



Information document Bond loan Voorburgse Rugby Club dated November 10, 2024

Voorburgse Rugby Club, hereinafter "VRC", established in Leidschendam-Voorburg at Star 21, 2266NA in Leidschendam¹, Chamber of Commerce number 63088088, is writing a bond loan for the purpose of financing the new construction of its clubhouse.

In summary, the main details of this bond loan are:

- Target amount €175,000 and no more than that.
- Minimum amount per loan (denomination): € 500
- Number of denominations: 350
- Interest rate: 3.00 % per annum
- Maturity: 13 years.
- Repayment: first 3 years grace-free, thereafter in 10 years on a draw basis (€ 17,500 per year. This amount only applies to repayment and not interest).
- Subscription closing date: 13th December 2025
- Effective date bond loan: start of construction, expected 1 June 2025
- Invoice date (deposit date): January 8 2025
- End of bond term: 13 years from the effective date
- Issue price: 100% of face value

The VRC bond

The VRC bond (hereinafter referred to as 'bond') works as follows. You provide a standard bond loan of €500, and you are entitled to an interest rate of 3.00%. There is no redemption for the first three years. VRC uses that time to build the clubhouse and absorb any construction setbacks. After those three years, 35 denominations will be drawn by lot each year. These will be redeemed on a fully linear basis. After repayment, you will no longer receive interest. As long as your denomination is not drawn, VRC will pay you interest.

Example:

Graham bought 2 VRC bonds for €500 each. From the first year, he receives 3.00% of €1,000 in interest. That is €30.00 per year. After 6 years, he has received €180 in interest. In the same year, he receives notification from VRC that one of his bonds has been drawn to redeem. This means that he receives €500.00 back. After that, he still receives 3.00% interest on the €500 still outstanding as a loan. Annually, that's €15.00 until that last bond is also drawn for redemption. Then he also receives that €500.00 back.

This bond is also available to individuals or companies wishing to invest a substantial amount. If necessary, VRC will be happy to discuss an alternative method of calculation with you. For example, in exchange for a sponsorship along the pitch for 10 years or organizing business activities in the

¹ This is still the business address of VRC, although we rugby at the Groene Zoom in Den Haag. VRC will only get the official address (house number) of our new location when the water installation is completed.



clubhouse during the summer break. A nice way to bring your organization or company to the attention of our members and their parents.

Voorburgse Rugby Club (VRC)

The Voorburgse Rugby Club was founded in 2015. For now, the club focuses entirely on youth and its mission is to enable everyone to enjoy rugby at a recreational and competitive level. VRC started in September 2015 with teams for the age groups Gups (4-5 years) and Turves (6-7 years). At that time, the club did not yet have its own location and used various fields in the municipality of Leidschendam-Voorburg. In the following years, VRC grew steadily and, whether or not in a cluster team with clubs from the region, had teams in all youth categories. Children can now progress through their entire youth at VRC.

In 2017, VRC was allocated a temporary site at the Star, where a simple clubhouse was built and where the club could stay until autumn 2023. The municipality of Leidschendam-Voorburg invested in a new location with artificial turf pitch at Groene Zoom and is investing in dressing room facilities and toilet groups. VRC has to invest in a clubhouse itself.

Since September 2023, De Groene Zoom has been VRC's home ground, with a long-term lease. Last winter we noticed how nice it is to have a pitch that is almost always playable. However, it is still a bit of a struggle without a clubhouse. The construction of the clubhouse is the responsibility of VRC, while the changing rooms and showers are funded by the municipality of Leidschendam-Voorburg. The municipality will start construction in early 2025. After that, VRC can start work on the clubhouse. That is why VRC is writing this bond loan, to realize a clubhouse.

That a clubhouse is essential for a club needs no explanation. We want to offer members, parents and opponents a welcoming home base. But not only for this reason, it may be interesting to participate in this bond loan. With a clubhouse that meets specific requirements, we can also show in this way that we are true to the VRC values of respect, discipline, camaraderie, pride, integrity, and passion & fun.

With a good clubhouse, VRC can move forward for years, matching our permanent location. By taking aspects of sustainability into account during construction, VRC shows it is an association that is aware of its role in the community and the region. By setting up the clubhouse so that it can be rented by others outside its own hours, VRC further fulfils its social function. Rental of the clubhouse makes a good contribution to the club's operations. To make things even more future proof, the clubhouse will be built in a modular way, providing for future moveability, if needed.

Investment Clubhouse

The total, currently budgeted, investment of the new clubhouse is €362,000. That amount is divided as follows.

Table 1: Overview of intended construction costs

Budgetline	Year	Budget (incl VAT)	Remarks
Engineering Norel	2024	€ 12.000	
Engineering Installatie	2024	€ 7.000	
Build by Norel	2025	€ 235.000	
Installations 1	2025	€ 20.000	
Installations 2	2025/2026	€ 55.000	Depending on volunteers
Kitchen		€ -	Kitchen De Star / Depending on volunteers
Bar		€ -	Bar from member VRC / Depending on volunteers
Furniture etc		€ -	Furniture etc / Depending on volunteers
		€ 329.000	
Contingency (10%)	2025	€ 32.900	



Financial resources, €250,000 versus €400,000?

An investment allowance of €250,000 was originally given to the board at the Annual General Assembly (AGM) on 18 January 2022. This is not enough to cover all costs. Prices have risen too fast in recent years. At the autumn 2024 AGM, the board therefore requested a new mandate for an investment of up to €400,000. This has been granted.

Yet we don't think we need that at all. Therefore, the mandate for raising the required funds of up to €200,000 at 5% a year don't need to be stretched. The reason is that VRC started saving when it was established in 2015. In addition, the fundraiser BUY-A-BRICK was launched last year. This fundraiser for our new clubhouse started in May with a bang. The poster has (been) seen at a lot of schools and local entrepreneurs. And we are seeing all kinds of cool initiatives by kids to raise money. Thanks to a grandiose intermediate sprint with the raffle on the association day (26 June 2024), VRC's financial provision for the clubhouse has increased to €85,000.

Part of the refurbishment will presumably be paid for from (municipal and state) grants available for this purpose. Supplemented by local funds. These will be written to advocate our story and thus raise possible additional funds.

But that is not all. We will also have to rely heavily on ourselves (members and parents of members, donors and third parties who care about the club) to complete this financial challenge. Generous financial help from members, parents and donors is indispensable. The board announced and discussed the issue of bonds at the informal members' meeting on 14 May 2024. By providing bonds to the club, you will help VRC very concretely and get a nice return in return.

Lastly, we expect that - as shown earlier - all kinds of people will do their bit by helping in the dismantling and realization of the kitchen, bar etc. That will save many man-hours. IN SHORT: TOGETHER WE MAKE IT OUR CLUBHOUSE!

Table 2: Expected coverage of construction costs

Means	Kolom1	Amount
VRC reserves		€ 85.000
Bond loan		€ 175.000
Subsidy 2025		€ 51.000
Subsidy 2026		€ 11.000
Gifts		€ 20.000
Santa Run 2024		€ 8.000
Buy a Brick 2024/2025		€ 6.000
Buy a Brick 2025/2026		€ 6.000
Total		€ 362.000

Underpinning financial capacity



Based on current figures, the current board expects that the necessary funds can be raised each year to carry a €175,000 funding.

Table 3: Financial projection

	de Star	de Star	Groene Zoom	Groene Zoom
Income x EUR 1,-	Season 2021-2022	Season 2022-2023	Season 2023-2024	With new club house
Contribution	43.900	45.800	58.300	70.000
Sponsor	2.500	3.500	13.000	15.000
Grote Club Aktie	9.300	6.600	7.900	8.500
Bari	13.400	14.000	10.000	15.000
Other	4.300	8.600	28.500	2.500
Rental of club house				3.000
Total Income	73.400	78.500	117.700	114.000
Spending x EUR 1,-	Season 2021-2022	Season 2022-2023	Season 2023-2024	With new club house
Bar purchase	5.300	5.400	400	6.000
Housing costs	15.100	16.100	24.000	27.500
Rugby activities club	10.600	14.100	29.600	26.000
General costs	4.500	8.700	5.300	3.000
Contribution Rugby Nederland	5.700	6.100	8.800	10.000
Personel	7.200	3.100	13.800	18.000
Bank costs	400	400	200	500
Yearly interest Club House Bond			400	5.250
Redemption of the CH Bond			-	17.500
Total Expenditure	48.800	53.900	82.500	113.750

In short, VRC can pay for this. And meanwhile VRC can maintain its equity of some €17,500 and make the necessary annual investments in training, materials, clothing and knowledge and skills to keep the club healthy. And thus remain attractive to existing and new members.

Call to participate

The board makes a warm appeal to all members, parents and donors to help the club by participating in the bond loan. The board, treasurer and committees involved have set the interest rate at 3.00% and believe that this interest rate is an attractive alternative to savings. Much more importantly, of course, thanks to your participation, you will enable current and future members to pursue their favorite pastime in a beautiful environment. How nice it is that you will soon be able to say with pride that the new clubhouse has come about partly thanks to your contribution.

The bond loan

The bond loan is a standard bond loan at a fixed annual interest rate of 3.00% for the term of 13 years. After a period of 3 years, it will be redeemed annually in 10 equal parts. The reason for not starting repayment until after three years is that we expect a start-up period for the catering



operation after the new clubhouse has been built, and that we will undoubtedly face some unexpected costs in the first period. In order not to affect the club's equity position too much during this period, we choose to defer repayment for three years.

The denomination (minimum loan amount of 1 bond) is €500 but of course you can participate for more than one denomination.

The association reserves the right to repay or refinance the bond loan on an accelerated basis if this is in the association's interest. Also, the association reserves the right to suspend interest and redemption obligations at any time, when it is in the interest of the association.

Withdrawal

The association reserves the right to withdraw the debenture loan until May 31st 2025, or so much later as may be necessary in connection with the permanent continuation of construction activities. The bond loan forms an inseparable whole with the grants and fundraising required to realize building plans. Should the total funds required not be raised, preventing the construction of the clubhouse from going ahead, the bond loan will (may) be withdrawn.

Who can participate?

Members, parents of members, donors and third parties who care about the club can participate in the bond loan. Legal entities can also participate, provided the beneficial owner(s) of the legal entity in question can be considered a member, parent of a member, donor or third party who cares about the club.

How do I participate?

You can participate by subscribing to the bond issue via the subscription form. Members will receive the subscription form by e-mail and the form will also be available for download on our website: www.voorburgserugbyclub.nl

The completed and signed subscription form should be emailed to penningmeester@voorburgserugbyclub.nl.

Upon receipt, you will receive an acknowledgement of receipt. Registration closes on December 13 2024.

Allocation

Allocation of the bonds will take place in proportion to the received subscriptions and the thereby notified numbers of bonds subscribed.

If the target amount of €175,000 is exceeded, the board will consider whether it is wise to issue additional bonds. This will never exceed the mandated €200,000 at 5% per annum.

Should the board decide not to issue additional bonds, each subscriber will be allocated at least one bond. Further allocation of bonds will then be partial and pro rata.

Allocation will take place as soon as possible, expected no later than December 22 2024. This will include a statement of the number of bonds allocated. Allocation after subscription triggers the irrevocable obligation to pay up in full, i.e. transfer the committed loan to PRC.



Bond allocation is the responsibility of the board. The handling of subscriptions and allocation are confidential. If there is over-subscription, this procedure will take place under the supervision of the accountant and a report will be made. Tenderers may take cognizance of the contents of the report.

Method of payment

After allocation of the bonds, the participant will receive an invoice. Payment in full is made by transferring the invoice amount to the association in favor of a bank account in the name of the association before January 8 2025.

If deposit by payment of the invoice has not taken place within 14 days of the invoice date, the association has the right to allocate the allocated bonds to another applicant. Your right to the bonds will lapse at that time. However, your payment obligation remains until such time as the board has allocated the bonds to another candidate and they have been paid in full by that other candidate.

Delivery of the bonds

The delivery of the bonds is made by registering the allocated numbers of bonds in the bond register to be kept by the association. In addition, participants will receive a bond certificate indicating their subscription with the applicable numbering of the bonds allocated to them.

The bond register

The bond register of bondholders, their subscriptions and deposits and further administration shall be conducted by the board of the association. The board may appoint a commissioner for this purpose. The conduct of the bond register is under the supervision of an accountant H. Haasnoot RA will undertake this supervision.

A report will be made at the Annual General Assembly in November.

The bond register may be inspected by a bondholder, his representatives or legal successors after prior appointment with the treasurer at the association, on the understanding that only the representation of the details of the relevant bondholder will be made available for inspection.

Physical documents

A bond certificate will be issued to each bond participant showing the numbers of the bonds allocated to him. The bond certificate is not freely transferable (see above under 'transfer'). The certificate has no probative value as to the ownership of the bonds. The bond register to be kept by the board is decisive in this respect.

Maturity

The expected effective date of the bond loan is 1 June 2025, but this depends on the allocation of the grant and the start of construction. The term of the bond loan entered into by the participants is then up to 13 years. The total bond loan has a term of 13 years.

Transfer

The issuance of the bonds takes place within the association and is outside the supervision of the AFM. Transfer of a bond is only allowed by general title such as death and only upon notification of this to the treasurer (penningmeester@voorbουργserugbyclub.nl). This is important because of the binding nature of the bond register.

Payment of interest and redemption

Interest payment and redemption will always take place on the first banking day after each 12-month period with interest being calculated on the outstanding amount during this preceding 12-month



period. Interest and redemption will be credited to the account specified by the bondholder at a banking institution established in the Netherlands. Redemption will take place on the basis of a draw. Members have the option to indicate prior to the annual draw that they do not wish to redeem their bond(s). In that case, the relevant bond number(s) will be excluded from participating in the draw and therefore cannot be drawn. This choice increases the chances for other bondholders, who have not exercised this option, to be drawn. The association reserves the right to make a higher redemption than the aforementioned €17,500 per year.

No set-off and suspension

A participant is not authorized to set off any claims, whether due or not, against the association relating to the bonds held by him (such as due interest or redemption) against any debts owed to the association on any account whatsoever. Nor shall a participant be entitled to suspend his obligations under these terms and conditions should the association be in default against him in any manner.

Taxes

All payments of principal and interest made by the association shall be made without deduction or withholding of existing or future taxes or duties of any kind.

Participants should note that, in connection with their further asset position, this may have to be declared. Legal entities that are holders of bonds should take into account the applicable tax rules applicable to the relevant legal entity.

The risks and collateral

The risks that participants may face are related to a number of factors. Interest payments and repayments are met from membership fees and revenue generated by the association. The board therefore reserves the right to suspend interest payments and/or repayments at any time when the financial situation of the association so warrants. A restrictive and prudent financial policy is pursued by the board. If, after payment of interest and redemption, sufficient financial resources remain for interim redemption of the bonds, the board may decide to make additional interim redemptions. However, the board is never obliged to do so.

You should realize that you run a credit risk on VRC. This means that the aforementioned risks may mean that you will receive your interest or redemption later than indicated in this information sheet or other notifications by or on behalf of the board of VRC.

No collateral, for example in the form of mortgage security, or other forms of security will be provided by the association to the participant.

The administrative costs

The cost of the bond loan is limited. The whole operation can take place informally and through own activity of the board and committees involved. Further costs are mainly administrative costs as is reasonable within the scope of this loan which is issued in-house and will be administered in-house. The loan will be issued at 100% of its face value. Repayment will also be made at 100% of face value.

Supervision

The applicable regulations for issues of securities, such as bonds, are regulated by the Financial Supervision Act (Wft). However, as this issue is exclusively for (parents of) members and donors of a not-for-profit association and the bonds cannot be freely traded, the AFM does not supervise it. This follows from Article 1(1)(e) of the Prospectus Regulation. In preparing this information memorandum,



the association has followed the applicable transparency and accountability requirements that the AFM requires in a license-exempt offer of securities.

Notifications

Notifications to participants may, at all times at the discretion of the board, be made by publication on the association website, by hanging on the notice board and/or by email to the email address as known and listed in the bond register.

Applicable law

The bond loan with the information document and further bond conditions are governed by Dutch law.

Legal proceedings

The association is currently not involved in any legal proceedings or other dispute that may materially affect the information provided hereby.

Overview of investment and financing requirements for the (re)construction of the new clubhouse VRC

Table 1: Overview of intended construction costs

Budgetline	Year	Budget (incl VAT)	Remarks
Engineering Norel	2024	€ 12.000	
Engineering Installatie	2024	€ 7.000	
Build by Norel	2025	€ 235.000	
Installations 1	2025	€ 20.000	
Installations 2	2025/2026	€ 55.000	Depending on volunteers
Kitchen		€ -	Kitchen De Star / Depending on volunteers
Bar		€ -	Bar from member VRC / Depending on volunteers
Furniture etc		€ -	Furniture etc / Depending on volunteers
		€ 329.000	
Contingency (10%)	2025	€ 32.900	
Total		€ 361.900	

Table 2: Expected coverage of construction costs

Means	Kolom1	Amount
VRC reserves		€ 85.000
Bond loan		€ 175.000
Subsidy 2025		€ 51.000
Subsidy 2026		€ 11.000
Gifts		€ 20.000
Santa Run 2024		€ 8.000
Buy a Brick 2024/2025		€ 6.000
Buy a Brick 2025/2026		€ 6.000
Total		€ 362.000

How does VRC pay the interest and repayments of the bond?

To understand how we can meet the obligations of the bond loan, it is important to know how much 'cash flow' VRC has available each year. Cash flow is determined by the balance of net profit from operating activities after any taxes and depreciation, minus the annual investment and maintenance expenditure required.

To get a good idea of cash flow in the future, we use the figures for the 2023/2024 season. This season is the first 'normal' season at the new venue. Where costs are similar to the future situation. Only utilities and maintenance costs are estimates.

The construction of our clubhouse has a positive impact on cash flow. This is because, for example, we can grow and generate more membership fees, bar revenue, bar, kitchen and sponsorship income.



Profit

The board expects profits to increase compared to 2023/2024 to the extent that the additional expenses can be borne. The bar revenue will exceed the €20,000, generating an additional profit of €8,000 by using the club house to view rugby matches and selling a much broader variety of food, drinks and non-food. Membership will grow steadily by 5 net per year to 300, bringing an additional €5,000 extra profit. We also expect profit growth from sponsorship if we can host sponsors in our clubhouse and offer the clubhouse to them as a venue (€8,000). Finally, we expect the clubhouse rental to other parties to bring in additional funds (€3,000).

The board prudently estimates the annual extra profit at an average of €24,000 (€8,000 bar, €5,000 extra members €8,000 sponsorship, €3,000 clubhouse rental). This will allow all obligations to be met, keep equity intact and allow the club to continue developing its activities in a healthy way with a restrictive budget policy. The annual accounts for the past three seasons are attached.

Financial obligations bond loan

As described in our Bond Information Document, we wish to raise a bond of € 175,000. Interest only (3.0%) will be paid for the first 3 years, which is €5,250 per year, amply met from available cash flow. Surplus we want to reserve for possible setbacks and additional investments clubhouse. From the 4th year, we will repay in 10 years, €17,500 per year, plus interest, that makes the 4th year €22,750. This amount decreases €525 each year. The peak of the financing charge is thus in the 4th year and these charges can be met more than adequately from the available cash flow.

Other financial buffers

Currently, equity in bank deposits amounts to € 17,500. Finally, we see positive developments when it comes to setting up a business club and, with the growth of the Binckhorst's population and the fact that the location is close to Ypenburg, we see membership growth as positive. As a club, we believe that this can be expected to lead to a further improvement in our operational results in the coming years.



Regulations for the issue of debenture loans VRC

Regulations bond issue of the Voorburg Rugby Club Association.

Article 1 General

- 1.1. To partially finance the construction of the clubhouse, the Voorburg Rugby Club (hereinafter VRC) is writing a bond loan.
- 1.2. VRC is writing out a loan among friends, sponsors and stakeholders up to an amount of up to €175,000 (one hundred and seventy five thousand euros).
- 1.3. This loan of € 175,000 will be divided into 350 bonds with a nominal value of € 500.
- 1.4. An interest rate (single) of 3.0% per annum will be paid on the loan. The interest will be paid 12 months after the effective date.
- 1.5. The period of subscription is from November 18 2024 to December 13 2024, subject to extension. The term is 3+10 = 13 years.
- 1.6. Participation in the bond loan is done by completing and submitting a specially made 'Bond Subscription Form' after which allocation will follow by the foundation board.

Article 2 Bond

- 2.1. The bonds shall be in registered form, shall bear a consecutive numbering and shall be signed on behalf of the VRC board by the chairman (or his deputy) and the treasurer. The bonds are not negotiable.
- 2.2. Upon receipt of payment on January 8 2025, ownership of the bond(s) will be transferred.
- 2.3. A register will be kept by VRC, listing by number the last known names and addresses of the bondholders. If the bondholder makes an e-mail address known to VRC, he agrees that all correspondence will be sent to this e-mail address.



2.4. If the bondholder moves house, he must notify the treasurer by email at penningmeester@voorburgserugbyclub.nl .

2.5. On the death of the bondholder -natural person- the rights of the bond(s) will pass to the heirs. The heirs are responsible for informing the Treasurer under the proof of their rights in accordance with Article 2.4.

2.6. If a bond is lost or damaged, a duplicate may be requested from the treasurer. Issuing a duplicate will invalidate the value of the original.

2.7. The transfer of bonds - other than by death - will not take place.

Article 3 Drawdown

3.1. Claims under this loan shall be due and payable only after a draw as described in the articles below. A participant's claim under a bond shall not be due and payable in the interim.

3.2. Drawing of the bonds will take place at the annual meeting organised for this occasion, for the first time in 2028. The actual draw shall be conducted by the accountant to be designated by the Board.

3.3. From the year 2028 onwards, 35 of the issued bonds will be drawn by lottery every year to redeem the loan.

3.4. Members have the option of making it known prior to the annual draw that they do not wish to redeem their bond(s). In that case, the relevant bond number(s) will be excluded from participating in the draw and therefore cannot be drawn. This choice increases the chances for other bondholders, who have not exercised this option, to be drawn.

3.5. The drawn numbers of the bonds will be published on PRC's website.

3.6. VRC has the right to draw more than 35 of the issued bonds for early redemption, exclusively during an annual draw procedure. An early draw and redemption shall be announced by VRC prior to the annual draw on its website and in the, locally widely read, media.



3.7 VRC shall have the right to accelerate or refinance the bond loan when it is in the interest of the association. Also, the association reserves the right to suspend interest and redemption obligations at any time, when this is in the interest of the association.

Article 4 Redemption

4.1. Redemption of a bond shall be made only against the transfer of the original bond, or any duplicate issued by Treasurer as described in Article 2.6.

4.2. Redemption of the drawn bonds shall take place within one month each time after the original bond certificate, or any duplicate issued by Treasurer as defined in Article 2.6, has been returned to the bank account number specified by the bondholder.

4.3. If a bond has not been presented to the treasurer 12 months after it has been drawn, and publication requirements have been met by the board, the right to redemption lapses. The amount of the bond shall then accrue to VRC.

4.4. If VRC exercises the right in accordance with Article 3.7, the final redemption will be suspended by the same period.

Article 5 Final provision

5.1. Amendments or additions to these regulations may be made only with the approval of the Board.

5.2. Where these regulations do not provide, the board shall decide.

Adopted by the VRC board on 17 October 2024.