

## TELE COLUMBUS AG





for

**Tele Columbus AG** 

| C  | ONSO         | LIDATED QUARTERLY STATEMENT  |      |
|----|--------------|--|------|
| Ι  | CON          | SOLIDATED INCOME STATEMENT   | 4    |
| п  | CON          | SOLIDATED STATEMENT OF COMPREHENSIVE INCOME  |      |
|    |              |  |      |
|    |              | SOLIDATED BALANCE SHEET  |      |
| IV | CON          | SOLIDATED CASH FLOW STATEMENT  | 8    |
| A  | GENI         | ERAL PRINCIPLES  | 10   |
| R  | SCOL         | PE OF CONSOLIDATION  | 11   |
|    |              |  |      |
| С  | VALU         | UATION AND ACCOUNTING POLICIES   | 11   |
| D  |              | PLEMENTARY INFORMATION ON THE INCOME STATEMENT AND                                       |      |
|    | BALA         | ANCE SHEET   | 12   |
|    | D.1          | Revenues   | 12   |
|    | D.2          | OTHER INCOME   | 13   |
|    | D.3          | OTHER EXPENSES   | 13   |
|    | D.4          | INTANGIBLE AND FIXED ASSETS  | 14   |
|    | D.5          | TRADE RECEIVABLES AND DERIVATIVE FINANCIAL INSTRUMENTS                                   | 14   |
|    | D.6          | LIABILITIES TO BANKS   | 15   |
|    | D.7          | LIABILITIES FROM TRADE PAYABLES, OTHER FINANCIAL LIABILITIES, OTHER LIABILITIES AND DEFE | RRED |
|    |              | INCOME   | 16   |
| E  | OTH          | ER SUPPLEMENTARY INFORMATION   | 17   |
|    | E.1          | RELATED PARTIES  | 17   |
|    | E.2          | RISK MANAGEMENT  | 18   |
|    | <i>E.2</i> . | 1 Risk management of financial instruments and interest rate risks                       | 18   |
|    | <i>E.2.</i>  | 2 Liquidity risks  | 18   |
|    | E.3          | SEGMENT INFORMATION  | 19   |
|    | E.4          | FURTHER INFORMATION REGARDING THE QUARTERLY STATEMENT                                    | 20   |
|    | E.4.         | 1 Profit situation   | 20   |
|    | E.4.         | 2 Asset situation  | 21   |
|    | E.4.         | 3 Financing structure  | 22   |
|    | <i>E.4</i> . | 4 Forecast report  | 22   |
|    | E.5          | EVENTS AFTER THE BALANCE SHEET DATE  | 22   |

## I Consolidated Income Statement

| TEUR   | Reference | 1 Jan to<br>31 Mar 2016 | 1 Jan to<br>31 Mar 2015 |
|--|-----------|-------------------------|-------------------------|
| Revenue  | D.1       | 116,068                 | 53,615                  |
| Own work capitalised                               |           | 3,446                   | 1,886                   |
| Other income                                       | D.2       | 4,057                   | 10,856                  |
| Total operating income                             |           | 123,571                 | 66,357                  |
| Cost of materials                                  | E.4.1     | -34,897                 | -18,223                 |
| Employee benefits                                  |           | -21,896                 | -11,407                 |
| Other expenses                                     | D.3       | -20,719                 | -16,650                 |
| EBITDA   | E.4.1     | 46,059                  | 20,077                  |
| Depreciation and amortisation expenses             |           | -39,728                 | -11,549                 |
| EBIT   |           | 6,331                   | 8,528                   |
| Profit/loss from investments and associates        |           | 5                       | -                       |
| Interest and similar income                        |           | 483                     | 1                       |
| Interest and similar expenses                      |           | -24,620                 | -7,477                  |
| Other finance income and expenses                  |           | 427                     | -4,065                  |
| Profit before tax                                  |           | -17,374                 | -3,013                  |
| Income tax expense                                 |           | -292                    | -1,902                  |
| Loss   |           | -17,666                 | -4,915                  |
| Loss attributable to owners of Tele Columbus Group |           | -18,389                 | -5,561                  |
| Profit attributable to non-controlling interests   |           | 723                     | 646                     |
| Basic earnings per share in EUR                    |           | -0.14                   | -0.12                   |
| Diluted earnings per share in EUR                  |           | -0.14                   | -0.12                   |

## II Consolidated Statement of Comprehensive Income

| TEUR  | 1 Jan to<br>31 Mar 2016 | 1 Jan to<br>31 Mar 2015 |
|---|-------------------------|-------------------------|
| Loss  | -17,666                 | -4,915                  |
| Other comprehensive income  |                         |                         |
| Expenses and income that will not be reclassified to profit or loss |                         |                         |
| Remeasurement of the defined benefit obligation (after tax)         | -1,543                  | 41                      |
| Total comprehensive income  | -19,209                 | -4,874                  |
| Attributable to:  |                         |                         |
| Owner of Tele Columbus Group  | -19,932                 | -5,520                  |
| Non-controlling interests   | 723                     | 646                     |

## **III Consolidated Balance Sheet**

| Assets |
|--------|
|--------|

| TEUR   | Reference | 31 Mar 2016 | 31 Dec 2015 |
|--|-----------|-------------|-------------|
| Non-current assets                           |           |             |             |
| Property, plant and equipment                | D.4       | 635,888     | 648,570     |
| Intangible assets and goodwill               | D.4       | 1,365,529   | 1,378,836   |
| Interests in unconsolidated subsidiaries     |           | 18          | 18          |
| Investments in associates and joint ventures |           | 302         | 302         |
| Receivables from related parties             |           | 159         | 164         |
| Trade receivables                            | D.5       | 192         | 193         |
| Other financial receivables                  |           | 323         | 283         |
| Deferred expenses                            |           | 4,151       | 4,340       |
| Deferred tax assets                          |           | 3           | 99          |
| Derivative financial instruments             | D.5       | 2,246       | -           |
|  |           | 2,008,811   | 2,032,805   |
| Current assets                               |           |             |             |
| Inventories                                  |           | 11,823      | 10,121      |
| Trade receivables                            | D.5       | 45,829      | 39,592      |
| Receivables from related parties             |           | 3,780       | 3,579       |
| Other financial receivables                  |           | 8,755       | 8,855       |
| Other assets                                 |           | 5,236       | 5,251       |
| Current tax assets                           |           | 3,982       | 3,907       |
| Cash and cash equivalents                    |           | 37,696      | 85,178      |
| Deferred expenses                            |           | 7,884       | 6,163       |
| Assets held for sale                         |           | 419         | 303         |
|  |           | 125,404     | 162,949     |
| Total assets                                 |           | 2,134,215   | 2,195,754   |

#### Equity and liabilities

| TEUR  | Reference | 31 Mar 2016 | 31 Dec 2015 |
|---|-----------|-------------|-------------|
| Equity  |           |             |             |
| Share Capital   |           | 127,556     | 127,556     |
| Capital reserve                                       |           | 620,838     | 620,838     |
| Other components of equity                            |           | -228,884    | -208,952    |
| Non-controlling interests                             |           | 6,963       | 6,240       |
|   |           | 526,473     | 545,682     |
| Non-current liabilities                               |           |             |             |
| Post-employment and other long-term employee benefits |           | 11,570      | 10,331      |
| Other provisions                                      |           | 20,286      | 20,111      |
| Liabilities to banks                                  | D.6       | 1,225,625   | 1,220,879   |
| Trade payables  | D.7       | 1,169       | 1,153       |
| Other liabilities                                     | D.7       | 508         | 509         |
| Other financial liabilities                           | D.7       | 76,093      | 77,558      |
| Deferred income                                       | D.7       | 1,650       | 1,836       |
| Deferred tax liabilities                              |           | 99,531      | 106,021     |
| Derivative financial instruments                      |           | 12,639      | 13,011      |
|   |           | 1,449,071   | 1,451,409   |
| Current liabilities                                   |           |             |             |
| Other provisions                                      |           | 28,809      | 28,529      |
| Liabilities to banks                                  | D.6       | 4,876       | 49,909      |
| Trade payables  | D.7       | 60,225      | 75,203      |
| Payables to related parties                           |           | 90          | 522         |
| Other liabilities                                     | D.7       | 26,318      | 21,224      |
| Other financial liabilities                           | D.7       | 8,067       | 8,011       |
| Income tax liabilities                                |           | 11,894      | 10,277      |
| Deferred income                                       | D.7       | 18,174      | 4,823       |
| Derivative financial instruments                      |           | 218         | 165         |
|   |           | 158,671     | 198,663     |
| Total equity and liabilities                          |           | 2,134,215   | 2,195,754   |

## IV Consolidated Cash Flow Statement

| TEUR  | Reference | 1 Jan to<br>31 Mar 2016 | 1 Jan to<br>31 Mar 2015 |
|---|-----------|-------------------------|-------------------------|
| Cash flows from operating activities  |           |                         |                         |
| Net loss  |           | -17,666                 | -4,915                  |
| Net financial results   |           | 23,710                  | 11,541                  |
| Income taxes  |           | 292                     | 1,902                   |
| Profit (+) /loss (-) from investments and associated                                      |           | -5                      | -                       |
| Earnings before interest and taxes (EBIT)   |           | 6,331                   | 8,528                   |
| Depreciation and amortisation expenses  |           | 39,728                  | 11,549                  |
| Loss (+)/gain (-) on sale of property, plant and equipment                                |           | -133                    | -726                    |
| Increase (-)/decrease (+) in:   |           |                         |                         |
| Inventories   |           | -1,703                  | -1,075                  |
| Trade receivables and other assets not<br>classified as investing or financing activities |           | -8,582                  | -22,477                 |
| Deferred expenses   |           | -1,533                  | -6,399                  |
| Increase (+)/decrease (-) in:   |           |                         |                         |
| Trade payables and other liabilities not classified as investing or financing activities  |           | -12,093                 | -1,945                  |
| Provisions  |           | 151                     | -5,737                  |
| Deferred income   |           | 13,164                  | 6,956                   |
| Income tax paid   |           | -1,410                  | -4,274                  |
| Cash flows from operating activities  |           | 33,920                  | -15,600                 |
| Cash flows from investing activities  |           | _                       |                         |
| Proceeds from sale of property, plant and equipment                                       |           | 47                      | 875                     |
| Acquisition of property, plant and equipment  | D.4       | -13,842                 | -9,019                  |
| Acquisition of intangible assets  |           | -4,074                  | -2,746                  |
| Acquisition of financial assets   |           | -                       | 12                      |
| Interest received   |           | 23                      | 1                       |
| Acquisition of businesses, net of cash acquired   |           | -                       | -2,031                  |
| Net cash from investing activities  |           | -17,846                 | -12,908                 |

| TEUR  | Reference | 1 Jan to<br>31 Mar 2016 | 1 Jan to<br>31 Mar 2015 |
|---|-----------|-------------------------|-------------------------|
| Cash flows from financing activities  |           |                         |                         |
| Changes in net assets (incl. adj. relating to offering)                     |           | -                       | -10,379                 |
| Payment of financial lease liabilities                                      |           | -1,650                  | -1,507                  |
| Proceeds from loans, bonds or short-term or long-term borrowings from banks |           | -                       | 375,033                 |
| Repayment of borrowings and short-term or<br>long-term borrowings           |           | -41,260                 | -640,568                |
| Interest paid   |           | -20,646                 | -3,608                  |
| Cash proceeds from capital increase   |           | -                       | 366,667                 |
| Net cash from financing activities  |           | -63,556                 | 85,638                  |
| Cash and cash equivalents as at the end of the reporting period             |           |                         |                         |
| Net increase/decrease in cash and cash equivalents                          |           | -47,482                 | 57,130                  |
| Cash and cash equivalents at the beginning of the reporting period          |           | 85,178                  | 24,441                  |
| Cash and cash equivalents at the end of the reporting period                |           | 37,696                  | 81,571                  |

## A General principles

#### Introduction and Overview

The present quarterly notice for the Group Tele Columbus AG describes the essential information about the notification period.

Following the introduction, the Consolidated Balance Sheet, Consolidated Income Statement and Consolidated Cash Flow as of 31 March 2016, are presented below. Additionally explanations on individual items, as well as the assets situation, profit situation and financing structure are presented.

The functional currency of the Quarterly Statement is the Euro. Amounts are stated in thousands of Euro (hereafter "TEUR") unless stated otherwise. Rounding differences may arise due to the rounding in TEUR (positive and negative).

The consolidated Quarterly Statement was prepared based on the assumption of continued business operations ("going concern").

#### **Group description**

Tele Columbus AG, Goslarer Ufer 39, 10589 Berlin is the parent company of the Tele Columbus Group. Tele Columbus Group is the third largest cable operator in Germany by customers, as well a regional market leader in most of the eastern federal states of Germany. The range of services is limited to the Federal Republic of Germany, notably to Berlin, Brandenburg, Saxony, Saxony-Anhalt and Thuringia. Approximately 35 % of the Group's holdings are in the remaining region of Germany.

Tele Columbus Group primarily operates cable networks of levels 3 and 4. Network of level 3, also known as NE3, called Level 3 or L3, is a cable network that transmits the signals from regional distribution networks to the transfer point outside of the housing unit of the customer. Network of level 4, also called NE4, Level 4 or L4, refers to a cable network within a residential area that distributes the signal from the transfer point outside of the housing unit to the socket in the apartment of the customer. As an integrated network operator at both network levels, the group specialises in providing high-quality and integrated retail services from a single source. At locations where the group does not possess its own network elements, the corresponding network services are purchased. In addition to the operation of cable networks, Tele Columbus Group is also active in the B2B-constructions services for business customer networking, products for the supply of business customers with Internet and telephony, as well as network monitoring and the marketing of data centres. The construction services include the establishment of fibre optic urban networks, or linking residential areas to a proprietary backbone.

Tele Columbus customers are offered numerous services in the fields of television and telecommunications, in particular a basic range of cable television channels (CATV), premium TV packages (Premium TV), Internet and telephone services in the fixed network, and, since September 2015, mobile voice and data services. As of 31 March 2016, Tele Columbus hold a stock of around 3.6 million residential units (connected residential units). The Tele Columbus Group generates its revenue primarily from connection fees paid by customers for the supply of a CATV product. Approximately 95 % of end users are tenants in multi-family properties that belong to the stock of

companies or cooperatives in the housing industry or are administered by the latter. The group has concluded long term licence and signal delivery contracts with these companies.

## **B** Scope of consolidation

There were no significant changes in the scope of consolidation in the Quarterly Statement compared with the reporting as of 31 December 2015. The opening balance sheets of the two major company acquisitions of the past financial year (primacom Group and pepcom Group) are still preliminary due to the extensive accounting requirements and documentation work stipulated by IFRS.

## **C** Valuation and accounting policies

For the three-month period to 31 March 2016, predominantly the same accounting principles and calculation and valuation methods as for the Consolidated Financial Statements of 31 December 2015 were applied. There were no significant changes due to new applicable IFRS or accounting policies.

There are no significant changes in the arbitrary decisions and estimates in the first quarter ending 31 March 2016 in comparison with the Consolidated Financial Statement as per 31 December 2015.

# **D** Supplementary information on the Income Statement and Balance Sheet

### **D.1 Revenues**

| TEUR                               | 1 Jan to<br>31 Mar 2016 | 1 Jan to<br>31 Mar 2015 |
|------------------------------------|-------------------------|-------------------------|
| Analogue and digital, ongoing      | 51,989                  | 31,334                  |
| Internet/telephony                 | 34,715                  | 14,042                  |
| Analogue and digital, one-time     | 6,935                   | 143                     |
| Ancillary digital premium services | 7,371                   | 2,761                   |
| Other transmission fees            | 3,073                   | 1,602                   |
| Leasing customer premise equipment | 2,231                   | 948                     |
| Sky                                | 896                     | 534                     |
| Sales of receiver                  | 1,074                   | 498                     |
| Shopping channels                  | 573                     | 397                     |
| Network rents                      | 4,515                   | 723                     |
| Data center                        | 946                     | 47                      |
| Other                              | 1,750                   | 586                     |
|                                    | 116,068                 | 53,615                  |

The revenues of the Tele Columbus Group primarily include monthly subscription fees and, to a lesser extent, one-off installation and connection charges for basic analogue cable television services, as well as for additional digital services. Furthermore, charges for access to high-speed Internet and telephony are included. The increase in one-off revenues from the analogue and digital supply is mainly due to the acquisition of the primacom Group. The increase in revenues from network and data centre rentals is mainly due to the acquisition of the pepcom Group. Other revenues are primarily from network maintenance and construction services.

### **D.2** Other income

| TEUR  | 1 Jan to<br>31 Mar 2016 | 1 Jan to<br>31 Mar 2015 |
|---|-------------------------|-------------------------|
| Income from the derecognition of liabilities and reversal of provisions | 342                     | 1,829                   |
| Income from refundable IPO costs  | -                       | 4,395                   |
| Income from dunning fees  | 515                     | 327                     |
| Income from marketing subsidies   | 253                     | 192                     |
| Gains on disposal of non-current assets                                 | 525                     | 826                     |
| Income from services  | 62                      | 556                     |
| Income from sale  | 603                     | 66                      |
| Income from connection and disconnection fees                           | 94                      | 108                     |
| Miscellaneous other income  | 1,663                   | 2,557                   |
|   | 4,057                   | 10,856                  |

### **D.3 Other expenses**

Other expenses particularly incurred for the following items:

| TEUR                                     | 1 Jan to<br>31 Mar 2016 | 1 Jan to<br>31 Mar 2015 |
|--|-------------------------|-------------------------|
| Legal and advisory fees                  | -7,268                  | -6,213                  |
| Advertising                              | -3,128                  | -1,996                  |
| Impairment of receivables                | -2,126                  | -1,298                  |
| Occupancy costs                          | -2,048                  | -950                    |
| Incidental bank charges                  | -330                    | -3,711                  |
| Office supplies                          | -139                    | -91                     |
| Fees and contributions                   | -150                    | -88                     |
| Maintenance                              | -415                    | -12                     |
| Insurance                                | -353                    | -85                     |
| IT costs                                 | -1,023                  | -896                    |
| Communication costs                      | -892                    | -349                    |
| Vehicle expenses                         | -746                    | -305                    |
| Administrative expenses                  | -196                    | -95                     |
| Travel expenses                          | -428                    | -231                    |
| Losses on disposal of non-current assets | -393                    | -100                    |
| Miscellaneous other expenses             | -1,084                  | -230                    |
|  | -20,719                 | -16,650                 |

The decrease in bank transaction costs is related to the increased banking fees for the IPO in the reporting period 2015, which could not be recognised as part of equity in connection with the capital increase in 2015.

The general increase in expenses is mainly attributable to the acquisition of the pepcom Group and primacom Group.

### **D.4 Intangible and fixed assets**

Additions to fixed assets in the first quarter of 2016 primarily resulted from investments in technical equipment and machinery as well as assets under construction and prepayments. Declines in tangible and intangible assets in the first quarter of 2016 were primarily due to depreciation and amortisation expenses.

The goodwill of the first quarter 2016 was reduced by TEUR 3,536 to TEUR 1,073,725 (2015: TEUR 1,077,262) compared to the previous year due to an opening balance adjustment for pepcom Group.

### **D.5** Trade receivables and derivative financial instruments

| TEUR                      | 31 Mar 2016 | 31 Dec 2015 |
|---------------------------|-------------|-------------|
| Trade receivables - gross | 59,666      | 53,195      |
| Impairment loss           | -13,645     | -13,409     |
| Trade receivables - net   | 46,021      | 39,785      |

Additionally, there were also receivables from goods and services from related parties.

Regarding the carrying amounts for trade receivables pledged as collaterals for liabilities, please refer to the explanations in section D.6 "Liabilities to banks".

The derivative financial instruments shown in the amount of TEUR 2,246 (2015: TEUR -) result from two interest rate caps that were acquired by Tele Columbus AG in February 2016. Please refer to the notes in section D.6 "Liabilities to banks".

### **D.6** Liabilities to banks

| TEUR                                  | 31 Mar 2016 | 31 Dec 2015 |
|---------------------------------------|-------------|-------------|
| Liabilities to banks - nominal values | 1,221,415   | 1,218,184   |
| Accrued interest                      | 4,210       | 2,695       |
| Non-current Liabilities to banks      | 1,225,625   | 1,220,879   |
| Liabilities to banks - nominal values | 3,148       | 44,398      |
| Accrued interest                      | 1,728       | 5,511       |
| Current Liabilities to banks          | 4,876       | 49,909      |
|                                       | 1,230,501   | 1,270,788   |

At the balance sheet date the tranche A and C loans, the senior tranche incremental, the second-lien tranche and the senior revolving liabilities (facility B and C) amount (including outstanding interest) to:

| TEUR  | 31 Mar 2016 | 31 Dec 2015 |
|---|-------------|-------------|
| Senior Tranche A loan (matures on 02 January 2021)      | 369,771     | 370,987     |
| Senior Tranche C loan (matures on 02 January 2021)      | 422,655     | 423,907     |
| Senior Tranche Incremental (matures on 02 January 2021) | 307,494     | 311,783     |
| Second Lien Tranche A (matures on 30 July 2022)         | 115,747     | 111,964     |
| Senior Revolving Facility (matures on 02 January 2020)  | 273         | 278         |
|   | 1,215,940   | 1,218,919   |

In addition, loans in the amount of TEUR 2,487 (2015: TEUR 43,198) were recognised for the pepcom Group. The change results mainly from the premature repayment of the loan of Kabelfernsehen München Servicenter GmbH & Co. KG (hereafter "KMS KG") with Deutsche Bank Luxembourg S.A. in the amount of TEUR 40,523 in January 2016.

In addition, Tele Columbus AG acquired two interest rate caps in February 2016 (interest rate of EURIBOR + 0.75 % for three months) with a nominal amount of TEUR 550,000 each, and a term until December 2020. Transaction amounting to TEUR 8,854 was paid in cash to the amount of TEUR 4,427. For the remaining option premium of TEUR 4,427 a bullet debt due 31 March 2018 is shown as liabilities to banks amounting to TEUR 3,977 (nominal value) as of 31 March 2016.

The value of the collateral provided for the loans at the respective balance sheet dates is as follows:

| TEUR                           | 31 Mar 2016 | 31 Dec 2015 |
|--------------------------------|-------------|-------------|
| Shares in affiliated companies | 1,463,443   | 1,479,043   |
| Trade receivables              | 8,917       | 14,042      |
|                                | 1,472,360   | 1,493,085   |

As of 31 December 2015, directly enforceable guarantees up to a maximum of TEUR 21,000 were granted, which were terminated by premature repayment of the loans by pepcom Group in January 2016.

# D.7 Liabilities from trade payables, other financial liabilities, other liabilities and deferred income

Trade payables in the amount of TEUR 61,394 (2015: TEUR 76,356) primarily consist of payments related to signal delivery contracts, discounts, security deposits as well as legal and consulting costs including the corresponding provisions for the outstanding invoices.

The deferred income in the amount of TEUR 19,824 (2015: TEUR 6,659) essentially consists of deferred revenue from customers for prepaid annual fees and accruals for purchases of hardware paid for with monthly customer contributions.

The other financial liabilities amounting to TEUR 84,160 (2015: TEUR 85,569) primarily relate to lease obligations for the use of infrastructure in the amount of TEUR 27,074 (2015: TEUR 28,583), as well as minority interests of KMS KG in the amount of TEUR 54,590 (2015: TEUR 54,583), which are accounted for as long-term liabilities in the financial statements, since the owner has the right to sell all of the shares at any time.

The other liabilities in the amount of TEUR 26,826 (2015: TEUR 21,733) primarily include customer deposits, employee bonuses, audit costs, compensation and accruals.

## **E** Other supplementary information

## E.1 Related parties

There were no material changes in the relationships between related parties compared to 31 December 2015.

The following overview shows income and expenses from transactions with related parties:

| TEUR                              | 1 Jan to<br>31 Mar 2016 | 1 Jan to<br>31 Mar 2015 |
|-----------------------------------|-------------------------|-------------------------|
| Sale of goods and services        |                         |                         |
| Associates                        | 1,264                   | 241                     |
| Acquisition of goods and services |                         |                         |
| Associates                        | -476                    | -762                    |
| Other                             |                         |                         |
| Associates                        |                         |                         |
| Other income (+)/expenses (-)     | 2                       | -890                    |

The increase in the item sales of goods and services is related to the acquisition of Deutsche Netzmarketing GmbH in the third quarter of 2015.

Other net income and expenses in the first quarter of 2015 mainly included rental income and costs.

The decrease in acquisition of goods and services as well as in the other net income and expenses is related to the disposal of Stadtwerke Magdeburg, which is no longer treated as a related company beginning from the second quarter of 2015.

In the first quarter of 2016, there are only minor reimbursements with related parties.

### E.2 Risk management

#### E.2.1 Risk management of financial instruments and interest rate risks

In February 2016, two interest caps (interest rate of EURIBOR + 0.75% for three months) were acquired at a nominal amount of TEUR 550,000 each and maturity in December 2020.

Moreover, there were neither significant changes to the risk management objectives and methods of the company nor the nature and extent of risks arising from financial instruments for the three month period ending 31 March 2016 compared to the Consolidated Financial Statements as of 31 December 2015.

### E.2.2 Liquidity risks

Liquidity risk is defined as the risk that existing liquidity reserves are not sufficient to meet the financial obligations on time. Liquidity risks may also arise if outflows from operating activities or investment activities become necessary. Furthermore, liquidity risks may arise from financing activities. This would be the case if short-term cash outflows for the repayment of financial liabilities are necessary due to the deferment of payments, while sufficient cash inflows from operating activities cannot be generated, and sufficient liquid funds are not available to cover the due payments.

Liquidity is to be assured by a liquidity forecast with a fixed planning horizon, as well as unused Tele Columbus Group lines. As of 31 March 2016, unused credit facilities totalling TEUR 125,000 are available for Tele Columbus Group.

The following table shows the contractual maturities of financial liabilities from loans:

| TEUR                       | 31 Mar 2016 | 31 Dec 2015 |
|----------------------------|-------------|-------------|
| Less than one year         | 4,876       | 49,909      |
| Between one and five years | 1,113,275   | 1,108,915   |
| More than five years       | 112,350     | 111,964     |
|                            | 1,230,501   | 1,270,788   |

Since 31 December 2015, a pepcom loan of TEUR 40,523 was replaced by an inter-company loan.

## **E.3 Segment information**

The group has divided its operations into two product segments: "TV" and "Internet & Telephony".

Relationships between the individual segments were eliminated.

The following table contains information on the individual reportable segments:

#### 1 Jan to 31 Mar 2016

| in TEUR                       | TV     | Internet &<br>Telephony | Other   | Group total |
|-------------------------------|--------|-------------------------|---------|-------------|
| Revenue                       | 72,987 | 33,321                  | 9,760   | 116,068     |
| Normalised EBITDA             | 41,077 | 20,522                  | -5,141  | 56,458      |
| Non-recurring expenses/income | -223   | -959                    | -9,217  | -10,399     |
| EBITDA                        | 40,854 | 19,563                  | -14,358 | 46,059      |

#### 1 Jan to 31 Mar 2015

| in TEUR                       | TV     | Internet &<br>Telephony | Other  | Group total |
|-------------------------------|--------|-------------------------|--------|-------------|
| Revenue                       | 37,993 | 14,257                  | 1,365  | 53,615      |
| Normalised EBITDA             | 20,846 | 8,064                   | -4,515 | 24,395      |
| Non-recurring expenses/income | -370   | -427                    | -3,521 | -4,318      |
| EBITDA                        | 20,476 | 7,637                   | -8,036 | 20,077      |

### E.4 Further information regarding the Quarterly Statement

The further information regarding the Quarterly Statement summarised below relates to Tele Columbus Group and represents the asset situation, profit situation and financing structure for the first quarter of 2016.

#### E.4.1 Profit situation

The table below provides an overview of the development of the earnings:

| TEUR                                   | 1 Jan to<br>31 Mar 2016 | 1 Jan to<br>31 Mar 2015 |
|--|-------------------------|-------------------------|
| Revenue                                | 116,068                 | 53,615                  |
| EBITDA                                 | 46,059                  | 20,077                  |
| Non recurring expenses (+)/income (-)  | 10,399                  | 4,318                   |
| Normalised EBIT                        | 56,458                  | 24,395                  |
| EBITDA                                 | 46,059                  | 20,077                  |
| Other finance income and expenses      | -23,705                 | -11,541                 |
| Depreciation and amortisation expenses | -39,728                 | -11,549                 |
| Income tax                             | -292                    | -1,902                  |
| Loss                                   | -17,666                 | -4,915                  |

The change in revenue compared to the first quarter of the previous year was predominantly influenced by the acquisition of primacom Group and pepcom Group.

Revenue from the segment "TV" increased by 92.1 % to TEUR 72,987 (Q1/2015: TEUR 37,993). Sales in the segment "Internet & Telephony" increased significantly by 133.7 % from TEUR 14,257 to TEUR 33,321.

After adjustment of the acquisitions of primacom and pepcom, sales in the first quarter 2016 increased by TEUR 1,042 to TEUR 54,657 compared to the first quarter of 2015. The other operating income incurred a significant reduction by 62.6% to TEUR 4,057 (Q1/2015: TEUR 10,856), which was mainly due to lower income from the reversal of provisions and write-off of liabilities in the amount of TEUR 342 (Q1/2015: TEUR 1,829). Furthermore, reimbursable costs were charged to the former parent company Tele Columbus Management S.à r.l. in the first quarter of 2015 in connection with the IPO.

Cost of materials in the first quarter 2016 increased by TEUR 16,674 to TEUR 34,897 compared to the corresponding prior period (Q1/2015: TEUR 18,223). The increase was primarily due to the material expenses of the primacom Group and pepcom Group with a total of TEUR 16,911.

Due to the factors as described above, the first quarter 2016 EBITDA amounted to TEUR 46,059, and increased by TEUR 25,982 compared to the corresponding prior-year quarter (Q1/2015: TEUR 20,077).

The "normalised EBITDA" was improved by 131.4 % to TEUR 56,458 compared with the previous year (Q1/2015: TEUR 24,395).

In the reporting period, the operating margin, which is defined as the ratio of "normalised EBITDA" to sales, increased to 48.6 % (Q1/2015: 45.5 %).

The negative financial result increased by TEUR 12,164 over the first quarter 2015 to TEUR 23,705. This figure includes mainly interest expenses as well as transaction costs for interest bearing liabilities amounting to TEUR 6,666.

#### E.4.2 Asset situation

Tangible assets decreased by TEUR 12,682 to TEUR 635,888 compared to 31 December 2015. The decrease resulted primarily from reduced technical facilities, where depreciation exceeded investments for the reporting period.

Intangible assets and goodwill decreased by TEUR 13,307 to TEUR 1,365,529 compared to 31 December 2015. The decrease is mainly attributable to the reduction in goodwill by TEUR 3,536, and the customer base by TEUR 8,839. While the decline in the customer base mainly resulted from amortisation, the reduction in goodwill was due to changes of deferred taxes in the opening balance of pepcom Group.

The debt of the Group from liabilities to banks amounted to TEUR 1,230,501 (2015: TEUR 1,270,788) as of 31 March 2016. This corresponds to a share of 57.7 % (2015: 57.9 %) of the balance amount.

The long-term other financial liabilities amounted to TEUR 76,093 (2015: TEUR 77,558). The item mainly comprises long-term lease obligations, and liabilities of the pepcom Group to minority shareholders.

The long-term derivative financial instruments amounted to TEUR 12,639 (2015: TEUR 13,011) as of 31 March 2016. They result from embedded derivatives that were of negative value at the reporting date.

Current liabilities to banks amounted to TEUR 4,876 (2015: TEUR 49,909). The previous year's figure mainly consisted of liabilities of the pepcom Group amounting to TEUR 41,190, which were replaced by an inter-company loan.

| Lender                           | Borrower | Total in EUR as<br>of 31 Mar 2016 | Share  | Total in EUR as<br>of 31 Dec 2015 | Share  |
|----------------------------------|----------|-----------------------------------|--------|-----------------------------------|--------|
| IPO Facility A                   | TC AG    | 369.771,136                       | 30.15% | 370,987,323                       | 29.19% |
| Senior Tranche C                 | TC AG    | 422,654,971                       | 34.46% | 423,907,171                       | 33.36% |
| Senior Incremental               | TC AG    | 307,493,522                       | 25.07% | 311,783,274                       | 24.53% |
| Rev. Facility / IPO Facility B&C | TC AG    | 273,438                           | 0.02%  | 277,995                           | 0.02%  |
| Second Lien                      | TC AG    | 115,746,964                       | 9.44%  | 111,963,406                       | 8.81%  |
| DB Lux / Diverse                 | Pepcom   | 2,487,058                         | 0.20%  | 43,198,374                        | 3.40%  |
| Other                            |          | 8,096,796                         | 0.66%  | 8,670,594                         | 0.69%  |
| Total                            |          | 1,226,523,885                     | 100%   | 1,270,788,137                     | 100%   |

#### E.4.3 Financing structure

Regarding the Group financing of Tele Columbus AG, the reduction of the loan portfolio in the first quarter was mainly due to the repayment of two large loans of pepcom Group to Deutsche Bank with a total nominal sum of TEUR 40,523.

### E.4.4 Forecast report

The forecast made in the financial statement ending 31 December 2015 for the financial year 2016 and thereafter remained basically unchanged in comparison to 31 March 2016.

### E.5 Events after the balance sheet date

There were no significant events after the balance sheet date.