

Directive Pro Forma Financial Information

(Annex 1, item. 2.8.6 let. c FINSO)

Directive Pro Forma, DFI
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1 General provisions

1.1 Purpose

In the event the issuer has made or is planning to make significant changes to its structure, additional financial figures must be prepared and published in order to provide investors with a transparent picture of the issuer's financial situation. The assessment of whether a transparent picture of the issuer's financial situation has been provided is not necessarily based on the legal form of the issuer's corporate structure or the transaction itself; rather, it is based mainly on an economic view («substance over form»).

1.2 Structural changes

In particular, a structural change is present in the following cases:

1. economic continuation of an existing company or business operations in a new legal structure (e.g. creation of a new company into which an existing company or existing business operations are integrated);
2. merger or acquisition using the proceeds from the planned capital-market transaction or contribution in kind;
3. carve-out of operating companies or business operations;
4. the issuer is comprised of companies that were under common control but in the past never prepared consolidated financial figures.

1.3 Significant structural changes

¹ Structural changes are of significance if one of the key figures indicated in section 1.3 para. 5 corresponds to a change of 25% or more compared to the original structure.

² The key figures must be calculated on the basis of the most recently audited financial statements. In principle, the relevant calculation must be based on identical balance sheet dates and accounting periods.

³ The last audited financial statements of the issuer prior to the structural change, taking into account the audited financial statements of the companies or business operations that have led to the significant structural change, form the basis for calculation of the key figures that are applicable subsequent to the structural change.

⁴ The disclosure obligations pursuant to section 3 are determined by the highest of the three key figures A, B and C (in %).

⁵ The key figures are to be calculated according to the following formulas, where (1) means the amount after the structural change, and (2) the amount prior to the structural change:

$(\text{profit or loss}^{(1)} - \text{profit or loss}^{(2)}) \times 100\%$

————— = A (in %)

profit or loss⁽²⁾

$$\frac{(\text{turnover}^{(1)} - \text{turnover}^{(2)}) \times 100\%}{\text{turnover}^{(2)}} = B \text{ (in \%)}$$

$$\frac{(\text{total assets}^{(1)} - \text{total assets}^{(2)}) \times 100\%}{\text{total assets}^{(2)}} = C \text{ (in \%)}$$

1.4 Deviations

If, as a result of the intended or already realized transaction, the financial figures presented in accordance with this Directive fail to transparently portray the corporate structure of the issuer as a whole and could therefore mislead investors, it may be necessary to deviate from the provisions set out below.

1.5 Exemption

The obligation to publish additional figures does not apply if the significant structural changes have been presented in the audited financial statements.

2 Definitions

2.1 Financial statements

¹ Financial statements are deemed to be a superordinate term for historical annual or interim financial statements that comply with one of the recognized accounting standards.

² The financial statements provide a view of the financial circumstances of the past. Unlike pro forma financial information, financial statements contain no facts that can be expected in the future as a result of the intended transaction or change in structure.

2.2 Combined financial statements

¹ Deemed to be combined financial statements are financial statements that, in the absence of consolidated financial statements, subsequently combine (through addition of financial figures including eliminations) the individual financial statements of companies under common control.

² If, due to the quality of the assumptions and estimates, no combined financial statements can be drawn up in accordance with one of the accounting standards recognized and in keeping with the "true and fair view" principle, then the individual financial statements are to be presented instead.

2.3 Carve-out financial statements

¹ Deemed to be carve-out financial statements are financial statements that, in the absence of independent financial statements for carved-out companies or business operations, are drawn up on the basis of external or internal financial figures without significant assumptions or adjustments.

² If, due to the quality of the assumptions and estimates, no carve-out financial statements can be drawn up in accordance with one of the accounting standards recognized by the and in keeping with the "true and fair view" principle, then the carve-out is to be presented in the pro forma financial information.

2.4 Pro forma-financial information

¹ Pro forma financial information – in contrast to financial statements – merely includes a balance sheet, income statement, and earnings per share as well as notes.

² In the case of pro forma financial information, financial statements are adjusted by making assumptions in such a manner that, taken in combination with the relevant explanations in the notes, a picture is given as if the transaction or structural change in question had already taken place at the beginning of the period under review. The notes include statements regarding the basis of preparation and each adjustment to the financial statements, including the assumptions that were made. The anticipated synergies may not be taken into account.

3 Additional financial information in the prospectus

3.1 Financial statements

¹ Financial statements for the last two financial years of the companies or business operations that have led to the significant structural change must be presented in the prospectus if one of the key figures mentioned above corresponds to a change of 25% or more compared to the original structure.

² The issuer will have to disclose in the prospectus the financial statements as required by the applicable registration document.

³ The financial statements for each of the financial years presented must be audited and the auditors' report must be included in the prospectus.

3.2 Pro forma financial information

¹ In addition to the financial statements, pro forma financial information for the last financial year must be published if one of the key figures corresponds to a structural change of more than 50% or a carve-out of companies or business operations does not fulfil the qualitative requirements for carve-out financial statements.

² The adjustments made for the pro forma financial information must be presented individually in the form of a tabular reconciliation (Annex 2) and reference must be made to the corresponding notes.

³ An assurance report from an independent auditor (the «pro forma assurance report») is required about the compilation of pro forma financial information.

⁴ The «pro forma assurance report» must be printed in the prospectus.

⁵ The «pro forma assurance report» must refer to the basis of preparation for the pro forma financial information, as indicated in the notes, the auditing standard that was applied and the scope of the procedures performed.

⁶ The «pro forma assurance report» must also contain the statement that

1. the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria; and
2. this basis is consistent with the accounting policies of the issuer.

3.3 Interim financial statements

¹ If, at the time the prospectus is published, the balance sheet date for the last published financial statements lies more than nine months in the past, interim financial statements (in the case of a change of more than 25%) for the companies or business operations that have led to the significant structural change must be published in the prospectus, as well as interim pro forma financial information (in the case of a change of more than 50%) for the first six months of the current financial year.

² For interim financial statements, neither an audit nor review is required.

4 Final provisions

Resolution passed by the Executive Board of the Prospectus Office of 13 January 2020; in force since 1 June 2020.

Annex 1

The following abbreviations are used in this Annex: IS (income statement), EPS (earnings per share).

Structural change of more than 50%

	Year X	Year X-1	Year X-2
Additional financial statements (section 3.1)	If applicable (section 3.3: interim financial statements)	Financial Statements (audited)	Financial Statements (audited)
Pro forma financial information (section 3.2)	If applicable (section 3.3): interim pro forma financial information (balance sheet, IS, EPS, notes)	Balance sheet IS EPS Notes («Pro forma assurance report»)	--

Structural change between 25% und 50%

	Year X	Year X-1	Year X-2
Additional Financial Statements (section 3.1)	If applicable (section 3.3): interim financial statements	Financial statements (audited)	Financial statements (audited)

Pro forma financial information must additionally be prepared for cases in which a carve-out of companies or business operations as per section 3.2 para. 1 is not included in the financial statements.

Structural changes of less than 25%

No additional financial figures (financial statement or pro forma financial information) are required for structural changes of less than 25%.

Annex 2

Financial statements issuer	Additional financial statements* company and business operations	Pro forma-adjustments						Pro forma financial information
		New holding structure	Disposals through carve-outs/divestitures	Revelations/goodwill from acquisitions	Change in capital and financing structure	Other adjustments	Eliminations	
		(a)	(b)	(c)	(d)	(e)	(f)	
Balance sheet		e.g. acquired assets and liabilities	e.g. exclusion of non-acquired business operations	e.g. goodwill, acquired intangible assets	e.g. capital increase, change in debt structure	e.g. deferred taxes		
Income statement (including earnings per share)		e.g. costs for additional employees	e.g. exclusion of non-acquired business operations	e.g. writedowns on revalued assets	e.g. interest costs, transaction costs	e.g. deferred taxes		

* Further possible adjustments to the financial statements of companies and business operations:

- adjustment to reflect issuer's balance sheet date and/or financial year
- adjustment to reflect issuer's presentation currency
- adjustment to reflect issuer's presentation of balance sheet and income statement items
- adjustment to reflect issuer's application of accounting standard and/or principles