

# **STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2019**

Ferratum Capital Germany GMBH

**ferratum**

# Statement of financial position as at 31 December 2019

	Note	31 Dec 2019 €	31 Dec 2018 €
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	(1)	124	701
Loans to shareholder	(2)	171.320.447	99.401.955
<b>Total non-current assets</b>		<b>171.320.571</b>	<b>99.402.656</b>
<b>Current assets</b>			
Loans to shareholder	(2)	-	26.364.659
Other receivables	(3)	266.018	317.984
Cash and cash equivalents	(4)	154.056	196.537
<b>Total current assets</b>		<b>420.074</b>	<b>26.879.180</b>
<b>Deferred tax assets</b>		<b>189.668</b>	<b>148.812</b>
<b>Total assets</b>		<b>171.930.313</b>	<b>126.430.648</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Subscribed capital	(5)	50.000	50.000
Capital reserve	(6)	925.000	925.000
Retained earnings		(1.331.920)	(831.663)
<b>Total equity</b>		<b>356.920</b>	<b>143.337</b>
<b>Non-current liabilities</b>			
Bonds	(7)	169.760.808	100.000.000
<b>Total non-current liabilities</b>		<b>169.760.808</b>	<b>100.000.000</b>
<b>Current liabilities</b>			
Bonds	(7)	2.149.081	26.175.818
Other payables and accrued expenses	(8)	377.344	111.493
<b>Total current liabilities</b>		<b>2.526.425</b>	<b>26.287.311</b>
<b>Total equity and liabilities</b>		<b>171.930.313</b>	<b>126.430.648</b>

# Statements of profit or loss and other comprehensive income for the period from 1 January to 31 December 2019

	Note	1.1.2019 - 31.12.2019 €	1.1.2018 - 31.12.2018 €
Other income		0	7,249
Cost of purchased services		(3,570)	(7,042)
Personnel expenses	(9)	(77,706)	(418,213)
Depreciations and amortization	(1)	(578)	(734)
Other operating expenses	(10)	(252.875)	(534,027)
Financial income	(11)	10.099.096	6,840,370
Financial expense	(12)	(9.935.596)	(6,587,911)
<b>Financial result</b>		<b>163.500</b>	<b>252,459</b>
<b>Profit/(loss) before tax</b>		<b>(171.228)</b>	<b>(700,308)</b>
Income taxes	(13)	(329.030)	10,560
<b>Net income/(loss) for the year</b>		<b>(500.257)</b>	<b>(689,749)</b>
<b>Other comprehensive income</b>			
Items that may be classified subsequently to profit or loss			
Change of fair value-bonds measured in FVTOCI		-	-
<b>Total comprehensive profit/(loss)</b>		<b>(500.257)</b>	<b>(689,749)</b>



# **NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 JANUARY TO 31 DECEMBER 2019**

Ferratum Capital Germany GMBH

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## A. General information

Ferratum Capital Germany GmbH, hereafter called the “Company”, was incorporated on 24 September 2013 under German Law. The registered office (Satzungssitz) of the Company is in Berlin, Germany, and the Company is registered with the commercial register of the local court (Amtsgericht) of Charlottenburg under the registration number HRB 152968. The registered office of the Company is at Helmholtzstraße 2-9, 10587 Berlin.

The Company belongs to the Ferratum Group (“Group”), which is an international provider of mobile banking and digital consumer and small business loans, distributed and managed by mobile devices. The parent company, Ferratum Oyj, founded in 2005 and headquartered in Helsinki, Finland. The company is a 100% subsidiary of the Ferratum Oyj, the purpose of the Company is the borrowing of capital through issuing bearer bonds on active market and granting loans to Ferratum Oyj, subsidiaries and affiliated companies within the Group.

The Company has issued EUR 100,000,000 bonds with denomination EUR 1,000 per bond on 25 May 2018. The bonds have a coupon of 3 months Euribor plus 5.50% p.a. and a tenor of four years. The issued EUR 100,000,000 bonds are listed on Nasdaq Stockholm, Frankfurt Stock Exchange Open Market and Prime Standard of the Frankfurt Stock Exchange with ISIN: SE0011167972.

The issuance of the bonds was authorised by resolutions taken by the board of directors of the issuer on 14 May 2018. According to the prospectus dated 13 July 2018 bonds are offered up to EUR 150,000,000. The bonds are not rated.

The Company has issued 80,000,000 bonds with denomination EUR 1.000 at an issue price of 97% per bond on 24 April 2019. The bonds have a coupon of 3 months Euribor plus 5.50% p.a. and a tenor of four years. The issued EUR 80,000,000 bonds are listed on Nasdaq Stockholm and Frankfurt Stock Exchange Open Market with ISIN: SE0012453835.

The issuance of the bonds was authorised by resolutions taken by the board of directors of the issuer on 22 March 2019. According to the prospectus dated 23 May 2019 the bonds are offered up to EUR 150,000,000. The bonds are not rated.

The Ferratum Group was rated by Fitch Ratings in April 2019 as part of an initial rating with BB- /Outlook Stable. In the course of a follow-up rating Creditreform Rating AG has assigned a graduation of BBB-.

The financial year of the Company begins on 1 January and ends on 31 December each year.

The Company presents its financial statements as of 31 December 2019. The presentation currency of the Company is EUR which is the same as the functional currency of the Company.

## Financial Reporting Framework

The financial statements as of 31 December 2019 were prepared in accordance with the valid IFRS and IFRIC of the International Accounting Standards Board (IASB) which have to be applied in the EU as at the balance sheet date.

## New and revised Standards applied in 2019

### Amendments to IFRS 9 “Prepayment Features with Negative Compensation”

In October 2017 amendments to IFRS 9 “Financial Instruments” were published. The amendments to IFRS 9 relate to limited amendments to IFRS 9 classification of financial assets between measurement categories. The amendments allow companies to measure particular prepayable financial assets with so-called negative compensation at amortised cost or at fair value through other comprehensive income if a specified condition is met - instead of at fair value through profit or loss. The endorsement was on 22 March 2018. The amendments are effective for annual periods beginning on or after 1 January 2019.

## **IFRS 16 “Leases” (issued 13. January 2016)**

IFRS 16 specifies how an IFRS reporter will recognise, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard is applicable for periods beginning on or after 1 January 2019.

## **Amendment to IAS 28 “Long-Term Interests”**

The IASB has published “Long-Term Interests” in Associates and Joint Ventures (Amendments to IAS 28) on 12 October 2017 to clarify that an entity applies IFRS 9 “Financial Instruments” to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The endorsement was on 8 February 2019. The amendments are effective for periods beginning on or after 1 January 2019.

## **Amendment to IAS 19 “Plan Amendments”**

On 7 February 2018, the IASB issued amendments to the guidance in IAS 19, “Employee Benefits”, in connection with accounting for plan amendments, curtailments and settlements. The endorsement was on 14 March 2019. An entity applies the amendments to plan amendments, curtailments or settlements occurring on or after the beginning of the first annual reporting period that begins on or after 1 January 2019.

## **IFRIC 23 “Uncertainty over Income Tax Treatments”**

IFRIC 23 seeks to bring clarity to the accounting for income tax treatments that have yet to be accepted by tax authorities. IAS 12 “Income Taxes” specifies how to account for current and deferred tax, but not how to reflect the effects of uncertainty. IFRIC 23 provides requirements that add to the requirements in IAS 12 by specifying how to reflect the effects of uncertainty in accounting for income taxes. The endorsement was on 23 October 2018. The Interpretation is applicable for annual reporting periods beginning on or after 1 January 2019. Earlier application is permitted.

## **2015 - 2017 Annual Improvements Cycle (issued 12 December 2017)**

The IASB issued “Annual Improvements to IFRS Standards 2015 - 2017 Cycle” on 12 December 2017, which contains amendments to four International Financial Reporting Standards (IFRSs) as result of the IASB's annual improvements project. The amendments have been endorsed on 14 March 2019 and are all effective for annual periods beginning on or after 1 January 2019.

The amendments led to changes to three standards:

- IFRS 3 Business Combinations and IFRS 11 Joint Arrangements -The amendments to IFRS 3 clarify that when an entity obtains control of a business that is a joint operation, it remeasures previously held interests in that business. The amendments to IFRS 11 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not remeasure previously held interests in that business.
- IAS 12 Income Taxes - The amendments clarify that the requirements in the former paragraph 52B (to recognise the income tax consequences of dividends where the transactions or events that generated distributable profits are recognised) apply to all income tax consequences of dividends by moving the paragraph away from paragraph 52A that only deals with situations where there are different tax rates for distributed and undistributed profits.
- IAS 23 Borrowing Costs - The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings.



## Published and endorsed Standards which are not yet mandatory

At the date of authorisation of the financial statements, amendments to the standards IAS 1 and IFRS 3 have been published by the International Accounting Standard Board (IASB) but are not yet endorsed by the EU.

## B. Accounting policies

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

### General principles

The financial statements of the Company as at 31 December 2019 have been prepared in accordance with IFRS as adopted in the European Union as issued by the International Accounting Standards Board (IASB) and interpretations issued by the IFRS Interpretations Committee (IFRIC).

### Preparation of the financial statements

The financial statements have been prepared on a going concern basis, applying a historical cost convention, except for financial assets and liabilities measured at fair value through profit or loss, financial assets classified as measured at fair value through other comprehensive income and derivative financial instruments that have been measured at fair value.

### Current and non-current distinction

The Company presents current and non-current assets and current and non-current liabilities as separate classifications in its statement of financial position.

Current assets include assets that are sold, consumed or realised as part of the normal operating cycle, even when they are not expected to be realised within 12 months after the reporting period. Some current liabilities, such as trade payables and some accruals for other operating costs, are part of the working capital used in the entity's normal operating cycle. Such operating items are classified as current liabilities, even if they are due to be settled more than 12 months after the reporting period.

### Critical judgements and key sources of measurement uncertainty

In the application of the accounting policies, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are disclosed in the notes and policies where applicable. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The preparation of the financial statements under IFRS requires assumptions for several items that have a corresponding impact on recognition and measurement in the statements of financial position, in the income statement of the financial statements and regarding the disclosure of contingent liabilities. The actual results may deviate from these estimates.

### Functional and presentation currency

The primary activity of the Company is to borrow capital through issuing bearer bonds and granting loan to Ferratum Oyj, subsidiaries and affiliated companies within the Group. The performance of the Company is measured in EUR. The presentation currency of the Company is the same as the functional currency of the Company. The numbers in the financial statements under IFRS are rounded to full EUR.



## Financial instruments

### Financial assets

With respect to the classification and measurement, the number of categories of financial assets under IFRS 9 has been reduced compared to IAS 39. All recognised financial assets are measured at either amortised cost or fair value. Specifically:

- a debt instrument that (i) is held within a business model whose objective is to collect the contractual cash flows and (ii) has contractual cash flows that are solely payments of principal and interest on the principal amount outstanding must be measured at amortised cost (net of any write down for impairment), unless the asset is designated at fair value through profit or loss (FVTPL) under the fair value option;
- a debt instrument that (i) is held within a business model whose objective is achieved both by collecting the contractual cash flows and selling financial assets and (ii) has contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, must be measured at FVTOCI, unless the asset is designated at FVTPL under the fair value option;
- all other debt instruments must be measured at FVTPL;
- all equity investments are to be measured in the statement of financial position at fair value, with gains and losses recognised in profit or loss except that if an equity investment is not held for trading, nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies, an irrevocable election can be made at initial recognition to measure the investment at FVTOCI, with dividend income recognised in profit or loss.

### Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Financial liabilities included in trade payables and other payables are recognised initially 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.

Under IFRS 9, changes in the fair value of a financial liability designated as at FVTPL are presented in other comprehensive income, unless the presentation of the effect of the change in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. The accounting policy per category of financial assets and liabilities is presented below.

## Measurement of Financial Instruments

### Initial Measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

## Subsequent measurement

### Financial assets at amortized cost

The financial assets are measured at the amount recognized at initial recognition minus principal repayments, plus or minus the cumulative amortization of any difference between that initial amount and the maturity amount, and any loss allowance. Interest income is calculated using the effective interest method and is recognized in profit and loss. Changes in fair value are recognized in profit and loss when the asset is derecognized or reclassified.

### Financial assets at fair value through fair value through the statement of other comprehensive income (FVOCI)

The financial assets are measured at fair value where the objective of the Company's business model for realizing these assets is both collecting contractual cash flows and selling these assets. Interest revenue as well as impairment gains and losses are recognized in profit and loss on the same basis as for amortized cost assets. Changes in fair value are recognized initially in other comprehensive income (OCI). When the asset is derecognized or reclassified, changes in fair value previously recognized in OCI and accumulated in equity are reclassified to profit and loss on a basis that always results in an asset measured at FVOCI having the same effect on profit and loss as if it were measured at amortized cost.

### Financial assets at fair value through profit and loss (FVTPL)

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss. All other loans and receivables are measured at fair value. Changes in fair value are recognized in profit and loss as they arise.

### Financial liabilities measured at amortised cost

The Company classifies non-derivative financial liabilities as financial liabilities measured at amortised cost, except for financial liabilities measured at FVTPL (i.e., those held for trading, designated at FVTPL or contingent consideration recognized by an acquirer in a business combination) or loan commitments and financial guarantee contracts for which specific measurement guidance exists.

After the initial recognition, the financial liability is classified as financial liability as subsequently measured at amortised cost using the effective interest method or financial liability at fair value through profit or loss.

A financial liability is derecognised when the obligation under the liability is extinguished, discharged, cancelled or expired, or through amortisation process. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability and the difference in the respective carrying amount is recognised in profit or loss.

Financial liabilities are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

Assets and liabilities are classified as current assets and current liabilities if they are expected to be realised within 12 months of the balance sheet date.

Those not expected to be realised within 12 months of the balance sheet date will be classified as non-current.

## Cash and cash equivalents

Cash and cash equivalents include solely demand deposits.

## Bonds

After the initial recognition, bonds are measured at amortised cost using the effective interest method.

## Share capital

Share capital represents the nominal value of shares that have been issued.

## Other payables

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

## Income realisation

### Interest income

Interest expenses concerns the issued bonds in 2018 and 2019. Interest income is recognised when it is probable that the economic benefit will accrue, and the amount of the income can be reliably determined. The interest income is accrued on a time basis, by reference to the principal outstanding nominal amount and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount upon first-time recognition. Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial. Interest income is recognised using the effective interest method. When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

### Effective interest method

The effective interest method is the method of calculating the amortised cost of a financial instrument and of allocating the interest income to the corresponding period. The effective interest rate is the interest rate with which the expected future outflows are discounted over the expected term of the financial instrument or a shorter period, where applicable, to arrive at the net carrying amount derived from initial measurement.

## Taxation

Income tax comprises the total current tax expenses and deferred taxes. The current tax is determined on the basis of the taxable income for the relevant year.

### Current tax

Current tax is recorded as expense or income through the income statements unless it is incurred in connection with the items not reported either in other comprehensive income or directly in equity.

### Deferred tax

Deferred tax is recognized on temporary difference between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

## C. Discretionary decisions and assessments

The preparation of the financial statements under IFRS requires assumptions for several items that have a corresponding impact on recognition and measurement in the statements of financial position, in the income statement of the financial statements and regarding the disclosure of contingent liabilities. The actual results may deviate from these estimates.

### Impairments of financial assets

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset is impaired. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

## D. Notes to statement of financial positions

### (1) Property, plant and equipment

	Office Equipment €		Office Equipment €
<b>Cost</b>		<b>Cost</b>	
At 1 January 2019	7,604	At 1 January 2018	7,877
Additions	0	Additions	0
Additions	0	Additions	273
At 31 December 2019	7,604	At 31 December 2018	7,604
<b>Accumulated depreciation</b>		<b>Accumulated depreciation</b>	
At 1 January 2019	6,903	At 1 January 2018	6,169
Charge for the financial year	578	Charge for the financial year	734
Disposals	0	Disposals	0
At 31 December 2019	7,481	At 31 December 2018	6,903
<b>Net carrying amount 31 Dec 2019</b>	<b>124</b>	<b>Net carrying amount 31 Dec 2018</b>	<b>701</b>

This item concerns solely the office equipment.

### (2) Loans to shareholder

Loans to shareholder (Ferratum Oyj) consist of the following loans on contractual basis:

	Loan 2	Loan 4
Date of loan agreement	20.06.2016	24.05.2018
Loan amount in EUR millions	25	100
Amendment of loan amount	0	170
Interest rate	5.875%	7.0%
Term of repayment	by 30.06.2019	by 25.05.2022



By the agreements of parties, the Company is entitled to demand the loan amount and accrued interest earlier than Maturity date, by giving such verbal notice to the shareholder at least 3 days in advance. The shareholder has the right to pay back the loan at any time before the maturity date.

Loans to shareholder are valued at amortised costs because the objective of the Company's business model for realizing these assets is collecting contractual cash flows. Interest revenue as well as impairment gains and losses are recognized in profit and loss.

In addition the Company assesses at the end of each reporting period whether there is a risk that a loan will default. In such case the loan is impaired and impairment losses are incurred (a 'loss allowance'). The Company needs to determine whether the loss allowance at an amount equal to possible defaults only for the next 12 months ("12 month ECLs") or for the entire remaining life of the asset ("Lifetime ECLs"). The Company needs to measure that loss allowance at an amount equal to the lifetime expected credit losses if the credit risk on that loan has increased significantly since initial recognition, or if the loan is a purchased or originated credit-impaired loan. In all cases, the allowance and any changes to it are recognized by recognizing impairment gains and losses in profit and loss. None of the loans give rise to increased credit risk, hence the 12-months expected credit loss is calculated for all loans (as in prior year). A significant rise in credit risk would be defined as a change in Rating from Investment Grade to Sub-Investment Grade.

The impairments (expected credit losses) are calculated with input parameters exposure at default (EAD), probability of default (PD) and loss given default (LGD) (ECL = EAD \* PD \* LGD).

The Company has minimised credit risk by lending to its shareholder. Ferratum Oyj has a credit rating of BBB- (source: Creditreform Rating, April 2019) and BB- (source: Fitch Ratings, March 2019). As at 31 December 2019, there is a impairment amounting to EUR 171,492 (ECL: 0.1%; PD: 0.3%; LGD: 20%) based on the expected credit loss model.

Changes in the amount of expected credit loss is solely due to change in gross amount of financial assets granted.

The summary of the four loans is as follows:

	Maturity	Nominal	Present value - beginning of the year	Additions/ Disposal	Accrued Interest receivable in FY	Transfer** from/ to	Impairment based on expected credit loss model	Present value - end of the year
Loan 2*	Jun 19	25,000,000	26,364,659	(3,308,578)	696,559	(23,752,640)	-	-
Loan 4	May 22	161,217,617	99,401,955	38,852,413	9,484,931	23,752,640	(171,492)	171,320,447
			<b>125,766,614</b>	<b>35,543,835</b>	<b>10,181,490</b>	<b>-</b>	<b>(171,492)</b>	<b>171,320,447</b>

\* Based on the Agreement on Transfer of Intercompany Loans dated 10 June 2019 Loan 2 amounting to EUR 23,752,640 was transferred to loan 4 by 30. June 2019.

The maturity of loans is presented in the following table:

	31.12.2019		31.12.2018	
	short - term	long - term	short - term	long - term
Loan 2	-	-	26,364,659	-
Loan 4	-	171,320,447	-	99,401,955
	<b>-</b>	<b>171,320,447</b>	<b>26,364,659</b>	<b>99,401,955</b>

The interest income for fiscal year 2019 on the loans amounts to EUR 10,099,096 (2018: EUR 6,840,370). The interest income was recognized in profit or loss using the effective interest method within the scope of IFRS 9. Financial Assets are uncollateralized.

The interest income for fiscal year 2019 on the loans amounts to EUR 10,099,096 (2018: EUR 6,840,370). The interest income was recognized in profit or loss using the effective interest method within the scope of IFRS 9. Financial Assets are uncollateralized.

### (3) Other receivables

The other receivables amounting to EUR 266,018 (31.12.2018: EUR 317,984) mainly include tax-receivables in the amount of EUR 13,812 (31.12.2018: EUR 40,869).

### (4) Cash and cash equivalents

The bank current accounts amount to EUR 154,056 (31.12.2018: EUR 196,537). Regarding the development of cash, we refer to the cash flow statement.

### (5) Subscribed capital

The subscribed capital is hold 100% by the Ferratum Oyj.

### (6) Capital reserve

The capital reserve stands at EUR 925,000, unchanged in comparison to previous financial years end.

### (7) Bonds

On 25 May 2018 the Company issued EUR 100,000,000 with 3 months Euribor plus 5.50% bonds due in 2022 under an unconditional and irrevocable guarantee of Ferratum Oyj ("bond 4"). Unless previously redeemed, the bonds will be redeemed at par on 25 May 2022 ("Maturity Date"). The bonds beared interest from (and including) 25 May 2018 to (but excluding) the Maturity Date at a coupon rate of 5.50% per annum, payable quarterly in arrears on 25 February, 25 May, 25 August and 25 November of each year, commenced on 25 August 2018.

On 24 April 2019 the company issued EUR 80,000,000 (nominal amount) at an issue price of 97% (EUR 77,600,000) with 3 months Euribor plus 5.50% bonds due in 2023 under an unconditional and irrevocable guarantee of Ferratum Oyi ("bond 5"). Unless previously redeemed, the bonds will be redeemed at par on 24 May 2023 ("Maturity Date").

The bonds beared interest from (and including) 24 April 2019 to (but excluding) the Maturity Date at a rate of 5.50% per annum, payable quarterly in arrears on 24 July, 24 October, 24 January and 24 April of each year, commenced on 24 July 2019.

Within financial year 2019 the company re-bought own bonds in the amount of EUR 9,319,000, from which the bonds in amount of EUR 4,015,000 were resold on the open market. The Bonds which were not resold in amount of EUR 5,304,000 were netted with issued bonds.

The income from issuing the above 2 bonds were granted as loan to the shareholder Ferratum Oyj in the corresponding years. In addition, the issue proceeds were used to repay the bond issued in June 2016 in amount of EUR 25,000,000 (nominal amount).

The valuation of the bonds is determined at its amortised cost with the application of an effective interest rate p.a.

The development of the bonds is depicted as follows:

	31/12/2019	31/12/2018
	€	€
Bonds – beginning of the year	126,175,818	71,193,425
Additions during the year	80,000,000	100,000,000
Discount/Premium of bonds	(4,935,192)	0
Redemptions during the year	(25,032,835)	(45,552,329)
Offsetting of holding own bonds	(5,304,000)	0
Paid interest	(8,929,496)	(6,053,189)
Accrued fixed interest	9,935,596	6,587,911
<b>Bonds – end of the year</b>	<b>171,909,889</b>	<b>126,175,818</b>

	31/12/2019	31/12/2018
	€	€
Current bonds	2,149,081	26,175,818
Non-current bonds	169,760,808	100,000,000
<b>Total bonds</b>	<b>171,909,889</b>	<b>126,175,818</b>

The interest expense for the fiscal year 2019 on the bonds amounts to EUR 9,935,596 (2018: EUR 6,587,911).

## (8) Other payables and accrued expenses

The other payables and accrued expenses mainly include accrued expenses for audit and consulting fees EUR52,610 (31.12.2018: EUR 42,017) and VAT-Payables EUR 48,932 (31.12.2018: EUR 51,109).

## E. Notes to income statement

### (9) Personnel expenses

Personnel expenses includes wages and salaries amounting to EUR 68,951 (2018: EUR 360,241) and social benefit amounting to EUR 8,755 (2018: EUR 57,065).

	2019	2018
Management	1	1
Administration and finance	1	3
<b>Total</b>	<b>2</b>	<b>4</b>

The average number of personnel is as follows:

### (10) Other operating expenses

Other operating expenses includes mainly the expected credit loss amounting to EUR 45,599 (2018: EUR 125,893) as well as accounting and audit fees amounting to EUR 98,324 (2018: EUR 109,601).

### (11) Financial income

Interest income includes the interest income from loans to shareholder for an amount of EUR 10,099,096 (2018: EUR 6,840,370).

### (12) Financial expenses

Interest expenses resulted solely from issuing bonds amounting to EUR 9,935,596 (2018: EUR 6,587,911).

### (13) Income taxes

Income taxes results mainly from prepayments for income taxes in the amount of EUR 369,886 (2018: EUR 150,646), income tax reimbursement in the amount of EUR 0 and deferred tax income in the amount of EUR 40,856.

Reconciliation between the statutory and effective tax expenses is as follows:

	2019	2018
	€	€
<b>Profit before tax</b>	(171,228)	(700,308)
Income tax on rate of 30,175%	-	-
<b>Tax expense on respect of:</b>		
- Tax losses carried forward	25,684	-
- Tax expense priory years	-	(53,966)
- Expenses non deductible for tax purposes	339,829	233,087
- Under provisions in prior years	-	(40,869)
- Other adjustments	4,373	-
- Adjustment deferred tax	(40,856)	(148,812)
<b>Income tax expenses recognized in profit or loss</b>	<b>(329,030)</b>	<b>10,560</b>

## F. Additional statements

### (14) Summary of financial assets and liability by categories

The carrying amounts of the Company's financial assets and liabilities as recognised at the reporting date are also analysed into the following categories:

	31/12/2019	31/12/2018
	€	€
<b>Financial assets</b>		
Financial assets measured at amortised cost		
<i>Loans to shareholder</i>	171,320,447	125,766,614
<i>Other receivables</i>	266,018	317,984
Financial assets measured at FVTOCI		
<i>Other financial assets</i>	-	-
Cash and cash equivalents	154,056	196,537
	<b>171,740,521</b>	<b>126,281,135</b>
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost		
<i>Bonds</i>	171,909,889	126,175,818
<i>Other payables and accrued expenses</i>	377,344	111,493
	<b>172,287,233</b>	<b>126,287,311</b>

### (15) Financial instruments at fair value

#### *Accounting for financial assets and liabilities – fair value*

The Company applies IFRS 9. Under IFRS 9 all financial instruments are initially measured at fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs. This requirement is consistent with IAS 39. The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.



## Valuation

IFRS 13 Fair Value Measurement requires an entity to classify its assets and liabilities according to a hierarchy that reflects the observability of significant market inputs. The three levels of the fair value hierarchy are defined below.

The fair value hierarchy has the following levels:

- 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; and
- Level 3 inputs are unobservable inputs for the asset or liability.

As of 31 December 2019 cash and cash equivalents, other receivables, other financial assets as well as other payables and accrued expenses have short maturities. The carrying amounts of these financial instruments approximately correspond to the fair value. The loan to shareholder is measured at amortised cost and the carrying amounts approximately correspond to their fair value.

The fair values of bonds were calculated with the market value at Frankfurt Stock Exchange as of the balance sheet date. The fair value can be assigned to level 1 of the fair value hierarchy.

31 December 2019	Carrying value	Fair value
Bonds	171,909,889	179,710,000

## (16) Financial risk management

Company's activities expose it to following financial risks: market risk (including fair value interest rate risk, cash flow interest rate risk), credit risk and liquidity risk. Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance.

### A. Market risk

Company takes on exposure to market risks, which are the risks that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company's market risks arise from open positions in interest-bearing assets and liabilities, to the extent that these are exposed to general and specific market movements. Management sets limits on the exposure to interest rate risk that may be accepted, which are monitored on a periodic basis.

#### **Foreign exchange risk**

The Company operates mainly in Germany and is not exposed to foreign exchange risk.

#### **Price risk**

The Company's exposure to securities price risk arises from investments held by the Company and classified in the balance sheet as at fair value through profit or loss. In phases of high liquidity and low bond prices the Company invested in own bonds and saved interest and in phases of improving bond prices and increasing liquidity demand the bonds were sold on the bonds market again. All the investments are offset against own bond liabilities.

#### **Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of the Company's financial instruments will fluctuate because of change in market interest rates.

The carrying amount of the Company's significant interest-bearing financial instruments, as at the reporting date is as follows:

	Duration	fixed interest rate	31.12.2019	31.12.2018
Loan 1	Oct 13 - Oct 18	9.500%	-	-
Loan 2	Jun 16 - Jun 19	5.875%	-	26,364,659
Loan 3	Jul 17 - Oct 18	5.875%	-	-
Loan 4	May 18 - May 22	7.000%	171,320,447	99,401,955
			<b>171,320,447</b>	<b>125,766,614</b>

	Duration	fixed / Variable interest rate	31.12.2019	31.12.2018
Bond 2	Jun 16 - Jun 19	4.875% 3 M Euribor +	-	25,641,096
Bond 4	Jul 18 - Oct 22	5.500% 3 M Euribor +	97,721,276	100,534,722
Bond 5	Apr 19 - Apr 23	5.500%	74,188,613	-
			<b>171,909,889</b>	<b>126,175,818</b>

The Company's main interest rate risk arises from long-term bonds which are issued at fixed rates and floating rates (bond 4 and bond 5). These expose the Company to interest rate risk which is partially offset by having loans as a main asset in the Company. The objectives for the mix between fixed and floating rate bonds are set to reduce the impact of upward changes in interest rates while enabling benefits to be enjoyed if interest rates fall. Besides, the Company's income statement is not exposed to significant fluctuations in interest rates, since both financial instruments are measured at amortised cost.

A change of the interest rate (5.500% + 3 month euribor for bond 4 and bond 5) at the end of the reporting period would have an effect on result for the financial years.

The following shows the effect on net income for the financial years with all other variables held constant by 1/100 basis points ("bp"):

	2019	2018
	€	€
+1 bp	(18,000)	(10,000)
-1 bp	18,000	10,000

	2019	2018
	€	€
+100 bps	(1,800,000)	(1,000,000)
-100 bps	1,800,000	1,000,000

In financial year 2019 there was no significant sensitivity to changes in 3 month EURIBOR.

## B. Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company has minimised credit risk by lending to its shareholder. The loans were impaired in financial year 2019 based on the expected credit loss model amounting to EUR 171,492. Ferratum Oyj has a credit rating of BBB- (source: Creditreform Rating, April 2019). The calculation of expected credit loss refer to the note 2.

## C. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as and when they fall due as a result of shortage of funds. In managing its exposures to liquidity risk arises principally from its various payables, the Company maintains a level of cash and cash equivalents deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due. The Company aims to maintain a balance of sufficient cash and deposits and flexibility in funding by keeping diverse sources of committed and uncommitted credit facilities.

The bonds were issued under an unconditional and irrevocable guarantee of its shareholder and secured directly over the loans to shareholder. The Company expects that its cash in hand and cash flow provided by operations will satisfy its liquidity need with respect to its obligations. The maturity of financial liabilities refer to the "Maturity analysis".

### Maturity analysis

The following table details the expected maturity for all financial assets and liabilities in order to provide a complete view of the Company's contractual commitments and liquidity.

Financials assets at 31 December 2019	Less than 6 months	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years	Total
Loans at amortized cost	-	-	-	171,320,447	-	171,320,447
Other receivables	266,018	-	-	-	-	266,018
Cash and cash equivalents	154,056	-	-	-	-	154,056
<b>Total financial assets</b>	<b>420,074</b>	-	-	<b>171,320,447</b>	-	<b>171,740,521</b>

Financials liabilities as 31 December 2019	Less than 6 months	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years	Total
Bonds	2,149,081	-	-	169,760,808	-	171,909,889
Other payables	377,344	-	-	-	-	377,344
<b>Total financial liabilities</b>	<b>2,526,425</b>	-	-	<b>169,760,808</b>	-	<b>172,287,233</b>

Financials assets at 31 December 2018	Less than 6 months	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years	Total
Loans at amortized cost	26,364,659	-	-	99,401,955	-	125,766,614
Other receivables	317,984	-	-	-	-	317,984
Cash and cash equivalents	196,537	-	-	-	-	196,537
<b>Total financial assets</b>	<b>26,879,180</b>	-	-	<b>99,401,955</b>	-	<b>126,281,135</b>

Financials liabilities as 31 December 2018	Less than 6 months	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years	Total
Bonds	26,175,818	-	-	100,000,000	-	126,175,818
Other payables	111,493	-	-	-	-	111,493
<b>Total financial liabilities</b>	<b>26,269,311</b>	-	-	<b>100,000,000</b>	-	<b>126,287,311</b>

## D. Capital Management

The Company's main objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company considers total capital under management to be equity and bonds as shown in the statement of financial position. The amount of capital that the Company managed as of 31 December 2019 was EUR 171,552,969 (31.12.2018: EUR 126,319,155).

## (17) Related party relationships on an entity

Ferratum Oyj owns 100% of the Company's shares. Related parties of the Company include also the Managing Director Dr. Clemens Krause (until 10 April 2019) as well as Managing Director Mr. Stephan Schuller (since 10 April 2019) as well as Managing Director Mr. Bernd Egger (March 2020).

### Related party transactions

The Company has granted the shareholder four loans in 2013 (loan 1), 2016 (loan 2), 2017 (loan 3) and 2018 (loan 4) respectively amounting to

EUR 25,000,000, EUR 25,000,000, EUR 20,000,000 and EUR 52,000,000 with the fixed interest rate of 9% (with a supplement of 9.5%) of the loan granted in 2013, 5.875% of the loans granted in 2014 and 2015 and 7.0% of the loan granted in 2018. The loan 1 amounting to EUR 26,847,961 and loan 3 amounting to EUR 19,329,068 (after repayment for an amount of EUR 2,100,000) were transferred to the loan 4 on 21 October 2018. The loan granted in 2016 (loan 2) was transferred to loan 4 in June 2019 with an amount of EUR 23,752,640. The balance of loan 4 (originally granted in 2018) stands at EUR 172,970,600 as per financial year end and will be paid back by the 25 May 2022. The Company is entitled to demand the loan amount and accrued interest earlier than maturity date, by giving such verbal notice to the shareholder at least three days in advance. By the agreement, the shareholder has the right to pay back the loan at any time before the maturity date. Please refer to the note 2. The interest income from the above loans are disclosed in the note 11.

The Company rent sub-leased premises from a subsidiary of the shareholder - Pactum Collections GmbH.

The shareholder provided the unconditional and irrevocable guarantee for the bonds issued by the Company respectively in 2013, 2014, 2015 and 2018. Please refer to the note 7.

### Compensation of key management personnel

Management directors were paid fees within financial year 2019 for an amount of EUR 0 (2018: EUR 1,476,585).

## (18) Contingent liabilities

There are no contingent liabilities as at 31 December 2019.

## (19) Events after the reporting date

On 11 March 2020 the World Health Organization has made the assessment that COVID-19 (Corona) can be characterized as a pandemic. The impacts relating out of the Corona-crisis will have huge effects on financial position within financial year 2020. On that source, we refer to more detailed explanations within the management report under section "risk report" and "forecast report".

In March 2020, Fitch Ratings confirmed the Long-Term Issuer Default Rating as well as the rating BB- of the bonds issued by the company. In April 2020, Fitch Ratings has downgraded Ferratum Oyj's Long-Term Issuer Default Rating and the Long-Term Rating of senior unsecured notes issued by the company from BB- to B+ on increasing coronavirus-related risks. The outlook on Ferratum's Long-Term Issuer Default Rating is negative.

The Board of Ferratum Oyj already published their expectations on the groups performance within their unaudited annual report. The expectations are seen in a material decrease effecting revenue and EBIT in 2020. The Board expects impairment levels to increase during 2020 as well as a high volatility of exchanges rates.

The bonds hold by Ferratum Capital Germany GmbH as of 31 December 2019 have been sold within the first quarter of financial year 2020.

Other material events after the reporting date that require adjustment to, or disclosure in the financial statements did not occur.

Berlin, 27 March 2020



Stephan Schuller  
Managing Director



Bernd Egger  
Managing Director



# Statement of cash flow for the period from 1 January to 31 December 2019

	1 January 2019 - 31 December 2019	1 January 2018 - 31 December 2018
	€	€
Net result before taxes	(171.228)	(700.309)
+ Depreciation of property, plant and equipment	578	734
+/- Increase/(decrease) in other liabilities	265.851	96.478
+/- Increase/(decrease) in other assets	51.967	(181.378)
+ Interest paid	9.935.596	6.587.911
- Interest received	(10.099.096)	(6.840.370)
- Income tax paid	(369.886)	(138.252)
<b>= Cash flow from regular operating activities</b>	<b>(386.219)</b>	<b>(1.175.186)</b>
+ Cash received from disposals of property, plant and equipment	0	273
- Cash paid for the acquisition of property, plant and equipment	0	0
+/- Proceeds from purchasing securities	0	0
+ Interest received	10.099.096	6.840.370
<b>= Cash flow from investing activities</b>	<b>10.099.096</b>	<b>6.840.643</b>
+ Proceeds from issue of shares	0	675.000
+ Proceeds from issue of subscribed capital	0	25.000
+ Proceeds from issuing bonds	44.906.311	54.982.393
- Proceeds from borrowings	(45.553.833)	(54.582.355)
- Interest paid	(9.107.836)	(6.587.911)
<b>= Cash flow from financing activities</b>	<b>(9.755.357)</b>	<b>(5.487.873)</b>
<b>Total of the cash flows</b>	<b>(42.480)</b>	<b>177.584</b>
+ Cash and equivalents - beginning of the period	196.537	18.952
= Cash and equivalents - end of the period	154.056	196.537

## Statement of changes in equity as at 31 December 2019

	Subscribed capital €	Capital reserve €	Accumulated losses €	Accumulated other comprehensive income €	Sum €
<b>Balance as at 1 January 2018</b>	<b>25.000</b>	<b>250.000</b>	<b>(141.914)</b>	<b>0</b>	<b>133.086</b>
Share Capital issue	25.000	0	0		25.000
Capital reserve	0	675.000	0		675.000
Results brought forward	0	0	0		0
Net Income for the period/year	0	0	(689.749)		(689.749)
Other comprehensive income	0	0	0	0	0
<b>Balance as at 31 December 2018</b>	<b>50,000</b>	<b>925.000</b>	<b>(831.663)</b>	<b>0</b>	<b>143.337</b>

	Subscribed capital €	Capital reserve €	Accumulated losses €	Accumulated other comprehensive income €	Sum €
<b>Balance as at 1 January 2019</b>	<b>50.000</b>	<b>925.000</b>	<b>(831.663)</b>	<b>0</b>	<b>143.337</b>
Share Capital issue	0	0	0		0
Capital reserve	0	0	0		0
Results brought forward	0	0	0		0
Net Income for the period/year	0	0	(500.257)		(500.257)
Other comprehensive income	0	0	0	0	0
<b>Balance as at 31 December 2019</b>	<b>50,000</b>	<b>925.000</b>	<b>(1.331.920)</b>	<b>0</b>	<b>(356.920)</b>

# MANAGEMENT REPORT FOR THE FINANCIAL YEAR 1 JANUARY 2019 TO 31 DECEMBER 2019

## Macroeconomic and sector-related situation

After a growth of the worldwide gross domestic product (“GDP”) of 3.2 percent in 2018, the growth of the world economy decreased to 2.9 percent in the 2019 year under review. The world economy is being burdened by an increasing number of trade conflicts, especially between the US and Chinese economies, increasing trade barriers and growing uncertainty due to geopolitical risks. According to the IMF, new special tariffs are slowing down many companies’ propensity to invest.

Throughout the whole year 2019, the real GDP in Germany grew by 0.6 percent compared to the previous year according to preliminary calculations made by the Federal Office for Statistics (Statistisches Bundesamt). Thus, the overall economic performance increased to a noticeably lesser degree after the moderate growth of 1.5 percent in the previous year (2017: + 2.5 percent). A long-term observation yields that the economic growth in 2019 was therefore below average for the first time in six years (average over the last ten years: + 1.3 percent). According to an assessment made by the Federal Bank of Germany (Deutsche Bundesbank), this can be ascribed primarily to the disappointing development in the industry, which also continued to the end of the year. In contrast, the service industries, which have a stronger focus on the domestic economy, continued to support the economic activity. The consumer outlook on income and the job market that continued to be rather good contributed to this decisively. The different sectoral tendencies also had an influence on the credit development. Overall, the credit institutes in Germany significantly expanded their lending activities vis-à-vis the domestic private sector in the last quarter of 2019. It was the housing credits to private households that made up the biggest share, growing again by a significant degree. In contrast, the continuing weakness of the export-oriented industry dampened the equipment investment of the German companies and, thus, their demand for credits. However, against the background of the robust domestic economy, it was especially the demand for financing of companies from the credit intensive construction and real estate sector that remained high. According to estimations made by the Federal Bank of Germany (Deutsche Bundesbank), the demand for company loans and housing credits was based on the very low level of the rates on borrowings especially also for longer fixed interest periods. The credit standards remained almost unchanged in all segments. According to the monthly review, it was only the margins for credits that were marginally increased as a whole.

According to an evaluation made by Investor-Relations-Consultation IR.on AG in 2019, the market for SME bonds underwent a clearly positive development in the third year in a row. The volume of new issuances rose to EUR 1.36 billion in 2019 (40 issuances), after being at EUR 1.14 billion in 2018 (35 issuances) and EUR 0.79 billion in 2017 (20 issuances).

Similarly, the placement rate, i.e. the relation between the volume actually placed and the volume planned, improved from 71 percent in the previous year to 77 percent in 2019. The coupon rate determined by the issuers amounted to 5.57% on average in 2019 as against 5.11% in the previous year.

## Business activity of the company

Ferratum Capital Germany GmbH is a finance company that finances the operative business of the Ferratum Group. The company raises outside capital through the issue of bearer bonds and grants the proceeds of the issue as a loan to its parent company, Ferratum Oyj, based in Helsinki, Finland. The loans will finance investments to expand the Ferratum Group. The company charges the parent company interest at the rate of interest payable to the holders of the bearer bonds, plus a planned interest margin of 1.5 per cent.

The interest is settled monthly with the parent company. The parent company must redeem the loans at the latest at the end of the term of the issued bearer bonds.

The ability of the company to service the creditors' claims arising out of the issued bearer bonds primarily depends on the economic success of Ferratum Oyj and its affiliates. Their business purpose is to provide unsecured, short-term microloans to individuals and companies in various, primarily European countries, in part using a banking license and operating the mobile banking business. In contrast to traditional banks, the Group does not use any branches or outbound call centres, but processes the business exclusively via mobile devices or alternatively websites. In addition, borrowers with acceptable credit history are also offered instalment loan-like "Plus Loans" and revolving, overdraft-credit-like credit limits. The distribution channel is exclusively the internet, including mobile applications on mobile phones.

## Financial position

In April 2019, Ferratum Capital Germany GmbH successfully placed a bearer bond 2019/2023 listed on the stock exchanges in Stockholm and Frankfurt in the nominal amount of 80,000 TEUR at the issue price of 97.0 percent (ISIN: SE0012453835). The bearer bond bears interest in the amount of the 3-month Euribor plus 5.5 percent p.a. and matures in April 2023. Proceeds from the issue of the bearer bond were used as scheduled to repay a bearer bond repayable in June 2019 with a nominal value 25,000 TEUR plus accrued interest. The additional proceeds were provided by Ferratum Capital Germany GmbH to the parent company Ferratum Oyj to finance further business growth.

In March 2019, the limit of the intercompany loan of May 2018 was increased from up to 100,000 TEUR to up to 170,000 TEUR. With effect on 20 June 2019 the intercompany loan agreement of May 2018 amounting to 23,783 TEUR was transferred to the intercompany loan agreement of May 2018. The combined loan bears interest at 7.0 percent p.a. and is due for repayment in May 2022.

As of 31 December 2019, the loans granted to the parent company, including accrued interest, totalled 171,320 TEUR (31 December 2018: 125,767 TEUR) and cash and cash equivalents 154 TEUR (31 December 2018: 197 TEUR). On the other hand, liabilities from bearer bonds issued, including accrued interest, totalled 171,910 TEUR (31 December 2018: 126,176 TEUR). Within financial year 2019 the company re-bought own bonds in the amount of 9,319 TEUR. These bonds are passivated within the total non-current bonds, as this re-bought is netted with issued bonds.

Total equity of the company is negative and amounts to -357 TEUR as of 31 December 2019 (31 December 2018: +143 TEUR). As a precaution Ferratum Oyj issued an irrevocable Letter of Comfort limited to an amount of 500 TEUR until 31 December 2020. In case of substantial solvency problems of the company, the shareholder will provide the company with further funds, so that the company will be in the position to meet all their liabilities within this limit.

## Cash flow position

The cash flow from financing activities, which in turn was mainly due to the proceeds from the bearer bond 2019/2023 issued in April 2019 and the repayment of the bearer bond 2016/2019 issued in June 2016 (44,906 TEUR) as well as the loan disbursement to the parent company (45,554 TEUR), played a major role in the financial position of the company.

Above all, the cash flow from financing activities amounting to -9,755 TEUR (2018: -5,488 TEUR) and the cash flow from investing activities in the form of interest received amounting to 10,099 TEUR (2018: 6,840 TEUR) are decisive for the total realised cash flow of the company in financial year 2019 in the amount of -42 TEUR (2018: 178 TEUR), which results in a cash and cash equivalents of 154 TEUR (31 December 2018: 197 TEUR).

The company was able to meet all payment obligations at any time.

## Earnings position

In financial year 2019, the financial result, the balance of interest income from the shareholder loans granted and interest expense on the bearer bonds issued, was positive at 164 TEUR (2018: 252 TEUR). Nevertheless, the financial result is not sufficient in particular to cover the other operating expenses amounting to 253 TEUR (2018: 534 TEUR), the income tax of the company amounting to 329 TEUR (2018: +11 TEUR) as well as the personnel expenses in the amount of 78 TEUR (2018: 418 TEUR). In financial year 2019, the company realised a shortfall of 500 TEUR (2018: 690 TEUR shortfall).



## Outlook

Looking back, the forecasts regarding the expected development of the company with regard to the financial and cash flow position for 2019 have only partly come true. As planned, a further bearer bond with the nominal value of 80,000 TEUR was issued and a bearer bond with the nominal value of 25,000 TEUR was repaid. As scheduled, additional proceeds were provided by Ferratum Capital Germany GmbH to the parent company Ferratum Oyj in 2019 to finance further business growth. The forecast regarding the earnings position of the company was missed 2019. The interest result was not sufficient to cover the company's one-off and running costs and the income taxes.

The outlook as well as the opportunity and risk report reflect the expected development of Ferratum Capital Germany GmbH for 2020 including its material risks and opportunities from the management's point of view. Both reports include forward-looking information. They are based on the management's expectations and estimations and can be affected by unforeseeable events. This can lead to the actual business development deviating both positively and negatively from the expectations described below.

The current uncertainty about the worldwide proliferation and the consequences of the Coronavirus pandemic impede an exact forecast of the business development for the 2020 financial year. Any further long-term implications for the operational business resulting from the proliferation of the Coronavirus and the related volatility of the financial markets are currently impossible to assess and therefore not included in the outlook.

At present, the OECD views the proliferation of the Coronavirus (Covid-19) as the biggest threat to the world economy since the global financial crisis. The proliferation of Covid-19, declared a pandemic by the WHO on 11 March 2020, will cause economic disruptions. Substantial restrictions on the movement of passengers, goods and services are foreseeable and are likely to lead to a material decline in the business and consumer sentiment and to a slow-down in production. As estimated by the OECD, even in the best case scenario of a merely slight proliferation of the virus beyond China, the worldwide economic growth is likely to decrease significantly in the first half of the year 2020 as a result of interrupted supply chains, a decline in tourism and a deterioration of the business sentiment. Accordingly, the growth of the world economy is likely to slow down from an already low 2.9 percent in 2019 to 2.4 percent in 2020. In contrast, in the case of a wide proliferation of Covid-19 in the Asia-Pacific region and in the advanced economies, which is not improbable, the global economic growth could decrease to 1.5 percent. According to the OECD, the measures taken to contain the virus and the loss of confidence would affect production and consumption in such a way that some economies, such as Japan and the eurozone, could drift into a recession. In order to curtail the economic consequences of the Coronavirus epidemic in Germany, the Federal Ministry of Finance (Bundesministerium der Finanzen) together with the Federal Ministry of Economics (Bundeswirtschaftsministerium) decided on an auxiliary program worth billions as well as fiscal policies on 13 March 2020. These are to protect jobs as well as companies of all sizes and sectors. For this purpose, existing programs relating to liquidity aids are being expanded to a significant extent and additional special programs are being launched with KfW. A guarantee scheme in the amount of about EUR 460 billion has been provided in the federal budget, which can be increased by up to EUR 93 billion. In parallel, a number of fiscal measures are being initiated in order to improve the liquidity within companies.

In the course of the Covid-19 pandemic the Ferratum Group announced on 18 March 2020 that the Board of Ferratum Oyj expects the Covid-19 pandemic to have a material impact on the Groups performance in 2020. Revenue and EBIT are expected to materially decrease compared to 2019.

The expected development of the company in the 2020 financial year in terms of its **financial and asset situation** will, above all, be influenced by economic consolidation. Against the background of the global economic crisis situation caused by the Coronavirus pandemic, the company currently does not plan any further issuances of bearer bonds in the 2020 financial year, which may change in the course of the year → depending on the market situation and the development of the business activities of the Ferratum group. In the 2020 financial year, neither loan receivables from the parent company nor bond liabilities vis-à-vis investors are due to be repaid.

The expected development of the company's **earnings situation** in the 2020 financial year will especially be influenced by the interest result. With the planned interest margin of 1.5 percent and the planned average portfolio of loan receivables from the parent company as well as the planned average bond volume, the interest result as a balance between interest earnings and interest expenses will improve as compared to the previous year. Furthermore, the expected earnings situation of the company in the 2020 financial year will be influenced by the running and one-off costs that are likely to be incurred by the company.

As planned, the interest result will cover the company's one-off and running costs. As a precaution Ferratum Oyj issued an irrevocable Letter of Comfort limited to an amount of 500 TEUR until 31 December 2020. In case of substantial solvency problems of the company, the shareholder will provide the company with further funds, so that the company will be in the position to meet all their liabilities within this limit.

## Opportunity and risk report

Opportunities for Ferratum Capital Germany GmbH acting as a financing company will ensue especially from the ongoing rating process of the group and the resulting financing conditions. The Ferratum Oyj group was last rated BBB- by Creditreform Rating AG in the financial year ending in April 2019. The rating outlook is stable. In March 2019, Fitch Ratings has assigned Ferratum Oyj in the context of an initial rating a Long-Term Issuer Default Rating of BB- with stable outlook. In March 2020, Fitch Ratings confirmed the Long-Term Issuer Default Rating as well as the rating BB- of the bonds issued by the company. In April 2020, Fitch Ratings has downgraded Ferratum Oyj's Long-Term Issuer Default Rating and the Long-Term Rating of senior unsecured notes issued by the company from BB- to B+ on increasing coronavirus-related risks. The outlook on Ferratum's Long-Term Issuer Default Rating is negative.

Risks to the company's business activities result especially from its dependency on its parent company. The company's ability to satisfy creditor claims from the bearer bonds issued in the form of interest and redemption claims depends solely on the economic success of Ferratum Oyj. In addition, the group's parent company issued an independent guarantee with a negative obligation in favour of the bondholders, with the guarantor unconditionally and irrevocably guaranteeing the proper and punctual payment of all amounts payable by the issuer or the successor debtor for the bonds as specified in the terms and conditions of the bonds. In detail, credit default and liquidity risks will result from the aforementioned dependency on the parent company if planned interest payments and redemptions are not, or not in due time, effected by Ferratum Oyj. Also, the economic success and the credit rating of Ferratum Oyj are crucial for the company's ability to successfully place follow-up financing in the form of bonds on the capital market.

In terms of maturity of the loans, amount and time of the interest payable, the loans granted to the parent company are structured in accordance with the underlying bonds to finance the relevant loans so that, as is planned, sufficient liquidity is available for interest payments and redemption of the bonds. The interest margin realized by the company covers the company's running and one-off costs as planned.

From management point of view there are no risks threatening the existence of the company.

## Accounting-related internal control and risk management system

The internal control and risk management system related to the accounting process comprises principles, procedures and measures to ensure the effectiveness and economic viability of internal and external accounting in accordance with the applicable legal provisions. Among the responsibilities of the accounting-related internal control system are, first and foremost, ensuring proper business operations, warranting proper internal and external accounting as well as ensuring compliance with the statutory and legal provisions relevant to the company. It is the goal of the risk management system related to the accounting process to identify, to evaluate and to limit the risks that can conflict with the annual financial statements conforming to the rules.

The internal control system includes organizational and technical measures to manage and monitor the business activities. The company's managing directors are responsible for the conception, installation, application, development and review of an adequate internal control system related to the accounting process. The managing directors decide on the scope and nature of the specific requirements and have defined the responsibilities for the individual process steps in connection with accounting in the form of organizational guidelines and have assigned them to individual organizational units.

The company's accounting is mainly conducted by the "Accounting" department, which assumes the responsibility of centrally managing the processes of preparing the annual financial statements and the interim accounts of Ferratum Capital Germany GmbH. The "Accounting" department's responsibilities include the preparation of the annual financial statements pursuant to the Commercial Code (Handelsgesetzbuch, HGB) including the management report as well as of the accounts including management report to be prepared pursuant to the International Financial Reporting Standards (IFRS). Additionally, the "Accounting" department is responsible for the preparation of the monthly reportings on behalf of the parent company. External advisers are consulted to support in the preparation of annual and consolidated financial statements.

Ferratum Capital Germany GmbH is adequately staffed in the “Accounting” department in terms of quantity and quality. The employees have the necessary know-how and experience depending on their fields of activity. Where required, external advisers are consulted.

As group auditors, the internal auditors also become active on behalf of Ferratum Capital Germany GmbH in the context of the risk management of the Ferratum Oyj group. The internal auditors’ auditing activity, being risk-oriented, extends to all of the group’s business operations. The auditing of the effectiveness and appropriateness of the risk management comprises the risk management and risk controlling systems, the reporting system, the information systems and the accounting process. In order to carry out these responsibilities, the internal auditors have a full and unlimited right to information relating to the activities, processes and IT systems of Ferratum Oyj and its subsidiaries. The internal auditors are informed about material changes in the internal control and risk management system on a regular basis.

The auditing of the process-integrated controls by the internal auditors is generally based on the set of rules, work instructions and guidelines of Ferratum Oyj. The internal auditors’ auditing activity, being risk-oriented, extends to all of the group’s, including Ferratum Capital Germany GmbH, business operations.

The proper conduct of accounting is ensured through both preventative and revelatory controls in the accounting process as well as through comprehensive auditing of the processed data. The preparation process is characterized by numerous steps of analysis and plausibility checks. Besides the evaluation of individual issues, these also comprise period and planning comparisons. Both with regard to manual and automated entries, adequate auditing processes have been implemented. Data and IT systems are protected against unauthorized access.

## Report on the related-party transactions

Related parties are the parent company, which holds 100 percent of the shares in the company, as well as the managing directors of the company, Dr. Clemens Krause (until 10 April 2019), Mr. Stephan Schuller (since 10 April 2019) and Mr. Bernd Egger (since 4 March 2020).

The company has granted its shareholder loans totalling 171,320 TEUR in recent years, which have now been combined into one loan. The company charges the parent interest that it has to pay itself on the issued bearer bonds plus a planned interest margin of 1.5 percent. The parent company is required to redeem the combined loan by 25 May 2022 at the latest. In addition, the parent company has provided the unconditional and irrevocable guarantee for the due and punctual payment to be made by the company in accordance with the relevant terms and conditions of the issued bearer bonds.

Managing directors were paid fees within the financial year 2019 for an amount of 0 EUR (2018: 1,477 TEUR).

## Non-financial declaration pursuant to § 289b ff. HGB

Ferratum Capital Germany GmbH is not obliged to prepare a non-financial information statement. A non-financial information statement of Ferratum Group is published in Ferratum Group Annual Report 2019 which is disclosed on the website of Ferratum Group (<https://www.ferratumgroup.com/investors/results-reports-and-publications/2019>).

Berlin, 27 March 2020



Stephan Schuller  
Managing Director



Bernd Egger  
Managing Director

# STATEMENT BY THE LEGAL REPRESENTATIVES FOR THE YEAR OF 1 JANUARY TO 31 DECEMBER 2019

## Statement by the legal representatives

To the best of our knowledge and in accordance with the applicable accounting principles, the financial statements for the year ended 31 December 2019 of Ferratum Capital Germany GmbH give a true and fair view of the company's net assets, financial position and result of operations and the company's management report includes a fair review of the business development including the business results and the position of the company and describes the main risks and opportunities of the company's expected development.

Berlin, 27 March 2020



Stephan Schuller  
Managing Director



Bernd Egger  
Managing Director

**MORE THAN  
MONEY TO  
EVERYONE**



## BESTÄTIGUNGSVERMERK DES UNABHÄNGIGEN ABSCHLUSSPRÜFERS

An die Ferratum Capital Germany GmbH, Berlin

### ***VERMERK ÜBER DIE PRÜFUNG DES EINZELABSCHLUSSES UND DES LAGEBERICHTS***

#### *Prüfungsurteile*

Wir haben den Einzelabschluss der Ferratum Capital Germany GmbH – bestehend aus dem Statement of Financial Position zum 31. Dezember 2019, dem Statement of Profit or Loss and Other Comprehensive Income, dem dem Statement of Cash-Flow und dem Statement of Changes in Equity für das Geschäftsjahr vom 1. Januar 2019 bis zum 31. Dezember 2019 sowie den Notes, einschließlich einer Zusammenfassung bedeutsamer Rechnungslegungsmethoden – geprüft. Darüber hinaus haben wir den Lagebericht der Ferratum Capital Germany GmbH für das Geschäftsjahr vom 1. Januar 2019 bis zum 31. Dezember 2019 geprüft. Die Versicherung der gesetzlichen Vertreter nach § 289 Abs. 1 S. 5 HGB haben wir in Einklang mit den deutschen gesetzlichen Vorschriften nicht inhaltlich geprüft.

Nach unserer Beurteilung aufgrund der bei der Prüfung gewonnenen Erkenntnisse

- entspricht der beigefügte Einzelabschluss in allen wesentlichen Belangen den IFRS, wie sie in der EU anzuwenden sind, und den ergänzend nach § 315e Abs. 1 HGB anzuwendenden deutschen gesetzlichen Vorschriften und vermittelt unter Beachtung dieser Vorschriften ein den tatsächlichen Verhältnissen entsprechendes Bild der Vermögens- und Finanzlage der Gesellschaft zum 31. Dezember 2019 sowie ihrer Ertragslage für das Geschäftsjahr vom 1. Januar 2019 bis zum 31. Dezember 2019 und
- vermittelt der beigefügte Lagebericht insgesamt ein zutreffendes Bild von der Lage der Gesellschaft. In allen wesentlichen Belangen steht dieser Lagebericht in Einklang mit dem Einzelabschluss, entspricht den deutschen gesetzlichen Vorschriften und stellt die Chancen und Risiken der zukünftigen Entwicklung zutreffend dar. Unser Prüfungsurteil zum Lagebericht erstreckt sich nicht auf den Inhalt der oben genannten Versicherung der gesetzlichen Vertreter.

Gemäß § 322 Abs. 3 Satz 1 HGB erklären wir, dass unsere Prüfung zu keinen Einwendungen gegen die Ordnungsmäßigkeit des Einzelabschlusses und des Lageberichts geführt hat.

#### *Grundlage für die Prüfungsurteile*

Wir haben unsere Prüfung des Einzelabschlusses und des Lageberichts in Übereinstimmung mit § 317 HGB und der EU-Abschlussprüferverordnung (Nr. 537/2014; im Folgenden „EU-APrVO“) unter Beachtung der vom Institut der Wirtschaftsprüfer (IDW) festgestellten deutschen Grundsätze ordnungsmäßiger Abschlussprüfung durchgeführt. Unsere Verantwortung nach diesen Vorschriften und Grundsätzen ist im Abschnitt „Verantwortung des Abschlussprüfers für die Prüfung des Einzelabschlusses und des Lageberichts“ unseres Bestätigungsvermerks weitergehend beschrieben. Wir sind von dem Unternehmen unabhängig in Übereinstimmung mit den europarechtlichen sowie den deutschen handelsrechtlichen und berufsrechtlichen Vorschriften und haben unsere sonstigen deutschen Berufspflichten in Übereinstimmung mit diesen Anforderungen erfüllt. Darüber hinaus erklären wir gemäß Artikel 10 Abs. 2 Buchst. f) EU-APrVO, dass wir keine verbotenen Nichtprüfungsleistungen nach Artikel 5 Abs. 1 EU-APrVO erbracht haben. Wir sind der Auffassung, dass die von uns erlangten Prüfungsnachweise ausreichend und geeignet sind, um als Grundlage für unsere Prüfungsurteile zum Einzelabschluss und zum Lagebericht zu dienen.

#### *Besonders wichtige Prüfungssachverhalte in der Prüfung des Einzelabschlusses*

Besonders wichtige Prüfungssachverhalte sind solche Sachverhalte, die nach unserem pflichtgemäßen Ermessen am bedeutsamsten in unserer Prüfung des Einzelabschlusses für das Geschäftsjahr vom 1. Januar 2019 bis zum 31. Dezember 2019 waren. Diese Sachverhalte wurden im Zusammenhang mit unserer Prüfung des Einzelabschlusses als Ganzem und bei der Bildung unseres Prüfungsurteils hierzu berücksichtigt; wir geben kein gesondertes Prüfungsurteil zu diesen Sachverhalten ab.

### **Abhängigkeit von der Muttergesellschaft**

Die Ferratum Capital Germany GmbH ist eine Finanzierungsgesellschaft, die das operative Geschäft der Ferratum Unternehmensgruppe finanziert. Die Gesellschaft nimmt Fremdkapital durch die Emission von Inhaberschuldverschreibungen auf und gewährt die aus der Emission erzielten Erlöse als Darlehen an die Muttergesellschaft, die Ferratum Oyj mit Sitz in Helsinki/Finnland.

Folgende besonders wichtige Prüfungssachverhalte haben wir bestimmt:

- a) Die Fähigkeit der Gesellschaft, die Gläubigeransprüche aus den begebenen Inhaberschuldverschreibungen zu bedienen, hängt vorrangig vom wirtschaftlichen Erfolg der Muttergesellschaft Ferratum Oyj ab, die als Garantiegeberin der begebenen Anleihen fungiert.
- b) Die Werthaltigkeit der Forderungen gegenüber der Muttergesellschaft Ferratum Oyj, resultierend aus den als Darlehen weitergereichten Emissionserlösen der begebenen Anleihen, hängt maßgeblich vom wirtschaftlichen Erfolg sowie vom Rating der Muttergesellschaft ab. Maßgeblichen Einfluss auf Rating und wirtschaftlichen Erfolg der Muttergesellschaft hat hierbei u.a. die Entwicklung der Adressenausfallrisiken des Kreditportfolios der Muttergesellschaft.

Aus der vorbezeichneten Abhängigkeit von der Konzernmuttergesellschaft resultieren im Einzelnen Kreditausfallrisiken und Liquiditätsrisiken, falls geplante Zinszahlungen und Tilgungen von der Ferratum Oyj nicht oder nicht fristgerecht geleistet werden. Der wirtschaftliche Erfolg und die Bonität der Ferratum Oyj sind zudem maßgebend für die Möglichkeit der Gesellschaft, Anschlussfinanzierungen in Form von Anleihen auf dem Kapitalmarkt erfolgreich zu platzieren. Vor diesem Hintergrund erachten wir die Abhängigkeit der Muttergesellschaft sowie deren wirtschaftliche Entwicklung als besonders wichtigen Prüfungssachverhalt.

### **Prüferisches Vorgehen und Verweis auf zugehörige Angaben**

Das Risiko für den Abschluss besteht zum einen aus einer unzureichenden Darstellung des Risikos im Lagebericht. Wir haben dahingehend geprüft, ob die Aussagen im Lagebericht geeignet sind um den Bilanzadressaten ausreichend genau über die Risiken hinsichtlich des fehlenden eigenen operativen Geschäftsmodells und der Abhängigkeit von der Muttergesellschaft zu informieren.

Die Gesellschaft hat in den Abschnitten "Geschäftstätigkeit der Gesellschaft" und "Chancen- und Risikobericht" im Lagebericht aus unserer Sicht die notwendigen Angaben und Ausführungen gemacht, um das beschriebene Risiko ausreichend genau darzustellen.

Das Risiko für den Abschluss besteht darin, dass die Gesellschaft bei einer ggf. erforderlichen Abwertung von Forderungen nicht in der Lage sein könnte, die eigenen laufenden Kosten zu decken und dass die Muttergesellschaft ihrerseits nicht in der Lage ist, die von der Gesellschaft ausgereichten Gesellschafterdarlehen zu begleichen. Hieraus resultierend würde das Risiko bestehen, dass die Gesellschaft ihre Verbindlichkeiten aus den begebenen Anleihen nicht oder nicht rechtzeitig begleichen kann.

Wie die Geschäftsführung im Lagebericht im Abschnitt "Prognosebericht - Ertragslage" darstellt, wird die mit der Muttergesellschaft vereinbarte Zinsmarge auf die ausgereichten Gesellschafterdarlehen voraussichtlich ausreichen, um die eigenen laufenden Kosten zu decken. Wir haben hinsichtlich dieser Aussage die Darlehensvereinbarungen gewürdigt und plausibilisiert, inwiefern die Kosten durch die Zinserträge und Zinszahlungen durch die Muttergesellschaft gedeckt werden.

Aus unseren Prüfungshandlungen haben sich dahingehend keine Einwendungen ergeben.

Hinsichtlich der Fähigkeit der Muttergesellschaft, die ausgereichten Darlehen zu bedienen, haben wir die wirtschaftliche Situation der Muttergesellschaft, insbesondere die Ratingentwicklung, sowie die Anleihebedingungen zu den durch die Gesellschaft ausgereichten Anleihen einschließlich der Einhaltung der gemäß Anleihebedingungen definierten Covenants analysiert.

Aus unseren Prüfungshandlungen haben sich dahingehend keine Einwendungen ergeben.

### **Sonstige Informationen**

Die gesetzlichen Vertreter sind für die sonstigen Informationen verantwortlich. Die sonstigen Informationen umfassen die nicht inhaltlich geprüften Bestandteile des Lageberichts.

Unsere Prüfungsurteile zum Jahresabschluss und zum Lagebericht erstrecken sich nicht auf die sonstigen Informationen, und dementsprechend geben wir weder ein Prüfungsurteil noch irgendeine andere Form von Prüfungsschlussfolgerungen hierzu ab.

Im Zusammenhang mit unserer Prüfung haben wir die Verantwortung, die sonstigen Informationen zu lesen und dabei zu würdigen, ob die sonstigen Informationen wesentliche Unstimmigkeiten zum Jahresabschluss, den inhaltlich geprüften Bestandteilen des Lageberichts oder unseren bei der Prüfung erlangten Kenntnissen aufweisen oder anderweitig wesentlich falsch dargestellt erscheinen.

### **Verantwortung der gesetzlichen Vertreter und des Prüfungsausschusses für den Jahresabschluss und den Lagebericht**

Die gesetzlichen Vertreter sind verantwortlich für die Aufstellung des Jahresabschlusses, der den deutschen, für Kapitalgesellschaften geltenden handelsrechtlichen Vorschriften in allen wesentlichen Belangen entspricht, und dafür, dass der Jahresabschluss unter Beachtung der deutschen Grundsätze ordnungsmäßiger Buchführung ein den tatsächlichen Verhältnissen entsprechendes Bild der Vermögens-, Finanz- und Ertragslage der Gesellschaft vermittelt.

Ferner sind die gesetzlichen Vertreter verantwortlich für die internen Kontrollen, die sie in Übereinstimmung mit den deutschen Grundsätzen ordnungsmäßiger Buchführung als notwendig bestimmt haben, um die Aufstellung eines Jahresabschlusses zu ermöglichen, der frei von wesentlichen – beabsichtigten oder unbeabsichtigten – falschen Darstellungen ist.

Bei der Aufstellung des Jahresabschlusses sind die gesetzlichen Vertreter dafür verantwortlich, die Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit zu beurteilen. Des Weiteren haben sie die Verantwortung, Sachverhalte in Zusammenhang mit der Fortführung der Unternehmenstätigkeit, sofern einschlägig, anzugeben. Darüber hinaus sind sie dafür verantwortlich, auf der Grundlage des Rechnungslegungsgrundsatzes der Fortführung der Unternehmenstätigkeit zu bilanzieren, sofern dem nicht tatsächliche oder rechtliche Gegebenheiten entgegenstehen.

Außerdem sind die gesetzlichen Vertreter verantwortlich für die Aufstellung des Lageberichts, der insgesamt ein zutreffendes Bild von der Lage der Gesellschaft vermittelt sowie in allen wesentlichen Belangen mit dem Jahresabschluss in Einklang steht, den deutschen gesetzlichen Vorschriften entspricht und die Chancen und Risiken der zukünftigen Entwicklung zutreffend darstellt. Ferner sind die gesetzlichen Vertreter verantwortlich für die Vorkehrungen und Maßnahmen (Systeme), die sie als notwendig erachtet haben, um die Aufstellung eines Lageberichts in Übereinstimmung mit den anzuwendenden deutschen gesetzlichen Vorschriften zu ermöglichen, und um ausreichende geeignete Nachweise für die Aussagen im Lagebericht erbringen zu können.



Der Prüfungsausschuss ist verantwortlich für die Überwachung des Rechnungslegungsprozesses der Gesellschaft zur Aufstellung des Jahresabschlusses und des Lageberichts.

### **Verantwortung des Abschlussprüfers für die Prüfung des Jahresabschlusses und des Lageberichts**

Unsere Zielsetzung ist, hinreichende Sicherheit darüber zu erlangen, ob der Jahresabschluss als Ganzes frei von wesentlichen – beabsichtigten oder unbeabsichtigten – falschen Darstellungen ist, und ob der Lagebericht insgesamt ein zutreffendes Bild von der Lage der Gesellschaft vermittelt sowie in allen wesentlichen Belangen mit dem Jahresabschluss sowie mit den bei der Prüfung gewonnenen Erkenntnissen in Einklang steht, den deutschen gesetzlichen Vorschriften entspricht und die Chancen und Risiken der zukünftigen Entwicklung zutreffend darstellt, sowie einen Bestätigungsvermerk zu erteilen, der unsere Prüfungsurteile zum Jahresabschluss und zum Lagebericht beinhaltet.

Hinreichende Sicherheit ist ein hohes Maß an Sicherheit, aber keine Garantie dafür, dass eine in Übereinstimmung mit § 317 HGB und der EU-APrVO unter Beachtung der vom Institut der Wirtschaftsprüfer (IDW) festgestellten deutschen Grundsätze ordnungsmäßiger Abschlussprüfung durchgeführte Prüfung eine wesentliche falsche Darstellung stets aufdeckt. Falsche Darstellungen können aus Verstößen oder Unrichtigkeiten resultieren und werden als wesentlich angesehen, wenn vernünftigerweise erwartet werden könnte, dass sie einzeln oder insgesamt die auf der Grundlage dieses Jahresabschlusses und Lageberichts getroffenen wirtschaftlichen Entscheidungen von Adressaten beeinflussen.

Während der Prüfung üben wir pflichtgemäßes Ermessen aus und bewahren eine kritische Grundhaltung. Darüber hinaus

- identifizieren und beurteilen wir die Risiken wesentlicher – beabsichtigter oder unbeabsichtigter – falscher Darstellungen im Jahresabschluss und im Lagebericht, planen und führen Prüfungshandlungen als Reaktion auf diese Risiken durch sowie erlangen Prüfungsnachweise, die ausreichend und geeignet sind, um als Grundlage für unsere Prüfungsurteile zu dienen. Das Risiko, dass wesentliche falsche Darstellungen nicht aufgedeckt werden, ist bei Verstößen höher als bei Unrichtigkeiten, da Verstöße betrügerisches Zusammenwirken, Fälschungen, beabsichtigte Unvollständigkeiten, irreführende Darstellungen bzw. das Außerkraftsetzen interner Kontrollen beinhalten können.

- gewinnen wir ein Verständnis von dem für die Prüfung des Jahresabschlusses relevanten internen Kontrollsystem und den für die Prüfung des Lageberichts relevanten Vorkehrungen und Maßnahmen, um Prüfungshandlungen zu planen, die unter den gegebenen Umständen angemessen sind, jedoch nicht mit dem Ziel, ein Prüfungsurteil zur Wirksamkeit dieser Systeme der Gesellschaft abzugeben.
- beurteilen wir die Angemessenheit der von den gesetzlichen Vertretern angewandten Rechnungslegungsmethoden sowie die Vertretbarkeit der von den gesetzlichen Vertretern dargestellten geschätzten Werte und damit zusammenhängenden Angaben.
- ziehen wir Schlussfolgerungen über die Angemessenheit des von den gesetzlichen Vertretern angewandten Rechnungslegungsgrundsatzes der Fortführung der Unternehmenstätigkeit sowie, auf der Grundlage der erlangten Prüfungsnachweise, ob eine wesentliche Unsicherheit im Zusammenhang mit Ereignissen oder Gegebenheiten besteht, die bedeutsame Zweifel an der Fähigkeit der Gesellschaft zur Fortführung der Unternehmenstätigkeit aufwerfen können. Falls wir zu dem Schluss kommen, dass eine wesentliche Unsicherheit besteht, sind wir verpflichtet, im Bestätigungsvermerk auf die dazugehörigen Angaben im Jahresabschluss und im Lagebericht aufmerksam zu machen oder, falls diese Angaben unangemessen sind, unser jeweiliges Prüfungsurteil zu modifizieren. Wir ziehen unsere Schlussfolgerungen auf der Grundlage der bis zum Datum unseres Bestätigungsvermerks erlangten Prüfungsnachweise. Zukünftige Ereignisse oder Gegebenheiten können jedoch dazu führen, dass die Gesellschaft ihre Unternehmenstätigkeit nicht mehr fortführen kann.
- beurteilen wir die Gesamtdarstellung, den Aufbau und den Inhalt des Jahresabschlusses einschließlich der Angaben sowie ob der Jahresabschluss die zugrundeliegenden Geschäftsvorfälle und Ereignisse so darstellt, dass der Jahresabschluss unter Beachtung der deutschen Grundsätze ordnungsmäßiger Buchführung ein den tatsächlichen Verhältnissen entsprechendes Bild der Vermögens-, Finanz- und Ertragslage der Gesellschaft vermittelt.
- beurteilen wir den Einklang des Lageberichts mit dem Jahresabschluss, seine Gesetzesentsprechung und das von ihm vermittelte Bild von der Lage der Gesellschaft.

- führen wir Prüfungshandlungen zu den von den gesetzlichen Vertretern dargestellten zukunftsorientierten Angaben im Lagebericht durch. Auf Basis ausreichender geeigneter Prüfungsnachweise vollziehen wir dabei insbesondere die den zukunftsorientierten Angaben von den gesetzlichen Vertretern zugrunde gelegten bedeutsamen Annahmen nach und beurteilen die sachgerechte Ableitung der zukunftsorientierten Angaben aus diesen Annahmen. Ein eigenständiges Prüfungsurteil zu den zukunftsorientierten Angaben sowie zu den zugrundeliegenden Annahmen geben wir nicht ab. Es besteht ein erhebliches unvermeidbares Risiko, dass künftige Ereignisse wesentlich von den zukunftsorientierten Angaben abweichen.

Wir erörtern mit den für die Überwachung Verantwortlichen unter anderem den geplanten Umfang und die Zeitplanung der Prüfung sowie bedeutsame Prüfungsfeststellungen, einschließlich etwaiger Mängel im internen Kontrollsystem, die wir während unserer Prüfung feststellen.

Wir geben gegenüber den für die Überwachung Verantwortlichen eine Erklärung ab, dass wir die relevanten Unabhängigkeitsanforderungen eingehalten haben, und erörtern mit ihnen alle Beziehungen und sonstigen Sachverhalte, von denen vernünftigerweise angenommen werden kann, dass sie sich auf unsere Unabhängigkeit auswirken, und die hierzu getroffenen Schutzmaßnahmen.

Wir bestimmen von den Sachverhalten, die wir mit den für die Überwachung Verantwortlichen erörtert haben, diejenigen Sachverhalte, die in der Prüfung des Jahresabschlusses für den aktuellen Berichtszeitraum am bedeutsamsten waren und daher die besonders wichtigen Prüfungssachverhalte sind. Wir beschreiben diese Sachverhalte im Bestätigungsvermerk, es sei denn, Gesetze oder andere Rechtsvorschriften schließen die öffentliche Angabe des Sachverhalts aus.

## **Sonstige gesetzliche und andere rechtliche Anforderungen**

### *Übrige Angaben gemäß Artikel 10 Eu-APrVO*

Wir wurden am 12. Dezember 2019 vom Vorsitzenden des Prüfungsausschusses beauftragt. Wir sind ununterbrochen seit dem Geschäftsjahr 2018 als Abschlussprüfer der Ferratum Capital Germany GmbH tätig.

Wir erklären, dass die in diesem Bestätigungsvermerk enthaltenen Prüfungsurteile mit dem zusätzlichen Bericht an den Prüfungsausschuss nach Artikel 11 EU-APrVO (Prüfungsbericht) in Einklang stehen.

## **Verantwortlicher Wirtschaftsprüfer**

Der für die Prüfung verantwortliche Wirtschaftsprüfer ist Herr Ralf Dittmann.

Berlin, den 28. April 2020

MSW GmbH  
Wirtschaftsprüfungsgesellschaft  
Steuerberatungsgesellschaft

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Dittmann  
Wirtschaftsprüfer