



2024

123driving school SE Semiannual report (H1)

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Foreword by the Executive Board

Dear Shareholders,

123fahrschule can look back on a successful first half of 2024 and was able to continue the positive development of the 2023 financial year.

Despite the weak economy, sales increased by 9.3% year-on-year to EUR 11.1 million with the same number of operating driving school locations. EBITDA at the level of 123fahrschule Holding GmbH (incl. all subsidiaries - excluding SE) also set a new record of EUR 509 thousand (+39.5%) and thus, the EUR 500 thousand mark was reached for the first time in the Group's history. Group EBITDA (123fahrschule SE, holding company and all subsidiaries) amounted to EUR 132 thousand (previous year: EUR 197 thousand).

In addition to the ongoing optimization of the operating business, the focus in the first half of 2024 was on optimizing processes in the holding company, with a particular emphasis on accounting. As part of the preparations for the introduction of new automated consolidation software, many accounting processes were changed and optimized. This resulted in one-off value adjustments for receivables from previous years in particular, which had a significant impact on EBITDA.

Without these changes, adjusted Group EBITDA would have amounted to EUR 0.5 million rather than the reported EUR 132 thousand.

In the first half of 2024, the management also developed a growth strategy that will take the company to a new sales level in a highly capital-efficient manner over the next two years. The focus of this strategy is on finalizing the store expansion in the three largest cities, Berlin, Hamburg and Cologne, which have already been partially developed. Customer surveys have shown that customers are willing to spend a maximum of 30 minutes traveling to a store.

In the three cities mentioned above, around 90% of residents should be able to reach a 123fahrschule branch within 20 minutes by public transport or another means of transportation by mid-2025.

123fahrschule achieved a good performance in all relevant key figures in H1 2024:

- Sales rose to EUR 11.1 million, an increase of 9.3% on the previous year
- At EUR 132 thousand, EBITDA was below the figure from H1 2023 due to value adjustments made to receivables, but without the adjustments, the Group generated EBITDA of EUR 0.5 million (+ 153.8%)
- The number of driving instructors as of 30.06.2024 is 149
- Despite the weak economy student sign-ups amounted to 4.6 thousand and thus 4.5 % above the previous year's figure

- The number of driving school branches is 56
- The NPS was 68 on 30.06.2024
- With over 100 thousand driving lessons, the strong performance from the previous year was repeated

Thank you very much

As the Management Board, I would also like to express my sincere thanks to our shareholders and our Supervisory Board for their constant support and trust. Special thanks go to our colleagues for their tireless efforts, which make a significant contribution to the success of our company.

Boris Polenske
CEO



Group management report for the first half-year 2024

1.0 General information

123fahrschule SE, headquartered in Cologne - hereinafter referred to as "123fahrschule" or "Group" - is a European stock corporation (international: Societas Europaea, SE for short) listed on the Düsseldorf Stock Exchange (primary market). The SE previously traded under the name Livonia SE and was renamed 123fahrschule SE on December 16, 2020.

On October 26, 2020, 123fahrschule Holding GmbH was contributed to Livonia SE as part of a non-cash capital increase, thereby establishing the Group for which these consolidated financial statements were prepared. As at June 30, 2024, the Group's share capital amounted to EUR 4,875,560.00 divided into 4,875,560 no-par value shares. The non-cash capital increase of 92,000 no-par value shares communicated on May 24, 2024 was not registered until August 6, 2024, as the Annual General Meeting on April 16, 2024 resolved to relocate the registered office of 123fahrschule SE from Frankfurt to Cologne, which delayed the registration process.

The object of the company is the management of companies and the administration of shareholdings as well as the maintenance and protection of brands and other industrial property rights. The company's activities include the acquisition, holding, management and sale of

investments in domestic and foreign companies - particularly in the training and further education sector - whose corporate purpose is related to the operation and management of driving schools, as well as the licensing of trademarks and other industrial property rights etc.

In particular, 123fahrschule operates its business with driving schools in North Rhine-Westphalia, Berlin, Hamburg and Leipzig as of June 30, 2024. The Management Board plans to expand the operating business throughout Germany by acquiring and establishing additional driving school locations and driving instructor training centers.

The Group offers its customers modern, digitally supported driver's license training 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 Group-wide tasks. In addition to strategic management, this also includes the assumption of cross-divisional functions such as financing, Group controlling and accounting, taxes, legal, human resources, purchasing and IT, as well as marketing, investor relations, corporate development and innovation management.

In addition to 123fahrschule Holding GmbH as the parent company, 123invest eins GmbH as the shelf company for investment activities, FahrerWerk GmbH as the company for driving instructor training and 123fahrschule Bildung GmbH for the business with training vouchers and similar forms of training, the operational business of the 123fahrschule Group is conducted in the following 12 regional operating companies:

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, Fahrschule und Fahrlehrerfachschule Horst Fornefeld GmbH. These companies operate 56 driving school locations in NRW, Berlin, Hamburg and Leipzig as at 30.06.2024.

In 2024, another company was added to the Group with the acquisition of Foerst GmbH, which develops, produces and distributes driving school simulators. As the closing took place on July 1, 2024, Foerst GmbH's revenue is only included in the consolidated financial statements from the second half of 2024.

The consolidated balance sheet total of 123fahrschule amounted to EUR 24,569

¹ See: https://www.destatis.de/DE/Presse/Pressemitteilungen/2024/05/PD24_205_811.html

thousand as at 30/06/2024. The consolidated net loss for the first half of 2024 amounted to EUR -1,355 thousand and revenue amounted to EUR 11,060 thousand.

The consolidated income statement was prepared for the first half of 2024. The comparative figures are shown for the same period of the previous year.

2.0 Business and general conditions

After the German economy started 2024 with "positive signs" in Q1, according to Ruth Brand¹ (President of the Federal Statistical Office), the German economy "cooled down" again in Q2.

According to the press release issued by the German Federal Statistical Office (DeStatis) on 24 May 2024, price-, seasonally and calendar-adjusted gross domestic product (GDP) in the first quarter of 2024 was still 0.2% higher than in the fourth quarter of 2023. In the second quarter of 2024, however, GDP contracted by 0.1%, as reported in the press release² issued by DeStatis on 27 August 2024.

Compared to the same quarter of the previous year, German economic output stagnated in Q2 (price and calendar-adjusted GDP).

This is in line with the forecasts of the renowned ifo Institute³. The institute had to revise its

² See: https://www.destatis.de/DE/Presse/Pressemitteilungen/2024/08/PD24_325_811.html

³ See: <https://www.ifo.de/fakten/2024-09-05/ifo-konjunkturprognose-herbst-2024-deutsche-wirtschaft-steckt-in-krise-fest>

positive economic forecast from June 20, 2024, which still assumed an economic recovery, and now expects the German economy to stagnate in 2024. "The German economy is stuck and is bobbing along in the doldrums, while other countries are feeling the upswing." Says Prof. Dr. Timo Wollmerhäuser - Deputy Director of the ifo Center for Macroeconomics & Surveys and Head of Economic Forecasts. The ifo Institute expects a gradual recovery in the coming year. According to the institute, GDP is expected to increase by 0.9% in 2025.

In mid-July, the German government agreed on a comprehensive growth initiative with 49 measures, which it hopes will provide a noticeable boost to production potential. However, the leading indicators currently available do not suggest an economic turnaround for the third quarter of 2024.

On a positive note, the ifo Institute expects inflation in Germany, measured as a change in the consumer price index (CPI), to fall to 2.2% in 2024 from 5.9% in the previous year. According to the forecast, inflation will fall below the 2% mark in summer 2024 for the first time since March 2021.

Nevertheless, according to economic surveys conducted by the ifo Institute, companies

continue to rate the situation as poor, albeit with an upward trend⁴.

Private consumption is still stagnating according to the ifo Institute, but the renowned institute assumes that the purchasing power of private households will continue to increase and that demand will recover accordingly. The current strong wage momentum is the main driver here. So far, however, consumer-related areas have hardly benefited from wage increases and gains in purchasing power, as the savings rate of private households, at 11.3% of disposable income, was recently well above the average of the ten years before the coronavirus pandemic (10.1%).

Overall, the ifo Institute cites energy prices, the savings rate and necessary structural changes as current risks for the economy.

The current economic situation should be eased by the fact that the European Central Bank (ECB) cut rates again in September and the overall increase in global demand, which will help Germany as an export nation.

According to surveys conducted by the industry association MOVING (International Road Safety Association e.V.) for its report "Industry outlook 2024⁵", the driving school industry's sales expectations are largely positive, despite the development of GDP and high inflation rates in

⁴ See: <https://www.ifo.de/fakten/2024-06-20/ifo-konjunkturprognose-sommer-2024-neue-hoffnung-aber-noch-kein-sommermaerchen>

⁵ See: <https://www.moving-roadsafety.com/wp-content/uploads/2024/03/Final-MOVING-Branchenaussicht-2024.pdf>

recent years. According to the report, 13% of driving schools expect an increase in turnover of more than 10%, 17% expect an increase of 5-10%. 53% of companies expect turnover to remain constant compared to the overall strong year 2023. Only 8% of entrepreneurs expect a decline of more than 10%. In the 2023 industry report⁶, MOVING e.V. predicts an overall increase in turnover of 24.2% to EUR 2.95 billion by 2025 compared to 2020. "31% of driving schools expect turnover to increase by the end of 2025. The larger the driving schools are, the better the turnover expectations are by the end of 2025," according to the "Industry outlook 2024".

The evaluation of the sales tax statistics at federal state level shows significant regional differences in some cases - however, all regions are recording a noticeable increase in turnover. In particular, very large driving schools in the new federal states with a turnover of over 500,000 euros are expecting an increase in turnover.

At the same time, the incipient consolidation of the market has also progressed significantly in recent years. According to evaluations by the Federal Statistical Office (DeStatis), the number of driving schools fell by 4.6% from 2019 to 2020. The industry association Moving expects

a further decline of 9.5% by 2025. Nevertheless, the industry continues to be characterized by very small to medium-sized companies. In 2020, only around 8.5% of companies generated annual sales of more than EUR 500,000. These account for around 38% of total industry sales. The industry can therefore still be described as highly fragmented. The majority of driving schools operate as sole proprietorships.

Inflation is also making itself felt in the driving school sector in the form of increased training costs for students⁷. According to the Federal Statistical Office, prices rose by 7.6% last year compared to 2022, significantly more than consumer prices overall (5.9%).

According to MOVING surveys, the average price for practical driving lessons for category B was €61.50 in January 2024, which is 17% higher than in January 2022. Almost half of driving schools offer normal driving lessons from €61 or more.

In addition to rising fixed costs due to energy prices and inflation, the biggest challenge facing the industry continues to be the shortage of skilled staff. As in most industries, driving schools sometimes have problems finding suitable specialist staff, especially driving instructors. According to MOVING, there was a

⁶ See: <https://www.moving-roadsafety.com/veroeffentlichungen/branchenreport/>

⁷ See: <https://www.faz.net/aktuell/wirtschaft/auto-verkehr/fuehrerschein-fahrschule-und-fuehrerscheinpruefung-werden-noch-teurer-19916450.html>

shortage of 10,792 driving instructors for driving license category B in January 2024. This has led to a significant wage increase for driving instructors over the past year. According to MOVING's Industry Outlook 2024, annual gross salaries rose by 8% year-on-year to €45,767 in January 2024. MOVING also states that the market assumes that wages will increase by a further 7% by the end of 2025.

As a result of the shortage of skilled workers and thanks to improved technology, the number of driving simulators in driving schools is increasing significantly. A survey by MOVING shows that in January 2024, almost one in four driving schools already has one and more driving schools are planning to purchase one. According to MOVING, 7% of companies want to invest in a car simulator in 2024/2025. Experience with the simulators has been "very positive" and can potentially contribute to a long-term reduction in driving license costs.

With the expiry of the special permits for online theory lessons at the beginning of 2022, the Federal Minister of Transport⁸ held out the prospect of digitizing and modernizing the driving school industry. This also included online theory lessons. In the resolution of 22/23 March 2023, the Conference of Transport Ministers⁹ came to the same conclusion and is willing to approve online theory lessons on a permanent

basis, provided that the quality requirements are met, as with the previous face-to-face lessons.

123fahrschule continues to expect the plans of the governing coalition in Germany and its coalition agreement, in line with the desire of the transport ministers of the federal states, to increase the digitization of driving license training to be implemented accordingly. On the subject of digitalization and modernization of driving school training, a hearing of associations and publishers was held at the BMDV (federal ministry for digital and transport) on 05.02.2024. There it was promised that approx. 50% of the current face-to-face lessons may be implemented in synchronous and asynchronous form from 2025. This will enable 123fahrschule to further expand its digitalization lead in the market. The BMDV also held out the prospect of using driving simulators in driving school training. According to the BMDV, driving simulators will be allowed to be used as a permissible medium in theoretical and practical driving training in the future. It is being examined whether the B197 training (stick-shifting competence) may be fully represented by the driving simulator in future. This would give 123fahrschule the opportunity to provide even more cost-efficient driver training in the future and reduce the vehicle fleet by all manual vehicles.

⁸ See: <https://www.moving-roadsafety.com/wp-content/uploads/2024/03/Final-MOVING-Branchenaussicht-2024.pdf>

⁹ See: https://www.verkehrsministerkonferenz.de/VMK/DE/termine/sitzungen/23-03-22-23-vmk/23-03-22-23-beschluss.pdf?__blob=publicationFile&v=3

3.0 Business performance and position of the Group

Despite various exogenous uncertainty factors (Ukraine crisis, Middle East conflict, reluctance to buy, inflation) and the resulting difficult overall economic situation in Germany, 123fahrschule can look back on a successful first half of 2024.

At 11.1 million euros, 123fahrschule was able to set a new sales record and exceed the strong previous year by another 9.3%. The driving instructors were utilized as planned and planned price increases were implemented. Nevertheless, the focus in the 2024 financial year remains clearly on positive EBITDA and a positive cash flow for the year as a whole. EBITDA for the first half of the year amounted to EUR 0.132 million, yet, cannot be compared with the previous year's figure of EUR 0.197 million in the first half of 2023, as the first half of 2024 was characterized by numerous accounting changes. These make a comparison during the year difficult. These changes related to one-off optimizations in accounting, which improved accruals during the year in the first half of 2024 and resulted in a one-off impairment of receivables. These measures will improve the strongly negative EBITDA in the single month of December in recent years from 2024. In addition, customer receivables were written off at an accelerated rate at individual value level in the first quarter of 2024 due to the change and streamlining of the collection process. Under the old process, these would not have been corrected through profit or loss until 2025 at the earliest. Adjusted for

these one-off factors, Group EBITDA amounted to EUR 0.5 million, an increase of 154% compared to the first half of the year 2023.

The regional subsidiaries of 123fahrschule, which operate the local driving schools, and the driving instructor training centers made a clearly positive contribution to earnings in H1 2024; earnings before interest, taxes, depreciation and amortization (EBITDA) amounted to EUR 1.6 million.

In addition to training learner drivers, 123fahrschule has successfully continued to train the next generation of driving instructors at three company-owned driving instructor training centers in NRW and Berlin. In order to work more cost-efficiently and to be able to deploy staff optimally, two training centers in NRW were merged this year. In addition, the subsidiary FahrerWerk GmbH has succeeded in establishing itself as a neutral provider in the market and is training driving instructors for 123fahrschule companies as well as for other market players. FahrerWerk GmbH made a significant contribution to earnings with earnings before interest, taxes, depreciation and amortization (EBITDA) of EUR 230 thousand.

In May 2024, the 123fahrschule Group took over Foerst GmbH, a pioneering company in the development and sale of driving simulation, thus further expanding its product portfolio. The takeover has consistently driven forward the vertical integration of the product portfolio and taken into account the political dialogue on the partial digitalization of training and the

shortage of skilled workers. Foerst GmbH launched the world's first commercial driving simulator back in 1976. Building on its many years of expertise, the company develops and produces simulators for cars, trucks and buses, which are used successfully for driver training and other applications both in Germany and internationally.

123fahrschule expects that the driving simulator will play a much greater role in driving license training in Germany in the future as part of the amendment to the learner driver training regulations currently being implemented. In particular due to the fact that driving school vehicles with manual gearboxes are virtually no longer available from all manufacturers, 123fahrschule expects that manual training will soon shift completely to the simulator. The increased use of simulators will make training more cost-effective, efficient and faster for students in the future. The company also anticipates significant CO2 savings.

Through the takeover and the associated direct access to technology, software and hardware, 123fahrschule SE will probably be able to significantly reduce the investment costs for the roll-out of driving simulators in its own branches. In addition, 123fahrschule plans to expand FOERST GmbH's product portfolio with its own software elements already available at 123fahrschule and to offer the optimized product range nationally and internationally in the driving school and education market.

In H1 2024, 123fahrschule also campaigned politically for the permanent approval of online theory lessons and the general opening for further digitalization of training processes, especially for the use of simulators. Representatives of the company regularly take part in political events and discussions and take a clear stance. This remains an important strategic goal and would significantly improve 123fahrschule's competitive advantage with customers and the company's personnel cost ratio. The clear prospect of permanent approval for online theory lessons in 2025 gives the company a very positive outlook for the coming years.

As 123fahrschule is still a young, dynamic start-up/scale-up company, its business performance is subject to greater fluctuation than that of established and well-established companies. In addition, the overall economic situation in Germany, which is characterized by the Ukraine crisis, rising inflation and consumer restraint, increases planning uncertainty. Nevertheless, the management expects growth in the second half of 2024 compared to the previous year.

3.1 Earnings situation

Revenue in the first half of the year totaled EUR 11,060 thousand (previous year: EUR 10,440 thousand), of which EUR 8,457 thousand (previous year: EUR 7,974 thousand) was mainly generated by revenue from driving schools, EUR 965 thousand (previous year: EUR 1,131 thousand) from the training provider business and

EUR 1,638 thousand (previous year: EUR 1,335 thousand) from driving instructor training.

Personnel expenses totaled EUR 6,700 thousand (previous year: EUR 6,607 thousand). With an average number of employees of 266, expenses amounted to EUR 25 thousand per employee (extrapolated for the year as a whole).

Depreciation and amortization of EUR 1,739 thousand (previous year: EUR 1,524 thousand) includes scheduled amortization of intangible assets, operating and office equipment, vehicles and low-value assets in the amount of EUR 810 thousand, amortization of goodwill from consolidation in the amount of EUR 312 thousand and EUR 597 thousand on goodwill arising from the initial consolidation of the 123fahrschule Holding subgroup, which is being amortized over 7 years. The reduced amortization period was chosen due to the fact that driving license training is a rather short-term and one-time consumed product and the customer base therefore changes quickly.

Other operating expenses amounted to EUR 5,025 thousand (previous year: EUR 4,130 thousand). This includes, in particular, expenses for vehicle operating costs and leasing, rent and leases, legal and consulting costs and marketing.

The operating result (items 1 to 7 of the income statement) amounted to EUR -1,607 thousand (previous year: EUR -1,327 thousand).

Interest expenses result primarily from loans, in particular to automotive banks.

For the trade and corporation tax losses incurred by 123fahrschule Holding GmbH and its subsidiaries in the first half of 2024, including loss carryforwards and own work capitalized, net tax income of EUR 283 thousand (previous year: EUR 414 thousand) was recognized for deferred tax assets. Provisions in the amount of EUR 19 thousand have been recognized for the tax payments due from Fahrschule und Fahrlehrerfachschule Horst Fornefeld GmbH.

The consolidated net loss for the first half of 2024 amounted to EUR 1,355 thousand (previous year: EUR 959 thousand).

3.2 Financial position

Cash and cash equivalents amounted to EUR 276 thousand at the end of the first half of 2024 (30/06/2023: EUR 239 thousand). The Group's liquidity is secured at all times due to equity measures. The company is financed on an ongoing basis through capital increases.

Sufficient cash inflows from operating activities were available throughout the reporting year to finance the business. Current liquidity is secured through special monitoring by the management and by raising funds on the capital market

3.3 Financial position

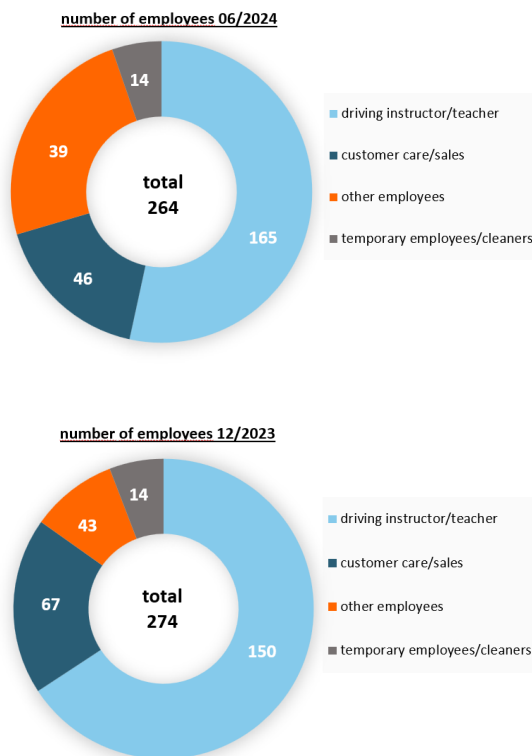
Total assets amounted to EUR 24,569 thousand as at 30.06.2024. Fixed assets amounted to EUR 14,839 thousand, current assets to EUR 5,589 thousand, prepaid expenses to EUR 334

thousand and deferred tax assets to EUR 3,805 thousand.

Intangible assets amounting to EUR 10,863 thousand are reported under fixed assets, most of which are amortized over 7 years.

Current assets consist mainly of current receivables. The development of equity is shown in Appendix 5.

3.4 Personnel



Committed, creative, responsible and independent employees who are appropriately motivated are a crucial element of the Group's entrepreneurial success. The development of our

employees' professional and personal skills is therefore a particular priority. In particular, sales growth is achieved primarily by recruiting additional driving instructors. 123fahrschule provides its employees with state-of-the-art work materials, creates space for creative work, enables digital scheduling and course planning and places great value on loyalty and collegiality. The number of employees fell from 274 to 264 in H1 2024 and is an initial testimony to the efficiency gains resulting from 123fahrschule's digital processes. In particular, the number of customer care employees has been adapted in line with business needs. By digitizing and automating processes using proprietary software solutions, 123fahrschule can deploy its staff more efficiently than the competition, especially in customer service and driving school administration. 123fahrschule will continue to focus on achieving efficiency gains through software solutions in the future.

3.5 Registration figures

Compared to the previous year, 123fahrschule was able to increase student registrations in the private customer business (classes A, B, BE), adjusted for revocations, by 4.5% to 4.6 thousand in H1 2024 despite the currently weak economy in Germany. In addition, price increases and a reduction in the discounts granted made a positive contribution to the sales trend. The 123fahrschule student app is perceived by customers as a USP. The quality of training was also further improved in 2024 thanks to quantitatively supported evaluations, and the digital

training offering and online management of training were expanded.

3.6 Security

The topics of occupational safety and data security are taken seriously at 123fahrschule. Processes are regularly scrutinized, applicable law is complied with and employees are trained internally on these topics. In particular, data processing and the protection of personal customer data is of the utmost importance to 123fahrschule.

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

3.7 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 digitalizing all training and administrative processes in the driving school. With the acquisition of Foerst GmbH, the further development of driving school simulators and their integration into the 123fahrschule software landscape will also be on 123fahrschule's digital agenda from H2 2024.

Compared to normal driving schools, the company expects its digital approach and proprietary software to have a clear positive effect on results in the medium term and to significantly simplify and improve the training process for the student. With the resulting increase in customer satisfaction, the company assumes that

it will be able to significantly increase its market share and that 123fahrschule will be perceived as a strong brand throughout Germany.

4.0 Opportunity & risk report

4.1 Market and competition-related opportunities & risks

The currently stagnating economy in Germany, the still high inflation and the reluctance of German consumers to spend can potentially put a heavy strain on the sales potential of driving schools. A driving license is an expensive investment for young people. However, as many young people are inevitably dependent on a driving license for work or due to family changes, it is more likely that sales will be delayed or postponed into the future. Even though the savings rate of private households is currently at a ten-year high, an upturn in consumption, including in the driving school sector, can be expected once the economic situation eases.

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 the present time and is heavily dependent on further developments on the markets and the crisis situation in Ukraine. However, it is already clear that the longer the German economy stagnates and consumer restraint remains at its current level, the greater the risks to the company's economic performance. The increased price pressure due to wage increases in the German market also

poses a risk to the operating result. However, 123fahrschule can actively counteract this through its own driving instructor training and the future use of its own driving simulators.

With the abolition of the exemption regulations for online theory lessons in mid-2022, an important competitive advantage of 123fahrschule has temporarily faded into the background. However, at the beginning of 2022, the Federal Minister of Transport held out the positive prospect of digitalization and modernization of the driving school industry, including online theory lessons. In the resolution passed by the Conference of Transport Ministers on 22/23 March 2023, it states with regard to the optimization of learner driver training that it is willing to approve online theory lessons on a permanent basis, provided that the quality requirements are met as with the previous face-to-face lessons. On the subject of digitalization and modernization of driving school training, a hearing of associations and publishers was held at the BMDV on 05.02.2024. There it was promised that approx. 50% of the current face-to-face theory lessons may be implemented in synchronous and asynchronous form from 2025. This will enable 123fahrschule to further expand its digitalization lead in the market. The BMDV also held out the prospect of using driving simulators in driving school training. According to the BMDV, driving simulators will be allowed to be used as a permissible medium in theoretical and practical driving training in the future. It is being examined whether B197 training may in future be represented by the driving simulator. This would give 123fahrschule the

opportunity to provide even more cost-efficient driver training in the future.

With the stronger tailwind from politics and the acquisition of Foerst GmbH, 123fahrschule will make greater use of the advantages of digital teaching. Thanks to its digital DNA, the fully vertically integrated training offering and its own software solutions, 123fahrschule is optimally positioned to clearly differentiate itself from the competition in terms of customer perception, as was already the case during the exemptions during the pandemic. In addition, 123fahrschule can deploy its driving school staff much more efficiently and focus fully on addressing customers digitally. For this reason, 123fahrschule will continue to actively campaign politically in H2 2024 for the implementation of the resolution of the Conference of Transport Ministers and further digitalization steps.

The profession of driving instructor is one of the shortage occupations in Germany. At 54.2 years, the average age of driving instructors on the market is very high. As an increase in turnover for driving schools - in addition to price increases - is primarily achieved by hiring more driving instructors, competition for driving instructors is very fierce. On the one hand, this leads to rising wages, but on the other hand also allows significant price increases due to the imbalance between supply and demand for driving lessons. The sales risks for the Group can therefore be classified as low.

Nevertheless, the shortage of driving instructors remains a risk for the further growth of 123fahrschule. In order to actively counteract the shortage of driving instructors, 123fahrschule has been successfully training driving instructors at its subsidiary FahrerWerk GmbH for years in order to secure its own growth and prepare employees for digitally supported driving license training at 123fahrschule. The relaxation of the entry requirements for driving instructor training since 2018 will also help to ensure that more young driving instructors join the ranks in the coming years and reduce the shortage of skilled workers.

The external distribution of driving school simulators from the subsidiary Foerst GmbH, as well as their use at 123fahrschule's driving school locations and the planned expansion of the branch network in the major cities of Berlin, Hamburg and Cologne will also contribute to 123fahrschule's growth potential in H2 2024 and 2025.

4.2 Technical default risk

123fahrschule's business model is heavily tailored to digital processes and training services. The Group uses - mostly proprietary - software solutions throughout its business operations. The business activities of 123fahrschule could also be significantly impaired by failures or disruptions to 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 comparable disruptions. In order to avoid significant costs of such incidents, the IT risks are actively monitored internally and preventive measures are taken, e.g. through back-ups, automated tests and other (security) technical measures. If 123fahrschule is unable to adequately guarantee the reliability, security and availability of its IT infrastructure, this could have a negative impact on the net assets, financial position and results of operations of 123fahrschule.

4.3 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 managers (Management Board and other managers below the Management Board). There is a risk that the Group will not succeed in retaining managers within the company or, if necessary, in recruiting new managers. If one or more managers leave the company, there is a risk that valuable knowledge, skills and experience for the 123fahrschule will be lost and/or made available to competitors.

There is also a risk that difficulties in finding suitable new managers could affect the company's competitiveness and therefore have a negative impact on the Group's economic development.

In addition to the potential loss of managers 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 are adequately incentivized - both in monetary and non-monetary terms - and strives to create a good working atmosphere in order to keep the probability of these risks occurring 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 can lead to a loss of sales. This risk is kept as low as possible through appropriate long-term planning and relationship management with suppliers. Thanks to its access to and relationship with many manufacturers, the 123fahrschule can often substitute bottlenecks at one manufacturer with deliveries from other companies. Thanks to the high purchase volumes and good business relationships, 123fahrschule buys vehicles at significantly better conditions than most competitors, despite supply bottlenecks.

Operating costs, particularly for electricity and gas, rose significantly last year (2023). This year, the situation has eased somewhat. Nevertheless, price increases are sufficiently priced into the 123fahrschule's business planning and are therefore relevant but not considered threatening.

4.4 Acquisition opportunities & risks

The high average age of driving instructors and entrepreneurs in the industry means that interesting takeover targets are constantly opening up for 123fahrschule. If entrepreneurs cannot find a successor, 123fahrschule can take over smaller companies at attractive multiples and continue to grow nationwide.

The integration of acquired individual operating companies involves both the technical and organizational restructuring of the acquired companies and their incorporation into the overall structure of the 123fahrschule Group.

In addition, 123fahrschule must ensure that the employees, especially the driving instructors and managers, of the acquired companies are retained in order to guarantee the desired sales effect. This is achieved through intensive training and integration measures as well as the general measures mentioned under personnel (section 3.4 of this report), which contribute to employee satisfaction. If the existing staff of the acquired companies cannot be retained, this will have a negative impact on the net assets, financial position and results of operations of the 123fahrschule school.

4.5 Economic and financial opportunities & risks

The continuous securing of financing for further growth is essential for the success of 123fahrschule.

The capital increases from 2023 enabled important investments in 123fahrschule's proprietary software solutions to be financed in H1 2024.

In addition, the acquisition of Foerst GmbH was financed purely from shares and was therefore cash-neutral.

However, it remains the main task of the management to secure financing at all times with foresight and to efficiently pursue further organic growth of the Group. Compliance with budgets and investment plans is closely monitored and managed. Liquidity is controlled centrally within the Group companies as far as possible by means of appropriate liquidity management in order to ensure that the Group companies have a constant supply of sufficient liquidity.

Operating activities within the Group are conducted in Germany. As a result, there are no transactions in foreign currencies and no currency risks.

Price trends in the procurement and operating costs of vehicles (leasing costs, fuel, etc.) are of particular importance to the Group. As a driving school chain, vehicle costs make up a significant proportion of the Group's total costs. A significant increase in these costs could have a negative impact on the net assets, financial position and results of operations of 123fahrschule. An opportunity arises above all through good conditions in the procurement of vehicles and other goods at 123fahrschule, which - due to its size - can negotiate special conditions and thus

potentially reduce costs compared to the rest of the industry.

5.0 Forecast report

5.1 Macroeconomic development

For H2 2024, the weak German economy, the unclear situation in the Ukraine crisis and the high inflation rate of recent years are still dampening the upturn in the German economy. The forecasts of many German companies and consumer sentiment can be described as tense. It remains to be seen whether and to what extent consumer reluctance to spend will continue in H2 2024. In addition to the Ukraine crisis, the US election with all its direct and indirect economic and political consequences is a key uncertainty factor for forecasting macroeconomic development. However, if the Ifo Institute's forecasts on the sales and earnings potential of German companies are to be believed, the situation should brighten considerably in 2025. Also, in addition to interest rate cuts by the ECB, inflation should continue to fall.

5.2 Industry development

The Management Board of 123fahrschule continues to expect the German driving school market to consolidate slowly over the coming years. Like MOVING, 123fahrschule also expects wages in the driving school sector to continue to rise slightly, which the companies will counter with further price increases. This development will be favored by the very high average age of the entrepreneurs and the currently still prevailing shortage of skilled workers in the

industry. However, if, as is to be expected, online theory lessons are permanently permitted and driving education is structurally opened up to the use of simulators, this could act as a strong counterbalance.

Demand for driving license examinations remained high in the first half of 2024. Despite the price increases in the industry, the number of applications for driving license training has not yet fallen significantly. By H1 2024, the industry had made a sustained recovery from the training restrictions imposed by Covid-19. However, it remains to be seen whether the high inflation of the past year, the continuing weak economy and the geopolitical conflict in Ukraine will lead to increased consumer restraint. The political opening and the decision of the Transport Ministers' Conference on the online theory will have a lasting impact on the industry and will play clearly into the hands of companies with a digital identity and sufficient size to exploit economies of scale.

5.3 Outlook

The focus in the 2024 financial year will continue to be on achieving a positive cash flow in particular. In addition, achieving sustainable profitability at Group level remains the declared goal. To achieve these goals, the Management Board is focusing on finalizing the branch expansion in the three largest cities with existing 123fahrschule operations - Berlin, Hamburg and Cologne- , in addition to further optimizing costs and software-supported efficiency improvements in the operating business. In

addition, many optimizations were made to the accounting system in H1, which will further improve the Group's reporting and management in H2 2024. The Management Board considers the targets to be realistic and expects to close the 2024 financial year with a clearly positive EBITDA. In the second half of the year, particular attention will be paid to the further expansion of the professional driver/training provider business in order to increase sales beyond the business with class A & B driving licenses.

As an important new pillar, the new subsidiary Foerst GmbH will be further integrated into the Group structure in H2 2024 and contribute to the company's development as an important additional profit center.

Another main focus in the second half of 2024 will remain the further technological and organizational preparations of the 123fahrschule Group for the likely implementation of the resolution of the Conference of Transport Ministers on online theory lessons as of January 2025. 123fahrschule will continue to keep up the pressure on politicians, actively lobby the federal government and the state governments for a further legal opening with regard to digital forms of training and help to reach a political consensus.

Provided that the market environment remains stable or does not develop negatively in the long term, particularly in terms of purchasing power, the Management Board expects the positive trend to continue in H2 of the 2024 financial year.

5.4 Explanation of the sales segments for the 2024 financial year

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

- a) nationwide training of private customers, primarily in driving license 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 training vouchers
- c) the training of driving instructors
- d) From H2 2024, a further segment will be added with the sale of driving school

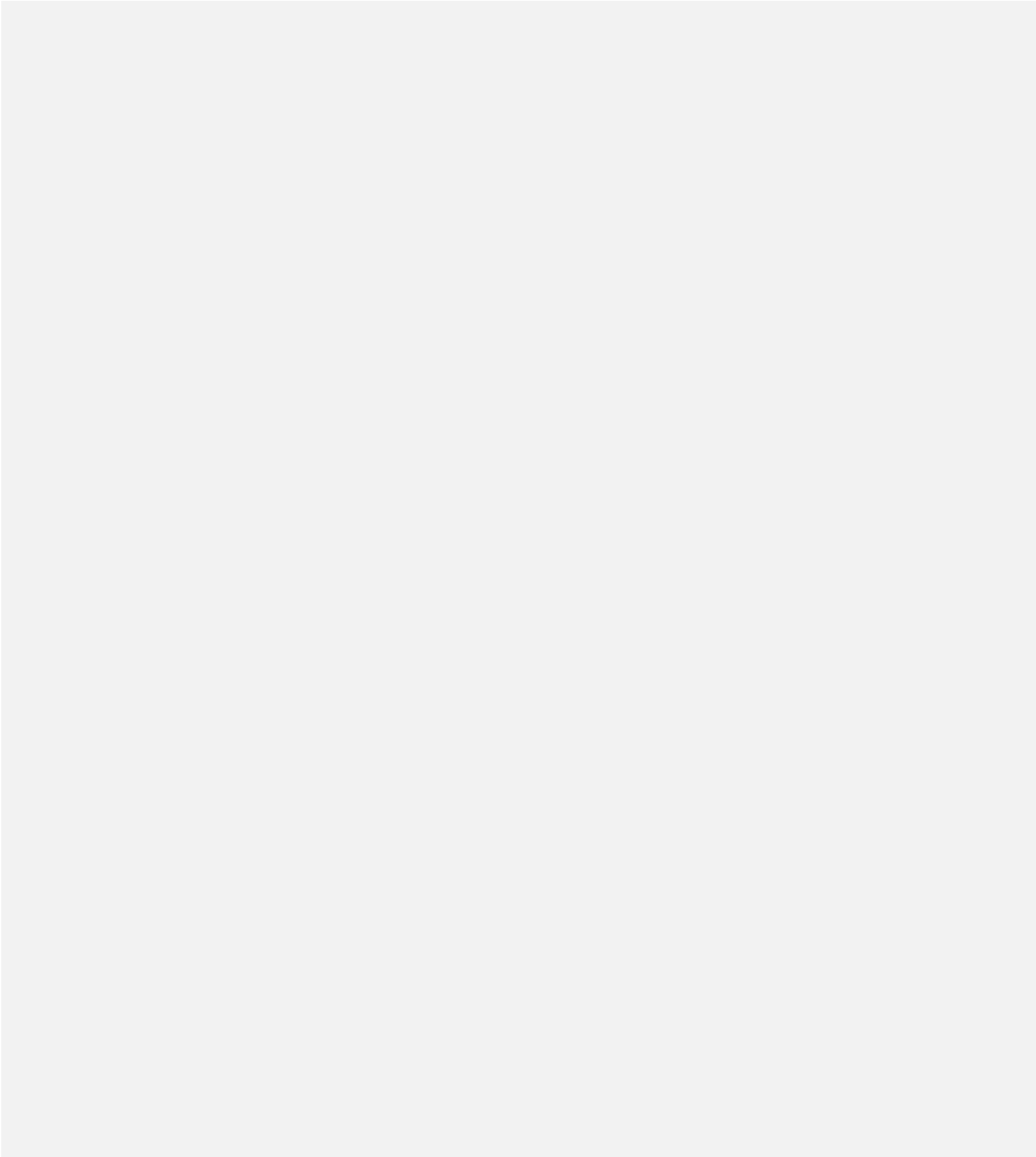
simulators by the subsidiary Foerst GmbH (this will be reported separately for the first time in the 2024 annual report after the company has been fully integrated into the processes of 123fahrschule).

sales revenues	H1 2024 in TEUR	H1 2023 in TEUR	Diff %
private customers	8.457	7.974	6,0%
professional driver education & education vouchers	965	1.131	-14,6%
driving instructor training	1.638	1.335	22,6%
total	11.060	10.440	5,9%

Cologne, September 30, 2024

signed. Boris Polenske

Attachments



Appendix 1 Balance sheet

123fahrschule SE, Cologne - Consolidated balance sheet as at June 30, 2024

Assets	June 30, 2024		December 31, 2023	
	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	2.978.543,85		2.597.624,35	
2) Goodwill	7.884.312,55		8.703.524,59	
3) Advance payments made	0,00	10.862.856,40	0,00	11.301.148,94
II Property, plant and equipment				
1) Technical equipment and machinery	996,00		1.141,00	
2) Other equipment, operating and office equipment	3.975.207,42		4.299.535,51	
3) Advance payments and assets under construction	0,00	3.976.203,42	0,00	4.300.676,51
III. financial assets				
1) Securities held as fixed assets	250,00	250,00	250,00	250,0
		14.839.309,82		15.602.075,45
B. Current assets				
I. Receivables and other assets				
1) Trade receivables and services	2.899.423,53		2.987.079,23	

2) Other assets	2.413.394,39	5.312.817,92	2.308.304,68	5.997.633,84
- of which with a remaining term of more than one year EUR 1,956,083.92				
(previous year: EUR 2,029,093.01)				
II. cash on hand, Bundesbank balances, bank balances and checks		276.486,44		744.584,47
		5.589.304,36		6.742.218,31
C. Prepaid expenses and deferred charges		334.170,23		431.568,04
D. Deferred tax assets		3.805.822,81		3.523.270,96
Total assets		24.568.607,22		26.299.132,76

Liabilities	June 30, 2024	December 31, 2023
	EUR	EUR
A. Equity		
I. Subscribed capital	4.875.560,00	4.875.560,00
II. capital reserve	25.499.321,60	25.499.321,60
III Profit carried forward/loss carried forward	-13.962.752,48	-10.056.082,75
IV. Net loss for the year	-1.354.513,32	-3.906.669,73
	15.057.615,80	16.412.129,12
B. Provisions		
I. Tax provisions	18.553,20	18.553,20
II Other provisions	473.169,27	485.517,17

	<i>491.722,47</i>	<i>504.070,37</i>
C. Liabilities		
1) Liabilities to banks	2.083.643,64	2.434.801,04
2) Advance payments received on orders	2.704.264,66	2.116.139,97
3) Trade accounts payable		
Services	681.360,67	648.951,84
4) Other liabilities	2.599.123,91	3.335.830,85
- thereof due to shareholders EUR 824,947.91 (previous year: EUR 974,947.91)		
- thereof from taxes EUR 902,080.39 (previous year: EUR 1,089,465.59)		
- of which in the context of social Security EUR 69,562.20 (previous year: EUR 3,568.87)		
- of which with a remaining term of more than than one year EUR 1,513,786.92 (previous year: EUR 95,238.65)		
	8.068.392,88	8.535.723,70
D. Prepaid expenses and deferred charges	950.876,07	847.209,57
Total liabilities	24.568.607,22	26.299.132,76

Appendix 2 In- come statement

123fahrschule SE, Cologne - Consolidated income statement Income statement for the period from January 1 to June 30, 2024

	P&L		P&L
	01.01.-30.06.2024		01.01.- 30.06.2023
	EUR	EUR	EUR
1) Sales revenue		11.060.003,16	10.440.347,22
2) Other own work capitalized		142.841,21	76.494,60
3) Other operating income		654.179,10	423.860,92
4) Cost of materials			
a) Expenses for purchased services		0,00	-7.160,00
5) Personnel expenses			
a) Wages and salaries	-5.456.273,15		-5.404.051,51
b) Social security contributions and expenses for pensions and other benefits	-1.243.648,11	-6.699.921,26	-1.202.722,15
6) Depreciation and amortization			
a) on intangible assets fixed assets and property, plant and equipment as well as capitalized expenses for the start-up and expansion of business operations	-1.739.011,45		-1.523.775,66
b) on current assets, insofar as these exceed the usual depreciation in the corporation	0,00	-1.739.011,45	0,00

	P&L		P&L	
	01.01.-30.06.2023		01.01.- 30.06.2023	
	EUR	EUR	EUR	
7) Other operating expenses		-5.025.344,57	-4.130.022,66	
8) Other interest and similar income		110,41	203,49	
9) Interest and similar expenses				
- thereof to shareholders		-20.209,57	-3.483,87	
EUR 0.00 (previous year EUR 0.00)				
10) Taxes on income and from the yield		282.328,65	414.333,25	
11) Earnings after taxes		-1.345.024,32	-915.976,37	
12) Other taxes		-9.489,00	-42.585,68	
13) Net loss for the year		-1.354.513,32	-958.562,05	

Appendix 3

Notes to the consolidated financial statements 123fahrschule SE, Cologne as at June 30, 2024

1. general information on the

Consolidated financial statements

1.1 General information

The commercial register number is HRB 119374 at Cologne Local Court, the business address is Klopstockstr. 1, 50968 Cologne.

The object of the company is the management of companies and the administration of shareholdings as well as the maintenance and protection of brands and other industrial property rights. The company's activities include the acquisition, holding, management and sale of investments in domestic and foreign companies, particularly in the training and further education sector, whose business purpose is related to the operation and management of driving schools, as well as the licensing of trademarks and other industrial property rights.

The Articles of Association were first adopted on July 3, 2019 and last amended during the first half of the financial year by resolution of the Annual General Meeting on April 16, 2024. The amendment to the Articles of Association in Section 1 (2) relates to the relocation of the registered office from Frankfurt am Main (previously Frankfurt am Main Local Court HRB 117584) to Cologne.

Furthermore, the creation of authorized capital was resolved (authorized capital 2024) and the articles of association were amended in Section

5 (3) (share capital and shares - share capital). In addition, the articles of association were amended in Section 9 (1) (Supervisory Board composition, appointment, term of office) and Section 15 (1) (Supervisory Board remuneration).

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

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

The consolidated financial statements for the first half of 2024 were prepared on a going concern basis (Section 252 (1) no. 2 HGB). Some of the Group companies are overindebted on the balance sheet. The going concern assumption is made as the Group companies are provided with sufficient liquidity and equity by the shareholders.

The consolidated income statement was prepared using the nature of expense method in the first half of the reporting year.

The financial year of the consolidated financial statements and the consolidated companies corresponds to the calendar year. The half-year financial statements cover the period from

January 1 to June 30, 2024. 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 at June 30, 2024

Fully consolidated Subsidiaries	Seat	Share ownership in %
123fahrschule Holding GmbH	Co-logne	100,00
123fahrschule Rheinland GmbH	Co-logne	100,00
123fahrschule Ruhrgebiet-Nord GmbH	Co-logne	100,00
123fahrschule Ruhrgebiet-Süd GmbH	Co-logne	100,00
123fahrschule Niederrhein GmbH	Co-logne	100,00
123fahrschule NRW GmbH	Co-logne	100,00
FahrerWerk GmbH	Cologne	100,00

123fahrschule Hamburg GmbH	Co-logne	100,00
123fahrschule Munich GmbH	Co-logne	100,00
123fahrschule Hauptstadt GmbH	Berlin	100,00
123invest one GmbH	Co-logne	100,00
123fahrschule Bildung GmbH	Berlin	100,00
123fahrschule Rhein-Sieg GmbH	Co-logne	100,00
123fahrschule West GmbH	Co-logne	100,00
123fahrschule Sachsen GmbH	Co-logne	100,00
Driving school and driving instructor school Horst Fornefeld GmbH	Wesel	100,00

1. 3Capital consolidation

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

If a positive difference arises, this is capitalized as goodwill.

1. 4Debt consolidation

Debt consolidation is carried out in accordance with Section 303 (1) HGB by eliminating the receivables with the corresponding liabilities between the companies fully included in the consolidated financial statements.

1.5 Interim profit elimination

In the past financial year No elimination of intercompany profits was required.

1.6 Expense and income statement

Consolidation of income

Expenses and income are consolidated in accordance with Section 305 (1) HGB by offsetting sales revenues and other income between the Group companies against the resulting expenses. Interest income and similar income are also offset against the corresponding expenses.

1.7 Deferred tax

Deferred taxes are recognized in accordance with Section 306 of the German Commercial Code (HGB) to the extent that consolidation measures have resulted in significant changes in the consolidated result compared to the sum of the individual results of the companies included in the consolidated financial statements. No deferred taxes arose from consolidation measures.

1.8 Information on currency

In the consolidated financial statements, the balance sheets of the consolidated companies

are
are shown in euros.

2. accounting and

Valuation principles

The accounting and valuation methods previously applied by the parent company were essentially applied to the consolidated financial statements. Acquired intangible assets are generally measured at cost less amortization.

The reported goodwill resulting from the initial 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 and amortized 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 capitalized at their discounted present value and depreciated over five years and the corresponding lease liabilities are recognized as liabilities.

Intangible assets and property, plant and equipment are recognized at acquisition or production cost 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 to EUR 1,000, a collective item is set up in accordance with Section 6 (2a) 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 recognized at cost (nominal amounts). In the case of trade receivables, recognizable risks are taken into account by means of a general allowance of 1% on the net amount of receivables.

Other provisions are recognized at their settlement amounts, which were necessary according to prudent business judgment to cover uncertain liabilities or uncertain risks.

All recognizable 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 is exercised.

3. information on items of the

Consolidated balance sheet

The development of the individual items of consolidated fixed assets is attached as Appendix 3A. Other receivables and other assets include items with a remaining term of more than one year in the amount of EUR 1,956 thousand.

Deferred tax assets were recognized on trade and corporation tax loss carryforwards as shown below. As at 30 June 2024, losses of 123fahrschule Holding GmbH and its subsidiaries amounting to EUR 10,931 thousand are expected to be fully utilized for tax purposes in the following five years. The loss carryforwards of 123fahrschule Holding GmbH are only to be recognized for tax purposes after the company's shares have been contributed to 123fahrschule SE. Deferred tax assets of EUR 3,952 were recognized on this amount at the Group tax rate of 32.975%.

In addition, deferred tax liabilities of EUR 146 thousand were recognized on own work capitalized. As at June 30, 2024, there was a surplus of deferred tax assets in the amount of EUR 3,805 thousand.

The share capital is conditionally increased by up to EUR 181,448.00 by resolution of the Annual General Meeting on June 30, 2021 (Conditional Capital 2021/I).

The share capital is conditionally increased by up to EUR 1,027,723.00 by resolution of the Annual General Meeting on June 27, 2022 (Conditional Capital 2022/II).

The share capital is conditionally increased by up to EUR 90,735.00 by resolution of the Annual General Meeting on June 6, 2023 (Conditional Capital 2023/I).

The resolution of the Annual General Meeting on 27.06.2022 is amended by the resolution of the Annual General Meeting on 06.06.2023. The

share capital is conditionally increased by up to EUR 38,552.00 (Conditional Capital 2022/I).

The Management Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital by up to a total of EUR 2,437,780.00 (Authorized Capital 2024) by issuing new no-par value bearer shares against cash and/or non-cash contributions, in whole or in part, on one or more occasions until April 15, 2029.

The development of Group equity is shown in Appendix 5.

Tax provisions were recognized for the driving school and driving instructor college Horst Fornefeld GmbH in the amount of EUR 19 thousand. Other provisions include provisions for personnel costs as well as preparation and audit costs.

In the consolidated statement of changes in liabilities presented in Appendix 3B, all liabilities are broken down by residual term and collateralization.

4. information on items of the

Income statement

The income statement is taken into account for the period from January 1 to June 30, 2024. The sales revenues were generated in Germany.

Revenues in the first half of the financial year totaled kEUR 11,060 (previous year: kEUR

10,440), of which kEUR 8,457 (previous year: kEUR 7,974) was generated by driving school revenues, kEUR 965 (previous year: kEUR 1,131) from the training provider business and kEUR 1,638 (previous year: kEUR 1,335) from driving instructor training.

Scheduled depreciation in the amount of EUR 1,739 thousand (previous year: EUR 1,524 thousand) was recognized. In the first half of 2024, income relating to other periods amounted to EUR 244 thousand. Expenses relating to other periods amounted to EUR 358 thousand.

5. other information

Other financial obligations

As at June 30, 2024, there were other financial obligations for rent, leasing and installment plan amounting to EUR 3,179 thousand (previous year: EUR 3,549 thousand).

Shareholdings

As at the balance sheet date, shares in affiliated companies within the meaning of Section 285 No. 11 HGB were held in the following company - the respective surplus or deficit represents the unconsolidated value at individual financial statement level:

123fahrschule Holding GmbH, Cologne

100 % Share in nominal capital of	€	503.620,00
Equity at June 30, 2024:	€	8.384.566,55
Deficit as of June 30, 2024:	€	-1.769.933,99

123fahrschule Rheinland GmbH, Cologne

100 % Share in
Nominal capital of € 25.000,00

Equity on
June 30, 2024: € -401.456,71

Surplus as of June 30, 2024: € 124.575,80

123fahrschule Ruhrgebiet-Nord GmbH, Cologne

100 % Share in
Nominal capital of € 25.000,00

Equity at
June 30, 2024: € 353.793,19

Surplus June 30, 2024: € 269.793,19

123fahrschule Ruhrgebiet-Süd GmbH, Cologne

100 % Share in
Nominal capital of € 25.000,00

Equity at
June 30, 2024: € -12.212,05

Surplus as of June 30, 2024: € 860,68

123fahrschule Niederrhein GmbH, Cologne

100 % Share in
Nominal capital of € 25.000,00

Equity at
June 30, 2024: € 166.843,20

Surplus as of June 30, 2024: € 141.843,20

123fahrschule Hauptstadt GmbH, Cologne

100 % Share in
Nominal capital of € 51.129,19

Equity at
June 30, 2024: € 640.082,77

Surplus as of June 30, 2024: € 467.213,54

123fahrschule NRW GmbH, Cologne

100 % Share in
Nominal capital of € 25.000,00

Equity at
June 30, 2024: € -732.513,42

Deficit as of June 30, 2024: € -60.025,88

123fahrschule Hamburg GmbH, Cologne

100 % Share in
Nominal capital of € 25.000,00

Equity at
June 30, 2024: € 168.839,18

Surplus as of June 30, 2024: € 128.149,49

123fahrschule Bildung GmbH, Cologne

100 % Share in
Nominal capital of € 25.000,00

Equity at
June 30, 2024: € -1.042.921,49

Deficit as of June 30, 2024: € -39.390,55

123fahrschule München GmbH, Cologne

100 % Share in
Nominal capital of € 25.000,00

Equity at
June 30, 2024: € -140.664,17

Deficit as of June 30, 2024: € -18.903,71

123fahrschule Rhein-Sieg GmbH, Cologne

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2024:	€	-194.478,64
Deficit as of June 30, 2024:	€	-60.025,88

123fahrschule Sachsen GmbH, Cologne

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2024:	€	318.305,01
Surplus as of June 30, 2024:	€	274.906,45

123fahrschule West GmbH, Cologne

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2024:	€	-69.674,15
Deficit as of June 30, 2024:	€	-7.131,81

invest eins GmbH, Cologne

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2024:	€	-8.373,98
Deficit as of June 30, 2024:	€	-373,28

FahrerWerk GmbH, Cologne

100 % Share in Nominal capital of	€	134.647,00
Equity at June 30, 2024:	€	1.160.713,82
Surplus as of June 30, 2024:	€	156.674,90

Driving school and driving instructor school Horst Fornefeld GmbH, Wesel

100 % Share in Nominal capital of	€	25.000,00
Equity at June 30, 2024:	€	-105.943,24
Deficit as of June 30, 2024:	€	-130.943,24

Supplementary report

With effect from July 1, 2024, 123fahrschule Holding GmbH acquired 100% of the shares in Foerst GmbH, Gummersbach. Foerst GmbH will therefore be consolidated for the first time in the second half of 2024.

The share capital was increased by EUR 92,000.00 on the basis of the authorization granted by amendment to the Articles of Association on 16.04.2024 (Authorized Capital 2024). Section 5 of the Articles of Association (amount and division of the share capital) was amended by resolution of the Supervisory Board on May 24, 2024. This increase was entered in the commercial register on 06.08.2024.

The share capital was increased by a further EUR 103,186.00 on the basis of the authorization granted by amendment to the Articles of

Association on 1 July 2024 (Authorized Capital 2024). Section 5 of the Articles of Association (amount and division of the share capital) was amended by resolution of the Supervisory Board on July 16, 2024. This increase was entered in the commercial register on 09.08.2024.

Employees

The Group employed an average of 266 people in the first half of the year.

Total auditor's fee

The total fee charged by the auditor for the first half of the past financial year amounted to EUR 51 thousand, of which EUR 18 thousand was for auditing services, EUR 26 thousand for other assurance services and EUR 7 thousand for other consulting services.

Information on relationships with related companies and persons

In the first half of the 2024 financial year, there were no transactions with related parties of the company and its subsidiaries that did not take place at arm's length and which are subject to disclosure requirements

Group affiliation

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

Corporate bodies

Management Board of the company in the first was in the first half of the 2024 financial year:

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

In accordance with Section 286 (4) HGB, the total remuneration of the Management Board is not disclosed

Supervisory Board

The Supervisory Board of the company consists of the following members:

Chairman of the Supervisory Board, Stefan Petter, Cologne

Deputy Chairman of the Supervisory Board, Dr. Bert Brinkhaus, Cologne

Member of the Supervisory Board, Dr. Heinrich Zetlmayer, Rüslikon/Switzerland

Member of the Supervisory Board, Malte von der Ropp, Frankfurt am Main

Member of the Supervisory Board, Mathias Mandt, Cologne

Cologne, September 30, 2024

signed. Boris Polenske
CEO

Appendix 3A

123fahrschule SE, Cologne

Development of Group fixed assets in the first half of the 2024 financial year

	Presentation 01.01.2024	Changes in the scope of con- solidation	Additions	Departures	Reboo- king	Stand 30.06.2024
	EUR	EUR	EUR	EUR	EUR	EUR
I. Intangible assets						
1. Concessions, industrial property rights and similar rights and assets as well as licenses						
in such rights and values	3.636.207,04	0,00	649.002,01	0,00	0,00	4.285.209,05
2. Goodwill	14.057.256,24	0,00	89.588,16	0,00	0,00	14.146.844,40
3. Advance payments made	0,00	0,00	0,00	0,00	0,00	0,00
	17.693.463,28	0,00	738.590,17	0,00	0,00	18.432.053,45
II Property, plant and equipment						
1. Land, leasehold rights and buildings including						
of buildings on third-party land	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						
Office equipment	7.056.434,42	0,00	292.197,64	-54.542,00	0,00	7.294.090,06
4. Advance payments and assets under construction	0,00	0,00	0,00	0,00	0,00	56.900,00
	7.058.109,92	0,00	292.197,64	-54.542,00	0,00	7.295.765,56

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
	24.751.823,20	0,00	1.030.787,81	-54.542,00	0,00	25.728.069,01

Depreciation and amortization

	Presentation 01.01.2024	Change in the scope of con- solidation	Additions	Departures	Stand 30.06.2024
	EUR	EUR	EUR	EUR	EUR
I. Intangible assets					
1. Concessions, industrial property rights and similar rights and assets as well as li- censes					
in such rights and values	1.038.582,69	0,00	268.082,51	0,00	1.306.665,20
2. Goodwill	5.353.731,64	0,00	908.800,21	0,00	6.262.531,85
3. Advance payments made	0,00	0,00	0,00	0,00	0,00
	6.392.314,33	0,00	1.176.882,72	0,00	7.569.197,05
II Property, plant and equipment					
1. Land, leasehold rights and buildings, in- cluding the					
Buildings on third-party land	0,00	0,00	0,00	0,00	0,00
2. Technical equipment and machinery	534,50	0,00	145,00	0,00	679,50
3. Other equipment, operating and					
Office equipment	2.756.898,91	0,00	561.983,73	0,00	3.318.882,64
4. Advance payments and assets under con- struction	0,00	0,00	0,00	0,00	0,00
	2.757.433,41	0,00	562.128,73	0,00	3.319.562,14

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
	<i>0,00</i>	<i>0,00</i>	<i>0,00</i>	<i>0,00</i>	<i>0,00</i>
	9.149.747,74	0,00	1.739.011,45	0,00	10.888.759,19

Carrying amounts

	30.06.2024	31.12.2023
	EUR	EUR
I. Intangible assets		
1. Concessions, industrial property rights and similar rights and assets as well as licenses		
in such rights and values	2.978.543,85	2.597.624,35
2. Goodwill	7.884.312,55	8.703.524,60
3. Advance payments made	0,00	0,00
	10.862.856,40	11.301.148,94
II Property, plant and equipment		
1. Land, land rights and buildings rights and buildings including		
Buildings on third-party land	0,00	0,00
2. Technical equipment and machinery	996,00	1.141,00
3. Other equipment, operating and		
Office equipment	3.975.207,42	4.299.535,51
4. Advance payments and assets under construction	0,00	0,00
	3.976.203,42	4.300.676,51

III. financial assets

1. Shares in affiliated companies	0,00	0,00
2. Shareholdings	250,00	250,00
	<i>250,00</i>	<i>250,00</i>
	14.839.309,82	15.602.075,45

Appendix 3B

123fahrschule SE, Cologne
Group liabilities Mirror as at June 30, 2024

	Term up to 1 year	1 to 5 years	> 5 years	Total	Collateralization of liabilities
Type of liability					
Liabilities to Credit institutions	41.774,38	2.009.650,42	32.218,84	2.083.643,64	none
Advance payment received on orders	2.704.264,66	0,00	0,00	2.704.264,66	none
Liabilities from deliveries and services	681.360,67	0,00	0,00	681.360,67	none
Other liabilities	1.085.336,99	688.839,01	824.947,91	2.599.123,91	none
	4.512.736,70	2.698.489,43	857.166,75	8.068.392,88	

Appendix 4

123fahrschule SE Cologne, consolidated cash flow statement	01.01-30.06	01.01.-30.06.
for the first half of 2024	2024	2023
	EUR	EUR
1. Cash flow from operating activities		
Profit for the period	-1.354.513,32	-958.562,05
Depreciation of property, plant and equipment	1.739.011,45	1.523.775,66
Non-cash change in deferred taxes	-282.551,85	-414.333,25
+Loss/ gain from disposal of assets	27.441,17	20.052,40
Change in trade receivables		
Services and other assets	782.213,73	-1.683.563,17
Changes in current provisions	-12.347,90	-209.050,75
Change in liabilities		
Trade accounts payable and other liabilities	-12.506,92	1.648.191,02
Cash flow from operating activities	886.746,36	-73.490,14
2. Cash flow from investing activities		
Proceeds from asset disposals	27.100,82	80.247,30
Non-cash change due to changes in the scope of consolidation	0,00	0,00
Payments for investments in fixed assets	-1.030.787,81	-1.264.568,42
Cash flow from investing activities	-1.003.686,99	-1.184.321,12

3. Cash flow from financing activities

+Deposits/repayments of bank liabilities	-351.157,40	520.486,15
Payment from capital increase	0,00	642.006,00
Cash flow from financing activities	-351.157,40	1.162.492,15

4. Cash and cash equivalents at the end of the period

Cash-effective change in cash and cash equivalents		
(Subtotal 1-3)	-468.098,03	-468.098,03
Cash and cash equivalents at the beginning of the period	744.584,47	744.584,47
Cash and cash equivalents at the end of the period	276.486,44	276.486,44

5. Composition of cash and cash equivalents

Cash and cash equivalents	276.486,44	239.300,02
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Appendix 5

123fahrschule SE, Cologne

	Drawn. Capital	Capital reserve	Profit lecture	Annual result	Total
	EUR	EUR	EUR	EUR	EUR
31.12.2022	3.107.354,00	23.787.292,00	-5.676.162,18	-4.379.920,57	16.838.563,25
Appropriation of earnings	0,00	0,00	-4.379.920,57	4.379.920,57	0,00
Capital increase	1.768.206,00	1.712.029,60	0,00	0,00	3.480.235,60
Net loss for the year 2022	0,00	0,00	0,00	-3.906.669,73	-3.906.669,73
31.12.2023	4.875.560,00	25.499.321,60	-10.056.082,75	-3.906.669,73	16.412.129,12
Appropriation of earnings	0,00	0,00	-3.906.669,73	3.906.669,73	0,00
Capital increase	0,00	0,00	0,00	0,00	0,00
Net loss for the year 2024	0,00	0,00	0,00	-1.354.513,32	-1.354.513,32
30.06.2024	4.875.560,00	25.499.321,60	-13.962.752,48	-1.354.513,32	15.057.615,80

Reproduction of the certificate

To 123fahrschule SE

We have reviewed the half-year consolidated financial statements and the half-year group management report of 123fahrschule SE, Frankfurt am Main, for the financial half-year from January 1, 2024 to June 30, 2024. The preparation of the half-year consolidated financial statements and the half-year group management report in accordance with German commercial law are the responsibility of the Company's management. Our responsibility is to issue a report on the half-year consolidated financial statements and on the half-year group management report based on our review.

We conducted our review of the half-year consolidated financial statements and the half-year group management report in accordance with German generally accepted standards for the review of financial statements promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). 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 half-year financial statements have not been prepared, in all material respects, in accordance with German commercial law or do not give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with German Legally Required Accounting Principles, or that the Group half-year management report

as a whole does not provide a suitable view of the Company's position or does not suitably present the risks of future development. A review is limited primarily to inquiries of company personnel and analytical procedures and therefore does not provide the assurance attainable in a financial statement audit. Since, 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 the consolidated half-year financial statements have not been prepared, in all material respects, in accordance with German commercial law, or that the consolidated half-year management report does not give a true and fair view of the net assets, financial position and results of operations of the company in accordance with German principles of proper accounting, or that the consolidated half-year management report as a whole does not provide a suitable view of the company's position or does not suitably present the risks of future development.

Cologne, September 27, 2024

MORISON Cologne AG

Auditing *company*
Tax consultancy firm

Gert Nacken

Martin Kowol

Certified Public Accountant
accountant

Certified Public Ac-
countant

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123fahrschule.de

The online version of the annual report
can be found at:

123fahrschule.de/investor-relations

This annual report was published on
September 30, 2024 and is available for down-
load on the Internet.

Disclaimer

This annual report and in particular the forecast report contain forward-looking statements that are based on the Management Board's current assessment of the future development of the market environment and the Group. This assessment was made on the basis of all information available at the time this annual report was completed. Forward-looking statements are subject to uncertainties - as described in the risks and opportunities section of our management report - that are beyond the Group's control. This applies in particular to the possible effects of the Ukraine crisis and its further course and macroeconomic effects. If the assumptions on which the forecast is based do not apply or the described risks or opportunities materialize, the actual results may differ significantly from the statements made in the outlook. If the information basis changes to such an extent that a significant deviation from the forecast becomes predominantly probable, 123fahrschule SE will communicate this in accordance with the statutory disclosure requirements.