INDIVIDUAL FINANCIAL STATEMENT 2021

BIKE24 HOLDING AG

(UP TO JUNE 1, 2021 BIKE24 HOLDING GMBH, UP TO MAY 18, 2021 REF BIKE HOLDING GMBH -DISTRICT COURT OF DRESDEN, HRB 41483)

BIKE24

CONDENSED STATEMENT OF PROFIT OR LOSS

January 1 to December 31, 2021 (in EUR)	_	2021		2020
Revenue	-	4,273,474.98		0.00
Other income		8,374,923.70		0.00
thereof profit from integration EUR 6,640,162.13 (2020: EUR 0.00)				
Personnel expenses				
a) Wages and salaries	- 3,393,968.74		0.00	
b) Social security and pensions costs thereof for pensions EUR - 21,265.40 (2020: EUR 0.00)	- 425,390.02	- 3,819,358.76	0.00	0.00
Other operational expenses		- 13,848,753.14		-59,591.09
Income from profit transfer		21,355,236.06		0.00
thereof from affiliated companies EUR 21,855,236.06 (2020: EUR 0.00)				
Other interest and similar income		2,213,839.08		0.00
thereof from affiliated companies EUR 2,213,839.08 (2020: EUR 0.00)				
Interest and other costs		-2,946,639.50		0.00
thereof from affiliated companies EUR – 3,541.09 (2020: EUR 0.00)				
Income tax expense		-3,408,699.48		0.00
Comprehensive income		12,194,022.94		-59,591.09
Other taxes		- 419.00		0.00
Net income (2020: Net loss)		12,193,603.94		-59,591.09
Loss carried forward	_	-68,024.52		-8,433.43
Retained earnings (2020: Retained loss)		12,125,579.42		-68,024.52

STATEMENT OF FINANCIAL POSITION

December 31, 2021	31.12.2021	1.1.2021	31.12.2020
ASSETS			
Fixed assets			
Financial assets			
– Interests in affiliated companies	149,442,218.99	149,367,218.99	122,582,849.75
Current assets			
Receivables and other assets			
- Receivables from affiliated companies	87,133,709.57	74,002,234.77	0.00
– Other assets	4,329,109.31	464,313.21	2,677.50
thereof from taxes EUR 3,339,313.50 (2020: EUR 0.00)			
	91,462,818.88	74,466,547.98	2,677.50
Cash and cash equivalents	1,654,079.30	765,608.49	290,994.17
	93,116,898.18	75,232,156.47	293,671.67
Prepaid expenses	1,026,994.33	239,563.60	0.00
	243,586,111.50	224,838,939.06	122,876,521.42
EQUITY AND LIABILITIES			
Equity			
Subscribed capital			
- Subscribed capital	44,166,666.00	25,000.00	25,000.00
- Nominal value of treasury shares		0.00	0.00
	44,165,331.00	25,000.00	25,000.00
 Capital reserves	178,625,490.07	122,878,808.14	122,878,808.14
Retained earnings (2020: Retained loss)	12,125,579.42	6,572,137.61	- 68,024.52
	234,916,400.49	129,475,945.75	122,835,783.62
Provisions			
Tax provisions	0.00	4,635,087.14	0.00
Other provisions	1,142,659.00	409,332.11	40,737.80
	1,142,659.00	5,044,419.25	40,737.80
Liabilities			
Liabilities to banks	1,000,138.89	88,720,266.49	0.00
Trade payables	72,029.03	6,810.00	0.00
Liabilities to affiliated companies	5,205,532.86	1,433,504.65	0.00
Other liabilities	1,249,351.23	157,992.92	0.00
- thereof from taxes EUR 62,889.44 (2020: EUR 0.00)			
- thereof related to social security EUR 2,528.53 (2020: EUR 0.00)			
	7,527,052.01	90,318,574.06	0.00
	243,586,111.50	224,838,939.06	122,876,521.42

APPENDIX FOR THE FISCAL YEAR FROM JANUARY 1 TO DECEMBER 31, 2021

A. General Information

1. Implementation of Legal Provisions

The existing annual accounts were compiled pursuant to Section 242 et seq. and 264 et seq. German Commercial Code as well as according to relevant regulations of the Stock Corporation Act in connection with Article 61 Regulation (EC) No 2157/2001. The rules for large stock corporations apply. The cost-of-sales method according to Section 275(3) German Commercial Code was applied to the profit and loss accounts. The annual accounts were compiled in euros.

As top-most parent company, Bike24 Holding AG compiles a financial statement by December 31, 2021 according to IFRS such as should be used in the European Union. The annual accounts and the summarized progress report in application of Section 315 (5) German Commercial Code for the fiscal year 2021, are announced with auditor's certificate in the Federal Gazette.

Bike24 Holding AG (formerly Bike24 Holding AG and/or REF Bike Holding GmbH, hereinafter referred to as "Company" or together with its subsidiaries as "Bike24-Group") is a stock corporation, which was established in Germany on August 22, 2019 and is registered in the commercial register of the District Court of Dresden (Amtsgericht), Department B, under official number 41483 (formerly 41023). The company has its headquarters in Breitscheidstrasse 40, 01237 Dresden, Germany.

On May 10, 2021, the Executive Board was authorized, upon approval by the Supervisory Board, to increase the company's capital stock within 5 years from its entry into the commercial register as a stock corporation one or more times by up to EUR 18,750,000.00 by issuing up to 18,750,000 new no-par value bearer shares versus cash or non-cash consideration (authorized capital 2021). On May 18, 2021, the company increased its authorized capital from the company's own resources of EUR 25 k by EUR 37,475 k to EUR 37,500 k, which lead to a corresponding reduction in capital reserve. As part of this capital increase the preferential rights of the preferred shares were cancelled and they became ordinary shares.

On June 1, 2021, the legal structure of the company (formerly REF Bike Holding GmbH, which was renamed on May 18, 2021 to Bike24 Holding AG) was changed from a limited liability company (Gesellschaft mit beschränkter Haftung GmbH) to a stock corporation (Aktiengesellschaft (AG)) and entered into the commercial register at the District Court of Dresden.

On June 7, 2021, an extraordinary General Assembly was held in which the Executive Board was authorized, upon approval by the Supervisory Board, to issue up to 1,558,092 share options with subscription rights to members of the management body. Equally the Supervisory Board was authorized to issue up to 780,000 share options with subscription rights to members of the Executive Board and up to 780,000 no-par value bearer ordinary shares without nominal value to Bike24 Holding AG. The share options may be exercised after a waiting period of four years from the issue date. The extraordinary General Assembly decided to increase the capital stock of Bike24 Holding AG by up to EUR 1,558,092.00 through the issue of up to 1,558,092 new no-par value bearer ordinary shares without nominal value (conditional capital 2021/II). Furthermore, the extraordinary General Assembly authorized the Executive Board, upon approval by the Supervisory Board and free from subscription rights, to issue convertible bonds and bonds with warrants to a total nominal amount of up to EUR 500m and to grant the owners or creditors of such bonds conversion or option rights on a total of up to 17,191,908 new no-par value bearer ordinary shares from conditional capital (conditional capital 2021/I) created for this purpose in the extraordinary General Assembly and authorized the Supervisory Board to amend the Articles of Association accordingly.

On June 25, 2021, the company closed its IPO with 6,666,666 newly issued ordinary shares to a public offering price of EUR 15.00 per share as well as a listing of 37,500,000 existing shares on the Frankfurt Stock Exchange. The company obtained a revenue of EUR 100,000 k before underwriting discounts and affiliated costs. The proceeds were deposited less EUR 3,000 k costs.

On January 1, 2021, Bike24 Support GmbH (previous shareholder of Bike24 Service GmbH) was merged into Bike24 Holding AG (previous shareholder of Bike24 Support GmbH). The merger was concluded with the contract of June 17, 2021 retroactively to January 1, 2021. The entry was made into the commercial register on August 5, 2021. The merger and the increased activities of Bike24 Holding AG in the reporting year means the comparison to the previous year is limited.

2. Accounting and Assessment Principles

The accounting and assessment methods applied to the items on the balance sheet and the items on the profit and loss statement comply with the commercial profit calculation and classification regulations. The balance sheet was compiled taking the going concern into account.

The balance sheet items are valued in detail as follows:

- Financial assets are valued at acquisition cost by the balance sheet date.
- Receivables and other assets are generally recognized at their nominal value.
- Liquid assets are valued at their nominal value.
- Accrued income was generated for expenses which represent expenditure for a certain period of time in the following years.
- The capital stock was recognized at nominal value. The calculated value of purchased treasury shares is written off against the item "capital stock". The balance between the calculated value and the acquisition cost of treasury shares is offset against the disposable reserves.
- The provisions take all recognizable risks and uncertain liabilities into account and are valued at the settlement amount required following reasonable business judgement. Provisions with a remaining term of more than one year are discounted at the average market interest rate of the past seven fiscal years which corresponds to their remaining term.
- Liabilities are estimated at their settlement value.
- In the second half of the year 2021, share options were granted to two Executive Board members and employees in management positions. The share options are non-forfeitable after one year and may be exercised after a waiting period of 4 years from the grant date. In the financial statement of December 31, 2021, in accordance with commercial law, no share-based compensations were recorded. The fair value of the share options determined according to IFRS 2 on December 31, 2021, came to EUR 1,762 k.
- A tax relief results from the existing differences between commercial valuations and tax valuations of asset and debts, which will probably be expended in later fiscal years. When utilizing voting rights in accordance with Section 274 (1) (2) German Commercial Code, deferred taxes are not disclosed.

B. Notes on the Balance Sheet

1. Fixed assets

The financial assets contain shares in affiliated companies in the sum of EUR 149,442,218.99 (2020: EUR 122,582,849.75). Depreciation of the fiscal year amount to EUR 0.00 (2020: EUR 0.00).

The development of the fixed assets is presented in the attached assets analysis.

The ownership structure of the company at the balance sheet date is as follows:

Results of the financial statement

	Shares in the Company	Equity capital in EUR	Annual result in EUR before profit transfer
Bike24 Service GmbH, Dresden	100 %	124,479,883.35	21,355,236.06
Bike Best Brands GmbH, Dresden	100 %	25,000.00	- 789.47
Bike24 Retail GmbH, Dresden	100 %	25,000.00	- 788.07
Bike24 Support ES, SL, Barcelona, Spain	100%	25,000.00	11,602.66

2. Receivables and other assets

		there of remaining term			
	Total amount in EUR	up to 1 year in EUR	over 1 year in EUR		
Receivables and other assets					
Receivables from affiliated companies	87,133,709.57	23,219,549.65	63,914,159.92		
- of those from shareholders	0.00	0.00	0.00		
- in the previous year	0.00	0.00	0.00		
Other assets	4,329,109.31	1,842,111.37	2,486,997.94		
- in the previous year	2,677.50	2,677.50	0.00		
Total	91,462,818.88	25,061,661.02	66,401,157.86		
in the previous year	2,677.50	2,677.50	0.00		

Receivables from affiliated companies relate to receivables from loans granted to subsidiaries (EUR 63,914 k, 2020: EUR 0.00) as well as receivables from interest (EUR 152 k) and trade (EUR 1,712 k, 2020: EUR 0.00) as well as profit-and-loss transfer agreements (EUR 21,355 k, 2020: EUR 0.00).

The other assets contain primarily tax receivables (EUR 3,339 k, 2020: EUR 0.00). The other assets contain a bank account pledged as collateral (EUR 566 k, 2020: EUR 0.00).

thereof remaining term

3. Deferred expenses and accrued Items

Deferred expenses and accrued items contain deferred expenses in the amount of EUR 833 k (2020: EUR 0.00) from interest paid up front for the loan received in 2021.

4. Equity capital

Capital stock (in the previous year subscribed capital) amounts to EUR 44,165k at the balance sheet date and is divided into 44,166,666 no-par value bearer shares with a nominal value per share of EUR 1. Of these, 6,666,666 no-par value bearer shares were newly issued with the IPO on June 25, 2021. All shares are ordinary shares without preferential rights so that each share grants its owner one vote. In September 2021, Bike24 Holding AG repurchased 17,000 shares, 15,665 were issued to employees, the remaining 1,335 shares shall be openly deducted from the capital stock as own treasury shares.

In the previous year the subscribed capital amounted to EUR 25k which equated to 25,000 outstanding shares with a nominal value per share of EUR 1. The shares were divided into 24,000 regular business shares and 1,000 preferential shares.

At the balance sheet date the capital reserve amounted to EUR 178,625 k. The change compared to the previous year in the sum of EUR 55,746 k was mainly due to reductions based on the conversion of the capital reserve into subscribed capital of EUR 37,475 k and increases of EUR 93,333 k in the course of the IPO. Due to the share buyback in September 2021 and the share employee participation program the capital reserve was reduced by EUR 112 k.

For the fiscal year 2021, the period result of EUR 12,194 k was included in the balance sheet profit (2020: EUR – 60 k). In 2021 the company did not distribute any dividends.

5. Tax provisions

As of January 1, 2021, there is a tax provision due to the merger of Bike24 Support GmbH with Bike24 Holding AG.

Bike24 Holding AG has entered into the profit and loss transfer agreement previously existing between Bike24 Support GmbH and Bike24 Service GmbH and has thus been the controlling company for income tax purposes for the entire Bike24-Group since January 1, 2021.

As of December 31, 2021, there is no provision for income taxes due to sufficient advance payments.

6. Provisions

The provisions for personnel costs (EUR 314 k, 2020: EUR 0.00 k) contain primarily uncertain obligations from holiday and overtime entitlement as well as obligations from bonus payments. Furthermore, they take the risk of labor disputes into account.

The provisions for outstanding invoices (EUR 829k, 2020: EUR 41k) in particular take into account still anticipated charges in connection with compiling and reviewing the annual report as well as consultancy services.

7. Liabilities

Liabilities to affiliated companies consist of trade payables (EUR 1,114 k, 2020; EUR 0.00 k) and liabilities from sales tax (EUR 4,091 k, 2020; EUR 0.00 k).

Other liabilities include EUR 1,000k in expected payments to the former Advisory Board from the growth bonus program.

				thereof remaining term
	Total amount in EUR	up to 1 year in EUR	over 1 year in EUR	thereof over 5 years in EUR
Liabilities				
Liabilities to credit institutes	1,000,138.89	138.89	1,000,000.00	0.00
– in the previous year	0.00	0.00	0.00	0.00
Trade liabilities	72,029.03	72,029.03	0.00	0.00
– in the previous year	0.00	0.00	0.00	0.00
Liabilities to affiliated companies	5,205,532.86	5,205,532.86	0.00	0.00
– of those from shareholders	0.00	0.00	0.00	0.00
– in the previous year	0.00	0.00	0.00	0.00
Other liabilities	1,249,351.23	1,249,351.23	0.00	0.00
– in the previous year	0.00	0.00	0.00	0.00
	7,527,052.01	6,527,052.01	1,000,000.00	0.00
in the previous year	0.00	0.00	0.00	0.00

C. Appendix on Profit and Loss Statement

The profit and loss statement was prepared using the nature of expense method.

1. Sales revenue

The revenues result primarily from management service agreements with subsidiaries.

2. Other operating revenue

Other operating revenue contains IPO reimbursements of existing shareholders in the sum of EUR 1,567k.

As of January 1, 2021, Bike24 Support GmbH was merged with Bike24 Holding AG (previous shareholder of Bike24 Support GmbH). The merger for the purpose of absorption was executed with retroactive effect as of January 1, 2021 by way of an agreement dated June 17, 2021. The entry in the Commercial Register was made on August 5, 2021. The merger was based on the balance sheet of Bike24 Support GmbH as of December 31, 2020. The merger was carried out at book value. This results in a merger gain of EUR 6,640k which is included in other operating income.

3. Personnel costs

Due to the merger of Bike24 Support GmbH as of January 1, 2021, employees are now employed by Bike24 Holding AG and personnel expenses have been incurred in comparison with the previous year. The personnel expenses of Bike24 Support GmbH in the year 2020 amounted to EUR 2,421k.

The regular personnel expenses amounted to EUR 2,905 k in the financial year 2021. Other personnel expenses relate to bonuses and profit-sharing agreements in the amount of EUR 371 k.

In February 2020, Bike24 Holding AG introduced a growth bonus program with cash compensation. Four employees in management positions were warranted a cash payment claim which is due and payable at a certain event. The first part was due upon the company's successful IPO, the second part is payable when further conditions are presented. The personnel costs of the growth bonus in the year 2021 at Bike24 Holding AG came to EUR 500 k of which EUR 125 k are recorded as provisions.

In September 2021, Bike24 Holding AG repurchased 17,000 treasury shares at an average price of EUR 23.87 in order to give them away to employees of the Bike24-Group. The date of grant was the day on which employees submitted their deposit account numbers and was between November 4, 2021 and December 2, 2021. The fair value of each employee's share present was determined according to the respective daily rate. In total, 15,665 shares with a weighted average fair value of EUR 18.68 were presented to employees of the Bike24-Group on December 16, 2021. The expenditure of the issuance to employees of Bike24 Holding AG in the sum of EUR 21k is recorded in the personnel costs. The expenditure of the issuance to employees of affiliated companies in the sum of EUR 272k is shown in other operating expenses. The remaining 1,335 treasury shares are identified as treasury shares in equity capital.

4. Other operating expenditure

The other operating expenditure contains expenses from the IPO in 2021 in the amount of EUR 9,286 k, expenses in the amount of EUR 2,000 k for a growth bonus program granted to advisory board members and expenses in the amount of EUR 609 k for services purchased by affiliated companies.

A further EUR 272 k relate to expenses from share issues to employees of subsidiaries and EUR 633 k in charges still expected in connection with the preparation and audit of the annual financial statements and of the annual report.

5. Revenue from profit transfer agreements

The income from profit transfer in the amount of EUR 21,355 k (2020: 0.00 k) are a result of the profit transfer agreement existing with Bike24 Service GmbH.

The total annual net profit in the amount of EUR 12,193,603.94 shall be carried forward to new account.

D. Further information

During the fiscal year 2021, the company employed on average 52 (2020: 0) members of staff.

of these commercial workers	1
- in the previous year	0
of these employees	42
- in the previous year	0
of these part-time workers	9
- in the previous year	0

The total auditor's fees recorded as expenditure according to Section 285 no 17 Commercial Register is contained in the corresponding appendices of the financial statement.

A provision was set for the remuneration of the working Supervisory Board from June 2021 onwards, in the sum of EUR 77k. The Advisory Board working until May 2021, remunerations of EUR 9k (2020: EUR 58k) were paid out. In addition, other services for the Advisory Board of EUR 2,000k (2020: EUR 0.00k) were recorded in expenditure.

The members of the Executive Board (formerly the Management Board) are listed below. In the fiscal year 2021, they received cash compensations in the sum of EUR 840 k in total (2020: EUR 0.00). The fair value of share-based compensation determined according to IFRS 2 amounted to EUR 1,022 fair value (2020: EUR 0.00). In 2021, former members of the Management Board received cash compensations in the sum of EUR 250 k. Furthermore, former members of the Management Board share-based compensation with a fair value in the sum of EUR 417 k.

The parent company of the largest and smallest group of companies for which a financial statement is compiled is Bike24 Holding AG, Dresden. The financial statement can be obtained from the company.

Contingent liabilities according to Section 268 (7) Commercial Register exist precluding toward the subsidiaries to equip them with the financial means to meet all financial obligations. Loan commitments are secured by the existing and future cash in bank of the Bike24-Group, by assigning the debt from trade receivables as well as transferring the movable assets of the Bike24 GmbH warehouse.

Executive Board

The company is represented by Executive Board members (formerly Managing Directors):

- Andrés Martin-Birner, Dresden, CEO (from February 19, 2021;
- previously Managing Director of Bike24 Support GmbH now merged with Bike24 Holding)
 Timm Armbrust, Düsseldorf, CFO (from February 19, 2021;
- previously Managing Director of Bike24 Support GmbH now merged with Bike24 Holding)

 Lars Witt, Dresden, Rechtsanwalt
- (Managing Director of Bike24 Support GmbH now merged with Bike24 Holding until April 30, 2021)
 Carsten Wich, Betten, CMO
- (Managing Director of Bike24 Support GmbH now merged with Bike24 Holding until April 30, 2021)
- Matthias Fink, Munich, Investment Manager (until February 19, 2021)
- Tillmann Immisch, Munich, Investment Manager (until February 19, 2021)

Supervisory Board

The company is represented by the Supervisory Board members:

- Ralf Kindermann (Chairman of the Supervisory Board), Reutlingen, Managing Director Kindermann Value Creation
- Michael Weber (Deputy Chairman of the Supervisory Board), Munich, Senior Partner The Riverside Company
- Sylvio Eichhorst, Berlin, Head of Global Finance & Procurement KWS Group
- Bettina Curtze, Berlin, CFO AVIV Group

The compliance statement submitted by the Executive Board and Supervisory Board on the German Corporate Governance Code according to Section 161 Stock Corporation Act can be permanently accessed on the company internet pages at https://ir.bike24.com/websites/bike24/English/5000/governance-_-esg.html.

Information required under AktG section 160 (1) (8)

There are interests in Bike24 Holding AG that have been reported in accordance with WpHG section 33, WpHG section 38 (1) or 38 (1) and published pursuant to WpHG section 40 (1):

Pursuant to the German Stock Corporation Act (AktG) section 160 (1) (8), information must be provided about the existence of interests that have been disclosed to Bike24 Holding AG in accordance with WpHG section 33. The reportable interests for which Bike24 Holding AG has received written notification until 30th March 2022 can be viewed in the table below. The information stated is taken from the most recent voting rights notification sent by the reporting party to Bike24 Holding AG. All publications by Bike24 Holding AG concerning notifications of interest during the reporting period and after are available on the Company's website:

https://ir.bike24.com/websites/bike24/English/2000/news.html#votingrights

Readers should be aware that the information about the size of the interest, expressed as a percentage in voting rights may no longer be current.

Notifiying Entity	Date when threshold was reached	Date of publication by Bike24 Holding AG	Notification Threshold	Interest in %	Interest in Voting Rights
Perpetual Ltd.	10.12.2021	16.12.2021	Under 3 %	2.95%	1,304,916
Ophir Asset Management Pty. Ltd.	10.12.2021	16.12.2021	Under 3 %	2.95%	1,304,916
Janus Henderson Group Plc	08.09.2021	13.09.2021	Under 3 %	2.89%	1,278,432
Union Investment Privatfonds GmbH	24.06.2021	15.07.2021	Initial Notice	5.55%	2,450,000
Rocket Internet Capital Partners II SCS	13.07.2021	15.07.2021	Over 5%	6.58%	2,905,888
SMALLCAP World Fund, Inc.	25.06.2021	07.07.2021	Over 5%	7.46%	3,295,073
Béla Szigethy	24.06.2021	30.06.2021	Initial Notice	35.01%	15,464,077
Stewart Allen Kohl	24.06.2021	30.06.2021	Initial Notice	35.01%	15,464,077
Crestbridge Management Company S.A.	24.06.2021	30.06.2021	Initial Notice	6.04%	2,666,665
The Capital Group Companies, Inc.	25.06.2021	28.06.2021	Over 5%	7.46%	3,295,073
Falk Herrmann	24.06.2021	25.06.2021	Initial Notice	4.72%	2,083,059
Andrés Martin-Birner	24.06.2021	25.06.2021	Initial Notice	4.72%	2,083,059
Lars Witt	24.06.2021	25.06.2021	Initial Notice	4.72%	2,083,059
Zerena GmbH	24.06.2021	25.06.2021	Initial Notice	6.04%	2,666,667

Development of fixed assets in fiscal year 2021

	Financial assets - Interests in affiliated companies (in EUR)
Acquisition and manufacturing costs	
1. 1. 2021	122,582,849.75
Integration Bike24 Support GmbH	26,784,369.24
Additions	75,000.00
Disposals	0.00
31.12.2021	149,442,218.99
Cumulated depreciation	
1. 1. 2021	0.00
Integration Bike24 Support GmbH	0.00
Depreciations of fiscal year	0.00
Disposals	0.00
31.12.2021	0.00
Book values	
31. 12. 2021	149,442,218.99
31.12.2020	122,582,849.75

Dresden, March 30, 2022

Executive Board

Andrés Martin-Birner

Timm Armbrust

contact

Bike24 Holding AG Breitscheidstrasse 40 01237 Dresden Germany

ir@bike24.net