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DF Deutsche Forfait AG

On to new horizons

Annual Report for the fiscal year
1 January to 31 December 2021

DF Deutsche Forfait AG

CONTENT

FOREWORD BY THE MANAGEMENT BOARD

DEAR SHAREHOLDERS,
DEAR READERS,

The effects of the COVID-19 pandemic once again posed major economic and personal challenges throughout the world in 2021. In particular, the spread of new virus variants led to further restrictions and persistent uncertainty.

Despite the negative effects of the pandemic, DF Group has continued to develop successfully in the past years. Together with our strategic partners, we have succeeded in keeping the company profitable with both new and proven financing products. In this process, the experience of 20 years of foreign trade financing goes hand in hand with new, future-oriented structures – both organizationally and in terms of human resources.

We have clearly defined our strategy, namely to maintain the existing relationships with our strategic partners, to expand the product portfolio as required as well as to extend our geographic focus in the Near and Middle East as well as in Eastern Europe. All our activities are permanently monitored and supported by our experienced and trained Compliance Team. In the financial year 2021, we successfully reactivated the forfaiting business. In addition, the factoring product offered by the subsidiary in Prague became well established in Eastern Europe. Moreover, the Project Finance Activities segment was pushed ahead in the reporting period and is expected to make first earnings contributions in the current year. The Business Development segment, which, together with our sales experts, develops optimum product solutions for our customers and partners in existing and new target markets, was given new opportunities of business diversification with the amendment of the Memorandum of Association by the Annual General Meeting in June 2021.

We are optimistic about the current financial year because the food and pharmaceuticals sector continues to develop well. From today’s point of view, the changed political environment resulting from the war in Ukraine could have a minor impact on our business volume and revenues. Opportunities to be seized should arise in particular if the sanctions against Iran are eased through the renewal of the nuclear deal (JCPoA).

Assuming that the economic and political conditions in our target markets remain stable, we expect the Group to generate good results again in the financial year 2022.

Kind regards,

The Board of Management of DF Deutsche Forfait AG

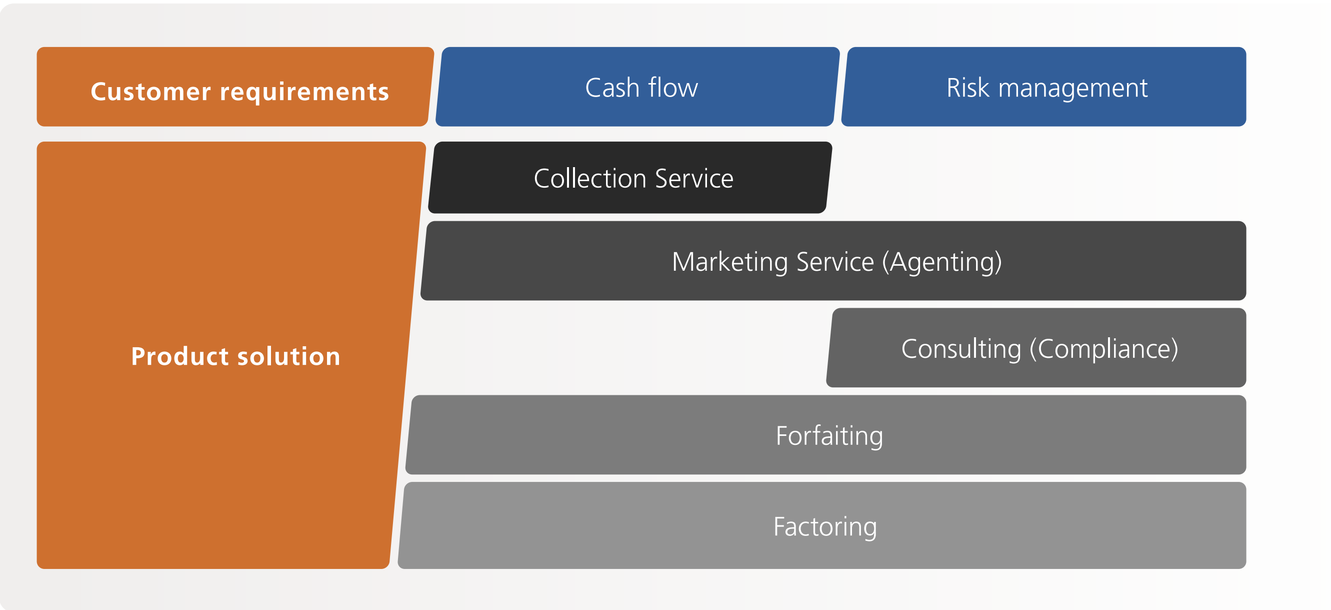
I. FUNDAMENTALS OF THE GROUP

1) Business model of the Group

DF Group is a specialist for foreign trade finance and related services. Its customers include exporters, importers and other financial companies. DF Group currently specializes in the countries of the Near and Middle East, with the main focus on Iran. Where trade with Iran is concerned, it has focused its activities exclusively on humanitarian goods since the summer of 2018 for business policy reasons.

DF Group's product portfolio is tailored to the geographic focus and specific customer needs. In the context of its marketing services, the Group – after having carried out its own compliance check – brokers transactions relating to the food, pharmaceuticals and healthcare sectors to its strategic partners for further processing. The Group also collects foreign trade receivables, which is done via its Czech subsidiary DF Deutsche Forfait Middle East s.r.o. for the Near and Middle East region. DF Deutsche Forfait s.r.o. covers the remaining geographies with a focus on emerging markets. DF Group generally originates business through its own sales force or through agents or strategic partners in the country of the importer. DF Group moreover markets its countryspecific know-how, its network as well as its compliance expertise by providing compliance consulting and training services. Forfaiting – where receivables are purchased taking into account the specific risks of each individual transaction – also made a contribution to revenues again in the reporting period. The newly established factoring business, which was added to DF Group's product portfolio in late 2020, is offered by DF Deutsche Forfait s.r.o. primarily to Czech customers.

The chart below shows the structure of the product solutions offered by DF Group in the reporting year.

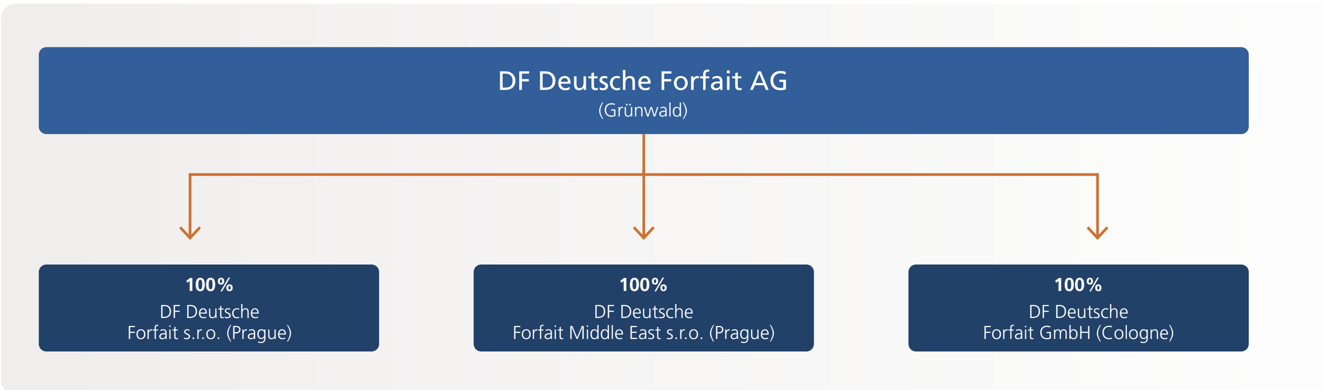


For further diversification, DF Group intends to add project finance activities to its product portfolio. Here, the focus will be on consulting and other services in the context of project financing, which will also be offered beyond the target region – primarily in emerging markets. This will increase the geographical diversification of DF Group's business activity.

DF Group's business model is subject to legal, political and economic factors, especially with regard to sanctions and trade restrictions. The company's internal and experienced Compliance Team primarily monitors compliance with restrictions.

Structure of DF Group

DF Deutsche Forfait AG ("**DF AG**" or "**company**") headquartered in Grünwald near Munich is the holding company and ultimate parent of DF Group. DF AG has three operating subsidiaries, namely DF Deutsche Forfait GmbH in Cologne, Germany ("DF GmbH"), DF Deutsche Forfait s.r.o. ("DF s.r.o.") as well as DF Deutsche Forfait Middle East s.r.o. ("DF ME s.r.o.") in Prague, Czech Republic.



DF GmbH focuses its products, which mainly comprise marketing services, forfaiting and the collection of foreign trade receivables as well as consulting services, on the Near and Middle East. In addition, the company provides services to other DF Group entities. These include, among other things, accounting, contract management, compliance, sales and risk management.

The Prague subsidiaries are responsible for the factoring business, the handling of individual transactions such as the granting of loans, the purchase and sale of promissory notes and debt collection activities; until the third quarter of the reporting period, they were also responsible for consulting and other services related to payment processing. DF ME s.r.o. focuses on transactions in the Near and Middle East, especially Iran, while DF s.r.o. covers the remaining geographies with a focus on emerging markets. All subsidiaries are legally independent entities.

Employees: Human resources declined slightly

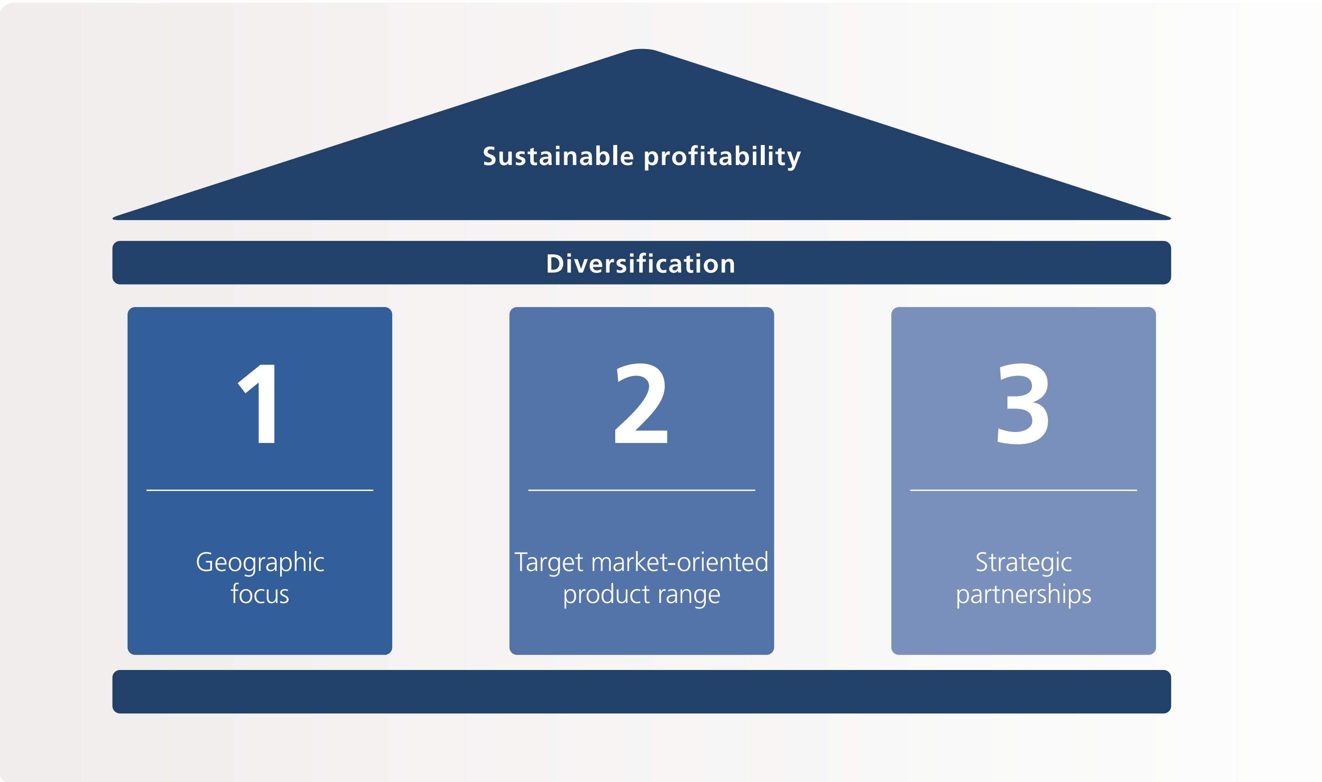
In the financial year 2021, DF Group employed an average of 24 people, including the Board of Management (previous year: 28 people).

2) Objectives and strategies

Strategic corporate objectives

DF Group provides its consulting and other services primarily in the field of foreign trade finance. After returning to profitability, DF Group aims to achieve sustainable profitability and will continue to pursue the defined diversification strategy as in the past financial years. This way, DF Group wants to become more attractive to equity and debt capital providers as well as for potential strategic partners. Consistent profitability is to be achieved in the medium to long term through the marketing of DF Group's know-how and the expansion of its network in the market for foreign trade finance and related services, especially in the geographic target region of the Near and Middle East as well as Eastern Europe.

DF Group's strategy rests on three pillars:



The main focus of the activities is on the food sector as well as on medical and pharmaceutical products. In these humanitarian sectors, demand for DF Group's services remains high. To reduce the dependence on a single market, DF Group plans to use the funds generated for geographical diversification and for expanding the product portfolio. The company also intends to serve the CIS countries going forward. This means that part of the existing expertise and network can be used when entering a new market, which improves the chances of success. By concentrating on selected regions, DF Group expects to benefit from economies of scale. This applies in particular regarding the countryspecific expertise required to meet the increasingly complex compliance requirements.

The product portfolio is primarily geared to customer and market needs in the target regions of the Middle East and Eastern Europe. The already established collection and marketing services, which include compliance consulting services in addition to the agenting of transactions, offer desired foreign trade financing solutions in the target region. In addition, the factoring business was established as an integral element of the product portfolio in the reporting period, particularly in Eastern Europe. The entry into the Project Finance Activities segment will also expand DF Group's product portfolio. Also, the forfaiting business was revived in the reporting period and offers attractive margins for DF Group. Administrative Services, a product that was marketed by DF Deutsche Forfait Middle East s.r.o., will no longer form part of DF Group's product portfolio for the time being. The company thus complies with a request from the German Federal Financial Supervisory Authority, which is of the legal opinion that with this product the company is providing a financial transfer business requiring a license under the German Payment Services Supervision Act (Zahlungsdiensteaufsichtsgesetz - ZAG).

Building and establishing strategic partnerships is the third pillar of DF Group's strategy. In Iran, DF Group benefits from the cooperation with Saman Bank and its local network and know-how, especially with regard to the development of the local market and the settlement of transactions. DF Group aims to establish long-term partnerships also with other banks in which the respective strengths ideally complement each other and well-coordinated processes contribute to the fast and smooth settlement of transactions.

3) Controlling system

DF Group controls its business via the originated business volume and the funds available for the business models. The latter is defined as the sum total of the nominal values of all transactions closed by the collection, administrative and marketing services segments in a reporting period as well as the nominal values of all factoring and forfaiting transactions as well as purchase commitments closed in a reporting period. In addition to the business volume, the gross result is an important performance indicator for DF Group. The gross result is derived from the commission income of the aforementioned types of business and the expenses attributable to them. In its internal reporting system, DF Group uses earnings before taxes as a performance indicator. The above performance indicators are monitored through monthly standardized reports, which are submitted to the Supervisory Board. In addition, a weekly report on the transactions concluded and the income generated as well as a daily cash overview is submitted to the Board of Management.

Moreover, DF Group bases its external reporting on the equity capital as well as the consolidated profit.

II. ECONOMIC REPORT

1) Macroeconomic and industry-related environment

The worldwide spread of the COVID-19 virus not only led to a deep recession in 2020 but again severely influenced the global economic situation also in the reporting period. Although vaccine approvals initially gave hope of a turnaround at the beginning of the year, new pandemic waves and virus variants again led to severe restrictions as well as continued uncertainties. According to estimates published by the International Monetary Fund (IMF) in January, the world economy grew by 5.9% in 2021 after a sharp contraction in the previous year. This positive trend was supported by both the industrialized countries (+5.0%) and the emerging and developing countries (+6.5%). In the group of the industrialized countries, the USA were one of the growth drivers with an increase in economic output of 5.6%. In the eurozone, the gross domestic product also grew by a solid 5.2%. This growth was supported by pandemichit France and Italy, which grew by 6.7% and 6.2%, respectively. By contrast, there were considerable differences between the main emerging and developing countries. According to the IMF, the economies in China (+8.1%) and India (+9.0%) expanded particularly strongly, whereas Russia (+4.5%) and Sub-Saharan Africa (+4.0%) recorded comparatively little growth. Eastern Europe, which is an important region for DF Group, recorded economic growth of 6.5%, while Czechia's gross domestic product increased by 3.8% in the reporting period.

At 4.2%, economic growth in the Middle East and Central Asia was below the previous year's level (-2.8%) in 2021. Iran, which is an important target region for DF Group, was again severely affected by the effects of the COVID-19 pandemic as well as by continuing sanctions and recorded an estimated growth of only 2.5% compared to the previous year.

The challenging global environment also had an impact on global trade. According to the latest IMF report, the trade volume increased by 9.3%, having contracted by 8.2% in the previous year due to the pandemic. According to the latest 2021 statistical report of the United Nations Food and Agriculture Organization (FAO), the monetary value of global food exports increased 3.6-fold in nominal terms between 2000 and 2019, from about USD 380 billion in 2000 to nearly USD 1.4 trillion in 2019, with strong growth recorded in all food groups. Fruits and vegetables accounted for 20% of the total value of food exports in 2019, followed by grains and preparations (14%). Fish and meat accounted for 11% each.

According to preliminary OECD estimates for a number of OECD countries for 2020, everything suggests that healthcare spending increased sharply in relation to GDP. This reflects both the additional healthcare spending required to combat COVID-19 and the decline in GDP resulting from restrictions imposed on economic activity. Based on initial data, the average share of GDP spent on healthcare climbed from 8.8% in 2019 to 9.7% in 2020. The countries most affected by the pandemic reported an unprecedented rise in the share of GDP spent on healthcare. The United Kingdom estimated an increase from 10.2% in 2019 to 12.8% in 2020, while Slovenia expected its share of healthcare spending to have risen from 8.5% to over 10%.

As a foreign trade finance provider with the aforementioned geographical focus, DF Group is affected only to a minor extent by the effects of the COVID-19 pandemic. In the reporting period, demand for DF Group's key product types – food, pharmaceuticals and healthcare – was unchanged compared to the 2020 financial year, also due to the COVID-19 pandemic. However, the progress of the diversification strategy was again delayed by the travel restrictions that were still in place.

2) Business performance

a. Results of operation

In the financial year 2021, DF Group generated an unchanged positive consolidated profit of EUR 6.8 million (previous year: EUR 6.8 million).

The almost unchanged profit is the result of both an improved consolidated profit before tax of EUR 5.5 million (previous year: EUR 3.6 million) and a tax effect that was lower than in the previous year, resulting from the capitalization of deferred tax assets for the carryforward of unused tax losses in the amount of EUR 2.0 million (previous year: EUR 3.3 million). The business volume increased to EUR 199.0 million in 2021 (previous year: EUR 135.5 million). The increase in the business volume compared to the previous year is primarily due to the fact that the unchanged demand for humanitarian goods in the Iranian target market could be satisfied to a greater extent than in the previous financial year, although limited resources on the import side as well as continued US sanctions still made it impossible to satisfy it in full. Especially the marketing services segment, whose commission income was the main revenue driver already in the previous year, generated earnings from a volume of EUR 105.9 million (previous year: EUR 100.0 million). Income was also generated from the revived forfaiting business and the factoring business, which is new in the product portfolio. Administrative Services, a product that was discontinued in the third quarter, also contributed to the company's profit in the financial year 2021. The gross result amounted to EUR 9.3 million, compared to EUR 8.4 million in the previous year. This is primarily attributable to increased commission income of EUR 9.2 million (previous year: EUR 8.2 million) as well as to income from the relaunched forfaiting business in the amount of EUR 0.7 million (previous year: kEUR 0). Commission income essentially included income from consulting and other services in the area of payment transactions, which comprises marketing income (kEUR 8,187) and income from services in connection with the processing of payment transactions with customers in the Near East region (kEUR 670). Contributions to commission income in the reporting period were also made by the factoring business (kEUR 309) and by debt collection activities.

Other operating income dropped from kEUR 383 in the previous year to kEUR 308. This includes, among other things, income from the allocation of charges to the trustee and the reversal of provisions in the amount of kEUR 120.

Administrative expenses consisting of personnel expenses, depreciation/amortization and other operating expenses totaled kEUR 4,274 in the financial year 2021 (previous year: kEUR 5,096). At kEUR 2,463, personnel expenses were down by kEUR 171 on the previous year. At kEUR 207, amortization of intangible assets and depreciation of property, plant and equipment remained almost unchanged. Other operating expenses amounted to kEUR 1,604, down by a noticeable kEUR 687 on the previous year, mainly due to lower consulting costs and employee severance payments.

The financial result, resulting from interest income of kEUR 244 and the offsetting interest expenses of kEUR 133, amounted to kEUR 111 in the financial year 2021 (previous year: kEUR -91) and mainly comprised income from interest on arrears from the forfaiting business as well as expenses for bank balances (negative interest) and interest on the loan granted by the majority shareholder of DF AG to DF GmbH.

On balance, consolidated profit before taxes exceeded the company's expectations at the beginning of fiscal 2021 due to the positive earnings performance and the reduction in administrative expenses. Consolidated profit after taxes remained virtually unchanged from the previous year due to a lower tax effect.

b. Financial position

DF Group's operating cash flow in the financial year 2021 totaled EUR -18.7 million (previous year: EUR 2.8 million). The main reason for the decline is the noticeable increase in trade receivables of EUR 25.0 million (previous year: kEUR 3), with consolidated profit after taxes at the previous year's level. Cash flow from investing activities amounted to EUR -1.4 million (previous year: EUR -0.2 million) due to higher investments in non-current assets, especially in the company's property, plant and equipment. Cash flow from financing activities stood at EUR -0.1 million in the financial year 2021 (previous year: EUR 0.1 million) and only includes repayments of lease liabilities. In the past financial year, DF Group met all its payment obligations on time and on target. The increase in DF Group's equity to EUR 22.2 million as of 31 December 2021 (previous year: EUR 15.4 million) is attributable to the consolidated profit generated in the year under review. The equity ratio stood at 54.5% (previous year: 46.3%). As at the balance sheet date, creditor liabilities declined to kEUR 28.9 (previous year: kEUR 172.5). This is mainly attributable to distributions to the trustee as well as fair value adjustments.

As at the balance sheet date of 31 December 2021, DF Group had no liabilities to banks or credit lines with banks or other persons apart from the loan granted by the majority shareholder of DF AG.

c. Net assets position

As at the balance sheet date of 31 December 2021, DF Group's assets totaled EUR 40.7 million (previous year: EUR 33.2 million). The rise in total assets is mainly due to the capitalization of deferred taxes in the amount of EUR 5.2 million (previous year: EUR 3.3 million) and the increase in property, plant and equipment to EUR 1.6 million (previous year: EUR 0.4 million) resulting from the newly concluded lease agreement of DF GmbH. The increase in trade receivables to EUR 25.7 million (previous year: EUR 0.7 million) also had an impact on total assets. Cash and cash equivalents moved in the opposite direction and stood at EUR 7.0 million (previous year: EUR 27.1 million); other current assets decreased from EUR 1.0 million to EUR 0.5 million. Creditor assets amounted to kEUR 28.9 at the balance sheet date of December 31, 2021, compared to kEUR 172.5 in the previous year. DF Group's net assets remained stable compared to the previous year. Current assets, in particular trade receivables as well as cash and cash equivalents, must be kept at a high level in relation to total assets in order to make them available for operating activities and to take advantage of business opportunities at short notice.

d. Effects of the pandemic

The key financial performance indicators for DF Group – business volume, gross result and consolidated profit before taxes – were not affected significantly in the financial year 2021 against the backdrop of the COVID-19 pandemic and the restraint shown by market participants. Especially the profitable marketing services again proved to be a stable element of the services offered by the Group.

Also, the factoring business of DF s.r.o., which is primarily offered in Czechia, has become well established. The travel restrictions that still applied in the reporting period again delayed the development of new markets, the launch of further products and, hence, the planned further diversification.

3) Financial performance indicators

The financial performance indicators of DF Group are:

» Business volume
» Gross result
» Consolidated profit before taxes

The business volume is the nominal value of the transactions closed in a period as described in chapter I. (3). The company expects to again generate a business volume in the range from EUR 260.0 million to EUR 275.0 million p.a. in the medium term once the measures described in chapter I. (2) "Objectives and strategies" have been implemented.

Another financial performance indicator is the gross result, as described in chapter I. (3), which is to reach a level of EUR 10.0 million in the medium term.

The company achieved its goal of a slightly higher consolidated profit before taxes than in the previous year; in fact, at EUR 5.5 million, consolidated profit before taxes for the financial year 2021 exceeded the company's expectations thanks to the positive earnings performance and the reduction in administrative expenses.

4) Performance of the DF share

The stock market year 2021 was influenced by many factors. The strong start on the German stock market in the first quarter was spurred on by the start of the vaccination campaign against the coronavirus and the resulting economic confidence. In the following months, the leading indices rose steadily until June, when the US Federal Reserve held out the prospect of a possible interest rate hike, causing a significant slump in the markets. Rising inflation and the sharp increase in energy prices also led to strong volatility. Moreover, the new "Omicron" variant of the coronavirus caused renewed uncertainty on the stock market towards the end of the year. On balance, a challenging stock market year saw the leading German indices close with a gain. The SDAX small caps index gained 11%, while the DAXsector Financial Service closed the year down 2%.

The share of DF Deutsche Forfait AG performed positively in the reporting year 2021. Climbing steadily in the first quarter, the share reached its high for the year at EUR 2.10 in April. This was attributable to the ad-hoc announcement of the unexpectedly strong consolidated profit for the year 2020. In the subsequent period, the price of the DF share declined, closing at EUR 1.62 on 30 December 2021. This represents an increase by around 36% compared to the beginning of the year, which was well above the industry trend.

As of the reporting date of 31 December 2021, DF Deutsche Forfait AG had a market capitalization of EUR 19.3 million (previous year: EUR 14.0 million). During the reporting period, a total of 1,165,119 shares were traded on the Frankfurt Stock Exchange and XETRA, corresponding to an average daily turnover of 4,569 shares.

III. REPORT OF THE BOARD OF MANAGEMENT ON THE DISCLOSURES PURSUANT TO SECTION 289A AND SECTION 315A OF THE GERMAN COMMERCIAL CODE (HGB)

(1) Composition of the subscribed capital

On 31 December 2021, the company's subscribed capital amounted to EUR 11,887,483.00 and was divided into 11,887,483 no-par registered shares. There are no other share classes. Each share has one vote.

(2) Restrictions regarding voting rights or transfer of shares

The Board of Management is not aware of any restrictions related to exercising voting rights or the transfer of shares, including restrictions as a result of agreements between shareholders.

(3) Shares in the capital exceeding 10% of voting rights

The direct and indirect shares in the subscribed capital (shareholder structure) exceeding 10% of the voting rights are listed in the notes to the separate financial statements and the notes to the consolidated financial statements of the company for the financial year from 1 January 2021 to 31 December 2021.

(4) Shares with special rights that confer control

There are no shares with special rights that confer control.

(5) Type of the verification of voting rights of employees that hold shares in a company and do not exercise their right of verification directly

There is no verification of the voting rights of employees that hold shares in the company and do not exercise their right of verification directly.

(6) Statutory regulations and provisions in the Memorandum of Association about the appointment and dismissal of members of the Board of Management and the amendment of the Memorandum of Association

According to Section 6 (1) of the Memorandum of Association, the Board of Management consists of at least two persons; the Supervisory Board may establish a higher number and appoint deputy members of the Board of Management. According to Section 84 (2) of the Stock Corporation Act (AktG) and according to Section 6 (2) of the Memorandum of Association, the Supervisory Board can appoint a member of the Board of Management as chairperson or speaker of the Board of Management and another member as deputy chairperson or speaker. According to Section 84 of the Stock Corporation Act (AktG), members of the Board of Management are appointed and retired by the Supervisory Board. According to Section 11 (4) of the Memorandum of Association, the Supervisory Board passes resolutions with a simple majority of votes. In case of a tie, the chairperson casts the deciding vote.

According to Section 179 (1) of the Stock Corporation Act (AktG), changes to the Memorandum of Association may be made via a resolution passed by the Annual General Meeting which, unless the Memorandum of Association specifies another capital majority, requires a majority of at least three-quarters of the share capital represented during the vote in accordance with Section 179 (2) of the Stock Corporation Act (AktG). If changes to the purpose of the company are involved, the Memorandum of Association may only specify a larger majority of the share capital. In Section 18 (1), the Memorandum of Association of the company takes advantage of the option specified by Section 179 (2) of the Stock Corporation Act (AktG) and states that, unless made impossible by applicable legal provisions, resolutions may be passed with a simple majority of votes and, in cases where the law requires a capital majority in addition to the majority of votes, with a simple capital majority. According to Section 13 (3) of the Memorandum of Association, the Supervisory Board is authorized to decide amendments to the Memorandum of Association which affect only its wording.

(7) Powers of the Board of Management to issue or repurchase shares

Purchase and use of own shares
The Annual General Meeting of 30 June 2020 decided the following authorization to purchase and use treasury shares:

a) "The company shall be authorized to buy up to 1,180,000 treasury shares by 30 June 2025. The shares must be purchased on the stock market. The purchase price (excluding incidental purchase costs) paid by the company must not exceed or fall short of the price of the company share in XETRA trading (or a similar successor system) determined at the first auction of the trading day at the Frankfurt Stock Exchange by more than 10%.

b) The shares can be acquired directly by the company or by third parties authorized by the company in one or several stages within the limits of the abovementioned restrictions. The shares can be acquired for any legally permissible reason, especially for one of the purposes mentioned under letters c), d), e), f) and g) below. If they are used for one or several of the purposes mentioned under letters c), d), e) or f), shareholders' subscription right shall be excluded.

c) The Board of Management shall be authorized to sell the treasury shares acquired as a result of the abovementioned authorization outside the stock exchange or by offering them to all shareholders on the condition that they are sold in exchange for cash and at a price which does not fall significantly below the company's share price at the time of sale.

   This authorization is restricted to shares with a notional interest in the share capital, which must not exceed a total of 10% of the share capital, on the effective date of this authorization nor – if lower – on the date this authorization is executed. The maximum threshold of 10% of the share capital is reduced by the amount of subscribed capital which applies to shares that are issued as part of a capital increase during the term of this authorization, under exclusion of the purchase right pursuant to Section 186 (3) sentence 4 of the Stock Corporation Act (AktG). The maximum threshold of 10% of the share capital is also reduced by the amount of share capital relating to shares that will be issued for serving warrant bonds and/or convertible bonds, if these bonds are issued during the term of this authorization under exclusion of the purchase right and in accordance with Section 186 (3) sentence 4 of the Stock Corporation Act (AktG).

d) The Board of Management shall be authorized to transfer the treasury shares acquired as a result of the abovementioned authorization to third parties if this serves the purpose of acquiring companies, parts of companies, investments in companies or other assets, or carrying out company mergers.

e) The Board of Management shall be authorized to use the treasury shares acquired on the basis of the above authorization to fulfil the company's obligations arising from convertible bonds or warrant bonds issued by the company up to 6 July 2021 on the basis of the authorization of the Board of Management granted by the 2016 Annual General Meeting.

f) The Board of Management shall be authorized to recall the treasury shares acquired as a result of the abovementioned authorization without requiring any further resolution by the Annual General Meeting. The shares can be recalled without reducing capital by adjusting the notional interest of the remaining no-par value shares in the parent company's share capital.

g) The Board of Management shall be entitled to exercise the authorizations under letters c), d), e) and f) only with the consent of the Supervisory Board. In the event of letter f), the Supervisory Board shall be authorized to adjust the number of shares in the Memorandum of Association. The Supervisory Board is also authorized to stipulate that the Board of Management is only authorized to act with the Supervisory Board's approval in line with the resolution of the Annual General Meeting.

h) The authorization to purchase and use own shares granted by the Annual General Meeting on 6 July 2016 shall be revoked."

(8) Material agreements subject to a change of control resulting from a takeover bid

The company has no material agreements subject to a change of control.

(9) Compensation agreements concluded by the company with members of the Board of Management or employees in the case of a takeover offer

The company has not entered into any compensation agreements with members of the Board of Management or employees in the case of a takeover offer.

IV. CORPORATE GOVERNANCE STATEMENT PURSUANT TO SECTION 289F AND SECTION 315D OF THE GERMAN COMMERCIAL CODE (HGB)

The corporate governance statement required for listed stock corporations pursuant to Section 289f and Section 315d of the German Commercial Code (HGB) was issued in March 2022 and posted on the company's website in the Investor Relations section under "Corporate Governance" (https://dfag.de/en/investor-relations/corporate-governance/).

V. OPPORTUNITY AND RISK REPORT

1) Internal accounting-related control and risk management system

DF AG is the holding company and ultimate parent company of DF Group. For the corporate structure and its tasks within DF Group, please refer to the information provided in chapter I. (1).

Cash planning for DF Group, DF AG, DF GmbH, DF s.r.o. and DF ME s.r.o. takes place daily on the basis of current account statements. It comprises the expected incoming and outgoing payments from the operating activities. Cash planning takes place on a daily basis for the next one to two weeks, on a weekly basis for the next two months and on a monthly basis thereafter.

Risk management and monitoring take place on the basis of a detailed written risk management system. The country limits are decided by the Supervisory Board once a year. Within the country limits, the Board of Management may autonomously assume counterparty risks in accordance with a competence rule agreed with the Supervisory Board.

The accounting department is responsible for the accounts structure, accounts allocation policies as well as all accounting policies and processes at DF Group, taking into account country-specific requirements and laws. In addition to DF AG, the basis of consolidation currently comprises the subsidiaries DF GmbH, DF s.r.o. as well as DF ME s.r.o. The accounts of DF AG and DF GmbH are kept by the accounting department in Cologne. The accounts of DF s.r.o. and DF ME s.r.o. are kept by a local external service provider, which is closely assisted by the central accounting department in Cologne, especially in the preparation of the financial statements.

The company uses standard software for the financial accounting process that is certified by an auditing firm. The software is installed on a central server in Cologne and DF s.r.o. and DF ME s.r.o. are granted online access. The central accounting department in Cologne has full and continuous access to the accounts of the companies in Prague. Software authorizations ensure, however, that DF s.r.o. and DF ME s.r.o. can access only their own accounts. Current accounts are saved on a daily basis in accordance with DF Group's data storage policy. Backup systems are in place to manage the IT continuity risk.

The preparation of the consolidated financial statements including the consolidation measures are performed by the central accounting department based on IFRS packages of the consolidated entities audited by local auditors. The requirements regarding the contents and scope of the IFRS packages are agreed with the Group's auditor at the beginning of the audit of the consolidated financial statements.

The internal control system takes into account the special features of DF Group's business. The effectiveness of the system is regularly reviewed and reconciled by the Accounting and Compliance Departments. No risks became known in the financial year 2021.

2) Risk management system relating to money laundering and terrorist financing

Due to their project-related business model, DF AG, DF GmbH, DF s.r.o. and DF ME s.r.o. engage in business with a large number of counterparties in different countries (sellers and buyers of export receivables, insurers such as banks and/or credit insurers, external agents, service providers for tax and legal review, implementation and processing of the different transactions in the areas of forfaiting, factoring, purchase commitments, agenting business, debt collection). DF Group is therefore exposed to compliance risks that result from its business model.

Violations of the money-laundering law, EU/US sanctions laws or against other laws aimed at preventing economic crime may have an extremely adverse impact on the operations as well as the net assets, financial position and results of operation of individual companies of DF Group and/or DF Group as a whole. In particular, there is a risk (a.) that contractual partners/service providers who are essential for the operations of the individual companies of DF Group and/or of DF Group as a whole are not allowed or unable to do (any more) business with individual companies of DF Group and/or DF Group as a whole (for a limited time) due to their own internal and/or statutory regulations – this comprises the purchase and sale of receivables, the collectability of receivables and the provision of services for individual companies of DF Group. In addition, there is (b.) a risk that penalties and fines are imposed and (c.) a risk that culpable violations or breaches of these regulations result in a loss of reputation.

To prevent or minimize the aforementioned compliance-related risks, DF Group has implemented internal safeguards and controls.

The Group-wide compliance system is regularly updated in cooperation and consultation with external consultants in order to fulfil DF Group's responsibility and ensure its business success. The compliance system comprises in particular (a.) processes to identify the company's business partners; (b.) awareness creation and regular target-oriented training of all employees and of sales-related external advisors of DF Group with regard to the company's Code of Conduct and the importance of compliance, transparency and integrity for the business activity of DF Group; (c.) a well-trained Compliance Department as well as a Compliance Committee and the appointment of a Money Laundering Officer; and (d.) additionally the REFINITIV World Check One software for a more in-depth examination of new and potential business partners or parties involved in the potential transaction before closing a transaction.

Based on protocols of the results of the above checks, individual parties are checked manually in case of doubt. Regular updates of the database ensure that the (new) listing of a party involved in the underlying transaction on a sanctions list will be detected also during the holding period of a receivable.

The relevant audits required under the German Money Laundering Act (GwG) are another integral element of DF Group's compliance system. DF AG and its subsidiaries conduct their business operations in accordance with applicable prevention of money laundering rules. DF Group attaches great importance to complying with these rules. Management and all employees of DF Group are obliged to comply with these standards.

Besides the Anti-Corruption Policy, the Anti-Money-Laundering Directive forms part of DF Group's general Compliance Program and is applied together with DF Group's other obligations in the solicitation and execution of contracts (especially under the existing "Economic Sanctions Compliance Policy"). Responsibility for the identification of customers to prevent money laundering and terrorism financing as well as for economic sanctions compliance rests with the Compliance Department and the Compliance Committee, both of which act strictly separately from the front office and the back office and both report directly to the full Board of Management.

At the start of a business relationship, the business partner and its ultimate beneficial owner ("Know Your Customer" principle) is identified, information on the purpose of the transaction is obtained, a potential PEP (politically exposed person) status is checked and further checks relevant to money laundering are performed in connection with the due diligence process.

Depending on the risk profile of the business partner, DF Group may request additional checks. DF Group will not make a commitment to underwrite a risk in the context of a certain transaction before the identity of the business partner has been established without any doubt whatsoever, all questions required by the German Money Laundering Act (GwG) have been answered satisfactorily and no relevant sanctions have been imposed on the business partner as well as its ultimate beneficial owner. No transaction will be paid out before the transaction-related documents and the parties involved have been satisfactorily checked for compliance-related circumstances. The ongoing business relationship is then monitored.

3) Opportunities

DF Group sees its main opportunities in the current financial year in the continued marketing of its marketing services, forfaiting and factoring products.

DF Group therefore continues to focus mainly on trading humanitarian goods such as food, pharmaceuticals and healthcare products. Demand for these goods and DF Group's specially developed product services is high among importers and exporters. In 2021, DF Group generated essential parts of its revenues with marketing services, forfaiting and factoring and assumes that this will also be the case in the current financial year. In 2022, DF Group stands a much better chance than in 2021 of increasing the business volume with marketing services and forfaiting especially in the foods segment. The flexibility in developing new products and the timely identification of market opportunities again were among the main strengths of DF Group in the financial year 2021. Together with its long-standing know-how in trade finance and its regularly reviewed compliance system, this provides good opportunities for DF Group to increase its business volume. Project Finance Activities are another new business segment of DF Group that stands to benefit from the know-how of the Business Development unit in combination with DF Group's existing expertise. The focus will be on projects in the energy, agricultural and industrial sectors. Due to the ongoing COVID-19 pandemic and the current political and economic situation, however, the realization of business opportunities in this area will be delayed by another year.

4) Risks

When outlining the risks, a distinction needs to be made between old and new business. The "old business" relates to the receivables of the restructuring and trading portfolio that form part of the creditor assets. According to the provisions of the insolvency plan, the opportunities and risks arising from the liquidation of these receivables rest exclusively with the insolvency creditors. While the risks described below apply to both the old business and the new business, the consequences for DF Group differ, as DF Group bears the risk only for the new business. Revenues are generated mainly with products from marketing services, forfaiting, factoring, collection services as well as compliance consulting. In the current financial year, this will result primarily in earnings risks, followed by compliance risks and operational risks, which are classified in DF Group's risk map by potential damage and probability of occurrence.

a. Earnings risks

Given that DF Group has no investment portfolio that generates recurring income from year to year, it has to acquire most of its business transactions anew each financial year in order to be successful.

In addition to offering market-oriented products at competitive prices, a good network on the supply and demand side is decisive for the successful acquisition of new business. If important business partners such as agents or banks on the supply and/or demand side disappear entirely or partly there is a risk of a sharp drop in the business volume and, consequently, of a slump in profits. Due to its focus on a limited target region with a small number of important business partners, this risk is comparatively high for DF Group.

In the financial year 2021, political tensions between the USA and Iran continued and, together with the effects of the ongoing COVID-19 pandemic, led to an unchanged market situation in Iran. DF Group's business volume nevertheless increased compared to the previous year, with margins remaining adequate. In trade with Iran, DF Group continues to focus on humanitarian goods (food and medicine). Due to the products offered and the complexity of the business, DF Group is dependent on cooperation with a few selected, specialist partners. In this context, the cooperation with Saman Bank should be mentioned, in particular. The specialization of DF Group's business model and the close cooperation with specialized and well-established partners also represent a concentration risk.

Apart from the default of major business partners, the default of an important country or region for economic or political reasons may also lead to a slump in profits. Moratoriums imposed on a country or the listing of a country on the EU sanctions list and/or the sanctions list of the United States of America may temporarily lead to a sharp drop in, or a complete suspension of, the business volume with this country. Due to its geographic focus, DF Group is much more exposed to this risk than a geographically broadly diversified company, but, on the other hand, benefits from the opportunities arising from its specialization as described above.

Should a further political or military escalation or other events result in the loss or non-availability of an important partner of DF Group or an important country or a region, this may adversely affect the business performance of DF Group. This risk is largely dependent on the partner and the duration of the loss or non-availability.

With regard to diversification, DF Group plans to expand its geographical focus to additional countries in the Near and Middle East as well as Eastern Europe. Even if entering a new market always involves a risk, DF Group is convinced that this will increase its earnings base.

Should the nuclear deal (JCPOA) with Iran be cancelled entirely, i.e. not only by the USA, but also by the other partners and/or Iran, or should a military dispute arise between the USA and Iran, this would probably have massive consequences for DF Group's business with Iran and for DF Group as a whole. DF Group assumes, however, that there will be no military confrontation and that the nuclear deal will not be cancelled by the remaining parties to the JCPOA. Especially in light of the fact that the Democrats are currently running the US government, there is an opportunity for rapprochement between the USA and Iran.

The current war in Ukraine is causing the supply of food to become scarcer, sending food prices as well as oil and gas prices rising sharply. For DF Group, this entails the possibility of an improvement in commission income from marketing services and forfaiting, as Iran, which is an exporter of oil, can guarantee food imports under these conditions. By contrast, our factoring product, which is offered exclusively by the DF subsidiary in Prague, now focuses only on countries that are not directly affected by the war. This might reduce factoring income in the current year.

As outlined under "b. Country and counterparty risk", DF Group also has overdue receivables on its books, which, however, exclusively form part of the creditor assets. According to the provisions of the insolvency plan, the opportunities and the risks arising from the liquidation of the assets including all overdue receivables that exist at the time of the approval of the insolvency plan pass to the creditors of DF AG. The same applies to the risk relating to the legal and consulting expenses associated with the collection of the overdue receivables. The assets remaining in the restructuring portfolio for liquidation reverted to DF AG as of 1 January 2021 and will be liquidated by DF AG to the benefit of the creditors as far as possible. An earnings risk resulting from legal and consulting fees still to be incurred is extremely unlikely, as DF AG received kEUR 120 from the trustee as a one-time advance on administrative expenses at that time. This amount is considered fully adequate.

b. Country and counterparty risk

In line with its business model and strategy, DF Group focuses on the Near and Middle East as well as emerging and developing countries. Political, financial, economic and social conditions in these regions are less stable compared to industrialized nations. In the event of an economic and/or political crisis or due to decisions taken by the respective rulers/governments, this may substantially affect the ability or willingness of the respective country to transfer payments – especially in foreign currencies. In extreme cases, foreign currency payments may no longer be possible at all or only with prior state approval (e.g. by the national central bank) due to the introduction of corresponding legal provisions (foreign exchange control). As a result, a debtor who is otherwise willing and able to pay may be unable to pay on time, in full or at all.

The country risk comprises the three individual risks outlined below:

» funds cannot be transferred freely due to government restrictions (transfer risk) and/or
» local currencies may be exchanged for the foreign currency in which the receivable is denominated and, hence, payable only after prior approval or not at all (convertibility risk) and/or
» a government imposes a temporary moratorium due to economic or political difficulties (moratorium risk).

In the financial year 2021, the country risks in the Near and Middle East markets, in which DF Group is primarily active, increased further. Especially the adherence to the USA's withdrawal from the nuclear deal (JCPOA) with Iran has resulted in increased country risks. Iran's economic situation continued to deteriorate as a result of the US sanctions. If the foreign trade restrictions on Iran increase further, this might have a negative impact on DF Group's business in the short to medium term. In the forfaiting business, DF Group also assumes the debtor's credit risk for the acquired receivable (counterparty risk) in addition to the country risk. The debtor may become insolvent or unable to pay for other company-specific reasons. How-ever, the counterparty risk is not limited to the (primary) debtor for a receivable; it also applies to the seller of the re-ceivable (as in the case of factoring) or to providers of security such as banks or credit insurance companies (secondary debtors), for which DF Group may secure individual transactions.

A counterparty risk may also arise when granting a loan or pre-financing a transaction. This risk may increase in the current financial year 2022 when it comes to securing business transactions, especially with regard to business partners in the Near and Middle East.

As of 31 December 2021, DF Group had receivables from the forfaiting and factoring business in its own portfolio, the amount of which does not represent a relevant risk according to DF Group's risk map (see V. (4) g.). There were no contingent liabilities, e.g. from purchase commitments, as at the balance sheet date of 31 December 2021.

According to the insolvency plan, the opportunities and risks arising from the current overdue receivables included in the creditor assets pass to the insolvency creditors.

Even now that the trustee is no longer active, the creditor assets continue to be managed by DF Group and are collected in its own name for the account of the insolvency creditors in accordance with the conditions of the insolvency plan. As workflows were streamlined, it was possible to significantly reduce the use of human resources in the Finance & Controlling unit. The Intensive Care & Restructuring unit has received a one-time advance payment from the trustee to cover the expected costs of legal proceedings to be initiated or of restructuring solutions until the end of the financial year 2022.

c. Risks resulting from non-compliance as well as violations of money laundering and/or sanctions regulations

The individual entities of DF Group are subject to the applicable national laws, regulatory requirements and duties. In addition, DF Group's international business model exposes the company and its transactions to many different jurisdictions.

As a listed joint stock company, DF AG must additionally fulfill specific capital market obligations. A violation of statutory, regulatory or voting rights regulations can have far-reaching consequences and may entail high penalties or even the withdrawal of licenses and the closure of operations.

Since the entry into force of the EU General Data Protection Regulation (GDPR) in May 2018, violations of the Federal Data Protection Act and/or non-implementation of the GDPR may result in sharply increased fines of up to EUR 20 million or 4% of annual global sales (whichever is higher). In order to ensure compliance with the legal requirements and implementation of the GDPR, DF AG has implemented a data protection project. Since mid-2020, TÜV SÜD Akademie GmbH in Munich has served as the company's external data protection officer and monitored the implementation of the project as well as compliance with data protection regulations for the companies in Germany. In Czechia, Novalia Prague supports the Prague entities of DF Group in data protection issues.

Against the background of the existing statutory provisions, DF AG and its subsidiaries are obliged (to the extent that they buy and sell receivables and source or provide services from/to third parties) to carry out transaction-related money laundering checks, including customer identification, as well as economic sanctions compliance checks. This risk is mitigated by an effective compliance system (as described in chapter V. (2) "Risk management system with regard to compliance and money laundering").

Any violations of statutory, regulatory or voting rights regulations, including especially the statutory regulations regarding data protection, money laundering prevention and customer identification that are applicable because of the business model, of economic sanctions regulations or of other laws aimed at preventing economic crime may have an extremely adverse impact on the operations as well as the net assets, financial position and results of operation of individual companies of DF Group and/or DF Group as a whole.

d. Operational risks

In the context of its collection services and forfaiting activities, DF Group sometimes transfers large amounts of money. A transfer to the wrong account could cause considerable damage. The risk is minimized by a multi-level authorization system for payments. Several employees would have to cooperate to intentionally make a false transfer.

Another major operational risk is that unauthorized transactions are concluded to the detriment of DF Group. This risk is mitigated by the fact that no employee of DF Group has sole power of representation, except for the Chairman of the Board of Management and the two Managing Directors of the Czech subsidiaries.

e. Legal risk

DF Group buys receivables (on a non-recourse basis) usually with the aim of reselling or outplacing them. Individual receivables remain in DF Group's books until their contractually agreed maturity only in exceptional cases. In the context of its trading business, DF Group usually guarantees to the buyer that the receivable exists (liability for legal validity), that the receivable has the warranted properties, that DF Group is the owner of the receivable (ownership) and that the receivable can be collected from the debtor, e.g. that there are no exceptions or objections.

f. Refinancing risk

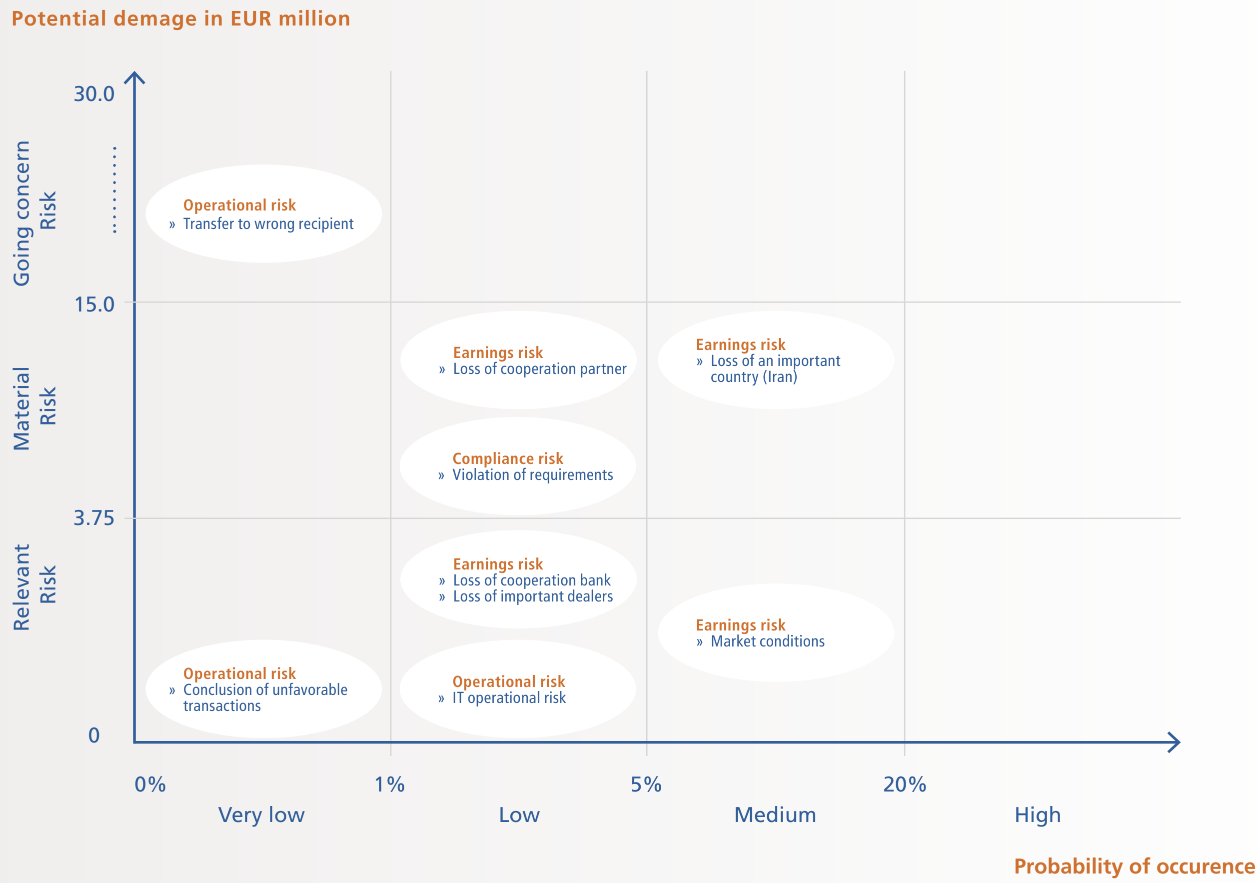
If and when DF Group purchases receivables, it needs refinancing resources for its trading activity and for the related short-term bridge financing periods of the receivables acquired for resale. The refinancing period corresponds to the period between the payment of the purchase price of a receivable and the receipt of the sales price when the receivable is sold or the nominal value at maturity. As at the balance sheet date of 31 December 2021, DF AG had no current credit lines from banks. In addition to its own liquidity, however, DF Group benefits from a EUR 15 million loan granted by the majority shareholder of DF Deutsche Forfait AG. As long as DF Group has no own credit lines for bridge financing, the business volume in the forfaiting segment can be expanded significantly only if there are sufficient placement possibilities for the receivables purchased and if the periods between purchase and sale are reduced to such an extent that no or only very short-term refinancing is required. The same restriction with regard to refinancing as for the purchase of receivables applies to the planned launch of the project finance activities segment. The success of this business segment also hinges on sufficient resources for refinancing.

If there are no sufficient refinancing resources and/or placement possibilities, this would very much constrain the growth opportunities in the forfaiting and project finance activities segments.

g. Summary risk assessment

The assessment of individual operational risks within DF Group is based on two criteria, i.e. the potential amount of damage and the probability of occurrence of a risk. The potential amount of damage weighted by its probability of occurrence is set in relation to DF Group's equity capital in order to assess the consequences of a potential damage. This way, potential going concern risks are identified. At the same time, the probability of occurrence of a potential damage is determined/estimated. The purpose of risk assessment and risk management is to take adequate measures in order to (i) limit the absolute amount of each individual potential going concern risk; (ii) reduce the probability of occurrence of the individual potential going concern risk and the probability of several potential going concern risks occurring at the same time; and (iii) reduce the total number of potential going concern risks.

Risk map of DF Deutsche Forfait-Group



While the risks themselves have remained unchanged from the previous year, the assessment of the amount has changed materially. The main risks for DF Group continue to exist on the earnings side. Due to DF Group's geographic specialization, there is a high dependence on the future political and economic developments in the Near and Middle East and in Eastern Europe as well as the cooperation with its strategic partners.

Thanks to its specialization and unique positioning in the market, DF Group is able to generate high income. At the same time, however, the specialization of DF Group's business model and the close cooperation with very few specialized and well-established partners also represent a considerable risk. Should a further political or military escalation or other events result in the loss or non-availability of an important partner of DF Group, this could have an adverse effect on DF Group's business performance. This applies in particular to the cooperation with Saman Bank.

Besides the business risks described above, the COVID-19 pandemic has been another exceptional risk factor since 2020. Just like the pandemic, Russia's military action against Ukraine, which began in February 2022, and the resulting sanctions imposed by the USA, the EU and the United Kingdom, among others, are also having a very negative impact on the world economy and thus also on global trade, which may also affect the business volume going forward. However, the humanitarian sector of food, pharmaceuticals and healthcare, which is the focus of DF Group's marketing services, has been far less affected by the effects of the pandemic than other sectors so far. As this is likely to be the case also in the current financial year 2022, DF Group expects a comparable risk situation. Likewise, there remains the risk in the current financial year that only limited funds will be available for the import of medical goods and food in the Near and Middle East, which may also lead to a reduction in DF Group's business volume.

VI. FORECAST

At the beginning of 2022, the world economy is in a weaker position than previously expected. The proliferation of the new Omicron variants, rising energy prices as well as supply and delivery shortages have led to higher than predicted inflation worldwide, particularly in the United States and many emerging and developing countries. The downturn in China's real estate sector and the slower recovery in private consumption have also limited growth prospects.

The International Monetary Fund (IMF) expects global growth to drop from 5.9% in 2021 to 3.6% in 2022 – 1.3 percentage points less than projected in the World Economic Outlook of October 2021, which is mainly attributable to the declines in the two largest economies. The end of the accommodative monetary policy and persistent supply shortages led to a downward revision by 1.2 percentage points for the United States. In China, pandemic-related restrictions in connection with the zero COVID policy and protracted financial tensions among property developers led to a downgrade by 0.8 percentage points. The forecast assumes a decline in adverse health effects of COVID to low levels in most countries by the end of 2022, provided vaccination rates improve globally and therapies become more effective. The IMF currently estimates that in view of these circumstances, the high inflation is expected to persist for longer than predicted in October 2021, as supply chain disruptions will continue and energy prices will remain high in 2022. Moreover, the emergence of new COVID variants may lead to renewed economic restrictions and, consequently, to supply shortages and high energy costs.

At the beginning of 2022, the ongoing infections and their consequences also continue to affect the economic performance of the eurozone countries. Assuming declining infection figures and, as a result, a gradual easing of the containment measures in the course of the year, the IMF expects economic output to increase by 3.9%.

Increased economic growth is also on the cards for the German economy. The Omicron wave and the related restrictions are dampening the economic recovery at the beginning of the year, and supply chain problems are slowing the economic recovery. It is expected, however, that economic activity will pick up further momentum in the course of the year once the pandemic situation stabilizes and the supply shortages gradually come to an end. In the forecast published in the Annual Economic Report 2022, the federal government projects the gross domestic product to increase by 3.6% in price-adjusted terms.

According to the IMF, the global trade volume will grow in sync with the world economy in 2022, although growth will be somewhat weaker than originally expected, at 6.0%. Assuming that the pandemic situation eases, the supply chain shortages will subside as the year progresses, thus ending the current imbalance between demand and supply. Cross-border trade in services – especially tourism – is likely to recover more slowly at first.

These developments will also affect the Near and Middle East region, which is the focus of DF Group. According to the IMF experts, the Middle Eastern and Central Asian economies will grow by 4.3%. Iran continues to be strongly affected not only by the global economic situation but also by the effects of the COVID-19 pandemic and the sanctions imposed by the USA, and is therefore expected to grow by only 2.0% compared to the previous year. Economic growth rates of 3.8% and 4.5%, respectively, are assumed for the Eastern European region, which is becoming increasingly important for DF Group, and for the Czech Republic.

The focus of DF Group's business activities in the Near and Middle East remains on the food, pharmaceutical and healthcare sectors. As these goods serve the basic needs of the population, they are exempt from the sanctions imposed against Iran. The company expects demand to be higher than in the previous year, which would result in a clearly growing business volume in the financial year 2022. While existing US sanctions continue to restrict the use of existing financial resources in Iran, negotiations on the Joint Comprehensive Plan of Action (JCPOA) resumed at the beginning of 2021, which might result in an easing of existing sanctions imposed by the US government against Iran. In addition, the economic rapprochement between China and Iran and a global weakening of the COVID-19 pandemic could have a positive impact on DF Group's business volume.

Although the company is steadily pursuing its geographical diversification and the launch of the Project Finance Activities segment, the pandemic-related travel restrictions made it much more difficult to develop new markets in the past months. Project finance activities are expected to make the first low contribution to revenues in the financial year 2022.

However, with reference to the Russian military action against Ukraine that began in February 2022 and the resulting sanctions imposed on Russia by countries such as the USA, the EU and the United Kingdom, further negative effects on trade and the global economy are expected in addition to those already projected, which cannot be fully assessed from today's perspective due to the high level of uncertainty. Moreover, the conflict may influence DF Group's strategic positioning. The company is carefully reviewing and reassessing the planned expansion into the CIS countries.

Provided that the economic and political environment remains stable in the coming months, especially in the target region, the negative effects of the Russia-Ukraine conflict can be limited and tensions between the USA and Iran do not increase, DF Group is expected to generate a noticeably higher business volume, a slightly higher gross result and consolidated profit before taxes in the financial year 2022 compared to the previous year.

VII. ADDITIONAL DISCLOSURES FOR DF DEUTSCHE FORFAIT AG

The financial statements of DF Deutsche Forfait AG ("DF AG") were prepared in accordance with the provisions of Sections 264 et seq. of the German Commercial Code (HGB) and paying regard to the German Stock Corporation Act (AktG). DF AG is the parent company of DF Group. Apart from the holding company function, DF AG is responsible for debt collection of the assets defined in the insolvency plan. As DF AG has no business operations of its own, it is dependent on a profit transfer agreement and the pro-rated cost contributions as well as dividend payments of the DF Group member companies, with these profit transfers, contributions and payments being a function of their business performance. The business performance of DF AG is thus subject to the same risks and opportunities as that of DF Group. Due to the interdependencies and business relationships within DF Group, the business outlook for DF Group also reflects the expectations of DF AG. Consequently, the statements made for DF Group also apply to DF AG.

1. Results of operation

In EUR millions (HGB)	1-1 - 31-12-21	1-1 - 31-12-20	Difference
Sales revenues	0.45	0.47	-0.02
Other operating income	0.22	0.85	-0.63
Cost of purchased services	0.38	0.45	-0.07
Personnel expenses	1.09	1.14	-0.05
Other operating expenses	1.00	1.56	-0.56
Income from investments and profit transfer agreements	7.62	5.72	+1.90
Interest and similar expenses	0.00	0.01	-0.01
Net income for the year	5.18	3.84	+1.34

In the financial year 2021, DF AG generated net income in the amount of EUR 5.18 million (previous year: EUR 3.84 million). This mainly resulted from the profit transfer of the wholly-owned subsidiary, DF GmbH, in the amount of EUR 7.62 million (previous year: EUR 5.72 million). Sales revenues amounted to EUR 0.45 million in the financial year 2021 (previous year: EUR 0.47 million). They essentially relate to services provided to other Group companies and commission received for the sale of the designated assets. Other operating income totaled EUR 0.22 million (previous year: EUR 0.85 million) and consisted primarily of exchange gains (EUR 0.19 million) and income from the reversal of provisions (EUR 0.03 million).

At EUR 0.38 million, the cost of purchased services is lower than the previous year's EUR 0.45 million and relates to services sourced from other Group companies. Personnel expenses were on a par with the previous year, at EUR 1.09 million. Other operating expenses of EUR 1.00 million decreased by EUR 0.56 million and mainly include administrative expenses such as expenses for the stock exchange listing, expenses for the audit of the financial statements as well as expenses for legal advice. They also include exchange losses of kEUR 117.

2. Net assets position

In EUR millions (HGB)	31-12-2021	31-12-2020	Difference
Fixed assets	2.16	2.17	-0.01
Current assets	14.86	8.95	+5.91
Thereof: assets defined in the insolvency plan	*0.31*	*0.30*	*0.00*
Thereof: cash and bank deposits	*0.23*	*0.80*	*-0.57*
Total assets	17.10	11.22	+5.88
Equity	14.17	8.99	+5.18
Provisions	2.55	1.97	+0.58
Thereof: provisions for insolvency liabilities	*0.96*	*1.00*	*-0.04*
Liabilities	0.38	0.26	+0.12
Total liabilities	17.10	11.22	+5.88

As at the balance sheet date of 31 December 2021, DF AG's assets amounted to EUR 17.10 million (previous year: EUR 11.22 million). At EUR 13.64 million, receivables from affiliated companies represented the biggest item and mainly result from the profit transfer agreement between DF AG and DF GmbH. The assets designated under the insolvency plan amounted to EUR 0.31 million, compared to EUR 0.30 million on the balance sheet date of the previous year. This item includes all special-purpose assets, which exclusively serve to satisfy the filed insolvency liabilities and essentially comprise the receivables in the so-called restructuring portfolio. Fixed assets remained almost unchanged compared to the prior year reporting date, at EUR 2.16 million.

Cash and cash equivalents amounted to EUR 0.23 million as at the balance sheet date, which is EUR 0.57 million below the previous year's level.

3. Financial position

DF AG's equity capital amounted to EUR 14.17 million as at the balance sheet date of 31 December 2021 (31 December 2020: EUR 8.99 million). The equity ratio thus stood at 82.9% (previous year: 80.1%).

DF AG's operating cash flow amounted to kEUR -525 in the financial year 2021 (previous year: kEUR -134) and mainly comprises the net income for the year of EUR 5.2 million resulting from the profit and loss transfer agreement (previous year: EUR 3.8 million) and the changes in other assets of EUR -6.4 million (previous year: EUR -3.5 million), which include receivables from affiliated companies under the profit and loss transfer agreement.

The liabilities to insolvency creditors are comprised in the provisions for insolvency liabilities and totaled EUR 0.96 million on 31 December 2021 (previous year: EUR 1.00 million). The reclassification of the liabilities from the insolvency plan to the provisions for insolvency liabilities is due to the fact that the insolvency plan provides for the creditors' claims to be satisfied exclusively from the sale of the assets defined in the insolvency plan. Due to the uncertainties regarding the value of the assets and the resulting cash flows, the creditors irrevocably waived that part of their claims that is not covered by the sale of the assets in the context of the insolvency plan. As a result of this irrevocable waiver, the exact amount of these obligations of DF AG towards the insolvency creditors will only be revealed over time, which means that they are contingent liabilities. According to the provisions of the German Commercial Code (HGB), DF AG's obligations under the insolvency plan towards the old creditors must be classified as provisions in DF AG's financial statements.

As at the balance sheet date of 31 December 2021, DF AG had no liabilities to banks or credit lines with banks or other persons.

DF AG's result for the financial year 2021 exceeded the company's expectations, as a higher positive contribution to the result was achieved than assumed in the previous year due to the increased income from the profit transfer agreement.

For the financial year 2022, DF AG projects a solid increase in net income compared to 2021. Due to the dependence on the performance of the subsidiaries, a prerequisite for this – just as at Group level – is that the political and economic conditions in the geographical target region of the Near and Middle East and Eastern Europe as well as the cooperation with the strategic partners with a focus on Iran do not deteriorate significantly as a result of the current COVID-19 crisis and the existing Russia-Ukraine conflict.

4. Related party disclosures (dependency report)

As regards our relations with our majority shareholder, DF Deutsche Forfait AG, Grünwald, is deemed a dependent entity within the meaning of Section 17 of the German Stock Corporation Act (AktG).

The Board of Management's related party disclosures for the financial year 2021, which were established in accordance with Section 312 of the German Stock Corporation Act (AktG), end as follows: "We declare that DF Deutsche Forfait AG received appropriate consideration for all legal transactions listed in the related party disclosures in the financial year 2021 according to the circumstances known to us at the time when the legal transactions were carried out. No other measures were taken or omitted in the financial year."

Gruenwald, 25 April 2022

The Board of Management

CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD OF 1 JANUARY - 31 DECEMBER 2021

Assets (in EUR)	Note	31-12-2021	31-12-2020
Long-term assets			
Intangible assets	(16)	48,554.58	60,017.31
Tangible assets	(16)	1,584,823.62	358,753.49
Long-term financial assets	(17)	101,273.35	42,373.93
Deferred taxes	(15)	5,231,235.55	3,277,886.60
		6,965,887.10	3,739,031.33
Short-term assets			
Creditor assets	(26)	28,931.63	172,502.08
Trade accounts receivables	(18)	25,722,492.74	744,657.77
Tax receivables	(15)	413,635.56	487,888.93
Other short-term assets	(19)	528,073.41	1,031,891.36
Cash and cash equivalents funds	(20)	6,993,617.34	27,070,259.66
		33,686,750.68	29,507,199.80
Total assets		**40,652,637.78**	**33,246,231.13**

Equity and Liablilities (in EUR)	Notes	31-12-2021	31-12-2020
Equity	(21)		
Subscribed capital		11,887,483.00	11,887,483.00
Costs of the capital increase		-623,481.04	-623,481.04
Revenue reserves		11,065,459.36	4,302,761.58
Adjustment items from currency translation		-167,849.48	-182,743.35
		22,161,611.84	15,384,020.19
Long-term liabilities	(23)		
Loans		15,000,000.00	15,000,000.00
Leasing obligations		1,242,938.79	155,347.16
		16,242,938.79	15,155,347.16
Short-term liabilities			
Creditor liabilities	(26)	28,931.63	172,502.08
Liabilities to banks		0.00	0.00
Provisions		0.00	0.00
Income tax liabilities	(15)	808,546.11	1,075,586.00
Trade accounts and other payables	(24)	186,720.08	313,065.98
Other short-term liabilities	(25)	1,223,889.33	1,145,709.72
		2,248,087.15	2,706,863.78
Total equity and liabilities		**40,652,637.78**	**33,246,231.13**

Consolidated Income Statement (in EUR)	Note	1-1-2021 - 31-12-2021	1-1-2020 - 31-12-2020
Transaction-related income	(7)		
a) Forfaiting income		652,994.96	444.14
b) Commission income		9,202,112.78	8,166,547.67
c) Interest income from services		0.00	523,267.40
d) Exchange profits		98,754.50	195,923.85
		9,953,862.24	**8,886,183.06**
Transaction-related expenses	(8)		
a) Expenditure from forfaiting		0.00	69,558.54
b) Commissions paid		455,220.02	216,663.36
c) Exchange losses		78,794.48	194,799.54
d) Allowances on receivables		111,988.07	0.00
		646,002.57	**481,021.44**
Gross result	(9)	**9,307,859.67**	**8,405,161.62**
Other operating income	(10)	308,497.20	383,093.66
Personnel expenses	(11)		
a) Wages and salaries		2,167,343.84	2,304,358.87
b) Social security contributions and expenditure for pensions and social welfare		295,690.72	329,422.12
		2,463,034.56	**2,633,780.99**
Depreciaton on tangible and intangible assets	(12)	207,072.96	170,770.46
Other operating expenditure	(13)	1,604,347.66	2,291,248.39
Interest income	(14)	243,878.54	0.00
Interest paid	(14)	132,615.57	91,196.51
Profit before income tax		**5,453,164.66**	**3,601,258.93**
Income tax	(15)		
a) Income and earnings tax		643,815.83	69,240.01
b) Deferred taxes		-1,953,348.95	-3,277,886.60
Consolidated profit		**6,762,697.78**	**6,809,905.52**
Undiluted earnings per share		0.57	0.57
Diluted earnings per share		0.57	0.57

Consolidated Statement of Comprehensive Income (in EUR)	Note	1-1-2021 - 31-12-2021	1-1-2020 - 31-12-2020
Consolidated profit		**6,762,697.78**	**6,809,905.52**
Other comprehensive income			
Components, which may be reclassified to the income statement in the future			
Currency translation differences from the inclusion of foreign subsidiaries	(21)	14,893.87	-21,133.24
		14,893.87	**-21,133.24**
Comprehensive income		**6,777,591.65**	**6,788,772.28**

The consolidated profit and the comprehensive income are fully attributable to the shareholders of the parent company.

	Consolidated Cash Flow Statement (in EUR)	Note	1-1-2021 - 31-12-2021	1-1-2020 - 31-12-2020
	Consolidated income		6,762,697.78	6,809,905.52
+	Depreciation on intangible and tangible assets		207,072.96	170,770.46
+	Income tax expense		-1,309,533.12	-3,208,646.59
+	Interest paid		132,615.57	91,196.51
-	Interest income		-243,878.54	0.00
+/-	Result from disposal of non-current assets		32,074.00	190,319.68
+/-	Other transactions not affecting payments		-686,959.01	779,748.35
+/-	Changes in creditor assets		143,570.45	823,646.26
+/-	Changes to trade accounts receivable		-24,977,834.97	-2,986.20
+/-	Changes to other assets		525,173.19	-797,543.21
+/-	Changes in creditor liablilities		-143,570.45	-823,646.26
+/-	Changes to trade accounts payable		-126,345.90	-29,626.55
+/-	Changes to other liablities		1,024,898.37	-317,882.37
-	Income tax paid		-24,535.63	-865,217.63
=	**Operative Cash flow**		**-18,684,555.30**	**2,820,037.97**
-	Paid interest		-63,519.76	-74,825.27
+	Retained interest		242,461.54	0.00
=	**Cash flow from current business**		**-18,505,613.52**	**2,745,212.70**
-	Payments for investments in long-term assets		-1,443,665.61	-226,845.25
=	**Cash flow from investment activity**		**-1,443,665.61**	**-226,845.25**
-	Repayment portion of lease liabilities		-126,167.03	-95,856.96
+/-	Changes to financial liabilities		0.00	-56.12
+	Borrowings		0.00	0.00
=	**Cash flow from finance activity**		**-126,167.03**	**-95,913.08**
	Changes in financial resources affecting payments		-20,075,446.16	2,422,454.37
+	Liquid funds at the start of the period		27,070,259.66	24,669,036.14
+/-	Effects from currency conversion		-1,196.16	-21,230.85
=	**Liquid funds at the end of the period**		**6,993,617.34**	**27,070,259.66**
-	Balances pledged		-55,000.00	-35,000.00
=	**Free liquid funds at the end of the period**	(33)	**6,938,617.34**	**27,035,259.66**

Consolidated Statement of Equity Changes 1-1-2021 - 31-12-2021 (in EUR)	Note	Subscribed capital	Deposits earmarked for the capital increase	Capital reserves	Costs of the capital increase	Revenue reserves	Difference from currency conversion[1]	Total
Balance at 1 Jan. 2020		**11,887,483.00**	**-**	**-**	**(623,481.04)**	**(2,507,143.94)**	**(161,610.11)**	**8,595,247.91**
Consolidated comprehensive income						6,809,905.52	(21,133.24)	6,788,772.28
Balance at 31 Dec. 2020		**11,887,483.00**	**-**	**-**	**(623,481.04)**	**4,302,761.58**	**(182,743.35)**	**15,384,020.19**
Balance at 1 Jan. 2021		**11,887,483.00**	**-**	**-**	**(623,481.04)**	**4,302,761.58**	**(182,743.35)**	**15,384,020.19**
Consolidated comprehensive income						6,762,697.78	14,893.87	6,777,591.65
Balance at 31 Dec. 2021	(21)	**11,887,483.00**	**-**	**-**	**(623,481.04)**	**11,065,459.36**	**(167,849.48)**	**22,161,611.84**

[1] Other Comprehensive Income (OCI)

I. POLICIES

(1) General information

DF Deutsche Forfait AG (also referred to as "**DF AG**" or "**the company**") is the parent company of DF Group (also referred to as "Group") and has the legal status of a joint stock company. The company's address is Nördliche Münchner Straße 9c, 82031 Grünwald. It is registered at Munich Local Court (Germany, "Amtsgericht") under HRB 228114.

DF Group has specialized in foreign trade finance and related services for exporters, importers and other financial companies. The company is consequently regarded as a single-segment entity. Reporting within the meaning of IFRS 8 does therefore not take place. DF Group's geographic focus within this market segment lies on Near and Middle East countries and, in particular, Iran. With respect to trade with Iran, DF Group currently restricts its activities to humanitarian goods for business policy reasons.

The consolidated financial statements of DF AG as of 31 December 2021 were prepared on the basis of the International Financial Reporting Standards (IFRS) at the accounting date as endorsed by the EU as well as the additional requirements pursuant to Section 315e (1) of the German Commercial Code (HGB).

The term "IFRS" also includes the prevailing International Accounting Standards (IAS). All the binding interpretations of the IFRS Interpretations Committee (IFRS IC) for the financial year from 1 January to 31 December 2021 have also been applied.

The functional currency of the Group is the euro. All figures are presented in thousands of euros (kEUR) unless otherwise stated. The figures are commercially rounded. This may lead to minor rounding differences in totals and percentages.

To make the presentation clearer, the assets and liabilities described in the insolvency plan of 2016 are grouped into "creditor assets" and "creditor liabilities". These items are shown separately in the consolidated financial statements and described in the consolidated notes. The income statement is prepared according to the total expenditure method. In the consolidated income statement, income and expenses are grouped by category and income and expense totals are presented to reflect the particular characteristics of a forfaiting company.

The consolidated financial statements were prepared on the assumption that the company will continue as a going concern.

The Board of Management and the Supervisory Board of DF AG issued a declaration according to Section 161 of the German Stock Corporation Act (AktG) regarding the recommendations of the Government Commission on the German Corporate Governance Code. This declaration was published on the company's website (www.dfag.de/en/investor-relations/corporate-governance/).

The present consolidated financial statements were prepared and released for publication by the Board of Management on 25 April 2022.

(2) Amendments to the standards made by the IASB

Application of new standards and interpretations in the financial year 2021

The following standards and amendments to standards became mandatory in the past financial year. They had no material impact on the present financial statements of DF Group but may influence future transactions or agreements.

Amendments to IFRS 16 "Leases"

The original amendment of IFRS 16 COVID-19-Related Rent Concessions, published by the IASB on 28 May 2020 and effective for annual reporting periods commencing on or after 1 June 2020, was limited to rent concessions that were due on or before 30 June 2021. As a result of this amendment, lessees have the option not to present rent concessions related to COVID-19 as a leasing modification within the meaning of IFRS 16, but to realize the effects in the periods in which they are granted. On 31 March 2021, the IASB published another amendment to IFRS 16, thus extending the application period of the above amendment by one year. The amendment has no impact on DF Group as no use has been or will be made of the simplifications.

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 "Interest Rate Benchmark Reform (Phase 2)"

On 27 August 2020, the IASB completed Phase 2 of the "Interest Rate Benchmark Reform". The amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 address issues relating to the replacement of existing reference interest rates that may affect financial reporting. The amendments have had no effects on the net assets, financial position and results of operation.

Amendments to IFRS 4 "Insurance Contracts"

On 15 December 2020, the EU Commission approved an amendment to IFRS 4 for application in the EU. According to this amendment, the temporary exemptions of insurance companies from applying the provisions of IFRS 9 "Financial Instruments" now apply until 31 December 2022. Application was originally planned for financial years commencing on or after 1 January 2021. This provision is not relevant for the Group.

Early adoption of accounting standards

No IFRS that had been issued and approved as well as endorsed by the EU but were not mandatory as of 31 December 2021 were adopted early by DF Group. First-time adoption is planned as of the financial year in which such adoption becomes mandatory.

Standards, interpretations and amendments that have been issued but not been applied yet

DF Group will apply the revised and new standards and interpretations as of the date at which they become effective, provided that they have been endorsed by the European Union.

Amendments to IAS 16 "Property, Plant and Equipment"

With respect to Proceeds before intended use, the standard has been amended to prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the cost of producing those items, in profit or loss These amendments are not relevant for DF Group and are effective for reporting periods commencing on or after 1 January 2022.

Amendments to IFRS 3 "Business Combinations"

Reference to the Conceptual Framework updates IFRS 3 so that it refers to the 2018 Conceptual Framework rather than the 1989 Framework. A requirement has been added to IFRS 3 that, for transactions and other events within the scope of IAS 37 or IFRIC 21, an acquirer applies IAS 37 or IFRIC 21 (instead of the Conceptual Framework) to identify the liabilities it has assumed in a business combination. Another addition relates to the explicit statement that an acquirer does not recognize contingent assets acquired in a business combination. The amendments are effective for financial years commencing on or after 1 January 2022. DF Group expects no effects on the presentation of its net assets, financial position and results of operation.

Amendments to IAS 37 "Provisions, Contingent Liabilities and Contingent Assets"

The amendment primarily relates to costs a company should include as the cost of fulfilling a contract when assessing whether a contract is onerous. The amendments specify that the "cost of fulfilling a contract" comprises the "costs that relate directly to the contract". Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labor, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The Group does not expect any material effects on the consolidated financial statements. The amendments are applicable for annual periods commencing on or after 1 January 2022.

First-time adoption of IFRS 17 "Insurance Contracts"

IFRS 17 was published in May 2017 and will replace IFRS 4. The standard applies to insurance and reinsurance contracts as well as to investment contracts with discretionary participation features. IFRS 17 is mandatory for financial years commencing on or after 1 January 2023. EU endorsement is still pending. The potential effects on the presentation of the net assets, financial position and results of operation are still being reviewed.

Annual Improvements to IFRSs 2018–2020 Cycle

The IASB issued Annual Improvements to IFRSs 2018–2020 on 14 May 2020, amending the following standards:

» A subsidiary that is a first-time adopter of paragraph D16(a) of IFRS 1 is permitted to measure cumulative translation differences using the amounts reported by its parent.

» An amendment to IFRS 9 clarifies which fees an entity includes when it applies the 10% test in paragraph B3.3.6 in assessing whether to derecognize a financial liability.

» The amendment to Illustrative Example 13 accompanying IFRS 16 removes from the example the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.

» The amendment removes the requirement in paragraph 22 of IAS 41 for entities to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique. The amendment ensures consistency with the requirements in IFRS 13.

The amendments to IFRS 1, IFRS 9 and IAS 41 are effective for reporting periods commencing on or after 1 January 2022. The Group does not expect them to have any material effects on the consolidated financial statements.

Amendments to IFRS 4 "Insurance Contracts"

In the discussions regarding the project on potential amendments to IFRS 17 after the comment deadline, the Board refined its proposals and incorporated additional feedback from users and issued finalized narrow-scope amendments:

» Deferral of the date of initial application of IFRS 17 by two years to annual periods commencing on or after 1 January 2023 and change of the fixed expiry date for the temporary exemption in IFRS 4 Insurance Contracts from applying IFRS 9 Financial Instruments, so that entities would be required to apply IFRS 9 for annual periods commencing on or after 1 January 2023.

» Additional scope exclusion for credit card contracts and similar contracts that provide insurance coverage as well as optional scope exclusion for loan contracts that transfer significant insurance risk.

» Recognition of insurance acquisition cash flows relating to expected contract renewals, including transition provisions.

» Clarification of the application of IFRS 17 in interim financial statements allowing an accounting policy choice at a reporting entity level as well as clarification of the application of contractual service margin attributable to investmentreturn service and investment-related service.

» Amendments to require an entity that at initial recognition recognizes losses on onerous insurance contracts issued to also recognize a gain on reinsurance contracts held.

» Simplified presentation of insurance contracts in the statement of financial position as well as transition relief.

These amendments are effective for reporting periods commencing on or after 1 January 2023. As the Group has not issued any contracts within the scope of IFRS 4 / IFRS 17, no impact on the consolidated financial statements is expected.

Amendments to IAS 1 “Presentation of Financial Statements”

The amendments to the classification of liabilities as current or non-current affect only the presentation of liabilities in the statement of financial position – not the amount or timing of recognition of any asset, liability income or expenses, or the information that entities disclose about those items. They clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the “right” to defer settlement by at least twelve months and make explicit that only rights in place “at the end of the reporting period” should affect the classification of a liability.

Classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability. Settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The Group expects first-time adoption to have no material effects on the presentation of the net assets, financial position and results of operation. The amendments are applicable for annual periods commencing on or after 1 January 2023, with adoption in EU law still pending.

On 12 February 2021, the IASB again amended IAS 1 under the title Disclosure of Accounting Policies. An entity is required to disclose in the notes to the consolidated financial statements the accounting policy information that is relevant for understanding the financial statements and the underlying transactions instead of its significant accounting policies. The amendments are applicable for annual periods commencing on or after 1 January 2023. The potential effects on the presentation of the Group’s net assets, financial position and results of operation are still being reviewed.

Amendments to IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”

In February 2021, the IASB adopted amendments to IAS 8 that are intended to differentiate between changes to accounting policies and changes to accounting estimates. As the former are generally retrospectively accounted for, whereas the latter are generally accounted for on a prospective basis, this differentiation is generally relevant. The amendments are applicable for reporting periods commencing on or after 1 January 2023. Depending on the changes to accounting policies and accounting estimates as of this date, currently no material impact on the consolidated financial statements are expected.

Amendments to IAS 12 “Income Taxes”

The IASB clarifies the accounting for deferred taxes on the initial recognition of leases under IFRS 16 (recognition of a right-of-use asset and a lease liability at the beginning of a lease by the lessee) and on decommissioning obligations recognized in the cost of property, plant and equipment under IAS 16. If deductible and taxable temporary differences in the same amount arise simultaneously, these transactions no longer fall under the recognition exemption (amended IAS 12.15(b)(iii), .22(b)-(c) and .24(c)). Consequently, deferred taxes must be recognized. These amendments are effective for reporting periods commencing on or after 1 January 2023; adoption in EU law is still pending. No material effects on the presentation of the net assets, financial position and results of operation of DF Group are expected.

(3) Basis of consolidation, reporting date

The basis of consolidation of DF AG is shown below and has not changed compared to the previous year. The reporting date of the parent company and the subsidiaries is 31 December. The shares in equity have remained unchanged from the previous year.

Basis of consolidation	Share in equity	Consolidation
DF Deutsche Forfait AG, Grünwald (parent company)	–	fully consolidated
DF Deutsche Forfait GmbH, Cologne (“DF GmbH”)	100%	fully consolidated
DF Deutsche Forfait s.r.o., Prague / Czech Republic (“DF s.r.o.”)	100%	fully consolidated
DF Deutsche Forfait Middle East s.r.o., Prague / Czech Republic (“DF ME”)	100%	fully consolidated

As in the previous period, the non-consolidated Deutsche Kapital Ltd., Dubai / UAE (“DKL”) is of negligible importance for the consolidated financial statements for the period ended 31 December 2021; the carrying amount of the investment was fully written down in the reporting period.

(4) Consolidation procedures

The basis for the consolidated financial statements are the financial statements of the consolidated companies prepared as of 31 December 2021 under uniform accounting and valuation policies according to IFRS 10 “Consolidated Financial Statements”.

The consolidated subsidiaries being start-ups, no differences arise from consolidation.

Intragroup receivables, liabilities, provisions, income and expenses, and profits are eliminated on consolidation.

(5) Currency translation

The consolidated financial statements are prepared in euros, the functional and reporting currency of the parent company, pursuant to IAS 21 “The Effects of Changes in Foreign Exchange Rates”.

Since the subsidiaries carry out their business autonomously in financial, economic and organizational terms, the functional currency is essentially identical to each subsidiary’s local currency. Therefore, in the consolidated financial statements, income and expenses from the financial statements of subsidiaries prepared in a foreign currency are translated into euros at the annual average rate; assets and liabilities are translated at the closing rate.

Exchange differences resulting from the translation of equity are recognized in equity in the form of an adjustment item from currency translation. The translation differences resulting from differing translation rates between the balance sheet and the statement of comprehensive income are recognized in other comprehensive income.

Foreign currency receivables and liabilities are valued at the cost of acquisition on accrual. Exchange gains and losses on the balance sheet date are shown in the income statement.

The exchange rates on which translation into euros is based correspond to the euro reference rates published by the European Central Bank and are as follows:

	Closing rate		Average rate	
	31-12-2021	31-12-2020	1-1 - 31-12-2021	1-1 - 31-12-2020
Czech koruna	24.8580	26.2420	25.6400	26.4550

(6) Accounting and valuation policies

The key financial performance indicators for DF Group – business volume, gross result and consolidated profit before taxes – proved to be robust in the financial year 2021. DF Group assumes a comparable risk situation as in the previous year and does not see any need to deviate from the accounting and valuation policies presented below.

a) Sales revenues **relate to transaction-related income**, which is composed of the following subitems: forfaiting and commission income, interest income from services provided as well as exchange gains. Forfaiting income also includes the positive effects from the measurement of receivables at fair value through profit or loss (FVtPL). Forfaiting and commission income is realized at the time ownership is transferred or a legally binding commitment to purchase receivables is made. If this income is periodic, it is taken in on an accrual basis. Typical forfaiting risks recognized in previous periods as a value adjustment on receivables classified as loans and receivables or as obligations for forfaiting and purchase commitments are treated as income in the financial year in which the risks no longer exist. Commission income includes income from services and consulting in connection with the settlement of payment transactions and is measured on the basis of an agreed percentage of the underlying volume; it is recognized when the performance obligation has been met in full.

b) **Transaction-related expenses** include expenses which are a direct result of transaction-related income and can be individually attributed to transactions. Expenses are attributed to the periods in which they are incurred. Forfaiting expenses also include the negative effects from the fair value measurements of receivables from the forfaiting business (FVtPL).

c) **Other operating income** essentially comprises income from the fair-value adjustment of the insolvency creditor liabilities (see note 6 letter p), income relating to the charging of expenses, income from general service fees for the sale of the creditor assets, income from receivables written off as well as income from the release of provisions and other liabilities.

d) **Personnel expenses, depreciation/amortization on tangible and intangible assets** and **other operating expenses** are recognized as expenses upon effective payment or as incurred.

e) **Interest income** comprises loan and bank interest as well as interest on arrears. All interest on borrowings is reported in the income statement under interest expenses. These also include negative interest on bank balances and **interest expenses** for lease liabilities.

f) **Intangible assets** include software, licenses and the right to Internet domain names. Software and the establishment of the homepage, as intangible assets acquired for consideration, are recognized at cost and regularly amortized using the straightline method over their estimated useful life of three years. Depreciations are included under the position "depreciation on tangible and intangible assets" of the income statement. The acquired domain names have been recorded as assets that are not subject to amortization. No impairment test was carried out for these assets as they are of minor importance for the consolidated financial statements.

g) **Property, plant and equipment** are recognized at cost, less regular depreciation. Property, plant and equipment also include rights of use to buildings, which – as explained in note 16 – were measured in accordance with IFRS 16.23-25. Depreciation on property, plant and equipment is calculated using the straightline method according to the expected average useful life.

Regular depreciation is based on the following Group standard useful lives:

Useful life	1-1 - 31-12-2021	1-1 - 31-12-2020
	Years	*Years*
Other equipment, factory and office equipment		
- Building rights of use, IT hardware	*3-10*	*3-6*
- Cars	*4-6*	*4-6*
- Fixtures	*3-8*	*3-8*
- Tenants' installations	*5-7*	*5-7*
- Office equipment	*10-23*	*10-23*

h) **Financial assets** are recognized and derecognized at the settlement date in accordance with the respective categories defined under IFRS 9. Gains and losses are determined as the difference between the carrying amount and the consideration at the date of derecognition. The Group classifies financial assets in the following categories: financial assets recognized at fair value through profit and loss, financial assets recognized at fair value through equity and financial assets recognized at amortized cost. At present, there are no assets that are recognized at fair value through equity.

Financial assets recognized at fair value through profit/loss comprise financial assets held for trading. This category comprises the receivables of the restructuring portfolio and the trading portfolio included in the creditor assets. These were initially acquired for trading for short-term resale. Changes in the fair value of financial assets in this category are recognized in profit/loss at the time of the value increase or impairment. Attributable transaction costs are recognized in profit or loss.

The restructuring portfolio consists of overdue and legally pending receivables from various debtors. The fair value was determined – taking internal and external legal assessments into account – on the basis of the estimated prospect of successfully enforcing the pending claims.

The trading portfolio comprises receivables from current operations up to the opening of the insolvency proceedings. As successful collection of the receivables remains unlikely, their fair value as of 31 December 2021 is kEUR 1 (previous year: kEUR 1).

The Group derecognizes a financial asset when the contractual rights relating to the cash flows expire or when the rights to receive the cash flows from a transaction are transferred in the context of a transaction in which all material benefits and risks associated with this financial asset are transferred as well (IFRS 9.3.2.3, 3.2.6).

Regular assessments are carried out according to IFRS 9 "Financial Instruments" to determine whether there is objective evidence of a financial asset or a portfolio of financial assets being impaired. After testing for impairment, any impairment for expected loan losses is recognized.

A financial asset not recognized at fair value through profit/loss, including an interest in an enterprise, is tested for impairment at every balance sheet date (IFRS 9.5.5). A financial asset is impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset.

The following may be objective evidence that a financial asset is impaired:
» default or delinquency of a debtor
» indications that the debtor will enter bankruptcy or other financial reorganization
» adverse changes in the payment status of borrowers or issuers
» decrease in the estimated future cash flows due to adverse economic conditions that correlate with defaults

In addition, a significant or prolonged decline in the fair value below the cost of acquisition constitutes objective evidence of impairment. The Group considers a decline by 20% to be significant and a period of six months to be prolonged.

The Group assesses indications of the impairment of a financial asset measured at amortized cost both individually for each financial asset and collectively. All assets that are individually significant are tested for individual impairment. Those assets that are not individually impaired are collectively tested for impairment which has already occurred but still needs to be identified. Assets that are not individually significant are collectively tested for impairment. When assessing collective impairment, the Group considers historical trends in the probabilities of default, the timing of payments and the amount of the losses incurred.

The amount of the impairment of a financial asset, which is subsequently recognized using the effective interest method, is measured as the difference between its carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate.

i) **Other current assets** are loans and receivables recognized at amortized cost using the effective interest method.

j) **Cash and cash equivalents** are reported in the balance sheet at face value. The item includes cash on hand and bank deposits with a maturity of up to three months.

k) **Deferred tax assets and liabilities** are determined according to IAS 12 "Income Taxes" using the liability method based on the balance sheet date for all temporary differences between the tax basis and IFRS measurements. Deferred taxes are calculated on the basis of tax rates which apply or are expected to apply under prevailing law in the particular countries when the asset is realized or the liability is settled.

Deferred tax assets for the carryforward of unused tax losses are recognized only to the extent that it is likely that a future taxable profit will be available and sufficient taxable temporary differences exist against which the deductible temporary differences and tax losses can be utilized. Above and beyond this, deferred tax assets are recognized to the extent that sufficient taxable results can be generated in the coming financial years (IAS 12.24 et seq., IAS 12.34).

l) The equity components are recognized at nominal values and explained in note 21. With regard to changes in **equity**, please refer to the separate consolidated statement of changes in equity.

m) **Pension obligations** include defined contribution and defined benefit plans.

The obligations for defined benefit plans are measured using the projected unit credit method in accordance with IAS 19 "Employee Benefits". Pension obligations are counterbalanced by the asset value of reinsurance on the opposite side. Reinsurance claims are pledged to the plan beneficiaries. The insurance is recognized as plan assets, as it is irrevocably available for benefit purposes only, even in the event of company insolvency (qualified insurance policy). The present value of the covered obligation is limited by the value of the plan assets.

The value of the pension obligation and the fair value of reinsurance are offset. Under IAS 19, actuarial gains and losses must be immediately and fully recognized in other comprehensive income. Past service cost must be directly recognized in profit or loss in the year in which it is incurred.

IAS 19 (revised 2011) only allows a typifying return on plan assets equivalent to the discount rate applied to the pension obligations at the beginning of the period. Expenses for contribution-based pension plans are recorded as expenditures when the em-ployees have performed their work.

n) **Provisions** are recognized as a present obligation (legal or constructive) to a third party as a result of a past event when it is probable that an outflow of resources will be required and a reliable estimate can be made of the requisite amount of the provision. These are measured at full cost.

o) **Financial liabilities** are initially recognized at fair value, which is usually equivalent to the cost of acquisition. Transaction costs are also considered. Subsequently, all liabilities are measured at amortized cost. At DF Group, these are usually short-term liabilities, which are therefore carried at the repayment amount. DF Group has no liabilities held for trading. A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between a repaid or transferred financial liability and the consideration paid is recognized through profit or loss.

   Leases are measured at the present value of the lease payments not yet made (IFRS 16.26). The obligations are recognized as current liabilities if the lease payments are due within 12 months; the present value of the other lease payments is shown under non-current liabilities. Leases of current and low-value assets are not recognized in accordance with IFRS 16.

p) The **creditor liabilities** are measured at fair value, as it has been laid down in the insolvency plan that these liabilities are to be repaid using the cash flow from existing receivables. The fair values resulting from the fair value measurement of the trading and restructuring portfolio, together with the fair values of the other **creditor assets**, determine the value of the creditor liabilities (see note 32, Information regarding the fair value). Where the fair value of the receivables was lower or higher than that of the liabilities as at the reporting date, the latter were adjusted through profit/loss.

   The creditor liabilities are classified as financial liabilities "at fair value through profit or loss" (IFRS 9.4.2.1 f.) upon initial recognition, i.e. at the time the insolvency plan became final.

Significant estimates and assumptions used in accounting

The preparation of the consolidated financial statements to IFRS requires assumptions to be made and estimates to be used which have an effect on the assets and liabilities, income and expenses and contingent liabilities shown in the balance sheet both in terms of amount and reporting. The assumptions and estimates that relate to the unified group stipulation of useful lives, the valuation of pension obligations, the measurement of receivables at fair value and the accounting for and measurement of rights of use, lease liabilities and provisions are regarded as immaterial for the consolidated financial statements. In isolated cases, the actual values may deviate from the assumptions and estimates made. Changes are included in income at the point in time when more accurate information becomes available.

DF Group has made no adjustments to assumptions and estimates that were due to the COVID-19 pandemic. In the course of the pandemic to date, the services offered by the Group and the underlying export markets have proven to be only insignificantly affected; in particular, no assets were identified that were subject to impairment.

The determination of the fair values of the receivables of the restructuring and trading portfolio included in the creditor assets requires assumptions regarding the country and counterparty risks which are mostly based on the circumstances prevailing as at the balance sheet date. An increase in these risks does not lead to negative effects from the fair value measurement on consolidated equity capital and consolidated profit, given that the fair value of the creditor liabilities would be reduced by the same amount due to the situation described above.

The recognition of deferred tax assets on unused tax loss carryforwards is based on estimates made in connection with corporate and Group planning. To take into account positive and negative factors influencing future income and to determine mainly probable amounts, the planning calculation uses time-period-based weighting.

II. NOTES TO THE INCOME STATEMENT

(7) Transaction-related income

Transaction-related income includes:

Transaction-related income in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Commission income	9,202	8,167
thereof marketing revenues (brokerage commissions)	8,171	7,642
thereof income from services (processing of payments)	670	363
thereof income from debt collection activities	52	51
thereof factoring income	309	4
thereof income from compliance consulting	-	106
Forfaiting income	653	-
Interest income from services	-	523
Exchange gains	99	196
Total	**9,954**	**8,886**

Commission income mainly results from brokerage, consulting and other services provided in connection with payment transactions. In the reporting year, income from compliance consulting is no longer billed separately due to the coherence of the service and is included in marketing revenues.

Marketing revenues and forfaiting income are generated by DF GmbH exclusively with one external customer each in the Near East region.

The factoring business has been operated exclusively by DF s.r.o. in the Czech Republic since the fourth quarter of 2020. Income was increased significantly to kEUR 309 in the reporting period (previous year: kEUR 4).

The performance obligations are fulfilled when the respective services are rendered and are generally based on a percentage consideration measured by volume, which is due within 14 days. The contracts do not contain a significant financing component.

DF GmbH generated income of kEUR 649 (previous year: kEUR 0) from the resumption of the forfaiting business. The remaining kEUR 4 (previous year: kEUR 0) result from the fair value measurement in connection with the insolvency proceedings.

Interest income from services in the amount of kEUR 523 generated in the previous year resulted from the short-term financing of export transactions.

(8) Transaction-related expenses

The commission expenses are causally linked to the corresponding income. Commission expenses mainly result from brokerage services provided for DF Group and mainly relate to marketing services in the amount of kEUR 258 (previous year: kEUR 190) and bank commissions in the amount of kEUR 185 (previous year: kEUR 27).

The value adjustments in the amount of kEUR 112 result from the negative effect of the fair value measurement of factoring receivables.

(9) Balance of transaction-related income and expenses (gross result)

Gross result is the difference between transaction-related income and expenses.

Gross result in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Net commission	8,747	7,950
Net forfaiting	653	(69)
Interest income from services	-	526
Net valuation	(112)	-
Result from exchange gains and losses	20	1
Total	**9,308**	**8,405**

(10) Other operating income

Other operating income breaks down as follows:

Other operating income in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Income from the fair value measurement of creditor liabilities	121	49
Income from the reversal of other liabilities	118	11
Income from the allocation of charges	35	258
Income from fees for the sale of the creditor assets	34	47
Income from VAT refund claims	-	15
Miscellaneous other operating income	1	3
Total	**308**	**383**

The income from the fair value measurement of the creditor receivables is based on the adjustment through profit/loss of the liabilities to the fair value of the creditor assets. Income from the allocation of charges essentially relates to legal expenses incurred in conjunction with the sale of the creditor assets.

The reorganization of the Group's contractual relationships with brokers, taking into account previous service relationships, resulted in income in the amount of kEUR 115, which is included in income from the reversal of other liabilities.

(11) Personnel expenses

Personnel expenses break down as follows:

Personnel expenses in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Salaries	2,167	2,304
Total salaries	**2,167**	**2,304**
Social security contributions	135	157
Pensions	154	169
Other social security expenses	7	4
Total social security expenses	**296**	**330**
Total	**2,463**	**2,634**

Pension expenses include contributions to state pension providers in the amount of kEUR 119 (previous year: kEUR 125) as well as to defined contribution plans in the amount of kEUR 35 (previous year: kEUR 39).

(12) Depreciation on tangible and intangible assets

The table below shows systematic depreciation/amortization:

Depreciation on tangible and intangible assets in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Amortization of intangible assets	32	36
Depreciation of tangible assets *- thereof rights of use*	175 *150*	135 *96*
Total	**207**	**171**

All of the assets underlying the rights of use are buildings. As in the previous period, no write-downs for impairment were required.

(13) Other operating expenses

Other operating expenses break down as follows:

Other operating expenses in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Legal and consultation fees, accounting expenses	453	708
Investor relations, AGM	192	197
Insurance, fees, contributions	167	179
Cost of premises	125	141
IT costs	95	101
Payment transaction fees	95	156
Travel expenses	58	77
Administrative expenses / cooperation partners	51	267
Employee severance payments	-	78
Miscellaneous other expenses	368	387
Total	**1,604**	**2,291**

Legal and consultation fees as well as accounting expenses mainly include expenses for annual and quarterly audits as well as for legal and tax advice.

The reduction in expenses for cooperation partners and related administrative expenses is mainly due to the fact that the sales structure has meanwhile been established, while significantly higher costs were incurred in the previous year for acquisition and sales activities in Iran and Turkey.

The cost of premises essentially comprises incidental and cleaning costs as well as costs from short-term lease agreements with terms of less than one year in the amount of kEUR 40.

Other operating expenses include expenses for short-term leases and for leases of low-value assets amounting to kEUR 4.

Miscellaneous other expenses mainly include expenses for the compensation of the members of the Supervisory Board (kEUR 113, previous year: kEUR 90) and for the sales structure (kEUR 33, previous year: kEUR 136).

(14) Financial result

The financial result is composed as follows:

Financial result in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Interest income from banks	-	-
Interest income from loans and receivables	243	-
Other interest income	1	-
Total interest income	**244**	**-**
Interest expenses payable to banks *- thereof from refinancing the forfaiting business* *- thereof from interest on overdraft* *- thereof other interest*	64 - - *64*	75 - - *75*
Miscellaneous interest expenses *- therefore from lease liabilities* *- thereof other interest*	69 *6* *63*	16 - *16*
Total interest expenses	**133**	**91**
Net interest = financial result	**111**	**(91)**

Interest income results from interest on arrears charged in the forfaiting and service business. Interest expenses in the reporting period in particular include negative interest charged by banks for credit balances as well as interest on the loan granted by the majority shareholder.

(15) Income tax

Deferred tax assets from temporary differences may not be recognized if it is not sufficiently probable that taxable results will be available against which the deductible temporary differences can be utilized (IAS 12.27).

Of the income tax liabilities recognized in the amount of kEUR 809 (previous year: kEUR 1,076), kEUR 189 (previous year: kEUR 189) relate to trade tax for the result generated by DF AG in the previous year and kEUR 293 relate to corporation tax, kEUR 16 to solidarity surcharge and kEUR 306 to trade tax for the result generated in the reporting year.

At the same time, there are tax receivables of kEUR 414 (previous year: kEUR 488), of which kEUR 335 result from offsetting paid capital gains tax plus solidarity surcharge against corporate income tax plus solidarity surcharge of DF AG calculated for the previous year while kEUR 79 result from advance tax payments of DF ME.

According to the official statement issued by the Cologne-Mitte tax authority on 25 April 2016, the profit of the first short financial year 2016 resulting from the receivables waivers of DF AG's creditors is to be treated as tax-advantaged restructuring profit, with the consequence that the restructuring profit is initially offset against current losses and/or existing loss-carryforwards. If the existing loss-carryforwards are insufficient, the tax on the remaining restructuring profit is to be deferred with the aim of later tax abatement. As a result, the restructuring profit will not cause any tax liability. The tax loss-carryforwards that remain after offsetting against the restructuring profit can be used as loss-carryforwards for tax purposes after the capital increase effected in July 2016 in conjunction with the investment by a majority shareholder, if all requirements are met. Until 2019, DF AG incurred tax losses of which it could not be assumed with sufficient probability that taxable results will be available against which the deductible temporary differences can be utilized. This was due to the fact that DF AG's modified business model allowed the company to generate income only from the sale of the creditor assets as well as from investments.

With the application of the profit transfer agreement between DF AG and DF GmbH, which was approved by the Annual General Meeting on 30 June 2020 and which became effective with retrospective effect from 1 January 2020 by entry in the Commercial Register on 3 August 2020, the previous assumption with respect to the offsetting of losses had to be revised in the previous year. In the reporting year, DF AG generated income of kEUR 7,615 based on the above agreement (previous year: kEUR 5,721) and used previously unused tax losses of kEUR 3,931 (previous year: kEUR 2,826) against the taxable income.

As of 31 December 2021, DF AG had corporation tax loss-carryforwards in the amount of kEUR 21,021 (previous year: kEUR 24,956) and trade tax loss-carryforwards in the amount of kEUR 20,998 (previous year: kEUR 24,933). In addition, the temporary differences on trade tax and corporation tax amount to kEUR 59 each (previous year: kEUR 115 each).

Given that the loss history ended and based on the prepared or updated corporate planning for the coming years, the Group's management assumes that sufficient taxable income will be available against which unused tax loss-carryforwards can be used (IAS 12.35). With respect to the value of deferred tax assets, care was taken to only recognize amounts which are at least highly likely to be realized. This estimate takes into account all positive and negative factors affecting a sufficiently high income in the future. The estimate may change depending on future developments.

As of 31 December 2021, DF Group recognized deferred tax assets corresponding to the expected usability of unused tax loss-carryforwards (IAS 12.34 and 12.82) in the amount of kEUR 5,172 (previous year: kEUR 3,163).

Group income are composed as follows:

Income tax in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Income tax expenses of the current year Adjustments for previous years	619 25	393 (324)
Current tax expenses	**644**	**69**
Deferred taxes from temporary differences Deferred taxes in the context of tax loss carried forward	56 (2,009)	(115) (3,163)
Deferred tax expenses (income)	**(1,953)**	**(3,278)**
Total	**(1,310)**	**(3,209)**

Deferred taxes are calculated on the basis of tax rates which apply or are expected to apply under prevailing law in the particular countries when the asset is realized or the liability is settled. In Germany, the standard rate of corporation tax is 15.0%. Taking into consideration a solidarity surcharge of 5.5% on top of corporation tax and an effective trade tax rate of approximately 15.6%, this results in a tax rate of approximately

31.5% for domestic companies (previous year: 31.4%). The adjustment of the average trade tax rate is due to the application of the profit and loss transfer agreement, which results in a change in the pro rata tax bases of the municipalities entitled to levy the tax. This tax rate was uniformly applied across the reporting period to calculate domestic deferred tax effects. The tax effects of foreign companies were of secondary importance throughout the reporting period and were therefore ignored. The currency conversion difference from the recognition of economically independent foreign units would give rise to income tax assets worth kEUR 53 (previous year: kEUR 57) if realized.

The status of deferred tax assets and liabilities as of 31 December 2020 is detailed in the table below:

Allocation of deferred tax assets and liabilities	Assets		Liabilities	
in kEUR	**31-12-2021**	**31-12-2020**	**31-12-2021**	**31-12-2020**
Investment	-	-	-	-
Pension obligations	37	49	-	4
Tax loss carryforward	5,172	3,163	-	-
Other liabilities	22	70	-	-
Total	**5,231**	**3,282**	**-**	**4**
Offsetting		(4)	-	(4)
Balance sheet value	**5,231**	**3,278**	**-**	**-**

Tax reconciliation:

in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Profit before income tax	5,453	3,601
Nominal tax rate	31.5 %	31.4%
Expected tax expense / income	**1,716**	**1,129**
Non-deductible expenses	25	60
Advance tax payments	-	(299)
Tax effects from previous periods	139	61
Tax effects from changes in value adjustments of deferred	-	-
tax assets and the use of tax loss carryforwards	(3,214)	(4,165)
Effects from deviating local tax rates	24	6
Other tax effects	-	-
Income tax	**(1,310)**	**(3,208)**

III. NOTES TO THE BALANCE SHEET

(16) Intangible assets and tangible assets

The breakdown of the fixed asset items and their movement in the reporting period are shown in the consolidated fixed assets schedule.

In the consolidated balance sheet as of 31 December 2021, rights of use pursuant to IFRS 16 in the amount of kEUR 1,429 (previous year: kEUR 306) are recognized as tangible assets. At the same time, non-current lease liabilities in the amount of kEUR 1,243 (previous year: kEUR 271) and current lease liabilities assigned to other liabilities in the amount of kEUR 183 (previous year: kEUR 35) are recognized as liabilities in the amount of their present values. Interest expenses were incurred only to a minor extent. Leasing expenses in the amount of kEUR 150 (previous year: kEUR 96) are shown under depreciation/amortization of tangible assets.

DF Group made use of the options not to recognize the right of use and the lease liability for leasing contracts with a term of up to twelve months as well as leasing contracts for low-value assets. Leased assets with a value of up to kEUR 5 are defined as low-value assets. Leases of intangible assets do not fall under IFRS 16 but under IAS 38.

As a lessee, DF Group primarily leases office space. Leases which had a remaining term of less than 12 months as of 1 January 2021 were recognized as current liabilities and the lease payments are expensed on a straight-line basis. Expenses from current liabilities in the amount of kEUR 4 (previous year: kEUR 7) were recorded in the reporting period.

	Intangible assets	**Tangible assets**		**Total**
in Euro	(Rights, software)	(Other equipment, factory and office equipment)	(Rights of use to buildings)	
Acquisition costs				
As of 1 January 2020	323,524.42	883,713.68	401,428.96	1,608,667.06
Additions	13,547.73	23,543.86	189,753.66	226,845.25
Disposals	70,607.36	120,437.18	93,858.08	284,902.62
Currency translation differences	-388.50	-87.82	0.00	-476.32
As of 31 December 2020	**266,076.29**	**786,732.54**	**497,324.54**	**1,550,133.37**
As of 1 January 2021	266,076.29	786,732.54	497,324.54	1,550,133.37
Additions	20,276.49	129,685.69	1,282,009.36	1,431,971.54
Disposals	0.00	383,281.10	307,570.88	690,851.98
Currency translation differences	658.97	707.39	11,388.87	12,755.23
As of 31 December 2021	**287,011.75**	**533,844.52**	**1,483,151.89**	**2,304,008.16**
Depreciation/Amortization				
As of 1 January 2020	241,346.41	814,260.60	95,856.96	1,151,463.97
Additions	35,540.17	39,373.33	95,856.96	170,770.46
Disposals	70,600.36	120,047.19	0.00	190,647.55
Currency translation differences	-227.24	2.93	0.00	-224.31
As of 31 December 2020	**206,058.98**	**733,589.67**	**191,713.92**	**1,131,362.57**
As of 1 January 2021	206,058.98	733,589.67	191,713.92	1,131,362.57
Additions	31,739.22	24,885.97	150,447.77	207,072.96
Disposals	0.00	381,207.10	287,570.88	668,777.98
Currency translation differences	658.97	313.44	0.00	972.41
As of 31 December 2021	**238,457.17**	**377,581.98**	**54,590.81**	**670,629.96**
Carrying amounts				
As of 1 December 2020	82,178.01	69,453.08	305,572.00	457,203.09
As of 31 December 2020	**60,017.31**	**53,142.87**	**305,610.62**	**418,770.80**
As of 31 December 2021	**48,554.58**	**156,262.54**	**1,428,561.08**	**1,633,378.20**

(17) Long-term financial assets

Non-current financial assets include an investment by DF s.r.o. in the amount of kEUR 16 made as part of project financing. The carrying amount of the investment in the already deconsolidated company Deutsche Kapital Ltd., Dubai, in the amount of kEUR 10 was written down in the reporting year. Other financial assets are assigned to the "at fair value through profit or loss" category. Given that there is no quoted price in an active market, the fair value cannot be reliably determined and was therefore recognized at the amount of the expected return flows.

Non-current financial assets also include rent deposits in the amount of kEUR 85 (previous year: kEUR 32) for the offices used by DF Group.

(18) Trade receivables

Trade receivables in the amount of kEUR 25,722 (previous year: kEUR 745) are measured at amortized cost and are mainly due from one major customer. Receivables mainly result from the forfaiting and factoring business. The forfaited receivables in the amount of kEUR 20,322 were settled in March 2022 as agreed. Value adjustments were only required on factoring receivables in the amount of kEUR 112 (previous year: kEUR 0) to account for default risks customary in the market.

(19) Other current assets

Other current assets break down as follows:

Current assets in kEUR	31-12-2021	31-12-2020
Tax receivables	327	515
Prepaid expenses	148	184
Receivables from short-term financing	-	278
Receivables from trustee	-	13
Miscellaneous other assets	53	42
Total	**528**	**1,032**
- thereof financial assets	53	334
- thereof non-financial assets	475	699

Tax receivables relate to value-added tax for 2019 to 2021.

(20) Cash and cash equivalents

Cash and cash equivalents amounted to kEUR 6,994 (previous year: 27,070) and relate to bank deposits to bank deposits with a maturity of up to three months.

(21) Equity

Changes in the equity of DF Group are reported in the statement of changes in equity.

Subscribed capital

The share capital of the Group is fully paid in and, as in the previous year, amounted to EUR 11,887,483.00 as at the balance sheet date. As in the previous year, it also continues to be divided into 11,887,483 no-par registered shares.

In accordance with the insolvency plan adopted and confirmed by the court on 29 April 2016, which became final on 20 May 2016, a cash capital increase by up to kEUR 7,500 and a capital increase against contributions in kind by up to kEUR 4,022 were laid down. In the context of the capital increase against contributions in kind, the subscribers of the failed 2015 cash capital increase were able to transfer their respective restitution claims to the company in the form of contributions in kind. Shareholders' subscription rights were excluded for both equity measures. The issue price of the new shares issued in the context of the capital increase against contributions in kind and the cash capital increase was equivalent to the par value of EUR 1.00. The cash capital increase was effected in the amount of kEUR 7,500 and the capital increase against contributions in kind was effected in the amount of kEUR 3,707 and both were entered in the Commercial Register on 6 July 2016.

Costs of the cash capital increase and the capital increase against contributions in kind

The costs incurred in conjunction with the cash capital increase and the capital increase against contributions in kind in the total amount of kEUR 623 are to be recognized in equity and to be deducted from the amount of the capital increase and were therefore offset against equity.

Revenue reserves

Revenue reserves consist of profits generated in the past by the companies included in the consolidated financial statements, unless distributed or increased by withdrawals from the capital reserve.

Adjustment item from currency translation

This item shows the differences in other comprehensive income arising from foreign currency translation of the financial statements of foreign subsidiaries through equity in the form of an adjustment item from currency translation. The item is negative and reduced the reported equity in the reporting year by kEUR 168 (previous year: kEUR 183). The change in the item amounted to kEUR 15 in the reporting period, primarily resulting from the currency translation of the financial statements of the fully consolidated Czech subsidiary DF Deutsche Forfait s.r.o.

Earnings per share

Earnings per share are based on the average number of common shares issued and outstanding in the reporting period (11,887,483, unchanged from the previous year) and amounted to EUR 0.57 (basic and diluted) compared to EUR 0.57 in the financial year 2020. Equity instruments with a potentially dilutive effect have not been issued.

Right to purchase own shares

The Annual General Meeting of 30 June 2020 approved the extension of the authorization to buy and sell treasury shares resolved by the Annual General Meeting on 6 July 2016:

a) The company shall be authorized to buy up to 1,180,000 treasury shares by 25 June 2025. The shares must be purchased on the stock market. The purchase price (excluding incidental purchase costs) paid by the company must not exceed or fall short of the price of the company share in XETRA trading (or a similar successor system) determined at the first auction of the trading day at the Frankfurt Stock Exchange by more than 10%.

b) The shares can be acquired directly by the company or by third parties authorized by the company in one or several stages within the limits of the abovementioned restrictions. The shares can be acquired for any legally permissible reason, especially for one of the purposes mentioned under letters c), d), e), f) and g) below. If they are used for one or several of the purposes mentioned under letters c), d) or e), shareholders' preemptive right shall be precluded.

c) The Board of Management shall be authorized to sell the treasury shares acquired as a result of the above-mentioned authorization outside the stock exchange or by offering them to all shareholders on the condition that they are sold in exchange for cash and at a price which does not fall significantly below the company's share price at the time of sale.

This authorization is restricted to shares with a notional interest in the share capital which must not exceed a total of 10% of the share capital, neither on the effective date of this authorization nor – if lower – on the date this authorization is executed. The maximum threshold of 10% of the share capital is reduced by the amount of subscribed capital which applies to shares that are issued as part of a capital increase during the term of this authorization, under exclusion of the purchase right pursuant to Section 186 (3) sentence 4 of the Stock Corporation Act (AktG). The maximum threshold of 10% of the share capital is also reduced by the amount of share capital relating to shares that will be issued for serving warrant bonds and/or convertible bonds, if these bonds are issued during the term of this authorization under exclusion of the purchase right and in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG).

d) The Board of Management shall be authorized to transfer the treasury shares acquired as a result of the abovementioned authorization to third parties if this serves the purpose of acquiring companies, parts of companies, investments in companies or other assets, or carrying out company mergers.

e) The Board of Management shall be authorized to use the treasury shares acquired on the basis of the above authorization to fulfil the company's obligations arising from convertible bonds or warrant bonds issued by the company up to 6 July 2021 on the basis of the authorization of the Board of Management granted by the 2016 Annual General Meeting.

f) The Board of Management shall be authorized to recall the treasury shares acquired as a result of the abovementioned authorization without requiring any further resolution by the Annual General Meeting. The shares can be recalled without reducing capital by adjusting the notional interest of the remaining no-par value shares in the parent company's share capital.

g) The Board of Management shall be entitled to exercise the authorizations under letters c), d), e) and f) only with the consent of the Supervisory Board. In the event of letter f), the Supervisory Board shall be authorized to adjust the number of shares in the Memorandum of Association. The Supervisory Board is also authorized to stipulate that the Board of Management is only authorized to act with the Supervisory Board's approval in line with the resolution of the Annual General Meeting.

(22) Pension obligations

Pension obligations comprise obligations from expectancies in accordance with IAS 19 "Employee Benefits". In addition, there are contribution-based pension plans with the state pension insurance fund and with BVV Versorgungskasse des Bankgewerbes e.V., which are serviced from current contribution payments.

Pension commitments in the form of defined benefit plans exist for two former members of the Board of Management. According to the benefit plans, benefits are payable when a member of the Board of Management passes away or retires due to age. Mr Franke will receive a capital payment in this case. In contrast, Ms Attawar has the right to choose an annuity or a capital payment. The company's obligation consists of providing the active employees with their committed benefits. The benefit plan is externally financed by means of reinsurance whose guaranteed benefits correspond to the pension commitments, which means that risks of the type described in IAS 19.139b are not discernible. The 2018 G tables of Professor Klaus Heubeck were used for the calculations. In the reporting year, Mr Wippermann became eligible for pension benefits and received a capital payment in accordance with the option chosen by him.

In addition to assumptions regarding life expectancy, the following factors play a role in the calculation:

Actuarial assumptions in %	31-12-2021	31-12-2020
Discount rate	1.31	1.00
Inflation rate	1.00	1.00
Pension growth rate	1.00	1.00

The diagrams below illustrate the changes in the present value of entitlements for pension obligations and plan assets:

Changes/reconciliation in the accumulated benefit obligation in kEUR	31-12-2021	31-12-2020
Accumulated benefit obligation as of 1 January	857	811
Current service cost	-	-
Interest paid	9	11
Expected pension payments	*(3)*	*(3)*
Actual pension payments	362	-
Actuarial loss (gain)	(107)	35
- thereof accounted for by changes in financial assumptions	*(17)*	*33*
- thereof accounted for by changes in demographic assumptions	-	-
- thereof accounted for by experience-based assumptions	*(90)*	*2*
Accumulated benefit obligation as of 31 December	**397**	**857**

Changes in plan assets in kEUR	31-12-2021	31-12-2020
Fair value of plan assets as of 1 January	857	811
Typifying investment income	9	11
Income from plan assets	(107)	35
Actual pension payments	362	-
Value of plan assets as of 31 December	**397**	**857**

The tables below show the deviations between actuarial assumptions and actual developments ("asset ceiling") in the reconciliation and over a 6-year period:

Changes/reconciliation in the asset ceiling effect in kEUR	31-12-2021	31-12-2020
Accumulated benefit obligation as of 31 December	397	857
Fair value of plan assets as of 31 December	397	857
Asset ceiling effect as of 31 December	-	-
Actuarial (gains) losses from accumulated benefit obligation	(107)	35
Profit (loss) from plan assets	107	(35)
Asset ceiling effect as of 31 December	**-**	**-**

in kEUR	2021	2020	2019	2018	2017	2016
Accumulated benefit obligation	397	857	811	715	704	714
- Included impacts of deviations	(107)	35	81	(3)	10	78
Plan assets	397	857	811	715	704	714
- Included impacts of deviations	(107)	35	81	11	(10)	(78)
Funded status	**-**	**-**	**-**	**-**	**-**	**-**

In accordance with IAS 19.115, the fair value of the congruent reinsurance policy is equated with the present value of the pension obligations. The balance of the asset value of plan assets totaling kEUR 397 (previous year: kEUR 857) and the liability value of the obligation of kEUR 397 (previous year: kEUR 857) is shown. As in the previous period, the plan assets did not exceed the liability value of the obligation as at the reporting date. The amount shown in the balance sheet was calculated as follows:

Calculation of the net amount shown in the balance sheet in kEUR	31-12-2021	31-12-2020
Accumulated benefit obligation	(397)	(857)
Fair value of the pension plan assets	397	857
Asset ceiling effect	-	-
	0	**0**

Actuarial gains or losses may result from increases or reductions in either the present value of the defined benefit plan or the fair value of plan assets; possible reasons for these differences include changes in the calculation parameters and estimate revisions concerning the risk trend of pension obligations and deviations between the actual and expected return on the qualified insurance policies. Actuarial gains and losses should be recognized in other comprehensive income. As they were offset against each other, they were not recognized. As of 31 December 2021, a discount rate that differs by +0.5% results in interest expenses of kEUR 7 and an accumulated benefit obligation of kEUR 372 and a discount rate that differs by -0.5% results in interest expenses of kEUR 3 and an accumulated benefit obligation of kEUR 424.

The defined benefit plans incurred the following expenditure, which breaks down into the following components:

Expenditure on defined benefit pension plans in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Current service cost	-	-
Interest expense	9	11
Interest income from plan assets	(9)	(11)
Interest on asset ceiling effect	-	-
Recognized in the income statement	**0**	**0**

Components of other comprehensive income (OCI) in kEUR	31-12-2021	31-12-2020
Actuarial losses (gains)	(107)	35
Interest income from plan assets	107	(35)
Changes in the asset ceiling effect	-	-
Recognition in other comprehensive income	**0**	**0**

During each reporting period, the net value amounted to EUR 0.00, since the increase in pension obligations was matched by an increase in plan assets. Based on a duration of the obligations of 13.4 years (previous year: 13.5 years), pension payments in the amount of kEUR 1 are expected for the following period under the pension benefit plans that existed as at 31 December 2021.

(23) Non-current liabilities

Non-current liabilities result from a loan of EUR 15.0 million (previous year: EUR 15.0 million) measured at amortized cost, which the majority shareholder of DF AG granted to the subsidiary DF GmbH, and from the pro-rata lease liabilities of kEUR 1,243 (previous year: kEUR 155) recognized at present value.

(24) Trade accounts payable

The table below shows the composition of the trade accounts payable:

Trade accounts payable in kEUR	31-12-2021	31-12-2020
Liabilities from services received	78	55
Deferred liabilities	109	258
Other liabilities	-	-
Total	**187**	**313**

(25) Other current debt

Other current liabilities include the following individual items:

Other current debt in kEUR	31-12-2021	31-12-2020
Liabilities to employees	618	688
Lease liability	183	150
Accounting and audit expenses	173	134
Interest liabilities	104	54
Holiday pay	65	63
Other tax liabilities	44	37
Liabilities from duties and premiums	5	7
Miscellaneous other liabilities	32	13
Other current debt	**1,224**	**1,146**
- thereof financial liabilities	1,165	1,109
- thereof non-financial liabilities	59	37

Liabilities to employees mainly result from bonus claims. The lease liability results from the adoption of IFRS 16. Interest liabilities relate to the loan granted by the majority shareholder, while other tax liabilities mainly include payable wage tax.

(26) Creditor assets and creditor liabilities

The **creditor assets** comprise the full estate of the company. The distributable estate essentially consists of receivables from forfaiting business prior to the insolvency, comprising the trading and restructuring portfolios, and is composed as follows:

Creditor assets in kEUR	31-12-2021	31-12-2020
Bank balances	11	156
Restructuring portfolio	17	16
Trading portfolio	1	1
Total	**29**	**173**

With regard to the trading portfolio that relates to receivables from current forfaiting transactions up to the opening of the insolvency proceedings, DF Group currently expects to receive payments in the amount shown. The restructuring portfolio relates to overdue and legally pending receivables from various debtors. The change in value of the trading and restructuring portfolio mainly results from fair value adjustments. The expected legal expenses have been assigned to the creditor liabilities for a better and more clearly structured presentation. The fair value measurement resulted in net gains of kEUR 4 in the reporting period (previous year: net losses of kEUR 69). Payments received in the amount of kEUR 173 from value-adjusted receivables were offset against the liability of the same amount to the trustee.

The **creditor liabilities** are liabilities filed with the insolvency table. The value of the liabilities consequently results from the creditors' partial waiver declared in the context of the insolvency plan, taking into account the banks' senior position laid down in the collateral realization agreement ("Sicherheitenverwertungsabrede") in the short financial year 2016 II.

In addition, the creditor liabilities include current provisions for expected legal expenses. In the reporting period, they developed as follows:

Creditor liabilities in kEUR	31-12-2021	31-12-2020
As of 1 January	173	996
Payment to the trustee	-	(247)
Utilization of short-term provisions	(23)	(550)
Outstanding reimbursement claims	-	23
Income from the fair value measurement of creditor liabilities	(121)	(49)
As of 31 December	**29**	**173**

The reductions in creditor liabilities through payout to the trustee and/or offsetting against counter-claims relate to both the payments intended for distribution to the creditors and to the legal expenses and other expenses incurred in conjunction with the sale of the creditor assets that are chargeable to the creditors.

The valuation of the creditor liabilities at amortized cost before payout/offsetting results in a total value which exceeds the fair value of the creditor assets. According to the insolvency plan, the liabilities that remain after the creditors' partial waiver will be settled exclusively to the extent that, and at such times when, DF AG's assets existing at the time of the official adoption of the insolvency plan are liquidated. Under the regulations of the insolvency plan, all opportunities and risks resulting from the liquidation of the creditor assets thus pass to the creditors. This means that the creditor liabilities may at no time exceed the creditor assets. To avoid an accounting mismatch, the creditor liabilities are recognized at the fair value resulting from the change in the value of the assets (IFRS 9.4.2.2). In the reporting period, this resulted in a change in value through profit/loss of kEUR 121 (previous year: kEUR 49).

IV. OTHER INFORMATION

(27) Employees

The average number of staff employed with the Group (excluding the Board of Management) is shown in the following table. The item "other/internal administration" also includes student assistants.

Number of employees	1-1 - 31-12-2021	1-1 - 31-12-2020
Salaried employees	**22**	**26**
- of which in trade/sales	*6*	*5*
- of which in contract management	*2*	*4*
- of which in controlling/accounting	*6*	*7*
- of which compliance	*4*	*4*
- of which in other/internal administration	*4*	*6*

(28) Other financial obligations

As in the previous year, the Group made no forfaiting and purchase commitments as of 31 December 2021, which means that it has no other financial obligations.

(29) Total fee of the auditor

The following fees were incurred for the services provided by auditors Grant Thornton AG for the period from 1 January to 31 December 2021.

Auditing fees in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Audits	144	144
Other audit services	-	-
Miscellaneous services	-	-
Total fee	**144**	**144**

(30) Relationships with related parties

According to IAS 24 "Related Party Disclosures", persons or companies controlling DF Group or controlled by it must be disclosed unless they are already included in the consolidated financial statements of DF Group as consolidated companies. Control is deemed to exist if one shareholder holds more than half of the voting rights of DF AG or is empowered by the Memorandum of Association or a contractual agreement to steer the financial and company policies of the management of DF Group.

In addition, under IAS 24, the disclosure requirement extends to business with entities which exercise significant influence over the financial and company policies of DF Group, including close family members and intermediaries. Significant influence on the financial and company policies of DF Group can be based on a shareholding in DF Group of 20% or more or a seat on the Board of Management or the Supervisory Board of DF Deutsche Forfait AG.

As in the prior period, DF Group is affected by the disclosure requirements of IAS 24 solely in terms of business with entities with a significant influence as well as with members of the management in key positions (Board of Management and Supervisory Board) of DF AG. The Board of Management, the Supervisory Board and non-consolidated subsidiaries are considered to be related parties as at the balance sheet date.

Due to his share ownership, Dr. Shahab Manzouri is a person with substantial influence and represents the highest controlling level of the Group. In February 2019, Dr. Manzouri granted DF GmbH a loan of EUR 15.0 million with a minimum term of three years, which bears interest at the 12-month EURIBOR plus 1.0% and minus any credit fees (negative interest). In the reporting period, DF GmbH expensed interest on the loan in the amount of kEUR 63 (previous year: kEUR 16) and reported it as other current liabilities as of 31 December 2021. As at the balance sheet date, a total of kEUR 15,101 (previous year: kEUR 15,038) were outstanding.

As in the previous year, business relationships with the non-consolidated subsidiaries were negligible in the financial year 2021.

The Board of Management was composed as follows in the financial year from 1 January to 31 December 2021:

Management Board	Position
Dr. Behrooz Abdolvand	*Political scientist, Chairman of the Board of Management since 1 November 2017*
Hans-Joachim von Wartenberg	*Lawyer, Board member since 1 December 2019*

Compensation for members of the Board of Management which is due in the short term breaks down as follows:

Management compensation in kEUR	Dr. B. Abdolvand	H.-J. von Wartenberg
1-1 - 31-12-2021		
Fixed salary	230	205
Other compensation	26	26
Variable compensation	305	305
Total	**561**	**536**
1-1 - 31-12-2020		
Fixed salary	222	187
Other compensation	26	27
Variable compensation	306	306
Total	**554**	**520**

With regard to the compensation for the reporting period, balances of kEUR 609 were outstanding as at the balance sheet date.

Pension commitments in the form of defined benefit plans exist for two (previous year: three) former members of the Board of Management (Ms Attawar, resigned with effect from 31 December 2015, and Mr Franke, resigned with effect from 30 September 2013). According to the benefit plans, benefits are payable when a member of the Board of Management passes away or retires due to age. Mr Franke will receive a capital payment in this case. In contrast, Ms Attawar has the right to choose an annuity or a capital payment. No more premiums have been paid since November 2012 due to the contractually agreed expiry of the contribution periods. Mr Wippermann (resigned with effect from 24 February 2014) received a capital payment in the amount of kEUR 357 after the pension benefit fell due in the reporting year.

According to these pension benefit plans, the above members of the Board of Management receive a guaranteed old age pension from DF AG. The amounts are as follows:

» Marina Attawar: Annuity of EUR 11,022.60 or a one-time capital payment of EUR 202,518.00
» Jochen Franke: One-time capital payment of EUR 147,244.00

In addition, Ms Marina Attawar receives the following payments from a reinsured benevolent fund:

» Insured annuity in the amount of EUR 15,247.40 or a capital payment of EUR 273,572.00

Mr Wippermann's entitlement to pension benefits from the benevolent fund expired in December 2021 as a result of the capital payment of kEUR 362.

Based on a deferred compensation agreement with the members of the Board of Management, contributions from DF Deutsche Forfait AG were paid to the insurance providers mentioned above.

As in the previous period, no post-employment benefits were paid in the financial year from 1 January to 31 December 2021 in conjunction with the above pension commitments, with the exception of Mr Wippermann.

No share-based compensation and other long-term benefits are granted by the company.

The short-term compensation for members of the Supervisory Board breaks down as follows:

Supervisory Board compensation in kEUR	1-1 - 31-12-2021	1-1 - 31-12-2020
Fixed compensation	98	83
Attendance remuneration	15	7
VAT	21	-
Total	**134**	**90**

(31) Notifications pursuant to Sections 21 (1) and 22 of the Securities Trading Act (WpHG)

DF AG has received the following notifications pursuant to the Securities Trading Act (WpHG):

» Dr. Shahab Manzouri, London, Great Britain, notified us in accordance with Section 21 (1) of the Securities Trading Act (WpHG) on 12 July 2016 that his voting interest in DF Deutsche Forfait AG, Nördliche Münchner Str. 9c, 82031 Grünwald, Germany exceeded the thresholds of 3%, 5%, 10%, 15% and 20%, 25%, 30%, 50% and 70% on 6 July 2016 and amounted to 79.37% (which corresponds to 9,408,170 voting rights) on that date.

» Mr Frank Hock, Pullach, notified us in accordance with Section 21 (1) of the Securities Trading Act (WpHG) on 28 June 2018 that his voting interest in DF Deutsche Forfait AG, Nördliche Münchner Str. 9c, 82031 Grünwald, Germany dropped below the threshold of 3% on 25 June 2018 and amounted to 2.97% (which corresponds to 353,134 voting rights) on that date. 2.97% of these voting rights are assigned to him through Hock Capital Management GmbH, while a share of 0.00% is held by Mr Frank Hock.

(32) Financial instruments

Use and management of financial instruments

The starting point for the risk management of financial instruments involves capturing all risks systematically and regularly and assessing them for loss potential and the probability of occurrence. Market risk and most of all default risk have been identified as significant risks for financial instruments.

Liquidity risk

The cash flow projections are prepared at the level of the operating companies and pooled in the Group. Management monitors the permanent forward planning of the Group's liquidity reserve to ensure that sufficient liquidity is available to cover the operating requirements. On the basis of current account statements, a daily liquidity plan is prepared for the Group, DF AG, DF GmbH, DF s.r.o. and DF ME. The plan comprises the incoming and outgoing payments from the operating activities as well as the planned administrative and refinancing costs. Cash planning takes place on a daily basis for the next one to two weeks, on a weekly basis for the next three months and on a monthly basis thereafter.

The maturity structure of the current financial liabilities is as follows:

Current financial liabilities in kEUR	31-12-2021	31-12-2020
up to 1 month	216	343
over 1 month to 3 months	200	209
over 3 months to 6 months	828	762
over 6 months to 12 months	107	85
Total	**1,351**	**1,399**

The financial liabilities shown comprise trade accounts payable in the amount of kEUR 187 (previous year: kEUR 313) and other current financial liabilities in the amount of kEUR 1,165 (previous year: kEUR 1,086). The increase in the "3 to 6 months" maturity range is mainly attributable to lease liabilities.

As of 31 December, non-current financial liabilities with a maturity of more than one year amount to kEUR 16,243 (previous year: kEUR 15,155) and include a loan in the amount of EUR 15.0 million (previous year: EUR 15.0 million) as well as the portion of the lease liabilities classified as non-current in the amount of kEUR 1.243 (previous year: kEUR 155).

All financial liabilities are covered by cash at banks and current assets.

According to the agreements in the insolvency plan, the creditor liabilities are of a short-term nature and are to be settled successively exclusively to the extent that DF Group's creditor assets are liquidated.

Default risk

As the most significant risk, DF Group has identified the partial or complete non-payment of considerations as there is no suitable and economically viable collateral for the currently pre-dominantly offered short-term foreign trade finance services. Default risk is subdivided into country and counterparty risk. Countries undergo an assessment on the basis of analyses by credit assessment agencies. Credit assessments are carried out for individual receivables (credit reports/references, evaluation of historical data, etc.). The taking of country and counterparty risks is managed by a competence arrangement with a limit system. The competence arrangement as well as country and counterparty limits are approved by the Supervisory Board and the degree to which the limits are used is reported to it regularly. DF Group reduces this risk even further by selling the receivables rapidly. Moreover, country and counterparty risks are secured (e.g. bank guarantees) where this is possible and makes economic sense. Concentration risks are currently not discernible.

A presentation of the carrying amount and the default risk is not relevant as DF Group does not participate in the opportunities and risks from the liquidation of the creditor assets according to the final insolvency plan.

As at the balance sheet date of 31 December 2021, there were receivables from forfaiting and factoring transactions from new business that is not available for distribution to the insolvency creditors in the amount of kEUR 25,722 (previous year: kEUR 745). The reported trade receivables were settled in the short term in the amount of kEUR 20,322. As with other current and non-current financial assets (see notes 17 and 19), the default risk is limited to the respective carrying amount here.

In the context of risk management, default risks resulting from transactions that are not available for distribution to the insolvency creditors are actively managed primarily using country and counterparty limits. However, DF Group is dependent on a few specialized partners to offer its marketing services and forfaiting products and is therefore exposed to a concentration risk.

Market risk (including interest rate risk and currency risk)

Receivables are typically purchased at discounted nominal value. This discount on the market value is calculated on the basis of the money and capital market interest rate for the equivalent term (e.g. 1-year LIBOR) plus risk margin. The margin reflects the individual risk of each transaction, which mainly depends on country and counterparty risks.

As DF Group focuses on reselling receivables, interest rate risk mainly consists of market risk. This is due to the fact that, if the interest rate rises up to the sale of a receivable, so too does the discount on the market value, which is calculated up to the final date of maturity of the receivable, thereby reducing the market value of the receivable. A market risk exists during the period receivables are held in the company's portfolio. As the forfaiting business has considerably lost in importance, interest rate risks and market risks are currently of minor importance.

In the income statement, exchange gains and losses related to the creditor assets and the corresponding creditor liabilities are reported separately. Due to the separate valuation, exchange gains and losses are recognized, which must, however, be offset to assess the currency risk.

DF Group does not participate in the opportunities and risks resulting therefrom. The market risk of the other assets and liabilities is considered to be of minor importance.

Information regarding the fair value pursuant to IFRS 7 and IFRS 13

A number of accounting methods and disclosures of the Group require the determination of the fair values of financial and non-financial assets and liabilities. For measurement and/or disclosure purposes, the fair values were determined on the basis of the methods described below.

IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

According to the measurement method, financial instruments to be measured at fair value are categorized at three levels as outlined below:

» Level 1 (IFRS 13.76): quoted prices in active markets (unadjusted) for identical assets or liabilities;

» Level 2 (IFRS 13.81): inputs other than quoted prices included in Level 1 that are either directly or indirectly observable for the asset or liability;

» Level 3 (IFRS 13.86): unobservable inputs for the asset or liability. An asset or liability should be assigned to Level 3 already if there is only one unobservable input factor that significantly influences the measurement, such as debtor-related local potential for conflicts and the estimated period needed to collect the receivable.

No market/transaction prices are available for trade receivables ("at amortized cost" category) as at the effective measurement days and no representative alternative prices can be determined or observed. As the forfaiting business is based on individual transactions, market prices can be determined with sufficient measurement certainty only for the agreed settlement date (purchase and sale) with the contractually agreed terms and conditions. To avoid the influence of accidental or arbitrarily defined measurement parameters, the Group measures trade receivables at amortized cost using the effective interest method and considering potential value adjustments.

Creditor assets (receivables of the restructuring portfolio) are measured at fair value through profit or loss (FVtPL). The estimated prospect of successfully enforcing the pending claims is also taken into account for this measurement. The changes in the receivables of the restructuring portfolio and the trading portfolio relate to compensation in the amount of kEUR 4 (previous period: kEUR 247) and to fair value changes in the amount of kEUR 5 (previous period: kEUR 577).

For current receivables and liabilities (e.g. current accounts), the carrying amount is recognized as the fair value. This also applies to rent deposits, which correspond to the transaction price and are not subject to any measurement processes.

There were no non-listed equity instruments (shares in non-consolidated affiliated companies, other financial assets) in the reporting year.

Measurement processes

With respect to the restructuring and trading portfolio (creditor assets), DF Group believes that amortized cost represents a basis for measurement which reflects the future income potential up to maturity even if the receivable cannot be sold before the end of the term. The Group therefore considers the value determined at amortized cost to also represent the (approximate) fair value. Besides amortized cost, fair value measurement is also available for receivables of the restructuring and trading portfolio which are subject to individual or country value adjustments. These value adjustments are based on the current country rating of credit assessment agencies where country value adjustments are concerned and on the individual assessment of the legal situation of DF Group and/or the financial situation of the creditor where individual value adjustments are concerned.

The Group is of the opinion that, irrespective of the classification in accordance with IFRS 9.4.1.2 or 4.1.2A, the method applied to determine the fair value of receivables (amortized cost using the effective interest method) is suitable and that there are no sufficient reasons to give up this method. As at the reporting date of 31 December 2021, receivables from the operating forfaiting business in the amount of EUR 20.3 million were recognized.

In accordance with IFRS 9.4.1.2, the Group reports receivables from the factoring business in the amount of kEUR 5,334, for which value adjustments in the amount of kEUR 115 have been recognized in accordance with IFRS 9.5.5.1 et seq.

In the case of non-current financial liabilities, there are no uncertainties regarding future cash flows.

Disclosure of the value of financial instruments

The following table shows the carrying amounts of financial instruments (IFRS 7.6) compared to their fair values (IFRS 7.25) as well as their measurement categories (at amortized cost – AC, at fair value through profit or loss – FVtPL).

Carrying amounts of financial instruments in kEUR	Measurement category	Book value 31-12-2021	Fair value 31-12-2021	Book value 31-12-2020	Fair value 31-12-2020
Assets					
Shares in non-consolidated affiliated companies	FVtPL	-	-	10	10
Other non-current financial assets	FVtPL	16	16	-	-
Creditor assets	FVtPL	29	29	173	173
Trade accounts receivables	AC	25,837	25,722	745	745
Other short-term assets	AC	53	53	334	334
Cash and cash equivalents	AC	6,994	6,994	27,070	27,070
Passiva					
Loan	AC	15,000	15,000	15,000	15,000
Lease obligations	AC	1,243	1,243	155	155
Creditor liabilities	FVtPL	29	29	173	173
Trade accounts payable	AC	187	187	313	313
Other short-term liabilities	AC	1,165	1,165	1,086	1,086

Capital management

The primary goal of the capital management activities of DF Group is to provide sufficient investment funds for the future operating business at all times. The dynamic debt ratio calculated as the ratio of net financial debt to the operating result before depreciation and amortization serves as the benchmark. If this ratio is 2 or less, this signals the preservation of the freedom of action with respect to corporate development and of a favorable credit rating to the Group. Cash and cash equivalents in the amount of kEUR 6,994 (previous year: kEUR 27,070) are offset by interestbearing liabilities in the amount of kEUR 16,243 (previous year: kEUR 15,155) and current financial liabilities of kEUR 183 (previous year: kEUR 150). As of 31 December 2021, net financial debt amounted to kEUR -9,433 (previous year: kEUR 11,765), resulting in a debt ratio of 1.8. The aim is to maintain an appropriate level of liquidity in line with the operating requirements and a balanced ratio of equity and debt in order to achieve a cost and risk-optimized capital structure. The creditor assets and creditor liabilities are not taken into account here for the reasons described above. Capital management activities for DF Group are centralized at the parent company.

As of 31 December 2021, DF Group's equity capital amounted to EUR 22.2 million (previous year: EUR 15.4 million). The insolvency creditor liabilities amounted to kEUR 29 (previous year: kEUR 173) and represented 0.2% (previous year: 1.0%) of the debt capital. As of 31 December 2021, DF Group had a loan of EUR 15.0 million and no credit lines with banks. No external minimum capital requirements exist.

(33) Notes to the cash flow statement

The cash flow statement shows how cash and cash equivalents of DF Group changed in the course of the reporting period as a result of cash inflows and outflows. In accordance with IAS 7 "Cash Flow Statements", cash flows are classified into operating, investing and financing activities. A reconciliation of cash and cash equivalents in the balance sheet complements the cash flow statement.

The funds reported in the cash flow statement encompass all the cash and cash equivalents shown in the balance sheet, i.e. cash on hand and deposits with banks accessible within three months.

Cash flows from investing and financing activities are determined on a cash basis. By contrast, cash flows from operating activities are indirectly derived from consolidated profit. Under indirect calculation, the relevant changes in balance sheet items connected with operating activities are adjusted by effects from currency translation.

The following table shows the change in liabilities from financing activities:

Change in liabilities from financing activities in kEUR	Non-current liabilities	Current liabilities	Lease liabilities	Total
1-1-2020	15,000	-	307	15,307
Cash flows				
- Repayments	-	-	(96)	(96)
- Increases		-	-	15,000
Non-cash flows				
- Fair value	-	-	(93)	(93)
- Increases	-	-	189	189
31-12-2020	15,000	-	307	15,307
1-1-2021	15,000	-	307	15,307
Cash flows				
- Repayments			(126)	(126)
- Increases	-	-	-	-
Non-cash flows				
- Fair value	-	-	17	17
- Increases	-	-	1,259	1,259
31-12-2021	15,000	-	1,457	16,457

(34) Adjusting events after the end of the financial year

As a result of the Russian military action against Ukraine that began in February 2022 and the resulting sanctions imposed on Russia by countries such as the USA, the EU and the United Kingdom, negative effects on trade and the global economy are expected. Due to the high level of uncertainty, it is hardly possible to assess the consequences for DF Group from today's perspective. DF Group's business model is only indirectly affected by the price effects currently observed on the commodity markets. The strategic positioning of DF Group, especially the planned geographical diversification, is being carefully reviewed and assessed.

Gruenwald, 25 April 2022

The Board of Management

AUDITOR´S REVIEW REPORT

RESPONSIBILITY STATEMENT
BY THE BOARD OF MANAGEMENT

SUPERVISORY BOARD REPORT

CORPORATE GOVERNANCE REPORT

INDEPENDENT AUDITOR'S REPORT

To DF Deutsche Forfait AG, Gruenwald

Report on the Audit of the Consolidated Financial Statements and the Combined Management Report

Audit opinions

We have audited the consolidated financial statements of DF Deutsche Forfait AG, Grünwald, and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, the consolidated statement of profit and loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the period from 1 January 2021 to 31 December 2021, and notes to the consolidated financial statements, including a summary of significant accounting policies. In addition, we have audited the management report combined with the Group management report (hereinafter referred to as "combined management report") of DF Deutsche Forfait AG, Grünwald, for the financial year from 1 January 2021 to 31 December 2021. In accordance with German legal provisions, we have not audited the content of the corporate governance statement pursuant to section 289f and section 315d of the German Commercial Code [Handelsgesetzbuch - HGB] to which reference is made in section IV. of the Group management report.

In our opinion, on the basis of the knowledge obtained in our audit,

» the accompanying consolidated financial statements comply, in all material respects, with the IFRSs as adopted by the EU, and the additional requirements of German commercial law pursuant to section 315e paragraph 1 HGB and, in compliance with these requirements, give a true and fair view of the assets, liabilities, and financial position of the Group as at 31 December 2021, and of its financial performance for the financial year from 1 January 2021 to 31 December 2021, and

» the accompanying group management report as a whole provides an appropriate view of the Group's position. In all material respects, this group management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the group management report does not cover the content of the above mentioned Corporate Governance Statement

Pursuant to section 322 paragraph 3 sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the group management report.

Basis for the audit opinions

We conducted our audit of the consolidated financial statements and of the group management report in accordance with § 317 HGB and the EU Audit Regulation (No. 537/2014, referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the consolidated financial statements and on the group management report.

Key Audit Matters in the Audit of the Consolidated Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year from 1 January 2021 to 31 December 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our audit opinion thereon, we do not provide a separate audit opinion on these matters.

Our presentation of the key audit matter has been structured as follows.

1. Financial Statement Risk
2. Audit Approach
3. Reference to Related Disclosures

Recognition and measurement of deferred tax assets on tax loss carryforwards

1. Financial Statement Risk

The deferred tax assets remaining after opffsetting with deferred tax liabilities in the amount of kEUR 5,231 (previous year: kEUR 3,278) are recognised in the consolidated financial statements of DF Deutsche Forfait AG for the period ended 31 December 2021, including kEUR 5,172 (previous year: kEUR 3,163) attributable to tax loss carryforwards. The recognition of deferred tax assets on tax loss carryforwards of DF Group depends on the usability of tax losses in Germany and the planning assumptions regarding future taxable income.

The recognition and measurement of deferred tax assets are highly dependent on the estimates and assumptions made by the executive directors with regard to future taxable income, which, in turn, depends on the future development of business volumes and achievable margins, as well as further political developments in the Middle East target region.

Due to the high degree of estimation uncertainty with regard to the usability of tax loss carryforwards and the significance of the financial statement item for the net assets and results of operation of DF Group, this matter was of particular importance in the context of our audit.

2. Audit Approach

As part of our audit, we obtained an understanding of the process implemented at DF Group for recognizing and measuring deferred tax assets on tax loss carryforwards. For this purpose we analysed the methodological approach taken by the executive directors to assess the recognition and measurement of deferred tax assets on tax loss carryforwards.

We also assessed the appropriateness of the assumptions made by the executive directors in the tax planning and involved our internal tax specialists in this analysis. In this context, we primarily reviewed the assessment by the executive directors with regard to further political developments in the Middle East target region, especially in Iran, and their consideration in the context of the tax planning. In addition, we reviewed the interpretation of the applicable tax legislation and the accrual of future taxable profits in Germany.

3. Reference to Related Disclosures

The disclosures on deferred taxes are included in section (6) "Accounting and valuation policies – Deferred tax assets and liabilities" and in section (15) "Income tax" of the notes to the consolidated financial statements.

Other information

The executive directors and the supervisory board are responsible for the other information. The other information comprises

- the Corporate Governance Statement pursuant to Section 289f and Section 315d HGB,
- the Responsibility Statement of the executive directors pursuant to section 264 para. 2 sentence 3 and pursuant to section 289 para. 1 sentence 5 HGB on the Consolidated Financial Statements and the Group Management Report,
- the Report of the Supervisory Board, and
- the remaining parts of the 2021 Annual Report of DF AG
- but not the notes to the consolidated financial statements, not the information in the group management report, whose content is unaudited, and not our auditor's report.

The Supervisory Board is responsible for the Report of the Supervisory Board. The executive directors and the supervisory board are responsible for the statement under section 161 Stock Corporations Act [Aktiengesetz - AktG], which is part of the Corporate Governance Declaration. Save as aforesaid, the executive directors are responsible for the other information provided.

Our audit opinions on the consolidated financial statements and on the group management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our group audit, our responsibility is to read the other information referred to above, and, in so doing, to consider whether the other information

- is materially inconsistent with the consolidated financial statements, the au-dited information in the group management report or our knowledge ob-tained in the audit, or
- otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Executive Directors and the Supervisory Board for the Consolidated Financial Statements and the Group management report

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRSs as adopted by the EU and the additional requirements of German commercial law pursuant to section 315e paragraph 1 HGB and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position, and financial performance of the Group. In addition the executive directors are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the executive directors are responsible for the preparation of the group management report that as a whole provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a group management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the group management report.

The supervisory board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the group management report.

Auditor’s responsibilities for the audit of the consolidated financial statements and the group management report

Our objectives are to obtain reasonable assurance about whether consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the group management report as a whole provides an appropriate view of the Group’s position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor’s report that includes our audit opinions on the consolidated financial statements and on the group management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. 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 consolidated financial statements and this group management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

» Identify and assess the risks of material misstatement of the consolidated financial statements and of the group management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting material misstatements 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 controls.

» Obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures (systems) relevant to the audit of the group management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Group.

» Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.

» Conclude on the appropriateness of the executive directors’ use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor’s report to the related disclosures in the consolidated financial statements and in the group management report or, if such disclosures are inadequate, to modify our respective audit opinions. 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 the Group to cease to be able to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRSs as adopted by the EU and the additional requirements of German commercial law pursuant to section 315e paragraph 1 HGB.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express audit opinions on the consolidated financial statements and on the group management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinions.

- Evaluate the consistency of the group management report with the consolidated financial statements, its conformity with German law, and the view of the Group's position it provides.

- Perform audit procedures on the prospective information presented by the executive directors in the group management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with supervision on matters such as the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Report on the Assurance of Electronic Rendering, of the Consolidated Financial Statements and the Group Management Report, Prepared for Publication Purposes in Accordance with Section 317 Paragraph 3a HGB

Assurance opinion

We have performed assurance work in accordance with section 317 paragraph 3a HGB to obtain reasonable assurance about whether the rendering of the consolidated financial statements and the group management report (hereinafter the “ESEF documents”) contained in the electronic file „529900CY6JKIFT9GH610-2021-12-31-de.zip, with the Hash-Wert a0038a9e90bd05edcf18784f3ab5f413aa1ab3429e798b608066fad 7db175ee7 nach dem Algorithmus SHA-256“ and prepared for publication purposes complies in all material respects with the requirements of section 328 paragraph 1 HGB for the electronic reporting format (“ESEF format”). In accordance with German legal requirements, this assurance only extends to the conversion of the information contained in the consolidated financial statements and the group management report into the ESEF format and therefore relates neither to the information contained within these renderings nor to any other information contained in the file identified above.

In our opinion, the rendering of the consolidated financial statements and the group management report contained in the electronic file identified above and prepared for publication purposes complies in all material respects with the requirements of section 328 paragraph 1 HGB for the electronic reporting format. Beyond this assurance opinion and our audit opinion on the accompanying consolidated financial statements and the accompanying group management report for the financial year from 01 January 2021 to 31 December 2021 contained in the “Report on the Audit of the Consolidated Financial Statements and of the Group Management Report” above, we do not express any assurance opinion on the information contained within these renderings or on the other information contained in the file identified above.

Basis for the Assurance Opinion

We conducted our assurance work on the rendering, of the consolidated financial statements and the group management report, contained in the file identified above in accordance with section 317 paragraph 3a HGB and the IDW Assurance Standard “Assurance on the Electronic Rendering, of Financial Statements and Management Reports, Prepared for Publication Purposes in Accordance with Section 317 Paragraph 3a HGB” (IDW AsS 410) (10.2021). Our responsibility in accordance therewith is further described in the “Auditor’s Responsibilities for the Assurance Work on the ESEF Documents” section. Our audit firm applies the IDW Standard on Quality Management 1 “Requirements for Quality Management in the Audit Firm” (IDW QS 1).

Responsibilities of the Executive Directors and the Supervisory Board for the ESEF Documents

The executive directors of the company are responsible for the preparation of the ESEF documents with the electronic renderings of the consolidated financial statements and the group management report in accordance with section 328 paragraph 1 sentence 4 no. 1 HGB and for the tagging of the consolidated financial statements in accordance with section 328 paragraph 1 sentence 4 no. 2 HGB.

In addition, the executive directors of the company are responsible for such internal control as they have considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements of section 328 paragraph 1 HGB for the electronic reporting format.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Auditor's Responsibilities for the Assurance Work on the ESEF Documents

Our objective is to obtain reasonable assurance that the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of section 328 paragraph 1 HGB. We exercise professional judgment and maintain professional skepticism throughout the assurance work. We also:

» Identify and assess the risks of material intentional or unintentional non-compliance with the requirements of section 328 paragraph 1 HGB, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.

» Obtain an understanding of internal control relevant to the assurance on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.

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» Evaluate the technical validity of the ESEF documents, i.e., whether the file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815, in the version in force at the date of the financial statements, on the technical specification for this electronic file.

» Evaluate whether the ESEF documents enables a XHTML rendering with content equivalent to the audited consolidated financial statements and to the audited group management report.

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» Evaluate whether the tagging of the ESEF documents with Inline XBRL technology (iXBRL), in accordance with the requirements of Articles 4 and 6 of the Delegated Regulation (EU) 2019/815, in the version in force at the date of the financial statements, enables an appropriate and complete machine-readable XBRL copy of the XHTML rendering.

Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as group auditor by the annual general meeting on 29 June 2021. We were engaged by the Supervisory Board board on 21 January 2022. We have been the group auditor of DF Deutsche Forfait AG, Gruenwald, without interruption since the financial year 2014.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the supervisory board pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

Other Matter – Use of the Auditor's Report

Our auditor's report must always be read together with the audited consolidated financial statements and the audited group management report as well as the assured ESEF documents. The consolidated financial statements and the group management report converted to the ESEF format – including the versions to be published in the Federal Gazette – are merely electronic renderings of the audited consolidated financial statements and the audited group management report and do not take their place. In particular, the ESEF report and our assurance opinion contained therein are to be used solely together with the assured ESEF documents made available in electronic form.

German Public Auditor Responsible for the Engagement

The German Public Auditor responsible for the engagement is Fabian Kuhn.

Munich, 25 April 2022

Grant Thornton AG
Wirtschaftsprüfungsgesellschaft

Maximilian Meyer zu Schwabedissen	Fabian Kuhn
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]

RESPONSIBILITY STATEMENT BY THE MANAGEMENT BOARD

To the best of our knowledge and in accordance with the applicable accounting principles, the consolidated financial statements for the period ended 31 December 2021 give a true and fair view of the assets, liabilities, financial position and the profit or loss of the Group. The group management report includes a fair review of the business development and the position of the Group together with the principal opportunities and risks associated with the expected development of the Group.

25 April 2022

The Board of Management

SUPERVISORY BOARD REPORT

DEAR SHAREHOLDERS,

Over the past years, DF Deutsche Forfait Group has gone through many changes and transformations. The uncertainties arising, for instance, from the Covid-19 pandemic or the changing political and economic factors provided opportunities for realignment, from which the company again benefited in the 2021 reporting year. Thanks to the experience and flexibility of the employees and the Board of Management, the positive trend of the past years has continued. This is reflected in the increased business volumes and the satisfactory consolidated profit before tax in the amount of EUR 5.5 million.

Supervisory Board activity report

In the financial year 2021, the Supervisory Board continuously monitored the business performance of DF Deutsche Forfait AG ("**DF AG**" or "**company**") and fulfilled all the tasks imposed on it by law and by the Memorandum of Association.

The Supervisory Board regularly supervised the activities of the Board of Management and provided advice. In accordance with their supervisory function, the Supervisory Board, and in particular the Chairman and the Deputy Chairman of the Supervisory Board, liaised regularly with the Board of Management. The latter kept the Supervisory Board informed of all relevant business events and strategic decisions as well as the financial position of DF Group through both written and oral reports.

Changes on the Board of Management and the Supervisory Board

There were no changes in the composition of the Board of Management and the Supervisory Board of DF Deutsche Forfait AG in the financial year 2021.

Supervisory Board meetings

A total of five meetings were held in the financial year 2021. All meetings were attended by all members of the Supervisory Board.

Focus of Supervisory Board meetings

In the financial year 2021, the Supervisory Board primarily addressed the development of the company's business policy, the ongoing impact of the Covid-19 pandemic and new legal provisions for stock corporations.

At the meeting on 16 March 2021, the Supervisory Board approved DF Group's corporate planning for 2022 and the relocation of DF GmbH within Cologne. The Supervisory Board also approved the updated Compliance Policies and adopted the compensation system for the Board of Management.

On 27 April 2021, the Supervisory Board adopted both the separate financial statements of DF AG for 2020 and the consolidated financial statements for 2020. The company's auditors attended the meeting and were available to answer all questions. In April 2021, the Supervisory Board adopted the Report of the Supervisory Board for the period ended 31 December 2020.

At the meeting on 28 June 2021, the Supervisory Board addressed the current business trend, the company's strategic positioning and the factoring business of the Prague entity, which was launched at the end of 2020. The preparation of the Annual General Meeting was another item on the agenda.

At the Supervisory Board meeting on 29 June 2021, the members clarified the location of the auditor for the financial year 2021. At the meeting on 14 December 2021, the Supervisory Board approved the individual country limits. The members also discussed the business trend, the interim report for the period ended 30 June 2021 and the efficiency audit of the Supervisory Board.

Supervisory Board committees

The Supervisory Board has formed no committees. It performs its duties in plenary session.

Corporate Governance

The Supervisory Board remained committed to good corporate governance throughout the financial year 2021. For information on corporate governance, please refer to the corporate governance statement, which forms part of the Annual Report. In the financial year 2021, the declaration of conformity by the Board of Management and the Supervisory Board was published in March 2021 and made permanently available on the company's website; the latest declaration of conformity by the Board of Management and the Supervisory Board was issued in March 2022 and has also been made permanently available to the shareholders on the company's website.

Conflicts of interest

No conflicts of interest involving members of the Supervisory Board were made known to the Supervisory Board during the financial year 2021.

Financial statements 2021

At the Annual General Meeting on 29 June 2021, Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Munich, were elected auditors for the separate financial statements and the consolidated financial statements for the financial year from 1 January 2021 to 31 December 2021.

The separate financial statements for 2021 and the consolidated financial statements for 2021 as well as the combined management report for the company and the Group were audited by Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Munich (formerly: Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft).

The separate financial statements for 2021, the consolidated financial statements for 2021 as well as the combined management report for the company and the Group for the financial year 2021 were available to all members of the Supervisory Board for detailed examination prior to the Supervisory Board meeting on 25 April 2022. At the Supervisory Board meeting on 25 April 2022, the auditors explained all relevant items of the documents. All accounting-related questions and issues were discussed in depth. Finally, the auditors confirmed their independence. Following its own in-depth examination and discussion, the Supervisory Board concurred with the result of the audit and approved the separate financial statements as well as the consolidated financial statements of DF Group on 25 April 2022. In May 2022, the Board of management detected an error in the company's financial statements. The amount of total equity was reported correctly, with the legal reserve stated too low and unappropriated profits stated too high. This error was corrected immediately and the 2021 financial statements were restated. The Board of Management presented the amended financial statements together with the combined management report to the auditor for a supplementary audit. The supplementary audit report is dated 30 June 2022. The Supervisory Board also reviewed the corrections made to the 2021 financial statements. No objections were raised. By resolution dated 30 June 2022, the Supervisory Board approved the restated 2021 financial statements, which have thus been adopted. The Supervisory Board also concurs with the combined management report for the company and the Group and the assessment of the company's future development.

The Supervisory Board would like to thank the employees and the Board of Management for their commitment and their achievements in the financial year 2021. Our thanks also go to our shareholders for the trust placed in us.

30 June 2022

On behalf of the Supervisory Board
Dr. Ludolf von Wartenberg
Chairman of the Supervisory Board

CORPORATE GOVERNANCE STATEMENT

In this statement, which forms part of the management report, DF Deutsche Forfait AG (also referred to as "DF AG" or "company") reports on corporate governance and the main elements of the company's corporate governance structures in accordance with Sections 289f and 315d of the German Commercial Code (HGB) and in accordance with Principle 22 of the recommendations of the German Corporate Governance Code ("GCGC") as amended on 16 December 2019 and applicable in the financial year 2021. In accordance with Section 317 (2) sentence 6 HGB, the information in this statement is not covered by the audit of the financial statements.

I. Declaration of conformity

The purpose of the German Corporate Governance Code is to make the rules for corporate management and supervision in Germany transparent to national and international investors in order to boost confidence in the management of German companies. The German Corporate Governance Code is of great importance for DF AG. DF AG is committed to compliance with laws and regulations, transparency and integrity and aims to be an organization in which these values are core elements of the corporate culture.

Declaration by the Board of Management and the Supervisory Board of DF Deutsche Forfait AG according to Section 161 of the German Stock Corporation Act (AktG) regarding the recommendations of the Government Commission on the German Corporate Governance Code

The Board of Management and the Supervisory Board of DF Deutsche Forfait AG hereby declare that since the issue of the last declaration of conformity on 11 March 2021, the recommendations of the Government Commission on the German Corporate Governance Code as amended on 16 December 2019 and published in the official section of the Federal Gazette on 20 March 2020 ("GCGC 2019"), have been complied with and will be complied with in the future save for the following exceptions:

» Recommendations B.5 and C.2 GCGC 2019 (age limit for members of the Board of Management and the Supervisory Board and standard limit for the term of membership of the Supervisory Board)

DF Deutsche Forfait AG does not have any age limits for members of the Board of Management and the Supervisory Board, nor are there any standard limits for the term of membership of the Supervisory Board.

The members of the corporate bodies of DF Deutsche Forfait AG are chosen exclusively on the basis of the knowledge, skills and professional experience required to perform their duties. Setting age limits or general standard limits for the term of membership would unduly restrict the choice of suitable candidates.

» Recommendation C.1 GCGC 2019 (profile of required skills and expertise of the Supervisory Board)

The Supervisory Board of DF Deutsche Forfait AG has currently not drawn up a formal profile of required skills and expertise for the Supervisory Board and its composition.

The members of the Supervisory Board are chosen on the basis of the skills and expertise required for their office. The Supervisory Board of DF Deutsche Forfait AG is of the opinion that the existence of knowledge and skills in certain specialist areas, such as accounting and auditing, foreign trade finance, corporate and capital market law as well as sanctions law, is useful and necessary. On the other hand, it considers the strict definition of expertise criteria to be unnecessary and potentially even counterproductive given the small size of the company and its Supervisory Board.

» Recommendations A.1, B.1 and C.1 sentence 2 GCGC 2019 (diversity)

The Board of Management and the Supervisory Board expressly welcome the fact that the GCGC aims for diversity and are open to diverse appointments to management functions and board composition. However, when filling management functions and Board of Management positions and when proposing candidates for election to the Supervisory Board, the knowledge, skills and professional experience of the individual are the prime criteria that are considered. Diversity is only a secondary criterion.

» Recommendation D.1 GCGC 2019 (publication of the rules of procedure of the Supervisory Board)

The Supervisory Board has adopted its own rules of procedure. Contrary to recommendation D.1 of the GCGC 2019, the Supervisory Board has not published the rules of procedure on the website of DF Deutsche Forfait AG. The main procedural rules for the Supervisory Board are prescribed by the German Stock Corporation Act (AktG) and the Memorandum of Association and are thus already publicly available. The Supervisory Board therefore believes that publication of the rules of procedure on the website does not add any value.

» Recommendations D.2 to D.5 GCGC 2019 (formation of Supervisory Board committees)

At present, the Supervisory Board of DF Deutsche Forfait AG has not formed any committees.

As the Supervisory Board is currently composed of only three members, the formation of such committees does not appear expedient. The formation of committees cannot reasonably increase the efficiency of the activity of such a small Supervisory Board. The tasks for which the GCGC recommends the formation of specialist committees are performed by the full Supervisory Board.

In the absence of a committee, recommendation C.10 on the independence of the Chair of the Audit Committee and the Nomination Committee is not applied, either.

» Recommendation G.3 GCGC 2019 (horizontal remuneration comparison)

At present, the Board of Management does not assess whether the remuneration of Board of Management members is in line with usual levels compared to other enterprises. Due to the specific industry and the recent history of the company, the Supervisory Board is of the opinion that there is no suitable peer group of other enterprises that it could use for this purpose. Should this change in the future, the Supervisory Board will use a peer group of enterprises that are comparable in terms of size, revenue, number of employees, market capitalization and industry to assess whether the Board of Management remuneration is in line with usual levels.

» Recommendation G.4 GCGC 2019 (vertical remuneration comparison)

In assessing whether remuneration is in line with usual levels, the Supervisory Board does not take into account the remuneration structure within the company, either. Being a holding company, DF Deutsche Forfait AG does not provide suitable benchmarks either for senior managers or for the workforce as a whole.

» Recommendations G.6 and G.7 GCGC 2019 (multi-year assessment basis for variable Board of Management remuneration)

The variable remuneration of the Board of Management members (bonus) currently has no multi-year assessment basis, but is measured on the basis of short-term targets.

The members of the Board of Management participate in the annual profit of DF Deutsche Forfait AG on a percentage basis. The total bonus is capped at 150% of the fixed annual salary of the respective Board of Management member. The Supervisory Board considers such an arrangement to be appropriate in the current phase of the company. The activity of the Board of Management currently focuses on the company's short to medium-term success and will continue to do so in the coming years. The Supervisory Board is therefore convinced that the performance of the Board of Management can best be measured on the basis of the company's results for the year. However, the Supervisory Board will regularly review this decision and also consider long-term remuneration components if this appears appropriate in view of the continued successful performance of the company.

As the Board of Management does not currently receive any long-term remuneration components, recommendation G.10 sentence 2 GCGC 2019 is not applied, either.

» Recommendation G.10 sentence 1 GCGC 2019 (share-based remuneration)

The variable remuneration component is currently not invested in shares of the company or granted on a share-based basis, but is settled in cash.

Share-based remuneration components primarily reflect the long-term development of the company. As the short to medium-term success of the company is currently the main focus of the Board of Management's activities and the variable remuneration is therefore limited to an annual bonus (see above re recommen dations G.6 and G.7 GCGC 2019), the Supervisory Board of DF Deutsche Forfait AG is of the opinion that share-based remuneration is not expedient at present.

» Recommendation F.2 GCGC 2019 (publication of financial information)

DF Deutsche Forfait AG does not publish the annual report within 90 days from the end of the financial year and does not publish the mandatory interim financial information within 45 days from the end of the reporting period.

Instead, DF Deutsche Forfait AG complies with the deadlines prescribed by the provisions of the Rules and Regulations of the Frankfurt Stock Exchange for the General Standard sub-segment and of the Securities Trading Act, as the Board of Management and the Supervisory Board consider these deadlines to be appropriate. DF Deutsche Forfait AG intends to continue this practice in the future.

» Recommendation B.2 GCGC 2019 (description of succession planning)
The Board of Management and the Supervisory Board will regularly address succession planning issues, but will refrain from describing the approach taken in this regard in the corporate governance statement (Section 289a HGB). In view of the size of the company and its corporate bodies, a formalized procedure is not necessary in this respect and would merely increase the administrative effort for the company.

» Recommendation D.12 GCGC 2019 (report on training and professional development measures)
The members of the Supervisory Board take responsibility for undertaking any training or professional development measures necessary to fulfil their duties. Upon their appointment, they are supported by the incumbent Supervisory Board members in familiarizing themselves with the company's affairs that are important for their activities. However, in view of the size of the company and the fact that the Supervisory Board is composed of only three members and that all matters are decided by the full Supervisory Board (without committees), a formalized procedure and a corresponding description in the report of the Supervisory Board do not appear necessary in this respect.

Grünwald, 10 March 2022

The Board of Management The Supervisory Board

II. Compensation report, audit opinion, Board of Management compensation system and compensation resolution pursuant to Section 113 (3) of the German Stock Corporation Act (AktG)

The compensation report for 2021 and the corresponding audit opinion pursuant to Section 162 (1), (2) and (3) of the German Stock Corporation Act (AktG) will also be published on the company's website at https://dfag.de/en/investor-relations/corporate-governance/ immediately after the Annual General Meeting on 18 August 2022.

The applicable compensation system for the members of the Board of Management pursuant to Section 87a (1) and (2) sentence 1 of the German Stock Corporation Act (AktG), which was approved by the Annual General Meeting on 29 June 2021, and the resolution adopted by the 2021 Annual General Meeting pursuant to Section 113 (3) AktG on the compensation of the members of the Supervisory Board are also publicly accessible at https://dfag.de/en/investor-relations/corporate-governance/.

III. Relevant information regarding corporate governance practice

DF AG aims for corporate governance that is characterized by responsibility, transparency and value creation for the shareholders. The relevant policies arise from the law, the company's Memorandum of Association and the recommendations of the German Corporate Governance Code.

Compliance with laws and ethical standards is of major importance to DF Group. In the financial year 2021, DF Group continued to update the Group-wide compliance system and adjusted it to reflect the recommendations of the German Corporate Governance Code and statutory amendments in cooperation and consultation with external consultants. This applied, in particular to (i) sanction regulations including the maintenance of the IT systems which are used every working day to automatically check new and existing customers with regard to their appearance on sanctions lists relevant for DF Group's business; (ii) money laundering prevention; and (iii) data protection. Audits in accordance with the German Anti Money Laundering Act, including know-your-customer audits, are an integral part of the compliance system of DF Group, as is the Code of Conduct and Ethics for the Employees of DF Deutsche Forfait AG and its Subsidiaries. The Code of Conduct is published in a separate section of the website of DF AG at https://www.dfag.de/en/investor-relations/corporate-governance/.

IV. Work and composition of the Board of Management and the Supervisory Board

In accordance with applicable statutory provisions for German joint stock companies, DF AG has a dual management and supervisory structure consisting of the Board of Management and the Supervisory Board.

Board of Management

In the financial year 2021, the Board of Management of DF Deutsche Forfait AG consisted of two members. The members of the Board of Management are appointed by the Supervisory Board. They are responsible for independently managing the company with the aim of creating sustainable value to its benefit, thus taking into account the interests of its shareholders, employees and other stakeholders. The members of the Board of Management conduct the company's business with the due care of a prudent businessman in accordance with the laws, the company's Memorandum of Association and the rules of procedure issued by the Supervisory Board for the Board of Management. The cooperation between the members of the Board of Management is governed by the rules of procedure, while the responsibilities of the Board of Management members are defined in the schedule of responsibilities. The rules of procedure also contain a list of transactions for which the Board of Management requires the approval of the Supervisory Board. The Board of Management cooperates in a trusting manner with the other bodies of the company in the interest of the latter.

In the composition of the Board of Management, the Supervisory Board attaches importance to professional knowledge and experience as well as personal suitability. In addition, the Board also takes aspects such as age, gender, educational or professional background into account. Diversity is considered only as a secondary criterion, even though the Supervisory Board is generally open to a diverse composition of the company's bodies.

Supervisory Board

The Supervisory Board of DF AG advises the company's Board of Management and supervises its management activities. According to the Memorandum of Association, it is composed of three members, all of whom are elected by the Annual General Meeting. In accordance with Recommendation C.15 of the German Corporate Governance Code, the members of the Supervisory Board are elected individually.

The tasks relating to DF AG's risk policies and risk management are performed by all members of the Supervisory Board. Audits and nominations are also made by the Supervisory Board as a whole. The currently applicable Memorandum of Association does not provide for the formation of committees.

In its composition, the Supervisory Board ensures that its members as a whole possess the professional knowledge, skills and experience required for the performance of their duties. In addition, the Board also takes aspects such as age, gender, educational or professional background into account. Diversity is considered only as a secondary criterion, even though the Supervisory Board is generally open to a diverse composition of the company's bodies.

Close cooperation between the Board of Management and the Supervisory Board

The Board of Management and the Supervisory Board of DF AG cooperate closely and in a trusting manner to the benefit of the company. To exercise its supervisory function, the Supervisory Board, and in particular the Chairman and the Deputy Chairman of the Supervisory Board, liaise regularly with the Board of Management.

The Board of Management determines the strategic direction of the company, obtains approval from the Supervisory Board and implements strategic decisions. Transactions and corporate measures of special significance require approval from the Supervisory Board. Thanks to a regular, timely and comprehensive dialogue with the Board of Management, the Supervisory Board is at all times informed about the strategy, plans, business developments as well as the risk management and the material risk positions of the company.

V. Information on the promotion of equal participation of women on the Board of Management, the Supervisory Board and in management positions

In the financial year 2021, the company's Board of Management was composed of Dr. Behrooz Abdolvand (Chairman of the Board of Management) and Mr Hans-Joachim von Wartenberg.

As of 31 December 2021, the Board of Management was composed of two members, with a share of women of 0%. According to a resolution dated 15 December 2020 and in accordance with Section 111 (5) AktG, the Supervisory Board defined a target of 33% for the share of women on the Board of Management to be reached by 31 December 2023. This target figure exceeds the current level. This is primarily due to the fact that there is currently no management level below the Board of Management, which makes it much more difficult to identify suitable female candidates.

As of 31 December 2021, the Supervisory Board was composed of three members, namely Dr. Ludolf von Wartenberg (Chairman), Prof. Dr. Wulf-W. Lapins (Deputy Chairman) and Dr. Gerd-Rudolf Wehling. No personnel changes occurred during the financial year from 1 January to 31 December 2021.

Accordingly, the share of women on the Supervisory Board at the end of the financial year 2021 was 0%.

According to a resolution dated 15 December 2020 and in accordance with Section 111 (5) AktG, the Supervisory Board defined a target of 25% for the share of women on the Supervisory Board to be reached by 31 December 2023. This target figure exceeds the current level. Diversity is taken into account in the composition of the Supervisory Board, but the company primarily attaches importance to the experience, skills and knowledge of each individual member. The Supervisory Board is of the opinion that the consideration of further criteria would unreasonably limit the choice of candidates for a Supervisory Board which, according to the Memorandum of Association, consists of only three members.

As the company's operations were spun off to DF Deutsche Forfait GmbH in August 2016, there are currently no management levels below the Board of Management at DF AG. Consequently, the Board of Management is currently not in a position to define any targets in accordance with Section 76 (4) AktG.

VI. Other corporate governance information

Transparent communication

DF AG aims for open and transparent communication with its shareholders and investors. All dates of special interest to shareholders are found on the company website, including publication dates for annual and interim reports. Additional information relates, for instance, to reportable securities transactions pursuant to Regulation (EC) No. 596/2014 on Market Abuse (Market Abuse Regulation), ad hoc announcements and press releases.

Efficiency audit

The regular audit regarding the efficiency of the Supervisory Board represents an important pillar of good corporate governance. Recommendation D.13 of the German Corporate Governance Code stipulates that the Supervisory Board shall regularly assess how efficiently the Supervisory Board as a whole and its committees perform their duties. To do this, a questionnaire tailored to the special characteristics of DF AG has been developed. The questionnaire is regularly sent to the members of the Supervisory Board. The results of this survey are then discussed at a Supervisory Board meeting. The questionnaire primarily encompasses organizational processes in the Supervisory Board, the timely and sufficient supply of information to the Supervisory Board as well as personnel-related questions. The results of the efficiency audit were discussed by the Supervisory Board at its meeting on 14 December 2021.

Risk management, accounting and auditing, compliance

On the one hand, the risk management system established by the company serves to spread risks and to limit them in accordance with the company's risk-bearing capacity, primarily in order to avoid losses and jeopardizing the company's continued existence. On the other hand, risks shall be identified at an early stage in order to avoid them to the extent possible or to at least initiate counter-measures. The risk management system is reviewed and refined regularly and adjusted to changing conditions on an ongoing basis.

The consolidated financial statements of DF Group are prepared in accordance with International Financial Reporting Standards (IFRS), such as they have been endorsed by the European Union, as well as with Section 315e of the German Commercial Code (HGB). The separate financial statements of DF AG are prepared in accordance with the provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG).

Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Munich, were elected auditors and Group auditors for the financial year 2021 by the Annual General Meeting held on 29 June 2021 and appointed by the Supervisory Board. Prior to the appointment, the Supervisory Board ensured that the relationships between the auditors and the company or its institutions do not give reason to doubt the independence of the auditors. Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Munich, audited the separate financial statements and the consolidated financial statements as well as the combined management report for the company and the Group for the financial year from 1 January to 31 December 2021.

Compensation of the Management Board and the Supervisory Board

In the remuneration report of the consolidated financial statements, the basic principles of the remuneration of the Executive Board and the Supervisory Board are presented in detail and the remuneration of the members of the Executive Board is reported individually in accordance with the legal requirements. The remuneration report is part of the audited consolidated financial statements for the 2020 financial year.

Shareholdings and reportable transactions of the Board of Management and the Supervisory Board

Shareholdings of members of the Board of Management

As of 31 December 2021, the members of the Board of Management held the following shares:
The members of the Board of Management who were in office in the financial year did not directly or indirectly hold any shares in the company as of 31 December 2021.

Shareholdings of members of the Supervisory Board

As of 31 December 2021, the members of the Supervisory Board held the following shares:
As of 31 December 2021, the members of the Supervisory Board who were in office during the financial year directly or indirectly held only a small number of shares in the company, in total less than 0.02% of the shares of DF AG.

Reportable transactions

According to Section 19 of the Market Abuse Regulation (MAR), the members of the Board of Management and the Supervisory Board are obliged to notify DF AG and the competent supervisory authority of the purchase or sale of shares in DF AG made by themselves or by closely associated persons. Transactions reported to DF AG according to Section 19 of the Market Abuse Regulation (MAR) are published on the DF AG website at www.dfag.de under "Corporate Governance" in the "Investor Relations" section.

Other information

With a view to avoiding potential conflicts of interest and the number of independent Supervisory Board members, the Supervisory Board has set itself the objective that – taking the ownership structure into account – at least half of the Supervisory Board members should be independent. The Supervisory Board assessed the independence of its members in accordance with Recommendation C.7 of the German Corporate Governance Code. In the financial year 2021, the Supervisory Board considered all of its current members to be independent. The Supervisory Board continues to regard all members of the Supervisory Board as independent, although there is a family relationship between a member of the Board of Management and a member of the Supervisory Board.

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