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123driving school SE

Semiannual report (H1)

2023

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Foreword by the Board of Management

Dear Shareholders,

123fahrschule looks back at the most successful half-year in the company's history.

Thanks to optimization and cost-saving measures within our business operations that were initiated in December 2022, we were able to generate a positive EBITDA every single month of the H1. Thus, we were able to demonstrate that our operations can realize the expected profits, and that these profits furthermore suffice to cover the holding's costs for the digitization of driving education management.

The optimization of sales and marketing activities also contributed significantly to reducing costs. To this end, the Executive Board introduced a new CRM and ticketing system back in January, which has led to a significant increase in efficiency and resulted in quality improvements in customer service.

Unfortunately, the capital increase executed in June did not generate the liquidity boost the company hoped for and therefore, further measures will have to be in the second half of the year in order to secure sufficient working capital. The Executive Board worked on new concepts for raising the necessary liquidity without relying on equity

capital and has initiated their execution. Initial successes were already achieved in July in this regard.

When compared to the H1 2022 123fahrschule was able to successfully improve the relevant key figures in H1 2023 :

- Sales increased to EUR 10,440 thousand, up 36% on the previous year
- EBITDA improved significantly by 117.0% to EUR 197k
- The number of employed driving instructors is 147 as of 30.06.23
- Despite the currently weak economy at 4.4k students signed a contract
- 123fahrschule runs 61 local driving schools today
- The NPS is 66
- With 100,457 practical driving lessons, the previous year's figure was exceeded by 18.0 %

Many thanks

In addition, I would like to express my sincere thanks to our shareholders and our Supervisory Board for their continuous support and trust. Special thanks also go to our colleagues for their unwavering, tireless efforts to contribute to the success of our company.

Boris Polenske
CEO



Group Management Report for the first half year 2023

I. General information

123fahrschule SE, with its registered office in Frankfurt am Main - hereinafter referred to as "123fahrschule" or the "Group" - is a European stock corporation (Societas Europaea, or SE for short) listed on the Düsseldorf Stock Exchange (primary market). Previously, the SE operated under the name Livonia SE and was renamed 123fahrschule SE on December 16th, 2020.

On October 26th, 2020, 123fahrschule Holding GmbH was contributed to Livonia SE as part of a capital increase through contributions in kind, thereby creating the group for which these consolidated financial statements were prepared. For which these consolidated financial statements have been prepared. As of June 30, 2023 the share capital of the Group amounts to EUR 3,178,688.00, divided into 3,178,688 no-par value shares. Until the end of the first half of the year, the Company was headed by Mr. Boris Polenske and Mr. Timo Beyer. Mr. Beyer will leave the Group at his own request on June 30, 2023.

The purpose of the company is the management of enterprises and the administration, maintenance, and protection of trademarks and other industrial property rights. The activities of the company include the acquisition, holding, and administration as well as the sale of participations in domestic and foreign

companies - in particular in the education and training sector - whose corporate purpose is related to the operation and management of driving schools, as well as the granting of licenses for trademarks and other industrial property rights. In particular, as of June 30th, 2023, 123fahrschule operates driving schools in North Rhine-Westphalia, Berlin, Hamburg, Munich, and Leipzig. The nationwide expansion of the operations through the acquisition and establishment of further driving school locations and driving instructor training centers is the goal of the Management Board. The Group offers its customers modern, digitally-supported driving education and is constantly optimizing its operations thanks to standardized and automated processes. In doing so, the company relies on proprietary software solutions.

123fahrschule Holding GmbH acts as a strategic management holding company that performs tasks across the Group. In addition to strategic control, this also includes providing cross-divisional functions such as financing, group controlling and accounting, taxes and legal services, human resources, procurement, IT, as well as marketing, investor relations, corporate development, and innovation management.

Next to the 123fahrschule Holding GmbH which functions as the parent company, the 123invest eins GmbH – the shelf company for investment

activities- , the FahrerWerk GmbH that covers all business related to driving instructor training , and 123fahrschule Bildung GmbH which represent the segment education vouchers and similar forms of training, the main operating business is conducted by the 12 regional operating companies which entail the driving schools - 123fahrschule Rheinland GmbH, 123fahrschule Ruhrgebiet-Nord GmbH, 123fahrschule Ruhrgebiet-Süd GmbH, 123fahrschule Niederrhein GmbH, 123fahrschule Hauptstadt GmbH, 123fahrschule NRW GmbH, 123fahrschule Hamburg GmbH, 123fahrschule München GmbH, 123fahrschule Rhein-Sieg GmbH, 123fahrschule Sachsen GmbH, 123fahrschule West GmbH (formerly 123fahrschule Sachsen-Ost GmbH), Fahrschule und Fahrlehrerfachschule Horst Fornefeld GmbH. As of June 30, 2023, these companies operate more than 60 driving school locations in North Rhine-Westphalia, Berlin, Hamburg, Munich, and Leipzig.

The consolidated balance sheet total of 123fahrschule amounts to EUR 26,409 thousand as of June 30, 2023. The consolidated net loss for H1 of 2023 amounted to EUR -959 thousand and revenues were EUR 10,440 thousand.

The consolidated income statement has been prepared for the first half of the financial year

2023. The comparative figures are presented in line with the prior-year period.

II. Business and General Conditions

According to the press release issued by the German Federal Statistical Office (Destatis) on July 28, 2023, price-, season- and the calendar-adjusted gross domestic product (GDP) stabilized in the second quarter of 2023 after a very weak winter half-year (Q4 2022 & Q1 2023). In the two preceding quarters, it had slumped noticeably by -0.4% and -0.1 % respectively¹. The reason for this was the marked reluctance of consumers to spend and the high inflation rate in the first half of the year. Also in July 2023, the inflation rate, measured as the change in the consumer price index (CPI), was +6.2 % year-on-year². In addition, the German-Retail-Association (HDE) also expects total sales to fall by 4 % in 2023. The reasons cited are high energy costs, the expensive purchase of goods, as well as weak private consumption³. The chief economist of Hauck Aufhäuser Lampe Privatbank, Alexander Krüger, comments as follows: "It is to be feared that the consumers will continue to exercise restraint in the second half of the year." Noticeable wage increases, tax-free inflation compensation premiums and pension increases could potentially lessen the lack of purchasing power in the second half of the year. "However, the poor consumer mood argues against a turnaround," Krüger continued³.

¹ Cf: https://www.destatis.de/DE/Presse/Pressmitteilungen/2023/07/PD23_299_811.html

² Cf: https://www.destatis.de/DE/Presse/Pressmitteilungen/2023/08/PD23_311_611.html

³ Cf: https://www.destatis.de/DE/Presse/Pressmitteilungen/2023/07/PD23_299_811.html

According to surveys conducted by MOVING (International Road Safety Association e.V.) for its Industry Report 2023, the driving school sector is nevertheless optimistic about the future and has clearly positive sales expectations. According to the report sales are expected to increase by 24.2% to €2.95 billion by 2025 compared to 2020⁴. Even though an analysis of sales tax statistics within the driving school industry at the level of the German federal states shows significant regional differences, all regions have seen a marked increase in sales. In particular, very large driving schools in the new German states with sales of over 500,000 euros are expecting rising sales.⁴

At the same time, the incipient consolidation of the market has also progressed significantly in recent years. According to an analysis by the German Federal Statistical Office (DeStatis), the number of driving schools fell by 4.6% from 2019 to 2020.⁴ The industry association Moving expects a further decline of 9.5% by 2025.

Nonetheless, the industry is still characterized by very small to medium-sized companies. In 2020, for example, only around 8.5% of companies generated annual sales of more than EUR 500,000, accounting for around 38% of total industry sales. Thus, the industry can still be described as highly fragmented. The

majority of driving schools operate as sole proprietorship⁴.

Inflation is also making itself felt in the driving school sector in the form of increased training costs for students. According to MOVING's Industry Outlook 2023, 74% of all driving schools increased their prices at least once in the second half of 2022. According to the survey, the average price for practical practice hours for Class B in January 2023 was Euro 58 - an increase of 4% compared to August 2022. Just under a third offer the normal driving lesson for €61 or more⁵.

The biggest challenge facing the industry in the second half of 2023 remains the shortage of skilled workers. As in most industries, driving schools have problems filling vacancies, especially for driving instructors. According to MOVING, there is currently a shortage of more than 6,400 driving instructors for driving license class B⁵.

At the beginning of 2022, when the special permission for online theory lessons in accordance with the Covid19 pandemic expired, the Federal Minister of Transport announced efforts towards the digitalization and modernization of the driving school industry.

This also includes online theory lessons. In its current decision of March

⁴ Cf: <https://www.moving-roadsafety.com/veroeffentlichungen/branchenreport/>

⁵ Cf: https://www.moving-roadsafety.com/wp-content/uploads/2023/03/Final_MOVING_Branchenaussicht_2023_01.pdf

22/23, 2023, the Conference of the federal Transport Ministers comes to the same conclusion and is willing to approve e-learning on a permanent basis, provided that the quality requirements are at least equal to the current face-to-face instruction.⁶ 123fahrschule therefore expects the due implementation of the plans of the current government documented in the coalition agreement and the wish of the transport ministers of the federal states for an increased digitization of driver's license training.

III. Business performance and position of the Group

Despite various exogenous uncertainty factors (Ukraine crisis, increased inflation, buying restraint, volatile stock markets) and a, therefore, difficult overall economic situation in Germany, 123fahrschule can look back on a successful first half of the fiscal year 2023. With an 36% increase in sales and a significant improvement in earnings before interest, taxes, depreciation, and amortization (EBITDA) of almost 117% 123fahrschule achieved its growth targets in H1 2023 and for the first time generated positive consolidated EBITDA at Group level.

The optimization measures initiated in December 2022 to streamline the operating driving school businesses, as well as Customer Care, Marketing and other business functions

were successfully implemented. All intended measures resulting from contract amendments or terminations were finalized by the end of the first half of the financial year. As a result, growth was generated in all three all three major business areas. The regional subsidiaries of 123fahrschule, which operate local driving schools and the driving instructor training centers again made a clearly positive contribution to earnings in the first half of fiscal year 2023; earnings before interest, taxes, depreciation, and amortization (EBITDA) amounted to EUR 1,193 thousand.

Furthermore, the central sales team for the professional driver training & "Bildungsträger" business was strengthened. As a result, sales in this segment more than tripled year on year (EUR 1,131k, previous year: EUR 265k). Today, 123fahrschule also operates its own instructor-training centers in North Rhine-Westphalia and Berlin and 62 driving instructors have already successfully completed the training. With its in-house training of driving instructors, the 123fahrschule ensures future growth and also guarantees that young driving instructors internalize and live the 123fahrschule digital model. In addition, the FahrerWerk GmbH made a significant contribution to earnings with earnings before interest, taxes, depreciation and amortization (EBITDA) of EUR 258 thousand.

⁶ Cf: https://www.verkehrsministerkonferenz.de/VMK/DE/termine/sitzungen/23-03-22-23-vmk/23-03-23-22-pm.pdf?__blob=publicationFile&v=3

Politically, 123fahrschule has continued to push for permanent approval of online theory lessons and a general opening for further digitization of driving education processes in 2023. This remains an important strategic goal and would significantly improve 123fahrschule's competitive edge with customers as well as the company's personnel cost ratio.

Since 123fahrschule is a young, dynamic start-up/scale-up company, the development of its business is subject to greater fluctuation than that of established companies. In addition, the increased inflation caused by the Ukraine crisis, increased inflation, and volatile stock markets, the overall economic situation in Germany also increases the planning uncertainty. Nevertheless, the management expects significant growth in the fiscal year 2023 as well.

a) Earnings

Revenues in the first half of the year totaled TEUR 10,440 (prior year: TEUR 7,677), of which TEUR 7,974 (prior year: TEUR 6,145) was mainly generated by revenues from driving schools, TEUR 1,131 (prior year: TEUR 1,131) from revenues from the "Bildungsträgergeschäft" business, and TEUR 1,335 (prior year: TEUR 1,267) from revenues from driving instructor training.

Personnel expenses totaled EUR 6,607 thousand (previous year: EUR 5,340 thousand). With an average number of employees of 250 employees, the expenses amount to EUR

26 thousand per employee (extrapolated for the entire year).

Depreciation and amortization of EUR 1,524 thousand (previous year: EUR 991 thousand) includes scheduled Depreciation on intangible assets, office furniture and equipment, vehicles, and low-value assets amounting to EUR 810 thousand, Amortization of goodwill from Group consolidation in the amount of EUR 117 thousand and EUR 597 thousand on the goodwill arising from the first-time consolidation of the 123fahrschule Holding's sub-group, which is being amortized over 7 years. The reduced period was chosen because driving license training is a rather short-term and one-time consumed product and therefore customer base changes quickly.

Other operating expenses amount to EUR 4,130 thousand (previous year: EUR 3,962 thousand). This contains ongoing costs for vehicles, rents and leases, legal and consulting fees, as well as marketing costs.

The operating result (items 1 to 7 of the income statement) amounted to EUR -1,327 thousand (previous year: EUR -2,150 thousand).

The interest expense results from a short-term business loan and from loans that have to be added due to the newly included businesses since the end of 2022 – thus, an expansion of the scope of consolidation.

For the trade tax and corporate income tax losses accrued in the first half of 2023

by the 123fahrschule Holding GmbH and its subsidiaries, including losses carried forward and activated internal contributions amounted to EUR 414 thousand (previous year: EUR 544 thousand) as recognized for deferred tax assets. For the due tax payments of €6 thousand for 123fahrschule Hauptstadt GmbH (formerly Glowalla GmbH) have been accrued and €32 thousand have been passivated for Fahrschule und Fahrlehrerfachschule Horst Fornefeld GmbH.

The consolidated net loss for the first half of 2023 amounts to EUR -959 thousand (previous year: EUR- 1,640 thousand).

b) Financial position

The cash and cash equivalents amount to of EUR 239 thousand at the end of the first half of 2023 (December 31, 2022: EUR 334 thousand). The liquidity of the Group is secured at all times due to equity financing measures. The ongoing financing of the company is carried out by means of capital increases.

In the year under review, sufficient cash flows from operating activities were available to finance the business. Current liquidity is ensured by special monitoring by the management and by borrowing on the capital market.

A capital increase under exclusion of shareholders' subscription rights in the amount of EUR 71,334.00 against the issue of 71,334 new no-par value shares was registered in the

commercial register on June 22, 2023.

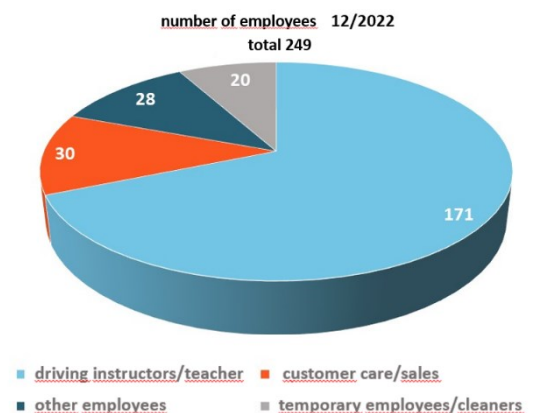
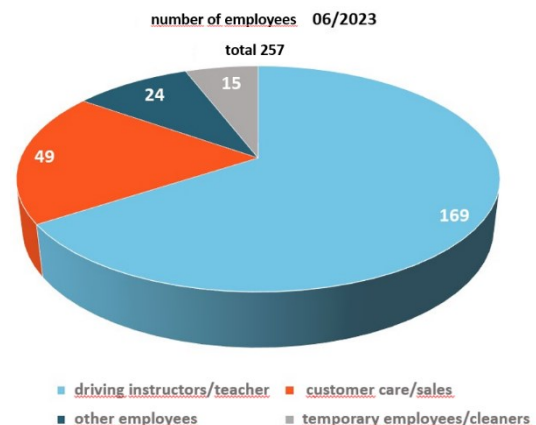
c) Net assets

As of June 30, 2023, total assets amounted to EUR 26,409 k. Non-current assets amounted to EUR 15,081 k, current assets to EUR 7,654 k, and deferred tax assets to EUR 3,414 k.

The fixed assets include intangible assets amounting to EUR 10,467 thousand, most of which are amortized over 7 years.

Current assets consist mainly of current receivables. The development of equity is presented in Annex 5.

d) Personal



A decisive element for the success of the Group is committed, creative, responsible employees who act independently and are suitably motivated. The personal development of our employees' professional and personal skills is therefore a particular priority. Sales growth is achieved primarily by recruiting additional driving instructors. 123fahrschule provides its employees with the most modern working materials, creates space for creative work design, enables digital digital scheduling and course planning, and attaches great importance to loyalty and collegiality.

The number of employees in the first half of 2023 increased from 249 as of Dec. 31, 2022 to 257. However, the increase is a balance of the redundancies due to the optimization measures initiated at end of 2022 and new hires. Special attention is naturally paid to the number of driving instructors and lecturers. This has decreased by 2 employees from 171 to 169. This is due to the optimization measures, particular to achieve the highest possible level of quality. In addition, the number of employees in administration and other employees were also reduced. Including the reduction of one executive in the "Bildungsträger" segment and the departure of the second member of the Board of Management, this results in an appropriate headcount. The headcount key has also been adjusted for better comparability for Dec. 31, 2022.

Through the digitalization and automation of processes, by means of proprietary software solutions, 123fahrschule was able to deploy its

staff more efficiently than the competition in 2023, especially in customer service. In the future, 123fahrschule will continue to focus on achieving efficiency gains through software solutions.

e) Registration figures

Although the abolition of the the exemption for online theory classes has reduced the catchment area of driving schools and inflation is also causing customers in the driving school sector to be reluctant to buy, 123fahrschule recorded T4.4 new student registrations for driving licenses (classes A&B) in H1 2023. This was admittedly T0.9 lower than in the same period of the previous year, when online theory was still permitted. With the implementation of the resolution of the Conference of Transport Ministers on the permanent approval of online theory, it can be assumed that 123fahrschule will be able to fully exploit its competitive competitive advantage.

The 123fahrschule student app is perceived by customers as a USP. In 2023, the quality of training was further improved thanks to quantitatively supported evaluations, and the digital training offering and online management of driving education were expanded.

f) Security

The topics of work and data data security are taken seriously at 123fahrschule. Processes are regularly are regularly scrutinized, applicable laws are observed and employees are trained internally on these topics. In particular, the processing of

data and the protection of personal data is of the utmost importance for 123fahrschule.

The occupational safety specialist and the data protection officer were appointed externally.

g) Research and development

The expansion of the proprietary technology stack is one of the most important success factors for the further development and expansion of 123fahrschule. The focus in software development is on fully digitizing all training and administrative processes in the driving school. Compared to normal driving schools, the company expects a significant positive effect on earnings and a significant simplification and improvement of the training process for the student. With the accompanying increase in customer satisfaction, the company assumes that this will significantly increase its market share and that 123fahrschule will be perceived as a strong brand throughout Germany.

IV. opportunities & risk report

a) Market and competition-related Opportunities & risks

The current inflation and reluctance to spend on the part of German consumers can have a potentially place a heavy burden on the sales potential of driving schools. For the young target group, a driver's license is an expensive investment. However, since many young people need a driver's license for work or due to family

changes, it is more likely that sales will be delayed or postponed into the future. The extent to which the effects will have a long-term impact on the net assets, financial position, and results of operations of the 123fahrschule can only be estimated at present and depend heavily on further developments in the markets and the on the crisis situation in Ukraine. However, it can already be stated that the risks to the company's economic performance of the company are all the greater the longer inflation remains at this level.

With the elimination of exemptions for online theory classes in mid-2022, a key competitive advantage of 123fahrschule has temporarily faded into the background. At the beginning of 2022, however, the Federal Minister of Transport held out the prospect of digitization and modernization of the driving school industry, including online theory lessons. In the current decision of March 22/23 of the Conference of Transport Ministers states, with regard to the optimization of learner driver that there is a willingness to approve e-learning on a permanent basis, provided that the quality requirements are fulfilled, as is the case with the current face-to-face instruction. 123fahrschule, therefore, expects a timely implementation of the plans of the government from the coalition agreement in line with the transport ministers of the federal states to increase digitization of driver's license training. With the stronger tailwind from politics, 123fahrschule SE will continue its successful expansion strategy even more consistently towards the long-term existence of

online theory training and to make greater use of the advantages of digital instruction, especially in large cities. Thanks to the digital DNA and its own software solutions, 123fahrschule is ideally positioned to stand out from the competition, as it already did during the pandemic. In addition, 123fahrschule will then again make significant savings in space costs and personnel and focus fully on the digital customer approach. 123fahrschule will continue to actively lobby politically in the second half of 2023 for the implementation of the resolution of the Conference of Transport Ministers and further digitization steps.

The profession of driving instructor is one of the shortage professions in Germany. At 54.2 years⁴ the average age of driving driving instructors in the market is very high. Since an increase in revenue for driving schools - in addition to price increases - is achieved by adding instructors, competition for driving instructors is very fierce. On the one hand, this ensures rising wages, but on the other hand, due to the disproportion between supply and demand for driving lessons also significant price increases. The salesrisks for the Group can therefore be classified as low. Nevertheless, the shortage of driving instructors remains a risk to the further growth of 123fahrschule. In order to actively counteract the shortage of driving instructors, 123fahrschule trains driving instructors at its subsidiary FahrerWerk GmbH in North Rhine-Westphalia and Berlin. Thanks also to the relaxation of the entry requirements for driving instructor training from 2018, it is

expected that more young driving instructors are trained in the coming years and reduce the shortage of skilled workers.

b) Technical default risk

The 123fahrschule business model is strongly tailored to digital processes and training offers. The Group uses - mostly proprietary - software solutions throughout its business operations. The business activities of 123fahrschule could also be adversely affected by failures or disruptions of the IT systems and networks as a result of hardware destruction, system crashes, software problems, virus attacks, intrusion into the system by unauthorized persons (hackers) or similar disruptions. In order to avoid significant costs of such incidences, the IT risks are actively monitored internally and preventive measures are taken, e.g., through backups, automated tests and other (security) technical measures. Should 123fahrschule not be able to adequately guarantee the reliability, security, and availability of its IT infrastructure, this could have a negative impact on its net assets, financial position, and results of operations.

c) Organizational and Corporate risks

The implementation of the business strategy and corporate objectives, and thus the development of the 123fahrschule, is based in particular on the knowledge, skills and experience of the current executives (Executive Board and other executives below the Management Board). There is a risk that the Group will not succeed in retaining the

executives in the company or, if necessary, in recruiting new executives. Should one or more executives leave the company, there is a risk that valuable knowledge, skills and experience will be lost for the 123fahrschule will be lost and/or be made available to competitors.

Furthermore, there is a risk that difficulties in finding suitable new executives could have an impact on the competitiveness of the Company and therefore have a negative impact on the economic development of the Group.

In addition to the potential loss of management staff without an equal replacement, a net loss of driving instructors would also have a negative impact on the growth and opportunities of 123fahrschule and thus on its net assets, financial position and results of operations. The Management Board ensures that employees receive adequate incentives - both monetary and non-monetary - and strives to maintain a good working atmosphere in order to keep the probability of occurrence of these risks low.

In addition to the shortage of driving instructors, procurement risks arise in the procurement of a sufficient number of vehicles. Potential supply bottlenecks on the part of vehicle manufacturers could lead to a loss of sales. This risk is kept as low as possible by appropriate long-term planning and maintaining relationships with suppliers. Due to the access to and the relationship with many manufacturers, 123fahrschule can often substitute bottlenecks at one manufacturer

with deliveries from other companies. Thanks to good business relations 123fahrschule buys cars at significantly better conditions than most of its competitors, despite supply bottlenecks.

Operating costs, especially fuel costs, also increased significantly last year. The Ukraine crisis and the and the tense political situation are part of the reason. Price increases are sufficiently factored into 123fahrschule's business planning.

d) Acquisition opportunities & risks

The high average age of driving instructors means that 123fahrschule is always finding interesting takeover targets. If entrepreneurs are unable to find a successor, 123fahrschule can take over smaller companies at attractive multiples and continue to grow throughout Germany.

The integration of acquired individual operating companies involves both the technical and organizational conversion of the acquired companies and their integration into the overall structure of the 123fahrschule Group. In particular, the employees, especially the driving instructors and managers, of the acquired companies must be retained in order to achieve the desired sales effect. This is achieved through intensive training and integration measures as well as the measures described under Human Resources (section III d of this report) which contribute to employee satisfaction. If the existing personnel of the acquired companies cannot be retained this will have a negative impact on the net

assets, financial position, and results of operations of 123fahrschule.

e) Economic and financial Opportunities & Risks

The continuous securing the of financing of further growth is essential for the success of 123fahrschule. The capital increases in June 2023 will make it possible to take important investments in the proprietary software solutions of the 123fahrschule. However, it remains the main task of the management to ensure sufficient financing at all times with foresight and to efficiently pursue further organic growth of the Group. In this context, compliance with budgets and investment plans is closely monitored and controlled.

Liquidity is managed centrally for the Group's companies as far as possible by means of appropriate liquidity management systems and processes.

The Group's operating activities are conducted Germany. Therefore, there are no transactions in foreign currencies and no currency risks arise.

The development of prices for vehicle procurement and operating costs (leasing costs, fuel, etc.) is of particular importance for the Group. Being a driving school chain, vehicle costs account for a significant proportion of the Group's total costs. A significant increase in these costs could have a negative impact on the Group's net assets, financial position and results of

operations. An opportunity arises primarily from good conditions in the procurement of vehicles and other goods at 123fahrschule, which due to its size - is able to negotiate very good conditions and thus reduce costs comparison to its competition.

V. Forecast report

a) Overall economic development

At present, the Ukraine crisis and high inflation are dampening the upturn in the German economy. The overall economic situation, consumer sentiment and the situation on the stock markets can still be described as tense. It remains to be seen whether and to what extent the reluctance of consumers to spend will continue in the second half of the year. Noticeable wage increases, tax-free inflation compensation premiums, and pension increases could stem the loss of purchasing power in the second half of the year. The biggest uncertainty factor for a forecast of the economic development is the Ukraine crisis with all its direct and indirect economic and political consequences. The duration and escalation of the situation will have a major impact on the sales and earnings potential of German companies.

b) Industry development

The Management Board of 123fahrschule continues to expect a slow consolidation of the German driving school market in the coming years. This development will be favored by the very high average age of the entrepreneurs and the current shortage of skilled workers in the industry. The demand for driving tests

remained high in the first half of the year. Despite the price increases in the industry, the number of applicants for driver's license training have not yet declined. The sector has recovered well from the training restrictions imposed by Covid-19. However, whether high inflation and the geopolitical conflict in Ukraine will result in a will lead to consumer restraint remains to be seen.

The political opening and the decision of the Conference of Ministers of Transport on online theory will permanently change the industry and plays into the hands of companies with a digital identity and sufficient size to exploit economies of scale.

c) Outlook

The focus in the second half of the fiscal year 2023 will continue to be on profitability at Group level and the realization of a positive cash flow. To achieve these goals, the Management Board is focusing on further optimization of the cost side and has implemented far-reaching organizational restructuring measures in the first half of the year. The Management Board expects business to continue to develop positively in the second half of the year.

A particular focus for further revenue and scaling in 2023 will be the development of the sector "Bildungsträger", i.e. the implementation and further expansion of professional driver and driving instructor training.

Furthermore, 123fahrschule is preparing technologically and organizationally for the implementation of the resolution of the Conference of Transport Ministers on online theory lessons. In 2023, 123fahrschule will continue to advocate for further legal opening with regard to digital forms of driving education with the national government and the state governments and will participate in the consensus.

Assuming that the market environment remains stable or does not show any sustained negative development, particularly in terms of purchasing power, the Management Board sees a continuation of the significant positive development in the second half of 2023.

d) Explanation of the sales segments for the financial year 2022

The operational business of 123fahrschule consists of three main pillars:

a) the nationwide training of private customers, mainly in the driving license classes classes A, B & BE.

b) the training of professional drivers and customers whose vocational training and further training is supported by the employment agency with education vouchers.

c) the training of driving instructors (primarily to ensure the growth of the 123fahrschule). secure).

Due to the growth of the last years, more and more of the regional operating

companies of the 123fahrschul group offer services from two or more of the above-mentioned areas. To nevertheless ensure transparent reporting that neatly presents the status and development of the individual components of the operating business, 123fahrschule SE will publish a breakdown of the revenue by segment.

sales revenues	H1 2023 In TEUR	H1 2022 in TEUR	Diff %
private customers	7,974	6,145	29,8%
professional driver education & education vouchers	1,131	265	326,8%
driving instructor training	1,335	1,267	5,4%
total	10,440	7,677	36,0%

From the 2023 financial year report onwards In addition to sales, expenses and the resulting and a resulting EBITDA will be included for complete segment reporting.

Cologne, August 21, 2023

gez. Boris Polenske

CEO

Attachments

Appendix 1

Balance sheet

123fahrschule SE (formerly Livonia SE), Frankfurt a. M. - Consolidated balance sheet as of June 30, 2023

Assets	June 30, 2023		December 31, 2022	
	EUR	EUR	EUR	EUR
A. Fixed assets				
I. Intangible assets				
1) Concessions, industrial property rights and similar rights and assets as well as licenses to such rights and assets	2.073.801,74		1.714.496,35	
2) Goodwill	8.392.924,87		9.212.255,93	
3) Advance payments made	0,00	10.466.726,61	0,00	10.926.752,28
II. property, plant and equipment				
1) Technical equipment and machinery	1.286,00		1.431,00	
2) Other equipment, factory and office equipment	4.555.917,51		4.455.253,78	
3) Advance payments and assets under construction	56.900,00	4.614.103,51	56.900,00	4.513.584,78
III. financial assets				
1) Securities held as fixed assets	250,00	250,00	250,00	250,0
		15.081.080,12		15.440.587,06
B. Current assets				
I. Receivables and other Assets				
1) Trade receivables and services	3.920.751,46		3.530.650,91	
- Allowance for doubtful accounts	-17.154,92		-17.218,62	
2) Other assets	3.510.766,27	7.414.362,81	2.308.304,68	5.821.736,97
- thereof with a remaining term of more than one year EUR 2,052,005.68 (previous year EUR 2,029,093.01)				
II. Cash on hand, Bundesbank balances, bank balances and checks		239.300,02		334.619,13
		7.653.662,83		6.156.356,10
C. Prepaid expenses		259.668,32		168.730,99
D. Deferred tax assets		3.414.163,84		2.999.830,59
Total assets		26.408.575,11		24.765.504,74

Liabilities	June 30, 2023	December 31, 2022
	EUR	EUR
A. Equity		
I. Subscribed capital	3.178.688,00	3.107.354,00
II. capital reserve	24.357.964,00	23.787.292,00
III. profit/loss carried forward	-10.056.082,75	-5.676.162,18
IV. Net loss for the year	-958.562,05	-4.379.920,57
	16.522.007,20	16.838.563,25
B. Provisions		
I. Tax provisions	38.878,55	24.966,78
II. other provisions	220.279,14	443.241,66
	259.157,69	468.208,44
C. Liabilities		
1) Liabilities to banks	2.685.282,28	2.164.796,13
2) Advance payments received on orders	1.627.990,54	1.283.211,38
3) Trade accounts payable and other liabilities Services	982.304,39	1.119.534,89
4) Other liabilities	3.511.132,76	1.990.110,23
- thereof due to shareholders EUR 233,454.00 (prior year EUR 875,460.00)		
- thereof from taxes EUR 2,327,428.50 (prior year EUR 628,228.50)		
- thereof within the scope of social Security EUR 31,918.17 (prior year EUR 3,568.87)		
- thereof with a remaining term of more than than one year EUR 312,372.74 (prior year EUR 85,365.69)		
	8.806.709,97	6.557.652,63
D. Prepaid expenses	820.700,25	901.080,42
Total liabilities and shareholders' equity	26.408.575,11	24.765.504,74

Appendix 2 P&L

123fahrschule SE (formerly Livonia SE), Frankfurt a. M. - Consolidated Income Statement
Income Statement for the Period January 1 to January 30, 2023

	P&L		P&L
	01.01.-30.06.2023		01.01.- 30.06.2022
	EUR	EUR	EUR
1) Sales revenue		10.440.347,22	7.677.462,57
2) Other own work capitalized		76.494,60	0,00
3) Other operating income		423.860,92	464.808,18
4) Cost of materials			
a) Cost of purchased services		-7.160,00	0,00
5) Personnel expenses			
a) Wages and salaries	-5.404.051,51		-4.402.652,65
b) Social security contributions and expenses for pensions and other employee benefits	-1.202.722,15	-6.606.773,66	-936.915,32
6) Depreciation			
a) on intangible assets Property, plant and equipment, and capitalized start-up and business expansion expenses	-1.523.775,66		-990.763,52
b) on current assets, insofar as these exceed the depreciation customary in the corporation	0,00	-1.523.775,66	0,00
7) Other operating expenses		-4.130.022,66	-3.961.672,92

	P&L		P&L
	01.01.-30.06.2023		01.01.- 30.06.2022
	EUR	EUR	EUR
8) Other interest and similar income		203,49	1,48
9) Interest and similar expenses			
- of which to shareholders		-3.483,87	-6.684,50
EUR 0.00 (previous year EUR 0.00)			
10) Taxes on income and From yield		414.333,25	543.819,73
11) Earnings after taxes		-915.976,37	-1.612.596,95
12) Other taxes		-42.585,68	-27.318,35
13) Net loss for the year		-958.562,05	-1.639.915,30

Enclosure 3

Notes to the consolidated financial statements 123fahrschule SE, Frankfurt a. M. June 30, 2023

1. general information about the Consolidated Financial Statements

1.1. General data

The commercial register number is HRB 117584 at the Frankfurt am Main Local Court. business address is Klopstockstr. 1, 50968 Cologne.

The object of the company is the management of enterprises and the administration of and the maintenance and protection of trademarks and other industrial property rights. The activities of the company includes the acquisition, holding and administration as well as the disposal of investments in domestic and foreign companies, especially in the education and training sector, whose business purpose is related to the operation and management of driving schools, as well as the granting of licenses and the licensing of trademarks and other industrial property rights.

The Articles of Association were first adopted on July 3, 2019 and were last amended during the first half of the financial year by resolution of the Supervisory Board of June 23, 2023, registered on July 03, 2023, with regard to the increase of the share capital by EUR 143,195.00 to EUR 3,321,883.00. As the entry in the commercial register was only made after the reporting date, this increase the entry in the commercial register was made after the reporting date, this increase in share capital is not yet reflected in the figures shown.

In accordance with the Articles of Association, 123fahrschule prepares separate financial statements in accordance with the Articles of Association. In addition, the company, as the parent company has prepared voluntary consolidated financial statements.

As a result of the contribution in kind of the 123fahrschule Holding GmbH subgroup to 123fahrschule SE as of October 26, 2020, the current group was established.

The consolidated financial statements for the first half of 2023 have been prepared on the assumption that the principle of a going concern (Section 252 (1) No. 2 HGB). The companies of the Group are partially over-indebted. The assumption of the going concern assumption is made because the companies of the Group have sufficient liquidity and equity.

In the first half of the reporting period, the consolidated income statement was prepared using the total cost method in the first half of the reporting period.

The financial year of the consolidated financial statements and the consolidated companies corresponds to the calendar year. The half-year financial statements are prepared for the period from January 01 to June 30, 2023. The consolidated financial statements are prepared in euros.

1.2. scope of consolidation

In addition to 123fahrschule SE as the parent company, the following companies were also included in the scope of consolidation:

List of shareholdings pursuant to Section 313 (2) HGB
As of June 30, 2023

123fahrschule West GmbH (formerly 123fahrschule Sachsen-Ost GmbH)	Co- logne	100,00
123fahrschule Saxony GmbH	Co- logne	100,00
Driving school and driving instructor school Horst Fornefeld GmbH	Wesel	100,00

Fully consolidated Subsidiaries	Seat	Share-ownership in %
123fahrschule Holding GmbH	Cologne	100,00
123fahrschule Rhineland GmbH	Cologne	100,00
123fahrschule Ruhr Area North GmbH	Cologne	100,00
123fahrschule Ruhr area-South GmbH	Cologne	100,00
123fahrschule Lower Rhine GmbH	Cologne	100,00
123fahrschule NRW GmbH	Cologne	100,00
DriverWork Ltd.	Cologne	100,00
123fahrschule Hamburg GmbH	Cologne	100,00
123fahrschule Munich GmbH	Cologne	100,00
123fahrschule Hauptstadt GmbH (former driving school Glowalla GmbH)	Berlin	100,00
123invest one Ltd.	Co- logne	100,00
123fahrschule Bildung GmbH (formerly 123fahrschule Operations-Ost GmbH)	Berlin	100,00
123fahrschule Rhein-Sieg GmbH	Co- logne	100,00

1.3 Consolidation of capital

Capital consolidation was performed using the revaluation method in accordance with Section 301 (1) HGB. Under this method, any hidden reserves and hidden liabilities of the subsidiaries are disclosed before the difference arising from capital consolidation is determined, and the revalued equity determined in this way is compared with the cost of acquisition.

Any excess of the cost of acquisition over the fair value of the identifiable net assets acquired is recognized as goodwill.

1.4 Debt consolidation

Pursuant to § 303 (1) of the German Commercial Code (HGB), debt consolidation is carried out by eliminating the receivables with the corresponding liabilities between the companies included in the Group.

1.5 Interim elimination

In the past fiscal year, there were no Eliminations of intercompany profits to be made in the past financial year.

1.6 Expense and Income consolidation

The consolidation of income and expenses is performed in accordance with § 305 (1) HGB by offsetting the sales revenues and other income between the Group companies against the related expenses. Interest income and similar income have also been offset against the corresponding expenses.

1.7 Deferred tax

To the extent that the consolidation changes in the Group's net income compared to the sum of the individual results of the companies included in the consolidated financial statements, deferred taxes are recognized in accordance with § 306 HGB. deferred taxes are recognized. There are no deferred taxes arose from consolidation consolidation measures.

1. 8Currency information

In the consolidated financial statements, the balance sheets of the consolidated companies are presented in euros.

2. accounting and Valuation principles

The consolidated financial statements have been prepared in accordance with the accounting and valuation methods previously applied by the parent company have largely been adopted in the consolidated financial statements. The intangible assets

acquired are measured at cost less amortization and impairment losses.

The reported goodwill resulting from the first-time consolidation was capitalized and amortized over a period of 7 years. The shortened amortization period corresponds to the product-related short-term change in the customer base.

Under internally generated intangible assets, personnel costs for two employees are capitalized for the first time and amortized on a scheduled basis over eight years. This corresponds to the internal programming work in the internally created and continuously expanded operational ERP system "123Charger".

Vehicles under residual value leases are measured at their discounted present value and depreciated over a period of five years over five years and the corresponding leasing liabilities are recognized as liabilities.

Intangible assets and property, plant and equipment are measured acquisition or production costs, less scheduled depreciation based on use. In the year of acquisition, low-value assets up to a value of EUR 250 per asset are fully depreciated. For low-value assets of more than EUR 250 and up to EUR 1,000, a collective item is set up in accordance with Section 6 (2a) of the German Income Tax Act (EStG), which is depreciated on a straight-line basis over a period of 5 years. Receivables, other assets and cash and cash equivalents are generally carried at cost (nominal amounts).

In the case of trade accounts receivable, identifiable risks are in the case of trade accounts receivable, identifiable risks are accounted for by a general allowance of 2% on the net amount of receivables.

Other accruals are stated at the settlement amounts which, according to reasonable commercial judgement necessary to cover uncertain liabilities liabilities or uncertain risks. risks.

In measuring other provisions, adequate All identifiable risks are adequately and sufficiently taken into account when measuring other provisions.

Liabilities are recognized at their settlement amount. The option to capitalize deferred taxes in accordance with Section 274 (1) sentence 2 HGB has been exercised.

3. disclosures on items of the consolidated balance sheet

The development of the individual items of Group fixed assets is attached as Annex 3A. is attached. Other receivables and other assets include items with a remaining term of more than one year amounting to EUR 2,052,005.68.

Deferred tax assets were recognized on trade tax and corporation tax loss carryforwards as shown below were formed. As of June 30, 2023, losses of 123fahrschule Holding GmbH and its subsidiaries amounting to EUR 10,564,426.60 can probably be fully utilized for tax purposes in the following five years. The loss carryforwards of 123fahrschule Holding GmbH

are only to be taken into account for tax purposes after the contribution of the shares of the company to 123fahrschule SE. Deferred tax assets were deferred tax assets of EUR 3,483,619.67 were recognized on this amount at the Group tax rate of 32.975%.

In addition, deferred tax liabilities of EUR 36,123.35 for trade tax and EUR 33,332.48 for corporate income tax were recognized on own work capitalized. As of June 30, 2023, an excess of deferred tax assets in the amount of EUR 3,414,163.84 (compared to EUR 2,999,830.59 as of December 31, 2022) is calculated.

At the Annual General Meeting on June 27, 2022, authorized capital in the amount of EUR 1,284,653.00 (Authorized Capital 2022/I) was created. The Authorized Capital 2022/I currently still exists in full and has a term until June 26, 2027. Due to the increase of the share capital to EUR 3,107,354.00 that has taken place in the meantime, the authorized Capital 2022/I is to be cancelled and replaced by new authorized capital up to the statutory maximum limit.

In accordance with the resolution of the Annual General Meeting on June 6, 2023, the Annual General Meeting on June 27, 2022 under item 5 of the agenda on June 27, 2022 Authorized Capital 2022/I in the current amount of EUR 1,284,653.00 shall be cancelled in accordance with Sec. 5 (3) of the Articles of Association when the Authorized Capital 2023/I proposed in item 5.2 below takes effect. Authorized Capital 2023/I proposed under 5.2 below.

In addition, the Annual General Meeting on June 6, 2023 resolved, among other things, the following resolved. § Article 5 (3) of the Articles of Association is amended to read as follows: "The Management Board is authorized, with the approval of the Supervisory Board, to increase the Company's capital stock on or before June 5, 2028 by issuing new no-par value bearer shares in exchange for cash bearer shares against cash and/or non-cash contributions, in whole or in partial amounts, or in partial amounts, on one or more occasions, by up to a total of EUR 1,553,677.00 (Authorized Capital 2023/I). The new shares are offered to the shareholders for subscription (also by way of indirect subscription pursuant to Section 186 (5) sentence 1 AktG).

However, the Executive Board is authorized, with the statutory subscription rights of shareholders, in particular in the following cases. exclusion:

- (a) to exclude fractional amounts from the subscription right;
- (b) in the case of capital increases against contributions in kind for the granting of shares for the purpose of acquiring companies, parts of companies, interests in companies or other assets or rights;
- (c) in the case of cash capital increases, if the issue price of the new shares exceeds the stock market price of the existing shares at the time of the final determination of the issue price is not significantly lower and the shares issued with exclusion of subscription rights pursuant to Art. 186 par. 3 sentence 4 AktG do not exceed a total of 10% of the capital stock, either at the time this authorization

becomes effective or at the time it is exercised.

This

10% of the capital stock shall include shares which (a) are issued during the term of this (a) during the term of this authorization to the exclusion of subscription rights in direct and application of Sec. 186 (3) Sentence 4 AktG, or which (b) are used to service bonds and/or profit-sharing

bonds and/or profit participation rights with conversion and/or option rights or conversion and/or option obligations or can be issued, provided that these financial instruments are issued after this authorization becomes effective in corresponding application of § 186 (3) sentence 4 AktG with exclusion of subscription rights;

(d) in the case of cash capital increases, to the extent that it is necessary in order to grant the holders of shares held by the Company or by Group companies in which the Company directly or indirectly holds a majority interest in which the Company directly or indirectly holds a majority interest, a subscription right to new shares in the Company to the extent that they are entitled to it. To the extent they would be entitled to after exercising the option or conversion right or fulfilling the option or conversion obligation or after exercising an option or conversion right or after exercising an option or conversion obligation. Conversion obligation or after exercising a or after the exercise of a substitution right of the Company as shareholder;

(e) to grant a so-called scrip dividend, whereby shareholders are offered to contribute their dividend entitlement (in whole or in part) to the

Company as a contribution in kind in return for the granting of new shares from the authorized capital to the Company. The Executive Board is authorized, with of the Supervisory Board to determine the rights, the details of the capital increase, and the conditions of the of the capital increase and the terms and conditions of the share issue , in particular the issue in particular the issue price.

The Conditional Capital 2022/I resolved by the Annual General Meeting on June 27, 2022 under agenda item 6 Conditional Capital 2022/I is cancelled in the amount of EUR 36,930.00.

The Executive Board is authorized to grant up to 90,735 subscription rights ("stock option rights") to up to 90,735 no-par value bearer shares of the Company in the period up to and including June 5, 2028 under the 2023 Stock Option Program. To the extent that stock option rights are granted to members of the members of the Management Board, the Supervisory Board is authorized accordingly. The authorization shall become effective upon registration of Conditional Capital 2023/I in the Commercial Register in accordance with sections 6.2 and 6.3 below ("registration date").

The share capital is conditionally increased by up to EUR 90,735.00 by issuing up to 90,735 no-par value bearer shares (Conditional Capital 2023/I). The conditional capital increase serves exclusively to grant rights to the holders of stock option rights from the Stock Option Program 2023, which the Management Board or, in the case of an option issue to members of the Management Board, the Supervisory Board was

authorized to issue these rights in the period up to June 5, 2028 (inclusive) by resolution of the Annual General Meeting on June 6, 2023 in accordance with section 6.2 above. The conditional capital increase will only be implemented to the extent that the holders of stock option rights issued on the basis of the authorization of the Annual General Meeting on June 6, 2023, exercise these stock option rights and the Company does not fulfill the stock option rights by delivery of treasury shares or by cash payment.

The new shares shall participate in the profits from the beginning of the financial year for which, at the time of issue of the new shares, no resolution has yet been passed by the Annual General Meeting on the appropriation of the balance sheet profit.

The development of the Group's equity is presented in Annex 5.

Tax provisions were recognized for 123fahrschule Hauptstadt GmbH (formerly Glowalla GmbH) in the amount of EUR 6 thousand and for the driving school and driving instructor school Horst Fornefeld GmbH in the amount of EUR 32 thousand. Other provisions include provisions for personnel costs and preparation and audit costs.

The consolidated statement of Group liabilities mirror shown in Annex 3B liabilities are broken down by residual term and collateralization.

4. disclosures on items of the Profit and loss account

The income statement is considered for the period 01.01. to 30.06.2023. The sales revenues were generated in Germany. Sales revenues in the first half of the totaled TEUR 10,440 (previous year: TEUR 7,677). 10,440 thousand (previous year: ' 7,677 thousand), of which ' 7,974 thousand (previous year: ' 6,145 thousand) was generated by the driving schools, from the proceeds of the business at EUR 1,131 k (prior year: EUR 265 k) and 1,131 thousand (PY: ' 265 thousand) and from driving instructor training at ' 1,335 thousand (PY: ' 1,267 thousand). 1,335 thousand (previous year: ' 1,267 thousand).

Scheduled depreciation and amortization in the amount of EUR 1,524 thousand (previous year: EUR 991 thousand). In the first half of 2023, income relating to other periods amounts to EUR 3 thousand. expenses relating to other periods amount to EUR 60 thousand.

5. other data

Other financial obligations

As of June 30, 2023, there are other financial obligations for rentals, leasing and installment purchase in the amount of EUR 3,549 k (previous year: EUR 3,567 thousand).

Shareholdings

As of the balance sheet date, there are shares in affiliated companies within the meaning of Section 285 No. 11 of the German Commercial Code (HGB) in the following company - the respective surplus or deficit quantifies the

unconsolidated value at individual financial statement level:

123fahrschule Holding GmbH, Cologne

100 % Share of nominal capital of	€	253.620,00
Equity at June 30, 2023:	€	8.349.723,26
Deficit June 30, 2023:	€	-1.446.247,55

123fahrschule Rheinland GmbH, Cologne

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2023:	€	-602.782,36
Surplus June 30, 2023:	€	3.871,93

123fahrschule Ruhrgebiet-Nord GmbH, Cologne

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2023:	€	291.849,01
Surplus 30 June 2023:	€	380.190,23

123fahrschule Ruhrgebiet-Süd GmbH, Cologne

100 % Share in Nominal capital of	€	12.500,00
Equity at June 30, 2023:	€	27.168,89
Surplus June 30, 2023:	€	20.534,44

123fahrschule Niederrhein GmbH, Cologne

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2023:	€	65.659,50
Surplus June 30, 2023:	€	239.979,08

**123fahrschule Hauptstadt GmbH,
Berlin**

100 % Share in Nominal capital of	€	51.129,19
Equity at June 30, 2023:	€	558.941,41
Surplus June 30, 2023:	€	386.072,18

123fahrschule NRW GmbH, Cologne

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2023:	€	-508.763,88
Deficit June 30, 2023:	€	-101.032,06

**123fahrschule Hamburg GmbH, Co-
logne**

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2023:	€	162.069,00
Surplus June 30, 2023:	€	121.379,31

123fahrschule Bildung GmbH, Cologne

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2023:	€	-834.930,32
Deficit June 30, 2023:	€	-264.114,86

**123fahrschule München GmbH,
Cologne**

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2023:	€	-53.112,21
Deficit June 30, 2023:	€	-19.750,67

**123fahrschule Rhein-Sieg GmbH,
Cologne**

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2023:	€	-162.602,03
Deficit June 30, 2023:	€	-55.326,72

**123fahrschule Sachsen GmbH,
Cologne**

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2023:	€	194.021,19
Surplus June 30, 2023:	€	150.622,63

123fahrschule West GmbH, Cologne

100 % Share in	€	12.500,00
Nominal capital of		
Equity at	€	-66.402,58
June 30, 2023:		
Deficit June 30, 2023:	€	-2.197,54

invest eins GmbH, Cologne

100 % Share in	€	12.500,00
Nominal capital of		
Equity at	€	-20.280,09
June 30, 2023:		
Deficit June 30, 2023:	€	-466,33

Supplementary report

The war in Ukraine and the associated implications such as the sharp rise in energy costs and high inflation can and high inflation may have an increased negative impact on the development of our net assets, financial position and results of operations in 2023. We refer in this respect to the comments in the management report, which are included in the Forecast Report and Opportunity and Risk and risk report.

Employees

The average number of employees for the Group in the first half of 2023:

FahrerWerk GmbH,

Cologne	€	134.647,00
100 % Share in		
Nominal capital of		
Equity at	€	845.795,66
June 30, 2023:		
Surplus June 30, 2023:	€	200.226,22

Driving school and driving instructor school Horst Fornefeld GmbH, Wesel

100 % Share in	€	25.000,00
Nominal capital of		
Equity at	€	-198.549,35
June 30, 2023:		
Deficit June 30, 2023:	€	-15.928,75

Employees	240
Temps	10
	250

Total fee auditor

The total auditor's fee for the first half of the financial year amounted to EUR 39 thousand, of which EUR 36 thousand was for auditing services and EUR 3 thousand for other assurance services.

Related party disclosures

Disclosable transactions with related parties
Transactions with related parties of the Company and its subsidiaries and persons of the company. There were no related party transactions in the first half of the financial year 2023.

Group affiliation

The half-year financial statements of 123fahrschule SE, Frankfurt am Main, are included in the consolidated financial statements of 123fahrschule SE, Frankfurt am Main financial statements of 123fahrschule SE, Frankfurt am Main. As the parent company for the smallest and at the same time and at the same time the largest group of companies.

Company bodies

Management Board of the company in the first financial year 2023 were:

Management Board Boris Polenske, Cologne, since December 16, 2020.

Board member Timo Beyer, Pulheim, since April 01, 2021. Timo Beyer left the company on June 30, 2023. In accordance with Section 286 (4) of the German Commercial Code (HGB), the total compensation of the Board of Management is not disclosed.

Supervisory Board

The Supervisory Board of the Company has existed since December 16, 2020 and since January 06, 2021 in the following functions:
Chairman of the Supervisory Board Stefan Petter, Cologne, Deputy Chairman of the Supervisory Board Rudolf Rizzolli, Munich, Member of the Supervisory Board Dr. Bert Brinkhaus, Cologne, since June 27, 2022 Member of the Supervisory Board Dr. Heinrich Zetlmayer, Rüschtikon/Switzerland.

Cologne, August 21, 2023

gez. Boris Polenske
CEO

Attachment 3A

123fahrschule SE (formerly Livonia SE), Frankfurt a.M.

Development of Group fixed assets in the first half of fiscal year 2023

Acquisition and production costs

	Carry forward 01.01.2023	Change in the scope of con- solidation	Additions	Disposals	Trans- fer	Booth 30.06.2023
	EUR	EUR	EUR	EUR	EUR	EUR
I. Intangible assets						
1. Concessions, industrial property rights and similar rights and assets, and licenses in such rights and values	2.316.227,16	0,00	528.206,53	0,00	0,00	2.844.433,69
2. Goodwill	12.812.515,59	0,00	0,00	0,00	0,00	12.812.515,59
3. Prepayments made	0,00	0,00	0,00	0,00	0,00	0,00
	15.128.742,75	0,00	528.206,53	0,00	0,00	15.656.949,28
II. property, plant and equipment						
1. Land, leasehold rights and buildings including buildings on land owned by others	0,00	0,00	0,00	0,00	0,00	0,00
2. Technical equipment and machinery	1.675,50	0,00	0,00	0,00	0,00	1.675,50
3. Other equipment, operating and Business equipment	6.356.231,76	0,00	736.361,89	-179.462,53	0,00	6.913.131,12
4. Advance payments and assets under construction	56.900,00	0,00	0,00	0,00	0,00	56.900,00
	6.414.807,26	0,00	736.361,89	0,00	0,00	6.971.706,62
III. financial assets						
1. Shares in affiliated companies	0,00	0,00	0,00	0,00	0,00	0,00
2. Securities held as fixed assets	250,00	0,00	0,00	0,00	0,00	250,00
	250,00	0,00	0,00	0,00	0,00	250,00
	21.543.800,01	0,00	1.264.568,42	-179.462,53	0,00	22.628.905,90

Depreciation

	Carry forward 01.01.2023 EUR	Change in the scope of con- solidation EUR	Additions EUR	Disposals EUR	Booth 30.06.2023 EUR
I. Intangible assets					
1. Concessions, industrial property rights and similar rights and assets, and licenses in such rights and values	601.730,81	0,00	168.901,14	0,00	770.631,95
2. Goodwill	3.600.259,66	0,00	819.331,06	0,00	4.419.590,72
3. Prepayments made	0,00	0,00	0,00	0,00	0,00
	4.201.990,47	0,00	988.232,20	0,00	5.190.222,67
II. property, plant and equipment					
1. Land, land rights and buildings, including buildings on land and buildings on land Buildings on land owned by others	0,00	0,00	0,00	0,00	0,00
2. Technical equipment and machinery	244,50	0,00	145,00	0,00	389,50
3. Other equipment, operating and Business equipment	1.900.977,98	0,00	535.398,46	-79.162,83	2.357.213,61
4. Advance payments and assets under con- struction	0,00	0,00	0,00	0,00	0,00
	1.901.222,48	0,00	535.543,46	-79.162,83	2.357.603,11
III. financial assets					
1. Shares in affiliated companies	0,00	0,00	0,00	0,00	0,00
2. Shareholdings	0,00	0,00	0,00	0,00	0,00
	0,00	0,00	0,00	0,00	0,00
	6.103.212,95	0,00	1.523.775,66	-79.162,83	7.547.825,78

Carrying amounts

	30.06.2023 EUR	31.12.2022 EUR
I. Intangible assets		
1. Concessions, industrial property rights and similar rights and assets, and licenses in such rights and values	2.073.801,74	1.714.496,35
2. Goodwill	8.392.924,87	9.212.255,93
3. Prepayments made	0,00	0,00
	10.466.726,61	10.926.752,28
II. property, plant and equipment		
1. Land, land rights and buildings rights and buildings including the Buildings on land owned by others	0,00	0,00
2. Technical equipment and machinery	1.286,00	1.431,00
3. Other equipment, operating and Business equipment	4.555.917,51	4.455.253,78
4. Advance payments and assets under construction	56.900,00	56.900,00
	4.614.103,51	4.513.584,78
III. financial assets		
1. Shares in affiliated companies	0,00	0,00
2. Shareholdings	250,00	250,00
	250,00	250,00
	15.081.080,12	15.440.587,06

Attachment 3B

Group liabilities mirror 123fahrschule SE (formerly Livonia SE),
Frankfurt a. M. June 30, 2023

Type of liability	Term up to 1 year	1 to 5 years	> 5 years	total	Collateralization of the Liabilities
Liabilities to Credit institutions	290.524,95	2.394.757,33	0,00	2.685.282,28	none
Advance payment received on orders	1.627.990,54	0,00	0,00	1.627.990,54	none
Trade accounts payable	982.304,39	0,00	0,00	982.304,39	none
other liabilities	3.198.760,02	312.372,74	0,00	3.511.132,76	none
	6.099.579,90	2.707.130,07	0,00	8.806.709,97	

Enclosure 4

123fahrschule SE (formerly Livonia SE), Frankfurt a. M.	01.01-30.06	01.01.-31.12.
Consolidated cash flow statement for the first half of 2023	2023	2022
	EUR	EUR
1. Cash flow from operating activities		
Result for the period	-958.562,05	-4.379.920,57
Depreciation of property, plant and equipment	1.523.775,66	2.970.263,67
Non-cash change in deferred taxes	-414.333,25	-1.362.600,79
+Loss/gain on disposals of fixed assets	20.052,40	-52.094,56
Change in trade receivables		
Services and other assets	-1.683.563,17	-3.663.727,45
Changes in current provisions	-209.050,75	165.058,97
Change in liabilities		
Trade accounts payable and other liabilities	1.648.191,02	3.552.724,90
Cash flow from operating activities	-73.490,14	-2.770.295,83
2. Cash flow from investing activities		
Proceeds from disposals of non-current assets	80.247,30	198.545,56
Non-cash change due to change in scope of consolidation	0,00	-2.276.375,04
Cash outflows for investments in fixed assets	-1.264.568,42	-5.493.788,00
Cash flow from investing activities	-1.184.321,12	-7.571.617,48
3. Cash flow from financing activities		
+Deposits/repayments of bank liabilities	520.486,15	2.098.869,86
Deposit from capital increase	642.006,00	5.416.336,00
Cash flow from financing activities	1.162.492,15	7.515.205,86
4. Cash and cash equivalents at the end of the period		
Cash-effective change in cash and cash equivalents (Subtotal 1-3)	-95.319,11	-2.826.707,45
Cash and cash equivalents at the beginning of the period	334.619,13	3.161.326,58
Cash and cash equivalents at the end of the period	239.300,02	334.619,13
5. Composition of cash and cash equivalents		
Cash and cash equivalents	239.300,02	334.619,13

Enclosure 5

123fahrschule SE (formerly Livonia SE), Frankfurt a. M.

Consolidated statement of changes in equity June 30, 2023

	Drawn. Capital EUR	Capital- reserve EUR	Profit- reserve EUR	Profit- lecture EUR	Annual- result EUR	Total EUR
31.12.2020	1.264.480,00	7.787.831,00	0,00	-815,40	-1.192.977,69	7.858.517,91
Appropriation of earnings	0,00	0,00	0,00	-1.192.977,69	1.192.977,69	0,00
Capital increase	1.154.826,00	11.271.173,00	0,00	0,00	0,00	12.425.999,00
Net loss 2021	0,00	0,00	0,00	0,00	-4.482.369,09	-4.482.369,09
31.12.2021	2.419.306,00	19.059.004,00	0,00	-1.193.793,09	-4.482.369,09	15.802.147,82
Appropriation of earnings	0,00	0,00	0,00	-4.482.369,09	4.482.369,09	0,00
Capital increase	688.048,00	4.728.288,00	0,00	0,00	0,00	5.416.336,00
Net loss 2022	0,00	0,00	0,00	0,00	-4.379.920,57	-4.379.920,57
31.12.2022	3.107.354,00	23.787.292,00	0,00	-5.676.162,18	-4.379.920,57	16.838.563,25
Appropriation of earnings	0,00	0,00	0,00	-4.379.920,57	4.379.920,57	0,00
Capital increase	71.334,00	570.672,00	0,00	0,00	0,00	642.006,00
Net loss for the first half of 2023	0,00	0,00	0,00	0,00	-958.562,05	-958.562,05
30.06.2023	3.178.688,00	24.357.964,00	0,00	-10.056.082,75	-958.562,05	16.522.007,20

Reproduction of the certificate

To 123fahrschule SE

We have reviewed the half-year consolidated financial statements and the half-year consolidated management report of 123fahrschule SE, Frankfurt am Main, for the six-month period from January 1, 2023 to June 30, 2023 reviewed. The preparation of the consolidated half-year financial statements and the consolidated half-year management report in accordance with German commercial law are the responsibility of the Company's management. Our responsibility is to issue a review report on the interim consolidated financial statements and on the interim group management report based on our review.

We conducted our review of the interim consolidated financial statements and the interim group management report in accordance with German generally accepted standards for the review of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW). German generally accepted standards for the review of financial statements promul of the German Commercial Code (HGB). Those standards require that we plan and perform the review so that we can preclude through critical evaluation, with a certain level of assurance, that the consolidated financial statements certainty that the half-year consolidated financial statements in all material respects in accordance with German commercial law or that the interim consolidated financial statements give a true and fair view of the net assets, financial position and results of

operations of the Group in accordance with German principles of proper accounting. the consolidated financial statements give a true and fair view of the net assets, financial position and results of operations of the Group in accordance with German principles of proper accounting, or that the interim management report as a whole the situation of the company, or that the risks situation of the company or does not communicate risks of future development. development. A review is limited primarily to inquiries of company personnel and analytical procedures and therefore does not provide the assurance attainable by an auditor. analytical assessments and therefore does not provide the assurance attainable in an audit. attainable by an audit of financial statements. In accordance with our engagement, we have not performed a financial statement audit, we cannot express an audit opinion.

Based on our review, no matters have come to our attention that cause us to presume that that cause us to presume that the consolidated that the consolidated half-year financial statements have not been prepared, in all material respects, in accordance with German commercial law or that the interim financial German commercial law or that the interim financial statements have not been prepared, in accordance with accounting principles, the consolidated the consolidated financial statements give a true and fair view of the net assets, financial position and results of operations in accordance with German principles of proper accounting, or that the

interim group management report as a whole does not give a true and fair view of the net assets, financial position and results of operations of the company or does not development.

Cologne, August 22, 2023

MORISON Cologne AG

Auditing firm

Tax consulting company

Gert Nacken

Certified Public

Accountant

Martin Kowol

Certified Public

Accountant

Imprint

123driving school SE
Klopstockstr. 1
50968 Cologne

Contact

Phone: +49 221 177357-0
E-mail: ir@123fahrschule.de

Further information about the company can be found on our website:
www.123fahrschule.de

The online version of the Annual Report can be found at:
company.123fahrschule.de

Disclaimer

This Annual Report and in particular the Outlook contain forward-looking statements based on the current assessment of the Executive Board regarding the future development of the market environment and the Group. This assessment was made on the basis of all information available at the time of completion of this annual report. Forward-looking statements are subject to uncertainties - as described in the Risks and Opportunities section of our management report - that are beyond the control of the Group.

This relates in particular to the possible impact of the Ukraine crisis and its further course and macroeconomic impact. Should the assumptions underlying the forecast prove incorrect or the risks or opportunities described materialize, the actual results may differ significantly from the statements made in the outlook.

Should the information basis change to the extent that a significant that a material deviation from the forecast is more likely than not, 123fahrschule SE will disclose this within the scope of the will communicate this within the framework of the statutory publication requirements.

This annual report was published on August 23, 2023 and is available for download on the internet.