

YOC AG ANNUAL REPORT 2017

YOC AT A GLANCE

REVENUE AND EARNINGS (IN KEUR)	2017	2016	CHANGE IN TOTAL	CHANGE IN %
Total Revenue	14,372	11,960	2,412	20
Middle and Eastern Europe ¹	10,691	8,352	2,339	28
Rest of Europe ²	3,681	3,607	73	2
Gross profit margin (in %)	38.8	36.5	2	6
Total output	15,000	12,486	2,515	20
EBITDA	-83	-1,126	1,043	93
EBITDA margin (in %)	-1	-9	n.s.	n.s.
Earnings after tax	-530	-1,699	1,169	69
Earnings per share (diluted in EUR)	-0.16	-0.52	0.36	69
Earnings per share (basic in EUR)	-0.16	-0.52	0.36	69

EMPLOYEES

Average number of employees ³	51	50	1	2
Number of employees at end of December	53	48	5	10
Total revenue per employee (in kEUR)	282	239	43	18
Total output per employee (in kEUR)	294	250	44	18

FINANCIAL POSITION AND LIQUIDITY

Total assets	4,715	3,989	726	18
Cash flow from operative activities	149	-952	1,101	116

1) Germany, Austria, Switzerland and Poland

2) Spain and Great Britain

3) Based on permanent employees

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

EBITDA DEVELOPMENT ON A QUARTERLY BASIS
(UNAUDITED) (IN KEUR)

TOTAL	Q4	Q3	Q2	Q1
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2017

EBITDA	-83	392	-244	-113	-118
Expense Virtual Stock Options Programme	339	-32	129	204	38
Adjusted EBITDA	256	359	-115	91	-80

2016

EBITDA	-1,126	173	-583	-276	-440
Expense Virtual Stock Options Programme	133	83	33	8	8
Adjusted EBITDA	-992	256	-550	-268	-431

CHANGE ADJUSTED EBITDA

absolute	1,248	103	435	359	352
in %	126	40	79	134	82

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

STOP ADVERTISING.
START TELLING A STORY.

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BMW, Austria
YOC Mystery Ad
Q1 / 2017



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— — — — **MOBILE FIRST SINCE 2001 –
INTO THE FUTURE WITH OUR
NEW TECHNOLOGY VIS.X.**



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. Our products add value, individuality and creativity to advertising. Advertising with YOC means reaching out to people, entertaining, inspiring and creating a fascination for brands and their products.

We are pleased to report a 20 % sales growth, as well as a balanced operating result of financial year 2017. The latter means a further significant milestone on our journey.

Meanwhile, we have accomplished to position the company strategically as a provider of advertising technology by launching our internally developed supply-side platform **VIS.X** for the highly automated trade of digital media inventory in December 2017.

With their strong commitment and remarkable expertise, our team is driving this development. Therefore, my first thanks go to all colleagues who are doing a great job each and every day! I also wish to thank our Supervisory Board which stands behind this team with prudence and courage.

Consequently, as in recent years, we saw a further significant improvement of the adjusted operating result (EBITDA). In financial year 2017, its growth of around EUR 1.3 million was due to four factors:

- › Growth of the sales revenue by around 20 % to EUR 14.4 million (2016: EUR 12.0 million) as well as increase of the revenue per employee by 18 %;
- › Increase of the programmatic business (automated sale via interacting trading systems in real time) to more than 30 % of the total revenue (2016: 25 %);
- › Growth of the revenue share of internally developed ad tech products, resulting in the gross profit ratio further improving by two percentage points to now 39 % (2016: 37 %);
- › Stable fixed costs of the company at previous year's level due to our scaling of procedures.

As our share saw a positive price development, we made unscheduled provisions in the amount of around EUR 0.3 million for the phantom stock option programme for the company's management personnel.

In this financial statement for the year 2017, we therefore recognised an operating result of EUR -0.1 million (2016: EUR -1.1 million).

Our proprietary platform **VIS.X** will be of great significance to us, as we are now able to deliver our own advertising formats through automated sales, which is

a strategic competitive advantage over the established trading platforms. Right now we are in the process of linking us technologically to our clients' buying platforms. The first campaigns traded on the **VIS.X** platform are already being successfully realised.

The focus in the ongoing financial year 2018 is on further developing our platform and significantly increasing the trade volume processed by **VIS.X**.

Meanwhile, we will enter into at least one additional market and hence further internationalise our activities.

Dear valued shareholders, with our unique technological platform and our long-standing expertise we offer our clients a swift execution of services and first-class service quality. We feel a commitment to these objectives - every single day.

I wish to express my sincere thanks for the trust you have placed in us. I am looking forward to our continued cooperation.

Kind regards,



DIRK-HILMAR KRAUS
CEO

REPORT BY THE SUPERVISORY BOARD

In financial year 2017, the Supervisory Board fully and diligently carried out the tasks and duties incumbent upon it by law, the Articles of Association and the Rules of Procedure.

It devoted close attention to the company's position, regularly advised the Management Board on the management of the company, and continuously monitored its activities. The Supervisory Board was impressed by the lawful, functional and proper manner displayed by the management.

It also monitored whether appropriate steps were taken in respect of risk management and compliance. The Supervisory Board also monitored whether the Management Board took suitable measures as required under Sect. 91 Para. 2 of the German Stock Corporation Act (AktG).

The Supervisory Board was directly involved in all decisions of fundamental importance to the company and discussed them in detail. By means of regular written and oral reports from the Management Board, the Supervisory Board kept itself duly apprised of the company's sales and revenue performance, its business operations, prospective business policy and corporate planning, as well as its risk management and internal control systems.

When the Management Board made decisions or took measures that, by law or the Management Board's current Rules of Procedure, were subject to approval by the Supervisory Board, the Supervisory Board gave its approval only after a thorough review of the documents submitted to it and thorough discussion.

In addition to numerous technical issues, measures subject to approval and the company's business performance, matters discussed in depth by the Supervisory Board in the financial year 2017 included fundamental issues of corporate strategy, financing, development of the international business as well as personnel decisions. Short-term, medium-term, and long-term issues were treated equally.

COMPOSITION OF THE SUPERVISORY BOARD

The YOC AG Supervisory Board was comprised of three members in 2017: Dr Nikolaus Breuel was the Board's chairman.

Deputy chairman was Konstantin Graf Lambsdorff. The Board was completed by Sacha Berlik as the third member.

KEY ISSUES IN THE SUPERVISORY BOARD'S ACTIVITIES

The Supervisory Board held a total of five face-to-face meetings in the period under review. Further meetings were conducted by telephone, and the Supervisory Board passed resolutions by correspondence. The Supervisory Board was kept informed of the current state of business and all important business transactions by the Management Board. The Supervisory Board was informed by the Management Board of matters of particular significance also between meetings. Furthermore, the Supervisory Board Chairman met with the Management Board regularly to share information and advice.

The Supervisory Board also made use of the option of discussing matters without the presence of the Management Board. In the face-to-face meetings and other decision-making activities in financial year 2017, the Supervisory Board was at all times fully present and constituted a quorum. There were no indications of potential conflicts of interest among the Supervisory Board members in financial year 2017.

The Supervisory Board's main focus was on economic and strategic aspects such as the business development in the German, Austrian, Polish, Spanish and British locations, along with product development, the further development of the business model as a provider of advertising technology and the company's business planning.

In the Supervisory Board Meeting on **13 February 2017**, the Supervisory Board, following a review of YOC AG's performance in financial year 2016, dealt in particular with the current revenue situation of the national subsidiaries as well as the development of products.

The meeting on **20 April 2017** was concerned mainly with the annual financial statement 2016. The Supervisory Board approved it as of the same date through the respective resolution. Further items on the agenda were the discussion of product and technology development as well as the company's liquidity planning.

In the Supervisory Board Meeting of **13 July 2017**, the focus was on the current business development and the development status in the technology and product segment.

In the meeting of **17 October 2017**, the first projection for financial year 2017 was discussed along with the further development of liquidity. Further topics of this meeting were the sales activities in Germany and draft planning for financial year 2018.

The **18th of December 2017** marked the 100th meeting of the YOC AG Supervisory Board. The Supervisory Board approved the company's business plan for financial

year 2018. In this context, the Board also discussed the liquidity planning for financial year 2018. The Supervisory Board further dealt intensely with the development status of the new supply side platform “VIS.X”, which is at the centre of a further development of the company to a provider of advertising technology.

In the course of the 2017 financial year, the Supervisory Board passed several resolutions: Among others, it made a decision on 18 January 2017 to take up a shareholder loan, on 30 June 2017 about the determination of a women's quota, and on 17 July 2017, the day of the General Meeting, to re-elect Dr Nikolaus Breuel as chairman to the Supervisory Board.

AUDIT OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS 2017

The auditor appointed by the Supervisory Board, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, audited the annual and consolidated financial statements prepared by the Management Board, along with the condensed management and Group management reports for the financial year 2017 and provided them with a clean audit certificate.

During the course of its audit, the auditor found, in summary, that the Management Board had set up a risk management system compliant with legal requirements and that this system is fundamentally suited to detect tendencies early on which might put the company's further positive development at risk. The above documents and the audit reports were made available to all members of the Supervisory Board in a timely manner. The documentation was thoroughly examined and discussed in the presence of the auditor during the meeting on 20 April 2018 concerning the statement of financial position. The auditor reported on the key results of its audit and stood by to provide additional information. The auditor also discussed the scope, main emphases, and costs of the audit. There were no circumstances that might give cause for concern as regards the auditor's impartiality. The Supervisory Board acknowledged the auditor's report and approved the findings of the audit. They also concurred with the Management Board's evaluation of the position of YOC AG and the YOC Group.

As its own examination resulted in no objections, the Supervisory Board approved the annual and consolidated financial statements prepared by the Management Board, along with the management and Group management reports prepared in condensed form for the financial year 2017. The annual financial statements of YOC AG were thereby adopted.

CORPORATE GOVERNANCE

The Supervisory Board studied the recommendations of the German Corporate Governance Code again in financial year 2017. In this context, the Supervisory Board also reviewed whether the executive remuneration was adequate and within the customary range.

The Supervisory Board also discussed the efficiency of its activities and the contents of the Declaration on Corporate Governance, including the Declaration of Conformity with the German Corporate Governance Code pursuant to Sect. 161 AktG. The Management Board and the Supervisory Board renewed their joint Declaration of Conformity in February 2018.

The company largely complies with the recommendations of the German Corporate Governance Code. The Declaration of Conformity, along with notes explaining deviations from the recommendations, forms a part of the Declaration on Corporate Governance in this annual report. It has also been made permanently accessible on the company's webpage.

Further information on corporate governance at YOC AG can be obtained from the corporate governance report published in this annual report.

PERSONNEL CHANGES ON THE MANAGEMENT BOARD

There were no personnel changes in the company's Management in financial year 2017.

THANKS TO THE MANAGEMENT BOARD AND ALL YOC AG STAFF

The Supervisory Board would like to thank the Management Board and all staff of YOC AG and of all other companies in the Group for their high level of commitment over the past financial year.

Berlin, April 2018

DR NIKOLAUS BREUEL
CHAIRMAN
THE SUPERVISORY BOARD

CORPORATE GOVERNANCE REPORT

YOC AG attaches great importance to corporate governance, the principles of which aim to ensure the responsible and long-term value-driven management and control of our company.

Efficient cooperation between the Management Board and the Supervisory Board, respect for the shareholders' interests and open and transparent corporate communications are key aspects of good and responsible company management and corporate control.

The Management Board and Supervisory Board report on corporate governance at YOC AG as follows:

YOC AG complies with the recommendations of the "Government Commission on the German Corporate Governance Code" in the current version from 07 February 2017, with the exception of item 3.8 Para. 3, Item 4.1.5, Item 4.2.1, Item 4.2.2 Para. 2, Item 5.1.2 Para. 1 Sent. 2, Item 5.1.2 Para. 2 Sent. 3, Items 5.3.1, 5.3.2 and 5.3.3, Item 5.4.1 Para. 2, Item 5.4.3 Sent. 2, and Item 7.1.2 Sent. 4.

The Management Board and the Supervisory Board of YOC AG have adopted the declaration on the Corporate Governance Code (Declaration of Conformity 2017) included at the end of this report.

It has been published on the YOC AG website at www.yoc.com (Investor Relations section).

SHAREHOLDERS AND GENERAL MEETING

YOC AG reports to its shareholders four times in the financial year on business developments and net assets, financial position and results of operations of the consolidated companies. Matters upon which the General Meeting decides include the appropriation of profit, discharge of the Management Board and the Supervisory Board, and election of the auditor. Amendments to the Articles of Association and corporate actions are resolved by the General Meeting alone and implemented by the Management Board.

Shareholders may submit countermotions to resolutions proposed by the Management Board or the Supervisory Board and challenge resolutions of the General Meeting.

Unless the law or the Articles of Association provide otherwise, a majority of the votes cast is required for the General Meeting to pass resolutions.

The Articles of Association can be viewed on the YOC AG website at www.yoc.com (Investor Relations section).

The Management Board makes use of electronic communication channels, in particular the Internet, to facilitate shareholder access to information on the General Meeting and to allow shareholders to vote in absentia by appointing a proxy. Shareholders are also provided with all necessary reports and documentation beforehand via the company website.

MANAGEMENT AND CONTROL STRUCTURE

As required by the German stock corporation law, YOC AG has a two-tier management and control structure comprising a Management Board and a Supervisory Board.

There is a strict separation between management personnel (Management Board) and corporate control personnel (Supervisory Board) within this two-tier management system. The law does not permit anyone to sit on both the Management Board and the Supervisory Board simultaneously. Each of these two bodies has its own duties and responsibilities which are clearly defined by law.

The Management Board is responsible for the management of the company, while the Supervisory Board advises and monitors the Management Board.

MANAGEMENT BOARD

The Management Board consisted of one member as of 31 December 2017. Up-to-date information on the sole member of the Management Board Dirk-Hilmar Kraus can be found in this Annual Report. Further information is available online at www.yoc.com (Investor Relations section).

The Management Board has sole responsibility for the management of the company and exercises control over the consolidated companies. It has a duty to act in the interests of the company and is committed to increasing the sustainable company value. It is responsible for defining the company's strategic direction in consultation with the Supervisory Board.

The Management Board works in close cooperation with the Supervisory Board, informing the latter regularly, promptly and in detail on all issues relevant to the company concerning strategy, strategy implementation, planning, business development, financial position and results of operations, compliance and corporate risks.

The Management Board is responsible for drawing up the quarterly reports, half-year and annual financial statements of YOC AG and the consolidated financial statements. It ensures compliance with statutory provisions and appropriate risk management within the company.

SUPERVISORY BOARD

The Supervisory Board of YOC AG consists of three members, elected in accordance with Sect. 101 AktG [German Stock Corporation Act] in conjunction with Sect. 10 Para. 2 of the Articles of Association, by the General Meeting for the term of office ending with the conclusion of the General Meeting that resolves on the discharge for the fourth financial year following their election.

More information on the members of the Supervisory Board can be found at www.yoc.com (Investor Relations section) and in this Annual Report.

The Supervisory Board monitors and advises the Management Board with regard to the management of the business. At regular intervals the Supervisory Board discusses business development and planning along with strategy and its implementation with the Management Board.

The Supervisory Board approves the annual financial statements and takes note of and approves the consolidated financial statements following discussion with the auditor and its own review. It also appoints the Management Board.

Fundamental decisions affecting YOC AG are subject to its approval. These include decisions or measures that would significantly change the company's net assets, financial position or results of operations. The information and reporting obligations of the Management Board were defined by the Supervisory Board.

The members of the Supervisory Board make their decisions independently and are not bound by the demands or instructions of third parties. Furthermore, consultancy, service and other agreements between YOC AG and its subsidiaries on the one hand and members of the Supervisory Board on the other hand are subject to approval by the Supervisory Board.

REMUNERATION REPORT

The Remuneration report is based on the "Recommendations of the German Corporate Governance Code". It summarises the principles which are applied in setting the remuneration of the Management Board of YOC AG and explains the amount and structure of the Management Board members' income.

It also describes the principles according to which the Supervisory Board members are remunerated and the amount of their remuneration.

The Remuneration report further contains particulars which, under German commercial law, must be included as part of the notes to the consolidated financial statements pursuant to Sect. 314 HGB [German Commercial Code] and the Group Management Report pursuant to Sect. 315 HGB.

REMUNERATION OF THE MANAGEMENT BOARD

The Supervisory Board is responsible for setting the Management Board's remuneration. In doing so, it considers the company's size and activities, the company's economic and financial position, the duties of the Management Board member in question and, for comparative purposes, the amount and structure of management board remuneration elsewhere in the industry.

Management Board remuneration is performance-based. Remuneration is designed to be competitive in the market for highly qualified management personnel and to offer an incentive for successful performance.

In financial year 2017 it consisted of a fixed basic remuneration amount, a variable component and participation in the phantom stock option programme.

- › The basic remuneration is cash remuneration in a fixed amount for the year as a whole which is specific to the Management Board member's area of responsibility and is paid out in twelve monthly instalments.
- › The variable component consists of cash remuneration as profit-sharing based on YOC AG's results of operations according to IFRS (EBITDA) and is subject to an upper limit.
- › With the participation in the phantom stock option programme set up in 2014, members of the Management Board selected by the Supervisory Board receive phantom stock options. The phantom stock option programme simulates the actual holding of shares in the company's equity capital by the beneficiaries. Other than in a stock option programme with "actual" stock options, the exercising of phantom options does not authorise to subscribe to company shares, but rather entitle the holder to claim a certain amount of money in cash from the company as further defined in the option terms and conditions. The phantom options do not give the holder any participation rights in the company under commercial law, in particular no share-based claim to rights of information or participation, voting rights or participation in net profit.

REMUNERATION OF THE SUPERVISORY BOARD

Supervisory Board remuneration was set by the General Meeting of YOC AG on the basis of a proposal by the Management Board and Supervisory Board.

Supervisory Board remuneration is fixed at kEUR 12.5 for one financial year. The chairman of the Supervisory Board receives twice this amount and the deputy chair 1.5 times this amount. For each face-to-face meeting of the Supervisory Board, each member of the Supervisory Board receives the amount of kEUR 1.0; the chairman of the Supervisory Board receives twice that; and the deputy chair 1.5 times that amount.

No remuneration was granted for personally rendered services apart from the board activities, particularly for any consulting or referral services.

Remuneration for the activities of the Supervisory Board came to a total of kEUR 79 in financial year 2017.

REMUNERATION OF THE SUPERVISORY BOARD IN 2017 (IN KEUR)

NAME	FIXED REMUNERATION	ATTENDANCE FEE	TOTAL
Dr Nikolaus Breuel (Chairman)	25	10	35
Konstantin Graf Lambsdorff	19	8	26
Sacha Berlik	13	5	18
TOTAL	56	23	79

ACCOUNTING AND AUDITING

The consolidated financial statements and interim reports are drawn up in accordance with the IFRS. The consolidated financial statements are drawn up by the Management Board and reviewed by the auditor and the Supervisory Board.

The consolidated financial statements for the financial year 2017 were not completed by the deadline for public disclosure of 90 days after the end of the financial year as defined in Sect. 7.1.2 Sent. 4 of the German Corporate Governance Code.

The company will make every effort to comply with the recommendation according to Sect. 7.1.2 Sent. 4 of the German Corporate Governance Code but, cannot guarantee compliance for 2018.

It was agreed with the auditor, Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart, Berlin branch, that the chairman of the Supervisory Board would immediately be informed of any reasons precluding the employment of the auditor and any conflicts of interest arising during the audit. It was furthermore agreed that the auditor would immediately report on all issues and events of significance for the work of the Supervisory Board which are revealed during the conduct of the audit.

TRANSPARENCY

YOC AG provides all capital market participants with information on a uniform, comprehensive, prompt and simultaneous basis. The business situation and results of YOC AG and YOC Group are reported in the annual report, the half-year report and the interim reports.

In addition, information is passed on through ad-hoc communications, when the law so requires, and through press releases and the company website.

To ensure that all capital market participants are treated equally, YOC AG also publishes all information relevant to capital markets simultaneously in German and English on the company website. The financial reporting dates are published on the financial calendar with sufficient advance notice. Changes in the make-up of the shareholder structure which must be reported according to Sect. 26 WpHG [Securities Trading Act] and the purchase and sale of shares of individuals holding management positions within YOC AG (Directors' Dealings according to Sect. 15a WpHG) are also published by the Management Board.

The tables below list all holdings of members of the Management Board and the Supervisory Board which directly or indirectly exceed 1% of shares issued by the company:

› Dirk-Hilmar Kraus: 619.685 Shares

FURTHER INFORMATION ON THE YOC AG SHARE OPTION PROGRAMME

2009 saw the launch of the YOC Management Incentive Programme with a total of up to 175,000 subscription rights. One subscription right entitled the holder to acquire one share in YOC AG.

Subscription rights for the acquisition of YOC shares could be granted to members of the Management Board (up to 115,500 subscription rights) and to employees (up to 59,500 subscription rights). Subscription rights under the YOC Management Incentive Programme could be issued in precisely defined acquisition periods, for the last time in financial year 2012.

As of 31 December 2017, all subscription rights from the YOC Management Incentive Programme set up in 2009 have fully expired.

FURTHER INFORMATION ON THE YOC AG PHANTOM STOCK OPTION PROGRAMME

With the participation in the phantom stock option programme set up in 2014, a) members of the company's Management Board selected by the Supervisory Board and b) employees in the second management tier and other designated staff members selected by the Management Board receive phantom stocks.

The phantom stock option programme simulates the actual holding of shares in the company's equity capital by the beneficiaries. Other than in a stock option programme with "actual" stock options, the exercising of phantom options does not authorise to subscribe to company shares, but rather entitle the holder to claim a certain amount of money in cash from the company as further defined in the option terms and conditions.

The phantom options do not give the holder any participation rights in the company under commercial law, in particular no share-based claim to rights of information or participation, voting rights or participation in net profit.

Members of the Management Board who are holders of option rights may be granted 80,000 phantom stock options altogether.

Employees in the second management tier as well as other designated staff members who are holders of option rights may be granted up to 20,000 phantom stock options each. The phantom stock option programme for employees in the second management tier and other designated staff members is limited to a total of 90,000 phantom options. New phantom options may be issued in the amount of expired options.

Phantom stocks could be issued in 2014 for the first time, within one month after publication of the interim report for the third quarter or of the annual financial statements respectively. The last time phantom stocks may be acquired will be the issuance period in financial year 2017.

As of the reporting date on 31 December 2017, 40,000 phantom stock options have been issued to members of the Management Board and further 60,000 to employees in the second management tier and other designated staff members.

The phantom options may be exercised by their holders no earlier than three years after they have been issued. The exercise price is based on the average Xetra closing rate of YOC shares in the last 30 trading days before the subscription rights are granted. The exercise of the subscription rights is linked, among other things, to an on-going employment relationship for at least one year after the issuing date of subscription rights as well as the fulfilment of certain performance goals. These performance goals include an increase in the YOC share price.

The subscription rights of the phantom options may be exercised only during specific exercise periods. These exercise periods are connected with the publication of the company's interim reports, half-year reports or annual reports respectively. The exercise periods each encompass 19 bank working days.

In financial year 2017, no phantom options have been exercised.

DECLARATION BY THE MANAGE- MENT BOARD AND SUPERVISORY BOARD OF YOC AG, PURSUANT TO SECT. 161 AKTG, OF COMPLIANCE WITH THE GERMAN CORPORATE GOVERNANCE CODE IN THE VERSION OF 07 FEBRUARY 2017 (2017 DECLARATION OF CONFORMITY)

According to Sect. 161 AktG, the Management Board and the Supervisory Board of a listed company must annually declare that the recommendations of the "Government Commission on the German Corporate Governance Code" in the official part of the electronic Federal Gazette published by the German Federal Ministry of Justice were and are complied with, or which recommendations for valid reasons were or are not applied. The declaration must be made publicly available on the company website.

The German Corporate Governance Code (DCGK) contains provisions not all of which are equally binding. Aside from descriptions of current company law, it contains recommendations which companies may disregard, in which case, however, they must annually disclose that they have done so. According to Sect. 161 AktG, departures from the recommendations of the DCGK must be justified. Furthermore, the DCGK contains suggestions which companies may disregard without disclosing that they have done so.

The following declaration concerns the period since the last Declaration of Conformity of February 2017 and refers to the requirements of the DCGK in its current version of 07 February 2017.

The Management Board and the Supervisory Board of YOC AG declare that the recommendations made by the "Government Commission on the German Corporate Governance Code" are and were fundamentally complied with in the past. The Management Board and the Supervisory Board of YOC AG also intend to comply with it in the future.

Only the following recommendations of the German Corporate Governance Code were and are not applied:

› **Item 3.8 Para. 3 DCGK:** The company is of the opinion that the motivation and responsibility with which the members of the Supervisory Board carry out their duties will not be improved by an insurance excess. The D&O liability insurance serves to safeguard against the company's material own risks and at most serves as a second-line defence of the assets of the members of those bodies. The D&O insurance for the Supervisory Board was therefore taken out without an excess.

› **Item 4.1.3 Sent. 2 and 3 DCGK:** YOC AG has instituted appropriate measures aligned to the company's risk situation, in order to ensure that legal provisions and intragroup regulations are observed. The existing risk management is being reviewed each year in the context of the annual audits, where up until today no objections have been made. The introduction of an additional special Compliance Management System is not deemed necessary by the Management Board and the Supervisory Board due to the positive experiences of the past and the size of the company. For the time being, we abstain from providing a protected reporting system, as from the Management and Supervisory Boards' perspective, there is no sufficient practical experience with it in Germany. This is why we have opted to wait and see whether the arguments brought forward against a reporting system, such as in particular high costs, possible negative effects on the corporate climate and its susceptibility for misuse, actually play a role in practice and which solutions will become established to prevent these factors. The Management Board and Supervisory Board will continue to observe the practices developing in this field.

› **Item 4.1.5 DCGK:** The appropriate representation of women in the two management levels below the Management Board is subject to individual qualification for the respective position. Based on this premise, the Management Board will pay attention to

diversity when filling leading positions, and strive to accomplish an appropriate representation of women.

› **Item 4.2.1 DCGK:** According to item 4.2.1 of the DCGK, the Management Board is to consist of several persons and have a chairman or spokesman. The YOC AG Management Board consisted of one person in financial year 2017. In agreement with the Supervisory Board and the Management Board, the company for the time being abstains from appointing further members to the Management Board, as management-related duties have been partially delegated to the second management level.

› **Item 4.2.2 Para. 2 DCGK:** The Supervisory Board is to consider the relationship between the remuneration of the Management Board and that of the senior management and overall staff, also in terms of its development over time. For this comparison, the Supervisory Board determines how senior management and the relevant staff are to be differentiated. Such an explicit differentiation has not taken place, so as not to limit the economic scope for salary negotiations.

› **Item 5.1.2 Para. 1 Sent. 2 DCGK:** Currently, all Supervisory Board positions are held by men. Membership to the Supervisory Board is first and foremost based on individual suitability for the board.

› **Item 5.1.2 Para. 2 Sent. 3 DCGK:** No age limit for members of the Management Board has been set by the Supervisory Board. The members of the Supervisory Board are convinced that the suitability for company management depends largely on individual capabilities.

› **Items 5.3.1, 5.3.2 and 5.3.3 DCGK:** As the Supervisory Board of YOC AG has only three members, it would be neither practical nor in accordance with best practice standards to set up committees, particularly an audit committee or nomination committee. The purpose of setting up an audit committee as proposed by the DCGK is to increase the efficiency of auditing. This aim would not be achieved at YOC AG as nearly all members of the plenum would have to sit on the audit committee. Similarly, nearly all plenum members would have to sit on the nomination committee, which would not bring any improvement in the preparation of Supervisory Board recommendations regarding candidates proposed by the shareholders.

› **Item 5.4.1 Para. 3 DCGK:** An appropriate representation of women cannot be specified in advance, as Board membership is determined by individual qualification. No age limit or limit for the length of job tenure has been set for Supervisory Board members. A candidate's ability to monitor and act as a coequal contact for the Management Board as a member of the Supervisory Board depends mainly on individual capabilities.

› **Item 5.4.1 DCGK:** In order to implement the German "Law on Equal Participation of Women and Men in Leadership Positions in the Private and Public Sector", which came into force in May 2015, the company's Supervisory Board has determined target figures for the representation of women on the Supervisory Board and Management Board. Beyond fulfilling

this legal requirement, the Supervisory Board has not defined any specific goals for its composition. The Supervisory Board has recommended and will recommend those candidates for election that it has found most suitable for the position to be filled on the Supervisory Board, following careful consideration and taking into account the specific situation of the company. Insofar, the Supervisory Board implicitly has always defined a “skills profile” for the vacancy to be filled on the Supervisory Board and will continue to do so. As a matter of course, in making nominations the Supervisory Board has been and will be led by the selection criteria of the German Corporate Governance Code. A permanent skills profile for the body as a whole, however, does not exist in writing, also with regard to the size of the Supervisory Board.

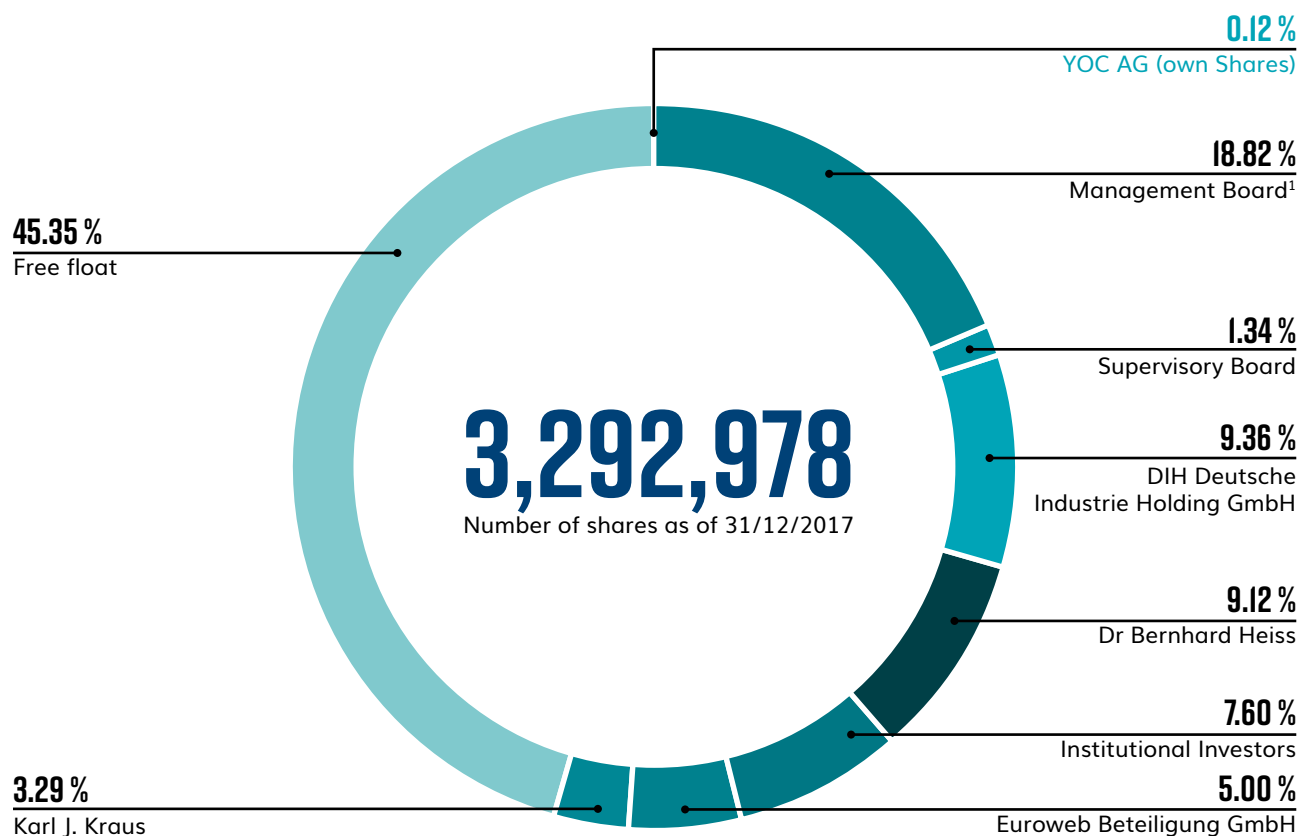
- › **Item 5.4.3 Sent. 2 DCGK:** According to Item 5.4.3 Sent. 2 DCGK, the next General Meeting is to be set as the deadline for an application for the judicial appointment of a Supervisory Board member. To ensure continuity and efficient and productive work in the Supervisory Board, no deadline was set for the application for the judicial appointment of two of the present Supervisory Board members.
- › **Item 7.1.2 Sent. 3 DCGK:** The company will endeavour to comply with the recommendation that the consolidated financial statements be made available to the public within 90 days after the end of the financial year and the interim reports within 45 days after the end of the reporting period. The company can, however, not always guarantee that it will do so, as this would be possible only with significantly increased personnel and organisational effort, and thus with considerable additional cost. They are hence published within the statutory and stock exchange time limits.

Berlin, February 2018

YOC AG
THE MANAGEMENT BOARD
THE SUPERVISORY BOARD

THE YOC SHARE

SHAREHOLDER STRUCTURE YOC AG



INFORMATION ON THE LISTING

DOMESTIC SHARES
STOCK TYPE

593273
SECURITIES IDENTIFICATION NUMBER

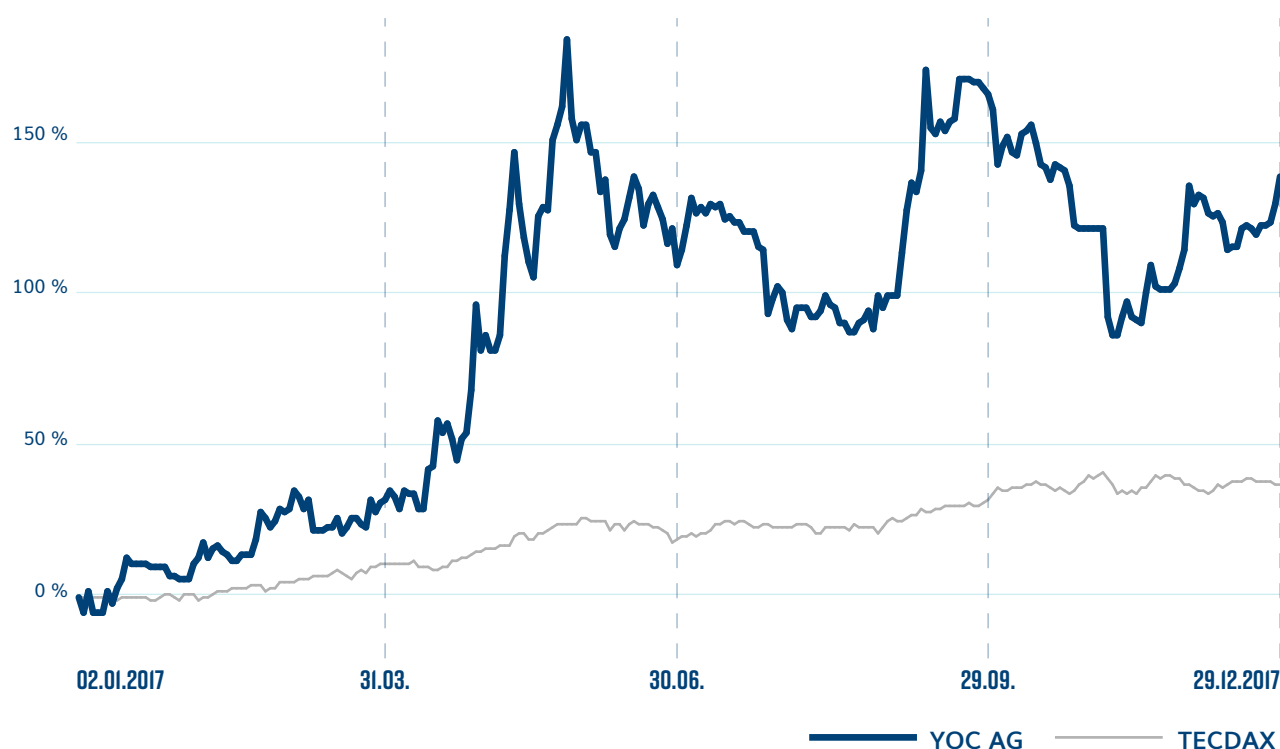
XETRA
TRADING PLACE

DE0005932735
ISIN

PRIME STANDARD
STOCK EXCHANGE SEGMENT

¹⁾ The ownership interest held by dkam GmbH is attributed to Mr Dirk-Hilmar Kraus.
Shareholder structure 31/12/2017

SHARE PRICE DEVELOPMENT OF YOC AG IN FINANCIAL YEAR 2017



SHARE PRICE DATA IN A YEAR-ON-YEAR COMPARISON

3.60 € / 8.28 €

YEAR-END MARKETPRICE 2016 / 2017

+130 %

CHANGE

4.75 € / 9.85 €

PEAK PRICE 2016 / 2017

+107 %

CHANGE

1.80 € / 3.30 €

LOWEST PRICE 2016 / 2017

+83 %

CHANGE

DEVELOPMENT IN 2017

YOC SHARE

349 €

AS OF 02/01/2017

8.28 €

AS OF 29/12/2017

+137 %

CHANGE

TECDAX INDEX

1,840.57 €

AS OF 02/01/2017

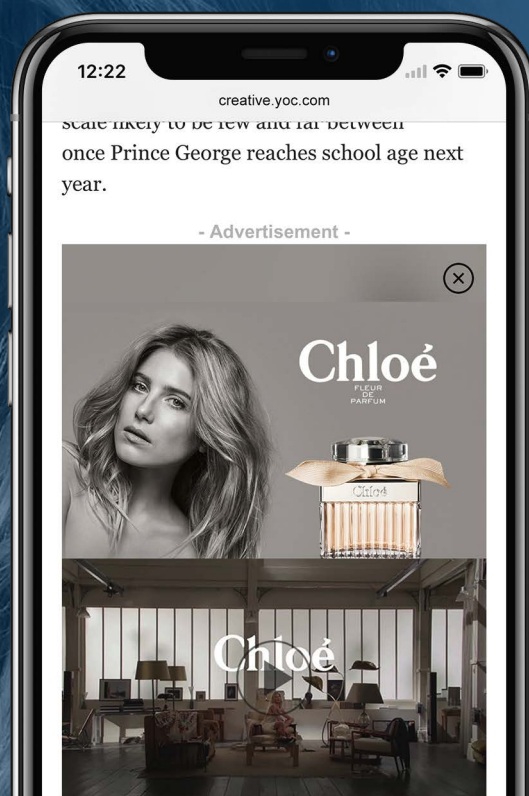
2,529.04 €

AS OF 29/12/2017

+37 %

CHANGE

Chloé, Poland
YOC Understitial Ad
Q1 / 2017



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Chloé

FLEUR
DE
PARFUM



YOC PRODUCT OVERVIEW

Aiming to provide mobile users a special brand experience through innovative and creative advertising formats, YOC developed new, highly effective products in the financial year 2017. The proprietary advertising platform VIS.X, the new centerpiece of YOC, is able to fit any advertising creative automatically and without any additional technology into these products and deliver them as engaging brand messages programmatically and at scale to the right target group. Advertisers use YOC's well-established high impact formats for a wide reach of marketing campaigns, while publishers can refine their inventory with YOC products and efficiently monetize it.

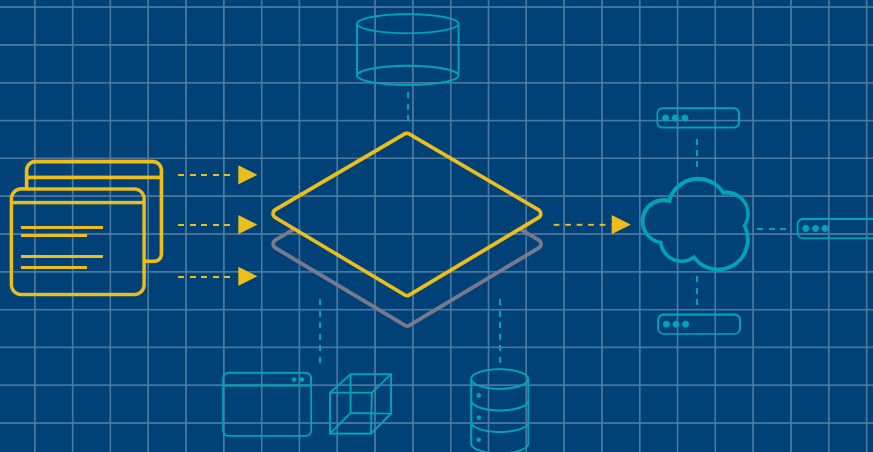
The following presentation of new developments and bestsellers provides an overview of YOC products.

VIS.X[®]

YOC INLINE VIDEO AD

YOC UNDERSTITIAL AD[®]

YOC MYSTERY AD[®]



VIS.X®

VIS.X is a new and unique kind of advertising technology that enables efficient execution of media and high impact ad products at scale. VIS.X wraps the inventory in a holistic auction offering all available products in one transaction to buyers, consequently optimizing the bidstream. YOC has developed this platform to unlock the real value of digital advertising – making VIS.X the go-to-platform for high impact programmatic advertising.

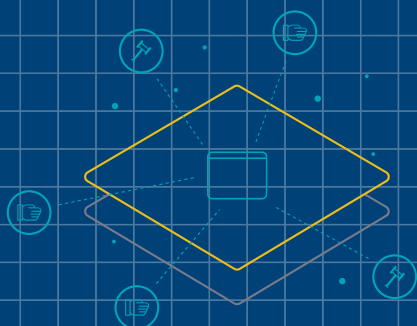


HIGH IMPACT FORMATS

Transactions can be executed with YOC's proprietary high impact ad formats without further adjustments on the buyer's DSP – the creative technology layer inside **VIS.X** transforms regular creative assets into high impact, rich media ads in real-time at transaction level.

BRAND-SAFE INVENTORY

Hundreds of world renowned publishers are already integrated and connected with **VIS.X**, offering 100 % brand-safe, premium inventory to buyers at scale.

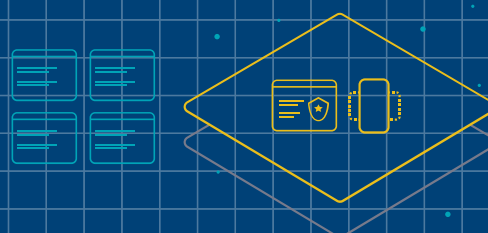


HOLISTIC APPROACH

VIS.X enables publishers to connect their monetization stack directly or via header bidding. The inventory is made available to all buyers at the same time and optimized for the best possible effective sell-through, thanks to a holistic auction approach.

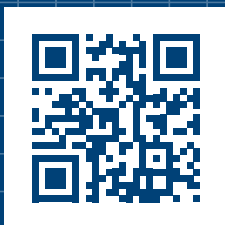
PRIVATE MARKETPLACE

Buyers get priority access to our premium inventory and high impact formats through Private Auctions or Preferred Deals. Depending on the buyers' data, campaign goals and preferred processes, we will match the right auction mechanics for efficient media buying.

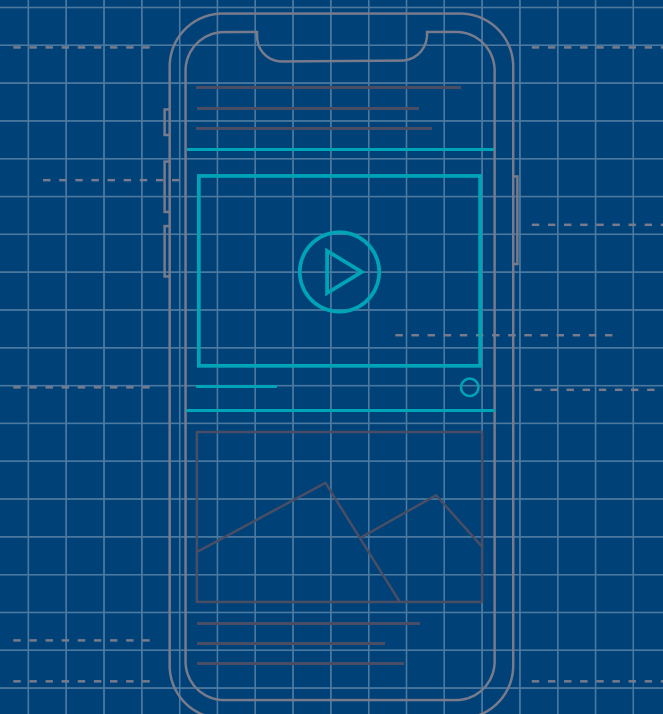


YOC INLINE VIDEO AD

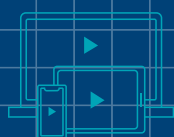
The most exciting and effective way to share your story to the world. Using the YOC Inline Video Ad your message can be shared across display and video placements. The video only starts playing when the ad is at least 50 % in view, guaranteeing your audience's attention. YOC's proprietary video technology (IVA) transcodes any video asset to auto-play across all devices.



Scan the QR code now and watch it live.



AT A GLANCE



ALL PLATFORMS

CPM, VCPM, CPCV

PRICING MODELS

AMP, IAB VAST, IAB VPAID, MRC

STANDARDS

46%

VIDEO COMPLETION RATE

10%

HIGHER BRAND AWARENESS

100%

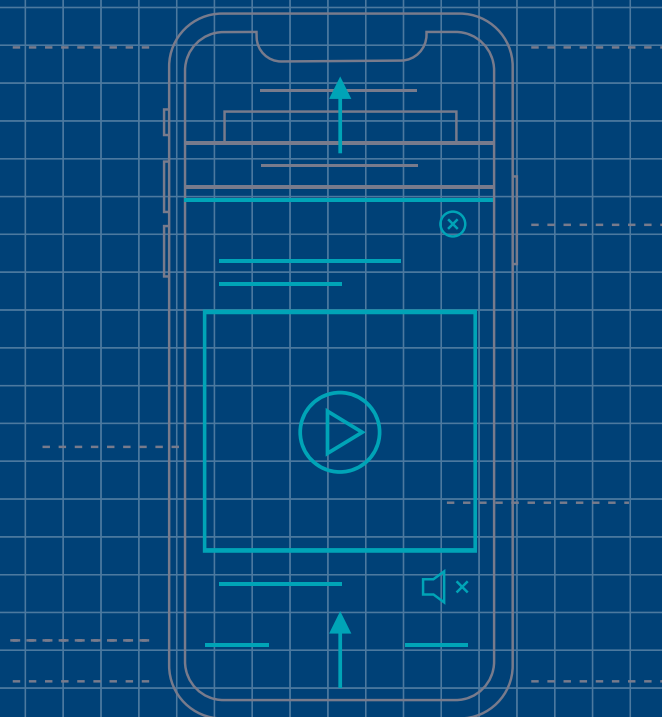
COMMITTED VIEWABILITY

YOC UNDERSTITAL AD®

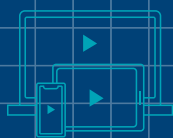
Take center stage using the YOC Understitial Ad. A user initiated format, allowing the individual to reveal the ad by scrolling up or down. The non-intrusive full screen ad format is delivered without interrupting the user's reading flow. It creates noticeably higher engagement rates using HTML5, 16:9 or vertical video, guaranteeing an enjoyable user experience. Unlock the best branding effect.



Scan the QR code now and watch it live.



AT A GLANCE



ALL PLATFORMS

CPM, VCPM, CPCV

PRICING MODELS

IAB VAST,
IAB VPAID, MRC

STANDARDS

3,5X

HIGHER CTR

4,2X

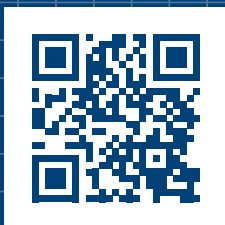
HIGHER VCTR WITH
VIDEO OR HTML5

100%

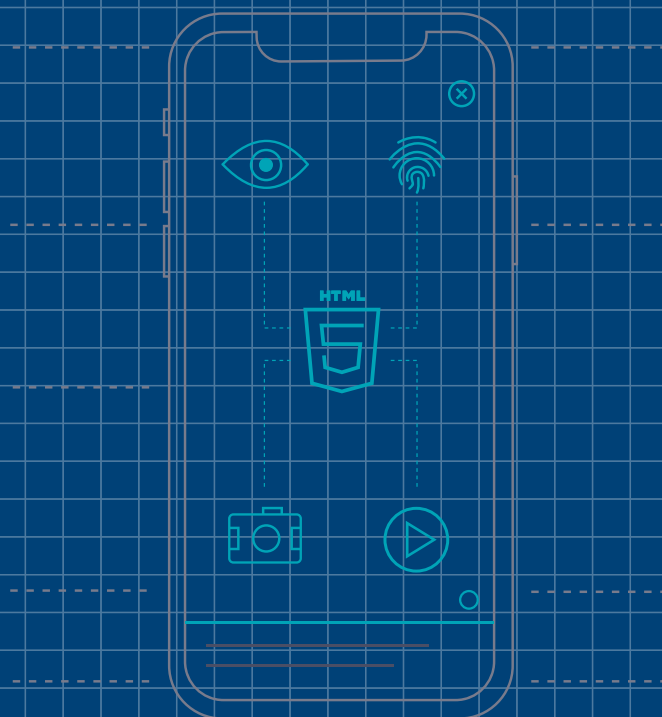
COMMITTED VIEWABILITY

YOC MYSTERY AD®

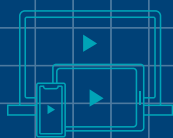
The YOC Mystery Ad received several recognized industry awards including iab webAD and Golden Cannes Mobile Lion award. This innovative product allows users to interact directly with the campaign, creating a memorable and personalised brand experience. Add layers of interaction and transform your creative idea to an engaging advertising solution. The possibilities are endless.



Scan the QR code now and watch it live.



AT A GLANCE



ALL PLATFORMS

CPM, CPC

PRICING MODELS

**HTML5, MRC,
IAB VAST**

STANDARDS

5,5X

HIGHER TIME SPENT

1,6X

HIGHER ENGAGEMENT RATE

7,2X

HIGHER USER-INITIATED PLAYRATE

MOBILE ADVERTISING MARKET ENVIRONMENT

SMARTPHONE PERVASIVENESS FORMS BASIS FOR INTERNET CONSUMPTION

The mobile web has become an integral part of peoples' daily lives. According to the annual Zenith Mobile Advertising Forecast, 63 % of all people worldwide own a smartphone.¹

For the year 2018, they expect it to be 66 %.¹ For Germany, the same study calculated a smartphone concentration of 81 % in 2018, whereby within the core advertising target group there is even an almost comprehensive coverage.²

With the higher smartphone penetration also came a steady growth of the mobile internet use over the past years. Since 2010, the share of the mobile media segment in the overall media usage increased by 44 % annually on average, today accounting for around one quarter of the total media usage.³ This trend is also driven by improved technology, greater availability of content optimised for mobile, and cheaper data rates.³

The outlined development serves as an explanation for the significant increase of the share of mobile internet usage in the total internet usage and the increased length of use. Mobile devices (smartphones and tablets) will in 2018 probably have a 73 % share in the total internet usage – 3 % more than in the year 2017.¹ For the year 2019, Zenith Optimedia predicts a 76 % share.¹

Since 2011, internet use through mobile devices has consequently already doubled (36 %).¹ Internet consumption of mobile users has risen to 209 minutes daily in 2017⁴ – in the year before it was still around 165 minutes.⁵

The German advertising provider Gruner+Jahr E|MS, that analyses the use behaviour of German smartphone owners on an annual basis, found that the smartphone is used primarily to retrieve weather information (75 %), to research knowledge and information (73 %) and to access (regional) news (65 %). Surprisingly the use of social networks only comes fourth with 61 %.⁶

Moreover, according to the study, purchasing processes become more and more influenced by mobile devices. This means that 45 % of all consumers use smartphones and tablets as a source of research before making a purchase. At the same time, more purchases are being made via mobile: 71 % of the surveyed users already make purchases via their mobile device. Most frequently, books, applications, flight and train tickets as well as clothes and shoes are bought in this way.⁶

ADVERTISING SPENDING FURTHER ON THE RISE AND INCREASINGLY VIA PROGRAMMATIC BUYING

That advertising spending in the mobile segment would ultimately exceed spending for advertising in the stationary (desktop) internet, was foreseeable for quite some time. It finally occurred in 2017. The share of mobile advertising in the total internet advertising came to 53 % for the first time, and will - as anticipated by Zenith Optimedia - already have increased to 62 % by 2019.¹

Meanwhile, the agency network Dentsu Aegis calculated that 2018 will see an overall increased growth of advertising spending (3.6 % as compared to 3.1 % in the previous year.⁷ Aside from the regular tendency towards mobile advertising spending, the major sporting events in 2018, from the Winter Olympic Games to the FIFA world cup in Russia, can explain this development.⁷

Moreover, Dentsu Aegis in their biannual Ad Spend Forecast, which is based on data from 59 markets, expects the total advertising spending to amount to just under USD 590 billion.⁸

With a share of 38 %, the digital advertising branch is establishing itself in the top rank of the total advertising spending ahead of TV advertising (36 %).⁷

- 1) <https://www.zenithmedia.com/smartphone-penetration-reach-66-2018/>
- 2) https://www.wuv.de/digital/weltweite_smartphone_verbreitung_steigt_2018_auf_66_prozent
- 3) <https://www.zenithmedia.com/26-of-media-consumption-will-be-mobile-in-2019/>
- 4) <http://www.ard-zdf-onlinestudie.de/ardzdf-onlinestudie-2017/online-nutzung/>
- 5) http://www.ard-zdf-onlinestudie.de/files/2016/0916_Koch_Frees.pdf
- 6) https://www.wuv.de/medien/studie_mobile_shopping_ist_weiter_auf_dem_vormarsch
- 7) <http://www.dentsuaegisnetwork.de/News/DentsuAegisNetworkNewsDetaila/2018/2018-01-15>
- 8) http://www.dentsuaegisnetwork.de/m/de-DE/PDF/20180115_DAN_PM_Ad%20Spend%20Forecast.pdf

According to Statista, the share of the large US-American providers Facebook, Google and YouTube in digital advertising spending is estimated at 60 %⁹ Mobile advertising accounts for 26 % of the total advertising spending and can be estimated at around USD 156 billion worldwide.¹

According to YOC's own estimates, we can expect the large providers such as Facebook, Google, YouTube, Instagram and Snapchat together having an 80 % share in the mobile advertising market.

With a view to the German market, according to Dentsu Aegis we will see a moderate increase of the total advertising spending by 2.6 % in the year 2018 – a slightly stronger growth as compared to 2017 (2.2 %).⁷

In the mobile segment, however, a growth rate of 38 % is to be expected, whereas the figures for traditional media are on an overall decline. Most affected by this are the newspapers.⁷ According to Statista, a provider of market data, they face a decline of 5.5 % year-on-year.¹⁰

PROGRAMMATIC ADVERTISING ALREADY ESTABLISHED

An examination of advertising spending through the programmatic sales channel shows us that a global increase of 23 % is likely in 2018.⁷

According to Zenith Optimedia, by 2019 67 % of all digital advertising spending worldwide will be traded automatically.¹¹ One reason for this is the intense competition between start-ups and established companies in the ad-tech section.⁷

That the US clearly take a leading role in the automated trade of digital advertising, is revealed by the current statistics: A study of the eMarketer research institute anticipates that in 2019 already around 84 % of digital advertising spending in the US will be traded via programmatic channels.¹² Of these, a share of around 80 % is to be accounted for by mobile advertising spending.¹² Even though we cannot expect such coverage of programmatic advertising in Germany in the coming years, we still saw an unbroken growth development. The Bundesverband Digitale Wirtschaft (BVDW) calculated 40 % growth on a 45 % share of digital advertising spending that was made programmatically, i.e. automated, for the year 2016, based on the net advertising sales in the advertising statistics of the German Circle of Online Marketers (OVK - Online-Vermarkterkreis).¹³

According to eMarketer, reservations of the German market against the automated trade will continue to go back, as advertisers and publishers of media content and applications recognise the advantages of programmatic advertising and will give more weight to them than to the perceived disadvantages such as fraudulent auctioning of non-existent spaces or a lack in transparency. In addition, the quality of programmatic advertising has been strongly refined and it has hence gained a foothold in the premium segment. Organisations like the Interactive Advertising Bureau (IAB) or the Bundesverband Digitale Wirtschaft (BVDW) that advocate a standardisation of processes and regulations in the programmatic advertising segment have had a significant influence on this development.

In 2018 – as eMarketer states – the German advertising market is to reach 67 % coverage of programmatic advertising. Mobile advertising spending will thus account for around 60 % of the total programmatic trade volume.¹⁴ For 2019, the market research company predicts that programmatic advertising will already account for 76 % of all spending for display advertising.¹⁴

The distribution of expenditure among different trade mechanisms shows that German advertisers and publishers nonetheless approach the topic somewhat cautiously. Hence, still around 48 % of the total trade is made directly, while trade in the programmatic open market and via deals in private marketplaces together account for 52 % of the volume.¹⁴

9) <http://www.faz.net/aktuell/wirtschaft/wirtschaft-in-zahlen/so-maechtig-sind-google-und-facebook-auf-dem-werbemarkt-15331151.html>

10) <https://de.statista.com/statistik/daten/studie/163800/umfrage/prognose-der-verteilung-der-werbeausgaben-in-deutschland/>

11) <https://www.zenithmedia.com/programmatic-marketing-forecasts/>

12) <https://www.emarketer.com/Article/eMarketer-Releases-New-US-Programmatic-Ad-Spending-Figures/1016698>

13) <https://www.adzine.de/2017/12/programmatic-sinkende-kosten-fuer-adtech-erwartet/>

14) <https://www.emarketer.com/content/what-programmatic-advertising-looks-like-in-germany>

RANGE OF SERVICES

With its growth of expertise since 2001, YOC develops innovative digital advertising formats, making them available through its marketplace for both traditional and automated real-time trade (programmatic advertising). With its cutting-edge technology, developed in-house, and tremendous media coverage, the 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, advertising clients reach their goals - while at the same time the self-developed, unobtrusive formats improve the user experience.

Through its long-standing expertise, transparent procedures and an excellent service, YOC creates trust and equally convinces customers and partners.

More than 500 renowned brands such as **Disney, Ford, McDonald's, Mercedes-Benz, Netflix, Coca-Cola, Samsung** or **Unilever** already use the YOC technology.

The around 400 integrated well-selected international partners with a direct global coverage of more than 200 million monthly active users (MAU) include premium publishers such as **Shazam, The Telegraph, Daily Mirror, Kurier, Kronenzeitung, Der Tagesspiegel, Bunte.de** or **Eurosport**. They trust in YOC's services due to our technological and market-specific expertise and based on a long-standing profitable partnership.

The company's focus is on positioning itself as a technological provider of its proprietary supply-side platform **VIS.X** as well as mobile advertising products and solutions in the core markets in Great Britain, Germany, Austria, Spain and Poland.

Hence, YOC develops its own scalable in-house technology platform and delivers new products through all sales channels in demand, in particular in the booming and highly automated programmatic advertising environment. Over the past years YOC, as a result of the modified technological framework parameters, assumed a stronger position in the market for digital advertising and realised crucial changes.

To this end, the company internalised important elements of the value chain in mobile advertising, and also tackled the issue of online advertising. This includes 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 internet users' consumption of media content. Adding to this, the company over the past years built an extensive system infrastructure, comprising internally developed innovative software and well-known solutions from renowned external suppliers like Google, SAP or Salesforce. Within this framework, YOC is able to service all relevant sales channels on a scalable basis.

The combination of a modern and scalable supply-side platform, innovative advertising products and an

efficient technological infrastructure is the striking competition factor through which YOC clearly stands out from other market players.

YOC'S SUPPLY-SIDE PLATFORM (SSP): VIS.X

Adding to its established product lines, YOC has developed a new platform for the highly automated media trade in financial year 2017, and introduced it to the market at the beginning of 2018.

The company thereby pursues the target to deliver the solution for one of the prevailing problems of the digital advertising market: Meeting the demand for the programmatic, i.e. highly automated purchase of highly effective advertising formats.

Most of the platforms available in the market focus on standard products, so that the product lines developed at YOC internally as well as high-profile advertising formats of several external providers were not available for programmatic booking.

Through **VIS.X**, YOC establishes a new programmatic trading platform for international brand-safe inventory by premium publishers - positioning the company in the market as a provider of high-quality advertising technology. The platform unites the publishers' advertising inventory with YOC-owned products via private marketplaces in an integral auction, offering purchasers all relevant products in one transaction. In accordance with the purchasers' targeting data and individual campaign goals, YOC provides the appropriate auction mechanisms for an efficient media purchase.

The purchase process for advertisers, media agencies and their procurement organisations (trading desks) does not call for further technological adjustments to the existing infrastructure. Already existing advertising material is transformed by **VIS.X** into YOC's in-house, promotionally effective products and delivered in real time. In so doing, the technology developed by YOC unlocks the full potential of programmatic advertising. **VIS.X** is thereby becoming the ideal platform for effective digital advertising.

By integrating several hundred publishers and with the high performance level of **VIS.X**, the trading desks are offered a high scalability in real-time and international premium inventory for their media purchase.

The full inventory of a publisher is offered to all purchasers at the same time. This leads to ideal monetising for the publishing partners. At the same time, the platform provides YOC's advertising clients with premium inventory, high transparency and brand safety, leading to improved advertising results.

The development of **VIS.X**, as a result, creates a sustainable competitive advantage for the attached publishers, trade desks or advertisers.

The company benefits from its independence from third party suppliers and positions itself as a strong provider of technology with a scalable business model. This has driven the company to develop its own supply-side platform (SSP).

PRODUCT LINES

The company successfully promotes its product lines **YOC Understitial Ad**, **YOC Inline Video Ad** as well as **YOC Mystery Ad**. Our products aim at effectively launching the advertising messages of advertisers targeted at the end consumer.

The application of various methods of display, interactive elements and unobtrusive operating principles leads to an improved acceptance with users. In addition, compared to the classic standard formats, the YOC products allow for enhanced methods of measuring various statistics on interaction and usage. They thereby contribute significantly to the measurability of marketing success for advertisers, while on the other hand raising the potential for optimising the advertising impact on end users.

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 web page. Advertisers reach out to the smartphone user through a large-screen advertisement without interfering with his user habits. In this advertising tool, YOC combines its technological experience with its competence in targeting users in digital environments.

In the past financial year 2017, **YOC Understitial Ad** saw further improvements. In particular the newly developed video version received new components.

Proceeding from the success of **YOC Understitial Ad**, the company introduced its first desktop advertising format into the market in the second half of 2017:

Like the mobile product, **YOC Understitial Desktop Ad** operates unobtrusively within the editorial content and is opened successively by scrolling through a page, until it is fully visible. The online advertising format is available for HTML5, video or image content. At the core is, once again, the intention not to restrain the user in his digital habits.

At the same time, YOC through this product extension improves monetising for publishers, as advertising campaigns that are based on **YOC Understitial Ad** can be purchased via mobile and online simultaneously. On top of this, the development of **YOC Understitial Desktop Ad** strengthens the holistic communication approach of advertisers.

YOC Inline Video Ad is an innovative digital advertising format which allows advertisers to publish video ads on classic websites without their own video content. It is compatible with the branch-specific standards (VAST and VPAID) and plays videos in high quality. The special feature of this product is that it is universally applicable and does not require a fixed placement within the website of a publisher.

The integrated start-stop automatic only lets the video play when the user is actually viewing it on his smartphone display or monitor, it stops as soon as it leaves the visible range through scrolling. This significantly improves the viewability and, as a consequence, the advertising appeal of the advertiser.

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 elements of interaction with the brand message. **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 management, optimisation and evaluation of a campaign, the measurement of viewability has advanced to becoming a decisive factor. In financial year 2017, YOC therefore further extended its technological infrastructure for measuring and evaluating the viewability of mobile advertising formats.

The YOC products follow market-specific measurement standards (IAB and MRC), thus offering advertisers internationally comparable performance indicators for their success in digital advertising. YOC consequently sets 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 advertising solutions for successful advertising campaigns to its advertising clients:

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. In addition, the company-owned platform **VIS.X** is being operated by **YOC Hub**.

The enhanced support of the programmatic business segment through dedicated reporting simplifies the daily operating business. The comprehensive and independently configurable software interface of **YOC Hub** gives users an up-to-date overview of the marketing success of the YOC products.

BUSINESS DEVELOPMENT YOC GROUP

In the past financial year 2017, YOC Group reached the point of break-even adjusted on operating level – a decisive milestone.

In financial year 2017, the company recognised **revenue growth** of around 20 % to EUR 14.4 million (2016: EUR 12.0 million). The key elements of this development are the company's positioning as a product-based provider of mobile programmatic advertising, the related development of innovative products in a rapidly changing branch, and binding and recruiting highly qualified specialised staff.

The increasing business volume also shows in the **revenue per employee**, which increased by around 18 % to kEUR 282 (2016: kEUR 239). This is a 53 % rise in a two-year comparison (revenue per employee 2015: kEUR 184).

At the same time, the revenue share of self-developed ad-tech products is increasing, leading to a further growth of the company's **gross profit** also in financial year 2017. The **gross margin** improved by 2 percentage points year-on-year to 39 % (2016: 37 %), or 10 percentage points as compared to 2013 (2015: 33 %; 2014: 32 %; 2013: 29 %).

The **adjusted operating result before depreciation/amortisation (EBITDA)** came to EUR 0.3 million in financial year 2017 (2016: EUR -1.0 million), an increase by EUR 1.3 million.

The strongly positive price development of the YOC share in financial year 2017, combined with the phantom stock option programme for the company's management personnel, induced the recognition of unscheduled provisions in the past financial year.

Hence, YOC Group's **EBITDA** including these provisions came to EUR -0.1 million (2016: EUR -1.1 million).

INTERNATIONAL BUSINESS

YOC Group in financial year 2017 benefitted from its presence in the core European markets, from its range of innovative products and a long-standing market expertise since 2001.

Aside from the Berlin headquarters, the company has altogether five branch offices in Great Britain (London), Spain (Madrid), Austria (Vienna), Poland (Warsaw) and in Germany (Dusseldorf).

The German-speaking business locations in **Germany and Austria** continued to develop at a high level in financial year 2017. Especially the German market grew once more with a significant increase in revenue of 24 % (2016: 28 %).

In Austria, YOC Group is the market leader, once again coming first in the Austrian marketer ranking. The revenue growth in financial year 2017 was based on the high demand for the various versions of the proprietary product **YOC Understitial Ad**.

The **British subsidiary** recognised a revenue growth of 27 % (2016: -12 %), the highest absolute revenue growth among all YOC locations. This development is due to the significantly growing revenue from the strategically important sales channel of programmatic advertising (automated sales via interacting trading systems in real-time).

The subsidiary in **Poland**, founded in the second half-year of 2016, showed a pleasing progress, achieving 240 % revenue growth year-on-year. Following 20 months of development work, the revenue contribution of the Polish market is constantly increasing.

In financial year 2017, the turnover from the **Spanish market** stagnated as compared to the previous year. However, a strong revenue growth was achieved in the final quarter of the reporting year.

ADVERTISERS AND PUBLISHERS

Over the past reporting period, the number of well-renowned, international advertisers further increased: **Disney, Ford, McDonald's, Mercedes-Benz, Netflix, Coca-Cola, Samsung or Unilever** use the YOC products for effective mobile advertising.

On top of this, the publisher basis was also further expanded. The company is thereby able to offer the YOC products to advertising clients with a large and attractive international coverage. Through the increased integration of the YOC products, YOC's publishers were able to improve the monetising of their media content, as the company's products generate notably higher prices compared to standard products. With the business-intelligence platform **YOC Hub** publishers can manage, evaluate and optimise their marketing activities.

TRANSFORMATION INTO A PROVIDER OF ADVERTISING TECHNOLOGY

In financial year 2017, YOC Group accomplished the transformation into an ad-tech provider by developing and launching its own supply-side platform for the highly automated media trade. **VIS.X** - the new proprietary platform by YOC - provides a unique marketplace in which access to millions of users on any type of device becomes possible via direct trade or automated real-time trade. Thereby originates a high-volume media trade, in an efficient and scalable manner, between first-class advertisers and high-quality publishers.

The foundation for this transformation was already laid by the company in financial year 2016 by changing the business model. Since then, YOC has continuously expanded the programmatic trade of digital inventory. At the same time, the company's product development plays an increasingly important role by constantly developing new products and introducing them into the market. The globally competitive YOC advertising products achieve the desired branding and awareness effects of the advertisers without intruding on the individual in his use of the internet.

In the past financial year, the company was able to connect its programmatic platforms with numerous additional publishers. YOC is continuously expanding its activities via so-called private marketplaces, in order to make programmatic advertising available in the market for its publishers and advertisers.

In private marketplaces, a previously defined inventory can, with the YOC products, be either purchased at a fixed price or in an auction with a selection of buyers. Furthermore, YOC offers an open marketplace in which the integrated inventory is auctioned in real-time to the highest bidder.

European publishers such as **Shazam, El Desmarque, Trinity Mirror Group, Eurosport** as well as several hundred other renowned media companies have integrated the YOC products and are connected with the new proprietary platform **VIS.X**.

International advertisers such as **Nissan, Samsung, Mercedes-Benz or Audible** use platforms of the company to buy relevant advertising products.

PRODUCT DEVELOPMENT AND INFRASTRUCTURE

In financial year 2017, the focus of the IT and product strategy was set on automating and scaling the business model by achieving three objectives:

- › Developing a platform for the automated media trade combined with highly effective advertising products;
- › Further developing the in-house advertising products;
- › Improving the YOC-owned business intelligence and reporting tool **YOC Hub**.

At the beginning of financial year 2017, YOC started to develop a new, highly scalable platform for the automated media trade: **VIS.X**. This platform realises the media trade in combination with the internally developed advertising products via mobile and desktop advertising spaces. A special focus, besides fulfilling market-specific functionalities, is on the provision and tradeability of particularly effective advertising materials for advertising clients.

In December 2017, the platform was successfully put into operation. The provision of **VIS.X** was an important milestone in the past financial year that concurrently influenced the further development of other software products by YOC.

By developing interactive and unobtrusive digital advertising products, YOC stands out from comparable competitors. By means of these products, renowned advertisers achieve to reach out to their customers systematically and effectively.

This is why the product range has been significantly improved with regard to the requirements of viewability and usability. All products were equipped with the possibility to successfully measure the actual viewability and to also be marketed based on their viewability. This opens up a much more efficient targeting for advertising clients.

Adding to this, the technological infrastructure of the company was improved so as to meet the demands of the market in terms of scalability, in particular with regard to the automated trade. Already, **YOC Understitial Ad, YOC Mystery Ad**, classic formats as well as their compatibility with the most significant third party providers for complex advertising formats in digital environments have been integrated in **VIS.X** and released for programmatic trade.

During financial year 2017, all product lines of YOC were redesigned or enhanced respectively, so as to extend the functionality across the platforms, from the mobile web to stationary internet.

YOC Hub is YOC's proprietary business intelligence and reporting tool. The further development was rigorously realised in financial year 2017 by introducing new functions. **YOC Hub** bundles all relevant transaction data via all sales channels within a user-friendly surface.

The **VIS.X** platform was integrated, so that these data are also available to users of the platform almost in real-time. The uniform presentation of all necessary traffic data allows for quick decision processes and the optimisation of procedures. In a next step, **VIS.X** will be fully controlled via **YOC Hub**.

YOC has an efficient IT system infrastructure, enabled by proprietary software products. The underlying technology platforms are being developed in-house and are noted for their flexibility, performance strength, reliability and scalability. They dispose over various interfaces which enable the integration of interconnected applications. To this end, YOC has its own IT departments that manage and further design the software concerned.

In addition, the company's own IT infrastructure is enhanced by software solutions from renowned partners from the technology and advertising field such as SAP, Google or Salesforce.

The database and application servers used by YOC are installed in Berlin and administered by the in-house IT department. Further servers are operated and managed by YOC in a TÜV-certified computing centre. In order to permanently secure a high service quality in delivering internally developed products, and with regard to the marked internationalisation, a new co-operation was agreed on with a service provider in 2016. Thereby, YOC is now able to secure a swift and reliable delivery through 30 data centres in 27 different countries.

In addition, further capacities were set up in the Amazon and Google computing centres, in order to secure a high quality of service for all clients and users for the operation of the **VIS.X** platform.

EMPLOYEES

The **average number of employees** (without the Management Board) of YOC Group increased slightly by 2 % year-on-year to 51 employees (2016: 50 employees).

As of 31 December 2017, the company had 53 permanent employees. Compared to the previous year, this means a 10 % increase (2016: 48 permanent employees).

In financial year 2017, YOC Group was able to bind top performers to the company and win new qualified staff members for key positions. A shortage of specialists was thereby effectively countered by the company.

DEVELOPMENT OF PROFIT YOC GROUP

REVENUE TREND AND OVERALL PERFORMANCE

In financial year 2017, YOC Group recognised EUR 14.4 million in **total revenue** (2016: EUR 12.0 million). This corresponds to an increase by around 20 % 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 EUR 2.5 million above the previous year's level at EUR 15.0 million (2016: EUR 12.5 million).

REVENUE BY REGION

Revenues in the **German-speaking market** increased by 20 % year-on-year (2016: 25 %) to EUR 9.5 million (2016: EUR 7.9 million). Particularly in Germany, YOC Group was able to seize the opportunities of a growing market by launching new products, leading to a 24 % growth in revenue (2016: 28 %).

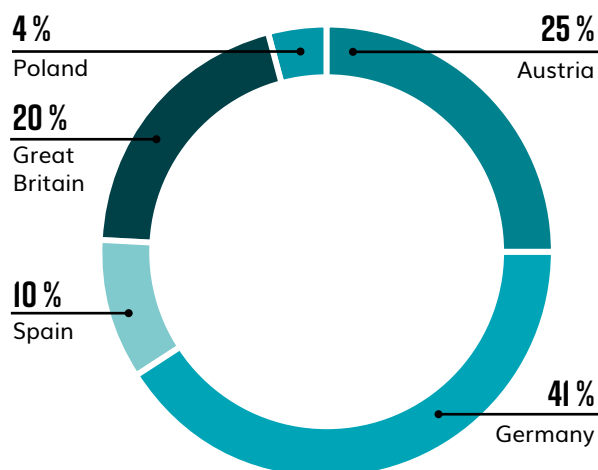
The **British subsidiary** recognised a 27 % revenue growth (2016: -12 %). This is due to the significantly growing revenue from the for YOC strategically important sales channel of programmatic advertising.

The subsidiary in **Poland**, set up in financial year 2016, developed pleasingly and achieved to realise 240 % growth through increasing sales contributions.

In financial year 2017, the turnover from the **Spanish market** stagnated as compared to the previous year. However, a strong revenue growth was achieved in the final quarter of the reporting year.

Altogether, the branches in Great Britain, Spain and Poland recognised a revenue increase by 20 % to EUR 4.9 million (2016: EUR 4.1 million).

The revenue contribution per region in the reporting period can be broken down as follows:



GROSS MARGIN

Material expenses in the reporting period increased disproportionately low compared to the revenue development, by 16 % to EUR 8.8 million (2016: EUR 7.6 million), leading to the gross margin increasing by 2 % from around 37 % to 39 %. 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 increased slightly by 2 % year-on-year to 51 employees (2016: 50 employees). As of 31 December 2017, YOC Group had 53 permanent employees. Compared to the previous year, this means a 10 % increase (2016: 48 permanent employees).

The **personnel expenses** were EUR 0.3 million above the previous year's level at EUR 4.3 million (previous year: EUR 4.0 million). The increase in personnel expense year-on-year can be traced back to unscheduled personnel provisions in the context of the phantom stock option programme amounting to EUR 0.3 million (2016: EUR 0.1 million). Adjusted for this non-operating effect, the personnel expenses in financial year 2017 remain almost on the previous year's level.

The scaling of the business model (gross profit increase with steady fixed costs) continued to progress in 2017. The personnel expenses came to around EUR 4.0 million, as in the previous year and in financial year 2015. As a consequence, the revenue per employee further increased by 18 % year-on-year to kEUR 282 (2016: kEUR 239).

Adjusted for the phantom stock option programme, the personnel cost ratio, which sets personnel expenses in relation to the total output, decreased to 27 % (2016: 32 %).

OTHER OPERATING EXPENSES

In financial year 2017, the **other operating expenses** remained at the previous year's level at EUR 2.0 million. Overall, the measures taken during the last years in order to save costs in various areas took effect, so that the ratio of other operating expenses in relation to the total output decreased from 16 % in the previous year to 13 % in financial year 2017.

EBITDA

Operating earnings before interest, taxes, depreciation and amortisation (EBITDA) came to EUR -0.1 million in financial year 2017 (2016: EUR -1.1 million), thus improving significantly by around EUR 1.0 million (93 %) year-on-year.

The EBITDA adjusted for provisions in the amount of EUR 0.3 million (2016: EUR 0.1 million) for the phantom stock option programme for the company's management personnel came to EUR 0.3 million (2016: EUR -1.0 million).

Thus, the company in the past financial year achieved to improve the **operating profitability** by EUR 1.3 million year-on-year. This corresponds to a 126 % increase.

NET INCOME

YOC Group recognised **scheduled depreciations** in the amount of EUR 0.3 million (2016: EUR 0.4 million), a negative **financial result** of EUR 0.1 million (2016: EUR 0.1 million), and **taxes** on income and revenue in the amount of EUR 0.1 million (2016: EUR 0.1 million).

Earnings after tax (including corporate functions) thus came to EUR -0.5 million in the reporting period (2016: EUR -1.7 million).

DEVELOPMENT OF FINANCIAL POSITION AND NET ASSETS YOC GROUP

NON-CURRENT ASSETS

The non-current assets came to EUR 0.6 million as of the reporting date (2016: EUR 0.5 million). The rise is due to the EUR 0.1 million inflow of **intangible assets**.

In the company's self-developed software item, in-house developments amounting to EUR 0.3 million (2016: EUR 0.2 million) were capitalised.

Property, plant and equipment remained at the previous year's level at EUR 0.1 million (2016: EUR 0.1 million), owing to the reduced investment needs.

Scheduled amortisation and depreciation amounted to EUR 0.3 million (2016: EUR 0.4 million).

CURRENT ASSETS

The current assets amounted to EUR 4.1 million as of the reporting date (2016: EUR 3.5 million), rising by EUR 0.6 million year-on-year.

Trade receivables increased by EUR 0.4 million to EUR 3.1 million as of the reporting date (2016: EUR 2.7 million). This development is, inter alia, due to the risen business volume in Poland, and related long payment periods compared with the other European countries.

The **other assets** item remained at EUR 0.1 million.

Cash and cash equivalents increased by EUR 0.3 million to EUR 1.0 million (2016: EUR 0.7 million). This is mainly a result of the positive cash flow from the operating business in the financial year under review.

EQUITY

As of 31 December 2017, YOC Group's equity came to EUR -4.1 million (previous year: EUR -3.6 million). The decline is due to the **annual result** amounting to EUR -0.5 million (2016: EUR -1.7 million).

The **currency translation differences** in the amount of EUR -0.1 million (2016: EUR -0.1 million) arisen from the translation of GBP into EUR in the financial statement of the British subsidiary are reflected in the results with no effect on net income, leading to the equity capital improving by EUR 0.05 million. This effect can be attributed to the devaluation of the British pound against the Euro at the end of 2017 and currently.

NON-CURRENT LIABILITIES

As of the reporting date, the company's non-current liabilities increased by EUR 0.2 million year-on-year to EUR 1.2 million, which can be attributed primarily to the increased provisions for the stock option programme.

CURRENT LIABILITIES

In financial year 2017, the current liabilities increased by EUR 1.0 million to EUR 7.6 million (2016: EUR 6.6 million). This is mainly the result of an increase in agency refunds in connection with an increased business volume.

Trade payables increased by EUR 0.1 million to EUR 2.6 million (2016: EUR 2.5 million) due to the increased business volume.

Other financial liabilities include almost exclusively liabilities from invoices not yet received amounting to EUR 4.1 million (previous year: EUR 3.3 million). These, in turn, contain mainly provisions for agency reimbursements in the amount of EUR 2.5 million (2016: EUR 2.0 million).

Agency agreements and the related agency reimbursements are of special importance for our business model. They present a kind of sales guarantee or minimal sales volume with the relevant media agency group. In return, they receive a contractually agreed reimbursement in the subsequent year from the relevant operating subsidiary of YOC AG.

Liabilities from advances received, other liabilities and tax liabilities remained at EUR 0.7 million as of 31 December 2017 (2016: EUR 0.5 million).

CASH-FLOW

As of the reporting date, YOC Group's cash and cash equivalents amounted to EUR 1.0 million. Liquidity increased by EUR 0.3 million as compared to the previous year's reporting date.

The total inflow of cash includes the **operating cash flow** amounting to EUR 0.1 million (2016: EUR -1.0 million), cash outflow from investing activities amounting to EUR 0.3 million (2016: EUR 0.2 million) and cash inflow from financing activities amounting to EUR 0.5 million (2016: EUR 1.0 million).

The **outflow of cash from investing activities** in the amount of EUR 0.3 million comprises mainly internal development costs in connection with further developing technological platforms and innovative products.

In the tangible assets item, in- and outflow of cash are balanced.

The **cash flow from financing activities** in the amount of EUR 0.5 million results from taking up a EUR 0.5 million loan at standard market terms, with a maturity ending in financial year 2019.

RESEARCH AND DEVELOPMENT

Costs for research and development of new products or technological innovations during financial year 2017 came to EUR 0.2 million (2016: EUR 0.1 million).

The company's product development is focused on

- › Developing a platform for the automated media trade combined with highly effective advertising products;
- › Further developing the in-house advertising products;

- › Improving the YOC-owned business intelligence and reporting tool **YOC Hub**.

For the further growth of YOC Group, for strengthening its market position and automating internal processes, it is essential to stay competitive in the field of technology, which is why we are pushing ahead with developing and improving our products and platforms internally.

SUMMARY OF THE RESULTS OF OPERATIONS, FINANCIAL POSITION AND NET ASSETS

The consistent implementation of the strategic reorientation over the past financial years is reflected in the increased business volume and a significantly increased gross margin.

The cost-cutting measures of the past years are effective. Consequently, the company's **fixed cost structure** (adjusted personnel and other operating expense) remained stable at around EUR 6.0 million over the past three financial years. As a result, we achieved an adjusted positive **operating result before interest, taxes, depreciation and amortisation (EBITDA)** of EUR 0.3 million on annual level (2016: EUR -1.0 million).

The positive price development of the YOC share combined with the phantom stock option programme for the company's management personnel induced the recognition of unscheduled provisions. YOC Group's EBITDA - including these provisions - hence came to EUR -0.1 million (2016: EUR -1.1 million).

YOC Group's **total assets** increased by EUR 0.7 million to EUR 4.7 million (2016: EUR 4.0 million) due to the increased business volume and the operating development of the company.

FORECAST REPORT YOC GROUP

The use of the internet has already permeated peoples' daily lives to a large extent. Its various possibilities along with the bulk of content provided online affect the continuously increasing daily internet consumption.

Especially people who go online with their mobile devices while on the move use the internet much more intensely compared to the overall population: on average 209 minutes daily. In the group of users under 30 years of age, the daily usage was even 278 minutes.¹⁵

In order to stay relevant for this generation, both publishers and advertisers need to provide attractive information and entertainment products. For publishers

this implies not to overstrain their users with advertisements and ideally even to offer them additional value through creative formats. For advertisers on the other hand it means to exactly know their target group and to address them in a creative way.

In this light, the call for creative and highly effective formats becomes even more relevant. Studies show that rich media formats, i.e. formats that allow for integrating multifarious media such as video, audio or HTML5, create interaction levels five times as high as standard banners achieve, leading to a higher and more positive brand awareness.¹⁶ For some years, YOC has already positioned itself in this business segment with

15) ARD/ZDF Online Studie

16) <http://blog.adform.com/rich-media/standard-vs-rich-media/>

numerous attractive product lines and features, and will participate in the growth of the market by providing interactive and highly effective advertising formats in the programmatic environment.

The automation of the media trade was as yet, however, met hesitantly especially in Germany. But also in the European context the market currently offers few supply-side platforms that can service the demand for mobile programmatic advertising in connection with highly effective advertising products.

Further reservations arise from the concern of many advertisers that their ad could appear in negatively connoted environments. This shows all the more the relevance of secure premium environments and especially their transparency.

Against this backdrop, YOC saw the need for corresponding action in the past year: By developing the new proprietary supply-side platform **VIS.X** in 2017, YOC not only offers highly effective advertising formats that meet the requirements of the Coalition For Better Ads,¹⁷ but can now also trade them via platform-based programmatic sales channels. By binding premium publishers and their high-quality inventory, YOC moreover covers the strong demand for brand safety, i.e. for secure advertising environments, and will thereby in future participate in the further expansion of programmatic trade in Europe.

Following a revenue growth of more than 20 % each in the past two financial years 2016 and 2017, the main focus of the management is on stabilising the dynamic

growth of the programmatic platform business and hence realising the defined corporate strategy.

To this end it is crucial that all YOC branches adapt the new market positioning and realise all relevant tasks. Meanwhile, the company's internationalisation will be further pushed ahead.

By introducing its own technology platform **VIS.X** onto the market, the company will achieve a sustainable competitive edge as well as independence from third party providers through the programmatic trade of highly effective advertising products.

On top of this, aside from the existing business, further revenue will be generated successively in the programmatic real-time trade.

Expectations for the coming financial year 2018 are positive. In almost all markets, the set targets were either met or exceeded in the past financial year.

Altogether, YOC Group expects a significant growth in sales revenues by around 10 to 15 % for financial year 2018, with the cost structure only increasing at a disproportionately low rate year-on-year.

As a result, the company expects to further improve the operating earnings situation in financial year 2018, based on the outlined developments.

For financial year 2018, the company hence expects a positive operating cash flow and EBITDA. The positive economic circumstances of the euro zone support this prognosis.

17) Global Initiative to improve consumers' experience with online advertising, <https://www.betterads.org/>

DEVELOPMENT OF PROFIT YOC AG

YOC AG, with headquarters in Berlin, is the parent company of all companies included in YOC Group. Along with the corporate functions, the complete product and platform development segment is held at YOC AG.

In addition, YOC AG operates the central yield optimisation in order to increase the monetising of advertising spaces made available by all publishers of YOC Group.

REVENUE DEVELOPMENT AND OVERALL PERFORMANCE

In financial year 2017, the company gained sales revenue amounting to EUR 4.9 million (2016: EUR 3.0 million).

Of these, external **sales revenues** in the amount of EUR 2.2 million (2016: EUR 1.2 million) can be attributed mainly to the central yield optimisation. Its share in the total revenue with affiliated companies amounted to EUR 2.8 million in 2017 (2016: EUR 1.6 million). EUR 2.7 million (2016: EUR 1.0 million) of these can be attributed to income from charging on costs for corporate functions and the yield optimisation segment, and EUR 0.1 million (2016: EUR 0.6 million) can be attributed to income from charging on costs of the central performance unit to subsidiaries.

As in the year before, the **other operating income** contributed only marginally to the total output (2016: EUR 0.1 million).

The company's **total output** was EUR 1.9 million above the previous year's level at EUR 5.0 million (2016: EUR 3.1 million).

COST OF MATERIALS

Costs for services received in the amount of EUR 3.2 million (2016: EUR 2.0 million) include mainly publisher remuneration for performance campaigns and costs for the central yield optimisation segment.

PERSONNEL EXPENSES AND PERSONNEL DEVELOPMENT

As of 31 December 2017, YOC AG employed 20 permanent full-time employees (31 December 2016: 21 permanent employees).

For the granting of phantom stock options within the context of the Management Incentive Programme started in financial year 2014, provisions in the amount of EUR 0.3 million were recognised in financial year 2017 (2016: EUR 0.1 million), so that altogether EUR 0.5 million

were deferred as of the reporting date (2016: EUR 0.2 million). The positive price development of the YOC share in the course of the year 2017 made the respective formation of provisions necessary.

Overall, the **personnel expense** in the amount of EUR 1.9 million remains at the previous year's level.

OTHER OPERATING EXPENSE

In financial year 2017, the **other operating expenses** correspond to the previous year's figure at EUR 1.0 million (2016: EUR 1.0 million).

EBITDA

Operating earnings before interest, taxes depreciation and amortisation came to EUR -1.0 million in financial year 2017 (2016: EUR -1.8 million).

INVESTMENT AND FINANCIAL RESULT

The investment result and financial result in the reporting year came to EUR 0.5 million (2016: EUR 0.7 million).

The result from the **profit-and-loss transfer agreement** with YOC Mobile Advertising GmbH came to EUR 0.4 million in financial year 2017 (2016: EUR 0.6 million).

Profits distributed to YOC AG by the Austrian subsidiary added EUR 0.3 million (2016: EUR 0.2 million) to the investment result in the past financial year 2017.

The **interest result** came to EUR -0.2 million in the reporting year (2016: EUR -0.1 million).

DEPRECIATION

Depreciation on intangible assets and property, plant and equipment came to EUR 0.2 million in the reporting period (2016: EUR 0.4 million).

NET INCOME

The company's **net income** came to EUR -1.2 million in the reporting period (2016: EUR -1.5 million).

DEVELOPMENT OF FINANCIAL POSITION AND NET ASSETS YOC AG

As of 31 December 2017, YOC AG's total assets came to EUR 6.2 million (2016: EUR 5.4 million).

FIXED ASSETS

The overall **assets (without financial assets)** came to EUR 1.3 million as of the reporting date (2016: EUR 1.4 million) and has changed only insignificantly.

EQUITY

The **annual deficit** amounting to EUR -1.2 million in 2017 resulted in an increase of the annual deficit not covered by equity to EUR 2.7 million (2016: EUR 2.0 million).

LIABILITIES

The company in the past financial year agreed on taking out a loan in the amount of EUR 0.5 million at standard

market conditions, maturing in mid 2019, in order to finance the further growth of the company.

As a result, the **liabilities** toward shareholders increased to EUR 1.3 million.

INVESTMENTS

The sale of dispensable tangible assets led to EUR 0.01 million in earnings.

SUMMARY OF THE RESULTS OF OPERATIONS, FINANCIAL POSITION AND NET ASSETS

YOC AG produced an overall annual deficit of EUR -1.2 million, yet the financial year 2017 saw significant operating improvements.

FORECAST REPORT YOC AG

The business performance of YOC AG is closely related to that of YOC Group, as YOC AG is a holding within the group and is responsible for coordinating the group-wide development, sales, services and marketing units.

ECONOMIC CONDITIONS

Due to the close ties between YOC AG and YOC Group, we kindly refer to the paragraph on economic conditions in the chapter "Forecast YOC Group".

OUTLOOK

In addition to the corporate functions, YOC AG operates a central platform and product development unit and a central yield optimisation unit to increase monetising for the advertising spaces provided by all publishers of YOC Group.

Overall, YOC AG expects a significant growth in revenues by between 10 % and 15 % and a further improved operating result in financial year 2018.

However, within the framework of the tax group YOC AG expects positive profit contributions from the transfer of profit and losses by YOC Mobile Advertising GmbH to YOC AG. For YOC Mobile Advertising GmbH, we expect growing revenues in the double-digit percentage range over the coming year.

Due to the positive result of the Austrian subsidiary YOC Central Eastern Europe GmbH in financial year 2018, further positive revenue contributions are budgeted from the distribution of profits.

For the subsidiaries YOC Mobile Advertising Ltd. and YOC Spain S.L., we expect revenue growth in the double-digit percentage range in financial year 2018. In 2017, no profit distribution is expected yet from both companies. It is however expected that these branches will generate positive revenue contributions and add to improving the results at YOC AG in the medium term.

YOC AG reckons with an overall positive investment result for financial year 2018 and an overall improved, but still negative annual result.

Liquidity planning at YOC is mainly made on group level. Hence we would kindly refer to the explanations in the chapter „Outlook“ of YOC Group. Due to the size of the mother company in relation to the group, the very

close interrelation of services within the group and the centralised treasury functions, the financial position of the group and of YOC AG are comparable.

Based on the outlined developments, YOC AG expects to further improve the operating earnings situation in financial year 2018

OPPORTUNITIES AND RISK REPORT

PRINCIPLES OF RISK AND OPPORTUNITY MANAGEMENT

YOC Group takes a comprehensive, systematic approach to opportunity and risk management to achieve its goals. This ensures that the company is able to recognise and diligently seize opportunities without disregard for the associated risks.

A continual development of the opportunity and risk management system to adapt to rapidly changing market and business conditions is the foundation for sustainable growth. To that end, the company consciously takes necessary risks while weighing them against the potential rewards in order to take advantage of market opportunities and exploit the potential for success inherent in them.

A key element of this system is the internal reporting of relevant operational key performance indicators. This provides a means for early detection and assessment of risks and opportunities.

The Management Board monitors the implementation of risk control measures and the realisation of opportunities in the operating units.

The appropriateness of the risk management methods and processes used to identify, assess, control, monitor and communicate risks is reviewed at regular intervals and adjusted in response to internal and external developments.

OPPORTUNITY MANAGEMENT

Our product portfolio, know-how and innovative capacity enable us to seize the opportunities resulting from our corporate actions and to successfully meet the challenges arising from the abovementioned risks.

RISK MANAGEMENT

A) MARKET RISKS AND RISKS OF COMPETITION

YOC Group is active in a rapidly developing market. This environment demands highly flexible procedures and structures.

Changes in market and competitive conditions, such as the appearance in the market of a new competitor, are among the risks which YOC Group seeks to anticipate through constant market and company monitoring.

In particular the products section and the country organisations work to ensure that emerging trends and new developments are detected.

Changes in economic factors resulting in declines in orders especially in the advertising sector may also have an impact on YOC Group's development. Given its broad range of products and services and its diversified customer base, YOC Group is well positioned to withstand such developments.

The risk of a decline in sales as a result of conditions in the economy as a whole is estimated to be low.

B) TECHNOLOGICAL RISKS

YOC Group pursues a uniform IT strategy which involves constant monitoring and further development of its IT systems. The speed of technological innovation in the market demands a great deal of flexibility and increasingly poses a risk. A large part of the problem is the lack of standards in some areas of the technological environment.

Substitutes or products from competitors could weaken YOC Group's competitive position.

Technological innovation must therefore be promoted in the interest of long-term success and to strengthen the company's market position. Because of the highly dynamic nature of the market for digital advertising technologies (Ad Technology), investments in the development of new products and technologies always bear the risk that such investments could prove to be unprofitable.

When selecting IT systems, YOC Group for the most part chooses industry-specific standard software from reputable providers.

The arrangements for information security comprise the implementation of encryption mechanisms, firewalls and virus scanners.

Precautionary measures against technical equipment failure have been taken through the parallel operation of technical applications so that client orders are processed smoothly at all times.

In addition, backup systems protect the database against a possible loss of data and ensure that it is consistently available.

C) FINANCIAL AND TREASURY RISKS

YOC Group set up its own treasury function for planning and monitoring cash flows.

The liquidity management unit helps the Management Board monitor the effectiveness of liquidity support measures by tracking business performance and cash flow fluctuations. Management decisions rely, among other things, on key performance indicators which provide information on the company's capital structure.

The risk of default by debtors is countered by a rigorous accounts receivable management which monitors the age distribution of receivables and manages those whose payment is in doubt.

As of 31 December 2017, the company had cash and cash equivalents in the amount of EUR 1.0 million.

In the course of focusing the business model on mobile advertising, the operating earnings situation improved significantly so that a positive adjusted operating result was achieved in financial year 2017.

The operating earnings situation will be further optimized by increases in both sales and gross profit. As a result, positive cash flow was achieved at group level in fiscal year 2017.

D) LEGAL RISKS AND LIABILITY RISKS

To avoid legal risks, external lawyers are engaged to review substantial legal transactions.

YOC Group protects itself against claims and potential liability risks with a comprehensive insurance cover which is subject to ongoing review. The current directors & officers liability insurance policy protects the management in the event of financial losses to the company.

Neither YOC AG nor one of its subsidiaries was a party in any ongoing or foreseeable judicial or arbitral proceedings in financial year 2017 that might have a material impact on the financial position of the company or the group. No negative developments are expected for the coming financial year either.

Legislative decisions such as a change in the data protection law also could have a negative effect on YOC Group's business activities.

As the financial statements are being drawn up, however, YOC Group is not aware of any plans for legislative changes in the foreseeable future that would significantly affect it.

E) PERSONNEL RISKS

The successful development of YOC Group depends on its ability to attract and earn the loyalty of qualified employees.

Owing to vigorous growth in the market of relevance to YOC Group, the labour market for personnel with the required knowledge and experience is extremely competitive.

The risk of staff shortages is monitored and avoided with the support of a group-wide staff planning system.

Staff development measures and a performance-based remuneration system which is subject to regular review by the Management Board ensure that we remain competitive in the market for personnel.

Training and advanced education programmes also guarantee that several key members of staff work in each company segment. Rules on replacement and succession ensure the safeguarding of business procedures and decision-making processes.

Employees who handle confidential information are obliged to comply with the applicable rules and to deal with confidential information in a responsible manner.

F) PLANNING RISKS

Forecasts for revenue and expenses involve planning risks. Considering the dynamic nature of the digital advertising market, short and medium-term planning is based on essential estimates and assumptions, particularly with regard to revenue developments.

Regular review of these assumptions allows the Management Board to react to outcomes that diverge from plans and to initiate countermeasures accordingly.

INSPECTION AND RISK MANAGEMENT REPORT ON THE ACCOUNTING PROCESS

Pursuant to Sect. 289 Para. 5 and Sect. 315 Para. 2 No. 5 German Commercial Code HGB

For both YOC AG and YOC Group, the existing control and risk management system comprises the entirety of all organisational provisions and measures for identifying, assessing and communicating risks and dealing with the risks of entrepreneurial activity.

As regards the (group) accounting process, the internal financial control system is designed and continually developed to ensure that the relevant accounting principles and standards are observed and that the accounts are rendered properly.

This is to ensure that the financial reporting provides a true and fair view of the real circumstances of YOC AG's and YOC Group's net assets, financial position and results of operations.

The Management Board bears all responsibility for the internal control and risk management system as it relates to the (group) accounting process. All companies covered in the consolidated financial statements are integrated through a defined management and reporting structure.

Operational responsibility is vested in the Management Board which is assisted by the management of the accounting department.

We regard the following elements of YOC Group's internal control and risk management system as essential to the (group) accounting process:

- › Procedures for identifying, assessing and documenting all essential business processes and areas of risk relating to accounting, including the associated key controls. These encompass financial and accounting processes along with administrative and operational business processes which generate information that is essential for the compilation of the annual and consolidated financial statements, including the management and group management reports,
- › Process-integrated controls (EDP-assisted controls and access restrictions, the dual-control principle, separation of functions, analytical controls),
- › Standardised financial accounting processes,
- › Ensuring uniform accounting through group-wide guidelines and procedures,

- › Regular internal group reporting as well as profit and loss accounting and monthly results reporting, including the analysis and reporting of essential developments and target/performance deviations.

The effectiveness of the internal control and risk management system related to (group) accounting is reviewed and evaluated through regular preventive control tests. A group-wide reporting system has the task of ensuring that the Management Board and Supervisory Board receive regular and timely information.

The Management Board and Supervisory Board are regularly apprised of the current risk situation and the functioning, effectiveness and adequacy of the internal control and risk management system.

In the opinion of the Management Board, the processes, systems and controls in place are a sufficient guarantee that the accounting processes are followed in conformity with the relevant accounting principles.

INFORMATION ON SHARES AND MANAGEMENT BOARD EXPLANATORY REPORT

Pursuant to Sect. 289 Para. 4 and Sect. 315 Para. 4 of the German Commercial Code HGB

SUBSCRIBED CAPITAL

As of 31 December 2017, YOC AG's subscribed capital amounted to EUR 3,292,978, divided into 3,292,978 no-par ordinary shares made out to bearer. The shares are not categorised into different classes.

The same rights and obligations are associated with all shares. Each share guarantees one vote at the General Meeting and entitles the holder to a share of the company's profits. Excepted are shares held by the company itself which confer no rights on the company.

RESTRICTIONS ON VOTING RIGHTS OR THE TRANSFER OF SHARES

There are no restrictions on the voting rights associated with shares in YOC AG or the transfer of shares in YOC AG.

OWNERSHIP INTEREST IN CAPITAL EXCEEDING 10 % OF THE VOTING RIGHTS

The following direct or indirect ownership interests in YOC AG capital which exceed 10 % of the voting rights are based on voting rights announcements pursuant to Sect. 21 of the German Securities Trading Act (WpHG) received and published by the company in the financial year 2016 and earlier.

➤ **Mr Dirk-Hilmar Kraus**, Germany, informed the company in a voluntary group voting rights notification in accordance with Sect. 21 Para. 1 WpHG that he held 19.52 % of the voting rights in YOC AG as of 26 November 2015 (corresponding to 607,685 out of altogether 3,112,473 voting rights). Of these, voting rights in the amount of 16.51 % of the share capital (corresponding to 513,882 voting rights) were ascribed to Dirk-Hilmar Kraus through dkam GmbH, Frankfurt/Main, Germany. 3.01 % of the voting rights (corresponding to 93,803 voting rights) were held by

Dirk-Hilmar Kraus as of this date as a member of the community of heirs of Hilmar Kraus, comprising Dirk-Hilmar Kraus and Barbara Schweinberger (former Kraus).

SHARES WITH SPECIAL RIGHTS WHICH CONFER SUPERVISORY POWER

There are no shares with special rights which confer supervisory powers.

TYPE OF VOTING RIGHTS CONTROL IF EMPLOYEES HAVE AN OWNERSHIP INTEREST IN CAPITAL BUT DO NOT IMMEDIATELY EXERCISE THEIR SUPERVISORY RIGHTS

The General Meeting of YOC AG decided on the YOC Management Incentive Programme on 15 July 2009. Under this programme, subscription rights were granted to members of the Management Board and employees of the company for the first time in autumn 2009. Because the terms for exercising these rights under the YOC Management Incentive Programme have not yet been satisfied, no shares have been transferred to the members of the Management Board or the company's employees.

Whenever YOC AG issues shares to employees under the YOC Management Incentive Programme, the shares will be transferred directly to the employees.

Like other shareholders, employees so benefitted may exercise the rights their shares afford them in accordance with the provisions of law and the Articles of Association.

RULES FOR THE APPOINTMENT AND DISMISSAL OF MEMBERS OF THE MANAGEMENT BOARD AND FOR AMENDING THE ARTICLES OF ASSOCIATION

The provisions of law governing the appointment and dismissal of members of the Management Board are found in Sect. 84 and Sect. 85 of the German Stock Corporation Act (AktG). Sect. 7 Para. 2 of YOC AG's Articles of Association provides for a consistent regulation. Pursuant to Sect. 119 Para. 1 No. 5 AktG and Sect. 179 AktG, the Articles of Association can be amended only by a resolution of the General Meeting.

Unless mandatory provisions of the law provide otherwise, resolutions of the General Meeting are passed pursuant to Sect. 133 AktG and Sect. 22 Para. 1 of the Articles of Association of YOC AG with a simple majority of the votes cast and, where applicable, with a simple majority of the represented capital.

Changes to the business purpose require a 75 % majority of the represented capital according to Sect. 179 Para. 2 AktG; the company does not make use of the right to determine a larger capital majority in the Articles of Association. Pursuant to Sect. 181 Para. 3 AktG, amendments to the Articles of Association become effective upon entry in the Commercial Register.

The Supervisory Board is authorised to pass amendments to the Articles of Association that concern only the drafting (Sect. 17 of the Articles of Association of YOC AG).

THE AUTHORITY OF THE MANAGEMENT BOARD CONCERNING THE POSSIBILITY OF DISTRIBUTING OR BUYING SHARES

A) ACQUISITION OF OWN SHARES

The resolution passed by the General Meeting on 25 August 2015 authorises the company to buy its own shares until 24 August 2020. This authorisation allows shares to be acquired in a volume not exceeding 10 % of the share capital existing at the time of the resolution. Other shares in the company's possession or attributable to it according to Sect. 71 et seq. AktG count towards this limit of 10 % of the share capital.

The details of the authorisation are contained in the invitation to the General Meeting of 25 June 2015 which is available on the YOC AG web page (see agenda item 5 and the related report by the Management Board). At the end of the financial year 2016, the company still held 4,000 of its own shares (equivalent to approximately 0.12 % of the share capital).

B) AUTHORISED CAPITAL

Sect. 6 Para. 5 of the Articles of Association of YOC AG provides for authorised capital 2016/I. The resolution passed by the General Meeting on 08 July 2016 authorises the Management Board to increase the share capital of the company, on one or several occasions, up to a total of EUR 1,646,489 by 07 July 2021 by issuing new bearer shares against cash contributions and/or contributions in kind with the approval of the Supervisory Board.

C) CONTINGENT CAPITAL 2015/I

Pursuant to Sect 6 Para. 8 of the Articles of Association of YOC AG, the share capital of the company was contingently increased by up to EUR 1,000,000 by issuing up to 1,000,000 new shares made out to bearer.

The contingent capital increase is used to grant shares to bearers or creditors of convertible bonds as well as option right holders from option bonds. The shares are being issued upon the resolution by the General Meeting of 25 August 2015 until 24 August 2020. The contingent capital increase is only realised to the extent that the option bonds or convertible bonds are actually exercised or conversion obligations from such a bond are fulfilled and that no other forms of fulfilment are used to service these rights.

The new shares resulting from the exercise of subscription rights entitle the holder to share in the profits from the beginning of the financial year in which the subscription rights become effective following the exercise of convertible or option rights or the fulfilment of convertible obligations. The Management Board is authorised, subject to the consent of the Supervisory Board, to determine the further details of the implementation of the contingent capital increase.

The details of the authorisation are contained in the invitation to the General Meeting of 25 August 2015 which is available on the YOC AG web pages (see agenda item 7 and the related report by the Management Board).

D) CONTINGENT CAPITAL 2009/I

In financial year 2009, contingent capital in the amount of kEUR 175.0 was created in order to grant subscription rights to the YOC AG management and staff as well as staff of the affiliated companies within the YOC Management Incentive Programme.

As of 31 December 2017, all subscription rights have fully expired. No new shares were created through the programme.

COMPENSATION AGREEMENTS MADE BETWEEN THE COMPANY AND MEMBERS OF THE MANAGEMENT BOARD OR EMPLOYEES IN THE EVENT OF A TAKEOVER BID

The phantom stock option programme provides that, in the event of a takeover bid for purposes of Sect. 29, 35 of the German Securities Acquisition and Takeover Act (WpÜG), the entire phantom stock options assigned to an option holder shall be classified as non-forfeitable before the expiration of the vesting period ("accelerated vesting"), provided that the employment of the option holder exists and is not under notice at that point of time.

KEY AGREEMENTS OF THE COMPANY THAT ARE SUBJECT TO A CHANGE IN CONTROL RESULTING FROM A TAKEOVER BID

The company has entered into no essential agreements which are subject to the condition of a change in control resulting from a takeover bid.

DECLARATION ON CORPORATE GOVERNANCE

Sect. 289f German Commercial Code (HGB); Sect. 315d HGB

The Declaration on Corporate Governance pursuant to Sect. 289f HGB and Sect. 315d HGB includes the Declaration of Conformity in accordance with Sect. 161 of the German Stock Corporation Act (AktG), relevant information concerning company management practices and a description of the working methods of the Management Board and the Supervisory Board, as well as disclosures pursuant to Sect. 289f Para. 2 Nos 4 HGB concerning regulations promoting the equal representation of women and men in leading positions.

This declaration forms part of the Management Report of YOC AG and YOC Group for the financial year 2017. According to Sect. 317 Para. 2 Sent. 4 HGB, the information pursuant to Sect. 289f Para. 2 HGB and Sect. 315d HGB is not among the information that is subject to an auditor's scrutiny.

DECLARATION BY THE MANAGEMENT BOARD AND SUPERVISORY BOARD OF YOC AG, PURSUANT TO SECT. 161 AKTG, OF COMPLIANCE WITH THE GERMAN CORPORATE GOVERNANCE CODE IN THE VERSION OF 07 FEBRUARY 2017 (2017 DECLARATION OF CONFORMITY)

According to Sect. 161 AktG, the Management Board and the Supervisory Board of a listed company must annually declare that the recommendations of the "Government Commission on the German Corporate Governance Code" in the official part of the electronic Federal Gazette published by the German Federal Ministry of Justice were and are complied with, or which recommendations for valid reasons were or are not applied.

The declaration must be made publicly available on the company website.

The German Corporate Governance Code (DCGK) contains provisions not all of which are equally binding. Aside from descriptions of current company law, it contains recommendations which companies may disregard, in which case, however, they must annually disclose that they have done so. According to

Sect. 161 AktG, departures from the recommendations of the DCGK must be justified. Furthermore, the DCGK contains suggestions which companies may disregard without disclosing that they have done so.

The following declaration concerns the period since the last Declaration of Conformity of February 2017 and refers to the requirements of the DCGK in its current version of 07 February 2017.

The Management Board and the Supervisory Board of YOC AG declare that the recommendations made by the "Government Commission on the German Corporate Governance Code" are and were fundamentally complied with in the past. The Management Board and the Supervisory Board of YOC AG also intend to comply with it in the future. Only the following recommendations of the German Corporate Governance Code were and are not applied:

- **Item 3.8 Para. 3 DCGK:** The company is of the opinion that the motivation and responsibility with which the members of the Supervisory Board carry out their duties will not be improved by an insurance excess. The D&O liability insurance serves to safeguard against the company's material own risks and at most serves as a second-line defence of the assets of the members of those bodies. The D&O insurance for the Supervisory Board was therefore taken out without an excess.
- **Item 4.1.3 Sent. 2 and 3 DCGK:** YOC AG has instituted appropriate measures aligned to the company's risk situation, in order to ensure that legal provisions and intragroup regulations are observed. The existing risk management is being reviewed each year in the context of the annual audits, where up until today no objections have been made. The introduction of an additional special Compliance Management System is not deemed necessary by the Management Board and the Supervisory Board due to the positive experiences of the past and the size of the company. For the time being, we abstain from providing a protected reporting system, as from the Management and Supervisory Boards' perspective, there is no sufficient practical experience with it in Germany. This is why we have opted to wait and see whether the arguments brought forward against a reporting system, such as in particular high costs, possible negative effects on the corporate climate and its susceptibility for misuse, actually play a role in practice and which solutions will become established to prevent these factors. The Management Board and Supervisory Board will continue to observe the practices developing in this field.
- **Item 4.1.5 DCGK:** The appropriate representation of women in the two management levels below the Management Board is subject to individual qualification for the respective position. Based on this premise, the Management Board will pay attention to diversity when filling leading positions, and strive to accomplish an appropriate representation of women.
- **Item 4.2.1 DCGK:** According to item 4.2.1 of the DCGK, the Management Board is to consist of several persons and have a chairman or spokesman. The YOC AG Management Board consisted of one person in

financial year 2017. In agreement with the Supervisory Board and the Management Board, the company for the time being abstains from appointing further members to the Management Board, as management-related duties have been partially delegated to the second management level.

- **Item 4.2.2 Para. 2 DCGK:** The Supervisory Board is to consider the relationship between the remuneration of the Management Board and that of the senior management and overall staff, also in terms of its development over time. For this comparison, the Supervisory Board determines how senior management and the relevant staff are to be differentiated. Such an explicit differentiation has not taken place, so as not to limit the economic scope for salary negotiations.
- **Item 5.1.2 Para. 1 Sent. 2 DCGK:** Currently, all Supervisory Board positions are held by men. Membership to the Supervisory Board is first and foremost based on individual suitability for the board.
- **Item 5.1.2 Para. 2 Sent. 3 DCGK:** No age limit for members of the Management Board has been set by the Supervisory Board. The members of the Supervisory Board are convinced that the suitability for company management depends largely on individual capabilities.
- **Items 5.3.1, 5.3.2 and 5.3.3 DCGK:** As the Supervisory Board of YOC AG has only three members, it would be neither practical nor in accordance with best practice standards to set up committees, particularly an audit committee or nomination committee. The purpose of setting up an audit committee as proposed by the DCGK is to increase the efficiency of auditing. This aim would not be achieved at YOC AG as nearly all members of the plenum would have to sit on the audit committee. Similarly, nearly all plenum members would have to sit on the nomination committee, which would not bring any improvement in the preparation of Supervisory Board recommendations regarding candidates proposed by the shareholders.
- **Item 5.4.1 Para. 3 DCGK:** An appropriate representation of women cannot be specified in advance, as Board membership is determined by individual qualification. No age limit or limit for the length of job tenure has been set for Supervisory Board members. A candidate's ability to monitor and act as a coequal contact for the Management Board as a member of the Supervisory Board depends mainly on individual capabilities.
- **Item 5.4.1 DCGK:** In order to implement the German "Law on Equal Participation of Women and Men in Leadership Positions in the Private and Public Sector", which came into force in May 2015, the company's Supervisory Board has determined target figures for the representation of women on the Supervisory Board and Management Board. Beyond fulfilling this legal requirement, the Supervisory Board has not defined any specific goals for its composition. The Supervisory Board has recommended and will recommend those candidates for election that it has found most suitable for the position to be filled on the Supervisory Board, following careful consideration and taking into account the specific situation of the company. Insofar, the Supervisory Board implicitly has

always defined a "skills profile" for the vacancy to be filled on the Supervisory Board and will continue to do so. As a matter of course, in making nominations the Supervisory Board has been and will be led by the selection criteria of the German Corporate Governance Code. A permanent skills profile for the body as a whole, however, does not exist in writing, also with regard to the size of the Supervisory Board.

- **Item 5.4.3 Sent. 2 DCGK:** According to Item 5.4.3 Sent. 2 DCGK, the next General Meeting is to be set as the deadline for an application for the judicial appointment of a Supervisory Board member. To ensure continuity and efficient and productive work in the Supervisory Board, no deadline was set for the application for the judicial appointment of two of the present Supervisory Board members.
- **Item 7.1.2 Sent. 3 DCGK:** The company will endeavour to comply with the recommendation that the consolidated financial statements be made available to the public within 90 days after the end of the financial year and the interim reports within 45 days after the end of the reporting period. The company can, however, not always guarantee that it will do so, as this would be possible only with significantly increased personnel and organisational effort, and thus with considerable additional cost. They are hence published within the statutory and stock exchange time limits.

Berlin, February 2018

YOC AG
THE MANAGEMENT BOARD
THE SUPERVISORY BOARD

The declaration has been made permanently available to the public on the YOC AG website (www.yoc.com) under "Investor Relations".

Earlier versions of the Declaration of Conformity can also be found there.

----- INFORMATION CONCERNING COMPANY MANAGEMENT PRACTICES

BASIC PRINCIPLES

Sustainable economic, ecological and social action is a defining element of the corporate culture at YOC AG. This also includes integrity in dealings with employees, investors, customers, suppliers, authorities, interest groups, other stakeholders and the public.

YOC AG is a stock corporation with its registered office in Germany.

Therefore, the formal framework for corporate governance is based on German law, in particular the stock corporation law and the law on capital markets, and on the Articles of Association of YOC AG.

Being a service company, YOC AG depends on its ability to win and maintain the trust of its customers and business partners through exemplary behaviour. The objective is to act in a credible, trustworthy and reliable manner and to convey a corresponding image.

TRANSPARENCY

A uniform, comprehensive and prompt information policy in relation to employees, investors, customers, suppliers, authorities, interest groups and other stakeholders ranks high in importance at YOC AG.

The aforementioned parties are all provided with information by YOC AG on a uniform, comprehensive, prompt and simultaneous basis. The business situation and operating results of YOC AG and YOC Group are reported in the annual report, the mid-year report and the interim reports.

Further information is passed on through ad-hoc communications, when the law so requires, and through the company's websites.

All messages, presentations and notices, along with the current financial calendar, can be viewed on the company website (www.yoc.com) under "Investor Relations".

Changes in the composition of the shareholder structure (Announcements of Voting Rights, Sect. 33 et seq. WpHG) and any transaction conducted on own account of individuals holding management positions within YOC AG, as well as persons closely associated with them, relating to shares or debt instruments of YOC AG and to derivatives or other financial instruments linked thereto (Directors' Dealings according to Art. 19 EU Regulation 596/2014 (Market Abuse Regulation) are also published by the company.

YOC AG furthermore keeps an insider list according to Art. 18 EU Regulation 596/2014. The individuals who are to be included in the insider list are informed of the legal duties and sanctions.

RISK MANAGEMENT

YOC Group is one of Europe's leading providers of product-based mobile advertising solutions and as such is exposed to many of the opportunities and risks specific to the branch and the companies.

YOC AG has an established, comprehensive and effective system which enables the company to detect, assess, report on and deal with opportunities and risks associated with all functions and business processes at an early stage. The aim of this system is to systematically detect risks at the earliest possible time, assess the likelihood of their occurrence, estimate their potential qualitative and quantitative effects and initiate effective countermeasures.

Risk management is regularly discussed and further developed at Management Board and Supervisory Board level. Further information on the company's risk management, on the specific risks to which the company finds itself exposed and on the accounts-related internal

control and risk management system can be found in the risk report that forms part of the company's group management report.

DESCRIPTION OF THE OPERATING PRINCIPLES OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD

Being a German stock corporation, YOC AG is subject to the German Stock Corporation Act. A dual management system is therefore required by law.

The Management Board and Supervisory Board have autonomous powers but collaborate closely and in confidence in the discharge of their statutory duties.

MANAGEMENT BOARD

The Management Board has sole responsibility for the management of the company. It has a duty to act in the interest of the company and is committed to the sustainable development of the company.

The Management Board responsibilities include determining the company's strategic direction in consultation with the Supervisory Board and managing the business of the company.

The Management Board manages the company's business in accordance with the relevant laws, the Articles of Association and its Rules of Procedure. The members of the Management Board bear joint responsibility for corporate governance, work together cooperatively and keep each other regularly informed of important actions and events in their business areas.

Notwithstanding the joint responsibility of all members of the Management Board, each member manages the business area assigned to him, apart from those matters that must be decided by the Management Board as a whole, on his own responsibility. More detailed rules are set forth in the Rules of Procedure for the Management Board enacted by the Management Board with the Supervisory Board's approval.

The members of the Management Board are appointed by the Supervisory Board. The term of office served by Management Board members must not exceed five years. Management Board members may however be appointed more than once.

The Supervisory Board may appoint a member of the Management Board as chairman of the Management Board.

Mr Dirk-Hilmar Kraus has been appointed to the Management Board of YOC AG effective 10 September 2013. The Management Board does not have a chairman. The Management Board reports to the Supervisory Board regularly, promptly and fully on key issues relating to the Group's business development, strategy and planning, risk situation and compliance. It also confers with the Supervisory Board before all

important strategic decisions. In addition, the Management Board regularly confers with the members of the company's second management tier. The Management Board has not formed any committees.

SUPERVISORY BOARD

It is the duty of the Supervisory Board to advise and supervise the Management Board. It is involved in strategy and planning and in all issues which are of fundamental importance to the company. Important decisions by the Management Board are subject to its approval.

This includes the corporate planning for the year ahead prepared by the company once a year (the budget), which is submitted to the Supervisory Board by the Management Board, discussed with the Supervisory Board and adjusted as needed.

The Supervisory Board also assigns the audit mandate to the auditor appointed by the General Meeting.

The Supervisory Board holds at least four meetings per year. The YOC AG Supervisory Board has three members, none of whom were previously on the company's Management Board. The Supervisory Board is elected by the General Meeting. The Supervisory Board has not formed any committees.

The working practices of the Supervisory Board are set out in the Rules of Procedure. Resolutions of the Supervisory Board are usually passed in face-to-face meetings. In addition, meetings may be held and resolutions passed through written communication, by telephone or telex, or with the aid of other means of telecommunication.

The company's Management Board attends the meetings regularly, and other members of the company's extended management are also invited to attend as needed.

The first face-to-face meeting of the year to be held after the preparation and auditing of the annual financial statements (the "statement of financial position meeting") is attended also by the company's auditors who present their report of the completed audit to the Supervisory Board.

The agenda and proposed resolutions for the Supervisory Board meetings are communicated to all participants in writing sufficiently well in advance of the meetings. When decisions are necessary at short notice, they may be made by the written circulation procedure. All meetings of the Supervisory Board are recorded in writing.

The chairman of the Supervisory Board annually explains the activities of the Supervisory Board at the General Meeting and in his report to the shareholders, which is printed in the company's Annual Report.

DIVERSITY CONCEPT

The Management Board and Supervisory Board of YOC AG have hitherto not formulated an individual diversity concept in accordance with Sect. 289f Para. 2 No. 6 HGB concerning the composition of the body authorised to represent the group and of the Supervisory Board with regard to aspects such as age, gender, educational or professional backgrounds. The Management Board and the Supervisory Board opine that aside from the objectives for the composition of Management Board and Supervisory Board and the measures so far implemented and projected to foster diversity, an additional diversity concept does not effectuate a substantial additional value.

The Management Board and the Supervisory Board will, however, re-evaluate in financial year 2018 whether an individual diversity concept will be developed.

SPECIFICATIONS PROMOTING THE EQUAL PARTICIPATION OF WOMEN AND MEN IN LEADING POSITIONS

The "Law for the equal participation of women and men in leading positions in the private and public sectors" for the first time obligates the Management Boards and Supervisory Boards of certain German companies to determine target figures for the proportion of women on the Supervisory Board, Management Board and the following two levels of management and to define by when the respective proportion of women is to be achieved.

REPRESENTATION OF WOMEN ON THE SUPERVISORY BOARD

The YOC AG Supervisory Board had resolved that up to the fixed date of 30 June 2017, the status quo of the representation of women on the Supervisory Board was to be retained and a target figure of 0 % thus to be pursued. This objective was met at the expiry of this period. The Supervisory Board of YOC AG presently still includes no women.

As an expansion of the Supervisory Board is not intended and a change to the Supervisory Board personnel is neither targeted nor foreseeable due to the current members' expertise which is of great importance to the company, the YOC AG Supervisory Board has agreed effective 30 June 2017 that the status quo for the representation of women on the Supervisory Board will be maintained and hence a target figure of 0 % is envisaged until 30 June 2022.

REPRESENTATION OF WOMEN ON THE MANAGEMENT BOARD

The YOC AG Supervisory Board had resolved that up to the fixed date of 30 June 2017, the status quo of the representation of women on the Management Board was to be retained and a target figure of 0 % thus to be pursued. This objective was met at the expiry of this period.

The Management Board of YOC AG presently still includes no women. As an expansion of the Management Board and a change to the Board's personnel are neither intended nor foreseeable, the YOC AG Supervisory Board has agreed effective 30 June 2017 that the status quo for the representation of women on the Management Board shall be maintained and hence a target figure of 0 % is envisaged until 30 June 2022.

Representation of women in the two levels of management below the Management Board

The Management Board of YOC AG had resolved that by 30 June 2017 at least 20 % of the positions within the first level of management below the Management Board shall be held by women. At the expiry date one director position was held by a woman. This corresponds to 33.33 %.

The Management Board of YOC AG had resolved with effect from the end of 30 June 2017 that by 30 June 2022 at least 20 % of the positions within the first level of management below the Management Board shall again be held by women. The first level of management below the Management Board corresponds with the level of directors.

With the same deadline of 30 June 2017, at least 20 % of the positions within the second level of management below the Management Board shall be held by women. As of 30 June 2017, 50 % of these positions were held by women.

With the deadline of 30 June 2022, at least 20 % of the positions within the second level of management below the Management Board shall again be held by women. The second level of management below the Management Board includes the "Head of" level.

Berlin, April 2018

YOC AG
THE MANAGEMENT BOARD
THE SUPERVISORY BOARD

REMUNERATION REPORT

The Remuneration report is based on the "Recommendations of the German Corporate Governance Code". It summarises the principles which are applied in setting the remuneration of the Management Board of YOC AG and explains the amount and structure of the Management Board members' income.

It also describes the principles according to which the Supervisory Board members are remunerated and the amount of their remuneration.

The Remuneration report further contains particulars which, under German commercial law, must be included as part of the notes to the consolidated financial statements pursuant to Sect. 314 HGB [German Commercial Code] and the Group Management Report pursuant to Sect. 315 HGB.

REMUNERATION OF THE MANAGEMENT BOARD

The Supervisory Board is responsible for setting the Management Board's remuneration. In doing so, it considers the company's size and activities, the company's economic and financial position, the duties of the Management Board member in question and, for comparative purposes, the amount and structure of management board remuneration elsewhere in the industry.

Management Board remuneration is performance-based. The remuneration is designed to be competitive in the market for highly qualified management personnel and to offer an incentive for successful performance.

It is generally comprised of a fixed basic remuneration amount plus a variable component.

- The basic remuneration is cash remuneration in a fixed amount for the year as a whole which is specific to the Management Board member's area of responsibility and is paid out in twelve monthly instalments.
- The variable component consists of cash remuneration as profit-sharing on YOC AG's results of operations according to IFRS (EBITDA) and is subject to an upper limit.

- With the participation in the phantom stock option programme set up in 2014, members of the Management Board selected by the Supervisory Board receive phantom stock options. The phantom stock option programme simulates a stock option programme with an actual share in the company's equity capital by the beneficiaries. Other than in a stock option programme with "actual" stock options, the exercising of phantom options does not authorise to subscribe to company shares, but rather entitle the holder to claim a certain amount of money in cash from the company as further defined in the option terms and conditions. The phantom options do not give the holder any participation rights in the company under commercial law, in particular no share-based claim to rights of information or participation, voting rights or participation in net profit.

In financial year 2017, the remuneration of the YOC AG Management Board included a fixed salary component of kEUR 165 in total. A variable component based on the operating results of YOC Group was remunerated with kEUR 5 in the current financial year.

The following table shows the breakdown of the remuneration components:

REMUNERATION MANAGEMENT BOARD 2017

NAME	SHORT TERM BENEFITS		
	FIXED COMPEN- SATION* (IN KEUR)	VARIABLE COMPEN- SATION (IN KEUR)	PHANTOM STOCK OPTIONS
Dirk-Hilmar Kraus	165	5	40,000

*including contractual fringe benefits

From the phantom stock option programme the Management Board hold 40,000 phantom stock options at their fair value of EUR 7.00 each.

Other than the above, no advances, loans, security payments, pension promises or similar benefits were granted to the Management Board.

REMUNERATION OF THE SUPERVISORY BOARD

Supervisory Board remuneration was set by the General Meeting of YOC AG on the basis of a proposal by the Management Board and the Supervisory Board. Supervisory Board remuneration is fixed at kEUR 12.5 for one financial year. The chairman of the Supervisory Board receives twice this amount and the deputy chair 1.5 times this amount.

For each face-to-face meeting of the Supervisory Board, each member of the Supervisory Board receives the amount of kEUR 1.0; the chairman of the Supervisory Board receives twice that; and the deputy chair 1.5 times that amount.

Remuneration for the activities of the Supervisory Board came to a total of kEUR 79 in financial year 2017.

REMUNERATION MANAGEMENT SUPERVISORY BOARD 2017 (IN KEUR)

NAME	FIXED REMUNERATION	ATTENDANCE FEE	TOTAL
Dr Nikolaus Breuel (Chairman)	25	10	35
Konstantin Graf Lambsdorff	19	8	26
Sacha Berlik	13	5	18
TOTAL	56	23	79

EVENTS AFTER THE STATEMENT OF FINANCIAL POSITION REPORTING DATE

After the reporting date, no further events of special importance have occurred that imply a significant impact on the net assets, financial position and results of operation.

Berlin, 25 April 2018



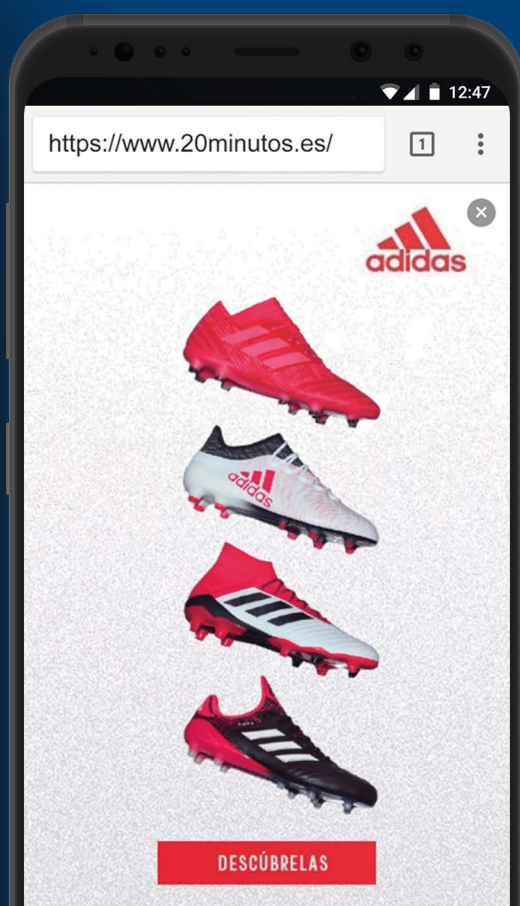
DIRK-HILMAR KRAUS
THE MANAGEMENT BOARD

Adidas, Spain
YOC Mystery Ad
Q1 / 2018



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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

All figures in EUR

CONSOLIDATED INCOME STATEMENT

	NOTE #	2017	2016
Revenue	5.1	14,371,547	11,959,554
Own work capitalised	5.2	244,548	184,074
Other operating income	5.3	384,155	342,059
Total output		15,000,250	12,485,688
Expenses for goods and services	5.4	8,793,176	7,588,417
Personnel expenses	5.5	4,320,443	3,991,461
Other operating expenses	5.6	1,969,636	2,031,902
EBITDA		-83,006	-1,126,093
Depreciation and amortisation expenses	6.1/6.2	274,581	348,268
Impairments	6.1/6.2	0	67,352
EBIT		-357,587	-1,541,713
Financial expenses	5.7	87,245	67,884
Financial result		-87,245	-67,884
EBT		-444,832	-1,609,597
Income taxes	5.8	85,654	89,496
Net income		-530,486	-1,699,094
NET INCOME		-530,486	-1,699,094

EARNINGS PER SHARE

Earnings per share basic	5.9	-0.16	-0.52
Earnings per share diluted	5.9	-0.16	-0.52

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Net income		-530,486	-1,699,094
Net other comprehensive income to be reclassified through profit or loss in subsequent periods	5.11	45,543	135,009
Unrealised gains/losses from foreign currency translation			
Total other comprehensive income		45,543	135,009
TOTAL COMPREHENSIVE INCOME		-484,943	-1,564,085

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

All figures in EUR

ASSETS	NOTE #	31/12/2017	31/12/2016
Non-current assets		580,595	536,597
Property, plant and equipment	6.1	84,824	96,956
Intangible assets	6.2	494,467	438,174
Deferred tax assets	5.8	1,305	1,467
Current assets		4,134,506	3,452,298
Trade receivables	6.3	3,052,041	2,668,757
Other receivables	6.3	98,222	123,992
Cash and cash equivalents	6.4	984,244	659,549
TOTAL ASSETS		4,715,102	3,988,895

EQUITY AND LIABILITIES

Equity		-4,091,514	-3,606,571
Subscribed capital	6.5	3,292,978	3,292,978
Additional paid in capital	6.5	20,641,091	20,649,438
Retained earnings	6.5	-27,904,959	-27,382,819
Other comprehensive income from currency translation differences	6.5	-70,306	-115,849
Own shares	6.5	-50,319	-50,319
Non-current liabilities		1,246,188	1,038,085
Provisions	6.6	466,188	58,085
Other financial liabilities	6.8	780,000	980,000
Current liabilities		7,560,428	6,557,381
Prepayments received	6.7	50,403	18,338
Trade payables	6.7	2,625,519	2,490,974
Other liabilities	6.7	647,062	505,672
Other financial liabilities	6.7	4,091,684	3,346,028
Tax liabilities	5.8	42,411	22,869
Provisions	6.6	103,350	173,500
TOTAL EQUITY AND LIABILITIES		4,715,102	3,988,895

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

CONSOLIDATED CASH FLOW STATEMENT

All figures in EUR

CONSOLIDATED CASH FLOW STATEMENT

	NOTE #	2017	2016
Net income continuing operations		-530,486	-1,699,094
Depreciation and Amortisation		274,581	415,621
Taxes recognised in the income statement		85,654	89,496
Interest recognised in the income statement		87,245	67,884
Other non-cash income and expenses		51,965	87,724
Cash-Earnings		-31,041	-1,038,369
Result from disposal of assets		-1,026	-400
Changes in receivables and other receivables		-357,513	-469,232
Changes in liabilities, prepayments and other liabilities		352,194	543,200
Changes in provisions		337,953	154,699
Interest paid		-85,896	-27,719
Income taxes paid		-66,000	-114,675
Cash flow from operating activities	7.1	148,671	-952,496
Purchase of property, plant and equipment		-43,279	-37,595
Purchase of intangible assets		-31,856	-11,260
Outflow from development costs		-251,732	-192,788
Disposal of assets		2,892	11,477
Cash flow from investing activities	7.1	-323,975	-230,166
Inflows from capital increases		0	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	7.1	500,000	972,225
Net increase / decrease		324,696	-210,438
Cash and cash equivalents at the beginning of the period	7.2	659,549	869,986
Cash and cash equivalents at the end of the period	7.2	984,244	659,549

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

All figures in EUR

CONSOLIDATED OF STATEMENT CHANGES IN EQUITY	NOTE #	SUBSCRIBED CAPITAL	ADDITIONAL PAID IN CAPITAL	RETAINED EARNINGS	OTHER COMPREHENSIVE INCOME FROM CURRENCY TRANSLATION DIFFERENCES	OWN SHARES	TOTAL
as of 01/01/2016		3,112,473	20,380,508	-25,706,516	-250,858	-50,319	-2,514,712
Net income				-1,699,094			-1,699,094
Currency translation differences	5.11/8				135,009		135,009
Comprehensive income		0	0	-1,699,094	135,009	0	-1,564,085
Issuance of subscribed capital	6.5/8	180,505	319,494				499,999
Transaction costs including tax benefits	6.5/8		-27,774				-27,774
Stock option programme	6.5/8		-22,790	22,790			0
as of 31/12/2016		3,292,978	20,649,438	-27,382,819	-115,849	-50,319	-3,606,571
as of 01/01/2017		3,292,978	20,649,438	-27,382,819	-115,849	-50,319	-3,606,571
Net income				-530,485			-530,485
Currency translation differences	5.11/8				45,543		45,543
Comprehensive income		0	0	-530,485	45,543	0	-484,942
Stock option programme	6.5/8		-8,347	8,347			0
as of 31/12/2017		3,292,978	20,641,091	-27,904,956	-70,306	-50,319	-4,091,513

No shares are held by non-controlling shareholders.

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

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I. 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 DE0005932735.

The consolidated financial statements of YOC AG as of 31 December 2017 have been prepared pursuant to Sect. 315a of the German Commercial Code (HGB) in accordance with the principles of the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), London, United Kingdom, and with the interpretations

of the International Financial Reporting Interpretations Committee (IFRIC) as applicable in the European Union (EU) as effective on the reporting date.

The consolidated financial statements of YOC AG conform to the IFRS as mandatory in the European Union from 01 January 2017. The consolidated financial statements provide a fair presentation of the company's net assets, financial position and results of operations.

The Management Board of YOC AG prepared the consolidated financial statements and authorised their submission to the company's Supervisory Board on 25 April 2018.

2. APPLICATION OF NEW OR AMENDED STANDARDS

2.1 STANDARDS AND INTERPRETATIONS TO BE APPLIED IN THE CURRENT FINANCIAL YEAR

In the financial year 2017, all standards to be applied as of 01 January 2017 were observed. The application of new standards did not have any impact on the consolidated financial statements.

2.2 PUBLISHED STANDARDS AND INTERPRETATIONS WHOSE APPLICATION IS NOT YET MANDATORY

The following table shows new and revised standards which are not yet mandatory in financial year 2017 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	yes	no significant impact
IFRS 15 - Revenue from contracts with customers	01/01/2018	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

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).

The new standard provides a five-step procedure by which the amount of revenue and the point or period of time of their realisation are to be determined. The model is as follows: Identification of the customer agreement, identification of the individual performance obligations, determination of the transaction price, allocation of the transaction price to the individual performance obligations as well as recognition of revenues at fulfilment of individual performance obligations. The standard further contains a revised concept for determining principal-agent relationships and a resulting gross or net recognition of sales revenues.

The new standard henceforth also requires qualitative and quantitative explanatory notes that go far beyond the current regulations.

The group will apply IFRS 15 effective 01. January 2018 without preparing the reference period under application of the new standard. Based on individual contracts and its fundamental business model, the Group reviewed the applicability of the revised principles of revenue recognition and came to the judgement that there would be no necessity with view to the relevant contractual relationships of financial year 2017 to recognise individual contractual relationships with clients different from the past revenue recognition. Based on the existing business model, the Group further assumes that the first-time application of the standard will also neither result in changes to recognition nor to results.

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. CONSOLIDATION

3.1 CONSOLIDATION PRINCIPLES

The consolidated financial statements include those companies which YOC AG controls. Control of an investee is considered to exist when the group is exposed, or has rights to, variable returns from its involvement with the investee, and is able to apply its power of disposition over the affiliated company to affect those yields.

The inclusion of subsidiaries in the consolidated financial statements begins from the date on which YOC AG achieves control over the subsidiary. It ends at the time at which control of the subsidiary is lost.

The separate financial statements of the consolidated companies are prepared as of the reporting date of the consolidated financial statements. All intra-group earnings and expenses as well as intercompany assets, liabilities and equity capital are eliminated in full.

3.2 CONSOLIDATED COMPANIES

Five companies were consolidated in YOC Group as of 31 December 2017:

FULLY CONSOLIDATED COMPANIES		SHARE IN %	HELD THROUGH NO.	SINCE
DOMESTIC				
1	YOC AG, Berlin	-	-	-
2	YOC Mobile Advertising GmbH, Berlin	100 %	1	11/03/2009
FOREIGN				
3	YOC Mobile Advertising Ltd., London, Great Britain	100 %	1	01/01/2007
4	YOC Central Eastern Europe GmbH, Vienna, Austria	100 %	1	01/06/2009
5	YOC Spain, S.L., Madrid, Spain	100 %	1	22/09/2009

4. ACCOUNTING AND MEASUREMENT PRINCIPLES

4.1 GENERAL PRINCIPLES

YOC AG functions as the parent company of the group and directly holds a 100% interest in all of the companies in the YOC Group. The financial year for all subsidiaries coincides with the calendar year.

The consolidated statement of financial position is structured according to IAS 1, "Presentation of Financial Statements", and the principle of maturity. Consequently, the statement items are divided into non-current and current assets or liabilities respectively. Assets and liabilities are generally classified as current when they have a remaining term to maturity or turnover within the scope of ordinary business operations of less than one year. Accordingly, assets and liabilities are classified as non-current when they remain within the company for more than one year.

The annual financial statements of the companies included in these consolidated financial statements are based on uniform accounting and measurement principles. The consolidated financial statements are presented in Euros.

For purposes of clarity and comparability, all amounts are generally (unless otherwise declared) stated in kEUR. Minor rounding differences may occur as a result of commercial rounding of individual items and percentages. The total income is presented in two separate statements: the income statement according to the expense method and the statement of comprehensive income.

The accounting and measurement principles described below have been applied to the consolidated financial statements:

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is measured at historical or production cost and depreciated on a straight line basis over the expected economic life (3 to 8 years). If there is an indication of impairment, an impairment test also is performed.

Gains and losses from asset disposals are recognised in other operating income or in other operating expenses respectively.

Investment subsidies and public grants for the acquisition of property, plant and equipment are recorded on the grant date by deducting the grant from the cost, and are depreciated over the useful lives of the assets in the form of reduced depreciation or recorded in income upon disposal of the grant-supported assets.

INTANGIBLE ASSETS

Intangible assets include both acquired and self-developed intangible assets. Acquired intangible assets are valued at cost and, if applicable, less accumulated depreciation and impairment.

They include both those intangible assets which have been acquired as a result of business combinations, if they meet the recognition criteria of IFRS 3, and those intangible assets which have been acquired separately. Internally-generated intangible assets from which it is probable that future economic benefits will flow to the group and which meet the recognition criteria of IAS 38, "Intangible Assets", are measured at the production costs incurred during the development phase of the assets.

The capitalised development costs comprise only directly attributable costs. Research costs and development costs that cannot be capitalised are recognised in full as expense in the periods in which they are incurred.

Unless intangible assets have an indefinite useful life, they are amortised on a straight-line basis over their expected useful life. In the case of internally-generated intangible assets, amortisation begins from the date on which the assets are completed.

If there are indications of impairment, an impairment test is also performed. If impairment losses occur, intangible assets are written down to their recoverable amount.

The useful lives are as follows:

	USEFUL LIFE IN YEARS
Internally developed software	3
Acquired software and licences	3-8
Operating and office equipment	3-8

RECEIVABLES AND OTHER ASSETS

Receivables and other assets are valued at cost of acquisition.

They are subsequently measured at amortised cost, if necessary, using the effective interest method less any impairment losses resulting from the difference between the carrying amount of the receivable and the estimated future cash flows that are expected from this receivable.

Losses arising from the impairment loss are recorded under other operating expenses. Other receivables that are not financial instruments as defined by IFRS 7 are first recognised at acquisition cost. They are subsequently valued at amortised cost subject to impairment.

All recognised receivables and other assets are current.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents, including cash-in-hand and bank balances, are assigned to the "loans and receivables" category. Short-term deposits with a maturity of up to 90 days and low risk of value fluctuation are categorised as cash equivalents.

Cash and cash equivalents are measured at nominal value.

DEFERRED TAX

Deferred taxes are recognised on temporary differences between the tax valuations of assets and liabilities and their carrying amounts in the consolidated financial statements, and on loss carryforwards, to accurately account for future tax liability and relief.

Deferred taxes were measured using the expected tax rates based on current law as of the end of the financial year. The tax calculations took into consideration the circumstances particular to the individual legal entities.

For foreign companies, the tax rates used were those specific to the country in which they are based. Deferred tax liabilities have been recognised for all taxable temporary differences. Deferred tax assets have been recognised in those cases in which it is sufficiently certain that they can be realised in the near future.

The tax effect of tax loss carryforwards was capitalised to the extent to which the future use of such loss carryforwards is expected. Deferred tax assets and liabilities are presented net to the extent that a legal claim to set-off against the same tax authority exists.

EQUITY

Own shares are measured at cost and deducted from equity with no effect on the income statement. This is reported in a separate item in the statement of financial position. Buying, selling, issuing and recalling of own shares are recognised with no effect on the income statement.

PROVISIONS

Provisions are made for present legal and constructive obligations to third parties if the obligation is likely to lead to a future outflow of resources and the amount of the obligation can be reliably estimated.

Provisions are recognised at the expected settlement amount, with long-term provisions being recognised at present value. To calculate the present value, provisions are discounted to the reporting date on the basis of a risk- and duration-adequate market interest rate.

ADVANCES RECEIVED, LIABILITIES AND TAX LIABILITIES

The liabilities explained in the Notes to the financial statements comprise prepayments received, trade payables, other financial and non-financial liabilities and tax liabilities. Prepayments received are recognised at their settlement values.

Financial liabilities as defined by IFRS 7 are trade payables, financial liabilities, and liabilities for invoices not yet received. These are initially recognised at fair value. Non-current liabilities are subsequently measured at amortised cost using the effective interest method.

Current liabilities are subsequently measured at the settlement amount, without discount. Tax liabilities are recognised in the amount of the anticipated tax payments.

SHARE-BASED PAYMENTS

Equity-settled

The first and second management levels in the YOC Group were granted subscription rights to shares of YOC AG within the YOC Management Incentive Programme. These are measured at the fair value of the equity instruments on the day they are granted and recognised on a straight-line basis over the vesting period as personnel expense through capital reserves.

On every reporting date the estimation regarding the number of equity instruments that vest is reviewed. The effects of modifications to the original estimates are, when known, recognised in profit or loss, subject to adjustment of the capital reserves, over the remaining period to vesting.

Cash-settled

Members of the Management Board and of the second level of management as well as staff members have been granted share-based compensation with cash settlement within the framework of the phantom stock option programme introduced in September 2014. These phantom options are measured on their issuing date and subsequent fixed dates at fair value, and recognised as personnel expense in their proportion of the vesting period until fulfilment. On every reporting date and on every settlement date, the obligations recognised are revaluated through profit or loss.

REVENUES AND EXPENSES

YOC Group generates its revenue by performing mobile advertising services. Revenue is recognised at the time of service and on a gross basis, as YOC acts as the principal in transactions with advertisers.

YOC enters into contractual relationships with both publishers and advertisers. The company establishes the selling prices of the sold advertisements, performs all billing and collection activities and bears sole responsibility for fulfilment of the advertising services. Accordingly, YOC acts as the principal in these arrangements and, therefore, reports earned revenue and incurred costs related to these transactions on a gross basis.

Services are rendered by providing advertising services based on the agreements with the advertisers.

The quantity of delivered ad formats provides the basis for calculating revenues.

Deliveries are usually measured in ad impressions, clicks, downloads or other activities of mobile web users. Deliveries are performed by using software applications and advertising formats developed in-house at YOC. Advertisers are predominantly charged for ad impressions on a CPM-basis (cost per mille). The performance-based pricing models CPC (cost per click) and CPI (cost per install) are also being applied.

Related publisher remunerations are recognised on an accrual basis as purchased services in cost for materials.

Revenue is measured at the fair value of the counter performance and net of amounts from bonus agreements with customers and net of discounts or similar deductions.

INTEREST

Interest income and expenses are recognised in profit or loss according to the effective interest method.

LEASING

Within YOC Group, there are operating leases, but no finance leases.

Under operating leases, the incurred expenses are recognised on a straight-line basis as expense over the term of the contract. When incentives are granted for entry into an operating lease, these are allocated on a straight-line basis over the term of lease, unless another systematic basis accords with actual use over the course of time.

Assets which have been acquired within a finance lease are recognised at the inception of the lease at fair value or at the lower present value of the minimum lease payments, and subsequently depreciated separately.

Regarding the liability towards the lessor, the respective amount is treated as liabilities.

4.2 IMPORTANT JUDGEMENTS AND ESTIMATION UNCERTAINTIES

Preparing the consolidated financial statements in accordance with IFRS requires making assumptions and judgements which concern the future and which, naturally, do not have to accord with circumstances occurring later.

Such assumptions and estimates affect the recognition and measurement of assets and liabilities as well as income and expenses.

The estimates and assumptions in these consolidated financial statements are based on empirical values and other factors that are considered plausible and commercially reasonable under the given circumstances.

Since assumptions and estimates may differ from actual values and have a significant effect on the company's net assets, financial position and results of operations, these assumptions and estimates are subject to regular review.

Key estimates and assumptions are made in respect of the following issues in particular:

DEFERRED TAX ASSETS

Deferred tax assets are recognised if sufficient taxable income is available in the future (see also item 5.8).

Recognition takes into account projected results from operations and the earnings effects from the reversal of taxable timing differences. Based on the projected future taxable income, the company's management assesses on each reporting date the recoverability of deferred tax assets.

As future business developments are uncertain and to some extent beyond the control of the company's management, it is necessary to make assumptions in order to estimate the amount of taxable income in the future as well as the date on which deferred tax assets will be realised.

Estimated values are adjusted in the period in which sufficient information is available for such an adjustment. If the management proceeds from the assumption that deferred tax assets will remain fully or partially unrealised, a value adjustment is made in the corresponding amount.

DEVELOPMENT COST

The group capitalises development costs for those internally developed intangible assets which are likely to be of benefit the group in future and which meet the recognition criteria of IAS 38 Intangible Assets. The initial recognition of cost is based on the management's assessment that technical and economic feasibility is given. The internally developed software is valued at the production cost arisen during the development stage of the assets in question.

The carrying amount of the capitalised development cost was kEUR 449 (2016: kEUR 420) as of 31 December 2017.

4.3 MANAGEMENT OF CAPITAL AND GOING CONCERN

The Management Board is informed of the development of YOC Group's own capital through regular reporting of key figures. The aim is to cover the company's short- to medium-term financing needs through equity. In addition, liquidity risks are monitored regularly in order to analyse cash flow fluctuations and detect liquidity shortages early on and take countermeasures.

Accounting and measurement are generally based on the going concern principle.

For financial year 2018, the group's management expects a positive operating cash flow and EBITDA. Planning continues to be based on the use of short-term financing and refinancing possibilities in the range of liabilities that mature within one year.

With regard to liquidity risks, we also refer to the chapters "Development of Financial Position and Net Assets YOC Group" and "Opportunities and Risk Report" in the Group Management Report.

The influencing factors presented therein can affect the development of operational liquidity at YOC Group's disposal, as well as a change to the financing requirements, in a positive or negative way, and thereby constitute significant matters controlled by the group's management.

4.4 CURRENCY EFFECTS AND CURRENCY TRANSLATION

The functional currency of the parent company and the presentation currency of the group is the Euro.

When transactions are invoiced in a foreign currency, receivables and liabilities are translated into the functional currency and entered in the accounting records at the exchange rate applicable on the closing date of the transaction. Receivables and liabilities existing on the reporting date are adjusted to take exchange rate fluctuations into account.

For the annual financial statements of foreign subsidiaries, currencies are translated according to the functional currency concept. The functional currency of a subsidiary is its national currency.

Assets and liabilities of affiliated companies whose functional currency is not the Euro are translated into Euros at an exchange rate that is valid on the reporting date. Changes during the year as well as expenses and income are translated into Euros using annual average exchange rates.

Equity is translated using the historical exchange rate. Differences resulting from the translation at end-of-period exchange rates are recorded as exchange differences in equity.

Currency is translated based on the following exchange rates:

	CLOSING RATE		AVERAGE RATE	
	31/12/2017	31/12/2016	2017	2016
1 Euro (EUR) = Pound Sterling (GBP)	0.8880	0.8564	0.8763	0.8170
1 Euro (EUR) = US Dollar (USD)	1.1979	1.0536	1.1299	1.1064
1 Euro (EUR) = Polish Zloty (PLN)	4.1796	4.4100	4.2592	4.3582

The following table indicates the sensitivity of the group's consolidated pre-tax earnings when compared to a reasonably possible significant exchange rate change as a percentage of the Pound Sterling (GBP), Polish Zloty (PLN) or the US Dollar (USD).

FOREIGN CURRENCY	FOREIGN EXCHANGE RATE TREND (IN %)	EFFECT ON COMPREHENSIVE INCOME BEFORE TAX (IN KEUR)
2017		
Pound Sterling (GBP)	+5	-6
	- 5	6
US Dollar (USD)	+5	2
	- 5	-2
Polish Zloty (PLN)	+5	-9
	- 5	9
2016		
Pound Sterling (GBP)	+5	0
	- 5	0
US-Dollar (USD)	+5	-3
	- 5	3

All monetary items in foreign currency are factored into the sensitivity. All other variables remain constant in the analysis.

4.5 INTEREST EFFECTS

An increase of the three-month EURIBOR by two per cent would have no significant effect on financial results, as the shareholder loans are not coupled to the development of EURIBOR.

5. NOTES TO THE STATEMENT OF COMPREHENSIVE INCOME

5.1 REVENUE

YOC Group achieved a 20 % increase in **sales revenue** to kEUR 14,372 in financial year 2017 (2016: kEUR 11,959). Reductions in revenue increased to 64 % in the year under review (2016: 62 %).

The reductions in revenue include reimbursements, premiums, agency commissions and other discounts to customers.

REVENUE (IN KEUR)	2017	2016
Revenue	39,786	31,309
Revenue deductions	25,414	19,350
TOTAL	14,372	11,959

5.2 OWN WORK CAPITALISED

In 2017, **development costs for internally developed software** amounting to kEUR 245 (2016: kEUR 184) were capitalised. In the current financial year, the company's development efforts were focused on the business intelligence tool YOC Hub. YOC Hub provides publishing partners of YOC Group with a reporting and analysis tool which allows real-time management and evaluation of marketing activities.

In addition, financial year 2017 saw the development of **VIS.X**, a new technological platform for highly automated media trade.

The recognition criteria of IAS 38 have been met. The directly attributable costs were capitalised as production costs for internally developed software. Production costs were determined on the basis of work days, calculated at daily rates per employee. Research and development costs related to new products and technological innovations in financial year 2017 came to kEUR 232 in total (2016: kEUR 100).

5.3 OTHER OPERATING INCOME

The Group's **other operating income** to kEUR 384, kEUR 42 above the previous year's level (2016: kEUR 342).

OTHER OPERATING INCOME (IN KEUR)	2017	2016
Income from derecognition of invoices not yet received	229	69
Income from derecognition of liabilities due to limitation of claims	84	57
Income from derecognition of personnel liabilities	23	46
Income from recharging disbursed costs	18	61
Income from foreign exchange and currency translation	4	12
Income from selling fixed assets	3	11
Income from letting office space	0	14
Other income	23	72
TOTAL	384	342

5.4 EXPENSES FOR GOODS AND SERVICES

Material expense for services received increased by kEUR 1,205 to kEUR 8,793 (2016: kEUR 7,588), and included mainly costs for the service infrastructure and for publisher remuneration. Material costs thus increased at a disproportionately lower rate than revenues, due to new high-margin products and the growth of the programmatic business.

5.5 PERSONNEL EXPENSES

In financial year 2017 the **personnel expense** increased by kEUR 329 to kEUR 4,320 (2016: kEUR 3,991).

PERSONNEL EXPENSE (IN KEUR)	2017	2016
Wages and salaries	3,673	3,410
Social security costs	647	581
TOTAL	4,320	3,991

The rise in personnel costs is mainly the result of personnel provisions in the context of the phantom stock option programme.

Social security costs include contributions to direct insurance policies at kEUR 9 (2016: kEUR 11) as well as contributions to the statutory / public pension fund (contribution-oriented scheme) at kEUR 198 (2016: kEUR 179).

The average number of employees (without Management Board) increased slightly by 2 % to 51 employees (2016: 50 employees).

As of 31 December 2017, YOC Group had 53 permanent employees (2016: 48 employees).

NUMBER OF EMPLOYEES	2017	2016
Annual average	51	50
At the end of year	53	48

Productivity increased by kEUR 239 to kEUR 282 revenue per employee (+18 %).

5.6 OTHER OPERATING EXPENSES

Other operating expenses were down kEUR 62 from the previous year to kEUR 1,970 (2016: kEUR 2,032).

The **marketing, communication, media placement** item in the amount of kEUR 571 (2016: kEUR 489) includes mainly costs for marketing and public relations. The increase of these expenses is, among others, related to the development of a new website and implementation of the company's new corporate identity.

The **current operating expenses** item was slightly reduced by kEUR 10 to kEUR 549 (2016: kEUR 559).

Substantial items within the current operating expenses comprised rental expenses including corresponding incidental costs in all locations amounting to kEUR 326 (2016: kEUR 310), expenditure for insurance, contributions and tax in the amount of kEUR 74 (2016: kEUR 111), expenditure for repairs, maintenance and servicing of operating and office equipment and software in the amount of kEUR 45 (2016: kEUR 52), expenditure

for licences in the amount of kEUR 44 (2016: kEUR 36) as well as expenditure for renting servers in the amount of kEUR 42 (2016: kEUR 35).

Legal and consulting costs were down kEUR 36 year-on-year to kEUR 251 (2016: kEUR 287).

This includes in particular legal consulting costs of kEUR 30 (2016: kEUR 53), external accounting fees and costs for preparing and auditing the annual financial statements of altogether kEUR 171 (2016: kEUR 166) as well as costs for tax advice of kEUR 39 (2016: kEUR 22). Other consulting expenses were reduced to kEUR 11 (2016: kEUR 45).

Exchange losses resulting from **currency exchange** dropped by kEUR 74 to kEUR 33 (2016: kEUR 107).

The **miscellaneous other operating expenses** item includes, among other things, compensation expenses for the Supervisory Board amounting to kEUR 79 (2016: kEUR 73).

OTHER OPERATING EXPENSE (IN KEUR)	2017	2016
Marketing, communication and media placement	571	489
Current operating expense	549	559
Legal and consulting expense	251	287
Outside services	145	192
Travel costs	132	126
Recruiting and training expense	92	83
Stock exchange listing fees	56	49
Expense from currency translation	33	107
Allowances on receivables	2	18
Other operating expense	139	122
TOTAL	1,970	2,032

5.7 INTEREST

Interest from non-current liabilities includes mainly interest expense from shareholder loans. Interest expense from non-current liabilities includes no amount attributable to long-term finance leasing.

NET INTEREST (IN KEUR)	2017	2016
Interest expense from non-current liabilities	87	68
Interest expense	87	68
FINANCIAL RESULT	-87	-68

5.8 INCOME TAXES

Tax expense for the financial year 2017 consists of the following:

INCOME TAXES (IN KEUR)	2017	2016
------------------------	------	------

ACTUAL INCOME TAXES

Actual taxes on domestic income	0	0
Actual taxes on foreign income	86	89
Total actual income taxes	86	89

DEFERRED TAXES

Deferred domestic taxes	0	0
Deferred foreign taxes	0	0
Total deferred taxes	0	0
TOTAL INCOME TAXES	86	89

The **actual income taxes** comprise corporate income tax, trade tax, solidarity surcharge and the foreign taxes on income and earnings.

The deferred taxes recognised in profit or loss are broken down as follows:

DEFERRED TAXES RECOGNISED THROUGH PROFIT OR LOSS (IN KEUR)	2017	2016
From temporary differences	94	56
From loss carryforwards and tax credits	-94	-56
TOTAL DEFERRED TAXES RECOGNISED THROUGH PROFIT OR LOSS	0	0

The expected tax expense is obtained by multiplying comprehensive income before tax by the parent company's tax rate of 30.32 % (2016: 30.25 %).

The relevant tax rate is calculated according to the tax provisions in effect on the closing date to the financial statements. Corporate income tax, solidarity surcharge and trade tax are taken into account accordingly.

For German tax purposes, the deferred taxes are accounted for using a corporate income tax rate of 15 % and a solidarity surcharge of 5.5 %. The trade tax is calculated using a 3.5 % base rate and the respective multiplier specific to local municipality. The following table shows the reconciliation between expected and actually reported tax expense for the Group:

RECONCILIATION (IN KEUR)	2017	2016
	KEUR	KEUR
Comprehensive income before taxes	-445	-1,610
Relevant tax rate	30 %	30 %
Expected tax expense	-135	-487

CHANGES RESULTING FROM DEVIATIONS TO THE TAX MEASUREMENT BASIS

Tax-exempt income, tax-exempt amounts and benefits	-2	-6
Non-tax deductible expense	53	49

TAX RATE DIFFERENCES

Effects of differing foreign tax rates	-28	21
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RECOGNITION AND MEASUREMENT OF DEFERRED TAX ASSETS

Non-recognition of deferred tax assets on loss carryforwards and temporary differences	227	515
Use of non-deferred loss carryforwards	-32	0
Write-up of deferred tax assets on loss carryforwards	0	-9

CHANGES IN TAX RATES ON DEFERRED TAXES

Changes in tax rates on deferred taxes	0	7
--	---	---

NON-PERIODIC EFFECTS

Taxes from previous years	2	0
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OTHER

Other	1	-1
ACTUAL TAX EXPENSE PER INCOME STATEMENT	86	89

The following deferred tax assets and deferred tax liabilities were recognised on differences and on loss carryforwards:

DEFERRED TAX ASSETS / LIABILITIES (IN KEUR)	2017		2016	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Intangible assets	1	94	1	56
Receivables	0	0	0	0
Provisions	94	0	53	0
Tax loss carryforwards and benefits	0	0	3	0
Total	95	94	57	56
Netting	-94	-94	-56	-56
RECOGNISED ON STATEMENT OF FINANCIAL POSITION	1	0	1	0

Deferred taxes on items on the statement of financial position relating to foreign ownership interests are recognised with due regard to the tax conditions applicable to the company in question. Deferred tax on tax loss carryforwards are recognised subject to whether they can be realised in future.

As of 31 December 2017, deferred taxes on tax loss carryforwards amounting to kEUR 14,351 (2016: kEUR 13,780) from corporate income taxes and amounting to kEUR 13,254 (2016 kEUR 12,672) from trade taxes were not recognised.

In the foreign subsidiaries, deferred taxes on tax loss carryforwards amounting to kEUR 3,381 (2016: kEUR 3,471) were not recognised.

As of the reporting date, no tax receivables were recognised (2016: kEUR 0). Tax liabilities amounted to kEUR 42 as of 31 December 2017 (2016: kEUR 23).

5.9 EARNINGS PER SHARE

The registered share capital as of 31 December 2017 is divided into 3,292,978 bearer shares (previous year: 3,292,978 shares) each with a nominal value of EUR 1.00 per share.

To calculate the undiluted earnings per share, the earnings attributable to ordinary shareholders of YOC AG are divided by the weighted average number of ordinary shares in circulation during the year.

In financial year 2017, the weighted average number of shares used to calculate the undiluted earnings per share remained unchanged at 3,292,978. The stock options offered under the stock option programme had no dilutive effect in financial year 2017, as it would reduce the loss per share.

5.10 SEGMENT REPORTING

Segment reporting is based on the internal management structure. At the beginning of the new financial year 2017, the presentation of segment reporting was changed due to adjustments to the internal reporting structure. The previous year's figures were adjusted accordingly.

The group is since divided into the following reportable business segments:

› Middle and Eastern Europe

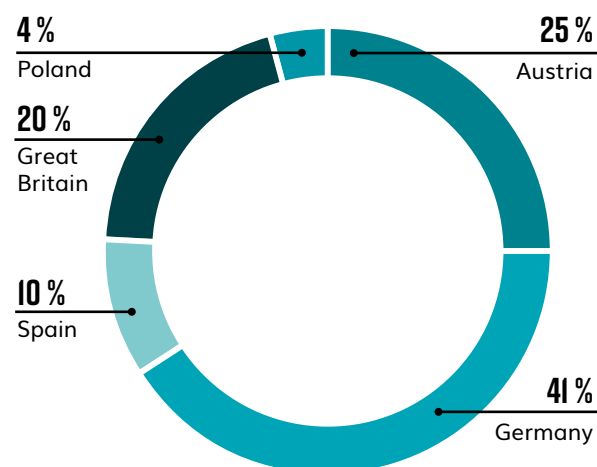
› Rest of Europe

For the formation of the abovementioned reportable business segments, the business segments of Germany, Austria and Switzerland as well as since 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 revenue contribution per region in the reporting period can be broken down as follows:



In the Middle and Eastern Europe region the revenue increased by 24 % to kEUR 10,059 (previous year: kEUR 8,103). Due to adjusted internal licence keys, the operating result in this segment decreased accordingly by kEUR 115 to kEUR 531 (previous year: kEUR 646).

In the Rest of Europe region, the British subsidiary achieved a significant growth in revenue as compared to the previous year.

On the other hand, the stagnated revenue in Spain impaired the overall growth of the segment in financial year 2017. In the final quarter of the reporting year, however, the company in Spain generated a significant growth in revenue.

The segment's sales revenue increased by 10 % to kEUR 4,344 (previous year: kEUR 3,958). As a result of this and due to an increased gross margin, the EBITDA improved by kEUR 588 to kEUR 162 (previous year: kEUR -426).

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 (IN KEUR)

MIDDLE AND EAST EUROPE	REST OF EUROPE	CORPORATE FUNCTIONS	CONSOLIDATION	YOC GROUP
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01/01/2017 - 31/12/2017

External revenue	8,526	3,681	2,165	0	14,372
Internal revenue	1,533	663	1,006	-3,203	0
Total revenue	10,059	4,344	3,171	-3,203	14,372
Own work capitalised	0	0	245	0	245
Other operating income	360	189	1,606	-1,770	384
Total output	10,419	4,533	5,021	-4,973	15,000
Costs of goods sold	6,146	2,668	3,178	-3,199	8,793
Personnel expenses	1,507	1,014	1,799	0	4,320
Other operating expenses	2,235	689	814	-1,769	1,970
EBITDA	531	162	-770	-6	-83

01/01/2016 - 31/12/2016 (ADJUSTED)

External revenue	7,117	3,607	1,235	0	11,960
Internal revenue	985	350	617	-1,952	0
Total revenue	8,103	3,958	1,851	-1,952	11,960
Own work capitalised	0	0	184	0	184
Other operating income	318	20	984	-981	342
Total output	8,421	3,978	3,020	-2,933	12,486
Costs of goods sold	5,014	2,675	1,872	-1,973	7,588
Personnel expenses	1,458	927	1,607	0	3,991
Other operating expenses	1,303	802	891	-964	2,032
EBITDA	646	-426	-1,350	4	-1,126

The EBITDA is reconciled to net income as follows:

RECONCILIATION (IN KEUR)	2017	2016
EBITDA	-83	-1,126
Depreciation and amortisation	-275	-416
Financial result	-87	-68
Net income before taxes	-445	-1,610
Taxes	-86	-90
NET INCOME	-530	-1,699

As of 31 December 2017, trade and other receivables in the Middle and Eastern Europe region came to kEUR 1,745 (previous year: kEUR 1,055), in the Rest of Europe region to kEUR 918 (previous year: kEUR 1,403)

and in the corporate functions section to kEUR 389 (previous year: kEUR 210).

Liabilities in the Middle and Eastern Europe region came to kEUR 4,278 (previous year: kEUR 3,326), in the Rest of Europe region to kEUR 1,578 (previous year: kEUR 2,241), and in the corporate functions section to kEUR 2,382 (previous year: kEUR 1,797).

5.11 OTHER COMPREHENSIVE INCOME

Other comprehensive income in financial year 2017 contains changes arising from currency translations amounting to kEUR 46 (2016: kEUR 135).

6. NOTES TO INDIVIDUAL ITEMS IN THE STATEMENT OF FINANCIAL POSITION

6.1 PROPERTY, PLANT AND EQUIPMENT

The **property, plant and equipment** item includes mainly operating and office equipment as well as IT infrastructure such as server systems.

As of 31 December 2017, the consolidated statement of financial position contained property, plant and equipment in the amount of kEUR 85 (2016: kEUR 97). Scheduled depreciation on property, plant and equipment came to kEUR 47 in the financial year under review (2016: kEUR 50). Property, plant and equipment in the financial year 2017 developed as follows:

CHANGES TO PROPERTY, PLANT AND EQUIPMENT (IN KEUR)

ACQUISITION COSTS

As of 01/01/2016	931
Additions	72
Disposals	-20
Currency translation effects	-3
AS OF 31/12/2016	981

DEPRECIATION

As of 01/01/2016	854
Additions	50
Disposals	-18
Currency translation effects	-3
AS OF 31/12/2016	884

Net carrying amount as of 31/12/2016	97
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CHANGES TO PROPERTY, PLANT AND EQUIPMENT (IN KEUR)

ACQUISITION COSTS

As of 01/01/2017	981
Additions	37
Disposals	-285
Currency translation effects	0
AS OF 31/12/2017	733

DEPRECIATION

As of 01/01/2017	884
Additions	47
Disposals	-283
Currency translation effects	-1
AS OF 31/12/2017	647

Net carrying amount as of 31/12/2017	85
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There were no limits on disposal or restrictions for individual items of property, plant and equipment. Likewise, no property, plant or equipment has been pledged or otherwise given as security.

As of 31 December 2017, the remaining useful lives were between 1.0 and 8.0 years (2016: between 1.0 and 3.0 years).

The scheduled amortisation of **intangible assets** came to kEUR 227 in financial year 2017 (2016: kEUR 298). No impairments were made in 2017 (2016: kEUR 67).

There were no limits on disposal or restrictions on individual intangible assets. Likewise, no intangible assets have been pledged or given as security.

The intangible assets developed as follows:

6.2 INTANGIBLE ASSETS

Those parts of the internally developed software that have already been completed are amortised according to plan on a straight-line basis over a useful life of three to eight years.

DEVELOPMENT OF INTANGIBLE ASSETS (IN KEUR)	INTERNALLY DEVELOPED SOFTWARE	WEBSITE AND TRADEMARK RIGHTS	ACQUIRED SOFTWARE AND LICENCES	CUSTOMER BASES	TOTAL
ACQUISITION COSTS					
As of 01/01/2016	2,009	98	428	139	2,673
Additions	208	0	0	0	208
Disposals	0	0	10	0	10
AS OF 31/12/2016	2,217	98	438	139	2,891
DEPRECIATION					
As of 01/01/2016	1,438	88	412	139	2,077
Additions	291	4	3	0	298
Disposals	0	0	10	0	10
Value Reduction	67	0	0	0	67
AS OF 31/12/2016	1,796	92	405	139	2,433
Net carrying amount as of 31/12/2016	420	5	33	0	457
ACQUISITION COSTS					
As of 01/01/2017	2,217	98	438	139	2,891
Additions	252	0	31	0	284
Disposals	0	0	0	0	0
AS OF 31/12/2017	2,469	98	469	139	3,175
DEPRECIATION					
As of 01/01/2017	1,796	92	405	139	2,433
Additions	222	4	1	0	227
Disposals	0	0	0	0	0
Value Reduction	0	0	0	0	0
AS OF 31/12/2017	2,019	97	406	139	2,661
Net carrying amount as of 31/12/2017	450	0	64	0	514

6.3 RECEIVABLES AND OTHER ASSETS

Trade receivables as of 31 December 2017 amounted to kEUR 3,052 (2016: kEUR 2,669). They include the following:

TRADE RECEIVABLES (IN KEUR)	2017	2016
Trade receivables before impairment	3,052	2,684
Specific valuation allowance	0	-16
TOTAL	3,052	2,669

Value adjustments on trade receivables developed as follows:

CHANGES IN SPECIFIC VALUATION ALLOWANCE (IN KEUR)	2017	2016
As of 01/01/	16	51
Additions	0	16
Reversals	0	0
Usage	-16	-51
AS OF 31/12/	0	16

The management of receivables accommodates a balanced age structure through the continuous analysis of the receivables amount. Receivables older than 60 days are subject to detailed analysis. Should there be any earlier indications that an individual adjustment is necessary, the respective receivables are impaired accordingly.

The following table shows an analysis of the age structure of trade receivables which are reported in the statement of financial position on the reporting date:

TRADE RECEIVABLES MATURITY ANALYSIS (IN KEUR)	2017	2016
Up to 30 days*	2,918	2,279
31 days to 90 days	95	246
91 days to 180 days	30	120
From 181 days	8	24
Due valud-adjusted receivables as of 31/12/	0	16
TOTAL TRADE RECEIVABLES	3,052	2,684

* thereof receivables amounting to kEUR 2,209 are neither due nor impaired on 31/12/2017 (2016: kEUR 1,721)

Should there be any earlier indications that an individual adjustment is necessary, the respective receivables are impaired accordingly.

The other assets in the amount of kEUR 98 (2016: kEUR 124) include mainly paid security deposits in the amount of kEUR 66 (2016: kEUR 27) and receivables from advance payments in the amount of kEUR 29 (2016: kEUR 28). Advance payments have been made, inter alia, for insurance, membership fees, rents and royalties. In the previous year, they had contained claims against the tax authority for value added tax in the amount of kEUR 66.

No impairments of other assets have occurred in financial year 2017.

All receivables and other assets are short-term items. There are no exceptional default risks, or concentrations of default risks, on YOC Group receivables. The carrying amounts presented above reflect the group's maximum default risk on such receivables and other assets.

6.4 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise all bank and cash assets along with short-term deposits and cheques amounting to a total kEUR 984 (2016: kEUR 660).

Bank accounts held in a foreign currency were translated using the end-of-period exchange rate.

As of 31 December 2017, no cash assets had been pledged as security.

6.5 EQUITY

The number of shares of the company stands at 3,292,978 after the capital increase (2016: 3,292,978). Of the 3,292,978 shares with a nominal value of EUR 1.00, YOC AG holds 4,000 as its own shares (see explanations further below). Treasury shares are presented as a deduction from the equity capital.

In the annual general meeting on 08 July 2016, new authorised capital was approved, whereby the Management Board is entitled to increase the company's share capital – with the Supervisory Board's approval – one or more times until 07 July 2021, up to a nominal amount of EUR 1,646,489, by issuing new shares for cash contributions and/or contributions in kind.

The following table shows the shareholder structure of YOC AG as of 31 December 2017:

SHAREHOLDERS OF YOC AG (IN %)	OWNERSHIP INTERESTS
Management Board*	18.82 %
Supervisory Board	1.34 %
DIH Deutsche Industrie Holding GmbH	9.36 %
Dr Bernhard Heiss	9.12 %
Institutional Investors	7.60 %
Euroweb Beteiligung GmbH	5.00 %
Karl J. Kraus	3.29 %
YOC AG (own shares)	0.12 %
Free float	45.34 %
TOTAL	100.00 %

* The ownership interest held by dkam GmbH is attributed to Mr Dirk-Hilmar Kraus.

In financial year 2009, contingent capital in the amount of kEUR 175 was created in order to grant subscription rights to the management, the YOC AG staff as well as staff of the affiliated companies within the YOC Management Incentive Programme. As of 31 December 2017, all subscription rights have fully expired.

In accordance with the resolution of the General Meeting of 25 August 2015, the share capital of the group has been contingently increased by up to EUR 1,000,000 by issuing up to 1,000,000 new shares made out to bearer. The contingent capital increase is used to grant shares to bearers or creditors of convertible bonds as well as option right holders from option bonds. The shares are being issued upon authorisation until 24 August 2020.

The contingent capital increase is only realised to the extent that the option bonds and convertible bonds are actually exercised or conversion obligations from such bonds are fulfilled and that no other forms of fulfilment are used to service these rights.

As of 31 December 2017, the **capital reserve** amounted to kEUR 20,641 (2016: kEUR 20,649). The change in the capital reserve in the reporting year is the result of a reposting of the expired parts of the stock option programme from the year 2009 in the amount of kEUR 8 (2016: kEUR 23) into retained earnings.

The **retained earnings** item reflects the cumulative results of past financial years, with a value of kEUR -27,905 as of 31 December 2017 (2016: kEUR -27,383). The difference to the previous year stems from the annual result of kEUR -530 as well as from reposting the expired parts of the stock option programme from the capital reserve in the amount of kEUR 8 (2016: kEUR 23).

In financial year 2017, as in the previous year, YOC AG held 4,000 of its **own shares**, valued at an average EUR 12.56 per share.

6.6 PROVISIONS

The provisions are comprised as follows:

PROVISIONS (IN KEUR)	AS OF 01/01/2017	REVERSAL	ADDITION	AS OF 31/12/2017
Archiving provisions	57	1	0	56
Other provisions	175	0	339	514
TOTAL	232	1	339	570

As of 31 December 2017, YOC Group had provisions amounting to a total of kEUR 570 (2016: kEUR 232). These contain non-current provisions for archiving and for the phantom stock option programme introduced in financial year 2014 for the Management Board, managers and employees.

The archiving provision is a consequence of the duty to preserve business records. The applied discount rate is based on the interest rates published by the Bundesbank for the various maturities. In 2017, it was 3 % on average (2016: 2 %).

With the phantom stock option programme launched in September 2014 (share-based payment with cash compensation), 100,000 phantom options were granted to staff and Management Board members by end 2017 (2016: 100,000). Phantom options may be granted for the first time in 2014, and for the last time in 2017.

They may be exercised no earlier than three years after they have been granted, and only if the share price is at least 25 % higher than on the issuing date and at least EUR 5.00. The phantom options are to be exercised within twelve months after the waiting period has expired.

After three years, the options become non-forfeitable.

The fair value as of 31 December 2017 is EUR 7.00 per option, and was ascertained by means of the Black-Scholes model, taking the following assumptions as a basis: expected dividend yield 0 %, risk-free interest rate -0.76 %, vesting period one year, and an expected volatility of 125 %.

6.7 LIABILITIES

As of 31 December 2017, **liabilities** amounted to kEUR 8,237 (2016: kEUR 7,364).

They include received advance payments, trade payables, tax liabilities, other liabilities and other financial liabilities.

As of 31 December 2017, **trade payables** came to kEUR 2,626 (2016: kEUR 2,491).

Other liabilities, amounting to kEUR 647 as of 31 December 2017 (2016: kEUR 506), can be broken down as follows:

OTHER LIABILITIES (IN KEUR)	2017		2016	
	TOTAL	OF WHICH CURRENT	TOTAL	OF WHICH CURRENT
Liabilities arising from personnel matters	395	395	325	325
Liabilities to supervisory board	19	19	0	0
Liabilities from operating taxes	215	215	163	163
Miscellaneous other liabilities	18	18	18	18
TOTAL	647	647	506	506

Liabilities arising from personnel matters include mainly bonus and commission claims amounting to kEUR 229 (2016: kEUR 182), liabilities for payroll and church taxes, social security obligations, trade association commitments and a disabled persons' levy amounting to kEUR 120 (2016: kEUR 107) as well as commitments for unused vacation days amounting to kEUR 46 (2016: kEUR 36).

Other financial liabilities, in a total amount of kEUR 4,871 (2016: kEUR 4,326) as of 31 December 2017, include current liabilities in the amount of kEUR 4,092 (2016: kEUR 3,346) as follows:

OTHER FINANCIAL LIABILITIES (IN KEUR)	2017		2016	
	TOTAL	OF WHICH CURRENT	TOTAL	OF WHICH CURRENT
Liabilities from invoices not yet received	3,391	3,211	3,225	3,225
Shareholder loans	1,300	700	800	0
Miscellaneous other financial liabilities	181	181	301	121
TOTAL	4,872	4,092	4,326	3,346

The other financial liabilities item in the current year comprises mainly liabilities from purchase invoices not yet received. They contain obligations for financial reporting and audit costs of YOC AG amounting to kEUR 74 (2016: kEUR 87).

Also included in this item are liabilities for customers' overpayments amounting to kEUR 181 (2016: kEUR 121). Hedging relationships are not reported.

6.8 OTHER FINANCIAL OBLIGATIONS

As of 31 December 2017, there were **financial obligations** for outstanding lease instalments for office space, operating and office equipment.

Of the financial obligations from operating leases (including rental expenses), the following are to be paid in the years to come:

OTHER FINANCIAL OBLIGATIONS (IN KEUR)	2017	2016
Up to 1 year	151	147
1 - 5 years	172	317
More than 5 years	0	0
TOTAL	324	464

Rent-free periods for operating leases are recognised on a straight-line basis over the lease term as a reduction of current rent expenses. In financial year 2017, the minimum lease payments from operating leases recognised in profit or loss amounted to kEUR 335 (2016: kEUR 303). There were no lease commitments according to IFRIC 4.

As of 31 December 2017, no liabilities existed from finance lease agreements (2016: kEUR 0).

6.9 OTHER DISCLOSURES ON FINANCIAL INSTRUMENTS

The following table shows the carrying amounts and fair values, the categorisation according to IAS 39, and fair-value hierarchy of the financial assets and liabilities recognised in the consolidated financial statements:

31/12/2017 (IN KEUR)	CARRYING AMOUNT	FAIR VALUE	MEAS- UREMENT CATEGORY IAS 39 ¹⁾	FAIR VALUE HIERAR- CHY
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FINANCIAL ASSETS

Cash and cash equivalents	984	984	LaR	n/a
Trade receivables	3,052	3,052	LaR	n/a
Other assets	98	98	LaR	n/a

FINANCIAL LIABILITIES

Fixed rate borrowing	1,300	1,300	FLAC	Level 2
Trade payables	2,626	2,626	FLAC	n/a
Other financial liabilities	3,572	3,572	FLAC	n/a

31/12/2016 (IN KEUR)	CARRYING AMOUNT	FAIR VALUE	MEAS- UREMENT CATEGORY IAS 39 ¹⁾	FAIR VALUE HIERAR- CHY
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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	Stufe 2
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 amortized cost.

The carrying amounts of payment instruments, trade and other receivables, other current assets and other current financial liabilities are identical with their fair value due to their short maturities.

The fair value of these current items in the statement of financial position is equated with their recognised value on grounds of materiality.

The following table shows the future non-discounted contractually agreed cash outflows in relation to the financial instruments:

NON-DISCOUNTED CASH-OUTFLOW

MATURITY ANALYSIS (IN KEUR)	CARRYING AMOUNT AS OF 31/12/2017	UP TO 1 YEAR	1 TO 5 YEARS
Other liabilities	647	647	0
Other financial liabilities	4,872	4,092	780
Trade payables	2,626	2,626	0

MATURITY ANALYSIS (IN KEUR)	CARRYING AMOUNT AS OF 31/12/2016	UP TO 1 YEAR	1 TO 5 YEARS
Other liabilities	506	506	0
Other financial liabilities	4,326	3,346	980
Trade payables	2,491	2,491	0

YOC Group has a group-wide cash management system by which the liquidity of the group companies is monitored on a daily basis. As of 31 December 2017, as in the previous year, the maximum contingency risk was equal to the carrying amount of all financial assets owed to third parties.

Revenue and expenditures along with profits and losses from financial instruments which are recognised in the income statement are presented in the table below:

ITEMS OF INCOME, EXPENSE, GAINS OR LOSSES (IN KEUR)	2017	
	NET PROFIT / NET LOSSES	TOTAL INTEREST INCOME AND EXPENSE (EFFECTIVE INTEREST METHOD)
Loans and receivables	77	0
Financial liabilities measured at amortised cost	0	-1
TOTAL	77	-1

ITEMS OF INCOME, EXPENSE, GAINS OR LOSSES (IN KEUR)

	2016	
	NET PROFIT / NET LOSSES	TOTAL INTEREST INCOME AND EXPENSE (EFFECTIVE INTEREST METHOD)
Loans and receivables	38	0
Financial liabilities measured at amortised cost	0	12
TOTAL	38	12

Net gains or net losses according to IFRS 7.20 (a) include interest for liabilities to financial institutions, changes in impairment of receivables, and results of measuring financial instruments at fair value.

Total interest income and total interest expense according to IFRS 7.20 (b) include mainly interest expenses resulting from application of the effective interest method along with interest expenses from leasing liabilities.

7. NOTES TO THE CASH FLOW STATEMENT

7.1 CASH FLOW FROM INDIVIDUAL ACTIVITIES

On the reporting date, YOC Group's cash and cash equivalents amounted to kEUR 984. Liquidity increased by kEUR 325 as compared to the previous year's reporting date.

OPERATING CASH FLOW

The operating cash flow is determined using the indirect method. The starting point for determining the operating cash flow is the net income after taxes for the past financial year, amounting to kEUR -530 (2016: kEUR -1,699).

The operating cash flow includes all cash transactions of the financial year that are not attributable to investing or financing activities.

The operating cash flow increased by kEUR 1,101 to kEUR 149 (2016: kEUR -952).

CASH FLOW FROM INVESTING ACTIVITIES

The kEUR 324 cash outflow from investing activities comprises primarily internal development costs in connection with the further development of technological platforms and innovative products in the amount of kEUR 252. In- and outflow of cash for tangible assets are balanced.

CASH FLOW FROM FINANCING ACTIVITIES

The cash flow from financing activities in the amount of kEUR 500 results from taking up a loan at standard market terms in financial year 2017, maturing in March 2019.

7.2 CASH FUNDS

The cash funds comprise cash in hand and bank balances along with short-term deposits with a maturity of up to 90 days which have only a slight value fluctuation risk. As of 31 December 2017, cash funds amounted to kEUR 984 (2016: kEUR 660).

8. NOTES TO THE STATEMENT OF CHANGE IN EQUITY

Apart from the annual net loss of kEUR 530 recognised in retained earnings, the following issues have an effect on equity:

Currency translation effects arising from consolidating the foreign subsidiary YOC Mobile Advertising Ltd. led to an increase in Group equity by kEUR 46 to kEUR -70, due to the revaluation of the Euro to the British pound (2016: kEUR -116).

9. OTHER DISCLOSURES

9.1 GUARANTEES, CONTINGENT LIABILITIES AND SIMILAR OBLIGATIONS

No guarantees, contingent liabilities or similar obligations exist.

9.2 EVENTS AFTER THE STATEMENT OF FINANCIAL POSITION REPORTING DATE

After the reporting date, no other events occurred that had a significant impact on the net assets, financial result and result of operations.

9.3 REPORT ON RISKS AND OPPORTUNITIES

The disclosures on company- and industry-specific risks as well as financial risks of YOC Group and its management are made in the risk report of the Group Management Report, which is subject to auditing.

9.4 RELATED PARTY DISCLOSURES

For the purposes of IAS 24, related companies and persons are generally defined as members of the Management Board and of the Supervisory Board of YOC AG along with their family members and companies controlled by these persons.

Persons in key positions and their close family members are also considered related parties (according to IAS 24.9).

Obligations of YOC AG towards the Management Board member Dirk-Hilmar Kraus in the amount of kEUR 180 have been bearing interest at an annual rate of 5 % since 01 January 2015 and are now recognised in non-current financial liabilities.

Beyond that, no significant business transactions with related companies or persons took place in the period under review.

9.5 MANAGEMENT BOARD AND SUPERVISORY BOARD REMUNERATION

REMUNERATION OF THE MANAGEMENT BOARD

In financial year 2017, the Management Board consisted of Dirk-Hilmar Kraus.

The following table shows the breakdown of the remuneration components:

REMUNERATION MANAGEMENT BOARD 2017

NAME	SHORT TERM BENEFITS		
	FIXED COMPENSATION* (IN KEUR)	VARIABLE COMPENSATION (IN KEUR)	PHANTOM STOCK OPTIONS
Dirk-Hilmar Kraus	165	5	40,000

*including contractual fringe benefits

In financial year 2017, the YOC AG Management Board remuneration included a fixed salary component of kEUR 165 in total (2016: kEUR 427). In the previous year, the Management Board had two members until September 2016. The fixed remuneration in financial year 2016 had also included the amount of kEUR 100 related to the termination of the employment contract with the second member of the Management Board. A variable component based on the operating result of YOC Group was remunerated with kEUR 5 in the current financial (2016: kEUR 10).

From the phantom stock option programme set up in financial year 2014, the Supervisory Board granted a total amount of 40,000 phantom stock options with a fair value of EUR 7.00 each to the Management Board in financial year 2014. Other than in a stock option scheme with "actual" stock options, the exercising of phantom options does not authorise to subscribe to company shares, but rather entitles the holder to claim a certain amount of money in cash from the company as further defined in the option terms and conditions.

The phantom options do not give the holder any participation rights in the company under commercial law, in particular no share-based claim to rights of information or participation, voting rights or participation in net profit.

In financial year 2017, kEUR 85 were recognised as share-based remuneration expense pro rata (2016: kEUR 53). kEUR 165 of the ongoing Management Board remuneration were cash-effective.

Other than the above, no advances, loans, security payments, pension promises or similar benefits were granted to the Management Board.

REMUNERATION OF THE SUPERVISORY BOARD

The compensation received by the YOC AG Supervisory Board comprises fixed remuneration amounting to kEUR 56 (2016: kEUR 51) and attendance allowances amounting to kEUR 23 (2016: kEUR 23). Supervisory Board remuneration in financial year 2017 thus came to a total kEUR 79.

The following table shows the breakdown of the remuneration for each member of the Supervisory Board:

REMUNERATION OF THE SUPERVISORY BOARD IN 2017 (IN KEUR)

NAME	FIXED REMUNERATION	ATTENDANCE FEE	TOTAL
Dr Nikolaus Breuel (Chairman)	25	10	35
Konstantin Graf Lambsdorff	19	8	26
Sacha Berlik	13	5	18
TOTAL	56	23	79

No advances, loans, security payments, pension promises or similar benefits were granted to the Supervisory Board. Similarly, other than their Supervisory Board activities, the Supervisory Board members did not perform any advisory or referral services for YOC Group.

9.6 AUDITOR'S FEES

The following fees were incurred for the services performed by the auditor Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Berlin:

AUDITOR'S FEES (IN KEUR)	2017	2016
Audit of financial statements	56	54
Tax consulting services	22	41
Other services	6	5
TOTAL	83	100

9.7 DECLARATION OF CONFORMITY WITH THE GERMAN CORPORATE GOVERNANCE CODE

The Declaration of Conformity with the German Corporate Governance Code (Deutscher Corporate Governance Kodex) pursuant to Sect. 161 of the German Stock Corporation Act (AktG) was issued by the Management Board and the Supervisory Board and has been made permanently accessible to YOC AG's shareholders on the web page at www.yoc.com in the "Investor Relations" section.

Berlin, 25. April 2018



DIRK-HILMAR KRAUS
THE MANAGEMENT BOARD

STATEMENT OF RESPONSIBILITY BY THE MANAGEMENT BOARD

(Pursuant to Sect. 37y No. 1 Securities Trading Act (WpHG) in conjunction with Sect. 297 Para. 2 Sent. 4 and Sect. 315 Para. 1 Sent. 5 German Commercial Code (HGB))

I assure, to the best of my knowledge, that the consolidated financial statement conveys a true and fair view of the assets, financial position and results of operation of the group according to the applicable accounting principles, and that the business performance including the business results and the situation of the group are described in the Group Management Report so as to convey a true and fair view of the facts and circumstances as well as the material risks and opportunities of the group's expected development.

Berlin, 25. April 2018



DIRK-HILMAR KRAUS
THE MANAGEMENT BOARD

INDEPENDENT AUDITOR'S REPORT

"TO YOC AG

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND THE GROUP MANAGEMENT REPORT

AUDIT OPINION

We audited the consolidated financial statements of YOC AG, Berlin, and its subsidiaries (the group) – comprising the consolidated statement of financial position as of 31 December 2017, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the fiscal year beginning 01 January and ending 31 December 2017 as well as the notes to the consolidated financial statements, including a summary of relevant accounting methods. Furthermore, we audited the group management report of YOC AG for the fiscal year beginning 01 January and ending 31 December 2017. In accordance with the German statutory provisions, we did not audit for content the Declaration on Corporate Governance and the Declaration of Conformity with the Corporate Governance Code included in the group management report.

According to our assessment based on the insights gained during the audit,

- › The consolidated financial statements are in all relevant aspects in accordance with the IFRS as applicable in the EU and the additional applicable German statutory provisions pursuant to Sect. 315e Para. 1 HGB, and – considering these regulations – convey a true

and fair view of the net assets and financial position of the group as of 31 December 2017 as well as its results of operation for the fiscal year beginning 01 January and ending 31 December 2017, and

- › The supplementary group management report conveys an overall true and fair view of the company's situation. In all substantial matters this group management report is consistent with the consolidated financial statements, complies with the German statutory provisions and appropriately presents the opportunities and risks of the future development. Our audit opinion on the group management report does not extend to the content of the above-mentioned Declaration on Corporate Governance and the Declaration of Conformity with the Corporate Governance Code.

Pursuant to Sect. 322 Para. 3 Sent. 1 HGB we declare that our audit did not lead to any objections to the appropriateness of the consolidated financial statements and the group management report.

BASIS FOR THE AUDIT OPINION

We performed our audit of the consolidated financial statements and the group management report in accordance with Sect. 317 HGB and the EU Regulation on specific requirements regarding statutory audit of public-interest entities (EU Regulation 537/2014), taking into account the German principles for appropriate auditing determined by the Institute of Public Auditors in Germany (IDW). Our responsibility according to these provisions and basic principles is further explained in the section "Auditor's responsibility for the audit of the consolidated financial statements and the group management report" of our audit report. We are independent from the group entities in accordance with the European and German provisions for trade

and professional law, and fulfilled our other German professional obligations in accordance with these requirements. Furthermore, we declare according to Art. 10 Para. 2 letter f EU Regulation 537/2014 that we did not render any prohibited non-audit services according to Art. 5 Para. 1 EU Regulation 537/2014. In our opinion, the audit evidence obtained by us is sufficient and appropriate for serving as a basis for our audit opinion on the consolidated financial statements and the group management report.

SUBSTANTIAL UNCERTAINTY IN CONNECTION WITH THE CONTINUATION OF CORPORATE ACTIVITIES

We refer to the explanations of the Management Board in the sections "Development of Financial Position and Net Assets YOC Group" and "Opportunities and Risk Report / Financial and Treasury Risks" in the combined management and group management report. The continued existence of the parent company and therefore the Group depends on the realisation of the operating business performance according to plan and on the further availability of the existing short-term financing possibilities. We hereby indicate that a substantial uncertainty exists which can raise significant doubts as to the company's ability to continue as a going concern and which presents an existential risk according to Sect. 322 Para. 2 Sent. 3 HGB.

Our audit opinion is not modified in regard to this circumstance.

AUDIT ISSUES OF SPECIAL RELEVANCE IN THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Issues of special relevance for the audit are such issues that to our professional judgement appeared to be the most significant in our audit of the consolidated financial statements for the fiscal year beginning 01 January and ending 31 December 2017. These issues were considered in connection with our audit of the consolidated financial statements as a whole and in establishing our audit opinion; we do not provide a separate audit opinion on these issues.

In the following we describe the issues that were of special relevance for the audit from our point of view:

1. REVENUE RECOGNITION

Reasons for determination as audit issue of special relevance

In the fiscal year 2017, YOC Group recognised sales revenues of altogether EUR 14.4 million. YOC Group generates its revenue by performing mobile advertising services. Revenue is recognised at the time of service and on a gross basis, as YOC acts as the principal in transactions with advertisers.

Audit procedure

In the context of our audit, we acknowledged the accounting and measurement principles for recognising sales revenues according to the criteria defined in IAS 18 Revenue which were applied in the consolidated financial statements of the YOC Group. Our audit procedure extended in particular to the question whether the substantial opportunities and risks in the context of rendering the services were transferred to the buyers as of the reporting date. We analysed the procedures implemented by the legal representatives of YOC Group as well as the accounting and measurement principles for recognising revenues. We further tested the efficacy of controls of the relevant group companies regarding revenue recognition and the correct recognition of revenues.

Adding to this, the major sales revenues from the fiscal year 2017 were tested on their correlation with the connected trade and other receivables as well as incoming payments. We further analysed the revenue recognition based on contractual agreements through sampling with regard to the requirements of the currently applicable standards for revenue recognition for services. Moreover, we acknowledged the correct periodic accrual of sales revenues by viewing contracts, correspondence with clients and evidence on revenue transactions.

Our audit activities led to no objections regarding the recognition of revenue.

Reference to related disclosures

Disclosures regarding the accounting and measurement principles of sales revenues are included in Chapter 4 "Accounting and Measurement Principles" of the Notes to the Financial Statements, under "Revenues and Expenses".

The composition of sales revenues is explained in Chapter 5 "Notes to the Statement of Comprehensive Income" of the Notes to the Financial Statements, under "Revenue".

2. ACTIVATION OF DEVELOPMENT COST

Reasons for the determination as an audit issue of special relevance

YOC Group activated costs amounting to EUR 0.4 million (31 December 2016: EUR 0.4 million) for internally developed platforms and software products (self-developed software). They were activated under the assumption of a future exploitability of the corresponding platforms and software products in the operating business. The appraisal of a future exploitability is based on assumptions and is discretionary.

Due to the discretionary nature of the assumptions made by the legal representatives, we consider the activation of self-developed software to be an audit issue of special relevance.

Audit procedures

We analysed the procedure implemented for activating self-developed software and tested the efficacy of the implemented internal controls.

We assessed the costs attributed to the activation as to whether the corresponding costs can be capitalised within the context of the IAS 38 regulations, and tested based on samples whether the individual cost items can be deducted from the YOC Group financial accounting.

We further considered the liquidity and corporate planning of YOC Group in assessing the future cash inflows for self-developed software. We further acknowledged whether the applied valuation model presents an appropriate basis for measuring the recoverability of the self-developed software.

Our audit activities led to no objections to the activation of self-developed software.

Reference to related disclosures

Disclosures regarding the accounting and measurement principles of sales revenues are included in Chapter 4 "Accounting and Measurement Principles" of the Notes to the Financial Statements, under "Intangible assets".

Explanations of the composition of self-developed software can be found in Chapter 6 "Notes to Individual Items in the Statement of Financial Position" of the Notes to the Financial Statements, under "Intangible assets".

OTHER INFORMATION

The Supervisory Board is responsible for the Report by the Supervisory Board. In all other respects, the legal representatives are responsible for other information.

Other information includes

- The Declaration on Corporate Governance contained in the group management report,
- The Declaration of Conformity with the Corporate Governance Code contained in the group management report,
- The Statement of Responsibility made by the Management Board and Report by the Supervisory Board, as well as

The other parts of the financial statements presumably provided to us after this date, with the exception of the audited consolidated financial statements and the group management report along with our audit report.

Our audit opinions on the consolidated financial statements and the group management report do not extend to the other information, and we therefore neither provide an audit opinion nor any other form of audit conclusion on these.

In the context of our audit we are responsible for reading the other information and for acknowledging whether the other information

- Shows substantial inconsistencies when compared to the consolidated financial statements, group management report or the insights we gained during our audit, or

- Appears to be substantially misstated in any other way.

RESPONSIBILITY OF THE LEGAL REPRESENTATIVES AND THE SUPERVISORY BOARD FOR THE CONSOLIDATED FINANCIAL STATEMENTS AND THE GROUP MANAGEMENT REPORT

The legal representatives are responsible for preparing the consolidated financial statements which are in accordance with the IFRS as applicable in the EU and the additional German statutory provisions pursuant to Sect. 315e Para. 1 HGB in all substantial matters, and that the consolidated financial statements, taking into account these provisions, convey a true and fair view of the group's net assets, financial position and results of operation. Moreover, the legal representatives are responsible for the internal controls which they determined as necessary to enable the preparation of consolidated financial statements which are free from substantial - intentional or unintentional - misstatements.

In preparing the consolidated financial statements, the legal representatives are responsible for assessing the ability of the group to continue as a going concern. They are further responsible for presenting issues in connection with the continuation as a going concern, when relevant. In addition, they are responsible for accounting based on the principle of going concern, unless it is intended to liquidate the group or to discontinue business operations, or there is no realistic alternative to it.

Furthermore, the legal representatives are responsible for preparing the group management report which conveys an overall appropriate picture of the group's situation and which is in all material respects consistent with the consolidated financial statements, in accordance with the German statutory provisions and presents the opportunities and risks of the future development correctly. In addition, the legal representatives are responsible for the precautions and measures (systems) which they deemed necessary in order to prepare group management reports in accordance with the applicable German statutory provisions, and in order to be able to provide sufficient appropriate evidence for the statements made in the group management report.

The Supervisory Board is responsible for monitoring the accounting process of the group for preparing the consolidated financial statements and the group management report.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND THE GROUP MANAGEMENT REPORT

It is our aim to gain sufficient certainty as to whether the consolidated financial statements as a whole are free from substantial - intentional or unintentional - misstatements, and whether the group management report conveys an overall true and fair view of the group's

situation and is consistent in all substantial matters with the consolidated financial statements and the insights gained during the audit, whether it is in accordance with the German statutory provisions and accurately presents the opportunities and risks of the future development, as well as to provide an audit report which contains our audit opinion on the consolidated financial statements and the group management report.

Sufficient certainty is a high degree in certainty, but no guarantee that an audit performed in accordance with Sect. 317 HGB and EU Regulation 537/2014, taking into account the German principles for appropriate auditing determined by the Institute of Public Auditors in Germany (IDW), always detects a substantial misstatement. Misstatements can result from breaches of law or from errors and are viewed as substantial when it can be reasonably expected that they affect the economic decisions made by addressees based on these consolidated financial statements and the group management report individually or as a whole.

During the audit we exercise professional discretion and maintain a critical attitude. Furthermore, we

- › Identify and evaluate the risks of substantial – intentional or unintentional – misstatements in the consolidated financial statements and the group management report, plan and perform audit activities in reaction to these risks, and obtain audit evidence which is sufficient and appropriate to serve as a basis of our audit opinion. The risk that substantial misstatements are not detected is higher with breaches of law than with errors, as breaches of law can include fraudulent cooperation, forgeries, intentional incompleteness, misleading presentations or bypassing of internal controls;
- › Gain an understanding of the internal control system relevant to the audit of the consolidated financial statements and of the precautions and measures relevant to the audit of the group management report in order to plan audit activities which are appropriate under the given circumstances, but not with the goal of providing an audit opinion on the efficacy of these systems;
- › Assess the appropriateness of the accounting methods applied by the legal representatives as well as the justifiability of the estimated values presented by the legal representatives and of disclosures linked thereto;
- › Draw conclusions on the appropriateness of the accounting principle of going concern applied by the legal representatives and, based on the obtained audit evidence, whether a substantial uncertainty exists in connection with events or circumstances which can raise significant doubts as to the group's ability to continue as a going concern. When we come to the conclusion that a substantial uncertainty exists, we are obliged to draw attention in our audit report to the related disclosures in the consolidated financial statements and in the group management report or, if these disclosures are inappropriate, to modify our respective audit opinion. We draw our conclusions based on the audit evidence obtained by the date of our audit report. Future events or circumstances can, however, lead to the group having to discontinue its business operations;

- › Assess the overall presentation, structure and content of the consolidated financial statements including the disclosures and whether the consolidated financial statements present the underlying business transactions and events in a way that the consolidated financial statements, in accordance with the IFRS as applicable in the EU and the additional German statutory provisions pursuant to Sect. 315e Para. 1 HGB, convey a true and fair view of the group's net assets, financial position and results of operation;
- › Gather sufficient, appropriate audit evidence for the accounting information of the companies or business activities within the group, in order to provide audit opinions on the consolidated financial statements and the group management report. We are responsible for supervising, monitoring and performing the audit of the consolidated financial statements. We carry sole responsibility for our audit opinions;
- › Assess the consistency of the group management report with the consolidated financial statements, its compliance with law and the picture it conveys of the group's situation;
- › Conduct audit activities on the future-oriented statements in the group management report as presented by the legal representatives. Based on sufficient appropriate audit evidence, we therein retrace in particular the significant assumptions used by the legal representatives as a basis for future-oriented data, and assess the proper deduction of future-oriented data from these assumptions. We do not provide a separate audit opinion on the future-oriented data and their underlying assumptions. There is a considerable unavoidable risk that future events deviate substantially from the future-oriented data.

With the persons responsible for monitoring we discuss, among others, the planned scope and schedule of the audit and significant audit findings, including potential flaws in the internal control system which we detect during our audit.

We provide the persons responsible for monitoring with a declaration that we observed the relevant independence requirements, and discuss with them all relationships and other circumstances of which can be reasonably expected that they affect our independence, and the protective measures taken in this regard.

Among the issues which we discussed with the persons responsible for monitoring we determine those issues which were most significant in the audit of the consolidated financial statements for the reporting period under review, and which therefore constituted the audit issues of particular relevance. We describe these issues in the audit report, unless statutory provisions or other regulations exclude the public disclosure of these issues.

OTHER STATUTORY AND REGULATORY REQUIREMENTS

Other disclosures according to Art. 10 EU

We were elected by the General Meeting on 14 July 2017 as public auditors for the consolidated financial statements. We were assigned to this task by the Supervisory Board in August 2017. We have been group auditors for YOC AG without interruption since the fiscal year 2010.

We declare that the audit opinions included in this audit report are consistent with the additional report to the Supervisory Board pursuant to Art. 11 EU (audit report).

RESPONSIBLE AUDITOR

The public auditor responsible for the audit is Gunnar Glöckner."

Berlin, 25. April 2018

ERNST & YOUNG GMBH
WIRTSCHAFTSPÜFUNGSGESELLSCHAFT

GLÖCKNER
AUDITOR

BECKERS
AUDITO

MANAGEMENT BOARD

The Management Board consisted of one member as of 31 December 2017:

DIRK-HILMAR KRAUS

BUSINESSMAN, BERLIN

Dirk-Hilmar Kraus was reappointed on 10 September 2013 as member of the Management Board of YOC AG. He had previously been represented on the Management Board of the company from 2001 to 2012 – since 2005 as CEO of the company. He founded YOC AG with a partner in Berlin in 2001 after working for Roland Berger Strategy Consultants as a senior advisor dealing mainly with the restructuring and strategic reorientation of companies. Dirk-Hilmar Kraus does not hold any other mandates.



SUPERVISORY BOARD

The Supervisory Board was composed as of 31 December 2017 as follows:

DR NIKOLAUS BREUEL

BUSINESSMAN, BERLIN

Dr Nikolaus Breuel is Chairman of the Supervisory Board at YOC AG. He has a longstanding experience as a CEO in the field of services.

His core competences lie in the definition and implementation of corporate strategies and restructurings.

Mandates:

- Executive manager Karl-J. Kraus GmbH
- D+S communication center management GmbH: Member of the Supervisory Board (since 08/2016)
- YOC AG: Chairman of the Supervisory Board since 01/2014, member since 07/06/2013.



KONSTANTIN GRAF LAMBSDORFF

LAWYER, BERLIN

Konstantin Graf Lambsdorff is Deputy Chairman of the Supervisory Board at YOC AG and a lawyer and specialist for tax law.

For over 20 years he has advised companies and investors on shareholding, finance and transactions. Konstantin Graf Lambsdorff is one of the founding partners of Lambsdorff Rechtsanwälte, spin-off of a major international law firm focused on growth enterprises.

Mandates:

- PRIMUS Immobilien AG, Chairman of the Supervisory Board (since 2008)
- Dr. Förster AG: Member of the Supervisory Board (since 07/2016)
- Lambsdorff Rechtsanwälte PartGmbH: Partner (since 2012)
- YOC AG: Deputy Chairman of the Supervisory Board (since 01/2014)



SACHA BERLIK

BUSINESSMAN, KÖLN

Sacha Berlik is the third member of the Supervisory Board at YOC AG. The entrepreneur and investor is managing director EMEA at The Trade Desk. Before that, he was general manager at DataXu, one of the leading companies worldwide in programmatic buying (automated trade of advertising spaces).

Aside from the digital agency Oridian (now Ybrant Digital), he established one of the first European ad networks, Active Agent, and planned the online presence for the large German private TV station Sat. 1.

Mandates:

- The Trade Desk: Managing Director EMEA (since 2016)
- YOC AG: Member of the Supervisory Board (since 01/2014)



FINANCIAL CALENDAR 2018

15 MAY 2018

Spring Conference
Frankfurt

31 MAY 2018

Interim Report First Quarter 2018
Berlin

23 AUGUST 2018

Interim Report First Half 2018
Berlin

22 NOVEMBER 2018

Interim Report Third Quarter 2018
Berlin

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