

QUARTERLY STATEMENT Q1 2020



WINDELN.DE GROUP AT A GLANCE

Performance indicators (continuing operations only)	Q1 2020	Q1 2019 R
Site visits (in thousands)	4,299	6,787
Mobile visit share (as % of site visits)	84.1 %	80.1 %
Mobile orders (as % of number of orders)	59.5 %	61.2 %
Active customers	298,578	355,193
Number of orders	124,194	149,565
Average orders per active customer (in number of orders)	1.8	2.1
Share of repeat customer orders (as % of orders of last 12 months)	70.96 %	74.82 %
Gross order intake (in kEUR)	11,597	13,399
Average order value (in EUR)	93.38	89.59
Returns (as % of gross revenues from orders)	4.6 %	3.4 %
Adjusted marketing cost ratio (as % of revenues)	4.3%	4.3%
Adjusted fulfilment cost ratio (as % of revenues)	11.0%	16.6%
Adjusted other SG&A expenses (as % of revenues)	27.0%	22.9%
Earnings position (continuing operations only)		
Revenues (in kEUR)	14,929	17,245
Gross profit (in kEUR)	3,892	4,533
Gross profit (as % of revenues)	26.1%	26.3%
Operating contribution (in kEUR)	1,605	929
Operating contribution (as % of revenues)	10.8%	5.4%
Adjusted EBIT (in kEUR)	-2,430	-3,027
Adjusted EBIT (as % of revenues)	-16.3%	-17.6%
Financial position		
Cash flow used in operating activities (in kEUR)	-1,946	-5,284
Cash flow used in investing activities (in kEUR)	-63	-27
Cash flow from financing activities (in kEUR)	5,536	9,670
Net increase in cash and cash equivalents	3,527	4,359
Cash and cash equivalents at the end of the period (in kEUR)	11,905	15,504
Other		
Basic earnings per share (in EUR)	-0.59	-3.05
Basic earnings per share from continuing operations (in EUR)	-0.42	-2.32

pp = percentage points

All performance indicators and the section earnings position include amounts from continuing operations only. Since end of March 2020, the southern European Bebitus business meets the requirements of a disposal group and is therefore presented as separate amount in the item "Profit or loss after taxes from discontinued operations" in the consolidated income statement. The change in presentation in the consolidated income statement was done retroactively.

MATERIAL TRANSACTIONS IN Q1 2020

Planned sale of southern European Bebitus business

windeln.de SE intends to sell the Bebitus business, comprising the assets and liabilities (including domains) attributed to the three web shops www.bebitus.com, www.bebitus.pt and www.bebitus.fr. windeln.de has acquired this business in financial year 2015. Since the acquisition, Bebitus business could improve its profitability, but is still loss generating. The management board and the supervisory board of windeln.de SE decided to assess the sale of the Bebitus business. The business comprising the 100 % owned subsidiary Bebitus Retail S.L.U., Barcelona, Spain, which is operating as pure group-service-entity since the end of 2017 as well as assets and liabilities of windeln.de SE attributed to the operating business

windeln.de has engaged an external service provider to assess the success of a potential sale. As the result of this assessment was positive, at the end of March 2020, the management board decided on a plan to sell the Bebitus business.

As the requirements of IFRS 5 are met, end of March, the Bebitus business was classified as a disposal group held for sale and is presented within the positions "Assets held for sale" and "Liabilities associated with assets held for sale" on the face of the consolidated statement of financial position as of this date. The assets and liabilities presented within these balance sheet items are measured at fair value.

In addition, the Bebitus business meets the requirements for discontinued operation in accordance with IFRS 5. As a result, profit or loss of the Bebitus business is presented in the separate item "Profit or loss after taxes from discontinued operations" in the consolidated income statement. The change in presentation in the consolidated income statement was done retroactively.

In the first quarter 2020 the Bebitus business generated revenues in the amount of EUR 2.5m (Q1 2019: EUR 3.5m), a gross profit in the amount of EUR 0.5m (Q1 2019: EUR 0.7m) and an EBIT in the amount of EUR -0.9m (Q1 2019: EUR -1.0m).

Signing of a logistic agreement with a new logistic service provider

In February 2020, in relation to the warehouse move from Großbeeren to Lauterbach, which was envisaged for the second quarter 2020, a logistic agreement was signed with a new logistic provider, Kids Fashion Group GmbH & Co. KG ("KFG"). Different to the previous logistics agreement which was accounted for as a service agreement, the new contract qualifies as a lease in conjunction with IFRS 16 and will result in the recognition of a lease liability in the amount of EUR 1,239k and a capitalizable right-of-use asset of up to EUR 1,489k as of the commencement date.

In the first quarter 2020, an investment subsidy for storage equipment in the amount of EUR 250k was paid to KFG in line with the contract.

In early April 2020 KFG filed for bankruptcy. At present, windeln.de has approached the provisional insolvency administrator to assess whether the project can be realized. In parallel, the extension of the existing service agreement regarding the current warehouse as well as the availability of warehouse capacities by other logistic service providers are under review.

Progress in envisaged projects in the IT area

To keep pace to the latest technological developments, the Group is working on replacements of the currently internally managed shop architecture as well as the internally developed Product Information Management System by third-party solutions. This step becomes necessary due to our limited internal resources and increasing technical demands. With the outsourcing of the shop architecture, we aim at creating better customer experience and flexible adaptation of future technical enhancements. Two agreements with external service providers have been signed in February 2020 respectively became effective in February 2020. A contract for a new shop architecture is structured as a rental license granting us a right-of-use that qualifies as an identifiable asset pursuant to IFRS 16, and is accounted for as right-of-use asset and lease liability. The new contract leads to an increase of capitalized intangible right-of-use assets of EUR 552k in the first quarter of 2020. A further agreement on the implementation of a new Product Information Management System is structured as a service agreement.

In addition, the envisaged relocation of the internal IT development department from Munich to the location at Sibiu, Romania, was prepared in the first quarter of 2020. It is planned to have these measures finally completed in the third quarter 2020.

Ultimately, all these measures shall contribute to save costs in the area of general selling and distribution and administrative expenses.

News around the webshops

Since February 2020, the shop www.windeln.com.cn has been offering WeChat Pay, a payment method popular in China.

In the first quarter of 2020, customer invoices were converted for the last two shops. The customers of our Swiss and Chinese shops now receive their invoices digitally via the customer portal "MyAccount" instead of in paper form.

Since the end of the first quarter of 2020, the Portuguese Bebitus shop has now also been connected to the external price automation tool with the aim of further optimizing the margin.

At the beginning of March 2020, the Android app of our Chinese webshop in the Huawei Appstore was successfully launched.

Furthermore, our EDI system was converted to a cloud based solution in the first quarter 2020. As a result, the system stability could be increased and in the future less internal resources will be needed to support the system.

Capital increase

On February 19, 2020, windeln.de SE has completed the share capital increase as approved by the Extraordinary General Meeting on September 27, 2019. The share capital has been increased against cash contributions from currently EUR 2,989,101 by EUR 5,171,144 to EUR 8,160,245 by issuing 5,171,144 new shares, each representing a pro rata amount in the share capital of EUR 1.00 per share and with dividend entitlement starting January 1, 2019 ("New Shares"). Based on the subscription price of EUR 1.20 per New Share, the gross proceeds amount to EUR 6,205,373.

Following the successful approval of the securities prospectus by the Federal Financial Supervisory Authority (BaFin) on May 14, 2020, the New Shares were admitted to trading on the regulated market of the Frankfurt Stock Exchange on May 19, 2020.

Change in the Management Board and buildup of local team in China

With the effect as of March 18, 2020, Mr. Zhixiong Yan has resigned as member of the Management Board of windeln.de SE. Mr. Can was responsible for "New Business" in China and has strongly contributed to the capital increase which has been completed in February 2020.

The Supervisory Board of the Company has appointed Mr. Xiaowei Wei as member of the Management Board with the effect as of March 18, 2020. In his function, Mr. Wei will be responsible for "New Business" in China and he will further push growth projects in the attractive and for the Group important Chinese market. Mr. Wei has many years of experience in Chinese e-commerce business and he was elected for three years.

In connection with the change in the Management Board, a new Chinese office in Beijing was opened and it was started to build up a local team. As of March 31, 2020, in total twelve staff members were employed in the subsidiary windeln Management Consulting (Shanghai) Co., Ltd., Shanghai, China. In the second quarter 2020 building up the team will further progress. In relation to that the service contract with LangTao Trading (Shanghai) Co. Ltd. ("LangTao") was terminated as of May 31, 2020. Since mid of 2019, LangTao has rendered services in the section customer service, brand strategies, project and marketing planning, visual design, product management, sales promotions, communication with sales channels and supply chain management. In the future these services shall be performed by the employees of the Chinese service company. Since the beginning of May 2020, Hangzhou Yatao e-commerce co. LTD takes care of all questions and concerns from our TMall customers. The service for our customers of our Chinese webshop is still rendered by Samhammer Ltd..

Liquidation windeln.ch AG

The 100% owned subsidiary windeln.ch AG in liquidation with registered offices in Uster, Switzerland, was deregistered from the Swiss commercial register on March 2, 2020. As a result, the company has been derecognized with the effect of a one-time foreign exchange gain of EUR 207k recognized in Q1 2020 from the derecognition of historical foreign exchange differences, that had previously been recognized not affecting net income within other comprehensive income. The income will be shown as adjustment item in the adjusted EBIT.

FURTHER DEVELOPMENTS AFTER THE REPORTING DATE

Change in the Supervisory Board

Both members of the Supervisory Board, Mr. Willi Schwerdtle (currently chairman of the Supervisory Board) and Mr. Dr. Edgar Lange (currently chairman of the Audit Committee) will resign their office effective as of the end of the Company's Annual General Meeting on June 24, 2020.

It will be proposed to the Company's Annual General Meeting to elect Mr. Christian Reitermann and Mr. Huaidong Wang as members of the Supervisory Board.

In addition, windeln.de SE has received a supplement request from the shareholder YOUTH PTE LTD. for the Annual General Meeting. The subject matter of this supplement request is the revocation of the supervisory board members Tomasz Czechowicz, Clemens Jakopitsch and Xiao Jing Yu, the reduction of the number of Supervisory Board from six to four members and the election of Mrs. Qian Zou as new member of the Supervisory Board.

COMMENTS ON NET ASSETS, FINANCIAL POSITION AND RESULTS OF OPERATIONS

Effects of the COVID 19 pandemic on the first quarter of 2020

The current COVID-19 pandemic has led to consumers shopping more online from home. For example, order intake in March 2020 increased by 28 % to EUR 7.8m compared to the previous month.

On the other hand, the COVID-19 pandemic led to delays at our warehouse in Großbeeren, Germany. There were temporarily fewer employees working here, as foreign employees were not allowed to enter the country from Poland. As a result, there was an order backlog of several days at the end of March and beginning of April, which affected orders from the DACH region in particular, but also partly Chinese orders. The situation eased at the end of April, so that as of today there is no significant order backlog.

Temporary deliveries were not made from our warehouses in China, especially at the beginning of February. The order backlog had been reduced by the beginning of March. In our warehouse in Barcelona, from which the Bebitus shops are delivered, there was no order backlog at any time.

The order backlog at the end of March 2020 has the particular consequence that some of the orders received in March were not fulfilled until the second quarter of 2020, so that the corresponding revenue could not be realized until April 2020.

In addition, due to low air freight capacities and increased shipping costs, no more duty paid goods were shipped from the German warehouse in Großbeeren to China from the middle of the first quarter of 2020. As before, Chinese customers were also able to order duty unpaid goods.

Results of operations

In the first quarter of 2020 revenues decreased by EUR 2,316k respectively 13 % compared to prior year quarter. In DACH region revenue decrease amounted to only 5 %, basically caused by the delays in the warehouse in Großbeeren, whereby revenues were shifted to April. In China region, revenues contain a positive special item of EUR 813k, which is the result of VAT adjustments for orders shipped by windeln.de to Chinese customers via so called freight forwarders in prior years. These export deliveries which had previously been subject to VAT in Germany could be corrected with the subsequent confirmation of the export respectively by obtaining corresponding supporting documents. Without this one-time-effect revenue decrease in the Chinese region amounts 23 %. On the one side this the result of lower availability of products in our Chinese webshop with the background of preserving liquidity. On the other side, due to COVID-19 pandemic, intermediaries have partially shifted their orders to a later point of time in this year.

In the first quarter of 2020, the margin (gross profit as % of revenues) of 26.1 % is almost constant compared to prior year quarter. Therefore, the margin improvements achieved in prior years could successfully be maintained.

Selling and distribution expenses were decreased by EUR 1,277k respectively 21 % to EUR 4,911k in the reporting period, basically due to lower revenue volume. Nevertheless, selling and distribution expenses in relation to revenue could be reduced by 3pp as well. On the one hand this positive effect is the result of a lower stock level and a higher turnover ratio compared to prior year period, whereby warehouse rental costs could be reduced. In the other hand lower logistic costs in conjunction with the second bonded warehouse in China, opened in the fourth quarter 2019, show an impact. In connection with the revenue of EUR 813k in connection with the VAT

correction, as described above, expenses for expense allowance in the amount of EUR 236k are contained in the selling and distribution expenses.

In the reporting period, the administrative expenses of EUR 1,519k are almost constant on prior year quarter level.

The other operating income in the amount of EUR 365k (Q1 2019: EUR 211k) contains a one-time foreign currency gain of EUR 207k from the deconsolidation of windeln.ch AG.

As a result of the above-mentioned developments, Earnings before interest and taxes (EBIT) have further improved in the first quarter of 2020 by EUR 869k respectively by 28 % to minus EUR 2,230.

Also, the earnings after taxes from discontinued operations have been improved in the first quarter of 2020 by EUR 46k respectively by 5 % to minus EUR 934k. The clear decrease in revenues (Q1 2020: EUR 2,492k; Q1 2019: EUR 3,518k) could be more than compensated by margin improvements and cost savings.

Financial position

In the first quarter of 2020, cash outflow from operating activities amounted to EUR 1,946k compared to EUR 5,284k in prior year, which is an improvement of EUR 3,338k. The loss of the period could be reduced by EUR 922k. At the same time, in quarterly comparison trade payables were built up by EUR 1,975k and trade receivables were reduced by EUR 350k. Non-cash income comprise the one-time foreign exchange gain from the derecognition of windeln.ch AG in the amount of EUR 207k.

The cash inflow from financing activities in the amount of EUR 5.536k reflects the successfully executed capital increase in the first quarter of 2020, resulted in a net cash inflow in the amount of EUR 5,875k. Furthermore, lease liabilities in the amount of EUR 323k were paid. In prior year, cash inflow from financing activities amounted to EUR 9,670k. Through a capital increase EUR 9,855k net was collected, whereas only EUR 162k lease liabilities were redeemed.

Net assets

The change in the individual balance sheet items is especially caused by the change of presentation of the Bebitus business. As of March 31, 2020, assets of EUR 4,104k and liabilities of EUR 402k were reclassified from the regular balance sheet items to the two new balance sheet items "Assets held for sale" and "Liabilities associated with assets held for sale".

As of March 31, 2020, non-current assets are decreased by EUR 1,617k respectively 44 % compared to December 31, 2020, whereas the material change comes from the intangible assets. On the one hand Bebitus domains in the amount of EUR 1,819k were reclassified. The capitalization of license and implementation costs in connection with the new shop architecture, which is capitalized as right-of-use asset pursuant to IFRS 16, in the amount of EUR 552k resulted in an opposite effect.

As of March 31, 2020, current assets are increased by EUR 1,584k respectively 7 % compared to December 31, 2020. The items inventories, other current financial assets and cash and cash equivalents show material changes.

As of March 31, 2020, inventories, assigned to the Bebitus shops, in the amount of net EUR 1,997k has been reclassified. Due to the increased order intake in March 2020 the stock in the other warehouse locations was increased.

The decrease in other current financial assets results from the decrease of receivables to suppliers in the amount of EUR 800k. This relates to accrued receivables on the one hand but also to issued credit notes, mainly related to deferred bonus compensation and retroactive price adjustments.

The decrease in cash and cash equivalents in the amount of EUR 3,365k as of March 31, 2020 is almost in line with the generated loss in the first quarter 2020.

As of March 31, 2020, the equity is increased by EUR 2,458k as of December 31, 2019. Due to the executed capital increase in February 2020, equity is increased by EUR 6,205k gross. Contrarily, the loss of the first quarter 2020 in the amount of EUR 3,181k as well as the equity transaction costs in the amount of EUR 364k resulted in a reduction of equity.

With the non-current liabilities especially trade payables have been increased by EUR 1,549k respectively 43 %. This development is caused by an increased customer order intake in March 2020 which resulted in an increased purchasing volume.

OUTLOOK FOR THE SECOND QUARTER 2020

In April 2020 revenues from continuing operations in the amount of EUR 15.3m could be realized. On the one side orders placed end of March 2020, which were delivered only in April 2020 due to the described delays in the warehouse are contained herein. On the other side, for the first time, there were sales of health products to business customers in the amount of EUR 7.1m.

REGIONAL RESULTS OF OPERATIONS

kEUR	Q1 2020	Q1 2019 R
Revenues from continuing operations	14,929	17,245
Germany, Austria, Switzerland (DACH)	4,485	4,700
China	10,224	12,284
Other/rest of Europe	220	261

ADJUSTED EBIT

kEUR	Q1 2020	Q1 2019 R
Earnings before interest and taxes (EBIT) from continuing operations	-2,230	-3,099
adjusted for share-based compensation	7	86
adjusted for costs of reorganization measures	-	-14
adjusted for effects from deconsolidation of windeln.ch AG	-207	-
Adjusted EBIT from continuing operations	-2,430	-3,027

CONSOLIDATED INCOME STATEMENT AND OTHER COMPREHENSIVE INCOME

kEUR	Q1 2020	Q1 2019 R
Continuing operations		
Revenues	14,929	17,245
Cost of sales	-11,037	-12,712
Gross profit	3,892	4,533
Selling and distribution expenses	-4,911	-6,188
Administrative expenses	-1,519	-1,602
Other operating income	365	211
Other operating expenses	-57	-53
Earnings before interest and taxes (EBIT)	-2,230	-3,099
Financial income	-	-
Financial expenses	-15	-21
Financial result	-15	-21
Earnings before taxes (EBT)	-2,245	-3,120
Income taxes	-2	-3
Profit or loss from continuing operations	-2,247	-3,123
Profit or loss after taxes from discontinued operations	-934	-980
PROFIT OR LOSS FOR THE PERIOD	-3,181	-4,103
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods:</i>		
Exchange differences on translation of foreign operations	-209	13
OTHER COMPREHENSIVE INCOME OR LOSS, NET OF TAX	-209	13
TOTAL COMPREHENSIVE INCOME OR LOSS, NET OF TAX	-3,390	-4,090
Basic earnings per share (in EUR)	-0.59	-3.05
Basic earnings per share from continuing operations (in EUR)	-0.42	-2.32

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Assets		
KEUR	March 31, 2020	December 31, 2019
NON-CURRENT ASSETS		
Intangible assets	1,250	2,843
Fixed assets	425	631
Other financial assets	16	16
Other non-financial assets	330	149
Deferred tax assets	3	2
Total non-current assets	2,024	3,641
CURRENT ASSETS		
Inventories	6,132	7,339
Prepayments	13	1
Trade receivables	861	838
Income tax receivables	2	6
Other financial assets	1,942	2,719
Other non-financial assets	2,060	1,888
Cash and cash equivalents	11,742	8,377
Total current assets	22,752	21,168
Assets held for sale	4,104	-
TOTAL ASSETS	28,880	24,809
Equity and liabilities		
KEUR	March 31, 2020	December 31, 2019
EQUITY		
Issued capital	8,160	2,989
Share premium	173,581	172,904
Accumulated loss	-163,915	-160,734
Cumulated other comprehensive income	-9	200
Total equity	17,817	15,359
NON-CURRENT LIABILITIES		
Financial liabilities	230	101
Total non-current liabilities	230	101
CURRENT LIABILITIES		
Other provisions	320	288
Financial liabilities	462	519
Trade payables	5,188	3,639
Deferred revenues	2,056	2,287
Income tax payables	3	1
Other financial liabilities	1,829	2,064
Other non-financial liabilities	573	551
Total current liabilities	10,431	9,349
Liabilities associated with assets held for sale	402	-
TOTAL EQUITY AND LIABILITIES	28,880	24,809

CONSOLIDATED STATEMENT OF CASH FLOWS

kEUR	Q1 2020	Q1 2019
Profit or loss for the period	-3,181	-4,103
Amortization (+) / impairment (+) of intangible assets	261	290
Depreciation (+) / impairment (+) of fixed assets	174	183
Increase (+) / decrease (-) in other provisions	118	-40
Non-cash income (-) or expenses (+) from employee benefits	7	116
Other non-cash expense (+) / income (-) items	-209	-0
Increase (-) / decrease (+) in inventories	-790	-1,031
Increase (-) / decrease (+) in prepayments	-66	-53
Increase (-) / decrease (+) in trade receivables	-22	328
Increase (-) / decrease (+) in other assets	351	-210
Increase (+) / decrease (-) in trade payables	1,560	-415
Increase (+) / decrease (-) in deferred revenues	-59	-90
Increase (+) / decrease (-) in other liabilities	-110	-282
Gain (-) / loss (+) from disposal of intangible and fixed assets	-1	-1
Interest expenses (+) / income (-)	16	23
Income tax expenses (+) / income (-)	2	3
Income tax paid (-) / received (+)	3	-2
Net cash flows used in operating activities	-1,946	-5,284
Proceeds (+) from sales of intangible and fixed assets	-	1
Purchase (-) of intangible assets	-58	-23
Purchase (-) of fixed assets	-5	-5
Net cash flows used in investing activities	-63	-27
Proceeds (+) from issue of shares	6,205	10,138
Transaction cost (-) on issue of shares or capital decrease	-330	-283
Repayment (-) of lease liabilities	-323	-162
Interest paid (-)	-16	-23
Net cash flows from financing activities	5,536	9,670
Cash and cash equivalents at the beginning of the period	8,377	11,136
Net increase in cash and cash equivalents	3,527	4,359
Change in cash and cash equivalents due to foreign exchange rates	1	9
Cash and cash equivalents at the end of the period	11,905	15,504
thereof attributable to the disposal group	163	-
thereof attributable to continuing operations	11,742	15,504

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

kEUR	Issued capital	Share premium	Accumulated loss	Actuarial gains or losses from remeasurement of defined benefit pension plans	Exchange differences on translation of foreign operations	Other comprehensive income or loss	Total equity
As at January 1, 2019	2,989	172,904	-160,734	3	197	200	15,359
Total comprehensive income or loss of the period	-	-	-3,181	-	-209	-209	-3,390
Capital decrease	-	-	-	-	-	-	-
Issue of share capital	5,171	1,034	-	-	-	-	6,205
Transaction costs	-	-364	-	-	-	-	-364
Share-based payments	-	7	-	-	-	-	7
As at March 31, 2019	8,160	173,581	-163,915	3	-12	-9	17,817
As at January 1, 2019	31,136	170,391	-181,119	3	183	186	20,594
Total comprehensive income or loss of the period	-	-	-4,103	-	13	13	-4,090
Capital decrease	-28,022	-	28,022	-	-	-	-
Issue of share capital	6,850	3,288	-	-	-	-	10,138
Transaction costs	-	-283	-	-	-	-	-283
Share-based payments	-	56	-	-	-	-	56
As at March 31, 2019	9,964	173,452	-157,200	3	196	199	26,415

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