

ANNUAL REPORT



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»» 19

ad  *pepper*



ad  agents

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» KEY FIGURES AT A GLANCE

	2019	2018
Gross sales (kEUR) ¹	83,774	82,653
Revenue	21,787	20,272
Gross profit (kEUR)	20,967	19,546
Gross margin (percent) in relation to gross sales	25.0	23.6
Gross margin (percent) in relation to revenue	96.2	96.4
EBITDA ² (kEUR)	3,512	1,354
EBIT ³ (kEUR)	2,519	1,027
EBT ⁴ (kEUR)	2,310	837
Net earnings (kEUR)	1,920	535
Earnings per share (basic, EUR)	0.06	0.01
Total assets (kEUR)	44,052	39,610
Shareholders' equity (kEUR)	18,040	16,512
Equity ratio (percent)	41.0	41.7
Liquid funds ⁵ (kEUR)	25,229	20,507
Number of employees (as of 31 December)	216	207

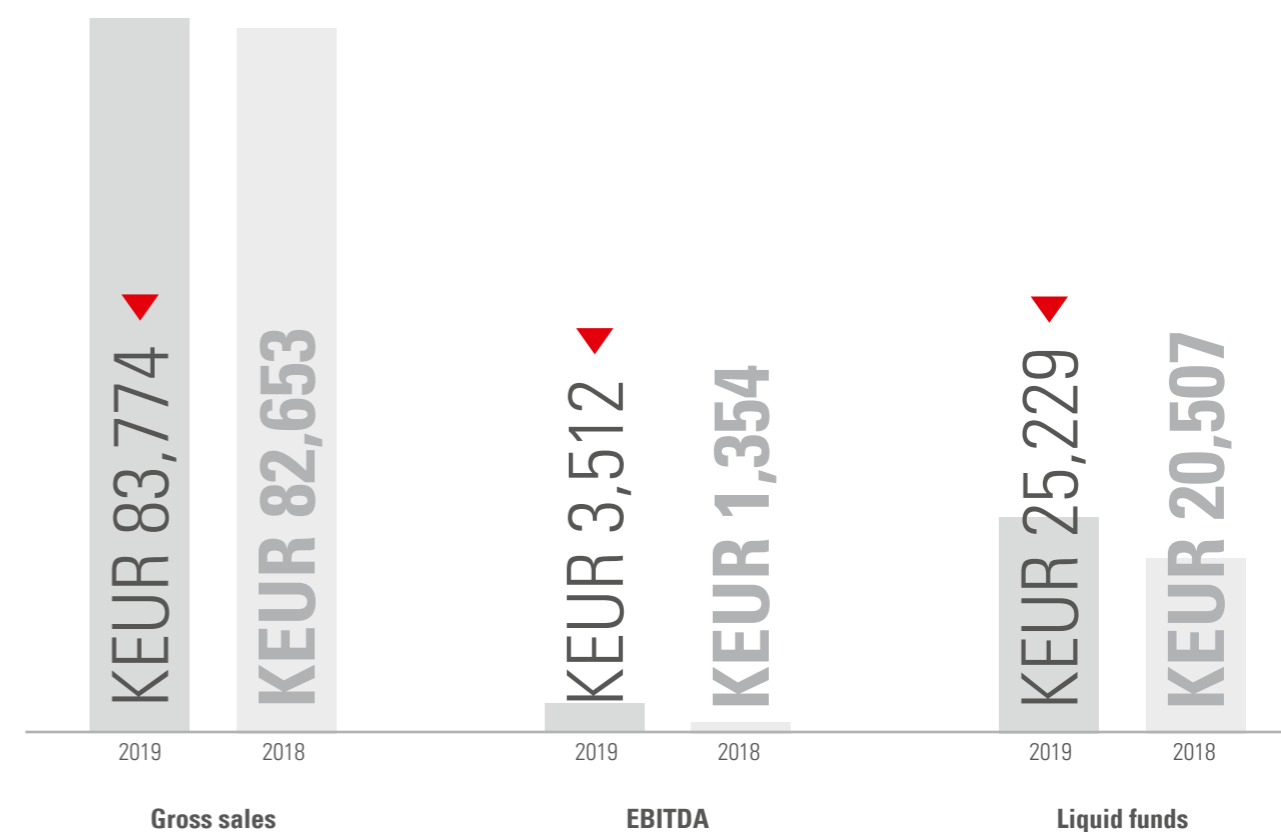
¹ Gross sales represent the total amount billed and billable to clients by the Group, net of discounts, VAT and other sales-related taxes. Disclosure of gross sales information is not required under IFRS; however, it is voluntarily disclosed from 1 January 2019 onwards in the Consolidated Income Statement since management has concluded that the information is useful for users of the financial statements. Please refer to Note [6].

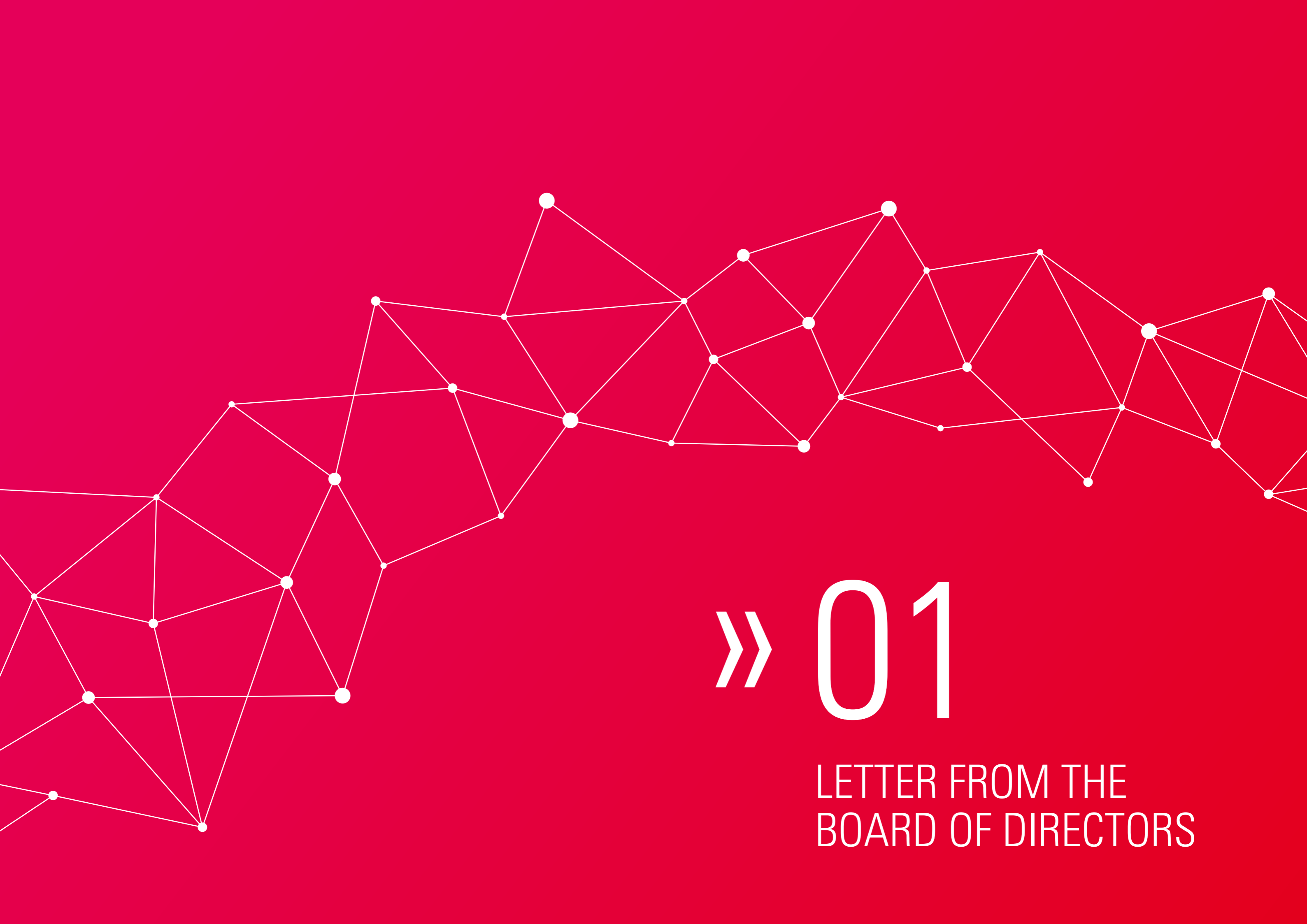
² Income before Interest, Tax, Depreciation and Amortization

³ Income before Interest and Tax

⁴ Income before Tax

⁵ Cash & cash equivalents including listed debt securities





»» 01

LETTER FROM THE
BOARD OF DIRECTORS

» DEAR STAKEHOLDERS,

Founded in 1999, ad pepper media can already look back on two successful decades as a pioneer in online marketing. But that's not all: In the past financial year we not only celebrated our 20-year anniversary but it was also the most successful financial year in our Company's history, with record results both in terms of revenue and profitability. The reason for this success is simple – a keen focus on customers, culture and competition. Today, the ad pepper media group is more successful than ever – a Company that can not only keep up with the fast pace of digital disruption, but always stays one step ahead. This is what ad agents, ad pepper media and Webgains, our three business segments, have in common: we are leaders in digital marketing and in the use of data and technology to drive performance.

With the Group achieving gross sales of EUR 83,774k, revenue of EUR 21,787k and EBITDA of EUR 3,512k in 2019, the past financial year was, as mentioned above, the best since the Company was founded 20 years ago. We raised our guidance twice during the year and managed to surpass these targets with record-breaking figures.

All three operating segments on track

All three operating segments performed well in the past financial year. Revenue in the ad agents segment increased significantly by 18.7 percent to a total of EUR 5,949k and the EBITDA of EUR 811k achieved in the past year clearly exceeded the previous year's figure. The Webgains segment also performed well. Here, revenue rose by 1.8 percent to a new record figure of EUR 10,333k. EBITDA of EUR 1,860k achieved in the past financial year was significantly higher than in the previous financial year. Finally, our third operating segment, ad pepper media, grew in revenue by 7.7 percent to EUR 5,523k. With EBITDA of EUR 2,057k, ad pepper media is once again the most profitable segment of the Group. The profitability levels achieved in this segment are also the best we have seen in our 20 years of activity.

Defending and expanding our market position will continue to be our task, also in the year ahead. Competition is fierce and compliance with regulations is a constant challenge. In addition, signs of a deterioration in the macroeconomic environment are already evident in some markets in which we are active. However, in our view, digital disruption caused by eCommerce has only just begun. In just a few years, there will be no difference between digital and non-digital when it comes to functions, processes and business models. By this token disruption is, in fact, existential. And its furious pace is forcing executives to make decisions and commit much faster than anticipated. As a consequence, online marketing will play a central role for every business leader and this will be even more the case as far as performance marketing is concerned, a discipline the ad pepper media group is specialised in with its three operating segments ad agents, ad pepper media and Webgains. We are therefore confident that we will once again generate profitable growth in the financial year ahead.

Strong balance sheet and financial resources

Our balance sheet is strong and our financial resources are considerable. Our cash reserves amounted to EUR 25.2m at the end of 2019, up 38.4 percent compared to the end of 2018. The Company continues to have no liabilities to banks and we plan to continue financing our growth from cashflow in the coming financial year. Our equity ratio is at a comfortable 41 percent. We carefully review acquisitions and are more inclined to pursue them when they offer potential synergies.

We also have the flexibility to buy-back our own shares, as we did in the past, if and to the extent this is considered reasonable and in the best interest of the Company. This solid financial foundation also provides us with the flexibility needed for the further development of our operating business in the financial year ahead. Based on the strong balance sheet and on the financial expectations for 2020, we therefore believe it is justified to assume that the Company's continued existence as a going concern is assured.

It only remains for me to thank our customers, shareholders and other stakeholders for their continued support. And to thank all our employees for their tremendous commitment and hard work over the past year.

Yours faithfully,

The Board of Directors
ad pepper media International N.V.



Dr Jens Körner, CEO

Nuremberg, 26 March 2020





»» 02

REPORT OF THE
SUPERVISORY BOARD

» DEAR SHAREHOLDERS,

In the 2019 financial year, the Supervisory Board performed its duties pursuant to the law and the Articles of Association. It advised the Board of Directors on a regular basis, monitored the Board of Directors in its management of the business, and was involved in decisions of key importance for the Company and the Group.

Meetings in 2019

The Supervisory Board held four meetings in 2019. Moreover, we collectively and individually interacted with the CEO and with the Senior Management outside the formal Supervisory Board meetings. The Chairman of the Supervisory Board and the CEO met regularly for bilateral discussions about the progress of the Company on a variety of matters. The Supervisory Board meetings were well attended in 2019 with an attendance rate of 100 percent of each Supervisory Board member. On 10 December 2019 the audit committee reported to the Supervisory Board on the functioning, and the developments in, the relationship with the external auditor. In this meeting, the audit committee also determined the nomination for the appointment of the external auditor. The Board of Directors kept the Supervisory Board informed of the status of discussions surrounding the development and implementation of the strategy for 2019 and beyond. The Supervisory Board discussed the status of the implementation with the Board of Directors in its meetings and is hearing senior management regularly, e.g. after a meeting of the Supervisory Board. The Supervisory Board discussed the manner in which the Board of Directors implemented the long-term value creation strategy, i.e. improving our financial performance, and the principal risks associated with it. The Supervisory Board approved the financial plan for 2019 and discussed (potential) acquisitions and disposals with the Board of Directors. Topics discussed included annual and interim results, the performance of securities, technological developments, the organisation of sales and marketing activities, Corporate Governance, investor relations, compensation, and human resources. The Supervisory Board also met and engaged Ernst & Young Accountants LLP, appointed as independent auditor for the financial year 2019 by the General Meeting held on 15 May 2019 and discussed the outcome of the audit procedures on 25 March 2019.

In addition, the Supervisory Board discussed the general and financial risks of the business and the findings of an assessment of the internal risk management and control systems. Consistent with the requirements of the Dutch Corporate Governance Code, the work of the Supervisory Board and of the Board of Directors, as well as the work of the individual members of both boards, was discussed in the absence of the members of the Board of Directors.

The evaluation of the Supervisory Board is done by following a detailed questionnaire. The review and discussion included reviews of the composition and expertise of the Supervisory Board, its time management, its effectiveness, its dynamics and succession planning, as well as its organisation and meeting procedures, provision of information and performance of the Chairman and the individual members. The evaluation has shown that the Supervisory Board is functioning well and will continue to also regularly discuss its own effectiveness and value for the Company. The evaluation of the Board of Directors is done by individual evaluation and discussion of its strength and weaknesses between the members of the Supervisory Board, including core abilities, risk assessment, business culture and human resources management.

Also in the past financial year, the Supervisory Board decided to be informed in greater detail by the management of each business unit (which were present at meetings of the Supervisory Board in rotating order) – among other things - regarding technical matters, clients, market trends and, once a year, by a Dutch law firm regarding the requirements of the Dutch Corporate Governance Code.

Remuneration of the Board of Directors (see also Remuneration Report)

On the basis of the Company's Articles of Association in their currently valid version, the compensation paid to members of the Board of Directors is determined by the Annual General Meeting following submission of corresponding proposals by the Supervisory Board. Board of Directors' compensation consists of fixed and variable components. Variable compensation consists of annual performance-based payments (bonus), as well as long-term incentives such as stock options. The fixed compensation component is regularly determined in January / February of each year with retrospective effect as of 1 January of the respective year. The variable compensation component is pegged to previously agreed and measurable targets which can be controlled. The consolidated earnings budgeted for the following year are taken as the target. Members of the Board of Directors do not receive any guaranteed

minimum bonus payments. In the past five years, bonuses paid to members of the Board of Directors ranged between 7 percent and 73 percent of their annual fixed salaries. Variable bonuses are usually paid during the first quarter following publication of the consolidated annual results.

In 2000, the ad pepper media group introduced a long-term incentive model in the form of stock option plans for employees in key positions, including members of the Board of Directors. Company stock options become exercisable once ad pepper media's share price exceeds specified threshold, but only after one year following issue of the options. Option plan tranches were issued to members of the Board of Directors in 2000, 2001, 2002, 2003, 2008, 2013 and 2017. The ad pepper media group has no pension obligations towards members of the Board of Directors.

The total sum and structure of Board of Directors' compensation are designed to enable the Company to attract and retain suitably qualified executives. The compensation structure, pension scheme payments, and other financial obligations are designed to promote the Company's medium to long-term interests. The details of the compensation structure disclosed in this Annual Report reflect the size of the Company and take into consideration the fact that the Board of Directors currently consists of one member only (see also note [38]). Consequently, the Supervisory Board did not conduct a scenario analysis whereby different performance assumptions and corporate actions were examined. The compensation policy is expected to remain largely unchanged in 2020.

Composition of the Supervisory Board

The profile and composition of the Supervisory Board as a whole must be aligned with the profile and strategy of the Company. The Supervisory Board strives for a balanced distribution of specific expertise in relation to the business activities, strategy and long-term goals of the Company. Each member of the Supervisory Board must be capable of assessing the broad outline of the Supervisory Board's overall policy objectives. Eun-Kyung Park resigned as member of the Supervisory Board as per 10 December 2019. Consequently, the Supervisory Board currently consists of three members. Given the size of the Company, the profile of the Supervisory Board provides, that the Supervisory Board shall at least have three members. The upcoming General Meeting of Shareholders will resolve whether or not Mrs. Eun-Kyung Park will be replaced. One Supervisory Board member holds long-term share positions. The following table shows the current composition of the Supervisory Board:

- **Michael Oschmann (male, born 1969; German citizen)**
Supervisory Board Chairman throughout the entire financial year up to and including 31 December 2019
Graduate in Business Administration, Managing Director of Telefonbuchverlag Hans Müller GmbH & Co. KG, Nuremberg
Supervisory Board member since 10 January 2000; appointed until Annual General Meeting 2021
- **Thomas Bauer (male, born 1963; German citizen)**
Supervisory Board member throughout the entire financial year up to and including 31 December 2019
CEO of Apotheker Walter Bouhon GmbH, Managing Director of Thomas Bauer GmbH, Nuremberg
Supervisory Board member since 20 March 2013; appointed until Annual General Meeting 2023
- **Dr Stephan Roppel (male, born 1964; German citizen)**
Supervisory Board member throughout the entire financial year up to and including 31 December 2019
Managing Director of baby-walz GmbH, Munich
Supervisory Board member since 20 March 2013; appointed until Annual General Meeting 2020

In view of Thomas Bauer's knowledge and experience in management functions, especially his financial expertise, and his experience in human resources, controlling, IT as well as the way he fulfils his role as a member of the Supervisory Board, on the 2019 Annual General Meeting of Shareholders, in deviation of best practice provision 2.2.2 of the Dutch Corporate Governance Code, he has been reappointed for a period of another four year terms. In view of Dr Stephan Roppel's knowledge and experience in management functions, especially his expertise in digital media, entrepreneurship, finance and his experience in human resources as well as the way he fulfils his role as a member of the Supervisory Board, the agenda for the upcoming 2020 Annual General Meeting of Shareholders will include a proposal to re-appoint Dr Stephan Roppel as member of the Supervisory Board for an additional term of four years.

The Supervisory Board is a separate corporate body that is independent of the Board of Directors. Its independent character is also reflected in the requirement that members of the Supervisory Board can be neither a member of the Board of Directors nor an employee of the Company. In accordance with best practice provision 2.1.10 of the Dutch Corporate Governance Code the Supervisory Board declares that the independence requirements in best practice provisions 2.1.7 to 2.1.9 have been fulfilled, except that one of its members, Michael Oschmann, is not independent pursuant to best practice provision 2.1.8 vii. because he is Director of EMA Electronic Media Advertising International B.V., which holds more than 10 percent of the Company's share capital. On March 30, 2018, the Supervisory Board formed an audit committee consisting of Eun-Kyung Park, Dr Stephan Roppel and Thomas Bauer (chairman). As per 10 December 2019 Eun-Kyung Park resigned as member of the audit committee and a new audit committee was formed consisting of Michael Oschmann, Dr Stephan Roppel and Thomas Bauer (chairman). The Supervisory Board is aware of the fact that the ad pepper media group does not yet have an internal audit function and has discussed this with the Board of Directors. The Supervisory Board came to the conclusion that due to the size of the Company and the size of the Supervisory Board, the Company currently does not need an internal audit function, which may though change in future depending on further Company growth. The Supervisory Board annually considers the need to establish an internal audit function.

Unqualified independent auditor's report on the Financial Statements

The independent auditor Ernst & Young Accountants LLP audited the financial statements of ad pepper media International N.V. for the 2019 financial year and issued an unqualified independent auditor's report.

The financial statements, the Report of the Board of Directors and independent auditor's report were made available to the Supervisory Board for review. Meetings between the Company's audit committee and the auditors were held, who presented the draft audit plan and key findings of their audit and answered related questions. The Supervisory Board acknowledged and approved the findings of the audit. The Supervisory Board acknowledged and approved the audit results.

On 26 March 2020, the Supervisory Board discussed and approved the Consolidated Financial Statements prepared by the Board of Directors for the 2019 financial year.

Corporate Governance

ad pepper media International N.V. is a company under Dutch law with subsidiaries in various countries. All business activities are performed in accordance with Dutch company law and German capital market law, in particular the German Securities Trading Act (WpHG). Common shares are admitted to trading on the Prime Standard at the Frankfurt Stock Exchange. The Supervisory Board is committed to increasing shareholder value in the interests of all shareholders and has always set the highest standards for the Company's Corporate Governance principles. Although, consistent with its proprietary guidelines, the Company basically applies the requirements laid down in the Dutch Corporate Governance Code, deviations may nevertheless result on account of the legal requirements applicable to the ad pepper media group. In the Governance section of this annual report, the ad pepper media group reports in detail on compliance with the Dutch Corporate Governance Code.

The Supervisory Board has played a key role in supporting ad pepper media group's growth strategy during the year, as laid out by the Board of Directors. We have assisted in evaluating acquisitions and refining the long-term value creation strategy. On behalf of the Supervisory Board I would like to express our appreciation to all of the employees of ad pepper media for their efforts and achievements throughout 2019.

For the Supervisory Board

Michael Oschmann,
Supervisory Board Chairman

Nuremberg, 26 March 2020





»» 03

REMUNERATION
REPORT

» GENERAL

During the Annual General Meeting of Shareholders on 13 May 2014, the remuneration policy for members of the Board of Directors was adopted and approved. In line with Dutch legislation, the execution of the remuneration policy has been put on the agenda for discussion as a separate agenda item at the Annual General Meeting of Shareholders on 21 May 2019.

This remuneration report also concerns the remuneration report within the meaning of article 135b of Book 2 of the Dutch Civil Code. The remuneration report will be submitted to the Annual General Meeting of Shareholders on 21 May 2019 for their advisory vote.

In the absence of a remuneration committee, the Supervisory Board in its entirety evaluates the remuneration policy on a routine basis to review its efficiency and effectiveness in supporting ad pepper media's long-term strategy compared to relevant market practices and adjusts if and where appropriate. On an annual basis, the Supervisory Board sets the performance targets for the members of the Board of directors, reviews their performance against these predetermined targets and determines the remuneration and benefits in line with contractual terms. The structure of the remuneration package for the Managing Board members is designed to balance incentives for short-term operational performance with incentives for long-term sustainable value creation while taking into account the interests of shareholders and other stakeholders.

The remuneration system is based on three pillars: firstly, a periodically paid remuneration designed to attract, retain and motivate the members of the Management Board as top-tier managers of an international company in a fast-moving commercial environment. Secondly, a clear performance-based remuneration and a highly detailed assessment based on ambitious internal financial targets ensure the focus is on the company's goal of profitable growth on a long-term basis. Thirdly, a stock option based remuneration system promotes a strong, long-term equity culture and, in this way, helps align the interests of shareholders, management and other stakeholders.

The present remuneration policy also takes account of the identity, mission and values of the Company and public support, by designing the policy and its implementation in such a way that the members of the Management Board receive a remuneration that is in accordance with the identity of the company, with the main focus being the creation of long-term value for all stakeholders involved in the Company. In doing so, an explicit focus is placed on the social context and the society of which the Company is a part, taking into account the required competitiveness of the Company.

» PERIODICALLY PAID FIXED REMUNERATION (BASE SALARY)

The Board of Directors receive a fixed base salary, which is payable in twelve equal monthly instalments. The base salary of the members of the Management Board is determined on an annual basis by the Supervisory Board. The fixed remuneration is determined by the Supervisory Board, usually within the first three months of each calendar year and with retrospective effect as of 1 January of that year. The fixed remuneration is typically increased in line with the inflation rate, but the Supervisory Board may decide otherwise, as was the case in 2019 when the fixed remuneration was increased by 10 percent.

» PERFORMANCE-BASED VARIABLE REMUNERATION (BONUS)

The bonus of the Management Board is determined by the Supervisory Board. Consistent with the Management Board's remuneration policy, the Supervisory Board can choose from a number of financial as well as non-financial targets to use as measure for performance based variable remuneration. For 2019, the Supervisory Board decided to use earnings before interest, taxation, depreciation and amortization (EBITDA) as sole measure. In preceding years, earnings before taxation (EBT) was used as main measure. By using EBITDA, the Supervisory Board is aiming to use a measure that is closer to the Company's ability to generate operating cash flows.

The performance based variance remuneration consist of two parts; a lump-sum part in the range of EUR 70k – EUR 110k based on the Company reaching the pre-set EBITDA target and a variable part, which is a percentage of EBITDA. The EBITDA target for 2019 was exceeded and based on the performance over 2019 the maximum lump-sum part was awarded and an extra amount of EUR 98k was attributable to the variable part.

The remuneration of the Management Board complied with the remuneration policy.

» MEDIUM- AND LONG-TERM PERFORMANCE-RELATED VARIABLE REMUNERATION (STOCK OPTIONS)

The Company aims for a business policy which takes into account the interests of the shareholders and its other stakeholders. The Company wishes to promote commitment of the members of the Management Board to build the shareholders' value on a long term basis. The Company may therefore introduce one or more stock option plans for the members of the Management Board, which may or may not be linked to the performance of the Company. The exercise price of the stock options, the number of stock options and the other terms and conditions shall be laid down in the stock option plans. In 2019, no new stock options were issued by the Company.

» OTHER BENEFITS

The Company shall indemnify each (former) member of the Management Board who was or is involved, or threatens to become involved, in his / her capacity as (former) member of the Management Board, as a party to any past, present or anticipated future actions or proceedings of any nature whatsoever, against all conceivable financial loss or harm that he / she has in fact and in all reasonableness suffered in connection with the actions or proceedings. In addition, the company has taken out insurance cover for them, such as personal accident insurance and directors & officers (D&O) insurance.

Other benefits may include but are not limited to life insurance, disability insurance, long-term health care insurance, company vehicle (with the tax on the pecuniary benefit from personal use being payable by the member concerned), cell phone usage and contributions to private pensions. However, the ad pepper media group therefore has no pension obligations towards members of the Board of Directors.

» SEVERANCE PAYMENT

If the current Managing Director's service agreement is terminated by the Company without cause, the Managing Director shall be entitled to receive 75 percent of the capitalized base salary (i.e. without any performance-related components to which he would be entitled for the remainder of the term of his service agreement. No severance payment shall be made if the service agreement is terminated early at the initiative of the Managing Director, or in the event of seriously culpable or negligent behavior on the part of the Managing Director concerned.

In line with the Dutch Corporate Governance Code, appointments of Board of Directors will take place for a period of four years. In 2019, the CEO's term has been renewed for a maximum period of four years and ends on 31 December 2022.

» CHANGE OF CONTROL

In the event of a change of control, the CEO has the option of extraordinary termination of his employment contract for a period of 12 months after the change of control takes effect. In the event of extraordinary termination of his contract, the CEO is entitled to receive payment of compensation amounting to his respective annual target income through to the end of the contractually agreed term, amounting to a minimum of 150 percent of his current annual target income. A change of control in this respect arises when a shareholder gains control over the Company as defined by Paragraph 29 of the German Securities Acquisition and Takeover Act (WpÜG), i.e. acquisition of at least 30 percent of the voting rights in the Company.

» LOANS

Members of the Managing Board and Supervisory Board have not been provided with any loans.

» CLAWBACK PROVISIONS

The Supervisory Board does not have the right to recover or modify the variable remuneration from members of the Managing Board.

» TOTAL DIRECTOR'S REMUNERATION, BROKEN DOWN INTO ITS VARIOUS COMPONENTS

	J. Körner, CEO (2019)	J. Körner, CEO (2018)
	kEUR	kEUR
Fixed remuneration		
Base salary	275	252
Fees	-	-
Other benefits*	20	24
Variable remuneration		
On-year variable	202	17
Multi-year variable**	99	-86
Extraordinary items	-	-
Pension expenses	-	-
Total remuneration	596	207
Proportion of fixed and variable remuneration	49%/51%	100%/0%

*contributions to private pension plan and health insurance

**Board of Directors holds cash-settled SOP which are measured at the end of each reporting period at the fair value, see also Note [38].

The amounts shown in the tables are those recognised in profit or loss during the reporting period. Income resulting from the share based payments is due to the decreased fair value of the cash settled stock option plan and the corresponding adjustment of the liability through profit or loss.

Total remuneration for members of the Supervisory Board amounted to EUR 24k in the past financial year (2018: 24k).

» FIVE-YEAR COMPARISON

	Annual change					2019
	2015 vs 2014	2016 vs 2015	2017 vs 2016	2018 vs 2017	2019 vs 2018	
Director's remuneration						
J. Körner, CEO*	+30%	+128%	-39%	-59%	+226%	596
Remuneration of the Supervisory Board						
	0%	0%	0%	0%	0%	24
Company's performance						
EBITDA	N/A	224%	26%	-39%	158%	3.512

	Year					
	2014	2015	2016	2017	2018	2019
Average employee remuneration	87	73	42	61	56	69
Ratio CEO and average employee	2,9	4,5	17,7	7,4	3,3	8,6
Employees of the company*	14	10	10	10	11	11

*ad pepper media International N.V.

The average employee remuneration is obtained by dividing the total personnel expenses as stated in the notes of the respective Company's annual report (after subtracting the CEO's remuneration), by the reported average number of Full Time Equivalents ("FTE") (minus one).

» REMUNERATION IN SHARE OPTIONS TO BOARD OF DIRECTORS AND MEMBERS OF SUPERVISORY BOARD

	The main conditions of stock option plans				Information regarding the reported financial year				
	Plan	Grant date	Share options granted	Exercise Price (EUR)	Number of options outstanding	Number of options awarded	Number of options forfeited	Number of options exercised	Number of options outstanding
					01/01/2019	2019	2019	2019	31/12/2019
Board of Directors									
J. Körner	BoD 2017	04/2017	300,000	1.9751	225,000	0	0	75,000	150,000
Supervisory Board									
T. Bauer	SB 2017	04/2017	10,000	1.9751	10,000	0	0	0	10,000
E.-K. Park	SB 2017	04/2017	10,000	1.9751	10,000	0	10,000	0	0
S. Roppel	SB 2017	04/2017	10,000	1.9751	10,000	0	0	0	10,000

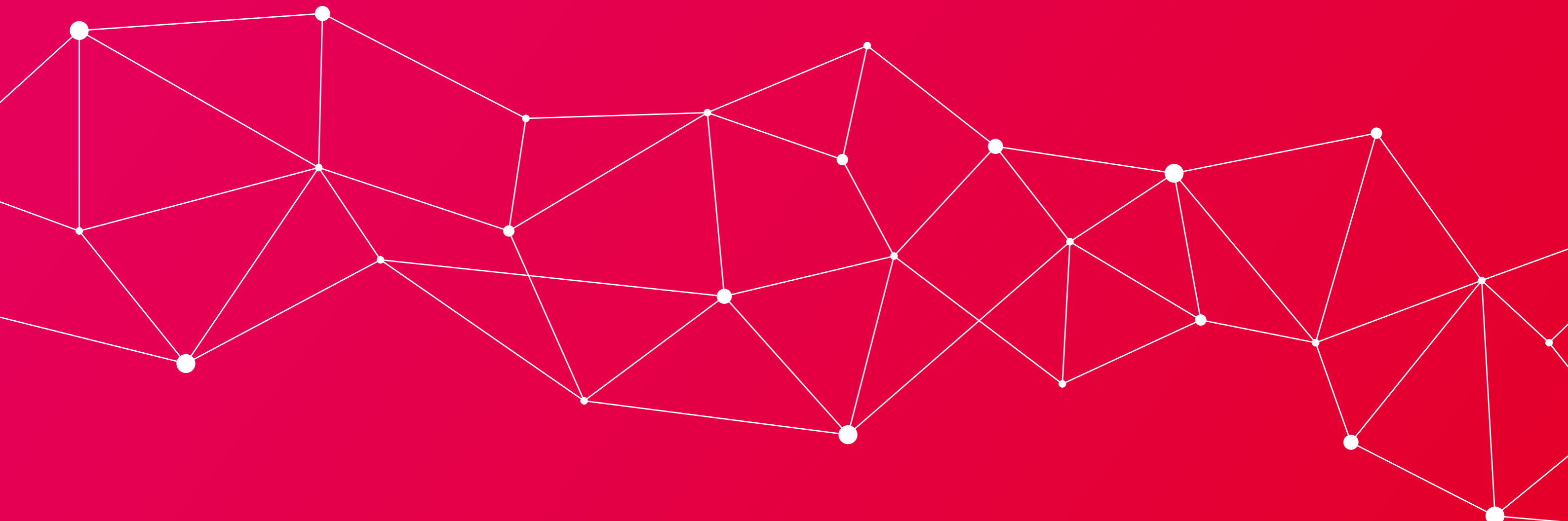
The options granted under the SB 2017 and Bod 2017 plan expire 7 years after granting. The options grant the Right to purchase shares at the exercise Price (EUR 1.9751). These options may be exercised over a period of four years at 25 percent each year, but at the earliest one year after being granted.

The options forfeit, if the holder terminates his employment contract with the Company for whatever reason, or if the employment contract is expiring and will not be prolonged by the parties. The options also forfeit, if the Company terminates the employment contract for an important reason or if a member of the Supervisory Board resigns.

In the financial year 2019, no shares of the company have been repurchased and no shares have been issued in relation to exercise of the aforementioned rights. No new stock option plan was issued in the financial year under review.

In addition, the following Supervisory Board members were granted 10,000 stock options each (Executive SOP 2017 SB): Thomas Bauer, Eun-Kyung Park and Dr Stephan Roppel. According to the rules of the Executive SOP 2017 SB, the options held by Mrs. Park expired upon resignation.

Supervisory Board Compensation	2019	2018
	EUR	EUR
Michael Oschmann	6,000	6,000
Thomas Bauer	6,000	6,000
Eun-Kyung Park	6,000	6,000
Dr Stephan Roppel	6,000	6,000



»» 04

REPORT OF THE
BOARD OF DIRECTORS

»» 04.1

GOVERNANCE

» OUR GOVERNANCE STRUCTURE

Corporate information

ad pepper media International N.V. is a “Naamloze vennootschap” (N.V.), a Dutch limited liability company, and is the parent company of the ad pepper media group (the “Group”). The Company’s registered office address is Frankenstrasse 150C, 90461 Nuremberg, Germany. Its registration number with the Dutch trade register is 27182121.

The Company’s Corporate Governance structure is based on the requirements of Dutch corporate law, the Dutch Act on Financial Supervision, and the Dutch Corporate Governance Code (the “Code”).

The Company has a two-tier board structure consisting of a Board of Directors and a Supervisory Board. It is in the interest of the Group and all of its stakeholders that there is a clear division of responsibilities between the Board of Directors, the Supervisory Board and the annual general meeting of shareholders in a well-functioning system of checks and balances.

In this section, we address our overall Corporate Governance, and provide information on our compliance with the best practice provisions of the Code. Occasional deviations from the Code are explained and information on the reasons for any such deviations are provided at the end of this section. In case of any substantial changes to the Corporate Governance structure of the Company and its compliance with the Code, the shareholders shall be informed at an Annual General Meeting (the “General Meeting”).

Board of Directors

The Board of Directors is entrusted with the management of the Company, which means that, among other responsibilities, it defines the strategic direction, establishes the policies, and manages the Company’s day-to-day operations under the supervision of the Supervisory Board. The members of the Board of Directors collectively manage the Company and are accountable to the Supervisory Board and to the General Meeting. In performing its duties, the Board of Directors is guided by the interests of the Company and its enterprise. The Board of Directors follows its own rules determined in the profile of the Board of Directors, which defines responsibilities, competencies and decision-making processes.

The Board of Directors provides the Supervisory Board timely with information and, if necessary, consults with the Supervisory Board on important matters and submits certain important decisions to the Supervisory Board for approval.

Members of the Board of Directors are appointed by the General Meeting, subject to the right of the Supervisory Board to make a binding nomination to appoint a Board of Directors member in accordance with the relevant best practice provisions of the Dutch Civil Code and the articles of association (the “Articles of Association”). Since 28 February 2017, the Company’s Board of Directors consists of one “Director” (Chairman of the Board of Directors and CEO). The CEO has powers to represent the Company and discretion to exercise powers of representation and signing powers.

Dutch law provides that a member of the Board of Directors of a Dutch public limited liability company may not participate in the adoption of resolutions (including deliberations in respect hereof) if he or she has a direct or indirect personal interest conflicting with the interests of that company or its enterprise. Pursuant to the Board of Directors by-laws, each member of the Board of Directors must immediately report any (potential) personal conflict of interest to the Supervisory Board and to the other members of the Board of Directors and must provide all information relevant to the conflict. The Board of Directors by-laws provide detailed rules under which circumstances a conflict of interest of a member of the Board of Directors exists, and determines that the Board of Directors member may not be present at the meeting discussing such matters. During 2019 no conflicts of interest were reported. There were furthermore no transactions as referred to in the best practice provisions 2.7.4 and 2.7.5.

Supervisory Board

The Supervisory Board should supervise the policies carried out by the Board of Directors and the general affairs of the Company and its affiliated enterprise. In so doing, the Supervisory Board should also focus on the effectiveness of the Company’s internal risk management and control systems and the integrity and quality of the financial reporting. It offers advice to the Board of Directors. In discharging its duties, the Supervisory Board has regard for the interests of the Company and the business enterprise connected with it. The Supervisory Board meets at least four times a year and whenever a majority of its board members or its chairman considers this to be necessary. Resolutions of the Supervisory Board may, instead of at a meeting, be passed in writing – including by telegram, facsimile or telex transmission, or in the form of a message transmitted by any accepted means of communication and received or capable of being produced in writing – provided that all Supervisory Board members are familiar with the resolution to be passed and none of them objects to this decision-making process. The Supervisory Board passes its resolutions, inside as well as outside meetings, with an absolute majority of the votes of all the Supervisory Directors in office. In the event of an equal division of votes, the Chairman of the Supervisory Board has the casting vote.

The Chairman of the Supervisory Board determines the agenda and chairs the meetings of the Supervisory Board, monitors the proper functioning of the Supervisory Board, arranges for the adequate provision of information to the members of the Supervisory Board, and acts on behalf of the Supervisory Board as the main contact for the Board of Directors. Important topics and upcoming decisions are also dealt with in regular discussions and meetings between the Chairman of the Supervisory Board and the CEO. The Chairman of the Supervisory Board informs the other members of the Supervisory Board regularly on the outcome of his discussions and meetings. He also initiates the evaluation of the functioning of the Supervisory Board and the Board of Directors. All members have had sufficient time available for their duties relating to their membership of the Supervisory Board. Their availability for ad hoc calls, prompt response on emails and the fact that the members prepared the meetings well, regardless of their attendance at the meetings, and actively participated in the meeting discussions, demonstrate that they were all able to devote adequate attention to the Company.

On March 30, 2018, the Supervisory Board formed an audit committee consisting of Eun-Kyung Park, Dr Stephan Roppel and Thomas Bauer (chairman). As per 10 December 2019 Eun-Kyung Park resigned as member of the audit committee and a new audit committee was formed consisting of Michael Oschmann, Dr Stephan Roppel and Thomas Bauer (chairman).

General Meeting

At least one General Meeting shall be held each year, at the latest six months after the close of the financial year. The agenda and the explanatory notes to the agenda are published in advance and posted on the Company’s corporate website. The explanatory notes to the agenda contain all relevant information with respect to the proposed resolutions. All resolutions are made on the basis of the “one share, one vote” principle. The General Meeting reviews the Annual Report and decides on adoption of the financial statements and the dividend proposal, as well as on the discharge of the members of the Supervisory Board and the Board of Directors. The Board of Directors may add other items to the agenda of the General Meeting.

The Board of Directors shall be obliged to convene a General Meeting if one or more of the persons with meeting rights who alone or jointly represent(s) at least 10 percent of the issued share capital request(s) this in writing, stating the issues to be discussed. An extraordinary General Meeting may be convened by the Supervisory Board or the Board of Directors if deemed necessary. Furthermore, General Meetings shall be held in the event referred to in Article 2:108a of the Dutch Civil Code and as often as a member of the Board of Directors or a Supervisory Board member considers it necessary.

The resolutions proposed in the agenda were adopted at the General Meeting of ad pepper media International N.V. held in Amsterdam on 21 May 2019. In all, 9,943,338 voting rights, or 47.35 percent of the issued share capital and 47.55 percent of all shares with voting rights were represented at the Annual General Meeting.

Alongside the presentation of the annual financial statements for the 2018 financial year, key agenda items also included the discharge of the members of management and the Supervisory Board, the re-appointment of Thomas Bauer as member of the Supervisory Board and the re-election of the new auditor for the 2019 financial year as well as the authorisation to buy back treasury stock.

Long-term value creation

By bringing together three individual, strong segments in the area of performance marketing— each focused on advising, supporting and enabling its clients in their digital marketing strategy – and further developing these assets into relevant players – the Company focusses on above market average organic growth of these existing business lines and expanding the footprint of new services and products offered by those segments. At the same time, the Company strives to strengthen its operational and financial position, i.e. growing both top-line revenue and EBITDA as well as generating positive operative cash-flows each year. In the past financial year, all segments showed positive revenue growth with record EBITDA-levels as well as positive operative cash-flows on group level and hence, the past financial year 2019 clearly contributed to the Companies long-term value target.

Diversity

We aim for diversity on every level. We do not see diversity as merely a matter of gender or ethnicity but also of personality, skills and knowledge. We need men and women, people from different backgrounds and cultures. The ad pepper media group values this diversity and believes it contributes positively to the way we evaluate situations and make decisions. The more we utilise the differences between us and the more we can cooperate and learn from each other, the stronger we will be as a company that serves a highly diverse society and stakeholders. The Supervisory Board and the Board of Directors are fully aware that both boards currently lack gender diversity, we therefore do not have an even distribution of seats between men and women and that we do not have a diversity policy. We will take greater board-level gender diversity into account for future appointments without compromising our commitment to hiring the best qualified individuals for positions. In any future vacancies that arise, however, gender diversity will subsist to be one of the criteria in the selection process, and the Company shall continue to strive towards achieving a diverse composition of its boards within the next years.

Conflicts of interest

Under the criteria set out in the Dutch Corporate Governance Code, two of the three current members of the Company's Supervisory Board count as independent. Michael Oschmann, Supervisory Board Chairman of the Group, is not counted as independent in this respect as he is Managing Director of EMA Electronic Media Advertising International B.V., which holds more than 10 percent of the Company's share capital.

During 2019 no conflicts of interest were reported.

Insider trading policy

The ad pepper media group has a strict Code of Conduct on insider trading. The insider trading policy with regard to inside information and securities trading was adopted by the Board of Directors. The insider trading policy with regard to inside information and securities trading was adopted by the Board of Directors. This policy is publicly available on the Company's website. In accordance with applicable law and regulations (including the EU Market Abuse Regulation), the Company maintains insider lists and exercises controls around the dissemination and disclosure of potentially price-sensitive information. Transactions in the Company's shares carried out by the Board of Directors and the Supervisory Board members (including their closely associated persons) are as and when required, notified to the Dutch Authority for the Financial Markets (AFM), in accordance with the applicable provisions of the EU Market Abuse Regulation.

Substantial shareholdings

Shareholders owning 3 percent or more of the issued share capital of a listed company (a substantial shareholding or short position) must report this to the AFM as soon as this threshold is reached or exceeded. Subsequently, notifications to the AFM must be made as soon as a substantial shareholding or short position reaches, exceeds or falls below set thresholds. The thresholds are 3 percent, 5 percent, 10 percent, 15 percent, 20 percent, 25 percent, 30 percent, 40 percent, 50 percent, 60 percent, 75 percent and 95 percent of the Company's issued share capital. Shareholder's disclosures can be inspected in the register kept by the AFM and for the ad pepper media group the shareholdings as per December 31, 2019 are also disclosed on page 38 of this Annual Report.

Publication requirements under German law

In accordance with Section 26 (1) of the German Securities Trading Act ("Wertpapierhandelsgesetz"), the Company, in its capacity as a so-called domestic issuer ("Inlandsemitter") under the German Securities Trading Act, must publish any shareholding notifications under Dutch law immediately, but no later than three trading days after receiving them, via qualified media outlets. The Company must also transmit the notice to the German Federal Financial Supervisory Authority (BaFin) and to the German Company Register ("Unternehmensregister").

Internal audit function

The Supervisory Board annually considers the need to establish an internal audit function and following these discussions makes a recommendation to the Board of Directors. Considering the current size of the operations of the Company and taking into account its risk profile, the Supervisory Board advised to the Board of Directors that it does not yet deem it necessary to create an internal audit function.

Auditor

The independent auditor is appointed by the General Meeting. The Supervisory Board can nominate a candidate for this appointment, for which purpose the Board of Directors advises the Supervisory Board. The compensation of the independent auditor and any commissioning of the external auditor must be approved by the Supervisory Board following consultation with the Board of Directors. In view of its size, the Group does not employ any permanent internal auditors. The independent auditor is required to attend the General Meeting and the Supervisory Board meeting at which the independent auditor's report on its audit of the financial statements is discussed.

Statement by the Board of Directors (Dutch Corporate Governance Code)

For the purpose of complying with best practice provision 1.4.3 of the Code the Management Board believes that, to the best of its knowledge:

- the Company's internal risk management and control organization provides reasonable assurance that its financial reporting does not contain any errors of material importance;
- the internal risk management and control processes in relation to financial reporting functioned properly in 2019;
- the report provides sufficient insights into failings, if any (no failings in 2019), in the effectiveness of the internal risk management and control systems;
- the aforementioned systems provide reasonable assurance that the financial reporting does not contain any material inaccuracies;
- based on the strong balance sheet it is justified that the financial reporting is prepared on a going concern basis; and
- the report states those material risks and uncertainties that are relevant to the expectation of the Company's continuity for the period of twelve months after the preparation of the report.

The Board of Management is responsible for the establishment and adequate functioning of a system of governance, risk management and internal controls in the Company. It reports on and is accountable for internal risk management and control systems to the Supervisory Board and its Audit Committee.

The Company has implemented a risk management and internal controls designed to provide reasonable assurance that strategic objectives are met by creating focus, integrating management control over the Company's operations, ensuring compliance with applicable laws and regulations and by safeguarding its assets and the reliability of its financial reporting and its disclosures. The Company's risk management approach is embedded in its periodic business planning and review cycle and forms an integral part of business management.

With respect to financial reporting a structured self-assessment and monitoring process is used company-wide to assess, document, review and monitor compliance with internal control over financial reporting.

It should be noted that the above does not imply that these systems and procedures provide certainty as to the realization of operational and financial business objectives, nor can they prevent all misstatements, inaccuracies, errors, fraud and non-compliance with rules and regulations.

Remuneration Policy (see also chapter Remuneration Report)

General

The remuneration and the contracts between the Company and the members of its Management Board are determined by the Supervisory Board within the scope of the remuneration policy that has been adopted by the General Meeting.

The objective of the remuneration policy is to attract, retain and motivate the members of the Management Board as top-tier managers of an international company in a fast-moving commercial environment, while protecting and promoting the objectives of the Company and shareholders' value.

The remuneration for the members of the Management Board may consist of the following items:

- Periodically paid remuneration (fixed base salary)
- Short-term performance-related variable remuneration (bonus)
- Medium- and long-term performance-related variable remuneration (stock options)
- Remuneration payable in instalments
- Other benefits

Periodically paid fixed remuneration (base salary)

The base salary of the members of the Management Board is determined on an annual basis by the Supervisory Board. The fixed remuneration is determined by the Supervisory Board, usually within the first three months of each calendar year and with retrospective effect as of 1 January of that year. The fixed remuneration is typically increased in line with the inflation rate, but the Supervisory Board may decide otherwise.

Short-term performance-related variable remuneration (bonus)

Due to the business environment of the Company it is difficult to link the variable remuneration to previously determined and influenceable long term targets. The short-term variable remuneration for members of the Management Board should in principle consist of an annual performance-related bonus. The bonus is determined by the Supervisory Board on the basis of measurable and controllable targets such as the Company's income before taxation (EBITDA) or other financial or operational targets, as determined by the Supervisory Board.

Medium- and long-term performance-related variable remuneration (stock options)

The Company aims for a business policy which takes into account the interests of the shareholders and its other stakeholders. The Company wishes to promote commitment of the members of the Management Board to build the shareholders' value on a long term basis. The Company may therefore introduce one or more stock option plans for the members of the Management Board, which may or may not be linked to the performance of the Company. The exercise price of the stock options, the number of stock options and the other terms and conditions shall be laid down in the stock option plans.

Remuneration payable in instalments

The members of the Management Board have entered into part-time employment contracts with the Company. Upon dismissal of a member of the Management Board, the Company is in principle obliged to pay his / her fixed and variable salary and other benefits for the remaining term of the contract, but the Supervisory Board is authorized to deviate from this principle.

Other benefits

The Company shall indemnify each (former) member of the Management Board who was or is involved, or threatens to become involved, in his / her capacity as (former) member of the Management Board, as a party to any past, present or anticipated future actions or proceedings of any nature whatsoever, against all conceivable financial loss or harm that he / she has in fact and in all reasonableness suffered in connection with the actions or proceedings.

Other benefits may include but are not limited to life insurance, disability insurance, long-term health care insurance, company vehicle and cell phone usage.

In general, the Company, its subsidiaries and the companies whose financial details are consolidated by the Company shall not grant loans, advances or guarantees to members of the Management Board, but the Supervisory Board may resolve that the Company shall do so if the Supervisory Board deems that the granting of loans, advances or guarantees is in the interest of the Company.

During 2019 the Company was in compliance with the remuneration policy.

» **COMPLY OR EXPLAIN**

Introduction

The Corporate Governance structure and compliance with the Code is the joint responsibility of the Board of Directors and the Supervisory Board. They are accountable for this responsibility to the General Meeting. We continue to seek ways to improve our Corporate Governance by measuring it against international best practice. The Code was last amended on 8 December 2016. The new Code took effect on 1 January 2017, and code can be found at www.mccg.nl.

Non-application of specific best practice provisions is not in itself considered objectionable by the Code and may well be justified because of particular circumstances relevant to a company. In accordance with Dutch law, we disclose in our Report of the Board of Directors the application of the Code's best practice provisions. To the extent that we do not apply certain best practice provisions, we state the reasons. We take a positive view of the Code and apply most of the best practice provisions. The following provides an overview of exceptions that we have identified:

Principle 1.3 Internal audit function

Given the size of the Company and its risk profile, the Company does not have an internal auditor function of its own. Nevertheless, the Board of Directors and the Supervisory Board may implement internal audits on a case-by-case decision using internal and external resources. This has not occurred during 2019. The Company thus does not fully comply with best practice provisions 1.3.1, 1.3.2, 1.3.3, 1.3.4, 1.3.5 and 1.3.6 of the Code.

Principle 2.1 Composition and size

The profile of the Supervisory Board is not posted on the Company's website. Our opinion is that the Annual Report provides sufficient information in this respect. The Company therefore does not comply with best practice provision 2.1.1. This provision also states that the Supervisory Board should strive for a diverse composition with respect to nationality, age, gender, and educational and work background and should define specific targets to achieve this. The Supervisory Board believes that both the Board of Directors and the Supervisory Board are and will be composed in such a manner that the combination of experience, expertise and independence of its members satisfies the requirements set out in its profile. We believe that the composition of our boards allows them to properly and effectively carry out their duties. Our focus for new board members is on experience and education instead of explicit gender, age or nationality diversity targets. We therefore do not comply with best practice provision 2.1.5 of the Code. Finally, Michael Oschmann, Chairman of the Supervisory Board of the Group, cannot be regarded as independent as he is Managing Director of EMA Electronic Media Advertising International B.V. This Company holds more than 10 percent of the Company's share capital.

Principle 2.2 Appointment, succession and evaluation

The current member of the Board of Directors is appointed for an indefinite period. The Company does not comply with best practice provision 2.2.1. Members of the Supervisory Board are appointed for a term of four years and can be reappointed. The Company has adopted a policy of remaining open to the possibility that a Supervisory Board member will be reappointed after the maximum term contained in provision 2.2.2 due to his or her great knowledge of the Company and high level of involvement. In addition, the Supervisory Board will retire by rotation and may be reappointed in order to ensure that the lowest possible number of Supervisory Board members retire from the Board at the same time. The latter is not posted on the Company's website. The Company therefore does not comply with best practice provisions 2.2.2 and 2.2.4. The Company does not have a selection and appointment committee and does not comply with provision 2.2.5. As the Supervisory Board currently has just three members, the number of committees must be reduced to the minimum required.

Principle 2.3 Organisation of the Supervisory Board and reports

If the Supervisory Board considers it necessary, it can, according to the Company's Articles of Association, install committees from among its members, such as an audit committee, remuneration committee, and a selection and appointment committee and shall draw up a set of regulations for each committee. The Supervisory Board consists of three members. The Company decided to not form a remuneration committee and a selection and appointment committee and it is instead the collegiate responsibility of the Supervisory Board to prepare the decision-making of the Supervisory Board and perform the tasks of these committees as set out in the Code, unless stated otherwise herein. The Company does therefore not fully comply with best practice provisions 2.3.2, 2.3.3, 2.3.4 and 2.3.5. The Supervisory Board, due to its size, did not nominate a vice-chairman and does therefore not fully comply with best practice provisions 2.3.6 and 2.3.7.

Principle 2.4 Decision-making and functioning

Due to its size, the Supervisory Board did not nominate a vice-chairman and does therefore not fully comply with best practice provision 2.4.3.

Principle 2.6 Misconduct and irregularities

The Company has no plans to establish "whistleblower" guidelines governing the reporting of misconduct by Company employees. Given the Company's small size, there are short lines of communication and the Board of Directors is highly involved in the day-to-day business and employees already have the possibility of reporting suspected irregularities at the Company on a general, operational and informal level without jeopardising their legal position. The Company therefore does not fully comply with best practice provision 2.6.1. However, a Code of Conduct, setting out business principles for our employees and rules of conduct, was adopted in 2007 which allows for the possibility of anonymously reporting concerns about actual or suspected non-compliance with the Company's standards stipulated in its Code of Conduct.

Principle 3.1 Remuneration policy – Management Board

In deviation of best practice provision 3.1.2 of the Code, options granted to members of the Board of Directors under the BoD stock option plan ("SOP") can be partly exercised after a period of one year.

Principle 3.2.1 Remuneration committee proposal

A remuneration policy has been implemented and approved by the General Meeting. However, given the size of the Company and the Supervisory Board, a remuneration committee has not been and is not intended to be established.

Principle 3.2.3 Severance payments

The compensation paid in the event of dismissal of Mr. Körner may exceed one year’s salary, however, severance pay will not be awarded if the agreement is terminated early at the initiative of the management board member, or in the event of seriously culpable or negligent behaviour on the part of the management board member. In the event of his contract being terminated without cause as defined by the applicable law, the Company would remain obliged to compensate such member for the remaining term of his employment agreement. The Company believes that the contractual arrangement is well justified due to the long tenure of this board member. The Company does therefore not comply with best practice provision 3.2.3. See also page 34 “payments to employees on termination of employment in connection with a public takeover bid”.

Principle 3.3 Remuneration Supervisory Board

Supervisory Board members have been granted stock options. The Company does not comply with best practice provision 3.3.2 of the Code and deems this appropriate given the size of the Group and long-term involvement of the members of the Supervisory Board. Furthermore, the grant of 10,000 SOP for three Supervisory Board Members is regarded to be more symbolic rather than part of a regular remuneration.

Principle 3.4. Agreement of Board of Directors member

The existing contract with the Board of Directors does not contain any extraordinary elements; the remuneration essentially consists of fixed and variable remuneration. In the event of more complex contracts being concluded in the future, the Company will consider publishing a disclosure on its website.

Principle 4.2 Provision of information

While the Company focusses on the corporate calendar that covers all publication dates and planned conferences and will update investor presentations posted on the Company’s website whenever new information is available so that no single investor can gain an information advantage, due to the size of the Company and owing to the large number of meetings not every single meeting with or presentation to analysts, investors and institutional investors can be made available to follow in real time. The Company also does not post a policy on bilateral contacts with the shareholders on its website. This is in deviation from best practice provisions 4.2.2 and 4.2.3.

» **DECREE ARTICLE 10 TAKEOVER DIRECTIVE (BESLUIT ARTIKEL 10 OVERNAMERICHTLIJN)**

Introduction

In accordance with Article 10 of the Takeover Directive (Dertiende Richtlijn), companies with securities that are admitted to trading on a regulated market are obliged to disclose certain information in their board reports. This obligation has been implemented in Dutch law through Decree Article 10 Takeover Directive. The Group must disclose certain information that might be relevant for companies considering making a public offer with respect to the Group. The information which the Group is required to disclose, including a corresponding explanatory section, is presented below.

Capital structure

The Company has only one class of shares (ordinary shares) which carry equal rights. The issued share capital amounts to EUR 1,075,000 in total. The issued capital of ad pepper media International N.V. as at December 31, 2019 amounts to EUR 1,075,000 and is divided into 21,500,000 common bearer shares with a nominal value of EUR 0.05 each.

Obligation of shareholders to disclose share ownership

The Dutch authority for the financial markets (“AFM”) has to be notified of major shareholdings in respect of the Company in accordance with the Financial Market Supervision Act (Wet op het financieel toezicht), and the Ordinance to Disclose Major Shareholdings and Capital Investments in Institutions Issuing Securities (Besluit melding zeggenschap en kapitaalbelang in uitgevende instellingen).

Due to the listing of the shares on the German Frankfurt Stock Exchange, the Company must also in its capacity as a so-called domestic issuer (“Inlandsemitter”) under the German Securities Trading Act publish any shareholding notifications under Dutch law immediately, but no later than three trading days after receiving them, via qualified media outlets in accordance with Section 26 (1) of the German Securities Trading Act (“Wertpapierhandelsgesetz”). The Company must also transmit the notice to the German Federal Financial Supervisory Authority (BaFin) and to the German Company Register (“Unternehmensregister”).

Michael Oschmann, Supervisory Board Chairman of the Group, holds more than 10 percent of the Company’s share capital via EMA Electronic Media Advertising International B.V. and Euro Serve Media GmbH. On 23 October 2019 it came to our notice, that Axxion S.A. voting rights in the Company have fallen below the 3 percent threshold as per 2 June 2016.

Share ownership as per 31 December 2019:

	Shares	Shares
	Number	Percentage
EMA Electronic Media Advertising International B.V.*	9,486,402	44.12
Treasury stock	499,292	2.32
Dieter Koppitz*	823,197	3.83
Euro Serve Media GmbH*	556,163	2.59
Subtotal	11,365,054	52.86
Free float	10,134,946	47.14
Total	21,500,000	100.0

*as reported to the Company

Appointment and dismissal of members of the Board of Directors

The members of the Board of Directors are appointed on the basis of binding nomination made by the Supervisory Board. Where no binding nominations have been made, the General Meeting is free to select. The General Meeting may at any time resolve that the list of candidates is not binding by adopting a resolution passed with an absolute majority of the votes cast, representing more than one-third of the issued capital. If at least an absolute majority of the valid votes cast supports the resolution to render the nomination non-binding, but the required quorum of one-third of the issued capital is not represented, then this resolution may nevertheless be adopted at a second meeting to be convened. At such meeting, the resolution may then be adopted with at least an absolute majority of the valid votes cast, but without any quorum requirement.

The General Meeting may at any time suspend or dismiss any member of the Board of Directors. The Supervisory Board is entitled to suspend any member of the Board of Directors, and is obliged to notify the member of the Board of Directors in writing and without delay of this suspension, stating the reasons for such move. Furthermore, the Supervisory Board is then obliged to convene a General Meeting to pass a resolution either on lifting the suspension of the member of the Board of Directors or on his dismissal.

Shareholders’ agreement on limitations on exercise of voting rights

Each share issued by the Company entitles its bearer to one vote. There are no special statutory rights attached to the shares of the Company and no restrictions on the voting rights of the Company’s shares exist. There is also no employee participation in capital that does not allow employees to directly exercise their controlling rights. As far as is known to the Group, there is no agreement involving a shareholder of the Group that could lead to any restriction on the transferability of shares or of voting rights on shares.

Appointment and suspension of Supervisory Board members

The General Meeting appoints Supervisory Board members and is entitled at any time to suspend or dismiss any Supervisory Board member. The appointment, dismissal, or suspension of a Supervisory Board member is decided by the General Meeting by way of an absolute majority of votes cast. The Supervisory Board consists of no fewer than three members, including a Chairman, who will retire by rotation as defined in writing by the Supervisory Board and may be reappointed in line with the respective legal requirements. In principle, the lowest possible number of Supervisory Board members should retire from the Board at the same time.

Amendments to Articles of Association

The Articles of Association may only be amended by a resolution of the General Meeting in response to a proposal submitted by the Board of Directors with the approval of the Supervisory Board. Where the Board of Directors has not submitted any such proposal, any resolution to amend the Articles of Association may only be adopted with a majority of at least two-thirds of the votes validly cast in a meeting in which at least three quarters of the issued share capital is represented.

Buyback of treasury stock by the Company

On 21 May 2019, the General Meeting authorized the Board of Directors for a period of 18 months to buy back stock shares up to a maximum amount of 50 percent of the share capital outstanding at that time. The purchase price per share must amount to no less than 80 percent and no more than 120 percent of the opening share price on the date of the respective buyback.

Payments to employees on termination of employment in connection with a public takeover bid

In the event of a change of control, there is the option of extraordinary termination for Mr. Körner 12 months after the change of control takes effect. In the event of extraordinary termination of his contract, Mr. Körner is entitled to receive payment of compensation amounting to his respective annual target income through to the end of the contractually agreed term, amounting to a minimum of 150 percent of his current annual target income. A change of control in this respect arises when a shareholder gains control over the Company as defined by Paragraph 29 of the German Securities Acquisition and Takeover Act (WpÜG), i.e. acquisition of at least 30 percent of the voting rights in the Company.

In 2000, the ad pepper media group introduced a long-term incentive model in the form of stock option plans for employees in key positions, including members of the Board of Directors.

»» 04.2

THE AD PEPPER
MEDIA SHARE

» THE AD PEPPER MEDIA SHARE

Capital structure

The Company's shares are traded on the Prime Standard of the Frankfurt Stock Exchange under the symbol "APM" and the ISIN code NL0000238145. As per 26 July 2019 a total number of 1,500,000 shares have been cancelled. Consequently, the issued capital of ad pepper media International N.V. as at December 31, 2019 amounts to EUR 1,075,000 and is divided into 21,500,000 common bearer shares with a nominal value of EUR 0.05 each. As of 31 December 2019, the Company held 499,292 own shares (2018: 1,999,292).

The authorised share capital of the Company amounts to EUR 4,000,000, divided into 80,000,000 shares, with a par value of EUR 0.05 each. The Board of Directors is authorised, upon approval by the Supervisory Board, to issue shares until 15 May 2023, or to grant rights to subscribe for shares until the issued share capital amounts to EUR 2,000,000.

No changes in share capital occurred during the year in review.

Key share figures	2019	2018
Outstanding shares*	21,000,708	21,000,708
Market capitalisation (in EUR)	64.3m	56.8m
Year-end (in EUR)	2.99	2.47
Year high (in EUR)	2.99	4.41
Year low (in EUR)	2.10	2.06

*total number of issued shares less own shares

The ad pepper media share oscillated around the EUR 2.50 mark during the past financial year, which is somewhat disappointing given the announcement of cancellation of own shares (31 March 2019), publication of record financial results for the first quarter (23 April 2019) and increase of our financial guidance with the publication of the

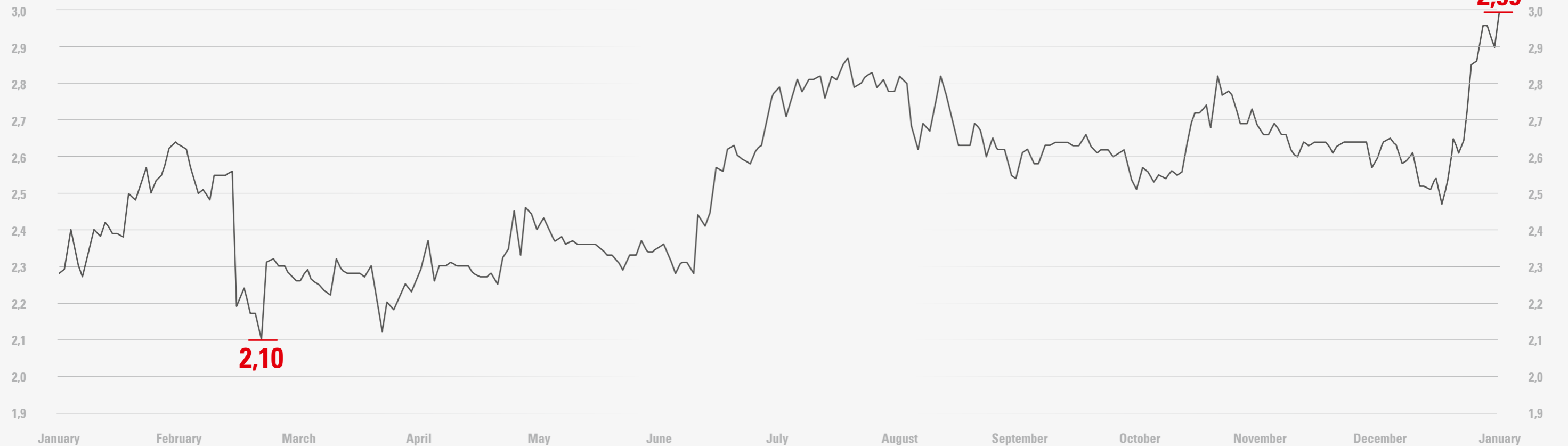
H1 (18 July 2019) and Q3 results (17 October 2019). However, the share price closed at EUR 2.99 as per 31 December 2019 representing an increase of 21 percent compared to last year's closing price.

Annual General Meeting

The resolutions proposed in the agenda were adopted at the Annual General Meeting (the "General Meeting") of ad pepper media International N.V. held in Amsterdam on 21 May 2019. In all, 9,943,338 voting rights, or 47.35 percent of the issued share capital and 47.55 percent of all shares with voting rights were represented at the Annual General Meeting.

Alongside the presentation of the annual financial statements for the 2018 financial year, key agenda items also included the discharge of the members of management and the Supervisory Board, the re-appointment of Thomas Bauer as member of the Supervisory Board and the re-election of the new auditor for the 2019 financial year as well as the authorisation to buy back treasury stock.

Share price performance in past 12 months (Xetra)



»» 04.3

BUSINESS ACTIVITY

» DISCLAIMER REGARDING FORWARD-LOOKING STATEMENTS

This report of the Board of Directors includes forward-looking statements that are based on management estimations, which are valid as of the time when this management report was prepared. Such statements relate to future periods, or are characterized by terms such as “expect”, “forecast”, “predict”, “intend”, “plan”, “estimate” and “anticipate”. Forward-looking statements can entail risks and uncertainties. Many such risks and uncertainties are determined by factors that cannot be influenced by the ad pepper media group. As a consequence, actual results may differ significantly from those described below.

» THE AD PEPPER MEDIA GROUP

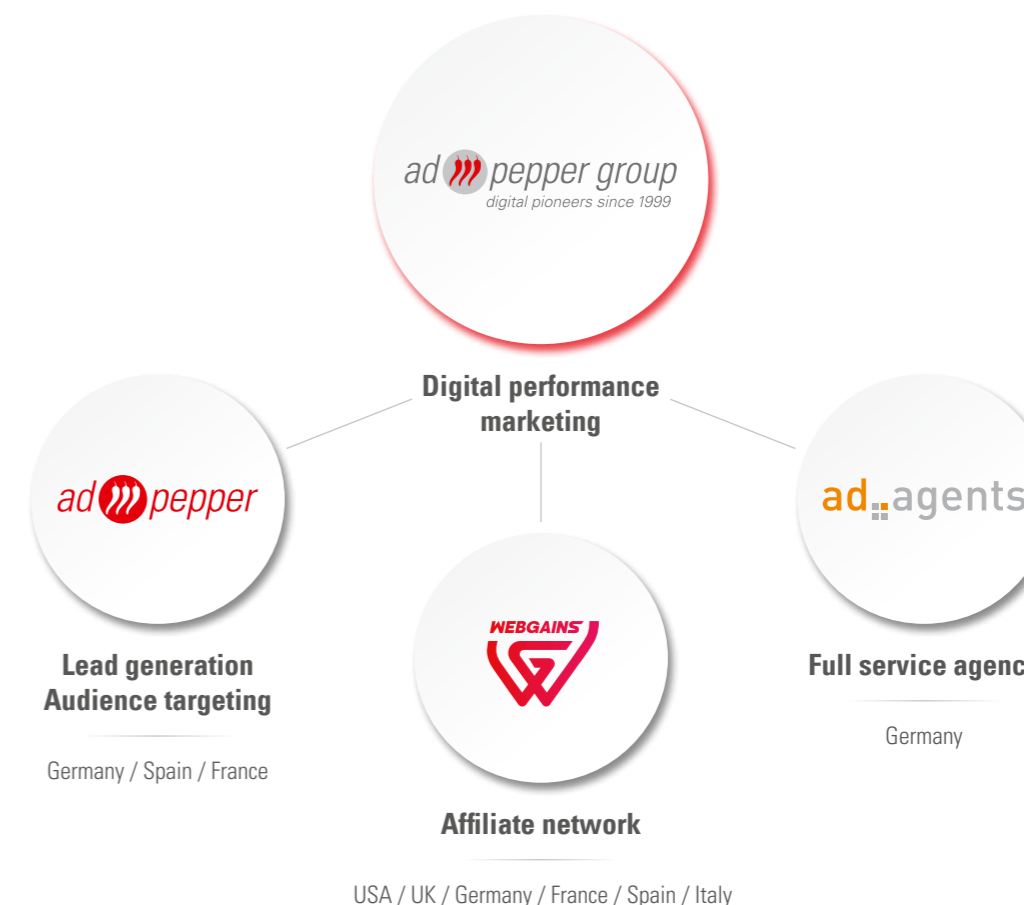
The ad pepper media International N.V. is the Holding Company of one of the leading international performance marketing groups. It was founded in 1999 and, thus, is one of the pioneers in the business of online marketing. With seven offices in four European countries and the U.S., the ad pepper media group globally develops performance marketing solutions for our customers.

The Company operates within the dynamic environment of digital commerce, which is characterised by dynamic growth in both consumer and advertising expenditure. Channels such as social media, search, video and mobile— to name just a few - continue to expand their market share. This dynamic is influencing our business and opens a range of new opportunities for our clients and us.

The ad pepper media Group works for large firms and major SMEs based in Europe and abroad. Our clients operate primarily in the „Trade & Consumer Goods“, „Financial Services“, „Telecommunication & Technology“ and „Transport and Tourism“ sectors. The ad pepper media group aims for long-term client relationships: The Company has been working for some of its clients for more than ten years.

As part of our long-term value creation strategy, we are focusing on organically growing the existing business segments, while evaluating opportunities for inorganic growth through value-accretive acquisitions. Today, the Group combines its business into three reporting segments that work in close cooperation with the Holding Company and operate independently on the market: ad pepper media (lead generation and audience targeting), ad agents (full service agency), and Webgains (affiliate network). Within the framework of the overall governance of the Group, the Holding Company (admin) takes responsibility for know-how transfer between the segments, the strategic focus, as well as financing and liquidity. Part of our overall strategy is to support and strengthen each segment individually as each business has its own distinctive culture, clients, product range and regional focus. The common umbrella across the three business segments is that we deliver performance-based solutions for our clients. That is, the advertiser only pays when there are measurable results (completion of specific actions). The most common models in performance-based marketing are: CPM (cost-per-mile), CPC (cost-per click), CPL (cost-per-lead), CPA (cost-per-acquisition).

ad pepper media also offers a broad range of services such as advice and development of strategies for the use of digital technology, the conception, implementation and execution of digital marketing and communication measures as well as advice on digital media strategies and digital media technologies and tools. It can therefore not be ignored that due to the growing importance of digital issues for the companies, the sheer volumes of budgets assigned to them and with the rising amount of data and the ever-growing importance of analyzing it (preferably in real time), a successful company in the field of digital marketing has to develop competencies that go beyond the effective allocation of digital media spend across multiple channels and managing the respective campaigns. It is therefore not surprising that – in some areas of our business – ad pepper media is competing more and more with well-known strategy and IT consultancies. The acquisition of the German company SinnerSchrader by Accenture in 2017 underlines the change in the competitive environment. A key piece of our Group strategy is therefore to strengthen our expertise and knowledge in this area.



» SEGMENTS OF THE AD PEPPER MEDIA GROUP

ad pepper media

The Group's success story began with ad pepper media in 1999. As a leading performance marketing company, it specialises in lead generation and targeting specific audiences. ad pepper media works with its customers to develop online marketing strategies for over 50 countries worldwide. ad pepper media also applies the latest technologies to each project. Whether at the local, national or international level, ad pepper media helps its customers meet their goals

by developing the most efficient online marketing strategies for their budget. By taking local conditions into consideration, ad pepper media is able to optimise campaigns for the target markets. Whether they are working with an agency or a direct customer, their aim is always the same: to deliver the best possible results for the customer. What makes ad pepper media different from its competitors? Many years of experience – and iLead. This unique platform enables them to generate customised campaigns that are adapted to their customers' markets in next to no time. And ad pepper media designed the platform themselves. So far, they have used iLead to successfully launch and manage over 30,000 campaigns worldwide and generate millions of qualified leads.

Offices: Nuremberg / Madrid / Paris



Iñigo Abrisqueta
Chief Executive Officer
ad pepper media Spain



Susanne Pilz
Managing Director
ad pepper media Germany

Webgains

A network is only as strong as its members. Thanks to Webgains' partnerships with over 250,000 publishers, their customers have access to one of the world's leading high-performance affiliate marketing networks – for the largest reach possible. What's more, Webgains' experienced acquisitions team works to sign up new high-quality publishers on an ongoing basis. Webgains joined the ad pepper media group in 2006. Today, over 1,850 customers located in 14 countries – from startups to global players – rely on Webgains registered and approved affiliate publishers services to deliver sales in over 170 global markets. When it comes to designing local and international campaigns, Webgains not only benefits from its strong publisher network but also the extensive experience of over 100 highly motivated experts with excellent knowledge of global markets – not to mention the most innovative tools.

Their current business development strategy focusses on a service-focused and performance differential, aided by an optimal mix of human and artificial intelligence and accelerated with machine learning. High-tech advances make it easy to quickly roll out scalable international campaigns. Meanwhile, customers can count on outstanding data security at all times and benefit from near real-time performance reporting. As well as being committed to the ongoing development of its tools, Webgains supports its employees' professional development at the company's integrated Webgains Academy. Everything they do is designed to turn Webgains customers into market leaders and maximise their sales. In short, their teams always give their all.

**Offices: Nuremberg / Madrid / Munich /
Bristol / London / New York / Paris**



Richard Dennys
Chief Executive Officer
Webgains

ad agents

ad agents joined the ad pepper media group in 2007. Today it is one of Germany's most successful online and performance marketing agencies – and with good reason. Their strategies are as unique as their personalised advice and support services. They are always optimised to suit the situation and specific requirements of ad agents customers. They maintain an overview of the entire digital advertising market and adapt their comprehensive service portfolio accordingly. Concept, management and optimisation: these factors are crucial for delivering an efficient marketing and sales solution. ad agents digital marketing experts always find the perfect strategy for increasing our customers' profiles and turnover – across all digital channels and on all devices.

Customers benefit from ad agents' sixth sense for trends, their extensive experience and transparent reporting. For years, national and international companies from virtually every industry have relied on ad agents for their digital marketing activities. Why? Because their campaigns deliver outstanding results.

Exceptional quality always pays off: ad agents is a certified Google Premier Partner, Microsoft Advertising Elite Agency as well as a Facebook Marketing Partner and maintains strong partnerships with leading-edge technology providers.

Office: Herrenberg



Dirk Lajosbanyai
Managing Director
ad agents



Wolfgang Schilling
Managing Director
ad agents

» EMPLOYEES AND VALUES

2019 has been a year of business-oriented headcount growth for the ad pepper media group, particularly in the ad agents and Webgains segments. In 2019 the headcount of the ad pepper media group continued to grow. A total of 216 employees work in the three business units and the Group's Holding Company as per 31 December 2019 which is an increase of 4 percent or 9 employees compared to the figure as per end of December 2018.

Number of employees	31/12/19		31/12/18	
	Number		Number	
ad pepper media	27		21	
Webgains	92		99	
ad agents	82		73	
Administration	15		14	

ad pepper media's employees are the key to the Company's success. ad pepper media strives to attract, develop and retain qualified and motivated people in a professional, safe and healthy work environment. ad pepper media complies with all local laws relating to working hours, vacation laws and occupational health laws, also taking into account the psychosocial work environment. Regular team activities as well as physical activity are encouraged.

In our Code of Conduct, ad pepper media defined a set of joined, equally important values that best express our focus on service/product leadership through innovation, long-term value creation and the creation of a fair, inspiring work environment for all our employees:

- Respect for people. We respect people, honor diversity, and treat each other fairly. These are the cornerstones of our culture and key to our ability to work successfully as a global team.
- Integrity. We operate with the highest standards of honesty and responsibility – as individuals and as a corporation – to be a role model through our business practices, community involvement, and environmental stewardship.
- Our customers' success. We ensure our customers' continuous success by forging deep relationships founded on our commitment to meeting their diverse technology needs and a shared passion for excellence.
- Initiative and accountability. We deliver on our promises to our customers, stakeholders, and to each other by taking risks, seeking proactive solutions, and assuming ownership of the results.

The Management Board promotes and applies these values thoroughly in all personnel related processes such as hiring, promotions and the review of employee performance.

To the best of our knowledge, we have not identified incidences of non-compliance.

»» 04.4

ECONOMIC
DEVELOPMENT

» MACROECONOMIC FRAMEWORK

The ad pepper media group's core markets: Eurozone, UK and USA

According to a report published by the International Monetary Fund (IMF) in November 2019, the global economy is in a synchronized slowdown, with growth for 2019 downgraded again - to 3 percent - its slowest pace since the global financial crisis. This is a serious climbdown from 3.8 percent in 2017, when the world was in a synchronized upswing. This subdued growth is a consequence of rising trade barriers, elevated uncertainty surrounding trade and geopolitics. Global growth in 2020 is projected to improve modestly to 3.4 percent, a downward revision of 0.2 percent from IMF's April projections.

In the eurozone, weaker growth in foreign demand and a drawdown of inventories (reflecting weak industrial production) have kept a lid on growth since mid-2018. Activity is expected to pick-up only modestly over the remainder of this year, and into 2020, as external demand is projected to regain some momentum and temporary factors (including new emission standards that hit German car production) continue to fade. Growth is projected at 1.2 percent in 2019 and 1.4 percent in 2020, according to IMF.

The United Kingdom is set to expand at 1.2 percent in 2019 and 1.4 percent in 2020. The projection for both years reflects the combination of a negative impact from weaker global growth and on-going Brexit uncertainty and a positive impact from higher public spending announced in the recent Spending Review. The IMF forecast assumes an orderly exit from the European Union followed by a gradual transition to the new regime. The UK formally left the EU on 31 January 2020. While the UK has agreed the terms of its EU departure, both sides still need to decide what their future relationship will look like. This will need to be worked out during the transition period, which began immediately after Brexit day and is due to end on 31 December 2020.

All in all, downside risks to the outlook are elevated. Trade barriers and heightened geopolitical tensions, including Brexit-related risks, could further disrupt supply chains and hamper confidence, investment, and growth. Such tensions, as well as other domestic policy uncertainties, could negatively affect the projected growth pickup in emerging market economies and the eurozone.

Online advertising market

Global media spending will grow 6 percent to USD 656 billion next year, according to the World Advertising and Research Center (WARC), helped by sponsorships for political advertising going into the U.S. presidential election. Digital advertising for the first time will make up more than half of the total at USD 336 billion. This forecast supports other research that shows advertisers are shifting their spending to digital media as consumers spend more time on smartphones watching videos, interacting on social media or browsing the mobile web.

Source: Ad Spend Forecast, Dentsu Aegis Network

However, in a statement made by IMF on 05 March 2020, due to the COVID-19 virus pandemic the IMF now expects 2020 Global growth to dip below the 2019 levels, but how far it will fall and how long the impact will be is still difficult to predict, according to IMF. A revised forecasts was not yet available on the date of this annual report.

» PRESENTATION OF EARNINGS POSITION

Development in gross sales, revenue and gross profit

The ad pepper media group increased its gross sales to EUR 83,774k in the 2019 financial year (2018: EUR 82,653k), equivalent to year-on-year growth of 1.36 percent. Revenue reached a record level and amounted to EUR 21,787k in 2019 (2018: EUR 20,272k). Gross profit – alongside revenue our second most important key figure – showed group-wide growth of 7.3 percent and amounted to EUR 20,967k in 2019 (2018: EUR 19,546k).

Offering more than 10 years of expertise with the full spectrum of performance marketing services, ad agents not only positioned itself as an early mover in the segment for Amazon SEO and SEA services, it was also one of the key growth drivers of the past financial year. Revenue increased by EUR 939k or 18.7 percent to EUR 5,949k (2018: EUR 5,011k). In terms of gross profit EUR 5,604k for the 2019 financial year could be posted in the ad agents segment. This corresponds to an increase of 17.1 percent compared with the previous year (2018: EUR 4,784k) and thus clearly outpaced the growth of the other two segments.

The Webgains segment increased its revenue by 1.8 percent to EUR 10,333k (2018: EUR 10,153k). Webgains benefitted from a continued sector-wide consolidation process as well as on-going product initiatives. For Webgains, the past financial year was also successful in terms of its gross profit. This came to EUR 10,101k in the past financial year (2018: EUR 9,937k), equivalent to growth of 1.7 percent. The ad pepper media segment reported strong revenue growth with an increase in revenue of EUR 412k to 5,523k (2018: EUR 5,111k). Gross profit rose over-proportionately to revenue growth by 9.5 percent to EUR 4,821k (2018: EUR 4,403k).

Development in operating expenses

Operating expenses at the ad pepper media group slightly declined by 0.4 percent to EUR 18,448k (2018: EUR 18,519k). Major reason for this decline was the Webgains segment, where operating expenses declined by EUR 745k to EUR 8,793k (2018: EUR 9,538) while operating expenses in the ad agents and ad pepper media segment increased moderately with EUR 200k and EUR 41k respectively.

EBIT, EBITDA, and EBT

The Group's earnings before interest and taxes (EBIT) amounted to EUR 2,519k in the past financial year (2018: EUR 1,027k). Earnings before taxes (EBT) amounted to EUR 2,310k (2018: EUR 837k). Earnings before interest, taxes, depreciation and amortization (EBITDA) at the Group came to EUR 3,512k in the past financial year (2018: EUR 1,354k). This is the best operating earnings figure in the Company's history.

In terms of individual segments, Webgains' EBITDA almost tripled compared to last year's figure to EUR 1,860k (2018: EUR 632k). This was due to slightly lower operating expenses, as outlined above, accompanied with positive gross profit growth. Thanks to important e-commerce shopping events like the so-called Singles Day, Black Friday and Cyber Monday, and the Christmas shopping season in general, in the fourth quarter alone, Webgains could generate an EBITDA of EUR 855k, representing some 46 percent of the EBITDA generated for the entire year in this segment (Q4 2017: EUR 406k). Webgains' EBITDA margin amounted to 16.1 percent in 2019 (in relation to revenue) (2018: 6.7 percent). The ad agents segment resulted in EBITDA of EUR 811k and thus significantly higher than the previous year (2018: EUR 40k). Moderate increase of operating expenses along with double-digit growth in gross profit is the reason for this superb development, as described above. Also here, the fourth quarter exceeded our expectations with EBITDA of EUR 317k, representing around 39 percent of the EBITDA generated for the entire year in this segment (Q4 2018: EUR -38).

EBITDA margin for 2019 as a whole was 13.6 percent (in relation to revenue) (2018: 0.8 percent). The third operating segment, ad pepper media, was once again the most profitable segment of the group and resulted in EBITDA of EUR 2,057k (2018: EUR 1,618k). The EBITDA figure for the whole year was mainly driven by the second quarter where EUR 859k was generated, equalling 42 percent of the EBITDA generated for the entire year in this segment. The superb performance of this quarter was largely driven by a single big (display) campaign, managed by the ad pepper media Germany. With an EBITDA margin of 37.2 percent in 2019 (in relation to revenue) (2018: 31.6 percent), ad pepper media was clearly the most profitable segment within the entire Group.

» PRESENTATION OF FINANCIAL AND NET ASSET POSITION

Cash flow

The gross cash flow amounted to EUR 2,675k (2018: EUR 1,179k) while a figure of EUR 6,482k (2018: EUR -1,522k) was reported for cash flow from operations. The higher gross inflow of funds is particularly due to the increase in net income for the period. Key factor driving the operational cashflow was the decrease in trade receivables. The net cash flow from investing activities came to EUR 1,636k in the past financial year (2018: EUR -64k), mainly for investments made for software for operational and administrative purpose as well as the sale of listed debt securities. The cash flow from financing activities amounted to EUR -1,173k in 2019, as against EUR -296k in the 2018 financial year. It included outgoing cash of EUR 486k (2018: EUR 214k) occurred for dividends paid to non-controlling as well as lease payments of EUR 687k.

Balance sheet structure

Total assets increased by EUR 4,442k to EUR 44,052k (December 31, 2018: EUR 39,610k). Current assets increased by EUR 4,385k to EUR 40,731k and non-current assets slightly increased by EUR 57k to EUR 3,321k. Right-of-use assets for capitalized leasing contracts for offices and vehicles amount to EUR 2,129k. Listed debt securities have been sold, resulting in liquid funds of EUR 25,229 (December 31, 2018: EUR 18,233k). Trade receivables decreased by EUR 2,732k to EUR 14,897k (December 31, 2018: EUR 17,629k).

On the equity and liabilities side, the company's equity showed an increase of EUR 1,528k to EUR 18,040k (December 31, 2018: EUR 16,512k), which is basically due to the cancellations of treasury shares. The equity ratio as of December 31, 2019 is on a still good level at 40.9 percent (December 31, 2018: 41.7 percent). Trade payables slightly decreased by EUR 374k to EUR 18,593k (December 31, 2018: EUR 18,967k). Long-term liabilities amount to EUR 1,713k (December 31, 2018: EUR 538k). Of these, EUR 1,447k relate to the lease liability for capitalized right-of-use assets. Current liabilities amount to EUR 24,299k (December 31, 2018: EUR 22,560k). Of these, EUR 799k relate to the lease liability for capitalized right-of-use assets. Liability for cash settled stock option plan amounts to EUR 209k.

The ad pepper media group was internally financed as of the balance sheet date. Its liquid funds (including securities measured at fair value) totalled EUR 25,229k at the end of December 2019 and decreased largely due to working capital movements (December 31, 2018: EUR 18,233k). The Company still has no non-current liabilities to banks.

»» 04.5

RISK REPORT

» FOREWORD

The German Corporate Sector Supervision and Transparency Act and the Dutch Corporate Governance Code lay down key requirements and obligations regarding risk management and control systems. In line with these requirements applicable in Germany and the Netherlands, the ad pepper media group operates a comprehensive and adequate risk management system. The regulations require the Board of Directors to ensure that the Company complies with all applicable laws and requirements, and to report to the Supervisory Board regularly on the internal risk management and control systems. The risk management system at the ad pepper media group identifies significant risks which could have implications for the Company. These risks are quantified and evaluated in terms of their potential implications. Finally, suitable measures are identified in order to counteract the risks in question.

Internal risk management and control system

The ad pepper media group is managed by a Board of Directors and Supervisory Board appointed by the General Meeting. The Supervisory Board responsibility is the oversight of the risk management system. Consistent with the requirements of the Dutch Corporate Governance Code, the Company has established a procedure for reporting actual or suspected irregularities within the Company and its affiliated enterprises. In addition, the Board of Directors has developed and implemented strategies, controls and mitigation measures to identify current and developing risks as part of the risk management system. Risk management policies and procedures are embodied in our Corporate Governance, Code of Conduct, and financial reporting controls and procedures. A variety of functional experts evaluate these business risks, and aim to mitigate and manage these risks on an ongoing basis.

Identified risks are divided into four types:

- Catastrophic (loss of ability to achieve business objectives, e.g. worst-case scenario)
- Major (reduced ability to achieve business objectives)
- Moderate (disruption to normal planning with a limited effect on achievement of business strategy and objectives)
- Low (no material impact on the achievement of business strategy and objectives)

All identified risks are evaluated based on their likelihood of occurring and their potential impact (estimated in monetary terms) in disrupting our progress toward achieving our business objectives. The overall risk management goal is to identify risks that could significantly threaten our success and to allow management sufficient opportunity to successfully implement mitigation actions. The results of the risk assessment and any updates are reported to the Supervisory Board on a regular basis. A detailed review of all underlying business risks is completed every year. At least once a year, the Supervisory Board discusses the corporate strategy and business risks as well as the results of an assessment by the Board of Directors of the structure and operations of the internal risk management and control systems, including any significant changes.

In addition to the dedicated risk management system outlined above, the following elements also serve to identify risks within the Group:

- Operational planning, including updated intra-year forecasts
- Quarterly financial statements
- Monthly and quarterly reporting by subsidiaries (comparing target and actual results) to the Group

» RISK CLASSIFICATION

Risks are classified as operational, strategic, financial risks, compliance and assessed according to their probability of occurrence and their potential financial impact. The major risks for each classification are described below:

» OPERATIONAL RISK

Infrastructure risk

Our products and services are dependent on users having access to the internet and in some cases also require substantial bandwidth. This access is at present made available by companies that have significant and growing influence on the market for broadband and internet access, such as telephone companies, cable companies, and mobile communication providers. Some of these providers could start adopting measures to interrupt or impair user access to certain products, or they

could increase the costs of user access to such products by limiting or forbidding the use of their infrastructure for our products and services, or they could charge us or our users higher fees.

This could lead to a loss of members in our advertising network as well as advertising customers, and ultimately to increasing costs. This could impair our ability to win new users and advertising customers and thereby adversely affect our revenues and our growth. The availability of our products and services is dependent on the uninterrupted operation of our IT and communication systems. Any damage to or failure in our systems could interrupt our services, which could reduce our revenues and profits, and damage our brand. Our systems could be damaged by flood, fire, power outage, telecommunication failure, computer viruses, terrorist attacks, attacks preventing computers from accessing services, and other forms of attack on our systems. Our data centres could become the target of intrusion, sabotage or willful vandalism, or they could be affected by faults occurring as a result of financial difficulties on the part of operators of data centres. Not all our systems are fully redundant and our natural disaster recovery plans cannot account for all eventualities. Natural disasters of this kind or operators of facilities we use deciding to shut down for financial reasons without reasonable notice and / or other unexpected problems at our data centres could lead to prolonged interruptions to our services.

In addition, in order to be successful, our network infrastructure must be efficient and reliable. The higher the user frequency and the complexity of our products and services, the more CPU performance we will need. We have invested heavily in acquiring and leasing data centres and equipment, and updating our technology and the infrastructure of our network in order to cope with growing traffic and the launch of new products and services, and we expect to continue doing so. These investments are costly and complex and can lead to efficiency losses or downtime. If we fail to expand successfully or if efficiency losses or downtime occur, the quality of our products and services as well as customer satisfaction could suffer. This could damage our reputation and result in a loss of existing and potential customers, advertising clients, and members of our network. Cost increases, a lower frequency of use on the part of our partners in the advertising network, failure to adapt to new technologies, or changed business requirements could adversely affect our revenue and financial strength.

We also use other IT suppliers, including data centres and broadband providers. Any disturbance in network access or colocation services by these providers, or their inability to process current or larger data volumes could seriously damage our business. Furthermore, financial or other difficulties on the part of our providers could have an adverse impact on our business. We have witnessed interruptions and delays in these services and in these the availability of IT infrastructure and expect these in future, too. Faults, interruptions or delays in conjunc-

tion with these technologies and information services could harm our relations with users, adversely affect our brand, and expose us to liability risks. Finally, our systems are extremely dependent upon power supply. In the case of major power outage, we would have to resort to emergency power units. It may happen that such emergency power units do not work correctly and that there is insufficient in the case of a major power outage.

Technology risk

It is conceivable that technologies will be developed that block or suppress the display of our advertising on the internet. Most of our revenues are generated in such a manner that advertising customers pay for their advertising to appear on websites. Technologies designed to block or suppress internet advertising could thus have an adverse effect on our operating results. For instance, major players in the market such as the mobile operators or the providers of application ecosystems such as Apple and Google may decide to introduce ad blockers to their systems. These could seriously obstruct the delivery of advertisements to users of mobile apps and thus harm the business of the ad pepper media group.

In general, the market for internet advertising is characterized by rapid technological change, developing industry standards, frequent introduction of new products and services, and changing customer behavior. The introduction of new products and services, and the emergence of new industry standards can render existing products and services obsolete and impossible to sell, or require unexpected investment in new technology. Our success will depend on our ability to adapt to rapid technological changes, to improve existing solutions, and to develop and launch a host of new solutions in order to meet our customers' and partners' continuously changing demands. Advertising customers, for instance, are increasingly demanding online advertising networks and advertising that go beyond pure stills, integrating "rich media", such as audio and video, interactivity and methods for more accurately targeted consumer contacts.

Our systems do not support all types of advertising formats. Equally, certain website operators within our network do not accept all of the advertising formats offered by us. Moreover, a further increase in fast and powerful internet access could generate new products and services which are only possible with increasing bandwidth. If we fail to successfully adapt to such developments, there is a risk that we could lose customers and / or parts of the advertising space marketed by us. We procure most of the software used at our Company externally and we plan to continue buying technologies from third-party suppliers in future as well. We cannot definitively say whether such technologies will continue to be available in future either at all or on commercially

reasonable terms. It is also possible that the trend towards marketing online advertising space via automated so-called ad exchanges, will intensify further. By establishing and optimizing demand-side platforms (DSPs) and / or supply-side platforms (SSPs), online networks such as the ad pepper media group may in future lose further relevance or even lose the basis of their business operations. We may also encounter problems which delay or prevent the successful design, development, introduction, or marketing of new solutions. Any solutions or improvements newly developed by us will have to fulfill the requirements of our present customers and prospective clients, and there is a risk that these will not meet with the desired acceptance on the market. If we fail to keep pace with technological developments and the launch of new industry standards at a reasonable cost, there is a risk that our expenditure will increase and that we will lose customers and advertising space.

Moreover, the number of people accessing the internet using devices other than PCs, including mobile phones, PDAs and e-mail assistants, as well as TV receivers, has grown dramatically in recent years. If we do not succeed in future in securing an appropriate number of users of alternative devices and gaining the loyalty of these users for our products and services, or if we are too slow in developing products and technologies compatible with communication devices other than PCs, we will miss out on an increasingly important share of the market for online services.

Fraud risk

The Group may be subject to fraudulent and malicious activities undertaken by persons seeking to use its platforms to divert or artificially inflate the buyer purchases through its platform, mainly through fraudulently generated advertising impressions overstating the performance of advertising impressions. As we do not own content, we rely in part on publishers for controls with respect to such activities. If fraudulent or other malicious activity is perpetrated by others, and the Group fails to detect or prevent it, the affected advertisers may experience or perceive a reduced return on their investment resulting in dissatisfaction with the Group's solution, refusal to pay, refund demands or loss of confidence of advertisers or publishers and ultimately withdrawal of future business.

Intellectual property rights

Our patents, trademarks, business secrets, copyrights, and other intellectual property rights constitute important assets for us. Various events beyond our control constitute a potential risk for our intellectual property rights. The same applies to our products and services.

Effective protection of intellectual property may not be available in every country where our products and services are distributed or offered via the internet. Furthermore, the efforts which we have made to protect our property rights may be insufficient or ineffective. Any significant impairment of our intellectual property rights can adversely affect our business or our competitiveness. Moreover, the protection of our intellectual property rights is costly and time-consuming. Any increase in the unauthorized use of our intellectual property could lead to increased administrative costs and work, and adversely affect our results. Although we aim to obtain protection for our intellectual property, it is conceivable that we may not be able to adequately protect some of our innovations. Moreover, in view of the often considerable costs of patent and / or intellectual property protection, we may refrain from protecting certain innovations and / or intellectual property which could prove to be important at a later date.

It is also possible that the scope of patent and / or intellectual property protection could turn out to be insufficient or that a previously granted patent is deemed to be invalid or non-enforceable. Furthermore, as our Company grows, there is a growing probability that lawsuits related to intellectual property issues will be filed against us. Our products, services, and technologies may fail to fulfill the demands of third parties, and irrespective of their validity, defending such claims can be time-consuming and costly, whether in or out of court. Furthermore, in the event that claims against us are successfully upheld, it we may have to pay significant damages, or discontinue services or practices, which may result in be violations of third party rights. We may also need to obtain licenses to continue our existing business operations; this may also involve considerable additional costs.

» STRATEGIC RISK

Personnel risk

Our future success is to a significant degree dependent on the continued service of the (single) member of our Board of Directors. If we lose the service of the (single) member of the Board of Directors, we may not be able to recruit suitable or qualified replacements and may incur additional expenses to recruit and train new staff, which could severely disrupt our business and growth.

In general, highly qualified employees and management staff form the basis of any company's long-term economic success. Retaining employees at the Company on a long-term basis is a factor of the utmost importance for the ad pepper media group, as is attracting

new, highly qualified employees. Any departure of large numbers of these employees over a short period and subsequent inability to find adequate replacements may inhibit the Company's business performance. Specifically, the Company cannot guarantee that it will be able to retain key top performers in the event of any further intensification in the competition for highly qualified employees, especially in the IT and internet sectors.

A lack of qualified and motivated personnel could negatively impact our development and growth, increase our costs and harm our reputation. We face competition for qualified personnel, for example those in IT and marketing positions. In addition, to attract or retain qualified personnel, we might have to offer more competitive compensation packages and other benefits, which could lead to higher personnel costs.

ad pepper media group continues to closely monitor the development around COVID-19. The wellbeing of our employees and partners is our highest priority in this situation. Since early March we have encouraged all employees to work from home which works out well given the nature of our business. We therefore do not expect major disruptions caused by COVID-19 in that respect, even in a scenario where we would be forced to encourage people to work from home over a period of several months.

Market risk

Our offering for advertisers and web publishers on the internet covers products and services where pricing is largely based on cost per action (CPA), cost per lead (CPL), cost per download (CPD), cost per thousand impressions (CPM), or cost per click (CPC). Every field of our business is exposed to strong competition, mainly from large media and/or performance (digital) agencies or other advertising and affiliate networks offering similar online services and products. Beside this group of companies, we also compete with search engine providers, social media channels and market places, such as Google, Facebook and Amazon, as well as large ad exchanges, i.e. marketplaces in which advertising space is auctioned in real time, similar to other market exchanges. Apart from this, we also compete with traditional advertising channels, such as direct marketing, TV, radio, cable, and print media, which are all striving to win a share of the total advertising budget for themselves.

Many existing and potential advertisers have competitive advantages over our Company due such factors as longer company histories, higher public awareness levels, larger customer bases, better access to popular websites, and significantly larger resources in terms of staff, finance, equipment, sales, and marketing. These companies use their experience and resources in competition with us in different ways, such

as pursuing more active M&A strategies, investing more in research and development, or competing more aggressively for advertising customers and websites. If our competitors succeed in offering similar or better services or more relevant advertising, this could lead to a significant loss of advertisers and web publishers and hence adversely affect our revenues.

Also, some internet users rely heavily on search engines such as the market leader Google when searching for news, products, etc. Search engines are based on complex and confidential algorithms. Search engine providers regularly make wide-ranging changes to their search algorithms. Hence, there is always a potential risk that the search engine rankings of our client's websites may fall temporarily or even permanently.

It can also not be excluded that Google, Amazon or other advertising platforms (such as Facebook) will in the future impose restrictions, which could limit our ability to launch marketing activities on behalf of our clients. In that case we may not be able to use these advertising platforms and no assurance can be given that we could find new advertising platforms or develop other forms of advertising at the same costs and/or with the same reach.

This would mean a serious reduction in traffic that could significantly affect the revenue and earnings situation of our clients as well as the ad pepper media group and its segments. Finally, the possibility of in-house handling of advertising network functions can represent a possible risk for the ad pepper media group both at the level of the attractiveness of its offering vis-à-vis advertisers as well as to its negotiating power vis-à-vis the providers of online advertising inventory.

Moreover, online advertising markets are characterized by rapid technological change, the establishment of new industry standards, regular launches of new products and services, and rapidly changing customer requirements. The introduction of new products and services based on innovative technologies and the resultant establishment of new industry standards could mean that our existing products and services become obsolete and unsellable, thus forcing us to make unforeseen and unplanned investments. Insufficient flexibility in adapting to these changes can have adverse effects on our revenue, finance and asset position.

We expect our sales growth to decline over the course of time as a result of base effects and increasingly tough competition. We also expect growing pressure on our operating margins as a result of increasingly tough competition and a general increase in expenditure in other areas of our business. Furthermore, the margin could fall as a result of our Company having to pay a higher share of our advertising revenue to our website partners within our website portfolio and / or affiliate network.

Dependency risk

The ad pepper media group and its segments have significant customer concentration, in terms of both advertisers and publishers (website owners), so economic difficulties or changes in the purchasing policies or patterns of its key customers could have a significant impact on the ad pepper media group's business and operating results. This applies specifically to one client. While the concentration of our business on a relatively small number of customers may provide certain benefits to us, such as potentially more efficient handling / decreased cost of sales, this concentration may expose the ad pepper media group to a material adverse effect if one or more of our large customers were to significantly reduce their business with us for any reason, or to favor competitors or new entrants. Customers do not make binding long-term commitments to the ad pepper media group regarding booking volumes and could seek to materially change the terms of their business relationship at any time. Any such change could significantly harm the ad pepper media group's business and operating results.

Platform risk

The Group's revenue growth depends partly on the ability to develop a reliable, scalable, secure, high-performance technology infrastructure that can efficiently handle increased usage globally. The platforms are scalable in principle. However, only the actual future expansion of the business will prove whether there is enough business available and the platforms scales well enough to cover the fixed cost base that has been built. Unability to develop a scalable platform may have significantly adverse consequences for our revenue as well as our asset and finance position.

» FINANCIAL RISK

Low profitability

We are exposed to risks that could prevent us from generating net profits in the future. These risks depend on several factors, including our ability to:

- maintain and expand our existing advertising space on websites of publishers and affiliates, owners of e-mail lists and newsletter publishers
- maintain and increase the number of advertising customers who use our products and services
- increase the number of products and services we offered

- adjust to changes in needs and habits of online advertising customers, also with a view to the technologies in demand on the market
- respond to challenges resulting from the large and growing number of competitors in the industry
- adapt to legal or regulatory changes with a view to the internet as far as these concern use, advertising, and trade
- achieve sales targets for partners with whom we have agreed minimum guarantees
- generate revenue from services in which we have invested significant time and resources
- give priority to long-term goals over short-term results when necessary
- adapt to technological changes designed to obfuscate or block online advertising on desktop PCs or mobile devices
- adapt to changes in the competitive environment
- achieve sufficient profitability and reputation in the market on the basis of our investments in new technologies and related products/services.

Should we fail to successfully handle these risks and uncertainties, this could have significantly adverse consequences for our revenue as well as our asset and finance position, see also note [41].

Risks of our M&A strategy

Historically, part of our Company's growth has resulted from mergers and acquisitions, and we will continue to consider acquisitions in future as well. Furthermore, we will continually review our portfolio of shareholdings to assess whether company acquisitions might be appropriate. Every acquisition or sale can have material consequences for our revenue and financial position. Furthermore, the integration of an acquired business or technology can cause unforeseen operational problems, expenditure, and risks. Areas in which we may face risks in this context include:

- implementation or modification of controls, processes, and strategies of acquired businesses
- diversion of management attention away from other business matters
- overvaluation of businesses acquired, acceptance of the acquired business's products and services by our customers
- cultural problems associated with the integration of the staff of acquired businesses into our Group
- continued employment of staff companies which we acquire
- integration of the accounting, management, and information systems as well as of the human resources administration and other administration systems of acquired businesses.

Tax risk

Our future income tax payments may be adversely affected by lower-than-expected profits in jurisdictions with lower tax rates and higher profits in jurisdictions with higher tax rates. If the valuation of our deferred tax receivables and payables changes this could also mean additional tax expenditure.

Furthermore, the determination our tax provisions and other tax liabilities worldwide is a highly complex process, and in many instances the final amount of tax to be paid is uncertain. Although we consider our estimates to be realistic, the actual tax result can differ from the amounts shown in our financial statements and significantly influence our financial results in the period or periods to which such tax assessment applies. Our tax liability forecast can be examined by the responsible tax authorities at any time. Any negative outcome of such an examination can have an adverse effect on our financial, revenue, and asset situation. Additionally, all of our tax positions are subject to changes in tax laws, regulations, jurisdiction as well as tax-related accounting standards and their interpretations.

New accounting standards

The International Accounting Standards Board (IASB) or other organisations may publish new or revised directives, interpretations, or other guidelines which could influence International Financial Reporting Standards (IFRS). As a result, it may happen that an accounting rule is adopted for which no rules previously existed, or that an accounting rule previously open for interpretation is declared to be generally valid. It is also conceivable that valid methods may be replaced entirely. Such IFRS-related changes can have a significant impact on our finance, revenue and asset positions. Moreover, inability to adopt new accounting standards in time may severely damage our reputation.

Liquidity and cash flow risk

All of the Company's liquid funds and short-term marketable securities are essentially managed by financial institutions. Based on the development of our business, the liquidity of ad pepper media International N.V. can at present be regarded as secure and, despite future investment in new companies, sufficient to meet all future payment obligations. A further moderate decline in liquid funds may arise if further investments are required in the future. Furthermore, the Company is dependent upon its customers' payment discipline. Our receivables are typically unsecured and result from sales which are predominantly generated with customers based in Europe. The Company checks its customers' creditworthiness on an ongoing basis and has made pro-

visions for potential cases of default. Finally, negative developments on the capital markets can restrict our ability to obtain financing. The past economic and financial crisis during 2008/2009 led to certain restrictions on the availability of corporate finance and created a scenario such as that outlined above. Looking ahead, it is not possible to completely exclude future restrictions on our liquidity situation, especially in the case of a return to a scenario described above. Should one or more financial institution go bankrupt in such a scenario, this may have severe consequences for the Company's assets and financial position.

Working capital risk

The Group's operating results and cash flow vary from quarter to quarter due to the seasonal nature of advertising spending. In contrast to the higher advertising budgets spent during the fourth quarter, the third quarter of the calendar year is typically the slowest in terms of advertising spend (summer quarter). This affects the Group's operating results, cash flow and cash requirements. In addition, digital advertising spend is volatile and unpredictable. In periods of lower advertising spending this may have a material adverse effect on the Group's revenue. Similarly, if faced with spikes in advertising spend and traffic, the group's platforms must be able to support increased traffic volumes and variety of advertising formats whilst maintaining a stable and effective infrastructure and reliable service to customers. This flexibility and stability require significant investments in both the Company's organisation and technology, which increase the cost base.

Capital risk

The price of our share at times experienced considerable fluctuation since its initial listing and will continue remain volatile in the future. The share price may move rapidly in response to factors beyond our control, including:

- fluctuations in our quarterly results or in the results of our competitors
- announcements of company sales and takeovers, new products, major contracts, business relationships or provision of capital
- recommendations by equity analysts or changed profit expectations
- publication of profits inconsistent with analysts' expectations; this risk can be considerable because as part of our investor relations strategy we do not communicate any profit outlook
- number of shares outstanding
- share sales by us or our shareholders
- short-selling, hedging or other derivative transactions with shares

Furthermore, the stock market in general and the market for technology companies in particular have witnessed extreme share price and trading volume fluctuations often unrelated or disproportionate to the operational performance of these companies. These general market and industry factors can seriously damage the price of our share irrespective of our actual performance.

Lower (or volatile) share prices may lead to an inability to attract strong long-term investors and limit our ability to raise new equity and attract key personnel.

In addition, in the past, lawsuits have been filed against such companies after times of high price fluctuations on the overall market or in individual shares. In the event that such lawsuits are filed against us, this could lead to significant costs and distract management time and resources.

Finally, as of 31 December 2019, EMA Electronic Media Advertising International B.V., one of the Company's founding shareholders, owned shares representing around 44 percent of the share capital and more than 80 percent of the voting rights at the Annual General Meeting. For the foreseeable future, EMA Electronic Media Advertising International B.V. will therefore continue to have significant influence on the management and on all matters requiring approval by the shareholders, including the election of board members, important Company transactions, such as mergers or the sale of the Company as a whole or in part. This concentration of control limits our shareholders' ability to influence Company matters and affects the liquidity of the ad pepper media share traded on the stock exchange. In view of this, we may implement measures that our shareholders do not deem expedient. This in turn may have a lasting negative impact on our share price.

» COMPLIANCE RISK

Governance risk

Besides operational and fiscal risks, our business activity harbors a wide range of legal risks. Legal disputes and other proceedings may cause considerable damage to our business, our reputation or our brands, and entail high costs. We are subject to a variety of laws and regulations, many of which are not yet firmly established or are still developing. This includes wide-reaching legislation covering consumer protection, data protection, e-commerce and competition. Antitrust and competition claims or investigations may also require changes to our business operations. Any such risks are counteracted by internal and external law experts who thoroughly examine all contractual and

regulatory matters. We endeavor to fulfill our obligations through constant monitoring and by avoiding conflicts arising from the violation of third-party rights or breach of regulatory provisions. No substantial litigation risks currently exist within the ad pepper media group.

Data risk

Websites usually install small files with an ID to identify a user, generally called "cookies", on a device. Cookies usually collect information about users so that websites can adapt their contents to user needs. The internet user's browser software forwards the cookie information to the website. We currently use cookies to track the traffic of internet users on the websites of our advertising customers, and to monitor and prevent fraud in our networks. Most of the latest internet browsers enable internet users to change their browser settings to prevent the storage of cookies on their hard disks. Internet users can also remove cookies from their hard disks at any time.

According to the General Data Protection Regulation ("GDPR"), which came into effect in May 2018 in Europe, and to the EU Privacy and Electronic Communications Directive, the consent of data subjects is required for storing information like cookies on a device. Therefore, the effectiveness of our technology may be impaired by regulations limiting or prohibiting the use of cookies. Furthermore, on the basis of the requirements set up by data privacy regulators, software manufacturers may provide new internet browsers bearing default settings where cookies are not accepted and the user has to actively change such settings to accept cookies ("privacy by default"). If the use or effect of cookies were restricted, we would have to switch to other technologies in order to collect geographic or behavior-related information. Although such technologies exist, they are far less effective than cookies. Furthermore, we would have to develop or buy new technologies in order to prevent fraud in our networks. Replacing cookies could become time-consuming and requires considerable investment. Their development could turn out to be economically pointless or it may not be possible to implement them early enough in order to prevent the loss of customers or advertising space. The use of cookie technology or a comparable technology to collect information about internet usage patterns may lead to lawsuits or investigations in future. Furthermore, many jurisdictions have detailed provisions concerning both the collection of personal data and the use of such data for direct marketing campaigns.

To date, the above data processing activity has not yet obtained an explicit clearance due to uncertain legal provisions, so we cannot exclude that local data privacy regulators take unilateral decisions which may restrict our business activity. Namely, the upcoming European regulations suggest the prohibition to make a general profile of users and such data processing shall be allowed only upon user's specific authorization. If adopted, such regulations would have a thorough impact on our business model.

In addition to this, a general consent requirement for any advertising delivered by electronic means to an identifiable user has been discussed in the context of the EU's proposed ePrivacy Regulation (Regulation on Privacy and Electronic Communications). This would have a negative impact as any advertising on the internet would require the prior consent of data subjects. If this requirement becomes applicable, the available market for advertisers and overall online sales could greatly reduce, along with the Company's revenues and profitability.

In addition, it is difficult for us to currently assess the risk arising from the replacement of the EU "Safe Harbor" agreement with the Privacy Shield in the context of international data transfer. Following in-depth examination of all significant IT services contracts and application of the European Commission's standard contractual clauses, we currently consider this risk as tolerable. A similar situation may apply following Brexit. According to a recently published statement of the European Commission, the UK will not automatically be granted an adequate data protection status. This could lead to additional effort for our clients as they will have to conclude contracts with EU standard contractual clauses for data hosting in the UK and inform data subjects that their data is being processed outside the EU. Despite this, the British government has made clear that the GDPR will be adopted into UK law at the point of exit, so there will be no substantive change to the rules that most organisations need to follow. The British government has also indicated its intention to seek an adequacy decision for the UK.

Although we abide by the applicable laws in the different jurisdictions, we cannot rule out the possibility that changes in legislation may have significant repercussions for our business models and revenues. Any litigation or governmental action against us could become costly and time-consuming, or compel us to change our business practice and divert management attention away from other business fields.

In addition, the regulatory environment in Europe is ever changing. With the GDPR, which came into effect in May 2018 in Europe, as well as the EU e-commerce Directive, compliance obligations and financial penalties for non-compliance are increasing significantly and could potentially harm our business. The ad pepper media group has set up working groups in close cooperation with its external data privacy officer to validate our full compliance with the new regulations. Nevertheless, the security measures which have been or will be implemented may not be effective, and ad pepper media's systems may be vulnerable to theft, loss, damage or interruption from a number of potential sources or events, including unauthorised access or security breaches, cyber-attacks, computer viruses, power loss, or other disruptive events. The ad pepper media group may not have the resources or technical sophistication to anticipate or prevent rapidly evolving forms of cyber-attacks.

Moreover, GDPR not only imposes new compliance obligations regarding the handling of personal data, it has also significantly increased financial penalties for non-compliance. Failure to comply with GDPR may lead to regulatory enforcement proceedings, which can result in monetary penalties of up to 20 percent of worldwide revenue, orders to discontinue certain data processing operations, private lawsuits, or reputational damage. If any person, including any of our employees, negligently disregards or intentionally breaches our established controls with respect to client or ad pepper media data, or otherwise mismanages or misappropriates that data, we could be subject to significant litigation, monetary damages, regulatory enforcement proceedings, fines and / or criminal prosecution in one or more jurisdictions. These monetary damages may not be subject to contractual limit of liability or exclusion of consequential or indirect damages and could be substantial. In addition, our liability insurance may not cover us against claims related to security breaches, cyber-attacks or other breaches.

Violations of other legal requirements

The aim of compliance is to ensure irreproachable business conduct at all times and in all respects. Any failure to fulfill legal requirements and report obligations, any violation of the Corporate Governance code or insufficient management transparency may pose a risk to the required compliance. For this reason, the ad pepper media group established a Group-wide Code of Conduct as well as an insider trading policy, which provides for the safety and support of employees in various professional situations. Despite comprehensive measures taken within the realignment of the compliance program and our compliance organisation, it is impossible for us to protect us against all risks.

More generally, from time to time we are or may become involved in private actions, investigations and various other legal proceedings by employees, suppliers, competitors, government agencies or others. Failure to comply with laws and regulations can damage our reputation and have negative financial and operational consequences.

» RISK APPETITE

This section highlights those risks that the Group is willing to take, as well as those that are unacceptable. It includes a series of risk assertions which are aligned to our strategy, together with the risk parameters within which we expect to work. The Group operates in markets with high growth potential that are subject to volatility and intense competition. We will pursue ambitious growth targets and we are willing to accept certain levels of risk to increase the likelihood of achieving or exceeding our strategic objectives, subject to the parameters below.

The Board's appetite for risk varies depending on the risk type. The Group measures risk by estimating the potential for loss of profit, staff turnover and reputational damage. The Board has a low tolerance for finance- and compliance-related risk. Conversely, it has a higher tolerance for operational and strategic risk:

Operational risks are managed through the ongoing budgeting, forecasting and reporting process as well as training activities to constantly improve and update employees' skills. Infrastructure risks are mitigated by regular backups, redundant server structures and moving to the cloud. To reduce fraud risk, anti-fraud teams are tasked with identifying unusual patterns, ideally in the design phase of advertising campaigns.

The cost of these measures and control systems must be commensurate with the benefits achieved. Management generally considers the likelihood of risks in the operational and technology area as moderate while evaluating the financial impact of each event depending on the specific risk field. Management's risk appetite in this field is moderate and we seek to mitigate risks through contracts, service level agreements, insurance and cooperation with established partners.

As far as strategic risks are concerned, we try to mitigate the personnel risk by providing attractive remuneration package, creation of a positive working environment and structured individual development plan. We try to manage the dependency risks and platform risks by building and maintaining customer relationships. We develop online advertising strategies and regularly monitor progress for existing clients and identify and build relationships with new customers.

In general, management addresses market risks by actively monitoring the developments and evaluating the actual exposure to these risks. This includes participation in industry events, gaining information from analysts and research firms as well as creating business cases for new product developments. The ad pepper media group has a track record of identifying market changes early and investing into winning products and services ahead of time. We will, however, not pursue growth at all costs and expect sufficient margins. We will primarily pursue organ-

ic growth strategies to meet our growth objectives. We aim for sufficient operating margins whilst protecting the long-term viability of the Group. In general, management's risk appetite in this field is moderate.

In the field of financial risks, management addresses the low profitability risk mainly through transparency and the permanent review process in connection with monthly results, forecasting and budgeting. In the event of M&A, a dedicated program management team will be established for the accelerating shareholder value creation transformation. Currency risks, for instance, are sought to be minimized through natural hedging by increasing the company's cost base in EUR. As far as Brexit uncertainty and political instability, in general, is concerned, the breadth of our service portfolio and our geographic reach help to mitigate our exposure to any particular localised risk. At the same time, investments outside the United Kingdom currently have a higher preference. We monitor proposed changes in taxation legislation and new accounting standards to ensure these are taken into account when we consider our future business plans. We try to manage the working capital risk by increasing and diversifying our client base in a way, which allows us to become less dependent on fourth quarter gross sales. While the Group continues to be independent on external funding, the risk of not finding these funds is not regarded as imminent. Matters of substantial significance are also reviewed with the Supervisory Board through the two-tier board structure. Management realizes that the expansion of the business does require some risk taking and evaluates its risk appetite as medium. Management therefore estimates this overall financial risk to be low.

As far as compliance risks are concerned, as the Group is growing in a complex and rapidly changing environment and is in an ongoing process of establishing and improving its processes, regulatory violations may occur. Management's risk appetite is generally low and matters of substantial significance are also reviewed with the Supervisory Board through the two-tier board structure. The ad pepper media group is committed to complying with the laws and regulations of the countries in which we operate. However, with the General Data Protection and e-Privacy Regulation, compliance obligations and financial penalties for noncompliance are increasing significantly. Should the risk materialize, it would have a very high, potentially critical impact. We mitigate the risk by working with well-established external partners such as tax, legal and audit advisors in all countries we are operating, as well as building in-house capabilities through training and qualification measures for existing staff.

The following overview table shows a summary of risk type and respective risk appetite:

Risk category	Risk	Appetite
Operational risk	Infrastructure risk	Moderate
	Technology risk	Moderate
	Fraud risk	Low
	Intellectual property rights risk	Low
Strategic risk	Personnel risk	Low
	Market risk	Low
	Dependency risk	Moderate
	Platform risk	Moderate
Financial risk	Profitability risk	Low
	Risks of our M&A strategy	Low
	Currency risk	Moderate
	Brexit uncertainty	Moderate
	Tax risk	Low
	New accounting standards	Low
	Liquidity and cash flow risks	Low
	Working capital risk	Moderate
Capital risk	Low	
Compliance risk	Governance risk	Low
	Data risk	Low
	Violations of other legal requirements	Low

» EVALUATION OF RISK MANAGEMENT SYSTEM EFFECTIVENESS

The ad pepper media group's long-term strategy is focused on creating value for our shareholders and stakeholders through profitable growth. In implementing this strategy the Company has evaluated the relevant operational, strategic, financial and compliance risks as well as the risks and opportunities of future market trends for e-commerce in general and for digital advertising providers in particular. The Board of Directors is responsible for identifying and managing risks with appropriate measures. Significant issues are also reviewed with the Supervisory Board through the two-tier board structure. Internal controls have a high priority and are continuously assessed and further improved. Separation between executive and controlling functions and compliance with directives and operating instructions are an integral part of the internal control system and no risk with a significant impact were identified. The risk management and internal control systems, however, provide absolute assurance that errors, fraud losses, or unlawful acts will not occur. During the 2019 financial year, no significant shortcomings were found in the internal risk management and control system, and no risk with a significant impact were identified. From a current perspective, we foresee no risks that, even in conjunction with other risks, could threaten the continued existence of the ad pepper media group. Please also refer to the disclosure on page 79 in the Consolidated Financial Statements.

We are convinced that risk management has to be part of the mindset and working methods of our staff, and retaining control is of prime importance to us. The Company continued to work on optimising its risk management and internal control systems in 2019 while acknowledging that such systems cannot offer absolute assurance against errors of material importance. The Board of Directors is conscious that the company does not yet have an internal audit function, and has discussed this with the Supervisory Board. After an in-depth discussion the Board of Directors and the Supervisory Board concluded that the company does not currently require an internal audit function, although this may change in future depending on further company growth. From its evaluations, the Board of Directors concludes that the risk management system as well as the control of the business processes and the internal control within the company are sufficient, professional, appropriate and effective. The Board of Directors is of the opinion that the risk management system with its controls and processes provides an adequate level of assurance on the reliability of financial information and control information in accordance with relevant laws and regulations.

In the past financial year, the ad pepper media group and its external data privacy officer worked closely to ensure fulfilment of the obligations imposed by the European legislator through the GDPR. Regular meetings were held and results presented to the Board of Directors as well as the Supervisory Board.

In 2019, ad pepper media has further improved its risk management by implementing an information security management system (ISMS) based on ISO 27001. This standard adopts a process-based approach to establishing, implementing, operating, monitoring, maintaining and improving the Company's ISMS.

» OPPORTUNITIES AND OUTLOOK

We publish our sales and financial targets for the Group each year and update these where necessary in the course of the financial year. In 2019, the ad pepper media group achieved record financial results. Driven by a solid growth, we generated consolidated revenue of EUR 21,787k and EBITDA of 3,512k. The ongoing digital transformation, focusing on the right customers with the right set of services and products and thanks to the hard work of more than 216 staff members helped achieving the best financial performance in the Company's history.

In 2020, we will be pursuing our growth opportunities in a targeted manner. For our organic growth strategy, no additional financing is needed given the strong balance sheet. We will continue to invest in new products and services. We will concentrate on lucrative customer groups, as well as on broadening and diversifying these customer groups. Hiring and retaining staff remains one of the biggest challenges for firms in our industry - investing in people therefore remains business priority.

However, the timing and volume of hiring additional staff will be considered carefully, taking into account macroeconomic developments, key characteristics of our industry and the individual performance of our three segments. Having said that, ad pepper media group continues to closely monitor the development around COVID-19. The wellbeing of our employees and partners is our highest priority in this situation. Since early March we have encouraged all employees to work from home which works out well given the nature of our business.

Given the duration of the situation in China, the negative impact in other countries outside China and now also the spread across Europe and the US, we unfortunately have to conclude that a short-term normalization will not occur. The development over the coming weeks and months is impossible to predict and we currently cannot quantify the effect this could have on our full-year revenue and earnings. While in some sector groups and verticals we see significant negative effects (e.g. travel, transportation and tourism), we identify a large number of clients who may accelerate the trend from selling their services and products online (instead of offline), resulting in higher digital ad spent and higher revenue for ad pepper media. Which of the two trends will prevail is too soon to say.

We will of course manage this situation as best we can short-term, but at the same time continue to work on strengthening our brands and offerings, so we can continue our momentum with satisfying growth in both revenue and earnings once the situation normalizes.

»» 04.6

RESPONSIBILITY
STATEMENT

» RESPONSIBILITY STATEMENT

In accordance with the EU Transparency Directive, as incorporated in Chapter 5.1A of the Dutch Financial Supervision Act (Wet op het financieel toezicht), the Board of Directors declares that, to the best of its knowledge:

- The Consolidated Financial Statements for the year ended 31 December 2019 give a true and fair view of the assets, liabilities, financial position and profit or loss of ad pepper media International N.V. and its consolidated companies.
- The report of the Board of Directors gives a true and fair view of the position as of the balance sheet date and the state of affairs during the 2019 financial year of ad pepper media International N.V. and its affiliated companies, of which the data has been included in the Consolidated Financial Statements
- The report of the Board of Directors describes the principal risks that ad pepper media International N.V. faces.

Board of Directors
ad pepper media International N.V.



Dr. Jens Körner, CEO

Nuremberg, 26 March 2020



» 05

CONSOLIDATED
FINANCIAL STATEMENTS

» CONSOLIDATED INCOME STATEMENT

		1/1 - 31/12/2019	1/1 - 31/12/2018
	Note	kEUR	kEUR
Gross sales*	[6]	83,774	82,653
Media cost**	[8]	-61,987	-62,381
Revenue		21,787	20,272
Cost of sales	[8]	-820	-726
Gross profit		20,967	19,546
Selling and marketing expenses	[9]	-12,225	-12,621
General and administrative expenses	[10]	-6,853	-5,925
Other operating income	[11]	943	494
Other operating expenses	[12]	-313	-467
Operating profit		2,519	1,027
Financial income	[13]	22	96
Financial expenses	[13]	-231	-286
Income before taxes		2,310	837
Income taxes	[14]	-390	-302
Net income		1,920	535
attributable to shareholders of the parent company		1,352	247
attributable to non-controlling interests		568	288
Basic earnings per share on net income for the year attributable to shareholders of the parent company	[15]	0.06	0.01
Diluted earnings per share on net income for the year attributable to shareholders of the parent company	[15]	0.06	0.01
Weighted average number of shares outstanding (basic)	[15]	21,000,708	21,000,708
Weighted average number of shares outstanding (diluted)	[15]	21,172,664	21,303,855

*Gross sales represent the total amount billed and billable to clients by the Group, net of discounts, VAT and other sales-related taxes. Disclosure of gross revenue information is not required under IFRS; however, it is voluntarily disclosed from 1 January 2018 onwards in the Consolidated Income Statement as management has concluded that the information is useful for users of the financial statements. Please refer to Note [6]

**Media cost relate to payments made to suppliers of ad inventory (commonly referred to as media buys and publishers). Disclosure of media cost information is not required under IFRS; however, it is voluntarily disclosed from 1 January 2018 onwards in the Consolidated Income Statement as management has concluded that the information is useful for users of the financial statements. Please refer to Note [8]

» CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	1/1 - 31/12/2019	1/1 - 31/12/2018
	kEUR	kEUR
Net income	1,920	535
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss:		
Currency translation differences	51	-12
Income tax recognised on other comprehensive income	0	0
Other comprehensive income, net of tax	51	-12
Total comprehensive income	1,971	523
Attributable to non-controlling interests	568	288
Attributable to shareholders of the parent company	1,403	235

» CONSOLIDATED STATEMENT OF FINANCIAL POSITION – ASSETS

		31/12/2019	31/12/2018
	Note	kEUR	kEUR
Non-current assets			
Intangible assets	[16], [17]	359	218
Property, plant and equipment	[17]	391	330
Right-of-use assets	[2], [41]	2,129	0
Listed debt securities	[18]	0	2,274
Other financial assets	[19]	442	442
Total non-current assets		3,321	3,264
Current assets			
Trade receivables	[20]	14,897	17,629
Other receivables	[21]	340	422
Income tax receivables	[22]	218	7
Other financial assets	[23]	47	55
Cash and cash equivalents	[24]	25,229	18,233
Total current assets		40,731	36,346
Total assets		44,052	39,610

» CONSOLIDATED STATEMENT OF FINANCIAL POSITION – EQUITY AND LIABILITIES

		31/12/2019	31/12/2018
	Note	kEUR	kEUR
Equity attributable to shareholders of the parent company			
Issued capital	[25]	1,075	1,150
Share premium	[26]	63,782	63,782
Reserves	[2]	-47,752	-49,274
Total		17,105	15,659
Non-controlling interests	[28]	935	853
Total equity		18,040	16,512
Non-current liabilities			
Deferred tax liabilities	[14]	41	210
Other liabilities	[29], [41]	1,672	328
Total non-current liabilities		1,713	538
Current liabilities			
Trade payables	[30]	18,593	18,967
Contract liabilities	[31]	146	0
Other liabilities	[2], [32], [40]	2,982	2,499
Other financial liabilities	[33], [41]	2,075	912
Income tax liabilities	[14]	503	182
Total current liabilities		24,299	22,560
Total liabilities		26,012	23,098
Total equity and liabilities		44,052	39,610

» CONSOLIDATED STATEMENT OF CASH FLOWS

		1/1 - 31/12/2019	1/1 - 31/12/2018
	Note	KEUR	KEUR
Net income		1,920	535
Adjustments for:			
Depreciation and amortisation	[16], [17], [41]	993	327
Gain/loss on sale of fixed assets	[11], [12]	-8	-3
Share-based compensation	[38]	44	-59
Gain/loss on sale of securities and other investments (after bank charges)	[18], [13]	122	-48
Other financial income and financial expenses		86	238
Income taxes	[14]	390	303
Income from the release of accrued liabilities	[11]	-906	-389
Other non-cash expenses and income		34	276
Gross cash flow		2,675	1,179
Change in trade receivables	[20]	2,811	-3,907
Change in other assets		88	-56
Change in trade payables	[30]	533	1,554
Change in other liabilities		912	-208
Income taxes received		8	425
Income taxes paid		-458	-503
Interest received		22	61
Interest paid		-109	-67

		1/1 - 31/12/2019	1/1 - 31/12/2018
	Note	KEUR	KEUR
Net cash flow from/used in operating activities		6,482	-1,522
Purchase of intangible assets and property, plant and equipment	[16], [17]	-524	-95
Proceeds from sale of intangible assets and property, plant and equipment	[11], [12]	8	3
Loans granted	[19]	0	-15
Loans repayment		0	-20
Proceeds from sale of securities		2,152	2,480
Purchase of securities		0	-2,417
Net cash flow from/used in investing activities		1,636	-64
Cash settlement of stock option plans	[38]	0	-82
Payment of lease liabilities	[41]	-687	0
Dividends to non-controlling interests	[28]	-486	-214
Net cash flow from/used in financing activities		-1,173	-296
Net decrease/increase in cash and cash equivalents		6,945	-1,882
Cash and cash equivalents at beginning of period		18,233	20,127
Effect of exchange rates on cash and cash equivalents		51	-12
Cash and cash equivalents at end of period	[23]	25,229	18,233

» CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 2019

		Balance at 1/1/2019	Total comprehensive income	Share-based payment	Dividends	Cancellation of treasury share	Balance at 31/12/2019
	Note						
Issued capital (kEUR)	[25]	1,150				-75	1,075
Share Premium (kEUR)	[26]	63,782					63,782
Reserves	[27]						
Treasury reserve (kEUR)		-5,299				3,861	-1,438
For employee stock option plans (kEUR)	[38]	2,514		44			2,558
Accumulated deficit (kEUR)	[2]	-45,281	1,352			-3,786	-47,715
Currency translation differences (kEUR)		-1,208	51				-1,157
Subtotal reserves (kEUR)		-49,274	1,403	44		75	-47,752
Equity attributable to shareholders of the parent company (kEUR)		15,658	1,403	44		0	17,105
Non-controlling interests (kEUR)	[28]	853	568	0	-486		935
Total equity (kEUR)		16,511	1,971	44	-486	0	18,040

» CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 2018

		Balance as at 1/1/2018	Effect of adoption of new accounting standards	Balance at 1/1/2018	Total comprehensive income	Share-based payment	Issuance of shares	Dividends	Reclassification of SOPs	Cash settlement of SOPs	Balance at 31/12/2018
	Note										
Issued capital (kEUR)	[25]	1,150		1,150							1,150
Share Premium (kEUR)	[26]	63,782		63,782							63,782
Reserves	[27]										
Treasury reserve (kEUR)		-5,217		-5,217						-82	-5,299
For employee stock option plans (kEUR)	[38]	2,746		2,746		81			-313		2,514
Accumulated deficit (kEUR)	[2]	-45,041	-487	-45,528	247						-45,281
Currency translation differences (kEUR)		-1,196		-1,196	-12						-1,208
For unrealised gains/(losses) from available- for-sale securities acc. to IAS 39 (kEUR)		-487	487	0							0
Subtotal reserves (kEUR)		-49,195	0	-49,195	235	81			-313	-82	-49,274
Equity attributable to shareholders of the parent company (kEUR)		15,738	0	15,738	235	81	0	0	-313	-82	15,659
Non-controlling interests (kEUR)	[28]	779		779	288	0	0	-214	0	0	853
Total equity (kEUR)		16,517		16,517	523	81	0	-214	-313	-82	16,512



»» 06

NOTES TO THE
CONSOLIDATED
FINANCIAL STATEMENTS

» CORPORATE INFORMATION [1]

The Consolidated Financial Statements of ad pepper media International N.V. (the "Company") for the year ended 31 December 2019 were authorised for issue by the Board of Directors on 26 March 2020. ad pepper media International N.V. is a public company incorporated in the Netherlands, domiciled at Frankenstrasse 150 C, 90461 Nuremberg, Germany and is the ultimate parent and controlling party of the ad pepper media group (the "Group"). The Company's shares are publicly traded under WKN 940883 (ISIN NL0000238145) on the Prime Standard of the Frankfurt Stock Exchange. The business activities of ad pepper media International N.V. involve holding investments in other entities whose objective is to market advertising space on the internet and providing services for the subsidiaries. Since its formation, the Group has been geared towards acting flexibly to meet the requirements of a whole range of different markets as an international group.

The ad pepper media group is an international provider of interactive products and services for websites and advertisers. The Company currently markets campaigns and websites in more than 50 countries and operates from seven offices in four European countries and the USA. The ad pepper media group uses state-of-the-art technology to link thousands of small, medium and large websites to form a top-quality advertising network with global reach and a precise focus on its target groups. In addition to a regional, national and international marketing presence, website partners receive a large number of other important products and services such as traffic analysis and performance optimisation, provided by the ad pepper media group and its affiliated entities in a localised form.

» ACCOUNTING PRINCIPLES [2]

Basis of preparation

The Consolidated Financial Statements have been prepared on a historical cost basis, except for employee benefit liabilities, which have been measured at fair value. The Consolidated Financial Statements are presented in EUR. All values are rounded up or down to the nearest thousand euro (kEUR) or million euro (mEUR) except where indicated otherwise. Due to rounding, individual figures may not add up exactly to the totals stated. Based on the requirements of the Dutch Civil Code, a full Annual Report comprises reports from the Board of Directors and the Supervisory Board, Consolidated Financial Statements, Company financial statements and other information. This report includes the reports from the Board of Directors and the Supervisory Board, Consolidated Financial Statements, Company Financial Statements and other information.

Statement of compliance

The Consolidated and Company Financial Statements of ad pepper media International N.V. and its subsidiaries have been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union (EU), in conjunction with Part 9 of Book 2 of the Dutch Civil Code. The same accounting principles may be applied in the Company's Financial Statement and the Consolidated Financial Statements. If the accounting principles of the Company's Financial Statements differ from the accounting principles applied in the Consolidated Financial Statements, this is disclosed.

Basis of consolidation

The Consolidated Financial Statements comprise the financial statements of ad pepper media International N.V. and its subsidiaries as at 31 December each year. The financial statements of the subsidiaries are prepared for the same reporting year as those of the parent company, using consistent accounting policies. Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All business combinations are accounted for under the acquisition method. In accordance with this method, the purchase price has been allocated to the fair value of the interest held in the net assets of the consolidated subsidiaries at the time of acquisition.

Changes in accounting policies and estimates

The accounting policies adopted in the preparation of the Group's annual Consolidated Financial Statements are consistent with those followed in the preparation of the Group's annual Consolidated Financial Statements for the year ended 31 December 2018 except for the adoption of new standards effective as of 1 January 2019.

The Group applies, for the first time as of 1 January 2019, IFRS 16 Leases. The nature and effect of the changes as a result of adoption of this new accounting standard is described below.

Several other amendments and interpretations apply for the first time in 2019, but do not have an impact on the consolidated financial statements of the Group. The Group has not adopted any standards, interpretations or amendments available for early adoption that have been issued but are not yet mandatory.

In January 2016, the IASB issued IFRS 16, which is to replace the previously applicable standard IAS 17, as well as three lease-related interpretations. The ad pepper media group adopted the new standard for the financial year beginning 1 January 2019, using the modified retrospective approach, i.e. comparative figures for the preceding year were not adjusted. In comparison to the previous standard, IFRS 16 changes how companies account for their leases. The relief provision provided by IFRS 16 (with regard to short-term contracts or leases with a contract value below EUR 5,000) does not have a material impact.

The effect of adoption IFRS 16 as at 1 January 2019 (increase / decrease)

	kEUR
Assets	
Right-of-use assets	2,387
Liabilities	
Lease liabilities	2,521
Deferred rental benefits	(134)
Total adjustment on equity	0

The Group has lease contracts for office space and cars. Before the adoption of IFRS 16, the Group classified each of its leases as operating leases, where the leased property was not capitalised and the lease payments were recognised as rent expense in profit or loss on a straight-line basis over the lease term.

In doing so, all identifiable assets, liabilities and contingent liabilities are recognised at fair value and measured accordingly in the consolidated balance sheet. Following adjustments to the fair values of assets acquired and liabilities assumed, any resulting positive difference is capitalised in the balance sheet as goodwill. Situations in which the fair value of net assets is greater than the purchase price paid result in a negative difference. In the event that such difference remains following reassessment of the allocation of the purchase price or determining the fair value of acquired assets, liabilities and contingent liabilities, this is recognised immediately as income. The proportion of assets, liabilities and contingent liabilities of the subsidiary applicable to non-controlling interest is also recognised at fair value. All intra-group balances, transactions, income and expenses, and profits and losses resulting from intra-group transactions that are recognised in assets are eliminated in full.

Consolidated Group

The subsidiaries included in consolidation are as follows:

Entity	31/12/2019	31/12/18
	Share in percent	Share in percent
ad pepper media GmbH, Nuremberg, Germany	100	100
ad pepper media France S.A.R.L., Paris, France	100	100
ad pepper media Spain S.A., Madrid, Spain	65	65
ad pepper media USA LLC, New York, USA	100	100
Webgains Ltd., London, United Kingdom	100	100
ad agents GmbH, Herrenberg, Germany	60	60
Webgains GmbH, Nuremberg, Germany*	100	0

*Webgains GmbH was incorporated on 19 December 2019, and the capital contribution was made on 19 December 2019. The company was registered in the commercial register in January 2020.

Upon adoption of IFRS 16, the Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The standard provides specific transition requirements and practical expedients, which have been applied by the Group.

The Group recognised right-of-use (“RoU”) assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets were recognised based on the amount equal to the lease liabilities, net of rent benefits previously accrued. Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The lease liabilities as at 1 January 2019 can be reconciled to the operating lease commitments as at 31 December 2018 as follows:

	kEUR
Operating lease commitments as at 31 December 2018	2,765
Commitments relating to short term leases	-96
Commitments relating to leases of low-value assets	-17
Discount effect calculated with incremental borrowing rate as at 1 January 2019	-131
Lease liabilities as at 1 January 2019	2,521

Summary of new accounting policies

Set out below are the new accounting policies of the Group upon adoption of IFRS 16, which have been applied from the date of initial application:

Right-of-use assets

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

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. For more details please refer to Note 3.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of office space and cars (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e., below EUR 5,000). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

The following further amendments, improvements and interpretations to existing standards require first-time application in the financial year beginning 1 January 2019:

- **Amendments to IFRS 9 “Prepayment Features with Negative Compensation”:** These amendments had no impact on the Consolidated Financial Statements.
- **IFRIC 23 “Uncertainty over Income Tax Treatments”:** This interpretation had no impact on the Consolidated Financial Statements.
- **Amendments to IAS 28 “Long term interest in Associates and Joint Ventures”:** These amendments had no impact on the Consolidated Financial Statements.
- **Amendments to IAS 19 “Plan Amendment, Curtailment or Settlement”:** These amendments had no impact on the Consolidated Financial Statements.
- **Annual improvements to IFRS Standards 2015-2017 cycle:** These amendments had no impact on the Consolidated Financial Statements.

New amendments and interpretations requiring application in financial years beginning after January 2019:

- **IFRS 17 “Insurance Contracts”** (publication: May 2017): The new standard, which once effective for reporting periods beginning on or after 1 January 2021 will replace IFRS 4 Insurance Contracts, has no impact on the Group.

- **Amendments to IFRS 3 “Business Combinations”** (publication: October 2018): These amendments are intended to clarify the minimum requirements for a business, narrowing the definitions of a business and of outputs, giving guidance whether an acquired process is substantive. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.
- **Amendments to IAS 1 and IAS 8 “Definition of material”** (publication: October 2018): The issued amendments are intended to align the definition of “material” across the standards and clarify certain aspects of the definition. The new definition states that, “information is material, if omitting, misstating or obscuring it could reasonably be expected to influence decisions the primary users of general-purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity”. The amendments to the definition of material are not expected to have a significant impact on the Group’s consolidated financial statements.

Significant accounting judgements, estimates and assumptions

In the application of the Group’s accounting policies, which are described below in Note [3], the directors are 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. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Judgements, estimates and assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date have been applied in particular to the assessment of revenue from contracts with customers (Note [5]), accrued liabilities for outstanding affiliate payments (Note [30]), incremental borrowing rates of right-of-use liabilities (Note [41]), the provision for expected credit losses of trade receivables (Note [40]), share based payments (Note [38]) and on the measurement of deferred tax assets on losses carried forward (Note [14]).

A) Judgements

Preparing the financial statements in accordance with the IFRS requires the Group management to make judgements in respect to the recognised amounts of revenue in all three operational segments. The Company assesses its revenue arrangement in its business units against specific criteria in order to determine if it is acting as principal or agent.

The factors specified by IFRS 15 indicate that the Group does not control services before they are transferred to customers. Therefore, the Group determined that it is an agent in all its customer contracts and is recognising its revenue on a net basis, consequently excluding media cost owed to delivery partners from revenue and cost of sales respectively.

B) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Accrued liabilities

In measuring accrued liabilities for affiliate credits not yet disbursed in the Webgains segment, reference has been made to assumptions determined with the assistance of various controlling and reporting tools. Based on various evaluations, the ad pepper media group assesses the disbursement of credits for confirmed transactions that have not been called up more than one year after the closure of the programme as well as of credits of inactive publishers as unlikely and has reduced the accrued liability by the resultant amounts.

The provision for expected credit losses of trade receivables

An impairment analysis is performed at each reporting date using a matrix to calculate expected credit losses (ECL) for trade receivables. The provision is initially based on the Group’s historical observed default rates and potentially adjusted with forward-looking information. At every reporting date, the historical observed default rates are updated, changes in the forward-looking estimates and evidence for impairment are analysed.

Share based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield, and assumptions about them. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Group uses a Monte Carlo simulation model. For cash-settled share-based payment transactions, which have been reclassified from equity-settled stock options, the liability must be remeasured at the end of each reporting period up to the date of settlement, with any changes in fair value recognised in profit or loss. The assumptions and models used for estimating fair value for share-based payment and cash-settled transactions are disclosed in Note [38].

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available, against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits together with future tax planning strategies. Further information is presented in the note on incomes taxes (Note [14]).

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease contracts for offices and cars. Therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available. The Group estimates the IBR using the market interest rate provided by its bank.

» SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES [3]

Foreign currency translation

The Consolidated Financial Statements are presented in EUR, which is the Company’s functional and presentation currency. Each entity in the Group determines its own functional currency, and items included in the financial statements of each entity are measured using that functional currency.

Transactions of foreign currencies are initially recorded at the functional currency rate applicable at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange applicable at the balance sheet date. All differences are applied as either profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate applicable on the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate applicable on the date when the fair value was determined.

As at the reporting date, the assets and liabilities of those subsidiaries that have a functional currency other than the EUR are translated into the presentation currency of ad pepper media International N.V. (EUR) at the rate of exchange applicable at the balance sheet date, and their income statements are translated at the weighted average exchange rates for the year. The exchange differences arising from the translation are applied directly to other comprehensive income. On disposal of a foreign entity, the deferred cumulative amount recognised in other comprehensive income relating to that particular foreign operation is recognised in the income statement.

The significant foreign currency exchange rates developed as follows:

Foreign currency per EUR 1	Closing rate	Closing rate	Average rate	Average rate
	31/12/19	31/12/18	2019	2018
USD	1.1162	1.1454	1.1277	1.1837
GBP	0.84748	0.9027	0.8776	0.8929

Property, plant and equipment

Property, plant and equipment are stated at historical cost, excluding the costs of day-to-day servicing, less accumulated depreciation and accumulated impairment in value. Subsequent costs are included in the asset’s carrying value or recognised as separate asset, as appropriate, only when it is probable that future economic benefits associated with the line item will flow to the Group and the cost of the item can be reliably measured. Depreciation is calculated on a straight-line basis over the useful life of the assets. The estimated useful lives of the assets are between three and ten years. An item recorded under property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset is derecognised.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. All intangible assets have finite lives and are amortised using the straight-line method over the useful economic life and assessed for

impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at each financial year-end. Gains or losses arising from derecognising an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the income statement when the asset is derecognised.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- **Office space** 1 to 5 years
- **Vehicles** 3 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, var-

iable lease payments that depend on an index or a rate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Group’s lease liabilities are included in other long-term liabilities.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of office space and cars (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be of low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Research and development costs

Research costs are expensed as incurred. An intangible asset resulting from the development of an individual project is only capitalised when it cumulatively meets the criteria for recognition stipulated in IAS 38. During the period of development, the asset is tested for impairment annually. Following the initial recognition of the development expenditure, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use.

Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that a non-monetary asset (property, plant and equipment; intangible assets, right of use assets) may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset’s recoverable amount. An asset’s recoverable amount is the higher of the fair value of the asset or cash-generating unit less costs to sell and its value in use and is

determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. The valuation model is based on a discounted cash flow method.

Impairment losses are recognised in the income statement in those expense categories consistent with the function of the impaired asset. For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of the recoverable amount.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If this is the case, the carrying amount of the asset is increased to its recoverable amount. This increased amount shall not exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised on the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. Impairment losses recognised for goodwill are not reversed for subsequent increases in its recoverable amount.

Other receivables

Other receivables consist mainly of security deposits made for rental agreements. Upon initial recognition, other receivables are measured at fair value. Subsequently, they are measured at amortised cost, after deduction of any write-downs. A write-down is applied when objective indications suggest that the receivable may not be fully collectible.

Investments and other financial assets

Financial assets within the scope of IFRS 9 Financial Instruments are classified and subsequently measured at fair value through profit or loss, amortised cost, or fair value through OCI, as appropriate.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it

needs to give rise to cash flows that are "solely payments of principal and interest (SPPI)" on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Currently the most relevant to the group categories are:

- Financial assets at amortised cost (debt instrument), which includes trade receivables
- Financials assets at fair value through profit or loss

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impaired. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss. This category includes listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI.

A financial asset is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired

Or

- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Fair value

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; discounted cash flow analysis or other valuation models. If the fair value of an unquoted equity instrument cannot be measured reliably, it is carried at cost.

Impairment of financial assets carried at amortised cost

The Group recognises an allowance for expected credit losses (ECL) for all debt instruments not held at fair value through profit or loss. For trade receivables and contract assets, the Group applies a simplified approach in calculating ECL in line with IFRS 9. A default on receivables expected over the respective term (stage 2 of the impairment model) is determined for trade accounts receivable based on historical default rates for a respective customer portfolio, adjusted for forward-looking factors specific to the debtors and the economic environment, based on segment and geographic allocation.

When actions such as insolvency or comparable proceedings have been initiated or other substantial indications that receivables are impaired become apparent like a deterioration of the payment behaviour, the receivables are individually tested for impairment (stage 3 of the impairment model). All receivables more than 90 days overdue are tested for impairment. Impaired debts are written off when they are deemed uncollectable. In the reporting year, bad debt allowance on trade receivables was applied at a rate of 50 percent after 120 days overdue, 75 percent after 240 days overdue, and 100 percent after one year overdue. However, in certain cases the Group may also consider a financial asset to be uncollectable when external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full, before taking into account any credit enhancements held by the Group.

The carrying amount of the asset is reduced through use of an allowance account. The amount of the loss shall be recognised in profit or loss. If the amount of the impairment loss decreases in a subsequent period and the decrease can be related objectively to an event occurring after the recognition of impairment, the impairment loss previously recognised is reversed. Any subsequent reversal of an impairment loss is recognised in profit or loss to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

Treasury shares

The Group's own equity instruments that are repurchased (treasury shares) are deducted from equity. No gain or loss is recognised in the income statement on the purchase, sale, issue, or cancellation of the Group's own equity instruments.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and in hand. For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

Provisions and accrued liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation although the respective due date or amount is still uncertain. If the effect of the time value of money is material, long-term provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Accrued liabilities are obligations to pay for goods or services received or delivered that have neither been paid, nor invoiced by the suppliers. Even though estimates are occasionally required to determine the amount or timing of accrued liabilities, the degree of uncertainty is generally much lower than for provisions. Accrued liabilities are recognised under trade payables.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract.

Financial liabilities

Financial liabilities are liabilities that must be settled in cash or other financial assets. Based on their nature, financial liabilities are measured at amortised costs and are derecognised upon settlement or cancellation.

Share-based payment transactions**Equity-settled transactions**

Employees (including senior executives) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments (“equity-settled transactions”). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they are granted. The fair value is determined by an external value using an appropriate pricing model, further details of which are given in Note [40]. The cost of equity-settled transactions (remuneration cost) is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the “vesting date”).

The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The income statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share (further details are provided in Note [15]).

Cash-settled transactions

A liability is recognised for the fair value of cash-settled transactions. The fair value is measured at modification date and at each subsequent reporting date up to and including the settlement date, with changes recognised in employee benefits expense in profit or loss.

Revenue from contracts with customers

The Group is in the business of providing performance marketing services, in which third parties provide services to its customers. When another party provides goods or services to its customers, the Group determines whether it is a principal or an agent in these transactions by evaluating the nature of its promise to the customer. The Company has concluded that it is acting as an agent in all of its revenue arrangements, as its role is restricted to arranging a third-party supplying ad inventory to deliver the ad to the end customer. Consequently, the Group records revenue at the net amount that it retains for its services, which is limited to campaign management, while media cost for ad inventory used is excluded from the revenue definition. For further explanations, please refer to Note [2].

Revenue from contracts with customers is recognised when the service is rendered. Depending on the requirements of the specific product, this usually occurs when successful transactions result from user action (CPA), ad impressions are generated (CPC) or personal data is provided (CPL). Gross sales represent the total amount billed and billable to clients by the Group, net of discounts, VAT and other sales-related taxes. Disclosure of gross sales information is not required under IFRS, however, it is voluntarily disclosed in the Consolidated Income Statement, as management has concluded that the information is useful for users of the financial statements.

As all performance obligations have an original expected duration of less than one year and meet the requirement of the right to invoice practical expedient in IFRS 15.B16, the Company does not disclose the amount of the remaining performance obligations.

Rendering of services**Webgains**

Revenue in this segment is generated by placing the merchant’s advertising on publishers’ websites (affiliate marketing). By using the Webgains technology platform, appropriate publishers are selected for placement of the advertisements on websites likely to drive traffic back to the merchant’s website and consequently enhance the merchant’s transaction values. The merchant pays us on a cost-per-action basis (CPA), which means that the merchant only pays when successful transactions result from the traffic. The price billed to the merchant consists of an override and a commission. The override is considered the amount the Group is entitled to for its services. The commission is the amount paid to our publishers and is excluded under IFRS 15 from the revenue definition. Consequently, commission to publishers is also not included in the Group’s cost of sales. The contractual agreement provides the customer with a recall period, where every occurred transaction can be cancelled within a certain period.

Depending on the industry the transaction occurred in, the recall periods range from 30 days in the fashion and beauty industry up to 360 days for insurance, travel and mobile sales. Based on historical data, the Group calculates at year-end the amount to be recognised as return assets and refund liabilities for transactions in the recall period.

ad pepper media

Revenue in the ad pepper media segment is generated by marketing internet advertising space. Advertising customers book units (ad impressions, ad clicks, registrations, mail-outs, transactions) via the Company, and these are then supplied over a period defined by the customer. ad pepper media customers pay us on the basis of cost per click (CPC), cost per lead (CPL) or cost per impression (CPM). All of the three billing methods consist of media costs owed to ad pepper media’s delivery partners and a service charge as an amount levied by the Group for its services. The media cost is the amount paid to the delivery partners and is excluded under IFRS 15 from the revenue definition. Consequently, media costs are also not included in the Group’s cost of sales.

In cases in which the campaign starts before the balance sheet date and lasts beyond this date, revenue is accounted proportionately based on the stage of completion at the end of the reporting period. Stage of completion is determined as the proportion of the costs incurred until the end of the reporting period in the total costs of the campaign, which can be reliably estimated.

ad agents

Revenue in the ad agents segment is mainly generated by providing search engine advertising. In these contractual agreements with clients where search engine providers are contracted by ad agents, and on its behalf the amounts billed to customers consist of media costs owed by ad agents to the search engine providers and a fee as a percentage of the media cost, the Group levies for its services. In other contractual arrangements, the search engine provider enters a direct contractual agreement with ad agents’ client, so that media costs are not invoiced by ad agents but are charged from search engine provider to client directly. In this case, the amount billed to the customer consists only of the fee as a percentage of the media cost.

In both cases, the Group is only entitled to the service charge as a percentage of the media budget. Media costs billed to clients and owed to search engine providers for indirect billing agreements do not constitute revenue according to IFRS 15 and are consequently excluded from cost of sales.

Interest income

Interest income is recognised as it accrues using the effective interest rate method.

Current income tax

Current taxes are determined on the basis of annual earnings with due reference to national tax rates and tax legislation in the various tax jurisdictions valid as of the balance sheet date. Current income tax relating to items recognised directly in other comprehensive income is only recognised there and not in the income statement.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognised for all taxable temporary differences, except for goodwill, whereon the recognition is not permitted. Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred income tax relating to items recognised directly in other comprehensive income is only recognised there and not in the income statement. Deferred income tax assets and deferred income tax liabilities are offset if there is a legally enforceable right to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

» BUSINESS COMBINATIONS [4]

As in 2018, no business combinations occurred in the 2019 financial year. A subsidiary in Germany was incorporated on 19 December 2019, and the capital contribution was made on 19 December 2019. The company was registered in the commercial register in January 2020.

» REVENUE FROM CONTRACTS WITH CUSTOMERS [5]

Disaggregated revenue information

The following is a breakdown of the Group's revenue from contracts with customers, which is based on the invoicing country:

For the year ended 31 December 2019

Segments	ad pepper media	Webgains	ad agents	Total
	KEUR	KEUR	KEUR	KEUR
Geographical markets				
Germany	3,227	2,036	5,949	11,212
United Kingdom	0	6,594	0	6,594
Spain	2,278	848	0	3,127
USA	0	661	0	661
Other	0	193	0	193
Revenue	5,505	10,333	5,949	21,787

For the year ended 31 December 2018

Segments	ad pepper media	Webgains	ad agents	Total
	KEUR	KEUR	KEUR	KEUR
Geographical markets				
Germany	3,217	2,588	5,011	10,815
United Kingdom	-	5,645	-	5,645
Spain	1,892	601	-	2,493
USA	-	1,020	-	1,020
Other	-	299	-	299
Revenue	5,109	10,152	5,011	20,272

Contract balances

	31/12/19	31/12/18	1/1/18
	KEUR	KEUR	KEUR
Contract liabilities	146	0	0

Contract liabilities include short-term advances received from customers during 2019 to render SEA (Search Engine Advertising) services in the ad agents segment.

Performance obligations

Information about the Group's performance obligations is summarised below:

ad pepper media

Service orders received from clients in accordance with framework agreements are generally short term in nature. The performance obligation is satisfied over time and usually occurs when the user provides personal data or when an impression is generated on the user's device. Revenue therefore accrues each time the ad is displayed or personal data is entered by the user. Clients are invoiced monthly for the service delivered during the month based on the agreed transaction price multiplied by the delivered amounts. Payment is generally due within 14 days of invoicing.

As all ads are placed on third-party ad inventory properties, the Group has no control over the advertising inventory before it is transferred to its customers, with the Group acting as an agent in all contractual arrangements.

ad agents

Service orders received from clients in accordance with annual framework agreements are generally short term in nature. The performance obligation resulting from each service order is satisfied over time and occurs when the user clicks on the phrase created and placed by ad agents on search engines. The customer pays on a CPC basis, which means that the customer pays ad agents only when a user clicks on the ad in the search engine. Clients are invoiced monthly for the services provided during the month as a percentage fee of the media budget used during the month or in case of indirect billing contracts as media budget used for third-party delivery partners plus a percentage fee of the media budget. The payments are due within 0 to 90 days from invoicing.

As all ads are placed on third-party ad inventory properties, Group has no control over the advertising inventory before it is transferred to our customers, with the Group acting as an agent in all contractual arrangements.

Webgains

The performance obligation is satisfied over time and occurs when successful transactions result from traffic. Contracts with clients are generally concluded for periods of 12 months or less. The invoicing is transaction-based and is carried out monthly.

The contract provides the customer with a recall period, in which any transaction can be cancelled within a certain period. Depending on the industry, the recall periods range from 30 days in the fashion and beauty industry and up to 360 days for insurance, travel and mobile sales. Based on historical data, at year-end the Group calculates the amount to be recognised as return assets and refund liabilities for transactions in the recall period. As at 31 December 2019 and 31 December 2018, the Group's calculation resulted in amounts that have no material impact on the revenue recognised in the financial year.

As all performance obligations have an original expected duration of less than one year and meet the requirement of the right to invoice practical expedient in IFRS 15.B16, the Company does not disclose the amount of the remaining performance obligations.

» SEGMENT REPORTING [6]

IFRS 8 requires entities to report financial and descriptive information on their reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specific criteria. Operating segments are components of an entity for which separate financial information is available that is evaluated regularly by the chief operating decision-maker in deciding how to allocate resources and in assessing performance.

Generally, financial information must be reported on the same basis as it is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments. Financial information reported to the Group's chief operating decision-maker for the purposes of resource allocation and assessment of segment performance is focused on the category Segment profit, reflecting the EBIT (Earnings before interest and taxes) or EBITDA (Earnings before interest, taxes, depreciation and amortisation) earned by each segment as stipulated by the IFRS.

This is the measure reported to the chief operating decision-maker for the purposes of resource allocation and assessment of segment performance. The basis of accounting for intersegment transactions is the "dealing at arm's length" principle.

Financial year 2019	ad pepper media	Webgains	ad agents	Admin	Intersegment elimination	Group
	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR
Gross sales*	11,472	51,269	21,054	458	-479	83,774
Thereof external	11,451	51,269	21,054	0	0	83,774
Thereof intersegment	21	0	0	458	-479	0
Revenue	5,523	10,333	5,949	458	-476	21,787
Thereof external	5,505	10,333	5,949	0	0	21,787
Thereof intersegment	18	0	0	458	-476	0
Gross profit	4,821	10,101	5,604	458	-18	20,967
Expenses (including cost of sales) and other income	-3,535	-9,025	-5,320	-1,845	458	-19,268
Thereof amortisation and depreciation	-69	-553	-182	-190	0	-993
Thereof other non-cash expenses	-16	-42	-8	0	0	-66
Thereof other non-cash income	63	872	2	2	0	939
EBITDA	2,057	1,860	811	-1,197	-18	3,512
Operating Profit	1,988	1,308	629	-1,387	-18	2,519
Financial income	0	8	0	14	0	22
Financial expenses	-7	-34	-19	-171	0	-231
Income taxes						-390
Net income for the year						1,920

*Gross sales represent the total amount billed and billable to clients by the Group, net of discounts, VAT and other sales-related taxes. Disclosure of gross revenue information is not required under IFRS; however, it is voluntarily disclosed from 1 January 2018 onwards in the Consolidated Income Statement since management has concluded that the information is useful for users of the financial statements.

Financial year 2018	ad pepper media	Webgains	ad agents	Admin	Intersegment elimination	Group
	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR
Gross sales*	10,628	54,938	17,096	425	-435	82,653
Thereof external	10,619	54,938	17,096	0	0	82,653
Thereof intersegment	9	1	0	425	-435	0
Revenue	5,111	10,153	5,011	425	-427	20,272
Thereof external	5,109	10,153	5,011	0	0	20,272
Thereof intersegment	2	0	0	425	-427	0
Gross profit	4,403	9,937	4,784	425	-2	19,546
Expenses (including cost of sales) and other income	-3,502	-9,754	-5,002	-1,412	425	-19,246
Thereof amortisation and depreciation	-8	-233	-32	-54	0	-327
Thereof other non-cash expenses	-1	-404	-10	0	0	-415
Thereof other non-cash income	22	460	1	85	0	567
EBITDA	1,618	632	40	-934	-2	1,354
Operating Profit	1,610	399	9	-988	-2	1,027
Financial income	1	3	0	94	-2	96
Financial expenses	-3	-8	-3	274	2	-286
Income taxes						-302
Net income for the year						535

*Gross sales represent the total amount billed and billable to clients by the Group, net of discounts, VAT and other sales-related taxes. Disclosure of gross revenue information is not required under IFRS; however, it is voluntarily disclosed from 1 January 2018 onwards in the Consolidated Income Statement since management has concluded that the information is useful for users of the financial statements.

Geographical information

The Group operates in three principal geographical areas – the United Kingdom, Germany and Spain. The Group's revenue from continuing operations from external customers and information about its non-current assets by geographical location are detailed below whereby non-current assets are shown exclusive of financial instruments:

	Revenue from external customers		Non-current assets	
	Year ended 2019	Year ended 2018	2019	2018
	kEUR	kEUR	kEUR	kEUR
Germany	11,212	10,815	1,771	175
United Kingdom	6,594	5,645	989	355
Spain	3,127	2,493	60	11
USA	661	1,020	1	3
Other	193	299	59	3
Total	21,787	20,272	2,880	547

» NOTES TO THE INCOME STATEMENT [7]

The income statement was prepared using the function of expense method. The expenses include personnel expenses of EUR 13,823k (2018: EUR 12,658k) as well as depreciation and amortisation of EUR 993k (2018: EUR 327k), thereof EUR 671k (2018: EUR 0k) depreciation on right-of-use assets. Amortisation of intangible assets is included in selling expenses EUR 125k (2018: EUR 147k) and administration expenses EUR 40k (2018: EUR 40k).

The personnel expenses include the employer's contribution to state pension schemes amounting to EUR 723k (2018: EUR 622k), which must be disclosed as employer's contribution to a defined contribution plan.

» MEDIA COST AND COST OF SALES [8]

	2019	2018
	kEUR	kEUR
Media cost		
ad pepper media	5,946	5,510
ad agents	15,104	12,085
Webgains	40,936	44,786
Total Media Cost	61,987	62,381
COS	820	726
Total	62,807	63,107

Cost of sales was predominantly composed of third-party data centre services, professional fees and other purchased services.

» SELLING AND MARKETING EXPENSES [9]

This item comprises all costs associated with attracting customers and orders. The expenses are broken down as follows:

	2019	2018
	kEUR	kEUR
Personnel costs	9,906	9,700
Facility costs	73	51
Advertising and sales promotion	247	460
Professional and other services	827	1,282
General operating costs (communication, travel, other supplies)	1,014	952
Other	158	176
Total	12,225	12,621

» GENERAL AND ADMINISTRATIVE EXPENSES [10]

The expenses are broken down as follows:

	2019	2018
	kEUR	kEUR
Personnel costs	3,835	2,958
Depreciation on RoU Assets	671	0
Other Facility costs	569	1,147
Professional and other services	834	733
General operating costs (communication, travel, other supplies)	759	937
Other	185	150
Total	6,853	5,925

» OTHER OPERATING INCOME [11]

Other operating income consists of the following:

	2019	2018
	kEUR	kEUR
Gains on sale of property, plant and equipment	8	3
Income from the release of accrued liabilities	906	389
Other	29	102
Total	943	494

Income from the release of accrued liabilities includes an amount of EUR 770k relating to reversals of non-disbursed affiliate credits in the Webgains segment that the ad pepper media group believes are unlikely to be paid out (2018: EUR 356k) and reversals of EUR 88k in connection with time-barred claims (2018: EUR 33k).

» OTHER OPERATING EXPENSES [12]

Other operating expenses consist of the following:

	2019	2018
	kEUR	kEUR
Foreign exchange losses	153	47
Expected credit losses on trade receivables	66	409
Other	92	11
Total	313	467

» FINANCIAL INCOME, NET [13]

Net financial income consists of the following:

	2019	2018
	kEUR	kEUR
Interest income	22	42
Gains on sale of securities	0	48
Other	0	6
Financial income	22	96
Interest expenses	-47	-44
Interest on lease liabilities	-62	0
Losses on sale of securities	-122	0
Losses from securities measured at "Fair value through profit or loss"	0	-242
Financial expenses	-231	-286
Net financial income	-209	-190

» INCOME TAXES [14]

Income tax expenses	2019	2018
	kEUR	kEUR
Current income tax expenses	-562	-277
Deferred income tax income/(expense)	172	-25
Total	-390	-302

The current income taxes reported relate to the taxes paid or payable by individual local entities. The calculation of the deferred taxes was based on the country-specific tax rates. Due to the existing unused tax losses in ad pepper media International N.V., ad pepper media France S.A.R.L. and ad pepper media USA LLC, deferred tax assets of EUR 10,501k (2018: EUR 10,730k) were calculated on the basis of the unused tax losses of EUR 34,209k (2018: EUR 34,913k). Deferred tax assets from unused tax losses were recorded to the extent that it is probable that future taxable profit is available against which they can be utilised within a foreseeable planning period.

Thus, an amount of deferred tax assets of EUR 0k (2018: EUR 0k) has been recognised for the tax loss carry forwards. All of the available tax loss carry forwards are non-expiring.

In addition to the unused tax losses, the following significant deferred tax liabilities result from temporary differences.

Deferred tax liabilities	2019	2018
	kEUR	kEUR
Securities	0	142
Other	41	68
Total	41	210

Changes in deferred tax liabilities on temporary differences recognised in profit or loss amount to EUR 172k (2018: EUR 25k). The change in deferred tax assets on temporary differences is recognised in profit or loss. Deferred tax assets and liabilities are netted if the Company has the legally enforceable right to set off current tax assets against current tax liabilities and if they relate to the same tax authorities and the same taxable entity. As a result, deferred tax assets of EUR 0k (2018: EUR 0k) and deferred tax liabilities of EUR 41k (2018: EUR 210k) were recognised in the statement of financial position. Deferred tax assets and liabilities are classified as non-current.

Deferred tax assets of EUR 0k (2018: EUR 0k) on tax losses are recognised for companies with a history of losses. No deferred tax liabilities were recognised as of 31 December 2019 (2018: 0) for taxes on non-distributed profits of subsidiaries. If deferred taxes were to be recognised for these temporary differences, only the source tax rates applicable in each case, where appropriate taking into account the German tax of 5 percent of the distributed dividends, would have to be applied for the computation.

ad pepper media International N.V. has its tax domicile in Germany and forms a fiscal unity with ad pepper media GmbH. The reconciliation between expected income tax expense and actual income tax expense based on the German statutory tax rate (combined corporate income tax and trade tax on income) of 32.17 percent (2018: 32.17 percent) is as follows:

	2019	2018
	kEUR	kEUR
Expected income tax	-744	-269
Effect of lower tax rate in other jurisdiction	134	87
Foreign tax from limited taxation	0	2
Tax-free gains	-14	-8
Prior year income tax	-12	-51
Utilisation of previously unrecognised tax losses	242	0
Current year tax losses not recognised	-65	-81
Non-taxable stock option income/(expense)	36	19
Non-tax-deductible expenses and other	33	-3
Actual income tax expenses	-390	-302

» EARNINGS PER SHARE [15]

Basic earnings per share are calculated by dividing net profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share are calculated by dividing the net profit attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The income and share data used in the computations of basic and diluted earnings per share are as follows:

	2019	2018
	Net income attributable to shareholders of the parent company in kEUR	1,352
Number of shares at the beginning of the period	21,000,708	21,000,708
Number of shares at the end of the period	21,000,708	21,000,708
Weighted average number of shares outstanding (basic)	21,000,708	21,000,708
Basic earnings per share in EUR	0.06	0.01
Weighted average number of shares outstanding (diluted)	21,172,664	21,303,855
Diluted earnings per share in EUR	0.06	0.01

The weighted average number of shares outstanding in 2019 was calculated on a daily basis. In 2019, the options granted resulted in dilution of an average of 171,956 shares (2018: 303,147 shares). No new shares in ad pepper media International N.V. were admitted for trading on the Frankfurt Stock Exchange in 2019 (2018: 0 shares). The Company did not carry out a share repurchase programme in 2019. Consequently, no shares were acquired (2018: 0 shares).

No treasury shares (2018: 0 shares) were sold in connection with the exercise of employee stock options. Diluted earnings per share are computed based on the weighted average number of ordinary shares outstanding, including the dilutive effect of shares to be issued in the future under certain arrangements such as option plans.

NON-CURRENT ASSETS

» INTANGIBLE ASSETS [16]

In 2019 and 2018, no software IT solutions were developed in-house for the Company's own use, and therefore none were capitalised. Expenses were related to maintenance. Additions mainly relate to an amount of EUR 303k in connection with the purchase of additional software for operational and administrative purposes. Software and databases are amortised over a useful life of three to five years. Trademarks are amortised over a useful life of 12 years.

» MOVEMENT SCHEDULE OF INTANGIBLE ASSETS AND
PROPERTY, PLANT AND EQUIPMENT [17]

Financial year 2019	Historical cost					Accumulated depreciation/amortisation/impairment					Book value	
	Balance at 1/1/2019	Additions	Disposals	Exchange differences	Balance at 31/12/2019	Balance at 1/1/2019	Depreciation/amortisation	Disposals	Exchange differences	Balance at 31/12/2019	Financial year 31/12/2019	Previous year 31/12/2018
	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR
Intangible assets												
Software	1,941	303	0	31	2,275	1,729	165	0	26	1,920	355	214
Brands and customer bases	644	0	0	0	644	640	0	0	0	640	4	4
Total	2,585	303	0	31	2,919	2,369	165	0	26	2,560	359	218
Property, plant and equipment												
Other equipment, operational and office equipment	1,279	206	-53	33	1,465	949	157	-37	5	1,074	391	330
Total	3,864	509	-53	64	4,384	3,318	322	-37	31	3,634	750	548

Financial year 2018	Historical Cost					Accumulated depreciation/amortisation/impairment					Book value	
	Balance at 1/1/2018	Additions	Disposals	Exchange differences	Balance at 31/12/2018	Balance at 1/1/2018	Depreciation/amortisation	Disposals	Exchange differences	Balance at 31/12/2018	Financial year 31/12/2018	Financial year 31/12/2017
	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR
Intangible assets												
Software	2,089	44	-184	-8	1,941	1,731	187	-184	-6	1,729	214	357
Brands and customer bases	644	0	0	0	644	639	1	0	0	640	4	5
Total	2,733	44	-184	-8	2,585	2,370	188	-184	-6	2,369	218	362
Property, plant and equipment												
Other equipment, operational and office equipment	1,680	51	-446	-7	1,279	1,256	139	-445	-2	949	330	424
Total	4,414	95	-630	-15	3,864	3,626	327	-629	-8	3,317	548	786

» NON-CURRENT SECURITIES [18]

In 2019, the Company sold its investments in listed debt instruments, resulting in a realised loss of EUR 122k [Note 13].

The bond was purchased in 2004 at 100 percent of its nominal value and has the characteristics of a hybrid subordinated security.

	Security classified at "fair value through profit or loss"	Securities classified at "fair value through profit or loss"
	2019	2018
	kEUR	kEUR
Book value 1/1	2,274	2,515
Unrealised losses recognised in profit or loss	0	-242
Realised losses	-122	0
Sale	2,152	0
Book value 31/12	0	2,274

The maturities of the listed debt securities as at the end of the period are as follows:

Fair value	31/12/19	31/12/18
	kEUR	kEUR
Due within one year	0	2,274
Due between one and five years	0	0
Due in more than five years	0	0
Total	0	2,274

» OTHER FINANCIAL ASSETS [19]

Other financial assets consist of the following and are measured at amortised cost:

	31/12/19	31/12/18
	kEUR	kEUR
Loans	0	15
Deposits	442	427
Total	442	442

The maturities of the other financial assets as at the end of the period are as follows:

	31/12/19	31/12/18
	kEUR	kEUR
Due in between one and five years	424	442
Due in more than five years	18	0
Total	442	442

CURRENT ASSETS

» TRADE RECEIVABLES [20]

Trade receivables are initially measured at fair value and subsequently carried at amortised cost. Trade receivables consist of the following:

	31/12/19	31/12/18
	kEUR	kEUR
Trade receivables, gross	15,329	18,305
Provision	-432	-676
Trade receivables, net	14,897	17,629

Trade receivables are only due from third-party customers, are non-interest bearing and generally have a term of 0 to 90 days.

The provision is calculated on the basis of all information available to the Company and includes all expected credit losses on receivables as of 31 December 2019. For further information, please refer to Notes [3] and [40].

As at 31 December 2019, all campaigns were billed to the extent that revenue was recognised. Consequently, the amount of contract assets is nil.

» OTHER RECEIVABLES [21]

Other receivables consist of the following:

	31/12/19	31/12/18
	kEUR	kEUR
Value-added tax receivables	125	198
Prepayments	214	213
Other	1	11
Total	340	422

» INCOME TAX RECEIVABLES [22]

Income tax receivables include tax prepayments on capital gains of EUR 218k (2018: EUR 7k).

» OTHER CURRENT FINANCIAL ASSETS [23]

Other current financial assets consist of the following:

	31/12/19	31/12/18
	kEUR	kEUR
Interest receivables	0	5
Other	47	50
Total	47	55

» CASH AND CASH EQUIVALENTS [24]

This item includes cash at banks and cash in hand. For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash at banks and on hand of EUR 25,229k (2018: EUR 18,233k).

EQUITY

» ISSUED CAPITAL [25]

No new shares in ad pepper media International N.V. were admitted for trading on the Frankfurt Stock Exchange in 2019 (2018: 0 shares). The issued capital of ad pepper media International N.V. comprises 21,500,000 (2018: 23,000,000) bearer shares each with a nominal value of EUR 0.05 and is fully paid in. The decrease in issued capital of EUR 75k is due to the cancellation of 1,500k treasury shares with a nominal value of EUR 0.05 per share [Note 27].

» SHARE PREMIUM [26]

The capital reserve mainly comprises the premium paid upon share issues.

» RESERVES [27]

Reserves includes treasury reserves with a value of EUR 1,438k (2018: EUR 5,229k).

Under the shareholder resolution of 21 May 2019, the ad pepper media group was authorised to repurchase treasury stock of up to 50 percent of the issued capital within the following 18 months. The Company did not carry out a share repurchase programme in 2019. Consequently, no shares were acquired (2018: 0 shares). As of 31 December 2019, the Company held 499,292 treasury shares (2018: 1,999,292) at a nominal value of EUR 0.05 each, which equals 2.32 percent (2018: 8.69 percent) of the share capital. According to a shareholder resolution, those shares can only be used for a stock option plan ("SOP") or the cancellation of shares. No shares were sold under the employee stock option plan (2018: no shares), no cash settlements of equity settled stock option plans occurred (2018: EUR 82k).

Number of shares outstanding

The number of shares issued and outstanding as at 31 December 2019 totalled 21,000,708 (2018: 21,000,708). Each share has a nominal value of EUR 0.05.

Reserves include also the expenses incurred for stock option plans amounting to EUR 2,558k (2018: EUR 2,514k) and the currency translation reserve amounting to EUR -1,157k (2018: EUR-1,208k).

The total other comprehensive income recognised directly in equity and the corresponding income taxes are as follows:

	Before income taxes	Income taxes	After income taxes
2019			
Currency translation differences	51	0	51
Total other comprehensive income	51	0	51

	Before income taxes	Income taxes	After income taxes
2018			
Currency translation differences	-12	0	-12
Total other comprehensive income	-12	0	-12

The authorised share capital of the Company amounts to EUR 4,000,000, divided into 80,000,000 shares with a par value of EUR 0.05 each. The Board of Directors is authorised, upon approval by the Supervisory Board, to issue shares until 15 May 2023, or to grant rights to subscribe for shares until the issued share capital amounts to EUR 2,000,000.

» NON-CONTROLLING INTERESTS [28]

Non-controlling interests comprise non-controlling interests in two subsidiaries as at 31 December 2019 and 2018. They include non-controlling interests in ad agents GmbH and ad pepper media Spain S.A. These result from the acquisition of 60 percent of the shares in ad agents GmbH and from the sale of a 35 percent share in ad pepper media Spain S.A. in recent years. The net income/loss for the year for ad agents GmbH and ad pepper media Spain S.A. is allocated proportionately to the non-controlling interests. In 2019, non-controlling interests in ad pepper media Spain S.A. received a dividend payment of EUR 286k (2018: EUR 214k), while non-controlling interests of ad agents GmbH received a dividend in 2019 of EUR 200k (2018: EUR 0k).

Summarised financial information in respect of ad pepper media's subsidiaries that have material non-controlling interest as at 31 December 2019, reflecting 100 percent of the underlying subsidiary's relevant figures, is set out on the following page:

	ad agents GmbH		ad pepper media Spain	
	31/12/19	31/12/18	31/12/19	31/12/18
	kEUR	kEUR	kEUR	kEUR
Non-current assets	674	79	66	17
Current assets	5,345	4,308	3,597	3,230
Total assets	6,019	4,387	3,663	3,248
Non-current liabilities	402	531	22	0
Current liabilities	4,559	2,732	2,152	2,070
Total liabilities	4,961	3,263	2,174	2,070
Net assets	1,058	1,124	1,489	1,178
Equity attributable to owners of the Company	635	675	968	765
Non-controlling interests	423	450	521	403
Non-controlling interests in percent	40	40	35	35

	ad agents GmbH		ad pepper media Spain	
	2019	2018	2019	2018
	kEUR	kEUR	kEUR	kEUR
Revenue	5,949	5,011	3,127	2,494
Expenses	-5,516	-5,008	-1,998	-1,677
Net profit/(loss) of the year	433	3	1,129	817
Profit attributable to owners of the Company	260	2	734	531
Profit attributable to non-controlling interests	173	1	395	286
Other comprehensive income attributable to owners of the Company	0	0	0	0
Other comprehensive income attributable to non-controlling interests	0	0	0	0
Total comprehensive income/loss for the year	433	3	1,129	817
Net cash inflow/(outflow) from operating activities	2,783	-1,653	1,139	511
Net cash inflow/(outflow) from investing activities	-590	485	-8	-1
Net cash inflow/(outflow) from financing activities	-636	0	-859	-611
Total net cash inflow/(outflow)	1,557	-1,168	273	-101

NON-CURRENT LIABILITIES

» OTHER LONG-TERM LIABILITIES [29]

Other long-term liabilities consist of the following:

	31/12/19	31/12/18
	kEUR	kEUR
Deferred rent benefits	-	127
Employee benefits liability	225	173
Lease liability	1,447	-
Other	0	29
Total	1,672	329

The employee benefits liability relates to the obligation resulting from the cash-settled stock option plans.

The increase was a non-cash change. For further details on cash-settled stock option plans, please refer to Note [38].

The recognition of lease liabilities on 1 January 2019 was a non-cash change. During the year, lease liabilities were paid for an amount of EUR 687k. Please refer to Note [41] for cash flow and non cash-flow changes.

Reductions in deferred rent benefits and other long-term liabilities resulted in cash-flow changes.

The maturities of the other long-term liabilities as of the end of the period are as follows:

	31/12/19	31/12/18
	kEUR	kEUR
Due in between one and five years	1,672	329
Due in more than five years	0	0
Total	1,672	329

CURRENT LIABILITIES

» TRADE PAYABLES [30]

Trade payables include accrued liabilities and are recognised at amortised cost. Accrued liabilities for affiliate credits not yet disbursed in the Webgains segment amount to EUR 12,846k (2018: EUR 13,550k).

» CONTRACT LIABILITIES [31]

Contract liabilities consist of short-term advances for search engine advertising services from clients in the ad agents segment.

	2019	2018
	kEUR	kEUR
At 1 January	0	0
Deferred during the year	543	329
Recognised as revenue during the year	-397	-329
At 31 December	146	0

» OTHER LIABILITIES [32]

Other liabilities consist of the following:

	31/12/19	31/12/18
	kEUR	kEUR
Value-added tax liabilities	1,602	1,177
Liabilities for payroll tax and social security contributions	294	314
Liabilities due to customers from advanced payments	888	817
Employee holiday accrual	198	191
Total	2,982	2,499

» OTHER FINANCIAL LIABILITIES [33]

Other financial liabilities consist of the following:

	31/12/19	31/12/18
	kEUR	kEUR
Bonuses and commissions	753	320
Accrued liabilities for outstanding invoices	417	331
Severance payments	87	149
Other	19	112
Current lease liabilities	799	0
Total	2,075	912

» RELATED PARTY DISCLOSURES [34]

Pursuant to the IAS 24 definition, the Board of Directors and members of the Supervisory Board have been identified as related parties. The compensation paid to all members of these boards is based exclusively on their functions as individuals in key positions. Further information about the compensation paid to these individuals can be found in Note [40]. All entities over which the Supervisory Board Chairman Michael Oschmann has significant influence are considered as related parties to the Company.

	Sales to related parties		Amounts owed by related parties*	
Entity with significant influence over the Group:	2019	2018	2019	2018
Ragnar Tessloff GmbH	5	0	2	0
Fairrank GmbH	7	0	326	0

*The amounts are classified as trade receivables (Note [20]).

Terms and conditions of transactions with related parties

The sales to related parties are made on terms equivalent to those that prevails in at arm's length transactions. Outstanding balances at the year-end are unsecured and interest free, and settlement occurs in cash. As at 31 December 2019, the Group recognised no provision for expected credit losses in respect of amounts owed by related parties.

» LITIGATION AND CLAIMS [35]

Neither the ultimate parent nor any of its subsidiaries are involved in any material litigation with third parties.

» CONTINGENT LIABILITIES AND OTHER FINANCIAL OBLIGATIONS [36]

ad pepper media International N.V. has provided guarantees for all outstanding liabilities of its subsidiary, Webgains Ltd. (UK company number: 05353649) as at 31 December 2019, until these are satisfied in full. As a result, the individual local statutory accounts of Webgains Ltd. are exempt from audit under the requirements of Section 479A of the UK Companies Act 2006. As of 31 December 2019, Webgains Ltd's outstanding liabilities amounted to EUR 11,622k (2018: EUR 9,985k).

ad pepper media International N.V. has provided guarantees for all outstanding liabilities of its subsidiary, ad pepper media GmbH (register number: HRB 16494) as at 31 December 2019, until these are satisfied in full. As a result, the individual local statutory accounts of ad pepper media GmbH are exempt from audit under the requirements of Art. 264 para. 3 of the German Commercial Code (HGB). As at 31 December 2019, ad pepper media GmbH's outstanding liabilities amounted to EUR 4,481k (2018: EUR 7,878k).

ad pepper media International N.V. has provided guarantees for all outstanding liabilities of its subsidiary, ad agents GmbH (register number: HRB 16494) as at 31 December 2019, until these are satisfied in full. As a result, the individual local statutory accounts of ad agents GmbH are exempt from audit under the requirements of Art. 264 para. 3 of the German Commercial Code (HGB). As at 31 December 2019, ad pepper media GmbH's outstanding liabilities amounted to EUR 5,384k (2018: EUR 3,712k).

The Group has lease contracts for office space and cars. Before the adoption of IFRS 16, the Group classified each of its leases as operating leases, whereby the leased property was not capitalised and the lease payments were recognised as rent expense in profit or loss on a straight-line basis over the lease term. These assets and liabilities are considered in Note 43. Obligations for these liabilities are no longer considered in Note 38. Other financial obligations mainly result from short-term office leases and office equipment. The future minimum payment obligations resulting from the contracts in place as at 31 December 2019 are as follows:

	< 1 year	> 1 year to 5 years	> 5 years	Total
	kEUR	kEUR	kEUR	kEUR
Other financial obligations	68	10	0	78

» ADDITIONAL CASH FLOW INFORMATION [37]

The following information is provided to supplement the statement of cash flows: Other non-cash expenses and income comprises expenses for allocation to and income from the release of valuation allowances on trade receivables and expenses from writing down receivables. This item also includes write-downs of affiliate credits not yet disbursed and reversals of time-barred claims.

» STOCK OPTION PROGRAMMES [38]

By doubling the number of options and halving the exercise price, all stock options programmes mentioned below were adjusted to the share split on 27 May 2009. Options granted under the Ongoing SOP are subject to the following provisions:

The options are granted to employees of the ad pepper media group. Altogether, 499,292 shares were reserved for the "Ongoing SOP 2001". The subscription ratio is one share per option right. The subscription price is based on the average share price on Xetra during the first ten trading days of May 2001 for the 2001 plan, or the first ten trading days in January for subsequent plans. Options can only be exercised when the share price has risen at least 10 percent above the subscription price, but no sooner than one year after the option has been granted. As a rule, the stock options granted do not expire. However, the options expire if an employee terminates his or her employment contract or if the Company terminates the employment for good cause.

In January 2003, the "Ongoing SOP 2003" for executives was replaced by the "Executive SOP 2003", the aim of which is to encourage executives to remain with the Company. Under this plan, a non-recurring issue of options was granted to executives; the exercise price for these options is also based on the average share price during the first ten trading days in January. 10 percent of the options may be exercised in each of the following ten years. Pursuant to the resolution of the General Meeting dated 2 May 2005, the exercise of these executive stock options can in particular cases also be settled in cash at the request of the ad pepper media group.

In 2004, an employee equity-participation programme involving 136,100 options was launched for executive employees 16 ("Ongoing SOP 2004"). The valuation was carried out by simulation (Monte-Carlo method). The option rights can be exercised one year after they were granted at the earliest. The fair values at the time of granting amounted to EUR 1.0585 per issued option. The maximum cost of the programme over the entire period is EUR 144k.

In 2006, the "Executive SOP 2006" that aimed at binding employees in key positions to the Company was issued. These options may be exercised over a period of four years at 25 percent each year, but at the earliest one year after being granted. Similar to the other plans, the exercise prices for these options are based on the average share price during the first ten trading days before grant date. The valuation was carried out by simulation (Monte-Carlo method). The volatility for this plan was calculated from the development of the Company's share price between 1 January 2003 and 28 April 2006.

An employee equity-participation programme involving 1,220,000 options was launched for executive employees in 2008 ("Executive SOP 2008"). The valuation was carried out by simulation (Monte-Carlo method). The volatility was calculated from the development of the Company's share price between 1 January 2003 and 30 April 2008. The options may be exercised over a period of four years at 25 percent each year, but at the earliest one year after being granted. The fair value of the individual tranches at the time of granting is between EUR 0.282 and EUR 0.5145 per issued option. The maximum cost of the programme over the entire period is EUR 500k.

An employee equity-participation programme involving 300,000 options was launched for the members of the Board of Directors in 2007 ("Executive SOP 2017 BoD"). The plan retains the Company the right to fulfil its commitment to transfer shares by paying to the beneficiary a cash amount equal to the difference between the issue price and the average closing price on Xetra during the last ten trading days before exercising the option. The valuation was carried out by simulation (Monte-Carlo method). The volatility was calculated from the development of the Company's share price between 1 February 2011 and 28 February 2017. The options may be exercised over a period of four years at 25 percent each year, but at the earliest one year after being granted. The fair value of the individual tranches at the time of granting is between EUR 0.390 and EUR 0.654 per issued option. The maximum cost of the programme over the entire period is EUR 161k. In October 2018 after the first vested tranche was settled in cash, this plan was reclassified from an equity-settled into a cash-settled option plan. At modification date the Company recognised a liability for employee benefits based on the fair value of the cash-settled award, posting the corresponding debit of EUR 313k as equity.

The liability for the cash-settled SOP is measured at the end of each reporting period until settled, at the fair value. The original terms and conditions of Executive SOP 2017 BoD have not changed. The carrying amount of the liability relating to the cash-settled SOP 2017 BoD at 31 December 2019 was EUR 225k (2018: EUR 173).

Furthermore, an employee equity-participation programme involving 150,000 options was launched for executive employees ("Executive SOP 2017 MD"). The plan retains the Company the right to fulfil its commitment to transfer shares by paying to the beneficiary a cash amount equal to the difference between the issue price and the average closing price on Xetra during the last ten trading days before exercising the option. The valuation was carried out by simulation (Monte-Carlo method). The volatility was calculated from the development of the Company's share price between 1 February 2011 and 28 February 2017. The options may be exercised over a period of four years at 25 percent each year, but at the earliest one year after being granted. The fair value of the individual tranches at the time of granting is between EUR 0.390 and EUR 0.654 per issued option. The maximum cost of the programme over the entire period is EUR 80k.

Furthermore, an employee equity-participation programme involving 30,000 options was launched for Supervisory Board members ("Executive SOP 2017 SB"). The plan retains the Company the right to fulfil its commitment to transfer shares by paying to the beneficiary a cash amount equal to the difference between the issue price and the average closing price on Xetra during the last ten trading days before exercising the option. The valuation was carried out by simulation (Monte-Carlo method). The volatility was calculated from the development of the Company's share price between 1 February 2011 and 28 February 2017. The shares may be exercised over a period of four years, but at the earliest one year after being granted. The fair value of the individual tranches at the time of granting is between EUR 0.390 and EUR 0.654 per issued option. The maximum cost of the programme over the entire period is EUR 16k.

The fair value of the stock options was calculated based on the following assumptions:

	Ongoing SOP 2001	Ongoing SOP 2003	Ongoing SOP 2004	Executive SOP 2003	Executive SOP 2006	Executive SOP 2008	SOP 2017 (BoD, MD, SB)
Share price when granted, in EUR	1.30	0.89	2.22	0.89	3.80	1.40	1.94
Date of grant	18/5/01	15/1/03	16/1/04	15/1/03	16/1/06	15/5/08	11/4/17
Exercise price, in EUR	1.365	0.89	2.225	0.89	3.795	1.50	1.9751
Risk-free interest rate, in percent	4.00	3.50	2.75	4.50	3.48	4.15	-0.36
Estimated term, in years	Do not expire	Do not expire	Do not expire	Do not expire	Do not expire	10	7
Future dividend, in EUR	0	0	0	0	0	0.04-0.06	0.05
Estimated volatility, in percent	93	73	40	53	56	50	51

The average share price during 2019 was EUR 2.52 (2018: EUR 3.65).

The personnel expense recognised for employee services received during the year is shown in the following table:

	2019	2018
Expense arising from equity-settled share-based payment transactions	44	81
Expense/(income) arising from the measurement of the liability for cash-settled share-based payment transactions	67	-140
Total expense/(income) arising from share-based payment transactions	111	-59

The following table shows the changes in the options during the financial year 2019

	2019	2018	Exercise price
	Number	Number	EUR
Options at the beginning of the financial year (Ongoing SOP 2001)	20,000	20,000	1.365
Options at the beginning of the financial year (Executive SOP 2003)	152,000	152,000	0.890
Options at the beginning of the financial year (Ongoing SOP 2003)	400	400	0.890
Options at the beginning of the financial year (Ongoing SOP 2004)	2,000	2,000	2.225
Options at the beginning of the financial year (Executive SOP 2006)	10,000	10,000	3.795
Options at the beginning of the financial year (Executive SOP 2008)	-	37,500	1.500
Options at the beginning of the financial year (Executive SOP 2017 BoD)	225,000	300,000	1.975
Options at the beginning of the financial year (Executive SOP 2017 MD)	125,000	150,000	1.975
Options at the beginning of the financial year (Executive SOP 2017 SB)	30,000	30,000	1.975
Options forfeited (Executive SOP 2008)	-	-37,500	1.500
Options forfeited (Executive SOP 2017 MD)	-	-25,000	1.975
Options exercised (Executive SOP 2017 BoD)	-75,000	-75,000	1.975
Options forfeited (Executive SOP 2017 SB)	-10,000	0	
Options at the end of the financial year	479,400	564,400	
Weighted exercise price in EUR	1.6437	1.6936	
Exercisable options as of 31 December	246,900	214,400	
Weighted exercise price in EUR	1.258	1.206	

The weighted exercise price of stock options exercised during 2019 amounts to EUR 1.98 (2018: EUR 1.98). Stock option programmes with an outstanding amount of 184,400 options do not have an expiration date. For the remaining stock option programme, the average remaining contractual life amounts to 4.3 years.

» TOTAL REMUNERATION OF KEY MANAGEMENT [39]

	2019	2018
	kEUR	kEUR
Short-term employee benefits	477	269
Post-employment benefits (pensions and health insurance)	20	24
Stock options	99	-86
Total remuneration of key management	596	207

The amounts shown in the table above are recognised as expenses during the reporting period. Income resulting from the share-based payments is due to the decreased fair value of the cash settled stock option plan and the corresponding adjustment of the liability through profit or loss.

Options to purchase shares of the Company held by the members of the Board of Directors have the following expiration dates and exercise prices:

	Expiration	Exercise price	31/12/19	31/12/18
		EUR	Number	Number
Executive SOP 2017 BoD	11/4/24	1.98	150,000	225,000

» FINANCIAL INSTRUMENTS [40]

The classes of financial instruments within the meaning of IFRS 7.6 are defined in accordance with the categories of financial instruments in IFRS 9. IFRS 9 contains three categories for classifying financial assets: "measured at amortised cost", "measured at fair value through profit or loss" and "measured at fair value through other comprehensive income."

1. Capital risk management

The Group manages its capital with the aim of optimising returns on investments in business entities by optimising the debt equity ratio and maximising its shareholder value by maintaining a high credit rating and a good equity ratio. At the same time, the Group ensures that entities can operate under the going concern assumption. The capital structure of the Group consists of liabilities other than borrowings, cash and cash equivalents, securities measured at fair value through profit or loss and the equity attributable to the parent Company's shareholders, consisting of issued shares in circulation, the capital reserve, retained earnings brought forward and other equity items.

Net indebtedness

The Group manages its capital structure and makes adjustments to it that take into account changes in the general economic environment. In order to maintain or adjust the capital structure, the Group can make dividend payments or pay back capital to the shareholders, issue new shares or buy back its own shares. No changes in the objectives, guidelines and procedures were made as at 31 December 2019 compared to 31 December 2018. Negative net indebtedness means that the Group is debt-free.

Net indebtedness at the end of the year was as follows:

	31/12/19	31/12/18
	kEUR	kEUR
Current and non-current financial liabilities	22,261	19,879
Cash and cash equivalents	-25,229	-18,233
Securities and fixed-term deposits	0	-2,274
Net liabilities	-2,968	-628
Equity per balance sheet including non-controlling interest	18,040	16,512
Net indebtedness, in percent	-16	-4

2. Significant accounting policies

The rent and similar deposits referred to in Note [19], carried at their nominal amount of EUR 442k (2018: EUR 226k), are pledged as collateral for bank guarantees. The Group does not hold any collateral for credit facilities. Detailed information on the main accounting policies applied, including the recognition criteria, the measurement bases and the bases for the recognition of income and expenses, are presented separately for each category of financial assets, financial liabilities and equity instruments in the following section 3.

3. Categories of financial instruments

Carrying amount per category of financial instruments:

Financial assets	31/12/19		31/12/18	
	kEUR		kEUR	
Debt instruments at amortised cost	40,615		36,359	
Debt instruments at fair value through profit or loss	0		2,274	
Total	40,615		38,633	

Debt instruments at amortised cost include trade receivables (Note [20]), other non-current financial assets (Note [19]), current financial assets (Note [23]) and cash and cash equivalents (Note [24]).

Debt instruments at fair value through profit or loss included investments in listed debt instruments. Fair values of these instruments were determined by reference to published price quotations in an active market.

Financial liabilities	31/12/19		31/12/18	
	kEUR		kEUR	
Other financial liabilities measured at amortised cost	22,115		19,879	
Total	22,115		19,879	

Other financial liabilities measured at amortised cost include, lease liabilities (Note [41]), trade payables (Note [30]) and other financial liabilities (Note [33]).

Due to the short-term maturities of cash and cash equivalents, trade receivables and payables, current financial assets and liabilities, their respective fair values approximate their carrying amounts. The fair values of non-current financial liabilities consisting exclusively of lease liabilities are based on carrying amounts, which are a reasonable approximation of fair value.

Hierarchical classification of fair values of financial instruments pursuant to IFRS 7 as at 31 December 2019:

	Fair Value 31/12/19			
	Level 1	Level 2	Level 3	
Financial assets at fair value through profit or loss	0	-	-	-

Net gains and losses per category of financial instruments (IFRS 7.20 (a)):

Financial assets	31/12/19		31/12/18	
	kEUR		kEUR	
At fair value through profit and loss (IFRS 9 category valid from 1/1/2018)				
Unrealised losses	0		-242	
Realised losses	-122		0	
Total	-122		-242	
At amortised cost (IFRS 9 category valid from 1/1/2018)				
Realised gains	0		54	
Total	0		54	

Realised gains and losses for financial assets at amortised cost occurred in conjunction with the sale of the listed debt instrument in the financial reporting period. Please refer to Note [18]. Unrealised losses result from the fair value changes of debt security classified at fair value through profit or loss.

Interest income and expenses per category of financial instruments (IFRS 7.20 (b)):

Financial assets	31/12/19		31/12/18	
	kEUR		kEUR	
Measured at amortised cost	0		-33	
Measured at fair value through profit or loss	0		31	

4. Objectives of financial risk management

The main financial liabilities used by the Group comprise trade payables and lease liabilities. The primary purpose of these financial liabilities is to finance the Group's business activities. The Group has various financial assets, such as trade receivables, cash and securities.

Group management monitors and manages the financial risks of the Group. These risks include the market risk (including exchange rate risks, interest rate-related fair value risks and price risks), the credit risk, the liquidity risk and interest rate-related cash flow risks. In addition, the management decides on the utilisation of derivative and non-derivative financial transactions and the investment of surplus liquidity in securities. The Group does not enter into any contracts with or deal in financial instruments, including derivative financial instruments, for speculative purposes.

5. Market risk

The Group's activities expose it primarily to financial risks from changes in exchange rates (see 6. below) and interest rates (see 7. below). Market risk positions are determined by means of sensitivity analysis. As no further investments in listed debt instruments are held by the Group, the market risk exposure in conjunction with interest rate risk of the Group decreased significantly. The nature and means of risk management and assessment, however, remain unchanged.

6. Foreign currency risk management

Certain transactions in the Group are denominated in foreign currencies. This can result in risk from fluctuations in exchange rate. The carrying amounts of the monetary assets and liabilities of the Group denominated in foreign currencies are as follows:

Financial assets	31/12/19		31/12/18	
	kEUR		kEUR	
USD	2,056		1,194	
GBP	11,414		10,764	
Total	13,470		11,958	

Financial liabilities	31/12/19		31/12/18	
	kEUR		kEUR	
USD	1,538		1,129	
GBP	9,041		10,399	
Total	10,579		11,528	

Foreign currency sensitivity analysis

The Group is primarily exposed to exchange rate risk from the currencies USD and GBP. The following table shows the sensitivity from the point of view of the Group, assuming a 10 percent rise or fall in the EUR against the respective foreign currency. The 10 percent shift represents management's assessment with regard to a reasonable possible change in the exchange rate. The sensitivity analysis only includes outstanding monetary positions denominated in foreign currency and adjusts their translation at the end of the period to reflect a 10 percent change in the exchange rates.

	Effect of USD +10% 31/12/19	Effect of USD +10% 31/12/18	Effect of GBP +10% 31/12/19	Effect of GBP +10% 31/12/18	Total 31/12/19	Total 31/12/18
	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR
Net income for the year	-84	-20	-95	-21	-179	-41

	Effect of USD -10% 31/12/19	Effect of USD -10% 31/12/18	Effect of GBP -10% 31/12/19	Effect of GBP -10% 31/12/18	Total 31/12/19	Total 31/12/18
	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR
Net income for the year	103	24	116	26	219	50

7. Interest rate risk management

The Group was exposed to interest rate risks in the period under review, because the parent company held investments at fixed interest rates. However, with the sale of the bond (see Note [18]), the risk exposure in this area was reduced to zero.

Interest rate sensitivity analysis

The sensitivity analyses described below were determined on the basis of the interest rate risk exposure for non-derivative financial instruments on the balance sheet date. As no investments in debt instruments were held until 31 December 2019, a possible change in the level of interest rates had no impact on the Group's profit or equity. The interest rate sensitivity of the Group decreased to zero during the past reporting period.

In 2019, an increase or decrease in the interest rate of 50 basis points, which was assumed by the management for the interest rate risk, would have increased/decreased the profit before tax of the Group by EUR 121k/EUR 202k.

8. Credit risk management

Credit risk is the risk of loss for the Group should contractual parties not meet their contractual obligations. Business relationships are only entered into with creditworthy counterparties, and, where appropriate, the Group obtains collateral to reduce the risk of loss due to the non-fulfilment of obligations. The Group only enters into business relationships with entities that are rated "investment grade" or above. If such information is not available, the Group makes use of other available financial information and its own trading records in order to evaluate its major customers. The risk exposure of the Group and the credit ratings are continuously monitored. The Group has trade receivables with a large number of customers spread over various sectors and geographical territories. Continuous credit assessments are carried out with regard to the financial condition of the receivables.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for every single customer, reflecting reasonable and supportable information that is available at the reporting date about past events and current conditions and customer-specific, forward-looking information from the client-facing account manager. If a customer defaults, all outstanding amounts relating to that counterparty are subject to an allowance calculation. The default is primarily determined on the basis of individual assessment – prompted by noticeable changes in payment behaviour, or application for bankruptcy. Individual assessment is generally supported by the information provided by the client-facing account manager.

Generally, trade receivables are considered at 100 percent in the credit loss allowance if they are past due for more than one year. Trade receivables are written off and derecognised if there is good reason to assume that the outstanding amount is unrecoverable in part or in whole, for example after completion of insolvency proceedings.

The Group is not exposed to any significant credit risks relating to a single contractual party or group of contractual parties with similar characteristics. The reported carrying amount reflects the maximum credit risk of the Group. The Group defines contractual parties as those with similar characteristics if they are related parties. The concentration of credit risk from customer relationships did not exceed 3.5 percent (2018: 4.7 percent) of the financial gross asset values at any time during the reporting period. The carrying amount of the financial assets included in the Consolidated Financial Statements less any impairment losses represents the Group's maximum credit risk. Any collateral is ignored. There are no credit derivatives for hedging outstanding amounts from customers, nor have there been.

The expected loss rates (stage 2 of the impairment model) amount to 0 percent for the segments ad agents and ad pepper media. The expected loss rate for the Webgains segment is 0.5 percent. The Company abstains from disclosing an ECL table, as the application of the expected loss rates results in immaterial amounts for the Group. The Company tests for impairment (stage 3 of the impairment model) if there are substantial indications that receivables may be uncollectable, e.g. deterioration of payment behaviour or initiation of insolvency proceedings. An account of individual value adjustments is only maintained for trade receivables.

The reconciliation of changes in the loss allowance is as follows:

Loss allowance	2019	2018
	kEUR	kEUR
Balance at beginning of year	676	570
Allowances in the period		
Additions	501	426
Reversals	-417	-26
Consumption	-328	-294
Balance at end of period	432	676

Increase in the loss allowance was mainly driven by insolvency proceedings initiated by a German client in the Webgains segment.

The analysis shows that allowances were set up on a gross receivables amount of EUR 595k (2018: EUR 959k). For all other financial assets, no material credit losses are anticipated despite trade receivables that are subject to the impairment model acc. to IFRS 9.5.5.

9. Liquidity risk management

The Group monitors the risk of liquidity shortage on a continuous basis with the help of a liquidity planning tool. This tool takes into account the maturities of financial investments and financial assets (e.g. receivables, other financial assets) and expected cash flow from operating activities. The Group's aim is to maintain a balance between continuous coverage of funding needs and the necessity for flexibility.

The maturities of the financial liabilities of the Group as at 31 December 2019 are presented below. The information is based on contractual, undiscounted payments.

Financial liabilities 31/12/19	< 1 mth.	> 1 mth., < 3 mth.	3 mth. to 1 year	1 to 5 years	> 5 years	Total
	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR
Lease liabilities	68	137	594	1,496	0	2,295
Trade payables	18,435	158	0	0	0	18,593
Other financial liabilities measured at amortised cost	326	697	253	0	0	1,276
Total	18,829	992	847	1,496	0	22,164

The lease liabilities disclosed in the above table are the gross amounts.

Financial liabilities 31/12/18	< 1 mth.	> 1 mth., < 3 mth.	3 mth. to 1 year	Total
	kEUR	kEUR	kEUR	kEUR
Trade payables	18,888	79	0	18,967
Other financial liabilities measured at amortised cost	402	277	233	912
Total	19,290	356	233	19,879

» LEASES [41]

The Group has lease contracts for office space (lease terms between 4 and 9 years) and cars (3 years). The Group's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension and termination options, which are further discussed below.

The Group also has certain leases for office equipment with low value and/or lease terms of 12 months or less. The Group applies the "short-term lease" and "lease of low-value assets" recognition exemptions.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

	Right-of-use assets			Lease liabilities
	Office space	Cars	Total	
	kEUR	kEUR	kEUR	kEUR
As at 1 January 2019	2,327	60	2,387	-2,521
Additions	274	138	412	-412
Depreciation expense	-615	-56	-671	
Payments				749
Interest expense				-62
As at 31 December 2019	1,986	142	2,129	-2,246

The amounts recognised in profit or loss are as follows:

	2019	2018
	kEUR	kEUR
Depreciation expenses of right-of-use assets	671	0
Interest expense on lease liabilities	62	0
Expense relating to short-term leases (included in administrative expense)	34	0
Expenses relating to leases of low-value assets (included in administrative expenses)	6	0
Total amount recognised in profit or loss	773	0

Rental agreements for the office leases in Nuremberg, Herrenberg and Madrid contain extension options on automatic annual renewal terms. These options have not been executed so far, as the continued growth in business and headcount will most likely require new, bigger offices in the future. Therefore, these options are not considered in the valuation process. There are no purchase options or restrictions imposed by lease arrangements.

» EVENTS AFTER THE BALANCE SHEET DATE [42]

The Emergency Committee of the World Health Organisation (WHO) had declared a "health emergency of international concern" on 29 January 2020 because of coronavirus. Concerns about the spread of coronavirus and the associated lung disease COVID-19 are already having restrictive and significant consequences for the economy and companies, for example due to constraints in production and trade or travel restrictions. The capital markets have experienced significant price corrections and an increase in risk premiums. Meanwhile, economists worldwide are assuming that GDP growth in 2020 will be impaired due to supply disruptions and demand shortfalls, without quantifying this. Some central banks, namely the Federal Reserve in the USA, have already cut key interest rates. In various countries, including Germany, economic stimulus measures are being discussed to stabilize the economy. We are monitoring the situation carefully as it evolves to understand the potential impact on our people and our business. Inevitably, however, it can not be excluded that we will experience an adverse impact on our business although the extent is not yet clear. We are taking all necessary steps to protect our people and mitigate the risk to our business.

On 17 March 2020 the Supervisory Board decided to propose the appointment of Ms. Bottenbruch as an additional Supervisory Board member to the General Meeting of Shareholders on 19 May 2020.

Up until the day of authorisation for issuance, there were no events that would have exerted substantial influence on the net assets, financial position or results of operations as at 31 December 2019.

» APPLICATION OF ART. 264 PAR. 3 OF GERMAN COMMERCIAL CODE (HBG) [43]

The following German subsidiaries in the legal form of capital corporation as defined in Art. 264a made use of the exemption clause included in Art. 264 Par. 3 of the German Commercial Code:

- ad pepper media GmbH, Nuremberg
- ad agents GmbH, Herrenberg

Nuremberg, 26 March 2020

The Board of Directors of ad pepper media International N.V. comprised the following members in the financial year 2019:

Dr Jens Körner,
CEO
Nuremberg, Germany

The Supervisory Board of ad pepper media International N.V. in the financial year 2019 consisted of:

Michael Oschmann (Chairman)
Thomas Bauer
Dr Stephan Roppel
Eun-Kyung Park (until 10 December 2019)



»» 07

STATUTORY FINANCIAL

**STATEMENTS AND NOTES OF THE HOLDING
COMPANY AD PEPPER MEDIA INTERNATIONAL N.V.
(THE "HOLDING COMPANY")**

» BALANCE SHEET OF THE HOLDING COMPANY – ASSETS

		31/12/19	31/12/18
	Note	kEUR	kEUR
Non-current assets			
Intangible fixed assets	[2]	181	97
Tangible fixed assets	[3]	554	17
Financial fixed assets	[4], [5]	3,836	5,739
Total non-current assets		4,571	5,853
Current assets			
Receivables due from subsidiaries	[6]	1,660	2,837
Prepaid expenses and other current assets	[7]	140	88
Cash and cash equivalents	[8]	12,342	7,746
Total current assets		14,142	10,672
Total assets		18,713	16,524

» BALANCE SHEET OF THE HOLDING COMPANY – EQUITY AND LIABILITIES

		31/12/19	31/12/18
	Note	kEUR	kEUR
Equity attributable to shareholders of the parent company			
Issued capital	[9]	1,075	1,150
Share premium	[9]	63,782	63,782
Other reserves	[9]	-47,752	-49,273
Total equity		17,105	15,659
Non-current liabilities	[10]	641	315
Provisions	[11]	0	28
Current liabilities	[12]	968	522
Total liabilities		1,609	865
Total equity and liabilities		18,713	16,524

» PROFIT OR LOSS ACCOUNT OF THE HOLDING COMPANY

		1/1 - 31/12/19	1/1 - 31/12/18
	Note	kEUR	kEUR
Revenue*		458	425
Other operating income	[14]	1,827	1,639
Selling and marketing expenses		-480	-578
General and administrative expenses		-2,045	-1,351
Other operating expenses		-4	-17
Earnings before interest and tax (EBIT)		-243	118
Interest income		17	109
Interest expenses		-171	-289
Loss before taxes		-398	-62
Income tax gain/(expense)		142	20
Share in result of subsidiaries and participations		1,607	289
Net result for the year		1,352	247

*Revenue relates solely to license fee charged to subsidiaries.

» NOTES TO THE STATUTORY FINANCIAL STATEMENTS OF THE HOLDING COMPANY

[1] Basis of preparation and significant accounting policies

The Company Financial Statements for ad pepper media International N.V. (Commercial Register No. 27182121) have been prepared in accordance with the statutory provisions of Part 9, Book 2 of the Netherlands Civil Code. In accordance with subsection 8 of section 362, Book 2 of the Netherlands Civil Code, the same accounting principles may be applied in the Company's financial statement and the consolidated financial statements. The Holding Company's financial data is included in the consolidated financial statements. The notes to the Company's balance sheet and income statement are limited to items that differ from the corresponding items in the consolidated financial statements and that are of material significance.

The Holding Company applies the acquisition method to account for acquiring subsidiaries, consistent with the approach identified in the consolidated financial statements. The consideration transferred for the acquisition of a subsidiary is the fair value of assets transferred to the Holding Company, liabilities incurred to the former owners of the acquired company, and the equity interests issued by the Holding Company. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in an acquisition are measured initially at their fair values at the acquisition date, and are subsumed in the net asset value of the investment in consolidated subsidiaries. Acquisition-related costs are expensed as incurred.

Investments in consolidated subsidiaries are measured at net asset value. Net asset value is based on the measurement of assets, provisions and liabilities, and determination of profit based on the principles applied in the consolidated financial statements. If the valuation of a subsidiary based on the net asset value is negative, it will be stated at nil. If and insofar as the Holding Company has the firm intention of enabling the participation to settle its debts, a provision is recognised for this. When the Holding Company ceases to have control over a subsidiary, any retained interest is re-measured to fair value, with the change in carrying amount to be accounted for in the income statement. When parts of investments in consolidated subsidiaries are bought or sold, and such transaction does not result in the loss of control, the difference between the consideration paid or received and the carrying amount of the net assets acquired or sold is directly recognised in equity.

Unrealised gains on transactions between the Holding Company and its investments in consolidated subsidiaries are eliminated in full, based on the consolidation principles. The Holding Company Financial Statements are presented in EUR, which is the Holding Company's functional currency. The amounts are in thousands of EUR (rounded to the nearest thousand), unless otherwise stated. There have been no changes to the accounting policies of the Holding Company. Due to rounding up or down, individual figures may not add up exactly to the totals stated.

[2] Intangible fixed assets

	Trade- marks	Software	Total
	kEUR	kEUR	kEUR
Book value at 1/1/18	4	97	101
Additions	0	37	37
Disposals	0	0	0
Amortisation	0	-41	-41
Book value at 31/12/18	4	93	97
Purchase value	644	1,432	2,076
Accumulated amortisation	-640	1,339	1,979
Book value at 1/1/19	4	93	97
Additions	0	143	143
Disposals	0	0	0
Amortisation	0	-59	-59
Book value at 31/12/19	4	177	181
Purchase value	644	1,574	2,218
Accumulated amortisation	-640	1,397	2,037
Book value at 31/12/19	4	177	181

Intangible assets are amortised over a useful life of three years.

[3] Tangible fixed assets

Tangible fixed assets can be specified as follows:

	31/12/19	31/12/18
	kEUR	kEUR
Tangible fixed assets	24	17
Right of use assets	530	0
Total	554	17

Tangible fixed assets	2019	2018
	kEUR	kEUR
Book value at 1/1	17	25
Additions	21	3
Disposals	0	0
Depreciation	-14	-11
Book value at 31/12	24	17
Purchase value	253	232
Accumulated depreciation	229	215
Book value at 31/12	24	17

Right of use assets	2019	2018
	kEUR	kEUR
Book value at 1/1	0	0
Additions	645	0
Disposals	0	0
Depreciation	-115	0
Book value at 31/12	530	0
Purchase value	645	0
Accumulated depreciation	115	0
Book value at 31/12	530	0

The increase in tangible fixed assets was mainly due to reallocation of leasing/rental contracts to right-of-use ("RoU") assets. EUR 645k of additions are related to this reclassification as well as EUR 115k of depreciations. In comparison a current liability for further lease and rental payments was considered. The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred and lease payments made at or before the commencement date, less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the capitalised right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful lives and the lease term. Right-of-use assets are subject to impairment.

The depreciation percentages used for tangible assets between from 12.5 percent and 33.3 percent.

[4] Financial fixed assets

	31/12/19	31/12/18
	kEUR	kEUR
Subsidiaries at net asset value	3,717	2,844
Marketable securities	0	2,274
Loans	0	502
Other	119	119
Total	3,836	5,739

Investments in subsidiary companies consist of the following:

	31/12/19	31/12/18
	kEUR	kEUR
Subsidiaries at net asset value	3,717	2,844
Provisions for subsidiaries	0	-28
Total	3,717	2,816

The movements during the year are as follows:

	Subsidiary companies			Total
	Investments	Loans	Financial assets including investments	
	kEUR	kEUR	kEUR	kEUR
Book value at 1/1/18	2,935	0	112	3,047
Additions	0	502	7	509
Dividends and repayments	-397			-397
Share of net profit	289			289
Investments in subsidiaries	0			0
Translation adjustments	-12			-12
Book value at 1/1/19	2,816	502	119	3,437
Additions				
Dividends and repayments	-831	-502		1,333
Share of net profit	1,607			1,607
Investments in subsidiaries	79			79
Translation adjustments	46			46
Book value at 31/12/19	3,717	0	119	3,836

The loans in the amount of EUR 502k were repaid in 2019.

[5] Marketable securities

All marketable financial assets were sold in 2019.

	31/12/19	31/12/18
	kEUR	kEUR
Due within one year	0	2,274
Due within one and five years	0	0
Due in more than five years	0	0
Total	0	2,274

Securities measured at amortised costs

In the reporting period, securities measured at amortised costs were acquired for EUR 0k (2018: EUR 2,417k) and sold for a total of EUR 2,152k (2018: EUR 2,479k). Realised losses of EUR 122k (2018: gains of EUR 62k) were recognised in profit or loss.

[6] Group companies

The receivables from Group companies mature within one year.

[7] Prepaid expenses and other current assets

	31/12/19	31/12/18
	kEUR	kEUR
Income tax receivables	83	31
Other receivables	57	57
Total	140	88

[8] Cash and cash equivalents

No restrictions on cash exist at balance sheet date.

[9] Shareholders' equity

	Balance at 1/1/2019	Total comprehensive income	Share-based payment	Dividends	Cancellation of treasury share	Balance at 31/12/2019
	kEUR	kEUR	kEUR	kEUR	kEUR	kEUR
Issued capital (kEUR)	1,150				-75	1,075
Share premium (kEUR)	63,782					63,782
Reserves						
Treasury Reserve (kEUR)	-5,299				3,861	-1,438
For employee stock option plans (kEUR)	2,514		44			2,558
Accumulated deficit (kEUR)	-45,281	1,352			-3,786	-47,715
Currency translation differences (kEUR)	-1,208	51				-1,157
Subtotal Reserves	-49,274	1,403	44		75	-47,752
Total Equity (kEUR)	15,659	1,403	44		0	17,105

	Balance as at 1/1/2018	Effect of adoption of new accounting standards	Balance at 1/1/2018	Total comprehensive income	Share-based payment	Issuance of shares	Dividends	Reclassification of SOPs	Cash settlement of SOPs	Balance at 31/12/2018
Issued capital (kEUR)	1,150		1,150							1,150
Share Premium (kEUR)	63,782		63,782							63,782
Reserves										
Treasury reserve (kEUR)	-5,217		-5,217						-82	-5,299
For employee stock option plans (kEUR)	2,746		2,746		81			-313		2,514
Accumulated deficit (kEUR)	-45,041	-487	-45,528	247						-45,281
Currency translation differences (kEUR)	-1,196		-1,196	-12						-1,208
For unrealised gains/(losses) from available-for-sale securities acc. to IAS 39 (kEUR)	-487	487	0							0
Subtotal reserves (kEUR)	-49,195	0	-49,195	235	81			-313	-82	-49,274
Total equity (kEUR)	16,517	0	15,738	235	81	0	0	-313	-82	15,659

Issued capital

As at 25 July 2019, ad pepper media International N.V. cancelled 1,500,000 treasury shares which had been acquired by the Holding Company in previous years based on various buy-back authorisations, and thus reduced the share capital accordingly.

All cancelled shares had been in ownership of ad pepper media International N.V.. At the end of 2019, the issued capital of ad pepper media International N.V. comprises 21,500,000 (2018: 23,000,000) bearer shares with a nominal value of EUR 0.05 each.

Additional paid-in capital

Proceeds from the issuance of shares increased the additional paid-in capital by the amount by which they exceeded the par value of the shares. Furthermore, it also includes expenses incurred for stock option plans.

Treasury reserves

Purchase of treasury shares

By shareholder resolution of 16 May 2017, ad pepper media International N.V. was authorised to repurchase treasury stock of up to 50 percent of the issued capital within the next 18 months. The Holding Company did not carry out a share repurchase programme in 2019. Consequently, no shares were acquired (2018: no shares). The change in own shares was due to the cancellation of 1,500,000 treasury shares as result of a resolution of the 2019 Annual General Meeting of shareholders. As at 31 December 2019, the Holding Company held 499,292 treasury shares (2018: 1,999,292 treasury shares) with a nominal value of EUR 0.05 each, which equals 2.32 percent (2018: 8.69 percent) of the share capital. According to a shareholder resolution, those shares can be used for stock option plans or cancellations. The overall amount deducted from the accumulated deficit reflecting the value of treasury shares is EUR 1,438k (2018: EUR 5,299k).

Number of shares outstanding

The number of shares issued and outstanding as at 31 December 2019 totalled 21,000,708 (2018: 21,000,708). Each share has a nominal value of EUR 0.05.

Authorised capital

The authorised share capital of the Holding Company amounts to EUR 4,000,000, divided into 80,000,000 shares, with a par value of EUR 0.05 each. The Board of Directors is authorised, upon approval by the Supervisory Board, to issue shares until 15 May 2023, or to grant rights to subscribe for shares until the issued share capital amounts to EUR 2,000,000.

Proposed appropriation of the result for the financial year 2018

The Board of Directors, with the approval of the Supervisory Board, proposes to allocate the result for the financial year 2019 amounting to EUR 1,352k to the accumulated deficit without payment of dividend. The financial statements reflect this proposal.

[10] Non-current liabilities

	31/12/19	31/12/18
	kEUR	kEUR
Employee benefits liability	209	173
Deferred tax liability	0	142
Lease liability	432	0
Total	641	315

The employee benefits liability relates to the obligation resulting from the cash settled option plan. For further details on cash settled stock option plans, please refer to Note [38] of the consolidated financial statements.

[11] Provisions

	31/12/19	31/12/18
	kEUR	kEUR
Subsidiaries	0	28
Total	0	28

In 2018, provisions for subsidiaries related to subsidiaries with a negative net asset value. For further information please refer to Note [4].

[12] Current liabilities

	31/12/19	31/12/18
	kEUR	kEUR
Accrued expenses	128	170
Other current liabilities	735	351
Lease liabilities	105	0
Total	968	521

Other current liabilities comprise mainly VAT payables and bonus accruals.

[13] Contingent liabilities

Contingent liabilities mainly result from rented offices and office equipment. The rent deposit for the office facilities in Nuremberg, which is carried at its nominal value of EUR 119k (2018: EUR 119k), is pledged as collateral for bank guarantees.

ad pepper media International N.V. has provided guarantees for all outstanding liabilities of its subsidiary Webgains Ltd. (UK registered number: 05353649) that existed as at 31 December 2019, until these are satisfied in full. As a result, the individual local statutory accounts of Webgains Ltd. are exempt from audit under the requirements of section 479A of the UK companies Act 2006. As at 31 December 2019, the outstanding liabilities of Webgains Ltd. amount to EUR 11,622k (2018: EUR 10,112k).

ad pepper media International N.V. has provided guarantees for all outstanding liabilities of its subsidiary ad pepper media GmbH (registered number: HRB 16494) that existed as at 31 December 2019, until these are satisfied in full. As a result, the individual local statutory accounts of ad pepper media GmbH are exempt from audit under the requirements of Art. 264 Par. 3 German Commercial Code (HGB). As at 31 December 2019, the outstanding liabilities of ad pepper media GmbH amount to EUR 4,481k (2018: EUR 7,878k).

ad pepper media International N.V. has provided guarantees for all outstanding liabilities of its subsidiary ad agents GmbH (registered number: HRB 16494) that existed as at 31 December 2019, until these are satisfied in full. As a result, the individual local statutory accounts of ad agents GmbH are exempt from audit under the requirements of Art. 264 Par. 3 German Commercial Code (HGB). As at 31 December 2019, the outstanding liabilities of ad pepper media GmbH amount to EUR 5,384k (2018: EUR 3,712k).

The future minimum payment obligations resulting from the contracts for short-term rent and other agreements in place as at 31 December 2019 are as follows:

	2019	2018*
	kEUR	kEUR
No later than 1 year	47	192
Later than 1 year and no later than 5 years	10	117
Later than 5 years	-	-

*includes also contracts for right-of-use liabilities, which were reclassified in 2019

[14] Other operating income

Other operating income mainly includes management and shared services charged to subsidiaries of EUR 757k (2018: EUR 742k) and other income resulting from the profit distribution agreement with the subsidiary ad pepper media GmbH of EUR 976k (2018 : EUR 826k).

[15] Employee information

At the end of the financial year, the Holding Company employed 16 people (2018: 15). All employees are employed outside the Netherlands.

	2019	2018
	kEUR	kEUR
Wages and salaries	1,265	892
Stock option expenses/income	111	-59
Social security costs	169	158
Other employment expenses	32	2
Total	1,577	993

These costs are included in the cost of sales, selling expenses, and general and administrative expenses. Pension costs included in social security costs amount to EUR 62k (2018: EUR 57k).

The average number of personnel employed during the year was:

	2019	2018
	FTEs	FTEs
IT	2	2
Marketing	1	1
Administration	12	11
Total	15	14

[16] Information relating to the Board of Directors and Supervisory Board

Associated companies

Associated companies	Shares	Stock options	Shares	Stock options
	2019	2019	2018	2018
EMA Electronic Media Advertising Int. B.V.	9,486,402	0	9,486,402	0
Euro Serve Media GmbH	556,163	0	456,163	0

The ultimate shareholders of both associated companies are Michael and Constanze Oschmann.

[17] Independent auditor's fees

2019	Fee Ernst & Young Accountants LLP	Fee other Ernst & Young offices	Total fee Ernst & Young
	kEUR	kEUR	kEUR
Audit of financial statements	83	78	161
Other services	-	-	-
Total	83	78	161

2018	Fee Ernst & Young Accountants LLP	Fee other Ernst & Young offices	Total fee Ernst & Young
	kEUR	kEUR	kEUR
Audit of financial statements	80	78	158

[18] Events after the balance sheet date

On 17 March 2020 the Supervisory Board decided to propose the appointment of Ms. Bottenbruch as an additional Supervisory Board member to the General Meeting of Shareholders on 19 May 2020.

Up until the day of authorisation for issuance, there were no events that would have exerted substantial influence on the net assets, financial position or results of operations as at 31 December 2019.

The Board

Dr Jens Körner
(Chief Executive Officer)

Nuremberg, 26 March 2020

The Supervisory Board

Michael Oschmann
Thomas Bauer
Dr Stephan Roppel
Eun-Kyung Park (resigned 10 December 2019)



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OTHER INFORMATION

» OTHER INFORMATION

Statutory arrangements for appropriation of results

According to Article 15 of the Holding Company's articles of association, the Annual General Meeting of shareholders determines the appropriation of the Holding Company's net result for the year and the previous year.

Independent auditor's report

The independent auditor's report on these financial statements is included on the following pages.

INDEPENDENT AUDITOR'S REPORT

To: the shareholders and supervisory board of ad pepper media International N.V.

» REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS 2019 INCLUDED IN THE ANNUAL REPORT

Our opinion

We have audited the financial statements 2019 of ad pepper media International N.V., based in Amsterdam. The financial statements include the consolidated financial statements and the statutory financial statements of the holding company.

In our opinion:

- The accompanying consolidated financial statements give a true and fair view of the financial position of ad pepper media International N.V. as at 31 December 2019, and of its result and its cash flows for 2019 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code.
- The accompanying statutory financial statements give a true and fair view of the financial position of ad pepper media International N.V. as at 31 December 2019, and of its result for 2019 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements comprise:

- The consolidated statement of financial position as at December 31, 2019
- The following statements for 2019: the consolidated income statement, the consolidated statements of comprehensive income, changes in equity and cash flows
- The notes comprising a summary of the significant accounting policies and other explanatory information

The statutory financial statements comprise:

- The balance sheet of the holding company as at 31 December 2019
- The profit and loss account of the holding company for 2019
- The notes comprising a summary of the accounting policies and other explanatory information

Basis for our opinion

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

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

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

Our audit approach

Our understanding of the business

ad pepper media International N.V. is the head of a group of companies that provides online marketing services. The group is structured in components and we tailored our group audit approach accordingly. We paid specific attention in our audit to a number of areas driven by the operations of the group and our risk assessment.

We start by determining materiality and identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud, non-compliance with laws and regulations or error in order to design audit procedures responsive to those risks, and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Materiality

Materiality	€ 400,000 (2018: € 390,000)
Benchmark applied	Approximately 2% of gross profit
Explanation	We have applied this benchmark based on our professional judgment and taking into account the expectations of users of the financial statements. Gross profit was concluded to be the most appropriate earnings-based measure given it to be rather stable and reflective of the growth in the company's activities.

We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the supervisory board that misstatements in excess of € 20,000, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Our focus on fraud and non-compliance with laws and regulations

Our responsibility

Although we are not responsible for preventing fraud or non-compliance and cannot be expected to detect non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error.

Non-compliance with laws and regulations may result in fines, litigation or other consequences for the company that may have a material effect on the financial statements.

Our audit response related to fraud risks

In order to identify and assess the risks of material misstatements of the financial statements due to fraud, we obtained an understanding of the entity and its environment, including the entity's internal control relevant to the audit and in order to design audit procedures that are appropriate in the circumstances. As in all of our audits, we addressed the risk of management override of internal control. We do not audit internal control per se for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We considered available information and made enquiries of relevant executives including, legal and human resources and the supervisory board. As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption.

We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness, of internal controls that mitigate fraud risks. In addition, we performed procedures to evaluate key accounting estimates for management bias in particular relating to important judgment areas and significant accounting estimates as disclosed in Note 2 to the financial statements. We have also used data analysis to identify and address high-risk journal entries.

We incorporated elements of unpredictability in our audit. We considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance. If so, we reevaluate our assessment of fraud risk and its resulting impact on our audit procedures.

Our audit response related to risks of non-compliance with laws and regulations

We assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with the management board, reading minutes and performing substantive tests of details of classes of transactions, account balances or disclosures.

We also inspected lawyers' letters and correspondence with regulatory authorities and remained alert to any indication of (suspected) non-compliance throughout the audit. Finally we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

Going concern

In order to identify and assess the risks of going concern and to conclude on the appropriateness of management's use of the going concern basis of accounting, we consider based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

Scope of the group audit

ad pepper media International N.V. is at the head of a group of entities. The financial information of this group is included in the consolidated financial statements. Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. All entities that have contributions to gross profit exceeding 10% of total are included within our audit scope. Together with certain qualitative considerations, this resulted into full scope audit procedures on the financial information of five entities. The procedures performed for entities with an audit scope represent 97% of revenue and gross margin and 95% of total assets. All audit procedures were performed by teams in EY offices in the Netherlands and Germany.

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

Teaming, use of specialists and internal audit

We ensured that the audit teams both at group and at component levels included the appropriate skills and competences which are needed for the audit of a listed client. We included specialists in the areas of IT audit, share based payments and income tax.

General audit procedures

Our audit further included among others:

- Performing audit procedures responsive to the risks identified, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

Our key audit matters

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

In comparison with previous year, our key audit matters did not change.

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

Risk of inappropriate revenue recognition, including the risk of management overriding revenue recognition controls

Risk	Recognizing revenue is a routine process for the company, with a high number of transactions during the year. Revenue is an important performance indicator to the board of directors, the supervisory board as well as to other stakeholders and, therefore, we believe it to be subject to a higher risk of manipulation.
Our audit approach	<p>We have analyzed the Company's revenue recognition policies and procedures for the various sources of revenue. We evaluated the design and implementation of internal controls embedded in revenue recognition processes, including internal controls related to IT processes relevant to revenue recognition. In the latter IT specialists were involved as well.</p> <p>We discussed with and challenged management in their evaluation of revenue arrangements and the related analysis of recognizing revenues as principal or agent. We validated management's analysis based on inspection and interpretation of agreements with both customers and suppliers.</p> <p>We applied a data-analytics driven audit approach to revenues in which we verified that revenue recognized during the year subsequently resulted in cash receipt. We also performed testing of revenue related accounts such as trade receivables and we tested appropriate cut-off of revenues between 2019 and 2020.</p>
Key observations	We conclude that the revenue for 2019 has been appropriately recognized and disclosed in the financial statements.

Emphasis of matter relating to Corona developments

The developments surrounding the Corona (Covid-19) virus have a profound impact on people's health and on our society as a whole, as well as on the operational and financial performance of organizations and the assessment of the ability to continue as a Going Concern. The financial statements and our auditor's report thereon reflect the conditions at the time of preparation. The situation changes on a daily basis giving rise to inherent uncertainty. The impact of these developments on ad pepper media International N.V. is disclosed in the Report of the Board of Directors on page 60, 61, 68 and 69, and the disclosure about events after the reporting period on page 126. We draw attention to these disclosures.

Our opinion is not modified in respect of this matter.

» REPORT ON OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of the Report of the Supervisory Board, the Report of the Board of Directors, the letter from the board of directors, the remuneration report and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

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

- Is consistent with the financial statements and does not contain material misstatements
- Contains the information as required by Part 9 of Book 2 and Section 2:135b of the Dutch Civil Code

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 and Section 2:135b sub-Section 7 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the management board report in accordance with Part 9 of Book 2 of the Dutch Civil Code, other information required by Part 9 of Book 2 of the Dutch Civil Code and the remuneration report in accordance with Section 2:135b of the Dutch Civil Code.

» REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Engagement

We were engaged by the supervisory board as auditor of ad pepper media International N.V. on 27 July 2018, as of the audit for the year 2018 and have operated as statutory auditor since.

No prohibited non-audit services

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

Other non-prohibited services provided

Our services are only related to the audit of the financial statements.

» DESCRIPTION OF RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

Responsibilities of management and the supervisory board for the financial statements

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

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The supervisory board is responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements

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

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

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

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The Our audit approach section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion.

Communication

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

In this respect we also submit an additional report to the audit committee in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this auditor's report.

We provide the supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Amsterdam, 26 March 2020
Ernst & Young Accountants LLP

G.M.J. Bloetjes



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AT A GLANCE

» ADDRESSES

The ad pepper media group subsidiaries operate in the following countries:

ad pepper media International N.V.

Group headquarters Nuremberg

Frankenstrasse 150 C
90461 Nuremberg
GERMANY

Phone +49 (0) 911 929057-0

France

Webgains

c/o ad pepper media France S.A.R.L.

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75002 Paris
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Germany

ad pepper media GmbH

Office Nuremberg

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USA

Webgains

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New York, NY 10038
USA

Phone: +1 212 391 7317

» DATES AND CONTACTS

Company calendar

All financial and press data relevant for the capital market at a glance:

Annual Report 2019	26 March 2020
Annual General Meeting (Amsterdam, The Netherlands)	19 May 2020
Quarterly Report I/2020	26 May 2020
Quarterly Report II/2020	20 August 2020
Quarterly Report III/2020	17 November 2020

Contact partner for investors

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Board of Directors:

Dr Jens Körner, CEO

Disclaimer

This Annual Report contains future-related statements which are based on current assumptions and assessments by the management of ad pepper media International N.V. These statements are not to be understood as a guarantee that such expectations will in fact materialise. Future developments and the results actually achieved by ad pepper media International N.V. and its affiliated companies are dependent upon a number of risks and uncertainties and can hence deviate significantly from the future-related statements. Several of these factors are beyond ad pepper media's control and cannot be precisely estimated in advance, such as the future economic environment and the actions of competitors and other market players. There are no plans to update the future-related statements nor does ad pepper media International N.V. undertake any separate obligation to do so.

Our 2019 Annual Report as well as the Interim Financial Reports for 2019 are available at www.adpeppergroup.com under:

Investor relations / Statutory publications / Financial reports.



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