

### PRESS RELEASE

#### BANZAI CLOSED 1H16 WITH NET PROFIT OF EURO 8.5 MILLION

- Gross Merchandise Volume (GMV)<sup>1</sup> up by 25.1% YoY to Euro 134.7 million
- Net profit at Euro 8.5 million
- Net Cash Position of Euro 38.6 million vs. 23.2 million as at December 31, 2015
- 2016: GMV¹ up by 25-30% and net profit expected for the year, including the disposal of Banzai Media
- . Exclusive negotiations launched for the disposal of Saldiprivati
- Strategic plan to be presented with 9M16 results

Milan, 14 September 2016

Today, the Board of Directors of Banzai, Italy's first national e-Commerce platform, listed on the STAR segment of the Italian Stock Exchange, has approved the half-yearly financial report as at 30 June 2016.

"We are pleased with our first half 2016 results, where Banzai confirmed sharp growth in the Gross Merchandise Volume<sup>1</sup>, which represents the current trend in the value of the goods purchased by our customers, including on the third party marketplace, hence consolidating our market share in the Electronic Goods and Domestic Appliances segment. Home Service also had a successful start", commented **Pietro Scott Jovane, CEO of Banzai**. "After closing 1H16 with a Net profit, earned as a result of the disposal of Banzai Media, which generated net funds of around Euro 32 million in the quarter, we are now focusing on eCommerce and, specifically on the Electronic Goods and Domestic Appliances segment. Together with 9M16 results we will present our new 2020 strategic plan."

# 1H2016 Consolidated Results

In 1H16, Banzai **revenues** came to Euro 105.9 million, net of the Vertical Content division, whose disposal was finalised on 8 June 2016 and which has been booked under discontinued operations since 1 January 2016. The growth in 1H16 revenues thus came to 19.8% compared to *pro-forma* 1H15, driven by Electronic Goods and Domestic Appliances.

The  $GMV^1$  – which represents customers' spending on our e-Commerce sites and on the marketplace - grew by 25.1% compared to the previous year, amounting to Euro 134.7 million compared to Euro 107.6 million in 1H2015. The weight of the Marketplace, launched in 2Q15, grew significantly, and represented approximately 8% of the  $GMV^1$  in 1H16.

(Euro million)	1H16	1H15 Pro-forma	% Change	1H15	% Change
e-Commerce	105.9	88.4	19.8%	88.4	19.8%
Vertical Content	n.a.	n.a.	n.m.	11.4	n.m.
Revenues	105.9	88.4	19.8%	99.7	6.2%
GMV <sup>1</sup>	134.7	107.6	25.1%	107.6	25.1%

<sup>&</sup>lt;sup>1</sup>Gross Merchandise Volume: it includes revenues from the sale of products, deliveries and the volume generated by the 3PMarketplace, net of returns and VAT included. It does not include Vertical Content.



#### e-Commerce (Revenues and GMV by product type)3

Revenues (Euro million)	2Q16	2Q15	% Change
Electronic Goods and Domestic Appliances	36.9	28.9	27.9%
Apparel/Other categories	11.7	11.5	2.3%
Services/Other revenues	3.8	3.3	13.4%
Revenues	52.4	43.7	20.1%
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Revenues (Euro million)	1H16	1H15	% Change
Electronic Goods and Domestic Appliances	74.2	58.1	27.9%
Apparel/Other categories	23.9	23.1	3.6%
Services/Other revenues	7.8	7.2	7.3%

GMV <sup>2</sup> (Euro million)	2Q16	2Q15	% Change
Electronic Goods and Domestic Appliances	51.0	39.4	29.3%
Apparel/Other categories	14.6	14.2	2.7%
Services <sup>3</sup>	2.1	2.0	5.9%
GMV	67.7	55.6	21.6%
GMV <sup>3</sup> (Euro million)	1H16	1H15	% Change
GMV <sup>3</sup> (Euro million) Electronic Goods and Domestic Appliances	<b>1H16</b> 100.7	<b>1H15</b> 75.1	% Change 34.1%
Electronic Goods and			•
Electronic Goods and Domestic Appliances	100.7	75.1	34.1%

In 1H16, the e-Commerce Division recorded revenues in the category "Electronic Goods and Domestic Appliances" of Euro 74.2 million. The growth of 27.9% in 1H16 is mainly attributable to the expansion of the product range and to the development of "premium" services (delivery, installation and recycling), in addition to the expansion and improvement in efficiency of the Pick&Pay and Lockers network, which as at 30 June 2016 stood at 117 and 290 respectively (100 and 300 as at 31 December 2015). In the segment of Domestic Appliances sold online alone, where ePRICE is the market leader, the increase was far greater in the areas covered by the new installation and delivery services, which recorded an NPS<sup>2</sup> higher than 70.

As previously announced in January, Banzai launched the new generation of customised services for delivery (Home Service), installation and recycling, integrated with a proprietary mobile platform, accessible via app from smartphones, which enables our customers to have a continuous interaction with ePRICE from the purchase phase through to installation in their homes.

The GMV grew by 25.1% in 1H16, driven by the performance of the Marketplace, which reached the record level of 616 merchants. The GMV for the category Electronic Goods and Domestic Appliances showed growth of more than 34% compared to 1H15.

## Key Performance Indicators

Key Performance Indicators⁴	2Q16	2Q15	% Change
Orders (thousand)	379	343	11%
AOV (Euro)⁵	146	129	14%
Buyers (thousand) <sup>6</sup>	250	222	13%

Key Performance Indicators <sup>5</sup>	1H16	1H15	% Change
Orders (thousand)	775	681	14%
AOV (Euro)	142	130	9%
Buvers (thousand)	435	372	17%

In 1H16 we managed 775 thousand orders, up 14% compared with 1H15, with an average value (AOV<sup>5</sup>) of Euro 142, up 9% YoY, mainly driven by the ongoing shift of the growth mix towards Electronic Goods and Domestic Appliances, which are high-ticket categories. Finally, the number of buyers totalled 435 thousand, up by 17% compared to 2015.

Gross Profit was Euro 14.6 million, +11.8% compared to 13.0 million in 1H15, accounting for 13.8% on the revenues for the period. The margin dilution compared to 1H15 is attributable to the sales mix, involving a growing weight of the "core" categories Electronic Goods and Domestic Appliances, linked to the sharp growth of ePRICE, in addition to a growing weight of promotional policies (free shipping, coupons, etc.) used more extensively as a marketing lever starting from 2Q15.

<sup>&</sup>lt;sup>2</sup> Gross Merchandise Volume: it includes revenues from the sale of products, deliveries and the volume generated by the 3PMarketplace, net of returns and VAT included. It does not include Vertical Content.

<sup>&</sup>lt;sup>3</sup> The GMV of services does not include B2B, advertising/Infocommerce

<sup>&</sup>lt;sup>4</sup>Including the 3P marketplace.

<sup>&</sup>lt;sup>5</sup>Average value of each purchase order (excluding VAT).

<sup>&</sup>lt;sup>6</sup>Buyers who placed at least 1 order in the reference period.



Gross margin for 1H16 was, however, higher than the 12.4% achieved by the e-Commerce division in 4Q15, and reported a gradual recovery in the difference in terms of percentage points compared with the previous year. The difference between Q1 2016 and Q1 2015 came to 130 basis points, while in Q2 2016, the difference on Q2 2015 decreased to 50 basis points, confirming the announced strategy of recovering margins during 2016. The improvement is primarily attributable to ePRICE.

**Adjusted EBITDA** was Euro -5.9 million vs. -3.5 million of 1H15. The difference was mainly attributable to the growth of sales and marketing costs (+31%), as mentioned above, and fulfilment costs (+25%). In both cases the increase was aimed at sustaining the strong growth of the e-Commerce division in terms of both customers and sales volumes, particularly in the Domestic Appliances category.

Other cost items, in particular content production costs, IT costs and general and administrative expenses rose 16% compared with 1H15, below the increase in revenues, confirming, therefore, the good scalability of our operational structure, including the higher costs incurred for the new corporate governance and internal control structure which was set up following the listing.

**EBITDA** was Euro -6.2 million (-4.3 million in 1H15) including non-recurring costs of Euro 0.27 million related to the Stock Option Plan.

**EBIT** amounted to Euro -8.6 million (-5.9 million in 1H15) due to the lower EBITDA. Amortisation, depreciation and write-downs were equal to Euro 2.4 million, +50% vs. 1H15, due to increased investments over the period.

The **EBT from operations** was equal to Euro -9.0 million (Euro -6.0 million in 1H15), after financial income of Euro 0.02 million and write-downs of financial receivables of Euro 0.406 million.

**Net Profit was Euro 8.5 million** (Euro -3.7 million in 1H15), due to Euro 17.5 million in net profit from the disposal of the Vertical Content division in 2Q16. Note that as at 30 June 2016, in relation to a loss of Euro 7,947 thousand, which is significant for tax purposes, the Group did not allocate additional prepaid taxes, as it is currently defining a strategic review process which will be presented in the last quarter of the year, which will assess the methods and timing of additional prepaid taxes in relation to those already recognised in the financial statements.

As at 30 June 2016, the Group reported Liquidity of Euro 44.9 million and Net Cash Position of Euro 38.6 million: the increase is the result of the resources obtained through the disposal of Banzai Media Holding to Arnoldo Mondadori S.p.A., net of investments (Euro 5.5 million in 1H16) and cash outflows from operating activities (Euro 12.6 million in 1H16). This level of liquidity absorption is due partly to the Group strategy targeting a strong acceleration in revenues and market share through greater investments in marketing activities. In 2Q16 this included around Euro 3.0 million, in addition to VAT, in advances to suppliers paid to the Mondadori Group to purchase advertising on Mediaset channels. Net of this item, cash absorption would come to Euro 7.4 million, compared with around Euro 6.5 million in the previous year, net of discontinued operations.

**Investments** were mainly targeted to purchase hardware and equipment for the operational sites and the logistics hub, the development of the marketplace platform and the new ERP accounting and management system.

# Main consolidated results of the second quarter of 2016

In 2Q16, **revenues** amounted to Euro 52.4 million, +20.1% vs. Euro 43.7 million in 2Q15. The growth of 27.9% YoY in Electronic Goods and Domestic Appliances was remarkable. During the quarter, the 3P marketplace continued to expand and contributed to a further increase in **GMV**<sup>2</sup> of Euro 67.7 million, up 21.6% on 2Q15 (+29% YoY in Electronic Goods and Domestic Appliances).

**Gross Profit** amounted to Euro 7.2 million, +14.7% compared with Euro 6.3 million in 2Q15. The percentage of revenues came to 13.7%, substantially in line with the first quarter and gradually recovering percentage points compared with the second quarter of 2015, as described above, mainly driven by ePRICE.



**Adjusted EBITDA** came in at Euro -3.0 million (Euro -2.2 million in 2Q15), mainly due to an increase in sales and marketing costs and fulfilment costs associated with the e-Commerce business.

As previously highlighted, the company reported less than proportional increase in fulfilment costs when compared with the significant acceleration of the Electronic Goods and Domestic Appliances category (+29% YoY in the quarter). Other cost items, in particular content production costs, IT costs and general and administrative costs also rose 7% compared to 2Q15, at a rate lower than the growth in revenues.

**EBIT** totalled Euro -4.4 million (Euro -3.2 million in 2Q15), after amortisation, depreciation and write-downs of Euro 1.7 million.

**EBT** amounted to Euro -4.8 million (Euro -2.3 million in 2Q15).

#### Other Events

## • Disposal of the Vertical Content Division finalised

On 10 May 2016, Banzai announced the disposal of the Banzai Media Holding (Vertical Content Division), to Arnoldo Mondadori Editore S.p.A. at a price of Euro 45 million (Enterprise Value) including earn-out. Therefore, the disposal price equals 11.3x EV/EBITDA 2015. The disposal of Banzai Media Holding was finalised on 8 June 2016. This resulted in a capital gain of Euro 17.5 million at consolidated level. Banzai announced that, as a result, it will close 2016 with a net profit at consolidated level. On closing, Banzai collected a fixed component of approximately Euro 32 million.

# • Three-year agreement to purchase advertising on Mediaset Group TV channels signed

On 10 May 2016, Banzai announced that it signed a three-year agreement for the purchase of advertising time on the Mediaset group's TV channels, in support of the ePRICE brand, with an expected positive impact in terms of increased brand awareness, also based on the findings of the ePRICE TV campaign aired in late 2015, and in terms of revenue growth. The advertising contract should generate an estimated Euro 7 million benefit on marketing costs in the three-year period.

## Buy Back Programme

Banzai has launched a Buy Back programme. Treasury shares held totalled 604,638 as at 14 September 2016, equal to approximately 1.47% of the share capital.

## • Banzai entered exclusive negotiations for potential disposal of Saldiprivati

On July 28th, Banzai announced that it received a purchase offer for Saldiprivati from the French group Showroomprivé (Paris: SRP). The proposal is subject to certain conditions and the final contract negotiations.

The Board of Directors of Banzai granted Showroomprivé a period of exclusivity up to 30 September 2016, in order to negotiate the documentation regarding the transaction in good faith.

The Executive Officer in charge of preparing the corporate accounting documents, Emanuele Romussi, declares, pursuant to Article 154-bis, paragraph 2 of the Consolidated Finance Act, that the accounting information contained in this press release is in keeping with the underlying accounting documents, records and accounting entries.

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The press release is available on the websites www.banzai.it and www.1info.it



Banzai is the leading e-Commerce platform in Italy. Founded by Paolo Ainio and listed on the STAR segment of the Italian Stock Exchange since 2015, Banzai is one of the leading Internet companies in Italy with revenues of Euro 235 million and a GMV<sup>7</sup> (Gross Merchandise Volume) of Euro 260 million in 2015, up 25% YoY in the first semester 2016. ePRICE is one of the main online stores in Italy specialized in high-tech products (electronic goods) and is the Italian e-Commerce leader in the segment of large domestic appliances. With over two million registered users, SaldiPrivati is one of the most important online outlets selling clothing, footwear, accessories and household products. The two brands share a network of 117 Pick&Pay locations in 93 cities, which combine the advantages of buying online and the convenience and security of a proximity shop.

#### For more information:

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<sup>&</sup>lt;sup>7</sup>Gross Merchandise Volume: it includes revenues from the sale of products, deliveries and the volume generated by the 3PMarketplace, net of returns and VAT included. It does not include the Vertical Content.



## **Banzai Group Reclassified Income Statement**

(In thousands of Euros)	30 June 2016	% of total revenues	30 June 2015	% of total revenues	% Change
Total revenues	105,947	100.00%	88,402	100.00%	19.8%
Cost of sales <sup>8</sup>	(91,374)	-86.24%	(75,366)	-85.25%	21.2%
Gross profit <sup>9</sup>	14,574	13.76%	13,036	14.75%	11.8%
Sales and marketing costs	(6,770)	-6.39%	(5,176)	-5.85%	30.8%
Content production costs	(842)	-0.79%	(862)	-0.98%	-2.4%
Logistics costs	(7,017)	-6.62%	(5,614)	-6.35%	25.0%
IT costs	(901)	-0.85%	(769)	-0.87%	17.2%
General and administrative expenses	(4,921)	-4.64%	(4,094)	-4.63%	20.2%
Adjusted EBITDA	(5,878)	-5.55%	(3,478)	-3.93%	69.0%
Non-recurring costs and Stock Option Plan	(275)	-0.26%	(849)	-0.96%	-67.6%
EBITDA	(6,153)	-5.81%	(4,327)	-4.90%	42.2%
Depreciation, amortisation and write-downs	(2,410)	-2.27%	(1,605)	-1.82%	50.1%
EBIT	(8,563)	-8.08%	(5,932)	-6.71%	44.3%
Net financial expenses	20	0.02%	(37)	-0.04%	-154.7%
Share of the result pertaining to associates	(73)	-0.07%	(60)	-0.07%	22.0%
Write-downs on financial assets	(406)	-0.38%	-	-	
EARNINGS BEFORE TAX (EBT)	(9,022)	-8.52%	(6,029)	-6.82%	49.6%
Tax	-	-	1,603	1.81%	
NET PROFIT (LOSS) FROM CONTINUING OPERATIONS	(9,022)	-8.52%	(4,426)	-5.01%	103.8%
Net profit (loss) from discontinued operations	17,504		777		
NET PROFIT (LOSS)	8,483		(3,649)		

<sup>8</sup> The Cost of sales mainly includes the purchase cost of goods and the cost of some services, including the cost of transport to customers, the cost of collection fees, agent's commissions and sales commissions and external publishing costs.

<sup>&</sup>lt;sup>9</sup> **Gross profit** is represented by net revenues minus cost of sales and is a management accounts indicator used by the Issuer to monitor and evaluate sales performance. Gross profit is not identified as an accounting measure either under the scope of Italian Accounting Principles or under IFRS (International Financial Reporting Standards) and, therefore, it should not be considered as an alternative measure for evaluating the performance of the Group's gross margin. Since the composition of gross profit is not regulated by the reference accounting standards, the calculation criterion applied by the Group may not be the same as that used by others and, as such, may not be comparable. The Group calculates gross profit as a percentage of revenues as the ratio of gross profit to total net revenues.



### **Banzai Group Income Statement**

(In thousands of Euros)	30 June 2016	30 June 2015*
Revenues	105,947	88,402
Other income	535	417
Costs for raw materials and goods for resale	(85,613)	(70,905)
Costs for services	(20,798)	(16,682)
Personnel expenses	(5,797)	(5,076)
Depreciation, amortisation and write-downs	(2,410)	(1,605)
Other charges	(427)	(482)
Operating profit (loss)	(8,563)	(5,932)
Financial expenses	(82)	(153)
Financial income	102	116
Share of the result pertaining to associates	(73)	(60)
Write down on financial assets	(406)	0
Profit (loss) before tax from continuing operations	(9,022)	(6,029)
Income taxes		1,603
Profit (loss) from continuing operations	(9,022)	(4,426)
Net profit (loss) from discontinued operations	17,504	777
Profit (loss) for the period	8,482	(3,649)

## Banzai Group Reclassified Statement of Assets and Liabilities

(thousands of Euros)	30 June 2016	31 December 2015	31 December 2015
			Proforma <sub>10</sub>
ASSETS			
Net Working Capital <sup>11</sup>	3,782	776	(2,555)
Fixed Assets <sup>12</sup>	40,573	55,648	37,487
Long Term Assets <sup>13</sup>	11,865	12,120	11,745
Personnel fund	(2,480)	(3,741)	(2,317)
Long Term Liabilities <sup>14</sup>	(20)	(3,877)	-
Assets from discontinued operations	10	-	-
NET INVESTED CAPITAL <sup>15</sup>	53,730	60,928	44,362
EQUITY AND LIABILITIES			
Net Liquidity/Net Financial Debt	38,621	23,205	-
Shareholders' equity	(92,351)	(84,133)	-
TOTAL EQUITY AND LIABILITIES	(53,730)	(60,928)	(44,362)

<sup>10</sup> Excludes the assets and liabilities allocable to Vertical Content (sold during the year)...

<sup>11</sup> Net working capital is calculated as the sum of inventories, trade receivables and other non-financial current assets excluding trade payables and other current liabilities, with the exception of financial assets and liabilities. Net working capital is not identified as an accounting measure either under the scope of Italian Accounting Principles or IFRS.

<sup>12</sup> Fixed assets are the total of plant and equipment, intangible assets, equity investments in associates and non-current financial assets.

<sup>13</sup> Long-term assets comprise other non-current assets and deferred tax assets. Long-term liabilities comprise deferred tax liabilities and provisions for risks and charges.

<sup>&</sup>lt;sup>14</sup> Long-term liabilities comprise deferred tax liabilities and provisions for risks and charges.

<sup>15</sup> Net invested capital is calculated as the sum of net working capital, fixed assets and other long-term assets, excluding personnel funds, provisions for risks and charges and deferred tax liabilities. Net invested capital is not identified as an accounting measure either under the scope of Italian Accounting Principles or IFRS.



# **Banzai Group Statement of Assets and Liabilities**

(In thousands of Euros)	30 June 2016	31 December 2015
NON-CURRENT ASSETS		
Plant and equipment	2,882	3,113
Intangible assets	34,498	49,475
Investments in associates	1,785	1,114
Non-current financial assets	1,408	1,946
Other non-current assets	271	214
Deferred tax assets	11,594	11,906
TOTAL NON-CURRENT ASSETS	52,438	67,768
CURRENT ASSETS		
Inventories	23,436	24,425
Trade and other receivables	4,847	17,081
Other current assets	10,299	7,594
Cash and cash equivalents	44,939	33,543
TOTAL CURRENT ASSETS	83,521	82,643
Assets from discontinued operations	10	-
TOTAL ASSETS	135,969	150,411
SHAREHOLDERS' EQUITY AND LIABILITIES		
SHAREHOLDERS' EQUITY		
Share capital	821	821
Reserves	83,048	94,068
Profit (loss) for the period	8,482	-10,756
TOTAL SHAREHOLDERS' EQUITY	92,351	84,133
NON-CURRENT LIABILITIES		
Payables to banks and other lenders	51	6,691
Personnel funds	2,480	3,741
Other non-current liabilities	20	3,876
TOTAL NON-CURRENT LIABILITIES	2,551	14,308
CURRENT LIABILITIES		
Trade and other payables	28,213	39,121
Payables to banks and other lenders	7,306	4,385
Other current liabilities	5,548	8,464
TOTAL CURRENT LIABILITIES	41,067	51,970
Liabilities from discontinued operations	0	0
TOTAL LIABILITIES	43,618	66,278
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	135,969	150,411



# **Banzai Group Net Financial Position**

(thousands of Euros)	30 June 2016	31 December 2015
(A) Cash	(122)	(109)
(B) Other cash and cash equivalents	(44,817)	(33,434)
(C) Securities held for trading	-	-
(D) Liquidity (A)+(B)+(C)	(44,939)	(33,543)
(E) Current financial receivables	(1,039)	(738)
(F) Current financial payables	12	3,081
(G) Current portion of non-current debt	7,251	1,250
(H) Other current financial payables	43	54
(I) Current financial debt (F)+(G)+(H)	7,306	4,385
(J) Liquidity/net current financial debt (D)+(E)+(I)	(38,672)	(29,896)
(K) Non-current bank payables	-	6,619
(L) Bonds issued	-	-
(M) Other non-current payables	51	72
(N) Non-current financial debt (K)+(L)+(M)	51	6,691
(O) (Liquidity)/net financial debt (J)+(N)	(38,621)	(23,205)



# **Banzai Group Financial Statement**

(In thousands of Euros)	30 June 2016	30 June 201516
NET CASH FLOW FROM OPERATIONS		
Net profit (loss) from operations	(9,022)	(4,426)
Depreciation and amortisation	2,410	1,605
Employee benefit fund provisions	325	262
Inventory write-downs	250	43
Change in employee benefit fund	(165)	(91)
Change in deferred tax assets and liabilities	(2)	(1,608)
Share of the profit (loss) pertaining to associates	73	61
Write down on non-current assets	406	C
Change in other non-current liabilities	20	C
Other non-monetary changes	275	40
Change in inventories	739	(2,990)
Change in trade receivables	568	152
Change in other current assets	(3,372)	785
Change in trade payables	(4,805)	195
Change in other payables	(305)	(515)
Cash flow from discontinued operations		1,915
NET CASH FLOW GENERATED (ABSORBED) BY OPERATIONS	(12,606)	(4,572)
NET CASH FLOW FROM INVESTMENT ACTIVITIES		
Acquisition of tangible assets	(518)	(755)
Change in other non-current assets	(127)	(76)
Acquisition of intangible assets	(3,998)	(4,087)
Provision of loans	(100)	(300)
Acquisition of associates	0	(305)
Acquisition of subsidiaries	(793)	C
Cash flow from discontinued operations	31,791	(2,774)
NET CASH FLOW GENERATED (ABSORBED) BY INVESTMENT ACTIVITIES	26,255	(8,297)
CASH FLOW FROM FINANCING ACTIVITIES		
Financial payables	(1,417)	(529)
Capital increase		48,631
Current financial receivables	(301)	(458)
Treasury shares	(535)	
Cash flow from discontinued operations		1,166
NET CASH FLOW ABSORBED BY FINANCING ACTIVITIES	(2,253)	48,810
(Decrease)/Increase in cash and cash equivalents	11,396	35,941
CASH AND CASH EQUIVALENTS AT THE START OF THE PERIOD	33,543	9,379
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	44,939	45,320

<sup>16</sup> restated pursuant to IFRS 5