



Semi-annual Report

201



## Highlights of the first six months 2017

# Sales of the first half-year for the first time above EUR 500 m: Increase by 20.6 % to EUR 516.7 m (H1 2016: EUR 428.4 m)

Growth drivers: increasing customer base, a high level of customer loyalty and a high repurchase rate.

# Earnings before taxes (EBT) of EUR 5.1 m on the previous year's level (H1 2016: EUR 5.1 m)

Competitive market environment as well as ramp-up costs for new warehouses and additional investments in personnel.

# Positive Free Cash Flow of EUR 7.4 m (H1 2016: EUR 8.7 m)

Growth financed by cash flows from operating business.

# Company confirms sales and earnings targets for the full year 2017

Sales of at least EUR 1.125 bn and EBT in the range of EUR 17 m to EUR 22 m expected.



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### To the shareholders

#### The zooplus AG share

#### Stock chart zooplus AG: January 2 to June 30, 2017



#### The share

zooplus AG shares were admitted for trading on the Frankfurt Stock Exchange's Entry Standard segment on May 9, 2008. Almost one and a half years later, on October 22, 2009, the company successfully moved to the Prime Standard segment, which has the most stringent transparency and disclosure requirements in Germany. After an uninterrupted rise in the company's market capitalization and trading volume, zooplus AG entered the SDAX on June 29, 2011.

In the first half of 2017, the leading indices in Germany were able to further extend their gains. The positive sentiment on the stock exchanges was driven, in particular, by lower political risks after the French and Dutch elections and a significantly better economic outlook for Europe. The SDAX and DAXsubsector All Retail Internet indices, which are the benchmark indices

for zooplus, both achieved a double-digit increase in Xetra trading compared to their last closing price of 2016. The SDAX increased by 13.9 % in the first half of 2017 and the DAXsubsector All Retail Internet index by 11.5 %. The zooplus share price clearly outperformed the benchmark indices during this period. The shares closed on June 30, 2017 at EUR 174.00, which was 43.21 % above their closing price of EUR 121.50 on December 30, 2016. During the reporting period, the shares recorded a low of EUR 121.50 on January 9, 2017. zooplus shares marked their highest closing price of EUR 199.00 on May 25, 2017.

The market capitalization as of the June 30, 2017 reporting date was EUR 1,237.74 m based on the outstanding number of shares at this time of 7,133,428.

#### Analyst coverage

Institution	Analyst	Date	Recom- mendation	Price target (EUR)
Baader Bank	Bosse, Volker	July 13, 2017	Buy	210.00
Berenberg	Scheufler, Julia	May 19, 2017	Hold	192.00
Commerz- bank	Riemann, Andreas	July 20, 2017	Hold	180.00
Deutsche Bank	Naizer, Nizla	July 20, 2017	Hold	200.00
Hauck & Aufhäuser	Dannenberg, Lars	July 20, 2017	Sell	155.00
J.P.Morgan CAZENOVE	Olcese, Borja	July 20, 2017	Buy	230.00
Kepler Cheuvreux	Mauder, Nikolas	July 20, 2017	Buy	207.00
Bankhaus Lampe	Schlienkamp, Christoph	August 10, 2017	Hold	174.00
montega	Buss, Timo	March 24, 2017	Buy	150.00
ODDO Securities	Decot, Martin	July 20, 2017	Sell	150.00
quirin Bank	Marinoni, Ralf	July 20, 2017	Sell	145.00
Warburg Research	Kleibauer, Thilo	April 20, 2017	Hold	149.00

#### Shareholder structure



As of July 31, 2017

Share ownership according to the published voting rights notifications

- $^{\star}$  Free float of 86.58 % according to the definition of Deutsche Börse
- \*\* Including equity instruments

Disclaimer: The shareholder structure depicted is based on the published notifications of voting rights and company information. zooplus AG does not assume responsibility for the accuracy, completeness and timeliness of this information.

#### Key data

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WKN	511170
ISIN	DE0005111702
Ticker symbol	Z01
Trading segment	Regulated market (Prime Standard)
Class of shares	No par-value ordinary bearer shares
Share capital in EUR as of December 31, 2016	7,060,902.00
Share capital in EUR as of June 30, 2017	7,113,428.00
Number of shares as of June 30, 2017	7,113,428
Initial listing	May 9, 2008
Initial issue price*	EUR 13.00
Share price as of December 30, 2016	EUR 121.50
Share price as of June 30, 2017	EUR 174.00
Percentage change (since December 30, 2016)	+43.21 %
Period high	EUR 199.00
Period low	EUR 121.50

Closing prices in Deutsche Börse AG's Xetra trading system

#### 2017 financial calendar

October 19, 2017	Preliminary sales figures for Q3 2017
November 15, 2017	Publication of the 2017 9M Report

<sup>\*</sup> Taking into account capital increase from company resources in July 2011

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# Interim Group Management Report

## Interim Group management report of zooplus AG as of June 30, 2017

#### 1. Business report

## A. Business performance and economic environment

a. Group structure and business activities

#### i. Business divisions

zooplus AG, the parent company of the Group, was founded in Munich in 1999. The Group operates in the e-commerce segment as a web-based retailer of pet supplies to private end consumers. The zooplus Group is the distinct market leader in Europe in this segment measured in terms of sales and active customer base.

The overriding business objectives are sustained growth, the systematic penetration of existing markets and the further expansion of the company's online market leadership in Europe. zooplus is working to achieve these objectives by continually expanding its infrastructure so that it can maintain its technological edge in the segment.

Altogether, zooplus offers customers roughly 8,000 different food and accessory products for dogs, cats, small animals, birds, fish and horses. These products include everyday staples such as brand name foods generally available at specialty retailers; zooplus's private labels; specialty articles like toys, care and hygiene products; and other accessories. zooplus also offers a wide range of free content and information on its websites, including veterinary and other animal-related advice and interactive features such as discussion forums and blogs.

zooplus generates its sales from selling products out of its central fulfillment centers located in Hörselgau, Germany, Tilburg, Netherlands, Wroclaw, Poland, Chalonsur-Saône, France, and Antwerp, Belgium. In addition, a smaller fulfillment center in Strasbourg, France, processes certain types of orders for the French and German markets. In the first quarter of 2017, zooplus opened a smaller fulfillment center in Coventry, Great Britain. This expansion in capacity provides zooplus the logistical infrastructure it needs to achieve its planned future growth.

The central warehouse locations also enable the company to ensure fast and efficient deliveries while maintaining a high degree of general product availability for its customers across Europe. "Final-mile" deliveries to end customers are made using national and international parcel service providers.

From a customer perspective, zooplus sets itself apart from the competition by means of its business model, which combines a broad product range, attractive prices and an efficient flow of goods with simple and convenient handling.

#### ii. Markets

zooplus operates in 30 countries across Europe through a variety of localized and cross-national online shops. According to the German Pet Trade and Industry Association (Zentralverband zoologischer Fachbetriebe Deutschland e.V.), the gross total market volume of the European pet supplies segment is currently around EUR 26 bn. According to the company's proprietary estimates, zooplus AG is the clear online market leader in terms of sales and active customer base by a wide margin in both the European high-volume markets of Germany, France, the Netherlands, Spain, Italy and Poland and across Europe as a whole. zooplus also estimates that it is the fastest growing company in its sector.

As of August 2017, zooplus operated a total of 25 localized online shops. In addition to the six high-volume markets mentioned above, the company also operates online shops in the United Kingdom, Belgium, Denmark, Finland, Ireland, Croatia, Austria, Romania, Slovakia, Switzerland, Slovenia, Sweden, the Czech Republic, Hungary, Portugal, Bulgaria, Norway, Greece and Turkey. This effectively makes zooplus the sector's dominant provider in the online segment across Europe by a substantial margin compared to smaller local and national competitors.

Next to its zooplus brand, the Group also operates under its bitiba brand, which is a discount concept with a limited range of products available in 14 countries.

#### iii. Kev influential factors

Two critical influential factors define the online retailing business for pet supplies: the evolution of the overall European pet supplies market and the general and sector-specific development of Internet users' online purchasing behavior.

#### Evolution of the European pet supplies market

According to the German Pet Trade and Industry
Association, the European pet supplies market currently
equals a total gross market volume of approximately
EUR 26 bn. The markets of Germany, France, the United
Kingdom, Spain, the Netherlands, Italy and Poland alone
account for some EUR 21 bn of this total.

In all European countries, the primary sales channels for pet supplies are the bricks-and-mortar pet stores, garden centers, DIY stores, conventional supermarkets and discounters. The key differences among the individual bricks-and-mortar retail concepts for pet supplies are the product range and product positioning: While largescale supermarkets and discounters usually limit themselves to a product range of approximately 150 – 200 smaller, typically lower-priced pet food products, larger pet store chains offer a complete product range of pet food (from entry-level to premium prices) and accessories (including toys, hygiene products, pet furniture and equipment). zooplus has defined its relevant market segment as the conventional specialty retailer segment, including the related specialty product areas of the core supermarket segment.

zooplus expects the market's overall volume to remain stable or increase slightly in the years ahead.

For 2017, zooplus forecasts market growth of roughly 2 % to 3 % in Europe. In Germany, around one-third of all households own one or more pets. zooplus assumes that the other key high-volume European markets are at a similar level. Changes in the market are brought about by changes in the animal population, the shift in sales towards higher value products and categories within the food and accessories segments ("premiumization") and the increasing "humanization" of pets.

Thanks to recurring patterns of demand, especially in the pet food segment, the pet supplies market has very low seasonality. For example, around 84% of the total demand at zooplus relates to pet food itself, which means the Group enjoys exceptionally stable medium to long-term demand.

#### Development of online retailing

The Internet's development as a distribution channel for pet supplies is critically important to the Group. zooplus offers customers access to its website via desktop computers, tablets, smartphones or by using the zooplus app. The availability of fast and reliable Internet access to large segments of the population is a basic prerequisite for European online retailing to consumers. The primary drivers are the availability of high-speed fixed Internet access and growing mobile access. Expanded access has driven the number of Internet users sharply higher in recent years, which in combination with the higher everyday use of search engines and other Internet platforms, such as price information services and sites offering product comparisons, has prompted a significant increase in the general interest and participation in online shopping.

Over the past several years, e-commerce has continued to gain significance as an ever more important distribution channel for retailers. According to publications by the German Retail Federation (Handelsverband Deutschland), B2C e-commerce sales in Germany will amount to roughly EUR 49 bn in 2017, corresponding to a year-on-year increase of 11 %. Further growth in European online retailing appears more than likely, particularly given the inherent advantages of online retailing compared to existing bricks-and-mortar retail concepts such as a broader product range and more convenient shopping. In addition, logistics service providers and parcel services are making a significant effort to make their services more flexible and further improve their quality of service for end customers, which will also provide an added boost to the online market's growth momentum. Based on these trends, independent market observers such as Statista expect online retailing to continue to enjoy annual double-digit percentage growth rates in the years to come.

The share of products sold over the Internet in the pet supply segment is still relatively low compared to other product categories and largely driven by the sales zooplus itself generates across Europe. The company's internal estimates show that until now only around 7% of the total European pet market has migrated online.

This means zooplus, as the market leader, is in a unique position to benefit from these lasting shifts in the existing distribution and retailing structures.

#### iv. Competitive position

#### Advantage over online competitors

Generally, there are lower barriers to market entry in online retail than in bricks-and-mortar retail. As a result, zooplus not only faces international (online) retailers in the European market but also a number of mostly regional providers such as independent pet stores with their own web shops and local delivery alternatives. A growing number of larger bricks-and-mortar retailers are also setting up online retail infrastructure while other local online retailers are entering new countries. These trends increase the number of retailers coming into direct competition with zooplus.

In contrast to both of these groups, zooplus has the advantage that its size and market leadership in Europe give it the structural capacity to reap crucial benefits from higher efficiency and economies of scale that are not equally available to smaller providers. This structural advantage in areas such as purchasing, private label development, logistics, technology, customer service and marketing is the basis for zooplus's confidence in its competitive position. Other relative advantages such as brand recognition and the Group's financial strength also play a role.

In addition, the company's existing base of active European customers also helps to ensure that there is a substantial momentum for acquiring new customers through word-of-mouth recommendations.

#### Advantages over bricks-and-mortar competitors

zooplus's business model is based on a lean, technologically efficient, and scalable value creation chain combined with an outstanding shopping experience in terms of selection, price and convenience and particularly in terms of convenient home delivery.

zooplus does not operate any physical stores or outlets. Instead, from seven fulfillment centers, it supplies customers throughout Europe with a significantly larger product range than existing bricks-and-mortar retailers. At the same time, the Group's centralized structure and related efficiency advantages combined with predominantly automated business processes help offset certain size-based advantages still enjoyed by the larger bricks-and-mortar pet store chains, particularly in product procurement. zooplus assumes that it is already today's cost leader in the online retailing of pet supplies.

zooplus's goal is and will continue to be to solidify and expand its lead in the online segment while strengthening its position in the overall online and bricks-and-mortar markets and profiting substantially from the continued high growth of online retailing.

#### v. Group structure

As of June 30, 2017, the Group's scope of fully consolidated companies included zooplus AG, Munich, and the following subsidiaries:

Subsidiary	Interest in share capital	Business activity
MATINA GmbH, Munich, Germany	100 %	Private label business
BITIBA GmbH, Munich, Germany	100 %	Secondary brand business
zooplus services Ltd., Oxford, Great Britain	100 %	Service company for Great Britain
zooplus italia s.r.l., Genoa, Italy	100 %	Service company for Italy
zooplus polska Sp. z.o.o., Krakow, Poland	100 %	Service company for Poland
zooplus services ESP S.L., Madrid, Spain	100 %	Service company for Spain
zooplus france s.a.r.l., Strasbourg, France	100 %	Service company for France
zooplus Nederland B.V., Tilburg, the Netherlands	100 %	Service company for the Netherlands
zooplus Pet Supplies Import and Trade Itd., Istanbul, Turkey	100 %	Sales company for Turkey

The following companies are not included in the consolidated financial statements:

- the wholly owned subsidiary zooplus EE TOV, Kiev, Ukraine, founded in the second quarter of 2011 with share capital of kEUR 10;
- the wholly owned subsidiary zooplus d.o.o., Zagreb, Croatia, founded in February 2013 with share capital of kEUR 3;
- the wholly owned subsidiary Tifuve GmbH, Munich, Germany, founded in May 2013 with share capital of kEUR 25;
- the wholly owned subsidiary zooplus Austria GmbH, Vienna, Austria, founded in the second quarter of 2017 with share capital of kEUR 35.

These four companies did not conduct any business activities during the financial year and were not included in the consolidated financial statements because of their minor importance.

zooplus AG was managed by the following Management Board members during the 2017 financial year and as of June 30, 2017:

- Dr. Cornelius Patt, CEO (Corporate Management, overall responsibility for Business Development & System Development, IT, Logistics, Supply Chain Management and HR)
- Andrea Skersies (Sales & Marketing, Category Management)
- Andreas Grandinger (Finance, Controlling, Legal, Investor Relations, Internal Audit and Procurement)

The Management Board is advised and controlled by the Supervisory Board. During the 2017 financial year and as of June 30, 2017, the Supervisory Board consisted of the following members:

- Christian Stahl (Chairman of the Supervisory Board), freelance entrepreneur in the investment business, London, United Kingdom
- Moritz Greve, Partner and Managing Director of Maxburg Capital Partners GmbH, Munich, Germany (Deputy Chairman)
- Dr. Norbert Stoeck, freelance corporate consultant, Munich, Germany
- Henrik Persson, founder and manager of Sprints
   Capital Management Ltd., London, United Kingdom
- Karl-Heinz Holland, freelance business consultant, Oberstenfeld, Germany
- Ulric Jerome, Director of MatchesFashion Limited (MatchesFashion.com), London, United Kingdom

b. Corporate strategy – Sustainable and profitable pan-European growth

The Group's aim is to maintain and significantly expand its market leadership in the European online pet supplies segment and, thereby, dramatically increase the company's medium and long-term earnings potential. From the company's standpoint, both the Internet and Internet retailing in Europe continue to offer excellent growth opportunities. This is the reason why it is important that the Group sets up the necessary structures and positions itself today to generate significant medium- and long-term positive returns by virtue of its size and market leadership.

With this in mind, the following goals stand at the core of the company's activities:

- Continuing sales growth in all European markets
- Further penetrating existing regional markets
- Defending and expanding market leadership in the European online pet supplies segment
- Expanding the customer base and securing high customer loyalty in all European markets
- Further improving the total cost ratio

The overriding priority is to continue generating high growth in order to expand our leading market position and to improve cost efficiency while maintaining sustainable operating profitability. Management sees this as the most logical strategy for the long-term appreciation in the company's value in the quarters and years to come based on the excellent growth opportunities for the Group still available throughout Europe.

Targets are managed and monitored in all areas using key performance indicators that are reviewed regularly and modified over the short- to medium-term when necessary. The company places special importance on clearly communicating its goals to employees and the public.

Employees play a key role in the company's success. Regular internal training and widespread participation in external training courses have improved employees' work quality and their potential to create added value.

#### c. Technology and development

zooplus views itself first and foremost as a technology-driven Internet retailing group. The new and ongoing development of the core processes and key components of the company's business model is usually initiated and executed internally. External partners are brought in when they can make a meaningful contribution to the company's internal expertise and implementation capacity.

In the past, proprietary systems and highly specialized software solutions in all key company segments have played a decisive role in the success of zooplus AG and the zooplus Group. From today's perspective, these systems and solutions will remain a fundamental building block to reaching the company's goals. The existing proprietary systems will be enhanced using standardized systems to meet the Group's specific requirements at all times.

## B. Net assets, financial position and results of operations

a. Financial and non-financial performance indicators

#### i. Financial performance indicators

The zooplus Group analyzes sales, gross margin, fulfillment costs and marketing costs to manage and monitor the earnings situation.

The yardstick for gauging the Group's growth and business success is sales. The key earnings indicator for measuring the Group's success is earnings before taxes (EBT).

The performance indicator for the financial position is the equity ratio. The key ratios are calculated at the Group level in accordance with IFRS.

#### ii. Non-financial performance indicators

In addition to financial performance indicators, the Group also steers its activities using non-financial performance indicators. The key non-financial performance indicator is the company's degree of market leadership in the European online pet supplies segment.

Two other key performance indicators are the sales retention rate and the number of new customers – both of which have an influence on zooplus AG's sustained growth and stand at the center of the company's corporate management.

b. Business performance H1 2017

#### i. The economy and overall market

There continues to be a risk that the euro debt crisis and currency exchange risks within and outside of Europe will have a considerable adverse impact on Europe's real economy. It is also not yet clear what the additional risks and consequences might be from the Brexit vote and its aftermath. Although the German economy has developed largely positively thus far despite these risks, it cannot be ruled out that negative economic developments may have an impact on zooplus AG's business in the future. It is also not yet clear how protectionist tendencies will affect the international trade in goods and, consequently, overall economic growth and consumer purchasing power. The management believes that the development of the specific industry and online retailing environment in the respective individual markets will still have a much stronger influence on zooplus AG than the general economic environment described above.

## ii. Performance of the zooplus Group in the reporting period

The zooplus Group continued further on its growth path in the first half of 2017 and during this period achieved a 21 % increase in sales compared to the first half of the previous year. Even though zooplus managed to further strengthen its market position in a fiercely competitive market environment, sales growth was slightly below the Management Board's expectations, primarily due to the development in the second quarter. The ratio for measuring customer loyalty remained at the previous year's level of 93 % and 94 % on a currency-adjusted basis. Reductions in expenses for logistics and fulfillment, marketing, payment transactions and in other expenses were enhanced by efficiency gains and economies of scale. At the same time, zooplus was able to generate an improvement in other operating income in the form of higher refunds for marketing. As a result of these effects, zooplus generated earnings before taxes (EBT) of EUR 5.1 m in the first half of the year, which is at the level of the previous year.

After completing the first half-year of 2017, the Management Board confirms its forecast for sales of at least EUR 1,125 m for the full year of 2017 and its forecast for earnings before taxes (EBT) in the range of EUR 17 m to EUR 22 m.

#### c. Results of operations

#### i. Development of sales and other operating income

As the European market leader in Europe's online pet supplies segment, according to the company's own estimation, zooplus increased its sales, once again, in the first half of 2017. Sales rose by 20.6 % to EUR 516.7 m compared to EUR 428.4 m in the same period of 2016.

Along with the continued expansion in the customer base in all of the Group's geographic markets, a key driver of this development was the high level of customer loyalty expressed by the sales retention rate for existing customers. While the existing customer business continued to show a very positive trend, the focus on achieving even greater sustainability in the business with new customers led to a slight decline in initial sales with new customers. The Management Board is assuming that this transition will have a positive effect on the Group as a whole in the months to come.

The share of sales generated abroad increased to 75%.

Other operating income in the first half of 2017 increased to EUR 24.9 m compared to EUR 20.2 m in the same period of the prior year and represented a share of sales of 4.8 % compared to 4.7 % in the first half of 2016. Sales consist solely of merchandise sales, whereas other operating income consists mainly of customary industry refunds for marketing and other compensation.

Sales of pet supplies are largely immune to seasonal fluctuations.

The trend in sales and other operating income clearly shows that zooplus, as the market leader in the European online market for pet supplies, is profiting disproportionately more from the continuous migration of demand from the traditional bricks-and-mortar sales channels to online retailing. The company's continued double-digit growth in all regional markets has further solidified its strategic market position.

#### ii. Expense items

#### Cost of materials

The company's cost of materials ratio in the reporting period increased slightly versus the prior year rising by 0.4 percentage points to 75.5 % compared to 75.1 % in the first half of 2016. This, in turn, resulted in a decline in the company's gross margin (sales less cost of materials) from 24.9 % in the comparable prior-year period to 24.5 % in the first half of 2017. The development of the gross margin is a result of the persistent intense competition in the field of pet supplies. The latter has led to price adjustments in order to be able to continue to offer customers optimum value for their money. At the same time, this has allowed zooplus to further strengthen its market leadership in Europe and further grow its sales. The decline in the gross margin was fully offset by an improvement in other operating income in the form of higher refunds for marketing and a decline in operating expense items within other expenses.

#### Personnel expenses

Personnel costs in the first half of 2017 increased to EUR 17.3 m compared to EUR 13.8 m in the same period of 2016. This rise resulted in an increase in the personnel cost ratio of 0.2 percentage points to 3.4% (in relation to sales). This increase resulted from the significant expansion in proprietary IT development capacity, additional personnel in other departments and a rise in non-cash expenses related to the 2016 stock option program.

#### Depreciation and amortization

Scheduled depreciation / amortization in the first six months of 2017 increased to EUR 2.0 m compared to EUR 0.5 m in the same period of 2016. This rise resulted from the scheduled amortization for modules of the new ERP system that were brought into operation at the start of the 2017 financial year, as well as depreciation caused by the capitalization of property, plant and equipment resulting from a finance lease.

#### Other expenses

During the reporting period, other expenses increased year-on-year from EUR 107.4 m in the same period of the previous year to EUR 126.7 m. Other expenses mostly consist of expenses for logistics / fulfillment, marketing and payment transactions. Their percentage share of sales in the first six months of 2017 declined to 24.5% compared to 25.1% in the first six months of financial year 2016. This change is largely due to the efficiency gains and economies of scale achieved in the areas of logistics, marketing, customer acquisition, payment transactions and other expenses.

#### Logistics and fulfillment expenses

Logistics and fulfillment expenses in the first half of 2017 reached a level of 19.4% based on sales compared to 19.7 % in the same period of the previous year. Thus, the company achieved a slight improvement in this expense ratio. The expenses related to the opening of a new fulfillment center in Coventry, Great Britain, in the first quarter of 2017 and the ramp-up phase of the fulfillment center opened in Antwerp, Belgium, in the fourth guarter of 2016 were offset by better efficiency of the existing logistics centers, including enhancements throughout the entire logistics network. In the context of the capitalization of property, plant and equipment resulting from finance leases, expenses of EUR 1.0 m related to logistics services were classified as depreciation and recorded under depreciation and amortization. There were no finance leases in the comparable 2016 period.

#### Marketing expenses

Despite a year-on-year rise in sales of 20.6% in the first half-year, expenses related to customer acquisition and marketing declined to 1.4% of sales in the first half of 2017 compared to 1.6% in the same period of the prior year. The ratio to measure customer loyalty remained at a very high level and was further confirmation of the high effectiveness of the marketing efforts at zooplus to acquire new customers.

#### Payment transaction expenses

Total payment transaction expenses in the first half of 2017 totaled EUR 5.2 m compared to EUR 4.4 m in the same period of the prior year, which equals a ratio to sales of 1.0%, or the same level of the prior year.

#### Other expenses

In addition to the expenses for logistics and fulfillment, marketing and payment transactions described above, other expenses in the reporting period included customer relationship service, office rentals, general administrative expenses, technology and other expenses incurred as part of the ordinary operating activities. Other expenses as a percentage of sales in the first six months of 2017 were 2.7 % compared to 2.8 % in the same period of 2016.

#### iii. Earnings development

In the first half of 2017, zooplus generated earnings before taxes (EBT) of EUR 5.1 m, which in absolute terms was at the prior year's level. The earnings performance was driven primarily by operating efficiency improvements, the continued effectiveness of the marketing strategy and the rise in other operating income.

The consolidated net profit in the first six months of 2017 amounted to EUR 2.8 m (H1 2016: EUR 3.1 m). Total comprehensive income amounted to EUR 0.7 m (H1 2016: EUR 4.2 m) and differed from the consolidated net profit due to the hedge reserve of EUR -1.8 m and currency translation differences of EUR -0.2 m.

#### d. Net assets

Non-current assets as of June 30, 2017 amounted to a total of EUR 26.4 m compared to EUR 25.0 m as of December 31, 2016. The main components of this item are property, plant and equipment of EUR 15.1 m and intangible assets of EUR 11.2 m. Property, plant and equipment contains non-current assets resulting from the finance lease for the fulfillment center in Wroclaw, Poland.

Current assets as of the June 30, 2017 reporting date amounted to EUR 183.5 m compared to EUR 182.6 m at the end of 2016. This change is mainly the result of the combination of the rise in cash and cash equivalents from EUR 54.9 m to EUR 62.8 m, the increase in advance payments from EUR 1.6 m to EUR 5.0 m and the rise in accounts receivable from EUR 19.2 m to EUR 21.2 m. This rise was partially offset by the decline in other current assets from EUR 25.6 m to EUR 16.0 m, the drop in inventory from EUR 78.8 m to EUR 78.5 m and the decline in derivative financial instruments from EUR 2.5 m to EUR 0.0 m.

Equity as of June 30, 2017 was higher than the level as of the December 31, 2016 reporting date and amounted to EUR 111.1 m. The exercise of stock options under the stock option program increased equity by an amount of EUR 1.8 m. This resulted in an equity ratio of 53.0 % as of June 30, 2017, which was higher than the level at the end of 2016 (52.0 %).

Accounts payable were lower as of June 30, 2017 declining to EUR 46.2 m compared to EUR 48.5 m at the end of 2016. Other liabilities increased from EUR 21.4 m to EUR 22.9 m. As of June 30, 2017, provisions for outstanding invoices were reclassified from other current liabilities to accounts payable. The figures for the previous year were adjusted accordingly.

Other liabilities mainly include tax liabilities.

Other current provisions as of June 30, 2017 increased to EUR 10.3 m compared to EUR 8.1 m as of December 31, 2016 and mainly consisted of provisions for bonus points from the customer loyalty program that were issued but not yet redeemed. One of these provisions in the amount of EUR 1.2 m is long-term in nature.

Finance lease liabilities totaling EUR 12.0 m are related to future lease payments for leased items at the fulfillment center in Wroclaw, Poland. A total of EUR 9.9 m of these liabilities is long-term in nature.

As in the previous year, financial liabilities did not exist as of June 30, 2017. The company continues to have access to flexible credit lines totaling EUR 40.0 m. zooplus AG is not required to provide any collateral for these credit lines.

Total assets as of June 30, 2017 totaled EUR 209.9 m and were slightly higher than their level of EUR 207.6 m as of December 31, 2016, allowing the company to maintain solid balance sheet ratios despite the growth in sales.

#### e. Financial position

Cash flows from operating activities in the reporting period reached a level of EUR 10.8 m compared to EUR 10.6 m in the first six months of 2016. Operating cash flow was mainly affected by earnings before taxes in the reporting period and the changes in working capital. Cash flows from investing activities amounted to EUR – 3.3 m in the first six months of 2017 compared to EUR – 1.9 m in the same period of 2016. The change resulted primarily from investments in intangible assets.

Free cash flow in the first six months of 2017 amounted to EUR 7.4 m compared to EUR 8.7 m in the same period in 2016.

Cash flows from financing activities of EUR 0.5 m were generated during the reporting period and were positively impacted by proceeds of EUR 1.8 m from a conditional capital increase. Cash flow was negatively affected by the repayment of a finance lease liability in the amount of EUR 1.1 m as well as interest paid in the amount of EUR 0.2 m.

As a retail company, zooplus is subject to a considerable volatility when it comes to balance sheet and cash flow related items such as inventories, liabilities and VAT. This fact results in a much higher natural fluctuation in these figures throughout the year compared to the earnings figures presented.

f. Overall statement on the financial situation
With sales growth of 21 % to EUR 517 m in a fiercely
competitive market environment, the first half-year was
slightly below the company's expectations. With the
measures already introduced, the Management Board
expects growth to accelerate in the second half of 2017.
At EUR 5.1 m, earnings before taxes remained at the
previous year's level. In addition, it is important to
highlight that it was possible to finance the continued
high overall growth with the company's operating
cash flow.

#### 2. Subsequent events

After the end of the first six months of 2017, no events of particular importance occurred that impact the net assets, financial position and results of operations.

## 3. Report on outlook, risks and opportunities

#### A. Outlook

In view of the latest forecasts, the underlying economic conditions are not expected to change materially in 2017. It remains to be seen what impact the Brexit decision will have on the EU member states and companies operating across Europe. Furthermore, it is impossible at this time to foresee the effect of protectionist tendencies on international trade in goods and therefore on overall economic growth and the purchasing power of consumers.

Irrespective of these factors, the company anticipates that the Internet will continue to grow in its importance as a sales channel (e-commerce) in the years ahead and expand at a faster rate than the market overall. zooplus will benefit substantially from these trends. The expectation for our pet supply segment is for slightly higher sales overall in 2017.

In summary, the company expects to achieve the following financial targets in the 2017 financial year:

- An increase in sales up to a level of at least EUR 1.125 bn
- Earnings before taxes (EBT) in a range of EUR 17 m to EUR 22 m

zooplus expects the following in terms of the year-onyear development of the key factors influencing the net assets, financial position and results of operations:

- a slight decline in the 2017 gross margin (in relation to sales)
- logistics and fulfillment costs as a percentage of sales in 2017 to remain at the prior year's level
- marketing expenses related to customer acquisitions remain stable in 2017 as a percentage of sales
- equity ratio of between 40 % and 60 %
- another year in which the company maintains its leading market position in the online retailing of pet supplies
- a stable sales retention rate

As in previous years, growth will be the priority in 2017. Sustainable positive earnings development will also remain a key element of the Group's strategy.

#### B. Risk report

The risk outlook for zooplus AG has not changed materially from the outlook described in the 2016 Annual Report (pages 61 to 66).

#### C. Opportunity report

The opportunities outlook for zooplus AG has not changed materially from the outlook described in the 2016 Annual Report (pages 66 and 67).

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# Consolidated interim financial statements

# Consolidated balance sheet as of June 30, 2017 according to IFRS

#### Assets

in E	UR	30/06/2017	31/12/2016
Α.	NON-CURRENT ASSETS		
l.	Property, plant and equipment	15,106,440.31	15,908,695.76
II.	Intangible assets	11,192,122.89	9,026,342.57
III.	Other financial assets	72,708.71	37,708.71
	Non-current assets, total	26,371,271.91	24,972,747.04
B.	CURRENT ASSETS		
l.	Inventories	78,527,975.12	78,781,088.50
II.	Advance payments	4,983,617.46	1,622,257.78
III.	Accounts receivable	21,191,393.31	19,177,730.94
IV.	Other current assets	15,983,088.34	25,642,573.18
V.	Derivative financial instruments	0.00	2,455,023.80
VI.	Cash and cash equivalents	62,812,140.29	54,923,661.37
	Current assets, total	183,498,214.52	182,602,335.57
		209,869,486.43	207,575,082.61

## **Equity and Liabilities**

in EUR	30/06/2017	31/12/2016
A. EQUITY		
I. Subscribed capital	7,113,428.00	7,060,902.00
II. Capital reserves	97,322,514.02	94,810,944.46
III. Other reserves	-914,124.76	1,147,161.06
IV. Profit for the period and profit carried forward	7,617,822.75	4,851,179.83
Equity, total	111,139,640.01	107,870,187.35
B. NON-CURRENT LIABILITIES		
I. Provisions	1,200,000.00	1,503,549.71
II. Deferred tax liabilities	387,037.23	689,068.25
III. Finance lease liabilities	9,891,265.31	10,948,431.91
Non-current liabilities, total	11,478,302.54	13,141,049.87
C. CURRENT LIABILITIES		
I. Accounts payable	46,182,532.71	48,483,292.59
II. Derivative financial instruments	284,430.95	0.00
III. Other current liabilities	22,881,805.70	21,365,938.57
IV. Tax liabilities	2,807,288.18	4,086,935.55
V. Finance lease liabilities	2,149,334.27	2,151,426.24
VI. Provisions	10,328,238.20	8,051,104.12
VII. Deferred income	2,617,913.88	2,425,148.32
Current liabilities, total	87,251,543.89	86,563,845.39
	209,869,486.43	207,575,082.61

# Consolidated statement of comprehensive income from January 1 to June 30, 2017 according to IFRS

in EUR	H1 2017	H1 2016
Sales	516,701,950.51	428,422,908.73
Other income	24,868,457.91	20,210,099.47
Cost of materials	-390,249,111.27	-321,733,188.34
Personnel expenses	-17,319,446.03	-13,795,473.62
of which cash	(-16,550,645.47)	(-13,585,940.79)
of which stock-based and non-cash	(-768,800.56)	(-209,532.83)
Depreciation and amortization	-1,978,060.98	- 510,809.95
Other expenses	-126,691,185.25	- 107,374,677.49
of which logistics / fulfillment expenses	(-100,208,316.04)	(-84,267,754.46)
of which marketing expenses	(-7,272,410.02)	(-6,701,171.01)
of which payment transaction expenses	(-5,154,612.30)	(-4,372,995.24)
of which other expenses	(-14,055,846.89)	(-12,032,756.78)
Earnings before interest and taxes (EBIT)	5,332,604.89	5,218,858.80
Financial income	10,569.96	392.72
Financial expenses	-223,803.86	-72,675.00
Earnings before taxes (EBT)	5,119,371.00	5,146,576.52
Taxes on income	-2,352,728.08	-2,051,093.75
Consolidated net profit / loss	2,766,642.92	3,095,482.77
Other gains and losses (after taxes)		
Differences from currency translation	-225,166.28	- 114,002.80
Hedge reserve	-1,836,119.54	1,254,710.72
Items subsequently reclassified to profit or loss	-2,061,285.82	1,140,707.92
Total comprehensive income	705,357.10	4,236,190.69
Earnings per share		
basic (EUR/share)	0.39	0.44
diluted (EUR / share)	0.39	0.43

# Consolidated statement of cash flows from January 1 to June 30, 2017 according to IFRS

in EUR	H1 2017	H1 2016
Cash flows from operating activities		
Earnings before taxes	5,119,371.00	5,146,576.52
Adjustments for:		
Depreciation and amortization	1,978,060.98	510,809.95
Non-cash personnel costs	768,800.56	209,532.83
Other non-cash business transactions or business transactions with payments relating to other periods	-225,166.28	-114,002.80
Interest and similar expenses	223,803.86	72,675.00
Interest and similar income	- 10,569.96	-392.72
Changes in:		
Inventories	253,113.38	5,503,162.44
Advance payments	-3,361,359.68	-2,519,247.59
Accounts receivable	-2,013,662.37	-5,366,584.38
Other current assets	9,659,484.84	5,639,899.11
Accounts payable	-2,300,759.88	-1,663,614.36
Other liabilities	1,515,867.13	1,800,420.84
Provisions	2,277,134.08	1,824,722.29
Non-current liabilities	-303,549.71	40,641.17
Deferred income	192,765.56	205,319.99
Income taxes paid	-2,995,734.81	-698,551.82
Interest received	10,569.96	392.72
Cash flows from operating activities	10,788,168.66	10,591,759.19
Cash flows from investing activities		
Payments for property, plant and equipment / intangible asset	-3,346,649.26	-1,879,179.90
Cash flows from investing activities	-3,346,649.26	-1,879,179.90
Cash flows from financing activities		
Payment from capital increase	1,795,295.00	0.00
Payments for the redemption of finance lease liabilities	-1,059,258.57	0.00
Interest paid	-223,803,86	-72,675.00
Cash flows from financing activities	512,232.57	-72,675.00
Currency effects on cash and cash equivalents	-65,273.05	47,767.57
Net change of cash and cash equivalents	7,888,478.92	8,687,671.86
Cash and cash equivalents at the beginning of the period	54,923,661.37	45,530,788.75
Cash and cash equivalents at the end of the period	62,812,140.29	54,218,460.61
Composition of cash and cash equivalents at the end of the period		
Cash on hand, bank deposits	62,812,140.29	54,218,460.61
	62,812,140.29	54,218,460.61

# Consolidated statement of changes in equity as of June 30, 2017 according to IFRS

in EUR	Subscribed capital	Capital reserves	Other reserves	Profit for the period and profit / losses carried forward	Total
As of January 1, 2017	7,060,902.00	94,810,944.46	1,147,161.06	4,851,179.83	107,870,187.35
Increase from stock options	52,526.00	2,511,569.56	0.00	0.00	2,564,095.56
Currency translation differences	0.00	0.00	-225,166.28	0.00	-225,166.28
Net profit for H1 2017	0.00	0.00	0.00	2,766,642.92	2,766,642.92
Hedge reserve	0.00	0.00	-1,836,119.54	0.00	-1,836,119.54
As of June 30, 2017	7,113,428.00	97,322,514.02	-914,124.76	7,617,822.75	111,139,640.01
As of January 1, 2016	6,995,182.00	92,769,312.66	5,868.77	-6,543,888.23	93,226,475.20
Increase from stock options	0.00	209,532.83	0.00	0.00	209,532.83
Currency translation difference	0.00	0.00	- 114,002.80	0.00	- 114,002.80
Net profit for H1 2016	0.00	0.00	0.00	3,095,482.77	3,095,482.77
Hedge reserve	0.00	0.00	1,254,710.72	0.00	1,254,710.72
As of June 30, 2016	6,995,182.00	92,978,845.49	1,146,576.69	-3,448,405.46	97,672,198.72

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## Notes

### Notes to the consolidated financial statements

#### Notes and explanations to the interim consolidated financial statements

#### Accounting principles

This half-year financial report as of June 30, 2017, was prepared in accordance with International Financial Reporting Standards as applicable in the European Union (EU). These consolidated financial statements comply with IAS 34 "Interim Financial Reporting."

As of June 30, 2017, provisions for outstanding invoices were reclassified from other current liabilities to accounts payable. The figures for the previous year were adjusted accordingly. Aside from this change, the same accounting policies were applied as those applied to the consolidated financial statements for the financial year ended December 31, 2016.

#### Equity

In the first half of the 2017 fiscal year, zooplus AG's subscribed capital increased by a total of EUR 52,526.00 from EUR 7,060,902.00 to EUR 7,113,428.00 through the allocation of 52,526 subscription shares from Conditional Capital 2010 / I and Conditional Capital 2012 / I. In the context of these capital increases, an amount of EUR 1,724,769.00 was allocated to capital reserves.

#### Fair value disclosures

Fair value is the amount for which an asset could be exchanged or a liability settled between knowledgeable, willing and mutually independent parties in an arm's length transaction.

The table below shows financial instruments measured at fair value broken down into the levels of the fair value hierarchy. The different levels are defined as follows:

- Level 1: Unadjusted quoted prices on active markets for identical assets and liabilities
- Level 2: Directly or indirectly observable inputs that are not allocated to Level 1
- Level 3: Unobservable inputs

The following table shows the assets and liabilities measured at fair value on June 30, 2017:

	Level 1	Level 2	Level 3
Assets in kEUR			
Derivative financial instruments as hedging instruments	0	0	0
Liabilities in kEUR			
Derivative financial instruments as hedging instruments	0	284	0

The following table shows the assets and liabilities measured at fair value on December 31, 2016:

	Level 1	Level 2	Level 3
Assets in kEUR			
Derivative financial instruments as hedging instruments	0	2,455	0
Liabilities in kEUR			
Derivative financial instruments as hedging instruments	0	0	0

There were no reclassifications within the respective levels during the reporting period. The reclassification of items is carried out on a quarterly basis when circumstances arise that require a change in classification.

The fair value of financial instruments that are traded on an active market is based on the quoted market price on the reporting date. A market is considered to be active if quoted prices are easily and regularly available on a stock exchange or from a dealer, broker, industry group, pricing service or regulatory authority, and if these prices represent current and regularly occurring market transactions at arm's length conditions. For assets held by the Group, the appropriate quoted market price corresponds to the bid price offered by the buyer.

The fair value of financial instruments that are not traded on an active market (e.g. over-the-counter derivatives) is determined using valuation methods based as much as possible on market data and as little as possible on company-specific data. If all data required to determine the fair value are observable, the instrument is assigned to Level 2. If one or more important data are not based on observable market data, the instrument is assigned to Level 3.

Specific valuation methods used to measure financial instruments include net present value models based on market data applicable on the reporting date.

#### Additional information on financial instruments

The following table shows the carrying amounts and fair values of all financial instruments recognized in the consolidated financial statements and the allocation of assets, liabilities and some of the balance sheet items to measurement categories in accordance with IAS 39:

	Measure-	Carrying amount		Fair value	
kEUR	ment category	30/06/2017	31/12/2016	30/06/2017	31/12/2016
Financial assets					
Accounts receivable	LaR	21,191	19,178	21,191	19,178
Other financial assets	AfS	73	38	n/a	n/a
Other current assets of which financial instruments pursuant to IFRS 7	LaR	13,555	22,487	13,555	22,487
Derivative financial instruments	n/a	0	2,455	0	2,455
Cash and cash equivalents	LaR	62,812	54,924	62,812	54,924
Total		97,631	99,082	97,558	99,044
Financial liabilities					
Accounts payable	FLaC	46,183	48,483	46,183	48,483
Other liabilities of which financial liabilities pursuant to IFRS 7	FLaC	6,377	4,474	6,377	4,474
Finance lease liabilities	n/a	12,041	13,100	12,041	13,100
Derivative financial instruments	n/a	284	0	284	0
Total		64,885	66,057	64,885	66,057

LaR (Loans and Receivables)

AfS (Available for Sale)

FLaC (Financial Liability at amortized Cost)

The market values of the cash and cash equivalents, accounts receivable, current assets, accounts payable and other current liabilities reported as of June 30, 2017 and December 31, 2016, correspond to their carrying amounts. This is mainly due to the short-term maturities of such instruments.

The measurement of other financial assets (interests in non-consolidated Group companies) cannot be based on an active market or a quoted price, and the fair value cannot be determined by other means. Therefore, the disclosure of fair value has been omitted. The company does not intend to sell these instruments.

All of the Group's financial liabilities are of a short-term nature with maturities of up to one year. Existing financial liabilities are repaid out of operating cash flows.

Aggregated by IAS 39 measurement categories, the Group's financial assets and liabilities are as follows:

	Measurement Carrying amount		Fair value		
keur	category	30/06/2017	31/12/2016	30/06/2017	31/12/2016
Financial assets					
Loans and receivables	LaR	97,558	96,589	97,558	96,589
Available for sale	AfS	73	38	n/a	n/a
Financial liabilities					
Financial liability at amortized cost	FLaC	52,560	52,957	52,560	52,957

#### Scope of consolidation

As of June 30, 2017, the Group's scope of fully consolidated companies comprised zooplus AG, Munich, and the following subsidiaries:

Subsidiary	Interest in share capital	Business activity
MATINA GmbH, Munich, Germany	100 %	Private label business
BITIBA GmbH, Munich, Germany	100 %	Secondary brand business
zooplus services Ltd., Oxford, Great Britain	100 %	Service company for Great Britain
zooplus italia s.r.l., Genoa, Italy	100 %	Service company for Italy
zooplus polska Sp. z o.o., Krakow, Poland	100 %	Service company for Poland
zooplus services ESP S.L., Madrid, Spain	100 %	Service company for Spain
zooplus france s.a.r.l., Strasbourg, France	100 %	Service company for France
zooplus Nederland B.V., Tilburg, the Netherlands	100 %	Service company for the Netherlands
zooplus Pet Supplies Import and Trade Itd., Istanbul, Turkey	100 %	Sales company for Turkey

The following companies are not included in the consolidated financial statements:

- the wholly owned subsidiary zooplus EE TOV, Kiev, Ukraine, founded in the second quarter of 2011, with share capital of kEUR 10
- the wholly owned subsidiary zooplus d.o.o., Zagreb, Croatia, founded in February 2013, with share capital of kEUR 3
- the wholly owned subsidiary Tifuve GmbH, Munich, Germany, founded in May 2013, with share capital of kEUR 25
- the wholly owned subsidiary zooplus Austria GmbH, Vienna, Austria, founded in the second quarter of 2017 with share capital of kEUR 35.

These four companies did not conduct any business activities during the financial year and were not included in the consolidated financial statements because of their minor importance.

#### Segment reporting

The zooplus Group operates in only one business segment – the distribution and sale of pet supplies in the EU and other European countries. The products sold by the company are homogeneous and cannot be sub-divided. As an online retailer, the company offers its products centrally from one location irrespective of the end customers' geographic location. Consequently, there are no geographical segments as defined by IFRS. There is also no internal reporting by segment at present and, for this reason, the Group does not prepare segment reporting.

#### Earnings per share

Basic earnings per share is computed using the net profit for the period attributable to parent company shareholders divided by the weighted average number of ordinary shares outstanding during the reporting period. Consolidated net profit for the first six months of 2017 amounted to EUR 2.8 m (previous year: EUR 3.1 m). The average number of shares outstanding in the first six months of 2017 was 7,069,372, resulting in basic earnings per share of EUR 0.39 (previous year: EUR 0.44).

Diluted earnings per share is computed using the net profit for the period attributable to parent company shareholders divided by the weighted average number of ordinary shares outstanding during the reporting period plus any share equivalents that could lead to dilution. This computation results in notional earnings per share of EUR 0.39 (previous year: EUR 0.43).

#### Information in accordance with Section 37w (5) of the WpHG

As with all of the company's regular interim reports, these interim financial statements and the interim management report have not been reviewed by an auditor.

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#### German Corporate Governance Code

zooplus Aktiengesellschaft has submitted the declaration on the German Corporate Governance Code that is required under Section 161 of the German Stock Corporation Act (Aktiengesetz) and has made this declaration available to its shareholders on its website at:

http://investors.zooplus.com/en/corporate-governance/declaration-of-conformity.html

Munich, August 22, 2017

The Management Board

Dr. Cornelius Patt

Andrea Skersies

Andreas Grandinger

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#### **Declaration of the Management Board**

To the best of our knowledge, and in accordance with the applicable reporting principles for interim financial reporting, the interim consolidated financial statements give a true and fair view of the Group's net assets, financial position and results of operations, and the group interim management report provides a fair review of the development and performance of the business and the position of the Group together with a description of the principal opportunities and risks associated with the Group's expected development during the remainder of the financial year.

Munich, August 22, 2017

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## **Imprint**

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The semi-annual interim report is also available in German. In case of discrepancies the German version prevails.

A digital version of this zooplus AG semi-annual interim report as well as the annual reports can be downloaded from the Investor Relations section of www.zooplus.com.

#### Forward-looking statements

This report contains forward-looking statements. These statements are based on current experiences, estimates and projections of the management and currently available information. They are not guarantees for the realization of the future developments and results stated. The future developments and results are dependent on a wide range of factors. They encompass various risks and uncertainties, and are based upon assumptions as to future events that may not be accurate. Such factors include those discussed in the report on risks on page 15. We do not assume any obligation to update the forward-looking statements contained in this report.

