performance on diversification

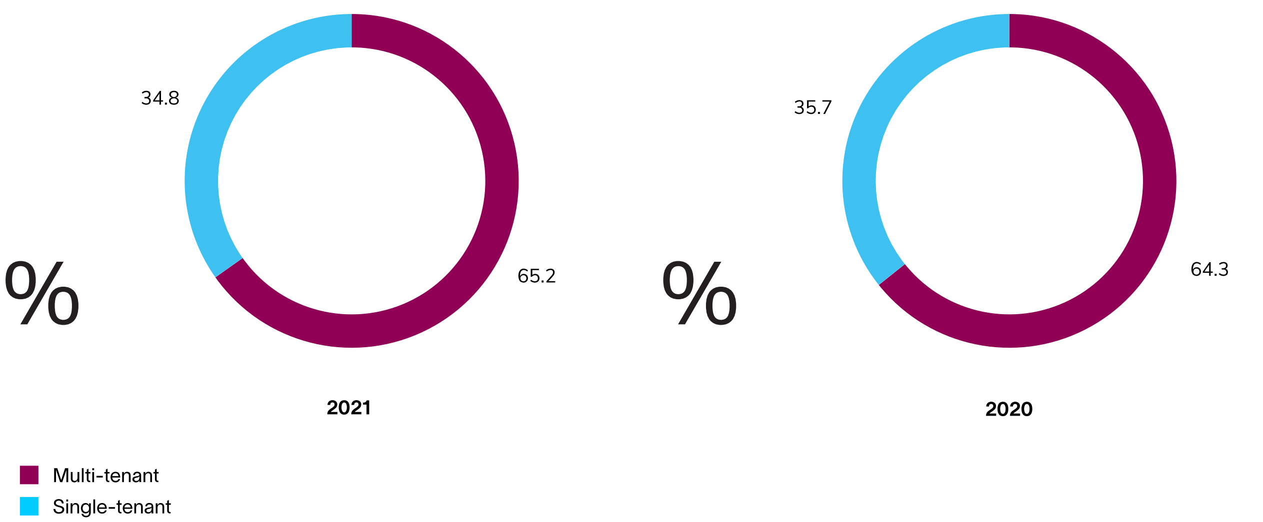
Type of property

The Covid-19 pandemic has accelerated a number of existing trends, which are likely to increase demand for sustainable and easily accessible office buildings that are well suited to act as a social hub for users. For one, tenants are already looking for even more flexibility, in terms of both office use and in terms of flexible leases. In addition, a healthy working environment is very much top of mind right now, and we could see the introduction of higher climate control and air quality standards. Very importantly, the fact that so many people have been working from home has highlighted just how important offices are as meeting places and workplaces for inspiration, brainstorming and innovation. The fact that many companies are likely to downsize their overall office space will create additional demand for more compact (flexible) offices. These will often be part of larger – multi-tenant and multifunctional – office complexes, as these offer the flexibility and the additional facilities and amenities seen as essential by most modern office users.

Multiple lease agreements reduce the volatility of revaluations and help increase the control of asset management risks. Furthermore, the Fund focuses on locations that attract a widely diverse group of people and offer a mix of culture, education, sport and work facilities. The share of multi-tenant assets in the portfolio increased slightly, to 65.2% at year-end 2021 (2020: 64.3%). The addition of Central Park (Utrecht) to the portfolio is fully in line with the Fund's focus on multi-tenant buildings. Delayed asset rental transactions due to delayed occupancy decisions by users due to Covid-19 have resulted in lower than planned occupancy at completion (43% versus 70% planned). However, especially in the second half of 2021, it was clear that many companies and organisations had resumed taking those decisions. This led to various lease transactions for a total of approximately 4,400 m^2 of office space, which will result in an occupancy rate of 60% in 2022, after the start of all new lease agreements. Ongoing negotiations at the end of the year provide a positive outlook for 2022.

The current portfolio composition deviates from the diversification guideline, which stipulated that multi-tenant assets should account for more than 70% of the total portfolio. Since the adoption of the guideline, the portfolio has grown considerably in terms of size, number of assets and variety of tenants. The contribution of the multi-tenant share in the portfolio in terms of spreading risk is therefore less significant. The Fund has reduced this diversification guideline to 50% from 2022 onwards. Nonetheless, in addition to single-tenant assets, the Fund continues to strive to acquire multi-tenant buildings.

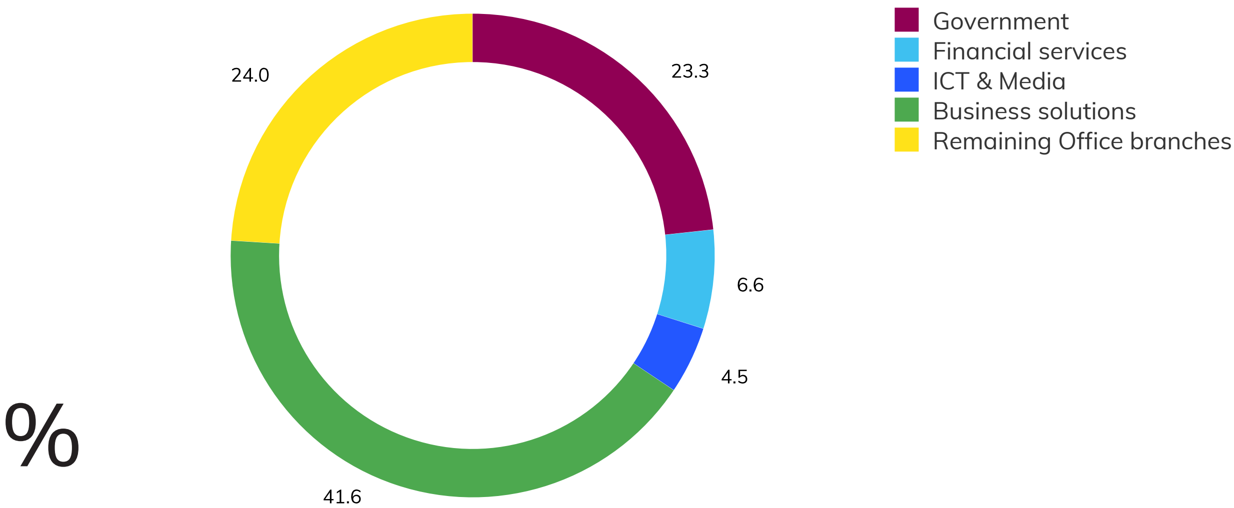
Portfolio composition by single versus multi-tenant based on market value



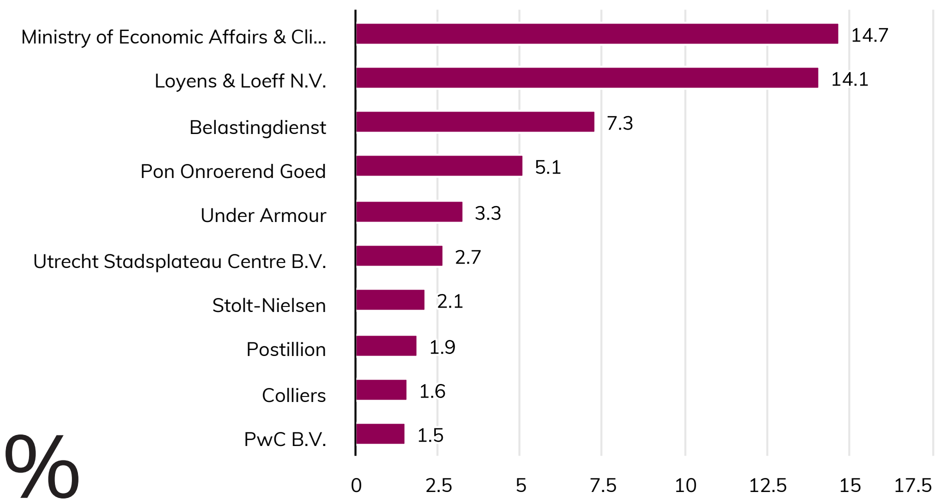
Tenant mix

Most of the Fund's tenants are considered to have a low debtor's risk. The top five tenants accounted for a total of 38.2% of the total potential rental income in 2021 (2020: 45.3%), which is in line with the Fund's diversification guideline that the total potential rental income of the five largest tenants may provide a maximum of 50% of the Fund's total potential rental income.

Allocation of investment property by tenant sector as a percentage of rental income



Top 10 major tenants based on passing rent

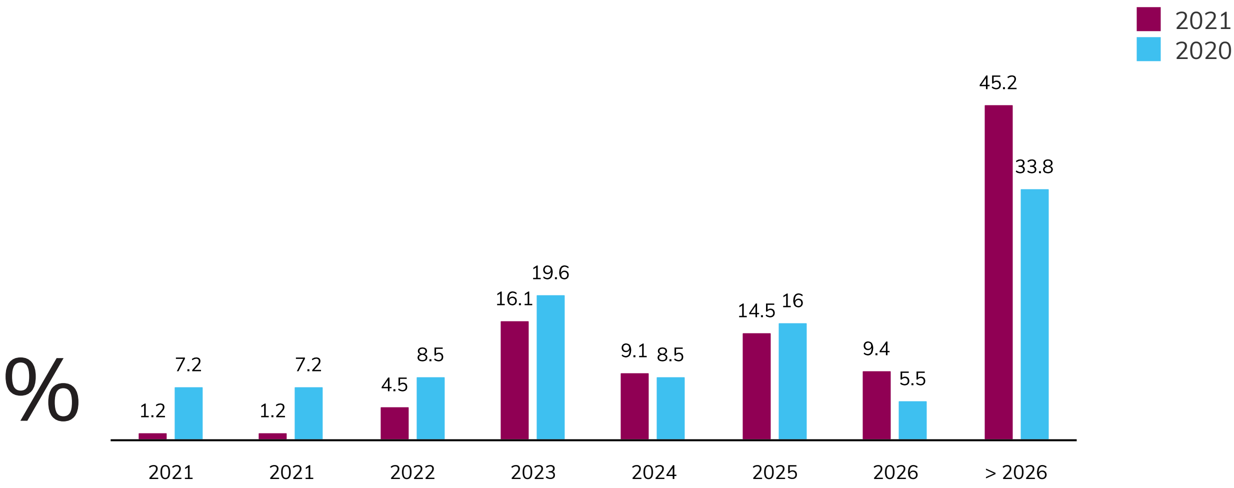


Expiry dates

Close relationships with its tenants enable the Fund to propose lease extensions at the right time. However, the Fund does take lease expiries into account and anticipates these to attract new tenants. This is one of the reasons tenant satisfaction is so important and why this is a key part of the Fund's strategy. Following the Covid-19 outbreak, the Fund engaged with tenants very quickly, to help them implement Covid-19-related measures in their offices and shared areas in their buildings. The Fund also stepped up communications through a variety of channels (newsletters, community apps, narrowcasting), as well as personal discussions and online meetings with all the tenants in its multi-tenant office buildings. The Fund also continued to invest in improvements and upgrades, including sustainability measures, such as the generation of renewable energy, LED lighting and improved insulation. Last year, the Fund launched programmes related to tenant engagement and health and well-being. Plus it measured tenant satisfaction and communicated the results to its tenants, together with the improvement actions the Fund plans to take.

As of 31 December 2021, the weighted average remaining lease term of the Fund stood at 5.6 years.

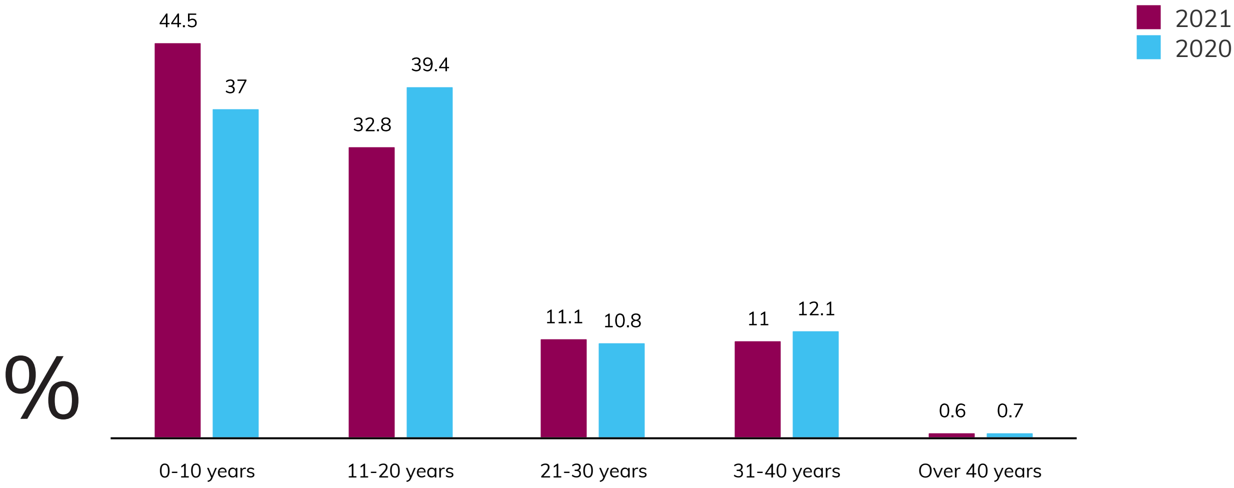
Expiry dates as a percentage of rental income



Age

Reducing the age of the Fund's portfolio is not a target in itself. More important than age is the asset's distinctive character, its location, its sustainability and its return prognosis. Some assets have a listed status based on their rich history and architecture. The age of some assets is determined by their date of completion after redevelopment. This means that the construction year of The Garage and Move, which were originally built in 1962 and 1931, is being reported as 2019. However, some older assets that have been or are being renovated and upgraded in phases retain their original construction date, despite being equipped with state-of-the art climate control systems, renewable energy sources and other modern amenities and facilities. New-build asset Central Park (Utrecht) reduced the average age of the portfolio in 2021.

Allocation of investment property by age based on market value

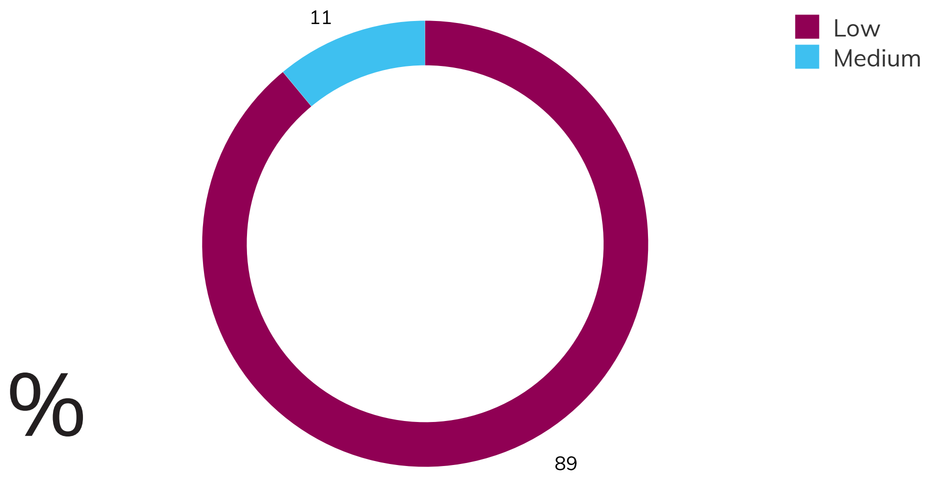


Allocation by risk

In terms of risk diversification, at least 90% of the investments must be low or medium risk. The actual risk allocation at year-end 2021 is shown in the figure below. Every year, the Fund assesses all properties separately. In 2021, the Fund was classified as 100% low to medium risk and as such was consistent with the framework of the Fund conditions.

Future investments in WTC Rotterdam and Central Park in Utrecht will run parallel to an increase of their occupancy rates and will therefore lower the risk profile of the Fund even further. For instance, WTC Rotterdam is currently categorised as medium risk, but will be categorised as low risk once its occupancy rate climbs above 85%, something the Fund expects to see in 2023. This means the Fund has sufficient leeway on the risk front to acquire an office redevelopment project or an office building with a low occupancy rate.

Allocation of investment property by risk category based on market value

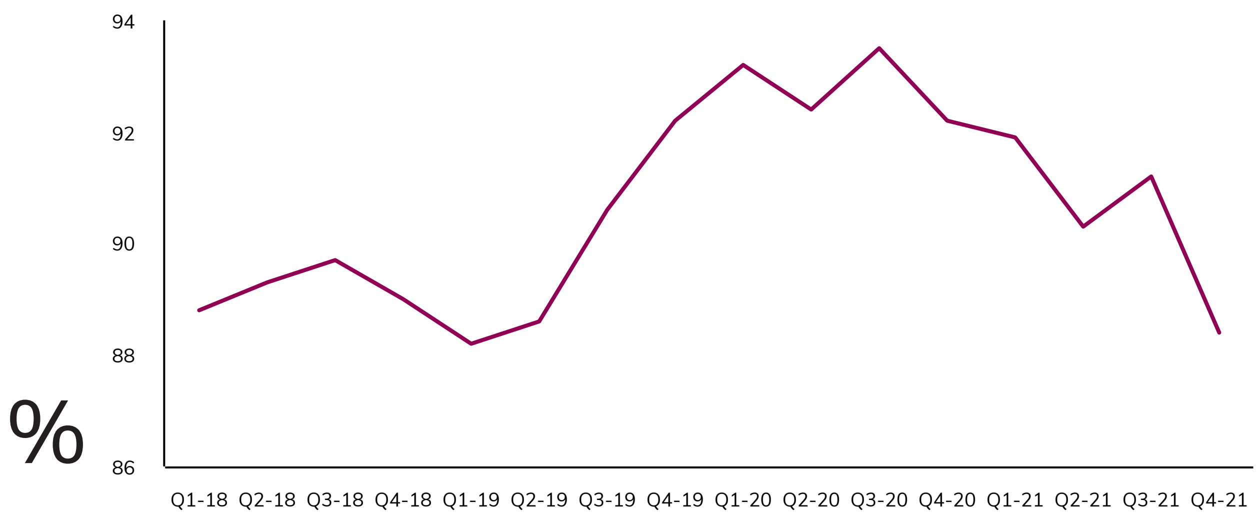


Financial occupancy

In 2021, the Fund's occupancy rate of 90.4% was a little lower than in 2020 (92.8%) which was related to the start of explotation for Central Park. While Covid-19 has delayed new rental transactions, the Fund was able to extend existing contracts and sign new tenants for vacant spaces. The transactions concluded in the fourth quarter for Central Park (Utrecht) will make a positive contribution to the occupancy rate in 2022.

The new lease agreement signed in 2020 with the Central Government Real Estate Agency for Centre Court (The Hague, approx. 10,000 m^2) came into effect on 1 August 2021 and contributed to the occupancy at portfolio level from that date.

Financial occupancy rate



Performance on sustainability

Highlights performance on sustainability 2021

- Retained GRESB score of 95 points and retained GRESB 5-star rating;
- 100% of assets are BREEAM-NL certified; 98.3% have a minimum of Very Good rating and 67.7% of invested capital have a BREEAM-NL Excellent rating;
- 99.7% of portfolio has a green label (98.3% A label), with an average EP2 of 136;
- Total of approx. 968 kWp solar power installed by year-end 2021;
- 1.8% like-for-like reduction in energy consumption; 10.5% increase in GHG emissions;
- 73 rental contracts with a sustainability clause (green lease);
- 100% of construction sites registered under the Dutch Considerate Constructors (Bewuste Bouwer) scheme;
- Coverage of 100% AEDs within six minutes walking distance;
- Integrated the Paris Proof roadmaps into multi-year maintanance budgets.

Focus on sustainability

The Fund supports the United Nations Sustainable Development Goals (SDGs) and actively support three SDGs, as presented below.

Sustainable development goals

7 AFFORDABLE AND CLEAN ENERGY	8 DECENT WORK AND ECONOMIC GROWTH	11 SUSTAINABLE CITIES AND COMMUNITIES	13 CLIMATE ACTION
Installation of renewable energy	Considerate constructor scheme for construction projects	Above average sustainable portfolio	Climate adaptation

Highly sustainable Fund

The built environment consumes around 40% of the world's energy and accounts for up to 30% of the world's annual GHG emissions. Additionally, the building industry is a large user of raw materials. As a global real estate investor, Bouwinvest feels it is part of its responsibility to help find solutions. To contribute to a CO_2-neutral, sustainable, circular, resilient and healthy living and working environment, and to enhance stakeholder value by investing in sustainable real estate. Bouwinvest is convinced that its approach reduces risk, ensures stable client returns in the long term and keeps its real estate assets and portfolios attractive.

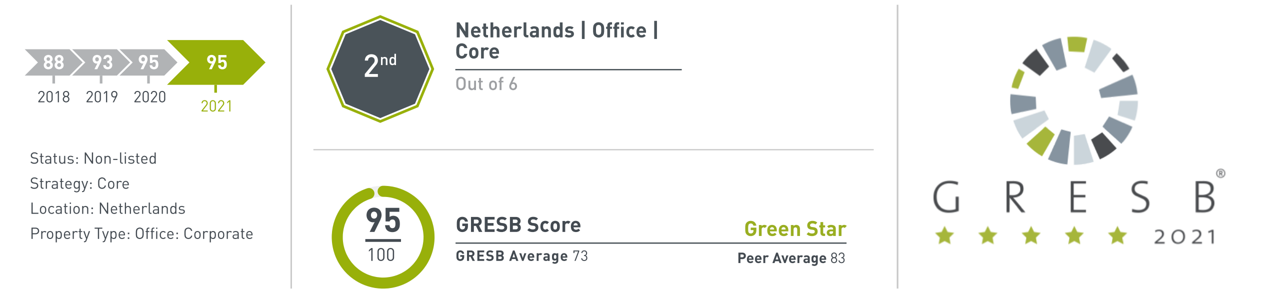
Environmental, social and governance (ESG) factors will continue to play a major role in the Fund's investment strategy. The Fund is targeting a net-zero carbon, nearly energy-neutral and resilient portfolio before 2045 (approx. 70 kWh/m2 per year). This will include an analysis of asset-level climate risks, including a plan of how to mitigate these risks. The Fund has set out clear targets for the reduction of its environmental footprint and improving its positive social impact.

To make a start, the Fund has formulated the following Paris Proof objectives for the mid-term:
- 2021-2030: A year-on-year 5% reduction in GHG emissions for the total portfolio (general and tenant consumption);
- 2030: The portfolio has an average energy label A (energy index <1.0);

Furthermore, the Fund devotes attention to the Dutch policy position on transitioning towards a circular economy in 2050, with the focus on the use (and reuse) of resources. The real estate industry needs to be transformed into a circular ecosystem. The Fund is committed to circular building projects.

The Fund also performed data-driven analysis related to physical climate risks, such as heat stress, flooding, heavy rainfall and drought. For the total portfolio, the Fund analysed what the impact of those risks is on its assets based on location. In 2022, the Fund will continue to analyse these risks based on asset characteristics and focus on how these risks can be mitigated.

GRESB scores 2021



In 2021, the Fund retained its GRESB 5-star rating and also retained its overall score of 95 points. The Fund continued to focus on performance to retain its points. The Fund will continue to focus on both coverage of data and on reductions to improve its score next year. Other opportunities for future improvements are related the reuse of water.

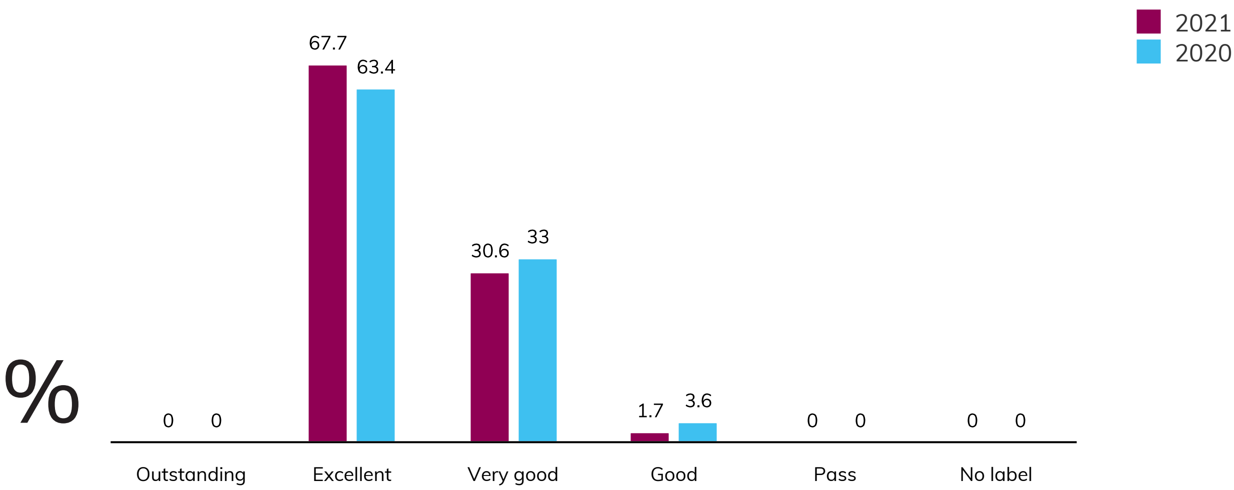
Investing in sustainable real estate

Sustainable buildings

The Fund uses BREEAM to measure and assess the overall sustainability of its buildings. The BREEAM methodology covers a wide range of subjects; from energy to transport, from vegetation and materials to indoor climate quality. This makes it a very useful tool for the implementation of sustainability measures at different levels within the Fund. The target for 2021 was to achieve a minimum of a BREEAM-NL Very Good rating for every asset in the portfolio. The Fund almost met its target last year, as 98.3% of the portfolio assets have at least a BREEAM-NL Very Good rating; 67.7% have a BREEAM-NL Excellent rating. The Fund retains its target for 2022.

The figure below shows all the certificates obtained per asset.

BREEAM scores (% of lettable floor space)



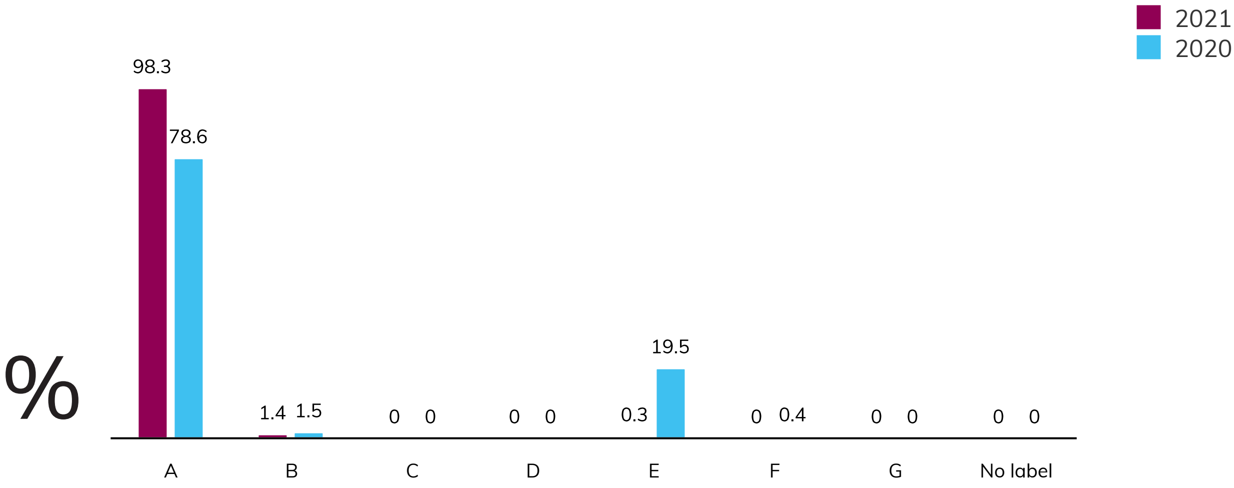
The Fund retained its targets in the 2022-2024 Fund Plan and is aiming to have and hold 100% certified assets with BREEAM-NL Very Good or better labels at both asset and management level by the end of 2022, while it has so far focused on certification at asset level.

Given the current performance, ESG targets will increasingly focus on making the portfolio more Paris Proof, increasing user health and well-being and managing physical climate risks.

Green portfolio

Another target related to the Fund's sustainability at asset level was to achieve a 100% green portfolio (EPC label A, B or C) in 2021 and a minimum of 80% label A or better. The distribution of energy labels in the portfolio is shown below. Central Park in Utrecht was awarded an A-label upon completion in 2021, while WTC Rotterdam was also awarded an A-label last year. The prior label of WTC Rotterdam was an E-label. As a result, 98.3% of the Fund's assets now have an A-label.

Distribution of energy label by floor space (m^2) in %



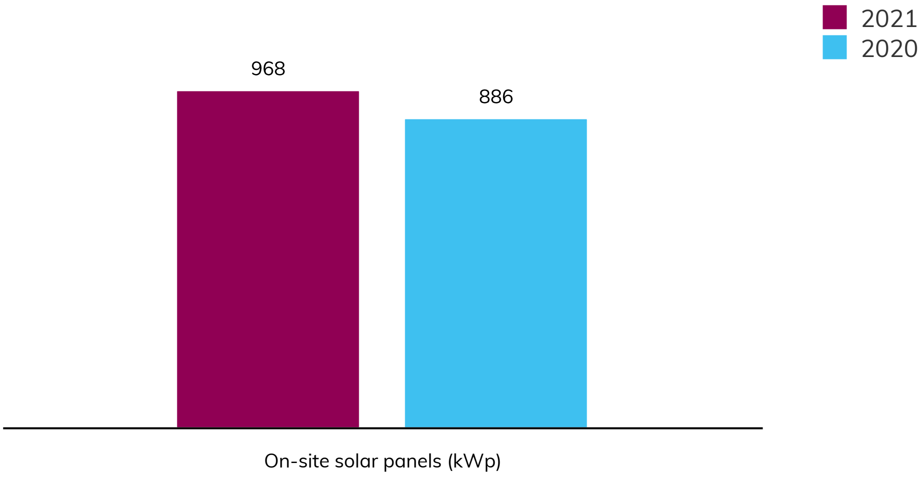
Environmental impact

Bouwinvest committed itself to the Paris Proof commitment of the Dutch Green Building Council (DGBC). To become net-zero carbon (Paris Proof) before 2045, the Fund has drawn up a roadmap to realise this ambition. In 2021, the Fund implemented the technologies, measures and costs related to the implementation in the Fund's strategic maintenance plan for the coming years.

Energy consumption and GHG emissions

In 2021, the Fund's energy consumption declined by 1.8% (2020: -13.6%) on a like-for-like basis. The GHG emissions increased by 10.5%. This decline in like-for-like energy consumption was largely due to Covid-19, as a large majority of people worked from home last year. The target for energy reduction is now set at 4% per year on average to bring this target in line with (international) climate goals (reduction of 95% of CO in 2050 compared with 1990).

On-site solar panels (kWp)



Renewable energy production
The Fund continued working on renewable energy production last year. The target was to install at least 1,000 kWp of solar panels by the end of 2021. At the end of 2021, the Fund had installed 968 kWp of on-site solar panels. Due to the installation of new solar panels on Central Park the total kWp increased by 82 kWp.

In 2021, the Fund recalculated its targets for the reduction of its environmental impact in the period 2022-2024:

- Renewable energy: increase percentage of renewable energy to more than 1,000 kWp;
- Energy consumption: average annual reduction of 4% as from 2022;
- GHG emissions: average annual reduction of 4% as from 2022;
- Water use: average annual reduction;
- Waste: increase recycling percentage.

Enhancing stakeholder value

Bouwinvest does its utmost to optimise long-term alliances with all of its stakeholders. It has methods and means in place to understand, meet and respond to its stakeholders' needs and to engage with the issues that its stakeholders find important. In addition to this, Bouwinvest takes an active approach to raising environmental, social and governance awareness throughout the real estate industry, partly through membership of various real estate sector organisations, such as the Association of Institutional Property Investors in the Netherlands (IVBN) and the Dutch Green Building Council.

Improving client services and communications
Bouwinvest keeps its clients up to date on the Fund's activities and performance, as well as on the Dutch real estate market and important topics such as ESG-related developments (e.g. climate risk). In 2021, in addition to formal meetings such as the Annual Meetings of Shareholders, Shareholders' Committee meetings and quarterly conference calls to discuss the quarterly reports, Bouwinvest organised a separate client meeting on the topic of 'climate risk'. Moreover, Bouwinvest kept its clients updated via press releases and the 'Real Value for Life' newsletter.

In early 2021, Bouwinvest conducted a client survey among its investors resulting in a score of 7.1 (out of 10) for client satisfaction. This survey provided the organisation with a lot of valuable feedback. One of the outcomes was that the Fund documentation needed to be updated. In a constructive dialogue with all shareholders, Bouwinvest modernised all its fund documentation in 2021. Having made improvements in - among other things - liquidity, more say for the Advisory Committee and modern liability clauses, the Fund's terms and conditions are now completely up to date. The new terms and conditions were adopted at the General Meeting of Shareholders on 14 September 2021. The new Fund documentation came into effect on 1 January 2022.

These and other actions will help Bouwinvest improve its client services and communications. Bouwinvest's ultimate aim is to achieve a steady long-term client satisfaction score of 7.5 (out of 10). In the second half of 2022, the organisation will conduct another client satisfaction survey to check if the various improvement initiatives have indeed improved client satisfaction.

Tenant engagement

In the fourth quarter of 2021, the Fund received the results of its annual tenant satisfaction survey. The average satisfaction score for the quality of the Fund's assets remained 7.3 (7.3 in 2020) and the appreciation of its property management scored 6.9 (6.8 in 2020). Both the score for the quality of the assets and the overall average are now in line with the Fund's target of >7.0. Together with the external property managers the Fund will draw up a plan to achieve a score of >7.0 for the services in this area.

The Fund constantly initiates new efforts and projects to maintain and improve satisfaction. Many of these projects are related to health and well-being, engagement and response time to tenants' requests.

Green leases

The Fund encourages its tenants to be more sustainable by including standard green lease clauses in its lease contracts. These embed the intended cooperation between the Fund and tenants to improve the sustainability of the Fund's office assets. The Fund prefers to supplement these clauses with concrete agreements, such as access to data on energy use and parameters on joint investments in energy-saving measures. Despite a certain level of reluctance on the part of tenants, in 2021 the Fund managed to increase the number of green leases it closed. The Fund is currently working on increasing the number of green leases even further by formulating the agreements more concisely and by offering tenants concrete tools to help them reduce their energy consumption and costs.

The Fund has so far signed 73 green lease agreements with tenants that include clauses related to cooperation on improving sustainability (total number of leases is 219). Together with the Fund's external property manager, the Fund has drawn up a new standard for green lease agreements, which is now a standard appendix to every new lease. This includes clauses related to collective sustainability and efficiency goals for both landlord and tenants, making any improvement of sustainability a joint effort. Last year, the Fund analysed what the objections of tenants are related to the green leases to improve the content and structure. The Fund has also actively engaged with tenants to convert current agreements into green leases.

The target for 2021 was to have a sustainability clause included in 20% of all rental contracts. The Fund had surpassed this target at the end of 2021, as 33.3% of all rental contracts now includes a sustainability clause. The aim is to achieve that 50% of all rental contracts are green leases by the end of 2022.

Sustainable stewardship

Bouwinvest takes an active approach to raising environmental, social and governance awareness throughout the real estate industry. Bouwinvest encourages its partners to enhance their sustainability performance. Bouwinvest's focus is on health and safety at construction sites, active participation (memberships) in industry associations and community programmes. To further improve the climate for real estate investments, Bouwinvest is an active member of boards and committees of sector, industry and cross-disciplinary networks such as NEPROM, IVBN, Holland Metropole, DGBC, INREV and ULI.

All the construction sites related to assets in the Office Fund are registered under the Dutch Considerate Constructors Scheme (Bewuste Bouwer). This ensures that the contractor deals with the concerns of local residents and addresses safety and environmental issues during the construction phase.

The target was to have more than 75% of its construction sites registered under the Considerate Constructors Scheme by the end of 2021. At the end of 2021, the Fund was more than on track, as 100% of its construction sites were registered under the Considerate Constructors scheme.

AED

Bouwinvest was the first company in the Dutch real estate investment sector to contribute to the establishment of a national AED (automatic external defibrillator) network, which it is estimated could save up to 2,500 lives every year in the Netherlands. The use of an AED offers the highest probability of survival within the first six minutes after a heart attack. In 2021, the Fund continued focusing on the installation of AEDs. The Fund's target for the end of 2021 was to give all tenants and communities access to an AED within six minutes walking distance. At the end of 2021, 100% of the Fund's tenants and communities had an AED available within six minutes walking distance.

Financial performance

Fund return

The Fund realised a total return of 7.3% in 2021, consisting of 2.6% income return and 4.6% in capital growth. Net rental income, administrative and finance expenses are the main drivers for the income return. The results for 2021 were above plan. Capital growth was particularly positive. The income return was higher due to higher than planned revenues.

Fund performance	2021 Actual	Plan	2020 Actual
Income return	2.6%	2.5%	2.4%
Capital growth	4.6%	-1.7%	2.3%
Fund performance	7.3%	0.7%	4.8%

Income return

Net rental income of € 39.3 million was € 2.0 million higher than the plan of € 37.3 million (2020: € 35.4 million). The most significant drivers of the deviation from plan were higher other income (€ 1.5 million), lower property operating expenses (€ 1.6 million) and higher service charge expenses (€ 1.9 million).

Other income was higher than plan due to one-off gains related to compensations for terminated lease contracts. The difference in property operating expenses was due to lower than expected maintenance costs, lower costs for bad debts and lower taxes.

Capital growth

The Fund realised a capital growth of 4.6% compared with the plan of -1.7%. The ongoing Covid-19 crisis had less impact on valuations than expexted. The Garage (Amsterdam), Hourglass (Amsterdam), WTC The Hague, Nieuwe Vaart (Utrecht) and Central Park (Utrecht) made the biggest contribution to the positive capital growth. In general, the outlook for long-let core properties is positive. For Central Park, the rental transactions and the ongoing negotiations led to an increase in the value. Letting activities were the main drivers for the increase in value of WTC The Hague. Although most properties experienced a positive capital growth, De Lairessestraat (Amsterdam) had a negative capital growth of € 1 million due to a limited increase in vacancy.

Property performance

Property performance	2021 Actual	2021 MSCI	2020 Actual
Income return	3.3%	3.3%	2.7%
Capital growth	4.5%	5.0%	2.8%
Property performance	8.0%	8.5%	5.5%

The total property return for 2021 came in at 8.0%, consisting of a 3.3% income return and 4.5% capital growth. The Fund underperformed the MSCI Netherlands Property Office Index (all properties) by -0.5 %-points in 2021. This underperformance was related to the Fund's capital growth which was 0.5 %-points lower than the benchmark's capital growth of 5.0%. The income return was equal to the benchmark.

WTC Rotterdam
Multi-tenant

Rotterdam
The Netherlands

Shareholder information

Introduction

This section covers the financial management policies, activities and performance of the Fund over 2021, followed by the Fund's overall governance and structure. This section concludes with more details about the fund manager.

Financial management

Results

Income Statement summary (all amounts in € thousands)	2021	2020	change	in %
Revenues	62,806	58,832	3,974	7%
Operating expenses	(23,520)	(23,479)	(41)	0%
Net rental income	**39,286**	**35,353**	**3,933**	**11%**
Net valuation gain / (loss)	54,525	25,279	29,246	116%
Result on disposal	-	-	-	0%
Administrative expenses	(6,299)	(5,805)	(494)	9%
Finance expenses	(2,537)	(2,958)	421	-14%
Income taxes	-	(25)	25	-100%
Result for the year	**84,976**	**51,844**	**33,132**	**64%**
Financial occupancy	90.4%	92.8%		
REER	1.23%	1.36%		
TGER	0.53%	0.52%		

In 2021, the full-year result increased to € 85.0 million, from € 51.8 million in 2020 (+64%). The increase of € 33.1 million was primarily driven by higher valuations of the investment properties. Core office real estate remained stable in value in 2021 and the Fund was able to realise capital growth for many assets. Renovations, including improvement of sustainability and rental activities, made a significant contribution to this capital growth.

Revenues of € 62.8 million were € 4.0 million higher than 2020 (€ 58.8 million), driven by higher rental income and service charges income (€ 2.6 million), mainly due to the delivery of Central Park (Utrecht) in 2021 and a higher occupancy rate in Centre Court (The Hague). Furthermore, other income increased by € 1.4 million mainly as a result one-off gains related to compensation for terminated lease contracts in 2021.

Operating expenses of € 23.5 million were the same as in 2020 (€ 23.5 million), driven by higher service charge expenses (€ 0.9 million) and lower operating expenses (€ 0.9 million). Service charge expenses increased due to the delivery of properties in 2020 and 2021. The decline in operating expenses was mainly due to lower costs for doubtful debts (€ 0.4 million) and lower taxes (0.5 million). The REER fell to 1.23%, from 1.36% in 2020, as a result of the higher average NAV.

Dividend

As a result of the Fund’s fiscal investment institution (FII) status, Bouwinvest will distribute all of the distributable result to its shareholders through four quarterly interim dividend payments and one final dividend payment.

The Executive Board of Directors proposes to pay a dividend of € 30.8 million for 2021 (2020: € 27.4 million), which corresponds to a pay-out ratio of 100%. It is proposed that the dividend will be paid in cash, within the constraints imposed by the company’s fiscal investment institution (FII) status. Of this total dividend, € 22.7 million or 74% was paid out in the course of

2021. The fourth instalment was paid on 15 February 2022. The rest of the distribution over 2021 will be paid in one final instalment following the adoption of the annual report by the Annual General Meeting of shareholders on 6 April 2022.

Performance per share	2021	2020
Dividends (in €)	80.38	65.77
Net earnings (in €)	219.23	140.45
Net asset value IFRS (in €, at year-end)	3,172.38	3,034.73
Net asset value INREV (in €, at year-end)	3,172.38	3,034.73

Funding

According to internal guidelines, the Fund is not allowed to have an unsecured pipeline. At the end of 2021, the funding for the acquisition pipeline was completely secured.

The Fund did not close any new commitments in 2021. The Fund made capital calls for a total of € 30 million and a shareholder transferred all of its 4,730 shares in the Fund to shareholder A.

Name shareholder	Number of shares at year-end 2021
Shareholder A	371,787
Shareholder B	10,910
Shareholder C	6,862
Shareholder D	854
Total	**390,413**

Leverage

Leverage policy: In line with the Fund's Information Memorandum, it is allowed to incur debt up to 3% of the Net Asset Value, to bridge any temporary liquidity constraints and accommodate distributions to shareholders and redemption of shares.

In 2021, the Fund was financed solely with equity and did not use any loan capital for liquidity management purposes.

Treasury management

Treasury policy: For treasury management purposes, the Fund acted in accordance with Bouwinvest’s treasury policy in 2021, to manage the Fund’s liquidity and financial risks. The main objectives of the treasury management activities are to secure shareholders’ dividend pay-out, ensure other obligations can be met and to manage the Fund’s cash position.

At year-end 2021, the Fund had € 15.2 million freely available in cash. In 2021, the Fund’s cash position declined by € 9.8 million compared with year-end 2020 (€ 25.0 million).

Interest rate and currency exposure

Interest rate and currency exposure: As the Fund had no foreign currency exposure, there was no currency exposure risk. The Fund did not have any loans or borrowings. The interest rate risk was therefore limited to the negative interest rate developments on the Fund's bank balances.

Tax

FII regime: The Fund qualifies as a fiscal investment institution (FII) under Dutch law and as such is subject to corporate tax at a rate of zero percent. Being an FII, the Fund is obliged to distribute its entire fiscal result annually. In 2021, the Fund complied with the FII requirements.

Furthermore, the Fund met its obligations related to value added tax, transfer tax and other applicable taxes in their entirety in 2021.

Fund governance

Bouwinvest Dutch Institutional Office Fund N.V. (the Fund) was established in 2010. The Fund has a governance structure that ensures effective and efficient management, combined with proper checks and balances. The Fund's governance structure consists of a General Meeting of Shareholders, a Shareholders' Committee and an Executive Board of Directors.

The Fund is governed by a robust framework with systems and processes to manage risks appropriately. Safeguarding the interests of its investors, integrity and transparency, the Fund fosters the following governance principles:

- The compliance function is independent
- Conflicts of interests are avoided and managed through compliance with Bouwinvest's conflicts of interest policy
- Robust checks and balances through established framework with lines of defence
- Focus on process management: ISAE 3402 type II certified
- Compliant with AIFMD
- An independent depositary function has been installed

Rules and principles governing day-to-day business:

- Best-in-class system for valuation of assets
- Elaborate approval process for all real estate investments
- Transparency and integrity integrated in daily business conduct
- Code of conduct
- Transparent and open shareholder communication

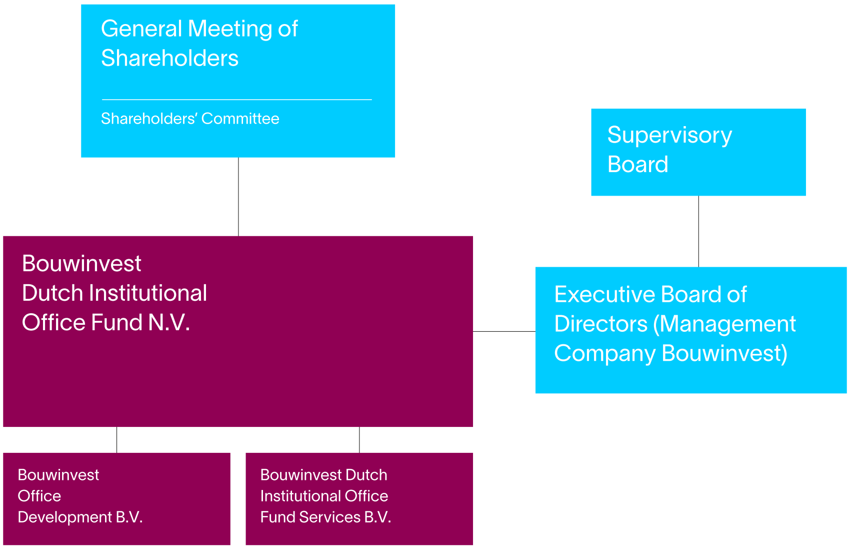
Structure of the Fund

The Fund is structured as an investment company with variable capital, as defined in article 2:76a of the Dutch Civil Code, with its corporate seat in Amsterdam, the Netherlands. It is a fiscal investment institution (FII) within the meaning of Article 28 of the Dutch Corporate Income Tax Act 1969. Bouwinvest Real Estate Investors B.V. ('Bouwinvest') is the Fund's sole Statutory Director and management company pursuant to the management agreement. The management company has a licence within the meaning of Article 2:65 of the Dutch Financial Supervision Act and is subject to supervision of the Dutch Financial Markets Authority (AFM).

Subsidiaries

The Fund has two taxable subsidiaries, Bouwinvest Dutch Institutional Office Fund Services B.V., which renders services that are ancillary to the Fund's renting activities, and Bouwinvest Office Development B.V., which pursues development activities that are ancillary to the Fund's investment portfolio. Such activities are placed in these taxable subsidiaries to ensure the Fund's compliance with the criteria of the FII regime.

Fund governance bodies



Shareholders' Committee

The Shareholders’ Committee comprises a maximum of five shareholders: one representative from each of the four shareholders with the largest individual commitments and one member to represent the collective interests of all other shareholders. Each eligible shareholder shall appoint a member of the Shareholders’ Committee for a period of one year running from the Annual General Meeting. With the new Terms & Conditions coming into effect as of 1 January 2022, the Shareholders’ Committee will be renamed Advisory Committee.

Role of the Shareholders' Committee

The role of the Shareholders’ Committee is to approve certain specified resolutions by the management company and to be consulted with regard to certain resolutions specified in the Terms and Conditions.

General Meeting of Shareholders

Shareholders of the Office Fund must be professional institutional investors within the meaning of section 1:1 of the Dutch Financial Markets Supervision Act (FMSA). General Meetings of Shareholders are held at least once a year to discuss the annual report, adopt the financial statements and discharge the Statutory Director of the Fund for its management. Shareholder approval is required for the Fund Plan and for other resolutions pursuant to the Fund Documents.

Anchor investor

As at this annual report’s publication date, bpfBOUW held the majority of the shares in the Office Fund.

Governance matrix

The voting rights of the General Meeting of Shareholders and the Shareholders' Committee are shown in the governance matrix.

	General Meeting of Shareholders		Shareholders' Committee	
	Simple majority vote (> 50%)	Double majority vote	Approval rights	Consultation rights
Amendment of the strategy of the Fund		X		X
Liquidation, conversion, merger, demerger of the Fund		X		X
Dismissal and replacement of the management company		X		X
Amendment of the management fee of the Fund		X		X
Conflict of interest on the basis of the Dutch Civil Code		X		X
Investments within the hurdle rate bandwidth as specified in the Fund Plan			X	
Related party transaction			X	
Amendment or termination of the Fund Documents	X			X
Adoption of the Fund Plan	X			X
Deviation from the valuation methodology of the Fund as set out in the Valuation Manual	X			X
Investments outside the hurdle rate bandwidth as specified in the Fund Plan	X			X
Change of control (of the management company)				X
Appointment, suspension and dismissal of managing directors of the Fund (with due observance to the rights mentioned under 3. here above).	X			X
Amendment to the Articles of Association of the Fund	X			
Adoption of the Accounts of the Fund	X			
Information rights on the basis of the Dutch Civil Code	X			
Authorising the Executive Board of Directors to purchase own shares	X			
Reducing the capital of the Fund	X			
Extending the five month term with regard to approval of the Accounts	X			
Providing the Executive Board of Directors with the authority to amend the Articles of Association of the Fund	X			
Appointing a representative in the event of a conflict of interest	X			
Requesting to investigate the Accounts and the withdrawal thereof	X			
Approval of an applicant shareholder to become a shareholder of the Fund	X			

Manager of the Fund

Bouwinvest is the fund manager of the Fund and as such is responsible for portfolio management and risk management. Bouwinvest, on behalf of the Fund, conducts the business activities related to the entire real estate investment process to achieve the Fund's investment objectives. Bouwinvest believes responsible business practices are a vital element in achieving the targeted return on investment. Bouwinvest is structured as a private limited liability company. bpfBOUW holds 100% of the shares in Bouwinvest.

Executive Board of Directors

Bouwinvest's Executive Board of Directors consists of the Chief Executive Officer, also Statutory Director, the Chief Financial & Risk Officer, also Statutory Director, the Chief Client Officer, the Chief Investment Officer Dutch Investments and the Chief Client Investment Officer International Investments. The Statutory Directors are appointed by the Bouwinvest General Meeting of Shareholders following nomination by Bouwinvest's Supervisory Board. The Executive Board of Directors is governed by Dutch law, as well as a set of regulations that also outline its tasks and responsibilities.

Supervisory Board

Bouwinvest has an independent Supervisory Board with a minimum of three and a maximum of five members. The Supervisory Board currently has four members. The maximum term of office is four years, with the possibility of reappointment for an additional four years. The role of the Supervisory Board is to supervise the policies of the Executive Board of Directors and the general affairs of the company and its related business. The Supervisory Board is responsible for the quality of its own performance. The members of the Supervisory Board are appointed by the Bouwinvest General Meeting of Shareholders. In carrying out its duties, the Supervisory Board is guided by the interests of Bouwinvest and its related business.

Policies, rules and regulations

Corporate Governance Code

Although the Dutch Corporate Governance Code does not directly apply to Bouwinvest as it is an unlisted company, the Executive Board of Directors endorses the best practices of the Code in as far as these are applicable to Bouwinvest and practical.

Code of Conduct

Bouwinvest has drawn up a Code of Conduct that applies to all its employees and which includes additional rules that specifically apply to the Executive Board of Directors and Supervisory Board with respect to conflicts of interest and investments. The Code of Conduct deals with issues such as ethical behaviour, conflicts of interest, compliance with laws and (internal and external) regulations, responsible investment, health and safety, as well as our business partners. Bouwinvest has also instituted a whistleblower policy to deal with the reporting and investigation of unethical behaviour. All employees receive code of conduct training.

Conflicts of Interest policy

Bouwinvest has a Conflicts of Interest policy. The purpose of this policy is to ensure that no material conflicts of interest occur that are damaging for investors in the Fund, the Fund or Bouwinvest. The policy also describes how Bouwinvest should act with respect to the allocation of different investment opportunities over the respective funds and clients. The policy is intended to supplement but not replace any applicable Dutch laws governing conflicts of interest. In 2021, there were no conflicts of interest as referred to in the Bouwinvest Conflicts of Interest Policy, either between the members of the Executive Board of Directors, the management company, the Fund and/or other funds managed by the management company.

Funds managed by Bouwinvest

Bouwinvest manages the following alternative investment funds:

- Bouwinvest Dutch Institutional Residential Fund N.V.
- Bouwinvest Dutch Institutional Retail Fund N.V.
- Bouwinvest Dutch Institutional Office Fund N.V.

Bouwinvest has separate mandates from bpfBOUW for the management of international real estate investments in Europe, North America and the Asia-Pacific region, hotel properties through Bouwinvest Dutch Institutional Hotel Fund N.V. and healthcare properties through Bouwinvest Dutch Institutional Healthcare Fund N.V.

Bouwinvest aims for the highest level of transparency in its communications on its financial situation, strategy, plans and other information relevant to its existing and potential investors and other stakeholders. In addition to this annual report, the management company reports on a quarterly basis on the status of the Fund and organises quarterly conference calls to discuss the developments within the Fund with its shareholders. Furthermore, Bouwinvest organises General Meetings of Shareholders twice a year, together with Shareholders' Committee meetings to discuss and approve the Fund plan and annual report. All information and documents related to the Fund are available for shareholders via the Bouwinvest Investor Portal.

Shareholders’ calendar

15 February 2022	Payment interim dividend fourth quarter 2021
9 March 2022	Advisory Committee
6 April 2022	General Meeting of Shareholders
26 April 2022	Payment of final dividend 2021
18 May 2022	Payment interim dividend first quarter 2022
15 June 2022	Advisory Committee
18 August 2022	Payment interim dividend second quarter 2022
14 September 2022	Advisory Committee
9 November 2022	Advisory Committee
18 November 2022	Payment interim dividend third quarter 2022
7 December 2022	General Meeting of Shareholders
15 February 2023	Payment interim dividend fourth quarter 2022

Risk management

Bouwinvest Real Estate Investors aims to operate on the basis of a healthy balance between risk and return and strives to take risks in a conscious and sustainable manner. Integrated Risk Management is a key mechanism to meet this goal by providing the means to identify, assess and understand various types of risk inherent in all Bouwinvest services/products, activities, processes and systems.

To support Integrated Risk Management and to ensure that the fund remains within its risk profile and consequently its risk appetite, Bouwinvest set up a Risk Management Framework that enables it to address the fund-specific risks that may prevent the Fund from achieving its objectives. This consists of a balanced set of control measures and fund-specific key risk indicators and limit setting (including early warning limits) for the Fund's risk taxonomy.

As manager of the Fund, Bouwinvest Real Estate Investors is responsible for the management of the risks in the Fund. Details regarding the risk management system applied to the Fund are elaborated on in the Bouwinvest Real Estate Investors' 2021 annual report.

Risks in the portfolio are monitored closely and the following events and risks were noteworthy in 2021:

Market risk

Valuation risk

In general, there are no material uncertainty clauses applicable caused by the Covid-19 pandemic as of 31 December 2021, except for two specific objects within the Funds' portfolio. The parking garages WTC-Beursplein and Olympic Stadium Amsterdam have a strong operational character, with revenues largely generated by ticket sales from visitors. At the date of valuation, these parking garages face an unprecedented set of circumstances caused by Covid-19 and the lack of relevant/ sufficient market evidence on which the external appraiser can base their valuations. The valuation of both assets is therefore reported as being subject to a 'material uncertainty'.

Credit risk

Within the area of credit risk, no material risks occurred in 2021.

Liquidity risk

Within the area of liquidity risk, no material risks occurred in 2021.

Business risk

Business environment risk

In 2021, the Dutch Ministry of Finance started the evaluation of the Fiscal Investment Institution (FII) regime that was announced in 2020. This evaluation should be finalised in 2022. Bouwinvest is taking into account the possibility that this evaluation will lead to a change of law as a result of which the Fund might no longer apply the FII regime. Bouwinvest has mitigated this risk by anticipating and preparing a restructuring of the Fund into the legal form of a so-called closed Fund for Mutual Account (FMA)

Given its fiscal transparency, the closed FMA prevents double taxation for investors and is therefore the most appropriate alternative for an FII. Future amendments to the Dutch tax transparency rules, which are expected to be announced in 2022, should not alter this conclusion.

In the course of 2022, Bouwinvest will decide whether to propose a restructuring of the Fund to the Shareholders' Meeting and, if so, by which date such restructuring must be effected. Bouwinvest will take into account all uncertainties, including the future of the FII regime and the impact on all investors, when taking such a decision.

ESG risk

Last year was another year with exceptional weather conditions, and as such a reminder of the need to deal with climate change and related risks. In line with the recommendations from the Task Force on Climate Financial Disclosures (TCFD), the Fund recognises two main risks related to climate change:

- Physical risks directly affecting the Fund's real estate and/or tenants (heat stress, pluvial flood, subsidence and coastal / river flood)
- Transition risks, or risks related to the adaptation of the Fund's real estate to future climate changes (an environment in which greenhouse gases should be minimised to limit future temperature rises to 2˚C or less).

Core elements of the recommended disclosures include the organisation's governance related to climate risks, the strategy, the risk management and resulting metrics and targets.

Within Bouwinvest, the Sustainability & Innovation department is dedicated to advising the Executive Board of Directors on preparing the management organisation and the Fund for the necessary steps and related changes. These climate risks affect a large number of risks within our risk taxonomy, and Bouwinvest will adapt its risk taxonomy to incorporate climate risk where necessary. As an example of recent initiatives, the Fund has started a pilot for the next phase of identifying physical climate risks. The purpose of the pilot is to identify the net risk of all four physical climate risks based on both geographical location and building characteristics. The Fund is aiming to perform the same analysis for the total portfolio in the course of 2022.

Tax risk

In 2021, Bouwinvest developed a transfer pricing methodology for redevelopment projects and presented it to the Dutch Tax Authorities (DTA). The methodology, which has been validated by consultancy firm Fakton, better reflects market practice. After the close of the bookyear the DTA confirmed they agree with the methodology. In 2022 the DTA and Bouwinvest will discuss its application with regard to the redevelopment of Move and The Garage. The revised methodology still results in a tax loss.

Operational risk

In 2020, a court decision was made in a dispute with the co-owner of Olympic Stadium Amsterdam, Stichting Olympisch Stadion Amsterdam, about the division of costs for the repair of concrete damage. In 2021, the Foundation lodged an appeal and a request for an expert procedure was initiated. Court hearings are planned for the first quarter of 2022.

The Fund has devoted special attention to Hourglass as of 30 September, because a small piece of the facade fell down. Fortunately, no injuries occurred, but the situation is being closely investigated and the Fund is in intensive consultations with various stakeholders, including tenants, the developer, the builder and the municipality of Amsterdam. The building is temporarily fenced off until it is clear what caused the incident, and a solution has been found. An independent external agency that is recognised by the developer, builder and facade manufacturer is working on a report that should clarify the cause and extent of the risk that more facade sections wil detach from the building. Additional tests should also be performed.

Compliance risk

Within the area of compliance risk, no material risks occurred in 2021.

Central Park
Multi-tenant

Utrecht
The Netherlands

Outlook

Office occupier market

The Dutch office market offers a diverse mix of cities, types of location and office occupier segments. The four largest cities account for 30% of the total office stock and have historically played a dominant role in the office market. Amsterdam leads the pack and has a fair share of financials and tech companies, while Rotterdam has always had more of a focus on blue-collar companies, as well as the creative sector. The Hague is the city with the largest concentration of (Dutch and international) public sector organisations, Utrecht is oriented towards the business services, while Eindhoven, a tech-oriented city, is closing the gap with the G4 cities. All of these cities have prime office stock located close to their main train stations, but also provide less expensive office stock for start-ups and innovative companies.

The Covid-19 outbreak had an immediate impact on the occupier side of the office market. Bouwinvest expects demand from office users to gradually recover, as companies cannot postpone their plans forever and because the impact of home working on their future office needs will become clearer as we move forward.

The fundamentals of the office market are actually better than they have been for a long time, despite close to two years of Covid-19 and the associated restrictions. As a result, the office market, especially the prime locations, is expected to remain relatively resistant in the period ahead.

Office investor market

In recent years, annual real estate investment volumes have averaged between € 18 billion and € 20 billion. This continued in 2021 when, despite the Covid-19 crisis, the investment volume came in at € 18.2 billion. At the same time, initial yields have either contracted or remained stable and relatively low in almost all real estate segments. This indicates that investor interest in real estate has remained high.

Overall, in the persistent low interest environment, the yield spread of real estate compared to bonds still provides interesting investment opportunities. Bouwinvest therefore expects investor interest to remain substantial for growth sectors, specific opportunities and for core properties. Bouwinvest will closely monitor inflation and potential impact on interest rates.

Overall, the Fund expects to see a continuation of the trend - for both occupiers and investors - of focusing on mixed-use locations with good access and on sustainable office buildings with added emphasis on wellness and smart services.

The Russian invasion of Ukraine and rapidly escalating events in late February and in March 2022 are a significant tragedy for the people and is causing disruption to business and economic activity in the region and worldwide. This qualifies as a non-adjusting subsequent event. These events and the related market uncertainty could have an adverse impact on the Fund, including but not limited to the fair value of its investments and/or cash flows. At this moment it is not possible to provide an estimate of the financial impact of this crisis worldwide and on the Fund. The Fund screens periodically its existing business relationships, including sanction lists where required. In respect to Russia and Belarus no determination of direct breaches of any current sanction rules were noted nor any material matters that affect the going concern of the Fund. The Fund will continue to monitor market conditions as information becomes available and evaluate potential impact, if any, on the value of the Fund's real estate investments and its operations going forward.

Office Fund plan

The Office Fund has a strategy of moderate growth and investment to optimise and future-proof its portfolio. The Fund is targeting invested capital of € 1,484 million by year-end 2024. This implies growth of € 245 million in the period 2022-2024, based on the portfolio at year-end 2021. This growth will come from positive revaluations and new transactions. It will be a challenge to make new acquisitions that meet the Fund's return requirements, but Covid-19 may create opportunities on this front. Any acquisitions will also depend on the Fund's ability to attract new investors or new commitments. The Fund is well-positioned, thanks to the quality and sustainability of its portfolio, its lack of leverage and continued investor interest in the office market.

Bouwinvest believes that it can only generate long-term stable financial returns for its investors if it takes societal impact into account in every decision it takes. The Fund's focus is on the city of the future and it aims to create real value for life by investing for the long term in a responsible manner. The Office Fund works with its peers, public sector bodies and other stakeholders to create healthy working environments and meeting places that meet today's demands and those of the future. In addition, the Fund aims to reduce the environmental impact of its portfolio, striving for a net-zero carbon, nearly energy-neutral and climate-resilient Paris Proof portfolio before 2045.

The pandemic will leave its mark on the real estate markets. Many developments that had already been initiated before the pandemic, such as online meetings and working from home, accelerated during the crisis. At the same time, the Fund is convinced that once Covid-19 measures are lifted, people will want to travel and meet each other again in a work setting. With its long-term investment scope, the Fund focuses on adding value for its investors, tenants and stakeholders by continuing to invest in attractive meeting and working environments.

Amsterdam, 21 March 2022

Bouwinvest Real Estate Investors B.V.

Dick van Hal, Chief Executive Officer and Statutory Director
Rianne Vedder, Chief Financial & Risk Officer and Statutory Director
Mark Siezen, Chief Client Officer
Allard van Spaandonk, Chief Investment Officer Dutch Investments
Stephen Tross, Chief Investment Officer International Investment

Financial statements

Consolidated statement of comprehensive income

All amounts in € thousands, unless otherwise stated

	Note		2021		2020
Gross rental income	6	50,750		48,743	
Service charge income	6	8,577		8,041	
Other income		3,480		2,048	
Revenues			**62,807**		**58,832**
Service charge expenses		(10,610)		(9,696)	
Property operating expenses	7	(12,910)		(13,783)	
			(23,520)		**(23,479)**
Net rental income			**39,287**		**35,353**
Result on disposal of investment property			**-**		**-**
Positive fair value adjustment investment property	12	61,187		32,765	
Negative fair value adjustment investment property	12	(3,309)		(11,653)	
Fair value adjustments on investment property under construction	13	(3,353)		4,167	
Net valuation gain (loss)			**54,525**		**25,279**
Administrative expenses	8		(6,299)		(5,805)
Result before finance result			**87,513**		**54,827**
Finance result	9	(2,537)		(2,958)	
Net finance result			**(2,537)**		**(2,958)**
Result before tax			84,976		51,869
Income taxes	10		-		(25)
Result for the year			**84,976**		**51,844**
Items that will not be reclassified subsequently to comprehensive income			-		-
Items that may be reclassified subsequently to comprehensive income			-		-
Total comprehensive income for the year, net of tax			**84,976**		**51,844**
Net result attributable to shareholders			84,976		51,844
Total comprehensive income attributable to shareholders			**84,976**		**51,844**
Earnings per share (€)					
From continuing operations					
Basic			219		140
Diluted			219		140

Consolidated statement of financial position

Before appropriation of result, all amounts in € thousands

As at 31 December	Note	2021	2020
Assets			
Non-current assets			
Investment property	12	1,315,856	1,105,935
Investment property under construction	13	-	115,763
Total non-current assets		**1,315,856**	**1,221,698**
Current assets			
Trade and other current receivables	14	5,315	5,417
Cash and cash equivalents	15	15,197	24,964
Total current assets		**20,512**	**30,381**
Total assets		**1,336,368**	**1,252,079**
Equity and liabilities			
Equity attributable to the owners of the Fund			
Issued capital		390,413	380,502
Share premium		473,818	453,729
Revaluation reserve		313,153	258,975
Retained earnings		(23,821)	9,670
Net result for the year		84,976	51,844
Total equity	16	**1,238,539**	**1,154,720**
Liabilities			
Non-current lease liabilities	17	79,524	78,515
Current trade and other payables	18	18,305	18,844
Total liabilities		**97,829**	**97,359**
Total equity and liabilities		**1,336,368**	**1,252,079**

Consolidated statement of changes in equity

For 2021, before appropriation of profit, all amounts in € thousands

	Issued capital	Share premium	Revaluation reserve*	Retained earnings	Net result for the year	Total equity
Balance at 1 January 2021	380,502	453,729	260,308	8,337	51,844	1,154,720
Comprehensive income						
Net result	-	-	-	-	84,976	84,976
Total comprehensive income	**-**	**-**	**-**	**-**	**84,976**	**84,976**
Other movements						
Issued shares	9,911	20,089	-	-	-	30,000
Appropriation of result	-	-	-	51,844	(51,844)	-
Dividends paid	-	-	-	(31,157)	-	(31,157)
Movement revaluation reserve	-	-	52,844	(52,844)	-	-
Total other movements	**9,911**	**20,089**	**52,844**	**(32,157)**	**(51,844)**	**(1,157)**
Balance at 31 December 2021	**390,413**	**473,818**	**313,152**	**(23,820)**	**84,976**	**1,238,539**

* See explanation dividend restrictions in Note 16.

For 2020, before appropriation of profit, all amounts in € thousands

	Issued capital	Share premium	Revaluation reserve*	Retained earnings	Net result for the year	Total equity
Balance at 1 January 2020	363,962	420,269	232,743	(112,404)	172,585	1,077,155
Comprehensive income						
Net result	-	-	-	-	51,844	51,844
Total comprehensive income	**-**	**-**	**-**	**-**	**51,844**	**51,844**
Other movements						
Issued shares	16,540	33,460	-	-	-	50,000
Appropriation of result	-	-	-	172,585	(172,585)	-
Dividends paid	-	-	-	(24,279)	-	(24,279)
Movement revaluation reserve	-	-	27,565	(27,565)	-	-
Total other movements	**16,540**	**33,460**	**27,565**	**120,741**	**(172,585)**	**25,721**
Balance at 31 December 2020	**380,502**	**453,729**	**260,308**	**8,337**	**51,844**	**1,154,720**

* See explanation dividend restrictions in Note 16.

Consolidated statement of cash flows

All amounts in € thousands

	Note	2021	2020
Operating activities			
Net result		84,976	51,844
Adjustments for:			
Valuation movements		(54,525)	(25,279)
Net finance result		2,536	2,958
Movements in working capital		(436)	4,787
Cash flow generated from operating activities		**32,551**	**34,310**
Interest paid		(2,290)	(2,730)
Interest received		-	-
Cash flow from operating activities		**30,261**	**31,580**
Investment activities			
Proceeds from sale of investment property		-	10,500
Payments of investment property		(21,197)	(32,534)
Payments of investment property under construction		(17,673)	(83,973)
Cash flow from investment activities		**(38,870)**	**(106,007)**
Finance activities			
Proceeds from the issue of share capital		30,000	50,000
Redemption of shares		-	-
Dividends paid		(31,157)	(24,279)
Cash flow from finance activities		**(1,157)**	**25,721**
Net increase/(decrease) in cash and cash equivalents		(9,766)	(48,706)
Cash and cash equivalents at beginning of year		24,964	73,670
Cash and cash equivalents at end of year	15	**15,197**	**24,964**

Notes to the consolidated financial statements

All amounts in € thousands, unless otherwise stated

1 General information

The Office Fund (Chamber of Commerce number 34366457) is a public limited liability company incorporated under the laws of the Netherlands, with its corporate seat in Amsterdam, the Netherlands. The Fund was formed for the purpose of providing shareholders with a rate of return by acquiring, managing, adding value to and disposing of a diversified real estate portfolio through investments in office real estate in the Netherlands.

The Fund owns two taxable subsidiaries, Bouwinvest Office Development B.V. (Chamber of Commerce number 66245133) and Bouwinvest Dutch Institutional Office Fund Services B.V. (Chamber of Commerce number 67492738). These subsidiaries perform activities that might go beyond mere 'investing'. By having these activities performed by these subsidiaries the Fund remains compliant with the investment criteria of the FII-regime. Bouwinvest Office Development B.V. (Office Development) performs development activities for the investment portfolio of the Fund while Bouwinvest Dutch Institutional Office Fund Services B.V. (Office Fund Services) renders services that are ancillary to renting activities of the Fund.

The Fund's active portfolio management is supported by the supply of (re)developed properties by Office Development and third parties.

Bouwinvest is the manager and Statutory Director of the Office Fund. The Statutory Director will present the annual report to the Annual General Meeting of shareholders on 6 April 2022, and will request the approval of the financial statements.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied unless otherwise stated.

The Fund's functional and presentation currency is the euro. All amounts are in thousands of euros, unless otherwise stated. The financial year 2021 was a normal calendar year from 1 January to 31 December 2021.

2.1 Basis of preparation

Statement of compliance
The consolidated financial statements of the Fund have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

The Company financial statements of the Fund are included in the consolidated financial statements and are prepared in accordance with the legal requirements of Part 9, Book 2, of the Dutch Civil Code. These financial statements have been prepared in accordance with the provision of Article 2:362 subsections 8 and 9, of the Dutch Civil Code, under which the Company financial statements may be prepared in accordance with accounting policies as adopted in the consolidated financial statements.

Statement of comprehensive income
The Fund presents its statement of comprehensive income by nature of expenses.

Application of new and revised International Financial Reporting Standards (IFRS)

In 2021, the Fund adopted the new IFRS standards, amendments to IFRS and the interpretations that are mandatory for accounting periods that begin on or after 1 January 2021:

- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform – Phase 2
- Amendment to IFRS 16 Leases: COVID-19-Related Rent Concessions beyond 30 June 2021 (applicable for annual periods beginning on or after 1 April 2021 but not yet endorsed in the EU)

These standards, amendments and interpretations do not have a significant impact on the disclosures in the Fund's financial statements.

New and amended standards and interpretations in issue but not yet effective

At the date of authorisation of these financial statements, the Fund has not applied the following new and revised IFRS Standards that have been issued but are not yet effective and in some cases had not yet been adopted by the European Union:

- Amendments to IAS 16 Property, Plant and Equipment: Proceeds before Intended Use (applicable for annual periods beginning on or after 1 January 2022)
- Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts — Cost of Fulfilling a Contract (applicable for annual periods beginning on or after 1 January 2022)
- Amendments to IFRS 3 Business Combinations: Reference to the Conceptual Framework (applicable for annual periods beginning on or after 1 January 2022)
- Annual Improvements to IFRS Standards 2018–2020 (applicable for annual periods beginning on or after 1 January 2022)
- IFRS 17 Insurance Contracts (applicable for annual periods beginning on or after 1 January 2023)
- Amendments to IFRS 4 Insurance Contracts – Extension of the Temporary Exemption from Applying IFRS 9 (applicable for annual periods beginning on or after 1 January 2023, but not yet endorsed in the EU)
- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (applicable for annual periods beginning on or after 1 January 2023, but not yet endorsed in the EU)
- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies (applicable for annual periods beginning on or after 1 January 2023, but not yet endorsed in the EU)
- Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates (applicable for annual periods beginning on or after 1 January 2023, but not yet endorsed in the EU)
- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (applicable for annual periods beginning on or after 1 January 2023, but not yet endorsed in the EU)

The Fund is monitoring these regulatory changes.

Preparation of the financial statements

The consolidated financial statements have been prepared on a historical cost basis, except for investment property and investment property under construction, which are measured at fair value as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The principal accounting policies are set out below.

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Fund's accounting policies. Changes in assumptions may have a significant impact on the financial statements in the period the assumptions changed. Management believes that the underlying assumptions are appropriate. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 4.

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company: has power over the investee; is exposed, or has rights, to variable returns from its involvement with the investee; and has the ability to use its power to affect its returns.

The following entities are included in the consolidated financial statements:

- Bouwinvest Office Development B.V. (100%), established 15 June 2016
- Bouwinvest Dutch Institutional Office Fund Services B.V. (100%), established 15 December 2016

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3 Investment property

Investment property is initially measured at its cost, including related transaction costs such as advisory costs, notary costs, transfer taxes and borrowing costs. Borrowing costs incurred for the purpose of acquiring, constructing or producing a qualifying investment property are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway and cease once the asset is substantially complete, or suspended if the development of the asset is suspended.

After initial recognition, investment property is stated at fair value. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset.

In line with the Practice Statements, as incorporated in the Royal Institute of Chartered Surveyors Appraisal and Valuation Standards ('the Red Book'), valuations are performed as of the financial position date by professional valuation experts who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis for the carrying amounts in the financial statements. Investment property that is being redeveloped for continuing use as an investment property or for which the market has become less active continues to be measured at fair value.

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions, including vacancy and rental incentives. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property. Some of those outflows are recognised as a liability, including lease liabilities in respect of leasehold land classified as investment property; others, including contingent rent payments, are not recognised in the financial statements.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Fund and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

If a valuation obtained for a property held under a lease is net of all payments expected to be made, any related lease liability recognised separately in the statement of financial position is added back to arrive at the carrying value of the investment property for accounting purposes.

The fair value of investment property does not reflect future capital expenditure that will improve or enhance the property and does not reflect the related future benefits from this future expenditure other than those a rational market participant would take into account when determining the value of the property.

Gains and losses arising from changes in fair values are included in the statement of comprehensive income in the year in which they arise. Investment properties are derecognised either when they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Gains and losses on disposal of investment properties are recognised in the statement of comprehensive income in the year of disposal.

The right-of-use component of land leases is included as an integral part of the Investment property. The accounting principles for land leases are disclosed in more detail in note 2.5 Leases.

Investment property under construction or being developed for future use as investment property is presented under 'Investment property under construction'.

Net result on the sale of investment property

Proceeds from the sale of investment properties are recognised when the control of the property is transferred to the purchaser. The profits or losses on the sale of investment properties are identified as the difference between the net proceeds of the sale and the carrying value of the investment properties in the Fund's most recently statement of financial position.

2.4 Investment property under construction

Investment property under construction for future use as investment property is stated at fair value.

In line with the valuation procedure, valuations are performed as of the financial position date by external professional valuation experts using the special assumption ‘as-if completed’. This assumes that on the valuation date the project has been developed, delivered and leased. The ‘as-if completed’ valuation from the external appraiser serves as an input value to arrive at the valuation for investment property under construction. The external valuation ‘as-if competed’ is subsequently discounted from the expected completion date to the valuation date. This is also done for the remaining development costs to complete the project.

Fair value measurement on investment property under construction is only applied if the fair value is considered to be reliably measurable. If the Fund determines that the fair value of an investment property under construction is not reliably determinable when construction is incomplete, it shall measure that investment under construction at cost until either its fair value becomes reliably determinable or construction is completed.

It may sometimes be difficult to determine the fair value of the investment property under construction reliably. In order to evaluate whether the fair value of an investment under construction can be determined reliably, management considers, among other things, the following factors:

- The provisions of the construction contract
- The stage of completion
- Project/ property characteristics: standard (typical for the market) or non-standard
- The level of reliability of cash inflows after completion
- The development risk specific to the property
- Past experience with similar construction projects
- Pre-let percentage
- Status of construction permits

After the first instalment for the project under construction, an external valuation expert values the project each quarter. Gains and losses arising from changes in fair values are included in the statement of comprehensive income in the year in which they arise.

Investment property is not developed within the Office Fund but via external parties or within Bouwinvest Office Development B.V. When entering into the contract, the rental risk is transferred to the Fund; the remaining risks remain with the developer. The paid instalments are therefore recognised as investment property under construction.

The right-of-use component of land leases is included as an integral part of the Investment property under construction. The accounting principles for land leases are disclosed in more detail in note 2.5 Leases.

2.5 Leases

The Fund shall assess at the inception of a contract whether the contract is, or contains, a lease. A lease contract conveys the right to control the use of an identified asset owned by another party for a period of time in exchange for a consideration. The economic benefits deriving from that asset are transferred to the Fund. Where the Fund is a lessee, the Fund recognises a right-of-use asset and a lease liability.

The Fund recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The Fund leases properties that meet the definition of investment property. These right-of-use assets are presented as part of the line item 'Investment property' in the statement of financial position.

The lease liability is the primary basis for the accounting of the right-of-use asset. At inception, the right-of-use asset comprises the lease liability plus any direct costs of obtaining the lease, less any incentives provided by the lessor. After initial recognition, the Fund measures the right-of-use asset applying a cost model. For leases, the Fund applies the fair value model in IAS 40.

The accounting principles for lease liabilities are disclosed in more detail in note 2.10 Non-current lease liabilities.

2.6 Financial instruments

Financial assets and financial liabilities are recognised in the Fund's statement of financial position when the Fund becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

Financial assets are classified at initial recognition, and subsequently measured at amortised cost, fair value through other comprehensive income, or fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Fund's business model for managing them.

The Fund determines the classification of its financial assets at initial recognition. At initial recognition, financial assets are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. With the exception of trade receivables that do not contain a significant financing component, the Fund initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. As the Fund's rent and other trade receivables do not contain a significant financing component, they are measured at the transaction price determined under IFRS 15.

Financial assets are derecognised only when the contractual rights to the cash flows from the financial asset expire or the Fund transfers substantially all risks and rewards of ownership.

Financial assets recognised in the statement of financial position as trade and other receivables. They are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less loss allowance.

The Fund recognises an allowance for expected credit losses (ECLs) for all debt instrument except those held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For rent and other trade receivables and contract assets, the Fund applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date (i.e., a loss allowance for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default). The Fund has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Impaired debts are derecognised when they are assessed as uncollectible.

In determining the expected credit losses the Fund takes into account any recent payment behaviours and future expectations of likely default events (i.e. not making payment on the due date) based on individual customer credit ratings, actual or expected insolvency filings or company voluntary arrangements, likely deferrals of payments due and those tenants expected to be offered a period of rent free as a result of temporary closures imposed in order to limit the spread of Covid-19 and market expectations and trends in the wider macro-economic environment in which our customers operate. These assessments are made on a customer by customer basis.

If in a subsequent period the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date. Any subsequent reversal of an impairment loss is recognised in the statement of comprehensive income.

Financial liabilities
The Fund's financial liabilities comprise trade and other payables. All financial liabilities are recognised initially at fair value and net of directly attributable transaction costs. The Fund determines the classification of its financial liabilities at initial recognition.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired.

Financial liabilities included in trade and other payables are initially recognised at fair value and subsequently at amortised cost. The fair value of a non-interest bearing liability is its discounted repayment amount. If the due date of the liability is less than one year, discounting is omitted.

2.7 Prepayments

Prepayments are stated at cost less any accumulated impairment losses.

2.8 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

2.9 Issued capital

Shares are classified as equity when there is no obligation to transfer cash or other assets. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.10 Non-current lease liabilities

At initial recognition, a lease liability is measured at the present value of the lease payments in the lease, including any renewal options where it is reasonably certain the Fund will exercise the option and the lease payments due after exercising the option can be estimated.

Lease payments are discounted using the rate implicit in the lease. If this rate cannot be estimated, the Fund's incremental borrowing rate for borrowings secured by a similar asset and for a similar term as the lease is used. Lease payments include fixed payments and variable payments that depend on an index or rate including any renewal options included in the determination of the term of the lease.

After initial recognition, the Fund measures the lease liability by:
- increasing the carrying amount to reflect interest on the lease liability;
- reducing the carrying amount to reflect the lease payments made; and
- remeasuring the carrying amount to reflect any reassessment or lease modifications.

For land lease contracts, the Fund takes into account a perpetual view, even when the land lease contracts have a continuous character. Continuous contracts may include a potential break option, however this break option is considered theoretical, as the land lease is highly interlinked with the investment property. Breaking the lease destroys the value of the property. Therefore, the lease term for continuous contracts is also considered perpetual.

2.11 Current trade and other payables

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

Tenant deposits
The Fund obtains deposits from tenants as a guarantee for the return of the property at the end of the lease term in a specified good condition or for the lease payments for a period ranging from one to 12 months. Such deposits are treated as financial assets in accordance with IFRS 9 and they are initially recognised at fair value. The deposit is subsequently measured at amortised cost.

Tenant deposits are classified as current liabilities unless the Fund has an unconditional right to defer settlement of the deposit for at least 12 months after the date of the statement of financial position.

2.12 Dividend distribution

An FII is obliged to distribute its distributable profit annually within eight (8) months after the end of the relevant fiscal year ('doorstootverplichting'). The distributable profit generally only includes current income (dividends, interest and rental income). The (realised and unrealised) gains on securities and the realised gains on all other investments (including real estate), which are added to a so-called reinvestment reserve ('herbeleggingsreserve'), are not included in the distributable profit.

2.13 Rental income

Rental income from investment property leased out under operating leases is recognised in the statement of comprehensive income on a straight-line basis over the term of the lease. Rent incentives granted by the Fund to its tenants are recognised as an integral part of the total rental income. The rent incentives are included in investment property.

Incentives to enter into rental agreements are spread evenly over the rental term, even if the payments are not made on such a basis. The rental term is the non-cancellable period of the rental agreement, together with any further term for which the tenant has the option to continue the rental agreement, when, at the inception of the rental agreement it is reasonably certain that the tenant will exercise this option.

Premiums received to terminate rental agreement are recognised in the statement of comprehensive income.

2.14 Service charges, property operating expenses and administrative expenses

In the case of service contracts with third parties, service charges are recovered from tenants. Service charges in respect of vacant property are expensed. These mainly relate to gas, water, electricity, cleaning and security.

Property operating expenses comprise those costs that are directly attributable to the operation of properties, net of costs charged to tenants. These mainly relate to tax, insurance, leasehold, maintenance and professional fees. These are expensed as incurred. Administrative expenses are expenses that are not directly attributable to the operation of properties (including charged management costs not directly related to properties, office overheads, advice, valuation and audit fees, listing costs and marketing and promotion costs).

Service charges for which the Fund acts as a principal are presented in the statement of comprehensive income. Therefore, for those property investments for which the Fund is in full control of the service charges, the service charges invoiced to tenants and the corresponding expenses are shown separately on an accrual basis.

2.15 Other income

This is income attributable to the year that cannot be classified under any of the other categories.

2.16 Finance income and expenses

The finance result consists of interest income and expenses and is recognised in the statement of comprehensive income. Interest is recognised in the statement of comprehensive income as it accrues.

2.17 Cash flow statement

Cash flows are stated according to the indirect method.

The acquisitions of investment properties are disclosed as cash flows from investment activities, as this reflects the Fund's business activities most appropriately.

Cash and cash equivalents comprise cash on hand, demand deposits, short-term deposits with banks with original maturities of three months or less and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.18 Earnings per share

The Fund presents basic and diluted earnings per share (EPS) for its ordinary share capital. The earnings per ordinary share are calculated by dividing the profit or loss attributable to the Fund's shareholders by the weighted average number of issued ordinary shares during the reporting period. In calculating the diluted earnings per share, the profit or loss attributable to the Fund's shareholders and the weighted average number of issued ordinary shares during the reporting period are adjusted for all potential dilutive effects on the ordinary shares.

2.19 Income taxes

Based on its status as an FII, the Fund is subject to Dutch corporate income tax at a rate of 0%. See Note 10. The subsidiaries of the fund are subject to Dutch corporate income tax at a rate of 15% - 25%.

3 Financial risk management

3.1 Financial risk factors

The Fund is exposed during or at the end of the reporting period to financial risk. To manage various types of financial risk a risk management governance and framework are in place, in order to identify, assess, monitor and understand the financial risks to which the Fund is exposed and to ensure they remain within the risk appetite of the Fund. Financial risk comprises market risk, credit risk and liquidity risk.

Market risk

Market risk is the risk of changes in the value of assets under management due to fluctuations in the financial markets. Within a real estate alternative investment fund typical factors possibly influencing the volatility in the performance (NAV) of the Fund, are changes in yields (external valuations), and rental and occupancy rate levels. The concentration of these risks are mitigated by the Fund's diversification strategy on among others asset, tenant and geographical level. The sensitivity of the investment portfolio to changes in yields and rental rates is presented in the sensitivity analysis included in note 12.

Credit risk

Credit risk is defined as the risk that a counterparty defaults on contractual or other agreed obligations (including furnished credits, loans, receivables, pledges and rental obligations). When entering into a contract with a tenant, the Fund checks their credit rating, while throughout the term of the contract the Fund keeps a close watch on the accounts receivable. Rents are in general also payable in advance and part of the rent payable is secured by means of bank guarantees or guarantee deposits. There are no significant credit risk concentrations.

The credit risk relating to the receivables is maximised to € 5.3 million in 2021 (2020: € 5.4 million) and the receivables are closely monitored.

Deposits refundable to tenants may be withheld by the Fund in part or in whole if receivables due from the tenant are not settled or in case of other breaches of contract. These deposits (cash collateral) are a mitigating factor regarding the credit risk exposures.

Counterparty Credit Risk is defined as the risk that the counterparty (to a transaction) defaults before the final settlement of the cash flows (associated with the transaction) has taken place (breaching delivery versus payment). This risk also includes banking credit positions and received guarantees.

It is our policy to enter into financial transactions only with financial institutions with a credit rating of at least A (Standard & Poor's). Given the credit rating limits, as required by policy, and the adherence by these counterparties to these limits, the Fund does not expect any defaults. Currently, the Fund makes use of services of a single banking institution for all its cash accounts, which means that a counterparty credit risk concentration is applicable. Due to our policies and monitoring activities on the credit rating, as described above, the concentration risk is managed.

Liquidity risk
Liquidity risk is defined as the inability to have timely access to sufficient (cash) liquidity to meet obligations or withdrawal, due to unfavourable market circumstances or inadequate cash planning, being forced to sell assets under unfavourable conditions. Prudent liquidity risk management implies maintaining sufficient (cash) liquidity. The Finance department manages the liquidity positions within predefined limit and is reported on a monthly basis. The amounts are disclosed in the notes to the consolidated statement of financial position.

3.2 Fair value estimation

For financial purposes fair value measurements are categorised into level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:
- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

The carrying amount reduced by the impairment provision of trades receivable and trades payable approximates their fair value. All other Statement of financial position items are short-term and therefore not adjusted to their fair value.

3.3 Capital management

The Fund's objectives when managing capital are to safeguard the Fund's ability to maintain its going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. Funding is secured by its shareholders through capital calls for which estimations are made each year. No external funding will be obtained.

The Fund distributes the fiscal profit annually to its shareholders as required by tax law. Reference is made to Note 10. In order to maintain or adjust its capital structure, the Fund may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, buy back shares from shareholders or sell assets to reduce debt.

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and adjusted for current market conditions and other factors.

4.1 Critical accounting estimates and assumptions

Management based its assumptions and estimates on circumstances and information available when the consolidated financial statements were prepared. The resulting accounting estimates will, by definition, seldom be exactly the same as the related actual results. The estimates, assumptions and management judgements that carry a significant risk of material adjustments to the carrying amounts of assets and liabilities within the next financial year are outlined below.

Principal assumptions underlying management's estimation of fair value property portfolio
The valuation of the investment property portfolio (including investment property under construction) is determined in accordance with the Fund's valuation principles. All investments are measured at fair value and based on active market prices, adjusted if necessary for any difference in nature, location or condition of the specific asset.

Current economic developments and uncertainties influence the valuation of our investment properties. The methods and significant assumptions applied in determining the fair value of our investment properties are mainly due to (i) active market prices, (ii) the influence of so-called rent-free periods and vacancy rates, (iii) the discount rates and (iv) assumed trends in rents.

These market values are based on valuations by independent external valuation experts. The valuation is based on an open market value, supported by market evidence in which assets can be exchanged between a knowledgeable willing buyer and a knowledgeable willing seller in an arm's length transaction at the date of the valuation, in accordance with the guidelines of MSCI Netherlands Property Index.

The valuations are based on a discounted cash flow (DCF) analysis of each property combined – where necessary – with valuations based on market evidence. The DCF analyses are adjusted to existing lease agreements, in order to cover the full period of existing lease agreements. The DCF analyses are based on calculations of the future rental revenue in accordance with the terms in existing lease agreements and estimations of the rental values when the agreements expire. The starting point for the estimation of the discount rate is the nominal interest rate for 10-year Dutch government bonds. This rate should be increased in accordance with the risks involved in property investments. The whole investment property portfolio is appraised on a quarterly basis by independent external appraisers.

5 Core regions

A spread by core regions is applied in the analysis of the valuation of the investment property portfolio. Amsterdam, Rotterdam, The Hague and Utrecht are considered core office regions in 2021. The Fund is currently active in these 4 regions.

The valuation of the completed investment properties per core region for the year ended 31 December, is as follows:

Property valuation as at 31 December	2021	2020
Region		
Amsterdam	604,374	575,085
Rotterdam	154,750	141,060
Utrecht	185,242	34,290
The Hague	371,490	355,500
Total	**1,315,856**	**1,105,935**

6 Gross rental income and service charge income

	2021	2020
Theoretical rent	62,697	58,577
Incentives	(5,993)	(5,683)
Vacancies	(5,953)	(4,151)
Total gross rental income	**50,750**	**48,743**

The future contractual rent from leases in existence on 31 December 2021, until the end of the contract (accounted for on the basis of the minimum rent) can be analysed as follows:

	2021	2020
First year	56,777	51,329
Second year	54,647	51,597
Third year	45,110	47,524
Fourth year	37,925	37,581
Fifth year	30,077	31,452
More than five years	106,983	125,106

Service charge income represents € 8.6 million (2020: € 8.0 million) income receivable from tenants for the services utilities, caretakers, etc. when the Fund acts as a principal.

7 Property operating expenses

	2021	2020
Taxes	1,852	2,297
Insurance	368	321
Maintenance	5,320	4,937
Valuation fees	83	101
Property management fees	962	902
Letting and lease renewal fees	1,096	1,616
Addition to / release from provision for doubtful debtors	(121)	326
Non reclaimable VAT	690	636
Business center expenses	828	998
Other operating expenses	1,832	1,649
Total property operating expenses	**12,910**	**13,783**

In 2021, € 0.8 million (2020: € 1.1 million) of the maintenance expenses related to unlet properties. The release from the provision for doubtful debtors is primarily the result of tenants who ultimately paid outstanding amounts and discounts that have been granted to certain tenants.

Other operating expenses relate to the Business Center, costs for the association of owners and other operating expenses for the account of the Fund.

8 Administrative expenses

	2021	2020
Management fee Bouwinvest	5,908	5,486
Audit fees	51	50
Other administrative expenses	266	222
Legal fees	16	6
Other Fund expenses	58	41
Total administrative expenses	**6,299**	**5,805**

Where administrative expenses relate directly to the operation of the property portfolio, they are charged to operating expenses. Where administrative expenses relate directly to the development of the property portfolio, they are capitalised.

Other Fund expenses relate to regulators' costs and sustainability development.

9 Finance expenses

	2021	2020
Finance expenses	181	297
Interest on lease liabilities	2,356	2,661
Total finance expenses	**2,537**	**2,958**

The Fund had no external loans and borrowings during 2021. The Fund was subject to the negative interest rate development for its bank balances.

10 Income taxes

FII Status

The Fund has opted for the status of Fiscal Investment Institution (FII). Although an FII is not transparent for tax purposes the FII regime is based on the principle of tax transparency. This transparency is effectively realised by the fact that an FII is subject to Dutch corporate income tax at a rate of 0% in combination with the so-called distribution obligation (for more information see the distribution obligation section below). As a result any benefits derived from a shareholding in an FII are taxable at shareholder level only.

To benefit from the FII regime, the Fund must meet certain requirements regarding, inter alia, the aforementioned obligation to distribute its profits, its activities, its leverage and its shareholders. These requirements are outlined in greater detail below.

Distribution obligation

Because of the fiscal transparency principle, an FII must distribute 100% of its taxable profits within eight months after the end of the relevant fiscal year, with the exception of certain specific items. In practice, the company-only net rental income and net finance income, is distributed annually. Capital gains, either realised or unrealised, do not need to be distributed. Unrealised capital gains do not constitute taxable income whereas realised capital gains are added to a so-called reinvestment reserve. Part of the management costs need to be charged against the reinvestment reserve. If and to the extent that realised gains are added to the reinvestment reserve, such gains are treated as capital for dividend withholding tax purposes, rather than distributable profits (for more information see the dividend withholding tax section).

Activity rules

An FII is obliged to be engaged exclusively in passive investment activities, i.e. it may not (partly) conduct an active trade or business. Whether an activity is characterised as a passive investment activity or as a business activity for Dutch tax purposes depends on all relevant facts and circumstances.

Real estate development is not regarded as a 'passive' investment activity. However, development activities for the FII's own portfolio are specifically permitted. These activities should be carried out by a subsidiary which is subject to tax at the common corporate tax rate (2021: 15% - 25%). Improvements to existing properties do not qualify as development activities provided that the capital expenditure is less than 30% of the value of the property as determined by the Dutch Valuation of Immovable Property Act ('Wet Waardering onroerende zaken') prior to the improvements.

In addition activities that are ancillary to the Fund's passive investment activities (renting out of the Fund's real property) are under conditions permitted, provided that they are also carried out by a taxable subsidiary of the Fund.

The Fund avails of both a taxable subsidiary for development activities and a taxable subsidiary for auxiliary services.

Leverage restrictions

An FII may finance its investments with debt up to a maximum of 60% of the fiscal book value of the real estate property, plus 20% of the fiscal book value of all other investments.

Shareholder test

As the Fund is subject to supervision of the AFM due to Bouwinvest's AIFMD license as an alternative investment fund manager, the Fund is subject to the shareholder requirements for regulated FIIs. The shareholder requirements for regulated FIIs stipulate that:

- A single corporate entity which is subject to any form of profit tax, not being a regulated FII or an UCITS, or an entity whose profits are taxed in the hands of its participants, i.e. a tax transparent entity, may not own 45% or more of the shares together with such affiliated entities.
- A single individual may not own an interest of 25% or more.

Furthermore, all FIIs must meet the condition that their shares are not owned for 25% or more by Dutch resident entities through the interposition of non-Dutch entities which have a capital divided into shares or mutual funds.

The Fund met the requirements of an FII in 2021. The effective tax rate was 0% (2020: 0%).

Legislation FII status

In 2021, the Dutch Ministry of Finance started the evaluation of the Fiscal Investment Institution (FII) regime that was announced in 2020. This evaluation should be finalised in 2022. Bouwinvest is taking into account the possibility that this evaluation will lead to a change of law as a result of which the Fund might no longer apply the respective regime. Therefore Bouwinvest anticipates a restructuring of the Fund into the legal form of a so-called closed Fund for Mutual Account (FMA).

Given its fiscal transparency, the closed FMA prevents double taxation for investors and is therefore the most appropriate alternative for an FII. Future amendments to the Dutch tax transparency rules, which are expected to be announced in 2022, should not alter this conclusion. In the course of 2022, Bouwinvest will decide whether to propose a restructuring of the Fund to the Shareholders' Meeting and, if so, by which date such restructuring must be effected. Bouwinvest will take into account all uncertainties, including the future of the FII-regime and the impact on all investors, when taking such a decision.

Dividend withholding tax

Profit distributions by the Fund are subject to Dutch dividend withholding tax at the statutory rate of 15%. However, distributions made from the tax free reinvestment reserve are not subject to Dutch dividend withholding tax, provided that this is properly formalised.

11 Employee benefits expense

The Office Fund has no employees.

12 Investment property

		2021		2020
At the beginning of the year		**1,088,173**		**813,073**
Investments		**22,170**		**28,022**
Transfers to investment property under construction	-		-	
Transfer from investment property under construction	130,083		235,557	
Total transfer to/from investment property under construction		**130,083**		**235,557**
Disposals		-		(10,500)
Net gain (loss) from fair value adjustments on investment properties (like for like)	31,223		15,575	
Net gain (loss) from fair value adjustments on investment properties	**26,655**		**5,537**	
In profit or loss		**57,878**		**21,112**
In other comprehensive income		**-**		**-**
Transfers out of level 3		**-**		**-**
Movement of right of use ground leases		**763**		**909**
Total investment property (level 3)		**1,299,067**		**1,088,173**
Lease incentives		**16,789**		**17,762**
At the end of the year		**1,315,856**		**1,105,935**

The Fund’s investment properties are valued by external valuation experts on a quarterly basis. The external valuation expert is changed every three years. On 31 December 2021, these properties were revalued by independent professionally qualified valuation experts who hold a recognised relevant professional qualification and had recent experience in the locations and categories of the investment properties valued. The carrying values of investment property as at 31 December 2021, and 31 December 2020, are based on the valuations reported by the external valuation experts.

In general, there are no material uncertainty clauses applicable caused by the Covid-19 pandemic as of 31 December 2021, except for two specific objects within the Funds’ portfolio. The parking garages WTC-Beursplein and Olympic Stadium Amsterdam have a strong operational character, with revenues largely generated by ticket sales from visitors. At the date of valuation, these parking garages face an unprecedented set of circumstances caused by Covid-19 and the lack of relevant/ sufficient market evidence on which the external appraiser can base their valuations. The valuation of both assets is therefore reported as being subject to a 'material uncertainty'.

The Central Park (Utrecht) property which was delivered in 2021 includes an earn-out arrangement depending on the progress of the letting activities up to a maximum of 30 months after delivery. The carrying values of this investment property is based on the valuation reported by the external valuation expert minus the present value of the earn-out. The earn-out is also included in note 21 "Contingent liabilities and assets".

The lease incentives granted are included in the total fair value of investment properties. For the year 2021 the amount of lease incentives is € 16.8 million (2020: € 17.8 million).

The right of use of land is included as an integrated part of the Investment property. To compare the externally appraised values of the Investment property the lease liabilities are deducted from the Total investment property value.

	2021	2020
Investment Property	1,315,856	1,105,935
Less: lease liabilities	(79,524)	(78,515)
Valuation as per valuation report	**1,236,332**	**1,027,420**

The specifications of acquisitions and other capital expenditures are set out below.

Investments	2021	2020
Amsterdam	505	(720)
Rotterdam	12,121	14,335
Utrecht	2,420	-
The Hague	7,124	14,407
Total investments	**22,170**	**28,022**

The significant assumptions with regard to the valuations are set out below.

2021

	Amsterdam	Rotterdam	Utrecht	The Hague	Total
Current average rent (€/m²)	328	174	240	183	**225**
Current average rent (€/PP)	2,605	2,817	2,484	1,847	**2,295**
Market rent (€/m²)	361	186	256	196	**243**
Market rent (€/PP)	3,316	3,159	2,786	2,033	**2,677**
Gross initial yield	4.3%	5.0%	2.8%	5.8%	**4.6%**
Net initial yield	3.7%	1.8%	1.1%	4.1%	**3.1%**
Current vacancy rate (financial)	0.8%	21.3%	33.5%	8.1%	**9.6%**
Long-term growth rental rate	2.2%	1.7%	1.2%	1.5%	**1.8%**
Risk free (NRVT)					**-0.2%**

The net valuation gain (loss) for the year included a positive fair value adjustment of € 61,187 (2020: € 32,765) relating to investment properties that are measured at fair value at the end of the reporting period.

The valuation of the investment properties takes into account a rent-free period/rent incentives ranging from 1 to 3 months after occupation. Investment property includes no buildings held under finance leases. The carrying amount is € nil (2020: € nil).

Sensitivity analysis

The table below presents the sensitivity of the valuation to changes in the most significant assumptions.

The appraisal of the portfolio implies a net initial yield of 3.2% (2020: 3.4%). If the yields used for the appraisals of investment properties on 31 December 2021 had been 100 basis points higher (2020: 100 basis points higher) than was the case at that time, the value of the investments would have been 23.9% lower (2020: 22.5% lower). In this situation, the Fund’s shareholders’ equity would have been € 295 million lower (2020: € 232 million lower).

		2021		2020
Change rental rates	-5%	5%	-5%	5%
Value of the investment property change	(61,817)	61,817	(51,371)	51,371

		2021		2020
Change net initial yield	– 25 bps	+ 25 bps	– 25 bps	+ 25 bps
Value of the investment property change	105,097	-89,826	80,580	(69,654)

13 Investment property under construction

		2021		2020
At the beginning of the year		**115,763**		**263,180**
Investments		**17,673**		**83,973**
Transfer to investment property	(130,083)		(235,557)	
Transfer from investment property	-		-	
Total transfer to/from investment property		**(130,083)**		**(235,557)**
Net gain (loss) from fair value adjustments on investment property under construction	(3,353)		4,167	
In profit or loss		**(3,353)**		**4,167**
In other comprehensive income		**-**		-
Transfers out of level 3		**-**		-
Movement of right of use ground leases		**-**		-
At the end of the year		**-**		**115,763**

The right of use of land is included as an integrated part of the investment property under construction. To compare the externally appraised values of the Investment property under construction the lease liabilities are deducted from the Total investment property value.

Investment property is not (re)developed within the Office Fund but via external parties or within Bouwinvest Office Development B.V.

The net valuation gain (loss) for the year included a positive fair value adjustment of
- € 3,353 (2020: € 4,167) relating to investment property under construction that is measured at fair value at the end of the reporting period.

The investment property under construction is valued by external valuation experts.

The specifications of acquisitions and other capital expenditures are set out below.

Investments	2021	2020
Amsterdam	-	36,487
Rotterdam	-	-
Utrecht	17,673	47,486
The Hague	-	-
Total investments	**17,673**	**83,973**

The significant assumptions with regard to the valuations are set out below.

	2021	2020
Investment Property	-	115,763
Less: right of use assets	-	-
Valuation as per internal valuation	**-**	**115,763**

14 Trade and other current receivables

	2021	2020
Trade receivables	2,866	895
VAT receivable	1,176	1,511
Other receivables	1,273	3,011
Balance as at 31 December	**5,315**	**5,417**

The other receivables mainly consist of prepaid expenses.

15 Cash and cash equivalents

	2021	2020
Bank deposits	-	-
Bank balances	15,197	24,964
Balance as at 31 December	**15,197**	24,964

The bank balances of € 15.2 million are freely available to the Fund as at 31 December 2021.

16 Equity attributable to shareholders of Bouwinvest Dutch Institutional Office Fund N.V.

For 2021, before appropriation of result

	Issued capital	Share premium	Revaluation reserve*	Retained earnings	Net result for the year	Total equity
Balance at 1 January 2021	380,502	453,729	260,308	8,337	51,844	1,154,720
Comprehensive income						
Net result	-	-	-	-	84,976	84,976
Total comprehensive income	**-**	**-**	**-**	**-**	**84,976**	**84,976**
Other movements						
Issued shares	9,911	20,089	-	-	-	30,000
Appropriation of result	-	-	-	51,844	(51,844)	-
Dividends paid	-	-	-	(31,157)	-	(31,157)
Movement revaluation reserve	-	-	52,844	(52,844)	-	-
Total other movements	**9,911**	**20,089**	**52,844**	**(32,157)**	**(51,844)**	**(1,157)**
Balance at 31 December 2021	**390,413**	**473,818**	**313,152**	**(23,820)**	**84,976**	**1,238,539**

* See explanation dividend restrictions in this Note.

For 2020, before appropriation of result

	Issued capital	Share premium	Revaluation reserve*	Retained earnings	Net result for the year	Total equity
Balance at 1 January 2020	363,962	420,269	232,743	(112,404)	172,585	1,077,155
Comprehensive income						
Net result	-	-	-	-	51,844	51,844
Total comprehensive income	**-**	**-**	**-**	**-**	**51,844**	**51,844**
Other movements						
Issued shares	16,540	33,460	-	-	-	50,000
Appropriation of result	-	-	-	172,585	(172,585)	-
Dividends paid	-	-	-	(24,279)	-	(24,279)
Movement revaluation reserve	-	-	27,565	(27,565)	-	-
Total other movements	**16,540**	**33,460**	**27,565**	**120,741**	**(172,585)**	**25,721**
Balance at 31 December 2020	**380,502**	**453,729**	**260,308**	**8,337**	**51,844**	**1,154,720**

* See explanation dividend restrictions in this Note.

Dividend restrictions

The Office Fund is subject to legal restrictions regarding the amount of dividends it can pay to its shareholders. Dutch Law stipulates that dividends can only be paid up to an amount equal to the excess of the Fund's own funds over the sum of the paid-up capital, statutory reserves and reserves required by law.

The revaluation reserve, being a legal reserve, cannot be freely distributed. Dividends are all payments from the free reserves. The free reserves consist of the share premium and retained earnings. Dividend will consist partly of profits and other payments.

In order to further align the processing of the distributable dividends with Dutch Law and taking into account the FII status of the Fund, the distributable dividends are made from retained earnings insofar as the retained earnings – being the total amount of retained earnings and result for the year – are not negative. The remaining amount of legally required distributable dividends is subsequently made from share premium. Any residual negative retained earnings is supplemented from the share premium.

	Number of shares in fully paid up equivalents	Paid-up share capital	Share premium	Total share capital and share premium
Opening balance at 1 January 2021	**380,502**	**380,502**	**453,729**	**834,231**
Issued shared	9,911	9,911	20,089	30,000
Dividends paid	-	-	-	-
Balance at 31 December 2021	**390,413**	**390,413**	**473,818**	**864,231**

	Number of shares in fully paid up equivalents	Paid-up share capital	Share premium	Total share capital and share premium
Opening balance at 1 January 2020	**363,962**	**363,962**	**420,269**	**784,231**
Issued shared	16,540	16,540	33,460	50,000
Dividends paid	-	-	-	-
Balance at 31 December 2020	**380,502**	**380,502**	**453,729**	**834,231**

Issued capital

The authorised capital comprises 1 million shares each with a nominal value of € 1,000. As at 31 December 2021, in total 390,413 shares had been issued and fully paid up.

Share premium

The share premium reserve consists of capital paid on shares in excess of the nominal value. At the establishment of the Fund, the shareholder bpfBOUW contributed an investment property portfolio under legal title of share premium.

Revaluation reserve

The revaluation reserve relates to the revaluation of the property investments. The (unrealised) positive or negative difference between the cumulative increase or decrease in the fair value of the investment property owned at the end of the year has been included in the revaluation reserve. The revaluation reserve as at year-end 2021 was determined at the individual property level.

17 Non-current lease liabilities

	2021	2020
Balance as at 1 January	**78,515**	**77,378**
Interest	2,356	2,321
Lease payments	(2,110)	(2,093)
Other movements	763	909
Balance as at 31 December	**79,524**	**78,515**

The average discount rate used for discounting the lease payments is 3%.

Land lease obligations undiscounted	2021	2020
Year 1	2,113	2,091
Year 2	2,113	2,091
Year 3-5	6,339	6,273
Year > 5	93,651	92,907
Total land lease obligations	**104,216**	**103,362**

18 Current trade and other payables

	2021	2020
Trade payables	4,914	3,920
Rent invoiced in advance	6,417	9,133
Tenant deposits	2,820	1,987
Other payables	4,154	3,804
Balance as at 31 December	**18,305**	**18,844**

The other payables relate to invoices yet to be received for maintenance of and investments in the portfolio.

19 Earnings per share

	2021	2020
Net result attributable to shareholders	84,976	51,844
Weighted average number of ordinary shares	387,609	369,124
Basic earnings per share (€ per share)	219.23	140.45

20 Dividends per share

In 2021, the Fund paid out a dividend of € 80.38 per share (2020: € 65.77) which amounts to a total of € 31.2 million (2020: € 24.3 million). A total dividend of € 30.8 million (2020: € 27.4 million), is to be proposed at the Annual General Meeting of shareholders on 6 April 2022. These financial statements do not reflect this final 2021 payment.

The dividend proposal for 2021 has not been accounted for in the financial statements. The dividend for 2021 will be paid in cash.

21 Contingent liabilities and assets

As at 31 December 2021, the Fund had unprovisioned contractual liabilities for future repairs and maintenance of € 0.7 million (2020: € 1.1 million).

The total future liabilities as at 31 December 2021 amounted to € 27 million (2020: € 48 million). The liabilities relate to the acquisition of Central Park (Utrecht), which was delivered to the Office Fund on 27 August 2021. The purchase agreement includes an earn-out arrangement, which includes an additional purchase price depending on the progress of the lease up to a maximum of 30 months after delivery. As at 31 December 2021 the total earn-out payment is estimated at € 25 million. € 2 million relates to remaining construction costs. The present value of the earn-out of € 25 million and the remaining construction costs of € 2 million are included in the valuation of the Central Park property (note 12) and is determined in consultation with the developer, external valuation expert and asset manager.

Investment commitments (in € million)	2022	2023	>2024
Central Park, Utrecht	26	1	-
Total	**26**	**1**	**-**

The Fund has a contractual agreement with Bouwinvest for an indefinite period in which it has to pay a management fee, based on the net asset value. The notice period is two years.

22 Related parties

The Office Fund's subsidiaries and members of the Supervisory Board and Executive Board of Directors of Bouwinvest and the other entities under management by Bouwinvest, qualify as related parties of the Office Fund. The Fund paid Bouwinvest a fee of € 5.9 million in 2021 (2020: € 5.5 million).

BpfBOUW and the subsidiaries and investments held by bpfBOUW are also deemed related parties.

Members of the Supervisory Board and Executive Board of Directors of Bouwinvest do not have any material interest in the Fund's voting shares and do not have options on shares. The Fund has not granted any loans to the members of the Bouwinvest Supervisory Board and Executive Board of Directors.

The members of the Supervisory Board and Executive Board of Directors of Bouwinvest held no personal interest in the Fund's investments in 2021.

23 Management fee

Bouwinvest is the manager and the Statutory Director of the Fund. The management fee paid for the year 2021 amounted to € 5.9 million (2020: € 5.5 million).

In consideration of the management activities with respect to the Fund, Bouwinvest receives an annual management fee equal to 0.50% (exclusive of VAT) of the Fund's net asset value in accordance with the valuation methods of the Fund. The management fee is payable quarterly in advance.

During the reporting period, the manager, Bouwinvest, is responsible for five funds of which the Residential Fund, Office Fund and Retail Fund are under supervision of the Dutch Financial Markets Authority (AFM). Bouwinvest also has a separate mandate from bpfBOUW for the management of international real estate investments and manages Bouwinvest Development B.V. The remuneration cannot be explicitly allocated per fund and is therefore not available. The remuneration, in line with Article 22 of the AIMFD, is disclosed in the annual report 2021 of Bouwinvest Real Estate Investors B.V.

24 Audit fees

The table below shows the fees charged over the year 2021 by Deloitte Accountants B.V. and the Deloitte Network in respect of activities for the Office Fund.

	2021	2020
Audit of the financial statements	37	37
Other assurance engagements	14	13
Tax advisory services	-	-
Other non-audit services	-	-
Total fees	**51**	**50**

25 Subsequent events

In January 2022 a Dutch pension fund committed for a total of € 20 million.

In January 2022, shares were issued for € 5 million.

The Russian invasion of Ukraine and rapidly escalating events in late February and in March 2022 are a significant tragedy for the people and is causing disruption to business and economic activity in the region and worldwide. This qualifies as a non-adjusting subsequent event. These events and the related market uncertainty could have an adverse impact on the Fund, including but not limited to the fair value of its investments and/or cash flows. At this moment it is not possible to provide an estimate of the financial impact of this crisis worldwide and on the Fund. The Fund screens its existing business relationships, including sanction lists where required. In respect to Russia and Belarus no determination of direct breaches of any current sanction rules were noted nor any material matters that affect the going concern of the Fund. The Fund will continue to monitor market conditions as information becomes available and evaluate potential impact, if any, on the value of the Fund's real estate investments and its operations going forward.

Company balance sheet

Before appropriation of result, all amounts in € thousands

As at 31 December	Note	2021	2020
Assets			
Non-current assets			
Investment property		1,315,856	1,105,935
Investment property under construction		-	115,763
Financial assets	3	798	883
Total non-current assets		**1,316,654**	**1,222,581**
Current assets			
Trade and other current receivables		5,045	5,372
Cash and cash equivalents		14,636	22,552
Total current assets		**19,681**	**27,924**
Total assets		**1,336,335**	**1,250,505**
Equity and liabilities			
Equity attributable to the owners of the Fund			
Issued capital		390,413	380,502
Share premium		473,818	453,729
Revaluation reserve		331,153	276,975
Retained earnings		(41,821)	(8,330)
Net result for the year		84,976	51,844
Total equity	4	**1,238,539**	**1,154,720**
Liabilities			
Non-current lease liabilities		79,524	78,515
Current trade and other payables		18,272	17,270
Total liabilities		**97,796**	**95,785**
Total equity and liabilities		**1,336,335**	**1,250,505**

Company
profit and loss account

All amounts in € thousands, unless otherwise stated

	2021	2020
Result of participation interests after taxes	(85)	151
Other income and expenses after taxes	85,061	51,693
Result for the year	**84,976**	**51,844**

Notes to the company financial statements

All amounts in € thousands, unless otherwise stated

1 Summary of significant accounting policies

1.1 General

The Company financial statements of Bouwinvest Dutch Institutional Office Fund N.V. (the Office Fund) are prepared in accordance with the legal requirements of Part 9, Book 2 of the Dutch Civil Code. These financial statements have been prepared in accordance with provision of Article 2:362 subsection 8 and 9, of the Dutch Civil Code, under which the Company financial statements may be prepared in accordance with accounting policies as adopted in the consolidated financial statements.

If no other policies are mentioned, the applicable policies are those of the consolidated financial statements. The consolidated financial statements should be consulted for an appropriate interpretation of the Company financial statements.

The notes in the consolidated financial statements also apply to the Company accounts. If Company amounts are not directly traceable to the consolidated notes, additional notes are included in the Company notes.

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union.

The exemption laid down in Article 402 Book 2 of the Dutch Civil Code has been applied to the Company profit and loss account of the Fund.

1.2 Financial assets

Subsidiaries
Subsidiaries include all entities over which the Fund has the power – directly or indirectly – to control financial and operational policies. Subsidiaries are valued under the net equity method, but not lower than zero.

The equity value is measured by valuation of assets, provisions and liabilities and determination of results based on the accounting policies of the consolidated financial statements.

Recognition of losses
If the share in losses attributable to the Fund exceeds the carrying amount of the net investment (investment and other unsecured receivables), further losses will not be recognised, unless the Fund has provided securities to the associate, committed to liabilities or paid on behalf of the associate. In that case, a provision will be set aside for the excess.

2 Financial risk management

Reference is made to Note 3 of the consolidated financial statements.

3 Financial assets

	2021	2020
As per 1 January	883	1,479
Acquisitions and capital contributions	-	-
Dividends received	-	(747)
Net result for the year	(85)	151
As per 31 December	**798**	**883**

The Fund acquired the shares (100%) of the following subsidiaries:

- Bouwinvest Office Development B.V., Amsterdam
- Bouwinvest Dutch Institutional Office Fund Services B.V., Amsterdam

Bouwinvest Office Development B.V. redevelops investment properties for Bouwinvest Dutch Institutional Office Fund N.V. Bouwinvest Dutch Institutional Office Fund Services B.V. renders services that are ancillary to renting activities of the Fund.

4 Equity attributable to shareholders of Bouwinvest Dutch Institutional Office Fund N.V.

For 2021, before appropriation of result

	Issued capital	Share premium	Revaluation reserve*	Retained earnings	Net result for the year	Total equity
Balance at 1 January 2021	**380,502**	**453,729**	**278,308**	**(9,663)**	**51,844**	**1,154,720**
Comprehensive income						
Net result	-	-	-	-	84,976	84,976
Total comprehensive income	**-**	**-**	**-**	**-**	**84,976**	**84,976**
Other movements						
Issued shares	9,911	20,089	-	-	-	30,000
Appropriation of result	-	-	-	51,844	(51,844)	-
Dividends paid	-	-	-	(31,157)	-	(31,157)
Movement revaluation reserve	-	-	52,844	(52,844)	-	-
Total other movements	**9,911**	**20,089**	**52,844**	**(32,157)**	**(51,844)**	**(1,157)**
Balance at 31 December 2021	**390,413**	**473,818**	**331,152**	**(41,820)**	**84,976**	**1,238,539**

* See explanation dividend restrictions in Note 16 of the consolidated financial statements.

For 2020, before appropriation of result

	Issued capital	Share premium	Revaluation reserve*	Retained earnings	Net result for the year	Total equity
Balance at 1 January 2020	363,962	420,269	250,743	(130,404)	172,585	1,077,155
Comprehensive income						
Net result	-	-	-	-	51,844	51,844
Total comprehensive income	-	-	-	-	**51,844**	**51,844**
Other movements						
Issued shares	16,540	33,460	-	-	-	50,000
Appropriation of result	-	-	-	172,585	(172,585)	-
Dividends paid	-	-	-	(24,279)	-	(24,279)
Movement revaluation reserve	-	-	27,565	(27,565)	-	-
Total other movements	**16,540**	**33,460**	**27,565**	**120,741**	**(172,585)**	**25,721**
Balance at 31 December 2020	**380,502**	**453,729**	**278,308**	**(9,663)**	**51,844**	**1,154,720**

* See explanation dividend restrictions in Note 16 of the consolidated financial statements.

Issued capital

The authorised capital comprises 1 million shares each with a nominal value of € 1,000. As at 31 December 2021, in total 390,413 shares had been issued and fully paid up.

Share premium

The share premium reserve consists of capital paid on shares in excess of the nominal value. At the establishment of the Fund, the shareholder bpfBOUW contributed an investment property portfolio under legal title of share premium.

Revaluation reserve

The revaluation reserve relates to the revaluation of the property investments. The (unrealised) positive or negative difference between the cumulative increase or decrease in the fair value of the investment property owned at the end of the year has been included in the revaluation reserve. The revaluation reserve as at year-end 2021 was determined at the individual property level.

Appropriation of profit 2020

The Annual General Meeting of shareholders on 14 April 2021 adopted and approved the 2020 financial statements of the Office Fund. A dividend of € 27.4 million (in cash) was paid. Of the profit for 2020 amounting to € 51.8 million, € 51.8 million was incorporated in the retained earnings.

Proposal for profit appropriation 2021

The management of the Fund proposes to the General Meeting of shareholders that a dividend of € 30.8 million (in cash) is to be paid. Of the profit for 2021 amounting to € 85.0 million, € 85.0 million will be incorporated in the retained earnings.

5 Employee benefits expense

The Office Fund has no employees.

6 Remuneration

Reference is made to Note 23 of the consolidated financial statements.

Signing of the Financial Statements

Amsterdam, 21 March 2022

Bouwinvest Real Estate Investors B.V.
Dick van Hal, *Chief Executive Officer and Statutory Director*
Rianne Vedder, *Chief Financial & Risk Officer and Statutory Director*
Mark Siezen, *Chief Client Officer*
Allard van Spaandonk, *Chief Investment Officer Dutch Investments*
Stephen Tross, *Chief Investment Officer International Investments*

Other information

Articles of Association related to the appropriation of profit

Appropriation of profit is provided for in Article 20 of the Articles of Association. This specific article is quoted below.

20.1

The distributable profit shall be at the disposal of the General Meeting for distribution of dividend or to be added to the reserves. If the General Meeting has made a decision about profit distribution not later than immediately prior to or after the adoption of the financial statements, the distributable profit will be added to the reserves.

20.2

Distribution of profits shall take place after the adoption of the financial statements which show that the distribution is permitted.

20.3

The General Meeting may resolve to distribute one or more interim dividends and/or other interim distributions. The Executive Board of Directors may also resolve to distribute one or more interim dividends.

20.4

Dividends shall be payable immediately after they have been declared, unless the General Meeting provides otherwise.

20.5

Distribution to shareholders may be made only to the extent of distributable equity and if an interim dividend is paid, that requirement is met according to an interim financial statement as referred to in Article 2:105 Section 4 of the Dutch Civil Code. The Fund shall deposit the interim financial statements at the offices of the Chamber of Commerce (Commercial Register) within eight days after the date of the decision to make an interim distribution.

20.6

In calculating the appropriation of profits, the shares held by the Fund in its own share capital shall not be taken into account.

Independent auditor’s report

To the shareholders of Bouwinvest Dutch Institutional Office Fund N.V.

Report on the audit of the financial statements 2021 included in the annual report

Our opinion

We have audited the financial statements 2021 of Bouwinvest Dutch Institutional Office Fund N.V., based in Amsterdam. The financial statements comprise the consolidated financial statements and the company financial statements.

In our opinion:

- The accompanying consolidated financial statements give a true and fair view of the financial position of Bouwinvest Dutch Institutional Office Fund N.V. as at December 31, 2021, and of its result and its cash flows for 2021 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.
- The accompanying company financial statements give a true and fair view of the financial position of Bouwinvest Dutch Institutional Office Fund N.V. as at December 31, 2021, and of its result for 2021 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements comprise:

1. The consolidated statement of financial position as at December 31, 2021.
2. The following statements for 2021: the consolidated income statement, the consolidated statements of comprehensive income, changes in equity and cash flows.
3. The notes comprising a summary of the significant accounting policies and other explanatory information.

The company financial statements comprise:

1. The company balance sheet as at December 31, 2021.
2. The company profit and loss account for 2021.
3. The notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the "Our responsibilities for the audit of the financial statements" section of our report.

We are independent of Bouwinvest Dutch Institutional Office Fund N.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

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

Materiality
Based on our professional judgement we determined the materiality for the financial statements as a whole at € 13 million. The materiality is based on 1% of total investment property. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

Materiality overview

Materiality level	€ 13 million
Basis for materiality level	1% of total investment property
Threshold for reporting misstatements	€ 650 thousand

We agreed with Executive Board of Directors that misstatements in excess of € 650 thousand, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Scope of the group audit
Bouwinvest Dutch Institutional Office Fund N.V. is at the head of a group of entities. The financial information of this group is included in the consolidated financial statements of Bouwinvest Dutch Institutional Office Fund N.V..

Our group audit mainly focused on significant group entities.

We have performed audit procedures ourselves at group entities.

By performing the procedures mentioned above at group entities, together with additional procedures at group level, we have been able to obtain sufficient and appropriate audit evidence about the group's financial information to provide an opinion about the consolidated financial statements.

Audit approach fraud risks
We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the entity and its environment and the components of the system of internal control, including the risk assessment process and the Executive Board of Directors' process for responding to the risks of fraud and monitoring the system of internal control and how the supervisory board exercises oversight, as well as the outcomes. A fraud risk assessment is a visible component of the internal control environment.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as among others the code of ethics and supporting policies. This includes anti corruption, anti money laundering, gifts and entertainment and whistleblower policy. We evaluated the design of the internal controls implemented to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption. In this assessment we were supported by our forensic specialists. We evaluated whether these factors indicate that a risk of material misstatement due fraud is present.

We identified the following fraud risk and performed the following specific procedures:

Fraud risk	How the fraud risk was addressed in the audit
Executive Board of Directors override of controls	
We presume a risk of material misstatement due to fraud related to the Executive Board of Directors override of controls. The Executive Board of Directors is in a unique position to perpetrate fraud because of the Executive Board of Directors' ability to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively.	Our audit procedures included, among others, the following: We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or noncompliance. We considered available information and made inquiries of relevant key personnel focused on risk compliance and finance. We tested the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements. We evaluated whether the selection and application of accounting policies by the group, particularly those related to subjective measurements and complex transactions, may be indicative of fraudulent financial reporting. We evaluated whether the judgments and decisions made by management in making the accounting estimates included in the financial statements indicate a possible bias that may represent a risk of material misstatement due to fraud. Management insights, estimates and assumptions that might have a major impact on the financial statements are disclosed in note 4 of the financial statements. We performed a retrospective review of management judgments and assumptions related to significant accounting estimates reflected in prior year financial statements. Valuation of investment property is a significant area to our audit as the valuation is inherently judgmental in nature, due to the use of assumptions that are highly sensitive, any change in assumptions may have a significant effect on the outcome given the relative size of the investment property balance. Reference is made to the section “Our key audit matter”.

Audit approach fraud risks compliance with laws and regulations

We assessed the laws and regulations applicable to Bouwinvest Dutch Institutional Office Fund N.V. via our inquiries with the Executive Board of Directors and other personnel, and our assessment of relevant correspondence.

Non-compliance with applicable laws and regulations potentially have a material effect on amounts and/or disclosures in the financial statements or affect the fundament of the business operations. Given the nature of Bouwinvest Dutch Institutional Office Fund N.V. and the regulated environment its operates in, there is a risk of non-compliance with regulations, including amongst each other the Alternative Investment Fund Managers Directive (AIFMD), the Wet op het financieel toezicht (Wft), the Wet ter voorkoming van witwassen en het financieren van terrorisme (Wwft).

By nature, we remain alert to indications of (suspected) non-compliance throughout the audit. Finally, we obtained written representations that all known instances of (suspected) fraud or non-compliance with laws and regulations have been disclosed to us.

Our key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements. We have communicated the key audit matters to Executive Board of Directors. The key audit matters are not a comprehensive reflection of all matters discussed.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How the key audit matter was addressed in the audit
Valuation of investment property	
Refer to notes 4.1, 12, and 13 to the consolidated financial statements. As at December 31, 2021 the Company held a portfolio of investment property with a fair value of € 1.3 billion (December 31, 2020: € 1.1 billion) and investment property under construction of € 0 (December 31, 2020: € 116 million). The portfolio consist of € 1.3 billion office buildings. At the end of each reporting period, the Executive Board of Directors determines the fair value of its investment property portfolio in accordance with the requirements of IAS 40 and IFRS 13. The Company uses external valuation reports issued by external independent professionally qualified valuers to determine the fair value of its investment property. As the valuation of investment property is inherently judgmental in nature, due to the use of assumptions that are highly sensitive, any change in assumptions may have a significant effect on the outcome given the relative size of the investment property balance. The most significant assumptions and parameters involved, given the sensitivity and impact on the outcome, are the capitalisation rate and market rent levels.	Our audit procedures included, among others, the following: We have gained understanding of the valuation process and tested the design and implementation of the Company's relevant controls with respect to the data used in the valuation of the property portfolio. We evaluated the competence of the Company's external appraiser, which included consideration of their qualifications and expertise. In relation to the significant assumptions in the valuation of investment property we have: - determined that the valuation methods as applied by the Executive Board of Directors, as included in the valuation reports, are appropriate; - challenged the significant assumptions used (such as capitalisation rate, market rental income, market-derived discount rate) against relevant market data. We have involved our internal real estate valuation experts in these assessments. **Observation** We found that, with the (significant) assumptions used in the valuation reports, the valuation of the investment property is valued within a reasonable range.

Report on the other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contain other information that consists of:

- Report of the Executive Board of Directors.
- Other Information as required by Part 9 of Book 2 of the Dutch Civil Code.
- Other information comprising of The fund at a glance, Message from the Director Dutch Office Investments, Other information, INREV valuation principles and Enclosures.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements.
- Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code.

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

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

The Executive Board of Directors is responsible for the preparation of the other information, including the Report of the Executive Board of Directors in accordance with Part 9 of Book 2 of the Dutch Civil Code, and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Description of responsibilities regarding the financial statements

Responsibilities of the Executive Board of Directors for the financial statements

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

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

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

Our responsibilities for the audit of the financial statements

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

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

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

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

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

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

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

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

From the matters communicated with Executive Board of Directors, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Amsterdam, March 21, 2022

Deloitte Accountants B.V.

Signed on the original: V.S. Borreman

Assurance report of the independent auditor

To the shareholders of Bouwinvest Dutch Institutional Office Fund N.V.

Our conclusion

We have reviewed the sustainability information in the accompanying annual report for the year 2021 of Bouwinvest Dutch Institutional Office Fund N.V. at Amsterdam. A review is aimed at obtaining a limited level of assurance.

Based on our review nothing has come to our attention that causes us to believe that the sustainability information does not present, in all material respects, a reliable and adequate view of:

- the policy and business operations with regard to corporate social responsibility; and
- the thereto related events and achievements for the year 2021

in accordance with the reporting criteria as included in the section 'reporting criteria'.

The sustainability information consists of performance information in the section 'Performance on Sustainability' part of chapter 'Performance on strategy' on page 25-31 of the 2021 Annual Report.

Basis for our conclusion

We conducted our review of the sustainability information in accordance with Dutch law, including Dutch Standard 3000A 'Assurance-opdrachten anders dan opdrachten tot controle of beoordeling van historische financiële informatie (assurance engagements other than audits or reviews of historical financial information). This engagement is aimed to obtain limited assurance. Our responsibilities in this regard are further described in the 'Our responsibilities for the review of the sustainability information' section of our report.

We are independent of Bouwinvest Dutch Institutional Office Fund N.V. in accordance with the 'Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten' (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence requirements in The Netherlands. Furthermore we have complied with the 'Verordening gedrags- en beroepsregels accountants' (VGBA, Dutch Code of Ethics).

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

Reporting criteria

The sustainability information needs to be read and understood together with the reporting criteria. Bouwinvest Dutch Institutional Office Fund N.V. is solely responsible for selecting and applying these reporting criteria, taking into account applicable law and regulations related to reporting.

The reporting criteria used for the preparation of the sustainability information are the reporting criteria as included in the section 'reporting of performance indicators' within the 2021 Annual Report.

The absence of an established practice on which to draw, to evaluate and measure non-financial information allows for different, but acceptable, measurement techniques and can affect comparability between entities and over time.

Limitations to the scope of our examination

The sustainability information includes prospective information such as ambitions, strategy, plans, expectations and estimates. Inherent to prospective information, the actual future results are uncertain. We do not provide any assurance on the assumptions and achievability of prospective information in the sustainability information.

The references to external sources or websites in the sustainability information are not part of the sustainability information as reviewed by us. We therefore do not provide assurance on this information. Our conclusion is not modified in respect to these matters.

Responsibilities of the Executive Board of Directors for the sustainability information

The Executive Board of Directors is responsible for the preparation of reliable and adequate sustainability information in accordance with the reporting criteria as included in the section 'reporting criteria', including the identification of stakeholders and the definition of material matters. The choices made by the Executive Board of Directors regarding the scope of the sustainability information and the reporting policy are summarised in the chapter "Hoe Bouwinvest waarde creëert" of the Bouwinvest Real Estate Investors B.V. annual report.

Furthermore, the Executive Board of Directors is also responsible for such internal control as the it determines is necessary to enable the preparation of the sustainability information that is free from material misstatement, whether due to fraud or error.

The supervisory board is responsible for overseeing the reporting process of Bouwinvest Dutch Institutional Office Fund N.V.

Our responsibilities for the review of the sustainability information

Our responsibility is to plan and perform the review in a manner that allows us to obtain sufficient and appropriate assurance evidence for our conclusion.

Procedures performed to obtain a limited level of assurance are aimed to determine the plausibility of information and vary in nature and timing from, and are less in extent, than for a reasonable assurance engagement. The level of assurance obtained in review is therefore substantially less than the assurance obtained in an audit.

We apply the 'Nadere voorschriften kwaliteitssystemen' (NVKS, Regulations for Quality management systems) and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have exercised professional judgement and have maintained professional scepticism throughout the review, in accordance with the Dutch Standard 3000A, ethical requirements and independence requirements.

Our review included among others:

- Performing an analysis of the external environment and obtaining an understanding of relevant social themes and issues, and the characteristics of the company;
- Evaluating the appropriateness of the reporting criteria used, their consistent application and related disclosures in the sustainability information. This includes the evaluation of the results of the stakeholders' dialogue and the reasonableness of estimates made by the Executive Board of Directors;
- Obtaining an understanding of the reporting processes for the sustainability information, including obtaining a general understanding of internal control relevant to our review ;

- Identifying areas of the sustainability information with a higher risk of misleading or unbalanced information or material misstatements, whether due to fraud or error. Designing and performing further assurance procedures aimed at determining the plausibility of the sustainability information responsive to this risk analysis. These procedures consisted amongst others of:
  - Interviewing the Executive Board of Directors (and/or relevant staff) at corporate (and business/division/cluster/local) level responsible for the sustainability strategy, policy and results;
  - Interviewing relevant staff responsible for providing the information for, carrying out internal control procedures on, and consolidating the data in the sustainability information;
  - Obtaining assurance information that the sustainability information reconciles with underlying records of the company;
  - Reviewing, on a limited test basis, relevant internal and external documentation;
  - Performing an analytical review of the data and trends
  - Evaluating the presentation, structure and content of the sustainability information;
  - Considering whether the sustainability information as a whole, including the disclosures, reflects the purpose of the reporting criteria used.

We communicate with the Executive Board of Directors regarding, among other matters, the planned scope, timing and outcome of the review.

Amsterdam, March 21, 2022

Deloitte Accountants B.V.

Signed on the original: V.S. Borreman

Centre Court
Multi-tenant

The Hague
The Netherlands

INREV
Valuation principles

In order to give investors information on the transition from the Net Asset Value (NAV) according to IFRS to the adjusted NAV based on INREV valuation principles, the Fund reports the adjustments according to the INREV valuation principles. The fundamental assumption underlying the adjusted INREV NAV of the Fund is that it should give a more accurate reflection of the economic value of the Fund and of a participation in the Fund as it would be realised by a participant in a theoretical sale, as of the balance sheet date, assuming an arm's length transaction, a willing buyer/seller and an adequate time to market.

Note		Total	Per share	**Actual impact on 2021 figures**	Actual impact on 2020 figures
	NAV per the IFRS financial statements	X	X	Yes	Yes
	Reclassification of certain IFRS liabilities as components of equity	X	X	N/A	N/A
1	Effect of reclassifying shareholder loans and hybrid capital instruments (including convertible bonds) that represent shareholders long term interests in a vehicle	X	X	N/A	N/A
2	Effect of dividends recorded as a liability which have not been distributed	X	X	N/A	N/A
	NAV after reclassification of equity-like interests and dividends not yet distributed	X	X	N/A	N/A
	Fair value of assets and liabilities	X	X	N/A	N/A
3	Revaluation to fair value of investment properties	X	X	N/A	N/A
4	Revaluation to fair value of self-constructed or developed investment property	X	X	N/A	N/A
5	Revaluation to fair value of investment property held for sale	X	X	N/A	N/A
6	Revaluation to fair value of property that is leased to tenants under a finance lease	X	X	N/A	N/A
7	Revaluation to fair value of real estate held as inventory	X	X	N/A	N/A
8	Revaluation to fair value of other investments in real assets	X	X	N/A	N/A
9	Revaluation to fair value of indirect investments not consolidated	X	X	N/A	N/A
10	Revaluation to fair value of financial assets and financial liabilities	X	X	N/A	N/A
11	Revaluation to fair value of construction contracts for third parties	X	X	N/A	N/A
12	Set-up costs	X	X	N/A	N/A
13	Acquisition expenses	X	X	Yes	Yes
14	Contractual fees	X	X	N/A	N/A
	Effects of the expected manner of settlement of sales/vehicle unwinding	X	X	N/A	N/A
15	Revaluation to fair value of savings of purchaser's costs such as transfer taxes	X	X	N/A	N/A
16	Revaluation to fair value of deferred taxes and tax effect of INREV NAV adjustments	X	X	N/A	N/A
17	Effect of subsidiaries having a negative equity (non-recourse)	X	X	N/A	N/A
	Other adjustments	X	X	N/A	N/A
18	Goodwill	X	X	N/A	N/A
19	Non-controlling interest effects of INREV adjustments	X	X	N/A	N/A
	INREV NAV	X	X	Yes	Yes

INREV adjustments

All amounts in € thousands, unless otherwise stated

Note		Total 2021	Per share 2021	Total 2020	Per share 2020
	NAV as per the financial statements	**1,238,539**	**3,172.38**	**1,154,720**	**3,034.73**
	Reclassification of certain IFRS liabilities as components of equity				
1	Effect of reclassifying shareholder loans and hybrid capital instruments (including convertible bonds) that represent shareholders long term interests in a vehicle	-	-	-	-
2	Effect of dividends recorded as a liability which have not been distributed	-	-	-	-
	NAV after reclassification of equity-like interests and dividends not yet distributed	**1,238,539**	**3,172.38**	**1,154,720**	**3,034.73**
	Fair value of assets and liabilities				
3	Revaluation to fair value of investment properties	-	-	-	-
4	Revaluation to fair value of self-constructed or developed investment property	-	-	-	-
5	Revaluation to fair value of investment property held for sale	-	-	-	-
6	Revaluation to fair value of property that is leased to tenants under a finance lease	-	-	-	-
7	Revaluation to fair value of real estate held as inventory	-	-	-	-
8	Revaluation to fair value of other investments in real assets	-	-	-	-
9	Revaluation to fair value of indirect investments not consolidated	-	-	-	-
10	Revaluation to fair value of financial assets and financial liabilities	-	-	-	-
11	Revaluation to fair value of construction contracts for third parties	-	-	-	-
12	Set-up costs	-	-	-	-
13	Acquisition expenses	-	-	-	-
14	Contractual fees	-	-	-	-
	Effects of the expected manner of settlement of sales/vehicle unwinding				
15	Revaluation to fair value of savings of purchaser's costs such as transfer taxes	-	-	-	-
16	Revaluation to fair value of deferred taxes and tax effect of INREV NAV adjustments	-	-	-	-
17	Effect of subsidiaries having a negative equity (non-recourse)	-	-	-	-
	Other adjustments				
18	Goodwill	-	-	-	-
19	Non-controlling interest effects of INREV adjustments	-	-	-	-
	INREV NAV	**1,238,539**	**3,172.38**	**1,154,720**	**3,034.73**
	Number of shares issued	390,413		397,042	
	Number of shares issued taking dilution effect into account	390,413		397,042	
	Weighted average INREV NAV	1,191,560		1,114,717	
	Weigthed average INREV GAV	1,211,155		1,130,304	
	Total Expense Ratio (NAV)	0.54%		0.53%	
	Total Expense Ratio (GAV)	0.53%		0.52%	
	Real Estate Expense Ratio (GAV)	1.23%		1.36%	

Notes to the INREV adjustments

All amounts in € thousands, unless otherwise stated

1 Effect of reclassifying shareholder loans and hybrid capital instruments (including convertible bonds) that represent shareholders' long-term interest in a vehicle

Investors' capital can take various forms aside from equity – examples include shareholder loans and hybrid capital instruments such as convertible bonds. Some vehicles are structured via a combination of equity participations and shareholder loans.

Shareholder loans and hybrid capital instruments are generally seen as part of the investors' overall interest in the vehicle.

Since investors in the Fund only invest via shares, no adjustment is included.

2 Effect of dividends recorded as a liability that have not been distributed

Under certain circumstances dividends are recorded as a liability but have not yet been legally distributed. For the determination of INREV NAV, these accrued dividends should be reversed to the NAV.

As per 31 December 2021, no dividends are recorded as a liability, so no adjustment is included.

3 Revaluation to fair value of investment property

After initial recognition, investment property is valued at fair value under the fair value option of IAS 40. Therefore no adjustment had to be made as per 31 December 2021.

4 Revaluation to fair value of self-constructed or developed investment property

Development property is investment property under construction and valued at fair value under the fair value option of IAS 40. Therefore no adjustment had to be made as per 31 December 2021.

5 Revaluation to fair value of investment property held for sale

Assets in this category are measured under IFRS at the lower of cost or net realisable value in the financial statements. The adjustment represents the impact on NAV of the revaluation of the property intended for sale, measured at cost, to fair value.

As per 31 December 2021, no properties intended for sale had been presented that are not included in the fair value of investment property.

6 Revaluation to fair value of property that is leased to tenants under a finance lease

Property that is leased to tenants under a finance lease is initially measured on a net investment basis and subsequently re-measured based on an amortisation pattern reflecting a constant rate of return. The adjustment represents the impact on NAV of the revaluation of the finance lease receivable to fair value.

As per 31 December 2021, no adjustment had been made since no property is held that is leased to tenants under a finance lease.

7 Revaluation to fair value of real estate held as inventory

Properties intended for sale and accounted for under IAS 2 (Inventory) are measured at the lower of cost or net realisable value in the financial statements. This adjustment represents the impact on the NAV of the revaluation of such properties to net realisable value (fair value less disposal costs). This adjustment should be included under the caption 'revaluation to fair value of real estate held as inventory'.

As per 31 December 2021, no adjustment had been made since no property is accounted for under IAS 2 (Inventory).

8 Revaluation to fair value of other investments in real assets

Under IAS16, other investments in real assets are normally accounted for at cost. The adjustment represents the impact on NAV of the revaluation of other investments in real assets to fair value in accordance with the fair value assumptions under IFRS 13.

As per 31 December 2021, no adjustment had been made since the Fund has no investments in real assets.

9 Revaluation to fair value of indirect investments not consolidated

Indirect investments in real estate, such as investments in associations and joint ventures, have different accounting treatments and carrying values under IFRS. Such investments can be valued at cost, fair value or NAV. The adjustment represents the impact on NAV of the revaluation of indirect investments to fair value if not yet accounted for at fair value.

As per 31 December 2021, no adjustment had been made since the Fund has no other indirect investments in real estate.

10 Revaluation to fair value of financial assets and liabilities (including revaluation to fair value of debt obligations)

Financial assets and liabilities such as debt obligations are generally measured at amortised cost, taking into account any impairment when applicable. The adjustment represents the impact on NAV of the revaluation of financial assets and financial liabilities to fair value as determined in accordance with IFRS.

As per 31 December 2021, no adjustment had been made since the financial assets and liabilities accounted for in the Statement of financial position are not materially different from the fair value of the financial assets and liabilities in accordance with the fair value principles of IFRS 13.

11 Revaluation to fair value of construction contracts for third parties

Under IAS11, construction contracts for third parties are normally accounted for based on the stage of completion. The adjustment represents the impact on NAV of the revaluation of construction contracts for third parties to fair value in accordance with the fair value principles of IFRS 13.

As per 31 December 2019, no adjustment had been made since the Fund has no construction contracts of third parties.

Adjustments to reflect the spreading of one-off costs

As described in further detail below, set-up costs and acquisition expenses should be capitalised and amortised. The rationale for these adjustments is to spread these costs over a defined period of time to smooth the effect of the write-off of costs on the vehicle's performance. Furthermore, it is a simple mechanism to spread costs between different investor groups entering or leaving the vehicle's equity at different times.

In practice, there are many other ways in which vehicles address such issues for pricing, valuation, or other purposes. Since the INREV NAV is primarily intended to facilitate comparability between different vehicles, the INREV approach is a simple but fixed methodology. Please note that these capitalised costs are subject to an impairment test each time the NAV is calculated and therefore should always be recoverable over time.

As the adjustments with respect to set-up costs are separately disclosed in the calculation of a vehicle's INREV NAV, investors can choose how these are taken into account when valuing their holding.

12 Set-up costs

Set-up costs (i.e. establishment expenses) are charged immediately to income after the initial closing date. This adjustment represents the impact on NAV of the capitalisation and amortisation of set-up costs over the first five years of the terms of the Fund. When capitalising and amortising set-up costs, a possible impairment test should be taken into account every time the adjusted NAV is calculated when market circumstances change and it is not to be expected that the capitalised set-up costs can be recovered.

As per 31 December 2021, the set-up costs of the Fund had been amortised, so no adjustment was made as per 31 December 2021.

13 Acquisition expenses

Under the Fair Value model, acquisition expenses of investments under the fair value assumptions according to IFRS may be partly charged to income or equity as fair value changes at the first subsequent measurement date after acquisition. This is when the fair value at the moment of measurement is less than the total amount of the purchase value of the assets and the acquisition expenses.

This adjustment represents the impact on NAV of the capitalisation and amortisation of acquisition expenses over the period from acquisition of the specific asset to five years after initial closing.

When an asset is sold during the amortisation period, the balance of capitalised acquisition expenses is charged to the income statement in the period of sale.

When capitalising and amortising acquisition costs, a possible impairment test should be taken into account every time the adjusted NAV is calculated (when market circumstances change) and it is not expected that the capitalised acquisition costs can be recovered with the sale of units of the Fund.

Most of the acquisitions are realised via a turn-key agreement with a development company. Since these acquisitions can be purchased free of transfer-tax normally the acquisition price is higher than if transfer-taxes should be paid separately. The valuation methodology is the net valuation after deduction of acquisition cost for a potential buyer. At initial recognition and during the instalments a part in the revaluation result will include the effect of the difference of the purchase price and the net valuation after deduction of acquisition cost for a potential buyer. This difference is taken into account in the INREV NAV as a separate item in the INREV adjustment in respect to Acquisition expenses.

14 Contractual fees

A liability represents a present obligation. A fee payable at the end of the lifetime of the Fund or at any other moment during the lifetime of the Fund may not meet the criteria for recognition of a provision or liability in accordance with IFRS at the moment the accounts are prepared.

As per the financial position date, all contractual fees and contingent liabilities are recognised in accordance with IFRS. The Fund did not enter into any other contractual fees or contingent liabilities that are not presented in the accounts as per the financial position date.

15 Revaluation to fair value of savings of purchaser's costs such as transfer taxes
This adjustment represents the positive impact on NAV of the possible reduction of transfer taxes and purchaser's costs for the seller based on the expected sale via the sale of shares. Transfer taxes and purchaser's costs which would be incurred in an asset sale are generally deducted when determining the fair value of the properties. The effect of a possible sale of shares in a property vehicle might be taken into account when determining the deduction of transfer taxes and purchaser's costs (if this lowers the actual transfer tax and/or purchaser's costs to be paid upon sale by the seller).

The Fund has no investment property structured in special vehicles. As per 31 December 2021, no adjustment had been made due to the fact that it is impossible to sell investment property via a share deal. Therefore, there is no possibility of an additional reduction of the transfer tax or purchaser's costs that might lead to a higher sales price.

16 Revaluation to fair value of deferred taxes and tax effect of INREV NAV adjustments
Under IFRS, deferred tax (assets and liabilities) is measured at the nominal statutory tax rate. How the Fund expects to settle deferred tax is not taken into consideration. This adjustment represents the impact on NAV of the deferred tax for assets and liabilities or financial instruments based on the expected settlement. This should be taken into consideration when tax structures have been applied to reduce tax on capital gains or allowances.

When goodwill is included in the Statement of financial position as a result of a deferred tax liability that is eliminated as a result of the above-mentioned adjustment, the goodwill related to this deferred tax will be excluded from NAV.

The Fund has the status of a fiscal investment institution (0% corporate tax rate). Therefore, no adjustment has been made, as the Fund is exempt from corporate tax payments.

17 Effect of subsidiaries having a negative equity (non-recourse)
The adjustment represents the positive impact on the NAV of the partial or full reversal of the negative equity of the specific subsidiary. If the vehicle has granted shareholder loans to the subsidiary, these should be taken into account.

As per 31 December 2021, no adjustment had been made since the Fund has no subsidiaries with a negative equity.

18 Goodwill
Upon the acquisition of an entity that is determined to be a business combination, goodwill may arise as a result of a purchase price allocation exercise. A major component of such goodwill in property vehicles often reflects the difference between the full recognition of deferred tax, purchaser's costs or similar items in the IFRS accounts (which does not generally take account of the likely or intended method of subsequent exit), and the economic value attributed to such items in the actual purchase price. Except where such components of goodwill have already been written off in the NAV as determined under IFRS, they should be written off in the INREV NAV.

As per 31 December 2021, no adjustment had been made since the Fund has no goodwill recognised in the Statement of financial position.

19 Non-controlling interest effects of INREV adjustments
This adjustment represents the impact on the NAV of the recognition of non-controlling interests on all of the above adjustments.

As per 31 December 2021, no adjustment had been made since the Fund holds no minority interests.

Independent auditor's report

To the shareholders of Bouwinvest Dutch Institutional Office Fund N.V.

Report on the INREV adjustments

Our Opinion

We have audited the accompanying INREV adjustments 2021 of Bouwinvest Dutch Institutional Office Fund N.V., based in Amsterdam.

In our opinion the INREV adjustments are prepared, in all material respects, in accordance with the accounting policies selected and disclosed by the fund, i.e. INREV valuation principles, as set out on page 92 up to and including page 97.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing.
Our responsibilities under those standards are further described in the "Our responsibilities for the audit of the INREV adjustments" section of our report.

We are independent of Bouwinvest Dutch Institutional Office Fund N.V. in accordance with the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

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

Responsibilities of the Executive Board of Directors for the INREV adjustments

The Executive Board of Directors is responsible for the preparation of the INREV adjustments in accordance with the accounting policies selected and disclosed by the fund (INREV valuation principles) as set out on page 92 up to and including page 97.

Furthermore, the Executive Board of Directors is responsible for such internal control as the Executive Board of Directors determines is necessary to enable the preparation of the INREV adjustments that are free from material misstatement, whether due to fraud or error.

Our responsibilities for the audit of the INREV adjustments

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

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not have detected all material errors and fraud.

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

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

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

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

Amsterdam, March 21, 2022

Deloitte Accountants B.V.

Signed on the original: V.S. Borreman

Enclosures

Composition of the Executive Board of Directors

Chief Executive Officer and Statutory Director

D.J. (Dick) van Hal (1958, Dutch)

Dick van Hal has been CEO since his appointment in 2008. Until that time, he held several senior positions at Syntrus Achmea Vastgoed, including Managing Director and CEO. Dick started his career with Centraal Beheer Beleggingen and Staal Bankiers. He studied Investment Analysis (VBA) at the University of Amsterdam. Dick is co-chairman of Holland Metropole.

Chief Financial & Risk Officer and Statutory Director

M.A. (Rianne) Vedder (1970, Dutch)

Rianne Vedder was appointed Chief Financial and Risk Officer on 15 October 2019. She was formerly a Partner at EY Financial Services Advisory and jointly responsible for the growth and continued development of the consultancy practice of the EY organisation. She previously held positions within EY Financial Services and Capgemini. Rianne studied Business Economics at Maastricht University and holds a postgraduate Chartered Controller degree. She is an INSEAD-certified Independent Non-Executive Director.

Chief Client Officer

M. (Mark) Siezen (1972, Dutch)

Mark Siezen was appointed Chief Client Officer and member of the Management Board on 1 November 2020. Mark previously worked as Executive Director and member of the board of CBRE. Prior to that, he held various positions at Multi Cooperation, NSI and COFRA Holding (including Redevco and C&A). Since 1 December 2021 Mark is member of the Supervisory Board of Northwest Clinics (Noordwest Ziekenhuis Groep).

Chief Investment Officer Dutch Investments

A. (Allard) van Spaandonk (1961, Dutch)

Allard van Spaandonk has been CIO Dutch Investments since 2013. He was formerly director Asset Management of Bouwinvest, director retail investments at Syntrus Achmea Vastgoed as well as head of residential mortgages at Achmea Vastgoed. Allard is a member of the Advisory Board of the Amsterdam School of Real Estate (ASRE) and was member of the Management Board of NEPROM (Dutch association of project development companies) until 31 December 2021.

Chief Investment Officer International Investments

S.A. (Stephen) Tross (1967, Dutch)

Stephen Tross has been CIO International Investments since 2010. Stephen previously worked in the real estate audit practices at KPMG Accountants NV and PricewaterhouseCoopers in the Netherlands, New York and London. He studied Business Economics at the Hogeschool Utrecht and accountancy at NIvRA-Nyenrode. Stephen is a professional member of the British Institution of Chartered Surveyors and a member of the management board of ANREV (chairman per 1 January 2022).

Director Dutch Office & Hotel Investments

S.F. (Bas) Jochims (1977, Dutch)

Bas Jochims has been Director Dutch Office & Hotel Investments since 2008. He is responsible for the performance of the assets of the Bouwinvest Dutch Institutional Office Fund. He joined Bouwinvest in 2005 as Asset Manager. He has seventeen years experience in real estate asset management. Bas gained his office real estate experience with Dynamis ABC Offices, where he worked as an Account Manager and was responsible for the total property management in the greater Amsterdam and The Hague areas.

Responsible investment performance indicators

Continued improvement of the Fund's sustainability performance

Impact area	Indicator	Measure	Units of measure	2021	2020	Change	Plan 2021-2023
Fund sustainability benchmark	GRESB	Star rating	# stars	5	5	-	Annual improvement of overall GRESB score
	GRESB	Overall score (GRI-CRESS: CRE8)	# [1-100]	95	95	0	

Investing in sustainable real estate

Impact area	Indicator	Measure	Units of measure	2021	2020	change	Plan 2021-2023
Asset sustainability certificate	BREEAM	Green Building Certificates floor space (BREEAM or GPR) (GRI-CRESS: CRE8)	%	100.0%	100.0%	+0.0 pp	All standing investments minimum BREEAM-NL in-use VERY GOOD by the end of 2021 at asset-level All standing investments minimum BREEAM-NL in-use GOOD by the end of 2021 at management-level
		Certificate BREEAM-NL in-use PASS floorspace	%	0.0%	0.0%	+0.0 pp	
		Certificate BREEAM-NL in-use GOOD floorspace	%	1.7%	3.6%	-1.9 pp	
		Certificate BREEAM-NL in-use VERY GOOD	%	30.6%	33.0%	-2.4 pp	
		Certificate BREEAM-NL in-use EXCELLENT	%	67.7%	63.4%	+4.3 pp	
		Certificate BREEAM-NL in-use OUTSTANDING	%	0.0%	0.0%	+0.0 pp	
	BREEAM (new acquisitions)	Labelled floor space (GRI-CRESS: CRE8)	%		n/a	n/a	Acquisition of new developments have BREEAM-NL EXCELLENT or better
		Average score (GRI-CRESS: CRE8)	%		n/a	n/a	

Reduce Environmental impact

Impact area	Indicator	Measure	Units of measure	2021	2020	change	Plan 2021-2023
Energy performance certificate	EPC	Labelled floor space (GRI-CRESS: CRE8)	%	100.0%	100%	+0.0 pp	By end 2021, 80% of the portfolio has an energy label A or better (energy index <1.0)
		Green labelled floor space (A, B or C label)	%	99.7%	80.1%	+19.6 pp	
		A labelled floor space	%	98.3%	78.6%	+19.7 pp	
		Average EP2	#	136.31	174.31	-38.01	
Renewable energy	Solar panels	Installed kWp of solar panels	kWp	967.5	886.2	+9.2%	By end 2021, solar panels generate 1000 kWp

Impact area	Indicator	Measure	Units of measure	**2021 (Abs)**	2020 (Abs)	% change (LfL)	Plan 2021-2023
Energy	Electricity	Total landlord-obtained electricity (GRI: 302-2)	MWh	13,611	13,880	-2.2%	Annual reduction of environmental impact to increase:
	Gas	Total gas consumption (GRI: 302-1)		363	328	10.5%	
	District heating and cooling	Total district heating and cooling (GRI: 302-2)		0	0	0.0%	
	Total	Total energy consumption from all sources (GRI: 302-2)		13,973	14,209	-1.8%	from -2% in 2019 to -5% in 2021
	Energy intensity	Building energy intensity (GRI-CRESS: CRE1)	kWh/m^2/year	58	67	-1.8%	
		Energy and associated GHG disclosure coverage		9 of 13	8 of 12		
GHG emissions	Direct	Scope 1 (GRI: 305-1)	tonnes CO_2e	86	78	10.5%	
	Indirect	Scope 2 (GRI: 305-2)		5,812	5,927	-2.2%	
	Total	Total GHG emissions (GRI: 305-2) Scope 1 and 2		5,898	6,005	-1.9%	from -2% in 2019 to -5% in 2021
		Total GHG emissions after compensation		86	78	10.5%	
	GHG emissions intensity	GHG intensity from building energy (GRI-CRESS: CRE3)	kg CO_2e/m^2/year	24	28	-1.9%	
Water	Total	Total water consumption (GRI:303-1)	m^3	N/A	96,270	N/A	from -2% in 2019 to -5% in 2021
	Water intensity	Building water intensity (GRI-CRESS: CRE2)	m^3/m^2/year	N/A	0.43	N/A	
Waste	Total	Total waste collected (GRI: 306-1)	tonnes	N/A	848	N/A	from -2% in 2019 to -5% in 2021
		Recycling rate	%	N/A	27%	N/A	

Stakeholder engagement performance

Impact area	Indicator	Measure	Units of measure	2021	2020	change	Plan 2021-2023
Engage with stakeholders	Tenant satisfaction	Response rate (GRI: 102-43)	%	58%	60%	-1.7%	Tenants give the Fund a score higher than 7
		Average total score (GRI: 102-43)	#	7.3	7.3	no change	
	Client satisfaction	Response rate (GRI: 102-43)	%	n/a	n/a	n/a	Clients give the Fund a score higher than 7.5
		Average total score (GRI: 102-43)	#	7.1	7.8	-9%	
Sustainable stewardship	Considerate constructors scheme	Registered construction projects	#	1 of 1	2 of 2	0%	In 2021, 75% of construction sites (€) registered under Considerate Constructors Scheme ('Bewuste Bouwer')
		Participation rate (by acquisition price)	%	100%	100%	+ 0 pp	
	Board seats and committee memberships industry organisations, related to the Dutch office sector	Number	#	3	3	no change	Gain board seats and committee memberships industry organisations: have at least one active board/committee memberships within industry organisations in the Dutch office sector
	Make areas heart safe	Number	%	100.0%	98.1%	+1.9 pp	By the end of 2021, 100% of our tenants and communities have an AED available within six minutes walking distance

** This concerns only lease agreements with regard to office space, leases for parking spaces are excluded.*

Being a responsible organisation

Impact area	Indicator	Measure	Units of measure	2021	2020	% change	Plan 2021-2023
Sustainable agreements	Leases	Number of new green leases	#	17 of 19	19 of 20	-5.5%	By end of 2021 25% is a green lease contract
		Number of green leases total	#	73 of 219	57 of 227	+8.2%	
Responsible business operation	Digital tenant portal	Usage of tentants	%	0.0%	0.0%	0.0%	In 2021 all our tenants can use our tenant portal incl. sustainability performance

Reporting of performance indicators

The Fund's ambition to increase the coverage and therefore the transparency of its environmental impact according to INREV Sustainability Reporting Guidelines is reflected in the summary of key performance indicators in the table above.

Bouwinvest reports environmental data of those assets where there is management control possible (operational control approach). Data is provided for those assets where we have authority to introduce and implement operating policies and are responsible for purchasing energy and water and handling waste. Our management control differs greatly by asset type (e.g. residential and office); these differences affect the level of influence we have over the sustainability performance of our assets.

Like for like data and changes represents assets which have been fully owned and operational for the full 24 month period in our investment portfolio. It provides insight in the performance of an indicator over time at a constant portfolio scope. The reduction in GHG emissions can be explained by the compensation of carbon emissions through purchase of carbon certificates. This follows the commitment of Bouwinvest to reduce the impact its operations has on climate change.

For the managed portfolio (scope 1 and 2), Bouwinvest reports on total energy consumption including all direct energy sources (gas, fuel oil) and indirect energy sources (electricity, district heating and district cooling). To calculate Greenhouse Gas (GHG) emissions, country and energy source-specific emission factors have been applied. Emission factors change over time. For this annual report most recently available factors for 2021 are used (source: www.co2emissiefactoren.nl).

Energy, Emission and Water intensities are reported only on properties where energy respectively water data is available, using 'shared services' as the numerator and lettable floor area (LFA) as the denominator. 'Shared services' refer to landlord-obtained consumption for common parts and any services provided to tenant areas that have not been sub-metered.

In the annual report of Bouwinvest Real Estate Investors B.V. the results of a conducted analysis on material topics and observations on stakeholders and reporting criteria with regard to Bouwinvest and its investment activities in general are included. The responsible investing indicators in this report are aligned with these results and observations where applicable.

Properties overview

Municipality	Street name/property name	Floor space (in m²)	No. of parking units	Year of construction/ renovation	Land ownership	Core region	Financial occupancy rate (average)
The Hague	Centre Court (Offices)	41,445	-	2002	Freehold	The Hague	87.5%
The Hague	Centre Court (Parking)	2	670	2002	Freehold	The Hague	79.8%
The Hague	WTC The Hague / Prinsenhof (Offices)	63,304	-	2004	Leasehold	The Hague	95.5%
The Hague	WTC The Hague / Prinsenhof (Parking)	584	923	2004	Leasehold	The Hague	95.0%
Amsterdam	De Lairesse	3,522	57	1998	Leasehold	Amsterdam	93.1%
Amsterdam	Valeriusplein	918	-	1917	Leasehold	Amsterdam	100.0%
Amsterdam	Olympisch Stadion (Parking)	125	850	2001	Leasehold	Amsterdam	99.8%
Amsterdam	Olympisch Stadion (Offices)	12,821	-	1999	Leasehold	Amsterdam	96.7%
Amsterdam	Valina	3,716	14	2015	Leasehold	Amsterdam	100.0%
Amsterdam	Move	7,351	40	2019	Leasehold	Amsterdam	100.0%
Amsterdam	The Garage	12,561	25	2019	Leasehold	Amsterdam	100.0%
Amsterdam	Hourglass	21,975	148	2020	Leasehold	Amsterdam	100.0%
Rotterdam	Maasparc	6,357	30	2000	Freehold	Rotterdam	100.0%
Rotterdam	WTC Rotterdam (Offices)	44,826	-	1987	Freehold	Rotterdam	74.2%
Rotterdam	WTC Rotterdam (Parking P1 / P2)	20	240	1987	Freehold	Rotterdam	63.7%
Rotterdam	WTC Rotterdam (Parking WTC-Beursplein)	-	248	1987	Freehold	Rotterdam	99.6%
Utrecht	Nieuwe Vaart	11,572	111	1992	Freehold	Utrecht	98.9%
Utrecht	Central Park	28,614	366	2021	Freehold	Utrecht	42.5%
Total		**259,713**	**3,722**				**90.4%**

* Investment property under construction

Glossary

Considerate constructors scheme

The proportion of construction sites controlled by the reporting company that are registered under the Dutch Considerate Constructors (Bewuste Bouwers) scheme in a reporting year, weighted by purchase price.

Direct property return

Direct property return as a percentage is equal to the net rental income of investment properties divided by the value of the investment properties, including purchaser's transaction costs, on a monthly basis (MSCI methodology).

Distributable result

Distributable result is the company only total rental income and other income net of all expenses, costs, fees (including management fee), financing costs and taxes borne by the Fund available for distribution to the shareholders.

Energy index of the portfolio

Average energy index on asset level, weighted by lettable floor area. Based on investment properties and excluded units without an energy index. For the residential portfolio, the average energy index is calculated at unit level.

Estimated rental value

The estimated rent at which space within a property could reasonably be expected to be let given current market conditions.

Financial occupancy rate

This is the average occupancy rate of the portfolio over the year calculated on the basis of rental revenue according to contracts as at the reporting date, as a percentage of the theoretical rent.

Fund capital growth (INREV)

Fund capital growth is the total return (INREV), less the distributable result, divided by INREV NAV at the beginning of the period plus the time weighted (daily) contributions for the quarter minus the time weighted (daily) distributions/ redemptions for the quarter. Annual fund capital growth is calculated compounded on the basis of 4 quarters.

Fund income return (INREV)

The fund income return per period as a percentage is equal to the distributable result, divided by INREV NAV at the beginning of the period plus the time weighted (daily) contributions for the quarter minus the time weighted (daily) distributions/ redemptions for the quarter. Annual fund income return is calculated compounded on the basis of four quarters.

Fund total return (INREV)

The fund total return for the quarter is equal to the sum of the unrounded fund income return and fund capital growth. As a result rounding differences may occur. The annual fund total return is calculated compounded on the basis of the quarterly fund total return. As a result, the fund total return is not the sum of the fund income return and the fund capital growth.

Green portfolio

Relative share of lettable floor area with energy label A, B and C compared with the total lettable floor area of the portfolio, based on investment properties and excluding listed buildings. For the residential portfolio, the green portfolio is calculated at unit level.

GRESB score

The GRESB (Global Real Estate Sustainability Benchmark) score is an overall measurement of ESG performance – represented as a percentage of a 100 percent maximum. The score is a result of the annual assessment of the entity by GRESB.

GRESB star rating

The GRESB star rating is based on the GRESB score and its quintile position relative to the GRESB universe, with annual calibration of the model. If an entity is placed in the top quintile, it will be a GRESB 5-star rated entity; if it ranks in the bottom quintile, it will be a GRESB 1-star rated entity, etc. As the GRESB star rating is calculated relative to the global performance of reporting entities, it shows exactly where the Fund stands on a global scale.

Gross Asset Value (GAV)

The total property portfolio plus the value of any further assets at market value as per the chosen valuation principles.

Gross initial yield (passing)

Passing rent divided by the gross capital value of the investment property including purchaser's transaction costs, as per end of period.

Gross initial yield (market)

Theoretical rent (market) divided by the gross capital value of the investment property including purchaser's transaction costs as per end of period.

Gross rental income

The gross rental income is the total contractual rental income over the reporting period from let properties reported under IFRS, including the net effects of straight-lining for lease incentives, including rent-free periods.

Indirect property return

Indirect property return as a percentage is equal to the increase/decrease in the value of a property or group of properties net of capital expenditure divided by the value of the investment properties including purchaser's transaction costs, on a monthly basis (MSCI methodology).

INREV NAV

INREV NAV is based on the fair value of the underlying assets and liabilities, as at the financial position date, and adjusted for the spreading of costs that will benefit different generations of investors.

Investment property

Property that is fully operational on the reporting date

Investment property under construction

Property that is being built or developed for future use as investment property.

Lease incentive

Any consideration or expense borne by the property company, in order to secure a lease.

Like-for-like gross rental income

Like-for-like gross rental income compares the increase/ decrease of the gross rental income of the portfolio that has been consistently in operation, during two full preceding periods that are described.

Membership of industry associations

Number of employees active in board/committee memberships in industry organisations in the real estate sector in the reporting period.

MSCI Property Index

Benchmark organisation IPD has been rebranded as MSCI. This is why we now cite the MSCI Netherlands Annual Property Index, rather than the IPD Netherlands Annual Property Index. The composition and calculation of the indexes and benchmarks remain the same: indirect property return as a percentage is equal to the increase/decrease in the value of a property or group of properties net of capital expenditure divided by the value of the investment properties including purchaser's transaction costs, on a monthly basis.

Net asset value (NAV)

The net asset value is equal to the shareholders' equity of the Fund.

Net initial yield

Net rental income divided by the gross capital value of the investment property including purchaser's transaction costs as per end of period.

Net rental income

Net rental income is gross rental income for the period less ground rents payable, service charge expenses and other non-recoverable property operating expenses such as insurance, real estate taxes, marketing and other vacant property costs.

On-site solar power

Amount of installed power (kilowatt peak - kWp) from on-site solar panels in the investment portfolio.

Passing rent

The annualised cash rental income being received as at a certain date, excluding the net effects of straight-lining for lease incentives. For the avoidance of doubt, where no rent is currently being paid due to operation of a rent-free period, the passing rent will be shown as zero.

Pay-out ratio of distributable earnings

This is the distributed dividend in the reporting period divided by the distributable result in the reporting period.

Property value

The Property value equals the fair value of the Investment Property and Investment Property under Construction excluding the value of Lease Liabilities.

Real Estate Expense Ratio (REER)

Annual vehicle-level and property-specific costs over a 12-month period as a proportion of average vehicle assets (average GAV and average NAV).

Reduction of energy consumption

Percentage of change in energy consumption (electricity and gas) at end of reporting year compared with previous year on a like-for-like basis for energy meters that were under the direct control of the Fund. Like-for-like refers to the energy consumption of a portfolio that has been consistently in operation for two comparative periods. Gas consumption is converted from m^3 to kWh based on the conversion factor as published at end of period on https://www.co2emissiefactoren.nl. And gas consumption for the reporting year is corrected for differences in the number of degree days at De Bilt (the Netherlands) between the current and previous year.

Residential units in mid-rental segment

The total number of acquired units with rental prices between € 753 and € 1,013 per month (price level 2021) in the reporting period.

Sustainably certified portfolio

The relative share of investment properties within a portfolio that have been formally granted sustainable building certification, rating or labelling at the end of a reporting period, compared with the total portfolio of investment properties (based on m^2 LFA).

Theoretical rent

Passing rent over the reporting period plus estimated rental value of vacant units.

Total Global Expense Ratio (TGER)

The total expense ratio reflects the total Fund expenses of the current reporting period as a percentage of the time-weighted INREV Gross Asset Value (GAV) over the period. The TGER is backward looking and includes the management fee, administrative expenses and valuation fees.

Transactions

Transactions are contractual obligations for the purchase of investment properties, where such property is not generating income for the benefit of the Fund as of the reporting date.

Zero-energy projects

Number of acquisition transactions (investment proposals approved by the Executive Board of Directors) in the period 2018-2020, with agreed yearly total energy consumption of below 0 kWh.

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