INTERIM REPORT FIRST HALF 2017 YOC AG





Letter to the Shareholders

Dear Shareholders.

YOC Group is one of the leading independent providers of mobile advertising in Europe, based on our growth of expertise since 2001. Through our mobile advertising products, advertising becomes more valuable, individual and creative. Advertising with YOC means reaching out to people, entertaining, inspiring and creating fascination for brands and their products.

We are pleased to report that the operating result for the first half of 2017 is balanced. For the company, this means we have reached an important milestone. We will continue to push forward with this development, in order to realise profitable growth for the company.

My sincere thanks go to all staff members of the company who achieved this positive business development.

Dear Shareholders, I would also like to thank you for the trust you have shown over the past - difficult - years in which we have completely realigned the company. Thanks, must also go to our Supervisory Board which prudently and courageously backs this team.

The operating result before depreciation/amortisation (EBITDA) adjusted for a one-time effect was EUR 0.01 million for the first half of 2017 (H1/2016: EUR -0.7 million).

For the phantom stock option programme from financial year 2014 for the company's executive staff, unscheduled provisions in the amount of EUR 0.2 million became necessary in the second quarter of 2017, due to the price performance of the YOC share. Hence, we recognised an EBITDA of EUR -0.2 million for the first half of 2017 (H1/2016: EUR -0.7 million).

The positive business development of YOC Group is based on the performed transformation of our business model. In the first half of financial year 2017, this meant:

- The sales revenue increased by more than 28 % to EUR 6.7 million (H1/2016: EUR 5.3 million), while the revenue per employee increased by 34 %;
- The programmatic business (automated sale via interacting trading systems in real time) already accounted for more than one third of the total revenue (H1/2016: 15 %):
- The revenue share of self-developed ad-tech products is increasing rapidly, leading to the gross profit margin increasing by further 24 basis points to now 37.4 % (H1/2016: 35.0 %):
- Through scaling our processes, the company's fixed costs remained on the previous year's level;

 The EBITDA improved by EUR 0.7 million (not taking into account the one-time effect of EUR 0.2 million mentioned aboved). With the one-time effect of the Phantom stock programme taken into consideration, EBITDA improved by EUR 0.5 million.

We are increasingly focused on developing innovative, scalable and platform-independent ad-tech products and platforms which create a positive brand experience with the mobile web user and support advertisers in reaching their envisaged marketing goals.

For the second half-year, we expect to continue our growth, and anticipate a revenue growth rate of around 25 % for the full year 2017, with the cost structure remaining stable.

Kind regards,

Dirk-Hilmar Kraus

Dish H/lunny

CEO

YOC at a Glance

| (in kEUR) | H1/2017 | H1/2016 | Change in total | Change in % |
|---|---------|---------------------|--------------------|----------------|
| Revenue and earnings | | | | |
| Total revenue | 6.736 | 5.256 | 1.480 | 28 |
| Middle and Eastern Europe ¹⁾ | 4.651 | 3.652 | 999 | 27 |
| Rest Of Europe ²⁾ | 2.085 | 1.604 | 481 | 30 |
| Gross profit margin (in %) | 37,4 | 35,0 | 2 | 7 |
| Total output | 7.055 | 5.569 | 1.486 | 27 |
| EBITDA | -230 | -716 | 486 | 68 |
| EBITDA margin (in %) | -3,3 | -12,9 | k.A. | k.A. |
| Earnings after tax | -468 | -987 | 519 | 53 |
| Earnings per share (diluted in EUR) | -0,14 | -0,30 | 0,16 | 53 |
| Earnings per share (basic in EUR) | -O,14 | -0,30 | 0,16 | 53 |
| Employees | | | | |
| Average number of employees ³⁾ | 50 | 52 | -2 | -4 |
| Number of employees at end of June | 54 | 52 | 2 | 4 |
| Total revenue per emplyoee (in kEUR) | 135 | 101 | 34 | 33 |
| Total output per employee (in kEUR) | 141 | 107 | 34 | 32 |
| Financial position and liquidity | | | | |
| Total assets | 3.939 | 3.989 ⁴⁾ | -50 | -1 |
| Cash flow from operative activities | -318 | -731 | 413 | 56 |

| EBITDA development on a quarterly basis (in kEUR) | Total | Q2 | Q1 |
|---|-------|------|------|
| H1/2017 | | | |
| EBITDA | -230 | -113 | -118 |
| Expense Virtual Stock Options Programme | 242 | 204 | 38 |
| Adjusted EBITDA | 11 | 91 | -80 |
| H1/2016 | | | |
| EBITDA | -716 | -276 | -441 |
| Expense Virtual Stock Options Programme | 17 | 8 | 8 |
| Adjusted EBITDA | -699 | -268 | -431 |

Change adjusted EBITDA

| Change adjusted EBITDA | | | |
|------------------------|-----|-----|-----|
| absolute | 711 | 359 | 352 |
| in % | 102 | 134 | 81 |

¹⁾ D-A-CH and Poland

Where rounded figures are used, differences may occur due to commercial rounding.

²⁾ Spain and United Kingdom

Based on permanent employees

⁴⁾ at 31/12/2016

Interim Consolidated Management Report

Business development of YOC Group in the first six months of 2017

Key figures

In the first six months of the current financial year 2017, YOC Group recognised a total revenue of kEUR 6,736 (H1/2016: kEUR 5,256). This corresponds to an increase by around 28.2 % year-on-year.

At the same time, the revenue share of self-developed products and products generating higher gross yields increased significantly, leading to the gross profit margin increasing to 37.4 % (H1/2016: 35.0%). This development substantiates the company's repositioning as a product-based provider in mobile advertising and is a vital component of a sustainable positive business development.

The operating result of YOC Group before depreciation/amortisation (EBITDA) came to kEUR -230 in the first six months of financial year 2017 (H1/2016: kEUR -716), improving by kEUR 486 or 68 % year-on-year. Adjusted for provisions specific to the phantom stock option programme for company staff amounting to kEUR 242 (H1/2016: kEUR 17), the EBITDA reached kEUR +11 (H1/2016: kEUR -699).

The operating cash flow in the reporting period came to kEUR -318 (H1/2016: kEUR -731).

Range of services

With its growth of expertise since 2001, YOC today develops innovative and unobtrusive digital advertising formats, making them available through its marketplace for both traditional and programmatic buying.

With its cutting-edge technology, developed in-house, and tremendous media coverage, the listed company operates at the forefront of the advertising market. YOC's proprietary products create positive brand awareness and contribute substantially to changing the advertising market. In this way advertisers reach their goals while the self-developed formats also improve the user experience. Through its long-standing expertise, transparent procedures and an excellent service, YOC creates trust and equally convinces customers and partners.

The company's focus is on positioning itself as a provider of mobile advertising products and solutions in the core markets in Great Britain, Germany, Austria, Spain and Poland. Hence, YOC develops new products and scalable in-house technologies which it delivers through all sales channels in demand, in particular in the booming and highly automated mobile programmatic advertising environment.

Over the past three years YOC, as a consequence of the modified technological parameters, assumed a stronger position in the market for mobile advertising and realised crucial changes. To this end, the company internalised important elements of the value chain in mobile advertising. This relates to the development of our own performant advertising products that on the one hand unfold a strong advertising effect for advertisers and on the other hand do not interfere with the user.

Adding to this, the company built an effective system infrastructure, comprising internally developed software and solutions from renowned external suppliers like Google, SAP or Salesforce. On this basis, YOC services all relevant sales channels.

Combining innovative mobile advertising products with a high-performing IT-based infrastructure is the outstanding competitive feature through which YOC clearly stands out from its competitors.

YOC products

The company introduced the product lines YOC Understitial Ad, YOC Inline Video Ad as well as YOC Mystery Ad. Our products aim at effectively launching the mobile advertising messages of advertisers targeted at the end consumer. The application of various methods of display, additional interactive elements and unobtrusive operating principles ultimately lead to an improved acceptance with users. Also, in contrast to traditional standard formats the YOC products enable enhanced methods of measuring different statistics on interaction and retrieval, and thus contribute considerably to making advertising success measurable for advertisers.

Especially those product types with video components provide advertisers with possibilities for a comprehensive and highly controllable audio-visual marketing of their brands and products on mobile devices.

The core characteristic of **YOC Understitial Ad** is its effective but unobtrusive placement in the content environment of a mobile web page or mobile application. Advertisers reach out to the smartphone user with a full screen advertisement with-out interfering with his user habits. In this advertising tool, YOC combines its technological experience with its competence in targeting users in mobile environments. In last financial year 2016, YOC Understitial Ad was significantly improved and a newly developed video component has been embedded.

In the financial year 2016, the company developed YOC Inline Video Ad. This innovative mobile advertising format enables advertisers to place video ads on classic web pages. It is compatible with the branch-specific standards and plays videos on demand in high quality. The special feature of this format is that it is universally applicable and does not require a fixed placement within the mobile website of a publisher. YOC Hub's comprehensive and freely configurable software interface provides our publishing partners with an up-to-date overview of the marketing success of the YOC products.

YOC Mystery Ad is an award-winning full screen mobile advertising format. The special feature of this product is that it provides the possibility to encourage the user with various creative interactions. YOC Mystery Ad hence offers extensive creative possibilities to guarantee a high attention of the user.

Aside from the abovementioned products, YOC offers all classic types of advertising in accordance with the international IAB and MMA standards. In addition, the team of experts at YOC is able to develop additional functions such as responsive formats, enhanced tracking options or employing particular advertising media within the standard formats upon customer request.

For the control, optimisation and evaluation of a campaign, the measurement of visibility, also called viewability, has advanced to becoming a decisive factor. Hence, YOC developed a new technological infrastructure in the past in order to measure and evaluate the mobile advertising formats' viewability.

The YOC products follow market-specific measurement standards (IAB and MRC) and thus offer advertisers internationally comparable performance indicators for their success in mobile advertising. YOC, as a consequence, opens up alternative pricing models for its advertising clients, based on the retrieved viewability data. Billing of a campaign here only follows when, for example, a video has been played fully within the field of vision of the user.

Additional mobile advertising services

YOC offers effective mobile advertising solutions for successful advertising campaigns to its advertising partners:

Creative Services

For more than a decade, YOC has advised advertisers on the right choice of mobile advertising formats and, as the case may be, also produced the advertising material. Along with these services, our experts also provide their know-how when it comes to modulating campaigns on mobile devices.

Re-Engagement

YOC's re-engagement solution is a complex measure to increase the branding effect and recognition factor of a brand or a product. In order to reach this goal, YOC uses data-driven user recognition so as to draw the user's attention to a brand by addressing him sequentially. This solution can be further used to increase user rates of apps or to encourage potential customers of an online shop to buy a product.

YOC Hub

The business intelligence platform YOC Hub on the one hand facilitates the internal process management at YOC and on the other serves as a tool for publishers to manage and optimise marketing activities. The comprehensive and independently configurable software interface of YOC Hub gives our publishing partners an up-to-date overview of the marketing success of the YOC products.

Development of net assets, financial position and results of operation

Revenue trend and overall performance

In the first six months of the current financial year 2017, YOC Group recognised kEUR 6,736 in total revenue (H1/2016: kEUR 5,256). This corresponds to an increase by around 28.2 % year-on-year. The successful transformation of YOC Group into a mobile premium programmatic provider has improved the group's earnings situation both on the side of revenues and of gross profits.

The group's total output was kEUR 1,486 above the previous year's level at kEUR 7,055 (H1/2016: kEUR 5,569).

Gross income

As the material expense increased disproportionately low compared to the trend for revenue, by 23.3 % to kEUR 4,214 (H1/2016: kEUR 3,416), the gross profit margin increased further in the first six months of financial year 2017, from 35.0 % to 37.4 %.

This increase forms a major component of our sustained positive corporate development.

Personnel expenses and personnel development

The average number of employees (without the Management Board) of YOC Group was reduced by 4 % year-on-year to 50 employees (previous year: 52 employees). As of the reporting date on 30 June 2017, YOC Group had 54 permanent employees (previous year: 52 employees).

Personnel expenses in the first half of 2017 amounted to kEUR 2,175 (H1/2016: kEUR 1,925). The increase in personnel expense by kEUR 250 year-on-year can be traced back to personnel provisions specific to the phantom stock option programme amounting to kEUR 242 (H1/2016: kEUR 17). Adjusted for this non-operating effect, personnel expenses remain almost on the previous year's level.

The scaling of the business model (revenue growth with stable costs) is progressing - the personnel expense in the first half of 2015 was also at around EUR 2.0 million.

The increased business volume is reflected in the 33.7 % increase year-on-year of the revenue per employee to kEUR 135 (H1/2016: kEUR 101). The personnel cost ratio, which sets personnel expenses in relation to the total output, decreased to 30.8 % (H1/2016: 34.6 %).

Other operating expenses

In the first six months of financial year 2017, the other operating expenses were slightly below the previous year's level at kEUR 897 (H1/2016: kEUR 943). Overall, the cost-cutting measures imposed as part of the restructuring process from financial years 2014 and 2015 and from the past financial year further take effect, leading to the other operating

expenses in relation to the total output dropping from 16.9 % in the previous year's reporting period to 12.7 % in the first six months of 2017.

EBITDA

The operating result of YOC Group before depreciation/amortisation (EBITDA) in the first six months of financial year 2017 stood at kEUR -230 (H1/2016: kEUR -716), improving by kEUR 486 or 68 % year-on-year.

Adjusted for provisions specific to the phantom stock option programme for company staff amounting to kEUR 242 (H1/2016: kEUR 17), the EBITDA reached kEUR +11 (H1/2016: kEUR -699).

This is mainly due to the 28.2 % revenue growth, an increase of the gross profit margin by around 2 per cent along with the further increasing cost efficiency.

Post-tax profit or loss

The Group's earnings after tax came to kEUR -468 (H1/2016: kEUR -987).

Financial position and net assets

As of 30 June 2017, cash and cash equivalents of YOC Group amounted to kEUR 723.

The operating cash flow was further improved, amounting to kEUR -318 in the period under review (H1/2016: kEUR -731).

Cash flow from investing activities came to kEUR -118 in the first six months of financial year 2017 (H1/2016: kEUR -127).

Altogether, kEUR 98 were invested in internal development in connection with the advancement of technological platforms and new products.

Opportunities, risks and outlook

Chances and risks

Being a service provider with an international focus, YOC Group is active in a dynamic market which naturally brings about certain corporate and branch-specific as well as financial risks. Main risks include market and competition risks, technological risks, liability risks, personnel risks, planning risks, organisational as well as financial and treasury risks. These risks are influenced by our own business activities as well as external factors.

YOC Group has taken measures to detect such possible risks in time and to reduce them. To this end, an adequate risk management system has been developed which records and evaluates risks by means of a company-wide risk inventory at regular intervals and, if necessary, constantly monitors them.

YOC Group's risk policies which have been set by the Management Board remain unchanged and are a vital part of the corporate policy, in line with the pursuit of sustainable growth, growth in company value and securing the company's existence in the long-term. For this purpose, necessary risks are consciously taken, while taking into account the risk-return-ratio, in order to make use of market opportunities and to exhaust the success potential inherent in them.

By means of anticipatory risk control as part of the internal control system, risks and opportunities can be detected and evaluated at an early stage so that a timely and appropriate response is possible, and efficient management can be guaranteed for the company's success. The measures that are to be taken in line with risk control are being implemented in the respective operating units.

Outlook

Due to the so far successful transformation of the business model and the results achieved in this context, YOC Group expects constant growth.

The transformation to a mobile premium programmatic provider elevates the company to a whole new product level. With the market position thus strengthened, we expect to further increase gross profits while at the same time pushing forward the independence from larger co-operations. Investment in innovative technologies and products as well as the automation of internal processes are part of the corporate strategy to support the development which is already underway.

Following a 23 % revenue growth in financial year 2016, the Management Board's main focus is to stabilise the dynamic growth of the programmatic platform business and hence to implement the defined corporate strategy. To this end it is crucial that all YOC branches adapt the new market positioning and accomplish all relevant tasks.

Expectations for the current financial year 2017 are optimistic. Altogether, YOC expects a significant growth in sales revenues by 20 to 25 % for financial year 2017, with the cost structure remaining stable year-on-year. The positive economic circumstances support this prognosis.

Based on the outlined developments, YOC Group hence reckons with a further significantly improved operating earnings situation for the ongoing financial year 2017. From financial year 2018, assuming that the positive development continues, the company should achieve profitable operating results.

In order to increase liquidity, the company implemented a debt capital measure in the first quarter of 2017, leading to an inflow of cash in the amount of kEUR 500.

(unaudited)

Consolidated Statement of Comprehensive Income

| Consolidated Income Statement (in EUR) | Q2/2017 | Q2/2016 |
|--|-----------|-----------|
| Revenue | 3.642.109 | 2.986.855 |
| Own work capitalised | 53.240 | 41.008 |
| Other operating income | 68.234 | 72.414 |
| Total output | 3.763.583 | 3.100.277 |
| Expenses for goods and services | 2.207.585 | 1.926.617 |
| Personnel expenses | 1.213.339 | 948.030 |
| Other operating expenses | 455.407 | 501.991 |
| EBITDA | -112.748 | -276.361 |
| Depreciation and amortisation expenses | 71.066 | 85.757 |
| Impairments | 0 | 16.838 |
| EBIT | -183.814 | -378.956 |
| Financial expenses | 23.282 | 11.986 |
| Financial result | -23.282 | -11.986 |
| EBT | -207.096 | -390.942 |
| Income taxes | 49.713 | 40.581 |
| Net income continuing operations | -256.809 | -431.523 |
| Net income | -256.809 | -431.523 |
| Earnings per share | | |
| Earnings per share basic | -0,08 | -O,13 |
| Earnings per share diluted | -0,08 | -0,13 |
| Consolidated statement of comprehensive income (in EUR) | Q2/2017 | Q2/2016 |
| Net income | -256.809 | -431.523 |
| Net other comprehensive income to be reclassified through profit or loss in subsequent periods | | |
| Unrealised gains/losses from foreign currency translation | 17.302 | 50.987 |
| Total other comprehensive income | 17.302 | 50.987 |
| Total comprehensive income | -239.507 | -380.536 |

(unaudited)

Consolidated Statement of Comprehensive Income

| Consolidated Income Statement (in EUR) | H1/2017 | H1/2016 |
|--|-----------|-----------|
| Revenue | 6.736.219 | 5.256.405 |
| Own work capitalised | 97.624 | 89.655 |
| Other operating income | 221.228 | 222.990 |
| Total output | 7.055.070 | 5.569.049 |
| Expenses for goods and services | 4.213.809 | 3.416.273 |
| Personnel expenses | 2.175.141 | 1.925.494 |
| Other operating expenses | 896.573 | 943.462 |
| EBITDA | -230.452 | -716.179 |
| Depreciation and amortisation expenses | 141.289 | 170.126 |
| Impairments | 0 | 33.676 |
| EBIT | -371.742 | -919.982 |
| Financial expenses | 40.095 | 18.711 |
| Financial result | -40.095 | -18.711 |
| EBT | -411.837 | -938.693 |
| Income taxes | 56.299 | 48.200 |
| Net income continuing operations | -468.136 | -986.893 |
| Net income | -468.136 | -986.893 |
| | | |
| Earnings per share | 014 | 0.20 |
| Earnings per share basic | -0,14 | -0,30 |
| Earnings per share diluted | -0,14 | -0,30 |
| Consolidated statement of comprehensive income (in EUR) | H1/2017 | H1/2016 |
| Net income | -468.136 | -986.893 |
| Net other comprehensive income to be reclassified through profit or loss in subsequent periods | | |
| Unrealised gains/losses from foreign currency translation | 34.397 | 111.353 |
| Total other comprehensive income | 34.397 | 111.353 |
| Total comprehensive income | -433.739 | -875.540 |

(unaudited)

Consolidated Statement of Financial Position

| Consolidated Statement of Financial Positions (in EUR) | 30/06/2017 | 31/12/2016 |
|--|-------------|-------------|
| | | |
| ASSETS | 540 700 | |
| Non-current assets | 513.722 | 536.597 |
| Property, plant and equipment | 90.117 | 96.956 |
| Intangible assets | 422.232 | 438.174 |
| Deferred tax assets | 1.373 | 1.467 |
| Current assets | 3.424.951 | 3.452.298 |
| Trade receivables | 2.554.384 | 2.668.757 |
| Other receivables | 147.086 | 123.992 |
| Cash and cash equivalents | 723.480 | 659.549 |
| Total assets | 3.938.672 | 3.988.895 |
| | | |
| EQUITY AND LIABILITIES | | |
| Equity | -4.040.309 | -3.606.571 |
| Subscribed capital | 3.292.978 | 3.292.978 |
| Additional paid in capital | 20.649.438 | 20.649.438 |
| Retained earnings | -27.850.954 | -27.382.819 |
| Other comprehensive income from currency translation differences | -81.452 | -115.849 |
| Own shares | -50.319 | -50.319 |
| Non-current liabilities | 1.352.585 | 1.038.085 |
| Provisions | 72.585 | 58.085 |
| Other financial liabilities | 1.280.000 | 980.000 |
| Current liabilities | 6.626.396 | 6.557.381 |
| Prepayments received | 18.615 | 18.338 |
| Trade payables | 2.334.394 | 2.490.974 |
| Other liabilities | 448.638 | 505.672 |
| Other financial liabilities | 2.356.125 | 3.346.028 |
| Tax liabilities | 46.110 | 22.869 |
| Provisions | 1.422.514 | 173.500 |
| Total equity and liabilities | 3.938.672 | 3.988.895 |

(unaudited)

Consolidated Statement of Cash Flows

| Consolidated Cash Flow Statement (in EUR) | H1/2017 | H1/2016 |
|---|------------|-----------|
| Net income | -468.136 | -986.893 |
| Depreciation and amortisation | 141.289 | 203.802 |
| Taxes recognised in the income statement | 56.299 | 48.200 |
| Interest recognised in the income statement | 40.095 | 18.711 |
| Other non-cash income and expenses | 33.629 | 109.753 |
| Cash-Earnings | -196.824 | -606.427 |
| Result from disposal of assets | 176 | -400 |
| Changes in receivables and other receivables | 91.279 | -498.287 |
| Changes in liabilities, prepayments and other liabilities | -1.399.064 | -701.298 |
| Changes in provisions | 1263.513 | 1.122.330 |
| Interest paid | -44.329 | -13.537 |
| Income taxes paid | -33.000 | -33.000 |
| Cash flow from operating activities | -318.249 | -730.619 |
| Purchase of property, plant and equipment | -15.834 | -26.792 |
| Purchase of intangible assets | -1.856 | 0 |
| Outflow from development costs | -102.770 | -105.886 |
| Disposal of assets | 2.640 | 6.032 |
| Cash flow from investing activities | -117.820 | -126.646 |
| Inflows from capital increases | O | 499.999 |
| Transaction costs related to issuance of new shares | 0 | -27.774 |
| Issuance of loans | 500.000 | 500.000 |
| Cash flow from financing activities | 500.000 | 972.225 |
| Net increase / decrease | 63.931 | 114.960 |
| Cash and cash equivalents at the beginning of the period | 659.549 | 869.986 |
| Cash and cash equivalents at the end of the period | 723.480 | 984.945 |

(unaudited)

Consolidated Statement of Changes in Equity

| Consolidated of Statement Changes in Equity (in EUR) | Subscribed capital | Additional paid in capital | Retained earnings | income from currency translation differences | Own shares | Total |
|---|--------------------|-------------------------------|----------------------|---|------------|------------|
| as of 01/01/2016 | 3.112.473 | 20.380.508 | -25.706.515 | -250.858 | -50.319 | -2.514.712 |
| Net income | | | -986.893 | | | -986.893 |
| Currency translation differences | | | | 111.353 | | 111.353 |
| Comprehensive income | 0 | 0 | -986.893 | 111.353 | 0 | -875.540 |
| Issuance of subscribed capital | 180.505 | 319.494 | | | | 499.999 |
| Transaction costs including tax benefits | | -27.774 | | | | -27.774 |
| as of 30/06/2016 | 3.292.978 | 20.672.228 | -26.693.408 | -139.505 | -50.319 | -2.918.027 |
| as of 01/01/2017 | 3.292.978 | 20.649.438 | -27.382.819 | -115.849 | -50.319 | -3.606.571 |
| Net income | | | -468.135 | | | -468.135 |
| Currency translation differences | | | | 34.397 | | 34.397 |
| Comprehensive income | 0 | 0 | -468.135 | 34.397 | 0 | -433.738 |
| as of 30/06/2017 | 3.292.978 | 20.649.438 | -27.850.954 | -81.452 | -50.319 | -4.040.309 |

Other comprehensive

[»] No shares are held by non-controlling shareholders

Notes to the financial statements

1. General information

YOC AG, with headquarters at Greifswalder Str. 212, Berlin, Germany, is an international provider of Mobile Advertising.

YOC AG is listed in the Prime Standard of the Frankfurt Stock Exchange under the identification number WKN 593273 / ISIN DE 0005932735.

2. Principles for the preparation of the financial statements, accounting and valuation methods

Principles for the preparation of the financial statements

YOC AG's interim report as of 30 June 2017 was prepared in compliance with the German Securities Trading Act (WpHG). The interim consolidated financial statements were prepared as condensed financial statements pursuant to IAS 34 and comply with Section 315a of the German Commercial Code (HGB) in accordance with the rules of the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB) as adopted by the European Union and valid on the reporting date as well as the interpretations of the IFRS Interpretations Committee (IFRS IC) approved by the IASB.

The condensed and unaudited interim consolidated financial statements of YOC AG do not contain all the information and disclosures necessary for the preparation of complete financial statements at the end of the financial year.

It is therefore to be recommended to read the interim report along with the Annual Report 2016.

Accounting and valuation measures

In the first three months of 2017, all standards that have been mandatory since 01 January 2017 have been applied:

- Amendments to IAS 16 and IAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation have no impact on the financial statements of YOC AG. The amendments are to be applied for the first time in financial years beginning on or after O1 January 2016.
- *Improvements to IFRS (2010-2012)*

The Improvements are a collective standard dealing with changes in various IFRS. The Improvements are to be applied for the first time for financial years beginning on or after O1 February 2015. They do not affect YOC AG.

• Improvements to IFRS (2012-2014)

The Improvements are a collective standard dealing with changes in various IFRS. The Improvements are to be applied for the first time for financial years beginning on or after O1 January 2016. They do not affect YOC AG.

• Amendments to IAS 19 - Employee Contributions

The amendment is to be applied for the first time for financial years beginning on or after O1 February 2015. The amendment regulates how contributions from employees or third parties to a pension plan should be attributed to periods of service. They <u>do not affect</u> the financial statements of YOC AG.

- Amendments to IFRS 11 Accounting for Acquisitions of Interests in Joint Operations do not apply to YOC AG. The amendment is to be applied for the first time for financial years beginning on or after O1 January 2016.
- Amendments to IAS 1 Disclosure Initiative do not apply to YOC AG. The amendment is to be applied for the first time for financial years beginning on or after O1 January 2016.

In summary, no accounting standards that are to be applied for the first time in financial year 2017 have any effect on the presentation of net assets, financial position or results of operation in the consolidated interim financial statements.

Impact of future accounting and valuation measures

The following table shows new and revised standards which are not yet mandatory in financial year 2016 or which have not yet gone through the EU endorsement process:

| Title | Temporal Scope | EU-Endorsement ensued? | Application for YOC? | Impact on financial statements expected? |
|--|---------------------------|------------------------|----------------------|--|
| IFRS 9 - Financial instruments | 01/01/2018 | yes | under examination | under examination |
| IFRS 15 - Revenue from contracts with customers | 01/01/2017 | yes | yes | under examination |
| IFRS 16 - Leases | 01/01/2019 | no | yes | under examination |
| Amendment of IFRS 10 and IAS 28 Sales or contributions of assets between an investor and its associate / joint venture | indefinitely postponed | no | no | n/a |
| Amendment of IAS 12 - Recognition of deferred tax assets for unrealised losses | 01/01/2017 | no | under examination | under examination |
| Amendment of IAS 7 - Disclosure Initiative: liabilities reconciliation arising from financing activities | 01/01/2017 | no | yes | no significant impact |

On 24 July 2014, the IASB published the final **standard IFRS 9** Financial Instruments (IFRS 9 [2014]) which contains the results of all stages of the IFRS 9 project and replaces both IAS 39 Financial Instruments: Recognition and Measurement and all earlier versions of IFRS 9 Financial Instruments.

The standard contains new provisions on classification and measurement, on impairment and hedge accounting. IFRS 9 is to be applied for the first time for the financial year beginning on or after 01 January 2018. The standard has been adopted by the EU on 22 November 2016. The implications of these new regulations are being analysed by the group. The present status of analysis does not lead us to expect any significant implications of the amended regulations for net assets, financial position and results of operation.

IFRS 15 has been published in May 2014 and adopted by the EU on 22 September 2016. For financial years beginning on or after 01 January 2018, either the full retrospective application or a modified retrospective application is mandatory. An early application of the standard is permitted. It introduces a new model for recognising revenue in five analytical steps which shall be applied to all revenues from contracts with customers. The core principle of the standard is that a company shall recognise revenue at the time of transfer of goods or services to customers in the amount of the return which the company may expect in exchange for the transfer of these goods or services.

The basic principles in IFRS 15 offer a structured approach to evaluate and recognise revenue. The standard is to be applied in all kinds of companies across all branches and thus replaces all other existing regulations regarding revenue recognition (IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers and SIC 31 Revenue – Barter Transactions Involving Advertising Services).

Application of the new standard requires more valuations and arbitrary decisions as compared to the standards that currently apply for revenue recognition, as the amount of revenues to be recognised is determined by the amount of the return which the company may expect in exchange for the transfer of goods or services. Particular challenges may arise especially in the case that a return is variable.

The present status of analysis does not lead us to expect any significant implications of the amended regulations for net assets, financial position and results of operation.

IFRS 16 specifies how leases will be recognised, measured, presented and disclosed. The standard provides a single accounting model for the lessee. This requires lessees to recognise all assets and liabilities for leases unless the lease term is 12 months or less or it has a low value (in each case optional). Lessors continue to classify leases as operating or finance leases for accounting purposes. The lessor's accounting model remains substantially unchanged from that in IAS 17 – Leases.

IFRS 16 was issued in January 2016 and is to be applied for the first time for financial years beginning on or after 01 January 2019.

The present status of analysis does not lead us to expect any significant implications of the amended regulations for net assets, financial position and results of operation. As regards the amount of operating leases currently not recognised as assets or liabilities.

The Management Board of YOC AG assumes that the above-mentioned standards and interpretations will be applied, if cases of application occur, in the consolidated financial statements of the financial year in which they become mandatory.

3. Notes to key developments in the Statement of Financial Position and the Statement of Comprehensive Income

Other disclosures regarding financial instruments

The following table shows the carrying amounts and fair values of the financial assets and liabilities recognised in the interim financial statements as well as their classification according to IAS 39 and their level within the fair value hierarchy:

| 30/06/2017 (in kEUR) | Carrying amount | Fair Value | Measurement category IAS 39 ¹⁾ | Fair value hierarchy |
|-----------------------------|--------------------|------------|---|-------------------------|
| Financial assets | | | | |
| Cash and cash equivalents | 723 | 723 | LaR | n/a |
| Trade receivables | 2.554 | 2.554 | LaR | n/a |
| Other assets | 147 | 147 | LaR | n/a |
| Financial liabilities | | | | |
| Fixed rate borrowing | 1.300 | 1.300 | FLAC | n/a |
| Trade payables | 2.334 | 2.334 | FLAC | n/a |
| Other financial liabilities | 2.336 | 2.336 | FLAC | n/a |

| 31/12/2016 (in kEUR) | Carrying amount | Fair Value | Measurement category IAS 39 ¹⁾ | Fair value hierarchy |
|-----------------------------|--------------------|------------|---|-------------------------|
| Financial assets | | | | |
| Cash and cash equivalents | 660 | 660 | LaR | n/a |
| Trade receivables | 2.669 | 2.669 | LaR | n/a |
| Other assets | 124 | 124 | LaR | n/a |
| Financial liabilities | | | | |
| Fixed rate borrowing | 800 | 800 | FLAC | n/a |
| Trade payables | 2.491 | 2.491 | FLAC | n/a |
| Other financial liabilities | 3.526 | 3.526 | FLAC | n/a |

¹⁾ AfS: available for sale financial assets

LaR: loans and receivables

FLAC: other financial liabilities measured at amortised cost.

The carrying amounts of cash and cash equivalents, trade and other receivables, other current assets and other current financial liabilities nearly match their fair value, mainly due to their short maturities.

In accordance with the principle of materiality, the fair value of these current items is equated with their book value.

Sales revenue

The Group's revenue increased by 28.2 % year-on-year to kEUR 6,736 (H1/2016: kEUR 5,256).

Gross income

Material expenses show a relatively low increase by 23.3 % to kEUR 4,214 (H1/2016: kEUR 3,416) as compared to the development of revenue.

As a consequence, the gross profit margin increased from 35.0 % to 37.4 %.

Other operating income

In the first six months of financial year 2017, the other operating earnings in the amount of kEUR 221 (H1/2016: kEUR 223) remained at the previous year's level.

Operating earnings before income tax, depreciation and amortisation (EBITDA)

Taking into account the above-mentioned effects, the EBITDA came to kEUR -230 (H1/2016: kEUR -716). The EBITDA consequently improved by kEUR 486 (+67.8 %) year-on-year.

Adjusted for provisions specific to the phantom stock option programme for company staff amounting to kEUR 242 (H1/2016: kEUR 17), the EBITDA amounted to kEUR +11 (H1/2016: kEUR -699). This corresponds to an improvement of the adjusted EBITDA by +101.6 % as compared to the previous year's reporting period.

4. Segment reporting

Segment reporting is based on the internal management structure. The Group is therefore made up of the following reportable business segments:

- 1. Middle and Eastern Europe (before: D-A-CH)
- 2. Rest of Europe

For the formation of the abovementioned reportable business segments, the business segments of Germany, Austria and Switzerland as well as since Q1/2016 Poland are assigned to the Middle and Eastern Europe segment (before: D-A-CH), while the UK and Spain are assigned to the Rest of Europe segment, as they show similar economic characteristics (inter alia regarding growth dynamics and gross profit margin) and are comparable in terms of their products, range of services, customers, processes and marketing methods.

Sales revenue is calculated based on the revenue generated by the subsidiaries in the respective countries. Internal sales between the segments are predominantly obligations which are passed on without a surcharge. Internal sales within a segment are eliminated accordingly.

The corporate functions item contains income and expenses that occurred in the parent company and cannot be directly allocated to any business segment, in particular levies and holding costs. On top of this, sales revenue is generated for the central yield optimisation of the international publisher portfolio of YOC Group, and is recharged internally. The following table shows the results of the different segments. In accordance with the internal reporting structure, EBITDA is used to measure the earnings:

| Segment reporting | Middle and Eastern | Rest of | Corporate | Consolidation | YOC Group | |
|--------------------------|--------------------|---------|-----------|---------------|------------|--|
| (in kEUR) | Europe | Europe | functions | Consolidation | . 50 0.00p | |
| 01/01/2017 - 30/06/2017 | | | | | | |
| External revenue | 3.624 | 2.085 | 1.027 | 0 | 6.736 | |
| Internal revenue | 674 | 373 | 540 | -1.588 | 0 | |
| Total revenue | 4.298 | 2.459 | 1.568 | -1.588 | 6.736 | |
| Own work capitalised | 0 | 0 | 98 | 0 | 98 | |
| Other operating income | 150 | 66 | 399 | -394 | 221 | |
| Total output | 4.448 | 2.525 | 2.064 | -1.982 | 7.055 | |
| Costs of goods sold | 2.668 | 1.561 | 1.569 | -1.584 | 4.214 | |
| Personnel expenses | 668 | 530 | 977 | 0 | 2.175 | |
| Other operating expenses | 498 | 386 | 410 | -397 | 897 | |
| EBITDA | 614 | 49 | -893 | -1 | -230 | |
| 04/04/2044 20/04/2044 | | | | | | |
| 01/01/2016 - 30/06/2016 | | | | | | |
| External revenue | 3.185 | 1.604 | 467 | 0 | 5.256 | |
| Internal revenue | 399 | 113 | 237 | -749 | 0 | |
| Total revenue | 3.584 | 1.717 | 704 | -749 | 5.256 | |
| Own work capitalised | 0 | 0 | 90 | 0 | 90 | |
| Other operating income | 180 | 13 | 432 | -402 | 223 | |
| Total output | 3.764 | 1.731 | 1.226 | -1.151 | 5.569 | |
| Costs of goods sold | 2.302 | 1.185 | 712 | -784 | 3.416 | |
| Personnel expenses | 578 | 474 | 874 | 0 | 1.925 | |
| Other operating expenses | 428 | 406 | 478 | -368 | 943 | |
| EBITDA | 456 | -334 | -838 | 1 | -716 | |

The operating result in the Middle and Eastern Europe region improved accordingly in the first half of 2017 due to the 20 % revenue growth to kEUR 4,298 (previous year: kEUR 3,584) along with the continuously increasing gross profit margin.

Due to start-up losses in Poland, the operating result improved only moderately by kEUR 158 to kEUR 614 in total (previous year: kEUR 456).

In the Rest of Europe region, the British subsidiary achieved to recognise a significant growth in revenue as compared to the previous year. The revenue contribution by the Spanish company is equivalent to that of the previous year's reporting period.

As a consequence of a significantly growing sales volume, increased gross profit margin and improved cost efficiency, the EBITDA of Rest of Europe region improved by kEUR 383 to kEUR 49 (previous year: kEUR -334).

The EBITDA of YOC Group is reconciled to net income as follows:

| Reconciliation (in kEUR) | H1/2017 | H1/2016 |
|-------------------------------|---------|---------|
| EBITDA | -230 | -716 |
| Depreciation and amortisation | -141 | -204 |
| Financial result | -40 | -19 |
| Net income before taxes | -412 | -939 |
| Taxes | -56 | -48 |
| Net income | -468 | -987 |

As of 30 June 2017, trade and other receivables in Middle and Eastern Europe came to kEUR 1,546 (30 June 2016: kEUR 1,338) and in the Rest of Europe region to kEUR 1,008 (30 June 2016: kEUR 1,065).

5. Cash flow statement

As of 30 June 2017, cash and cash equivalents of YOC Group amounted to kEUR 723.

The operating cash flow was further improved, amounting to kEUR -318 in the period under review (H1/2016: kEUR -731).

Cash flow from investing activities came to kEUR -118 in the first six months of financial year 2017 (H1/2016: kEUR -127).

6. Guarantees, contingent liabilities and similar obligations

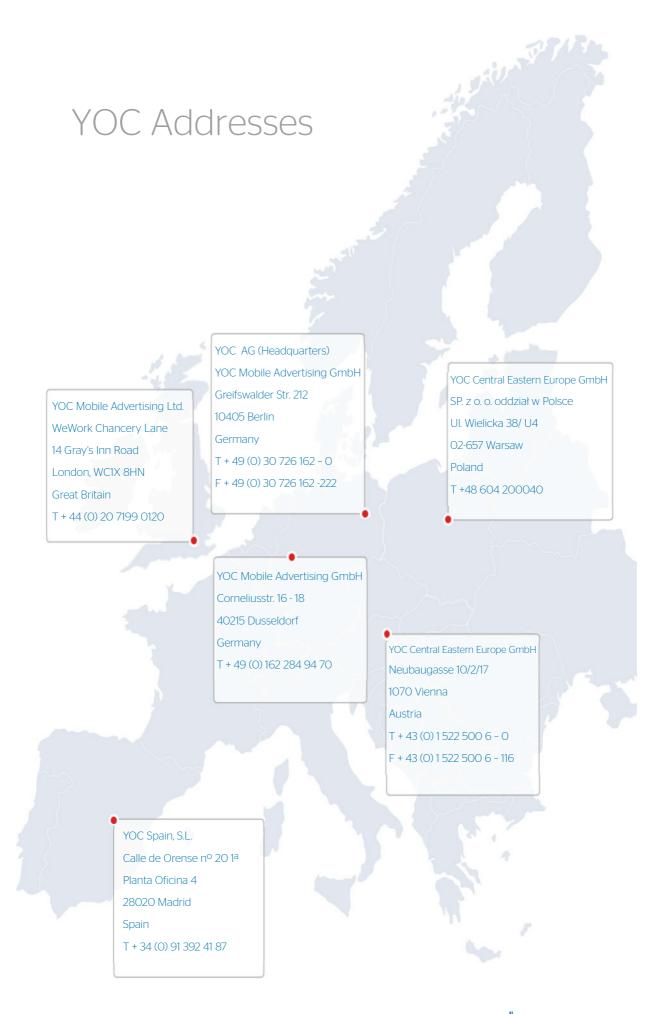
As in the annual consolidated statements from 31 December 2016, no guarantees, contingent liabilities and similar obligations exist.

7. Related party disclosures

No significant business transactions were performed with related companies or persons during the period under review.

8. Events after the interim reporting period

As of the publication date of the interim report, no significant events occurred after 30 June 2017.



Financial Calendar

29 November 2017

Interim Report Third Quarter 2017

12-13 December 2017

Munich Capital Market Conference

Imprint

Publisher

YOC AG

Greifswalder Straße 212

10405 Berlin

Germany

T +49 (0) 30 72 61 62 - 0

F +49 (0) 30 72 61 62 - 222

info@yoc.com

District Court of Berlin:

Commercial Register No. 77 285

Overall concept and editing

YOC AG

Investor Relations

ir@yoc.com

www.yoc.com

