ANNUAL REPORT
2012/2013

Real Love.

KEY FIGURES AT A GLANCE

BORUSSIA DORTMUND Kommanditgesellschaft auf Aktien, Dortmund (HGB)

EUR '000	2012/2013 30/06/2013	2011/2012 30/06/2012
Equity	182,406	132,827
Capital expenditure	26,668	27,343
Gross revenue	274,738	198,865
Operating profit (EBIT)	58,708	37,299
Financial result (investment income and net interest expense)	2,756	1,988
Net income for the year	53,258	34,284
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	73,225	48,237
Cash flows from operating activities	22,410	21,639
Number of shares (in thousands)	61,425	61,425
Earnings per share (in EUR)	0.87	0,56

BORUSSIA DORTMUND Group (IFRS)

EUR '000	2012/2013 30/06/2013	2011/2012 30/06/2012
Equity	140,618	93,455
Capital expenditure	27,511	28,276
Gross revenue	307,817	222,869
Operating profit (EBIT)	65,117	41,392
Financial result (investment income and net interest expense)	-5,081	-4,801
Consolidated net profit for the year	51,193	27,530
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	87,531	59,979
Cash flows from operating activities	28,595	28,037
Number of shares (in thousands)	61,425	61,425
Earnings per share (in EUR)	0.83	0.45


Selm City
FINAL WEMBLEY 2013
UEFA CHAMPIONS LEAGUE
Ruhrfighter
adidas

Hans-Joachim Watzke
Managing Director (Chairman)

Thomas Treß
Managing Director

Dear Shareholders,

This 2012/2013 Annual Report again highlights the Company's major successes, both in terms of athletic performance and business growth.

In sport, Borussia Dortmund once again shone brightly on both the German and international football scene. Much has been said about Borussia Dortmund over the past 12 months, and for good reason. As runner-up in the Bundesliga and finalist in the UEFA Champions League, the team created a stir in the sports world at home, but it also continued to strengthen its foundation for a strong brand internationally.

Looking back on the past year, the team's success on the pitch was only one factor which generated income. The team's excellent performance and its direct qualification for this season's UEFA Champions League led to more investments being made in the first and youth teams as well as the stadium and training ground infrastructure. Furthermore, together with the Supervisory Board, we will recommend to the Annual General Meeting that the Company distribute a dividend of 10 cents per share. Long-term contracts were entered into with players and sponsors in order to maintain stability in budgeting. Merchandising and sponsoring alliances were chosen strategically to allow us to focus on our core business.

Dear shareholders, we look forward to continue working with you to build the foundation for long-term success.

Hans-Joachim Watzke
Managing Director (Chairman)

Thomas Treß
Managing Director

Real Love.

REPORT OF THE SUPERVISORY BOARD

Borussia Dortmund GmbH & Co. KGaA can look back on a successful 2012/2013 financial year, both from an athletic and a financial perspective. By qualifying for the UEFA Champions League final at Wembley Stadium, Borussia Dortmund made a lasting mark on European club football in the 2012/2013 season. Even though the team lost the final by a razor-thin margin in the second-to-last minute of regulation play, the match permanently boosted the club's international reputation. On the business side, the Company again posted record sales for the full 2012/2013 financial year. The Supervisory Board is therefore extremely pleased that the Company's earnings position once again provides justification for the Supervisory Board and the general partner to propose to the limited liability shareholders at the Annual General Meeting in November 2013 the distribution of a dividend in the context of appropriating net profit.

Supervisory Board activity, meetings

In the 2012/2013 financial year, the Supervisory Board closely monitored the status and development of the Company and the Group. It exercised all of the rights and duties incumbent upon it by virtue of the law and the Articles of Association.

The Supervisory Board met four times during the 2012/2013 financial year (on 10 September 2012, 26 November 2012, 19 March 2013 and 23 May 2013). Given the fact that the Supervisory Board only has six members, it has not formed any committees; all issues are deliberated and all resolutions are passed by the full Supervisory Board. There are no reportable procedures concerning the frequency of participation in meetings by members of the Supervisory Board. Resolutions are adopted in accordance with the provisions of the Articles of Association and the relevant law.

During the reporting period, the Supervisory Board received regular, timely and comprehensive oral and written reports from the management within the meaning of § 90 of the German Stock Corporation Act (Aktiengesetz, "AktG"). These reports focused on the development of the business, the Company's and the Group's liquidity, earnings and financial position, corporate planning (specifically, financial, investment and personnel planning), the risk position and risk management, as well as strategic issues. Moreover, the Supervisory Board received written reports in the intervals between its meetings. These reports and the subsequent discussion and verification thereof also dealt with the interim financial reports (i.e., the half-yearly financial report and quarterly financial reports). Moreover, the Chairman of the Supervisory Board was in regular contact with the management outside of meetings; he was kept regularly apprised of current developments in the business and major business transactions and advised on strategic and budgetary issues as well as the Company's business development, risk position, risk management and compliance issues. The management fulfilled its duty to keep the Supervisory Board informed in a complete, continuous and timely manner.

The Supervisory Board advised and monitored the general partner and its managing director on the management of the Company. The reports of the management and the Supervisory Board's enquiries and deliberations formed a basis for this function. The Supervisory Board considers the management of the Company to be in compliance with the law and in proper order, it deems the internal control system, risk management system and internal audit system to be effective, and attests to the Company's corporate organisation and economic viability. Reports and consultations also concerned issues relating to athletic performance.

In addition, the Supervisory Board reviewed the accounting and financial reporting for financial year 2011/2012 and the preparations for the Annual General Meeting in the previous year. Part of this review involved ascertaining the independence of the auditor prior to resolving to propose it for election. Moreover, the Supervisory Board reviewed the terms of engagement and the engagement of the auditor, which had been elected in the previous year's Annual General Meeting.

2012/2013 Annual and Consolidated Financial Statements

The annual financial statements for Borussia Dortmund GmbH & Co. KGaA and the consolidated financial statements as at 30 June 2013 and the management report for the Company and the Group management report (each of which comprising the explanatory report on disclosures made pursuant to § 289 (4) and § 315 (4) of the German Commercial Code (Handelsgesetzbuch, "HGB")) were prepared and submitted in due time by the management and were audited, along with the bookkeeping system by the auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, Dortmund, in accordance with the statutory provisions, and were each issued an unqualified audit opinion. With respect to the risk early warning system, the auditor found that the management had taken the appropriate measures as required under § 91 (2) AktG, particularly with respect to establishing a monitoring system suited towards identifying risks early on which may jeopardise the Company as a going concern.

The annual and consolidated financial statements, the management report for the Company and the Group management report containing the risk report and the corresponding audit reports were submitted to all members of the Supervisory Board in due time. These documents were discussed in detail, explained and reviewed by the Supervisory Board at a meeting on 24 September 2013, with the management and the auditors attending. At that meeting, the auditors reported on and discussed the key findings of their audit, including those relating to the accounting-related internal control and risk management system. The auditor and the management responded to questions raised by the Supervisory Board.

The Supervisory Board concurred with the auditors' findings and, subsequent to its own review work, did not raise any objections. At its meeting on 24 September 2013, the Supervisory Board approved the annual financial statements of Borussia Dortmund GmbH & Co. KGaA as at 30 June 2013 as well as the consolidated financial statements as at 30 June 2013.

Moreover, the Supervisory Board performed its own review of the report on relationships with affiliated companies (dependent company report) for the 2012/2013 financial year prepared by the general partner pursuant to § 312 AktG. The dependent company report was also audited by the auditor, who issued the following opinion:

"Having conducted a proper audit and assessment, we hereby confirm that

1. the factual information in the report is correct

2. the consideration paid by or to the Company in connection with the legal transactions listed in the report was not inappropriately high."

The auditor's report on the audit of the dependent company report had also been submitted to the Supervisory Board. These documents were discussed and reviewed by the Supervisory Board at the aforementioned meeting, with the auditor and the management in attendance. Upon concluding its review, the Supervisory Board did not raise any objections to the declaration by the general partner at the conclusion of the dependent company report. The Supervisory Board noted with approval the findings of the audit of the dependent company report by the auditor.

The Supervisory Board proposes to the Annual General Meeting that the annual financial statements as at 30 June 2013 be adopted. At its meeting on 24 September 2013, the Supervisory Board discussed and reviewed the proposal for the appropriation of net profits by the general partner, taking into account the interests of the limited liability shareholders and the position of the Company, namely the financial and capital structure; the Supervisory Board approved the management's proposal to the Annual General Meeting that it resolve to use the net retained profits of EUR 53,258,363.42 for financial year 2012/2013 to distribute a dividend of EUR 0.10 per share carrying dividend rights (totalling EUR 6,140,523.10) and to transfer the remainder (EUR 47,117,840.32) to other revenue reserves.

Moreover, the Supervisory Board proposes ratifying the actions of the general partner, Borussia Dortmund Geschäftsführungs-GmbH, for the 2012/2013 financial year.

Corporate governance

The Supervisory Board and the management of the general partner also dealt with issues of corporate governance during the reporting period. The Supervisory Board also assessed the efficiency of its work, namely the frequency of its meetings and their preparation and conduct, as well as the flow of information. The current Declaration of Conformity was adopted at the same time as the resolution on this report and relates to the German Corporate Governance Code in the currently applicable version dated 13 May 2013. The full declaration is permanently available online at www.bvb.de/aktie, under "Corporate Governance". Additional disclosures and explanations in this regard are made in accordance with section 3.10 of the Code in connection with the corporate governance declaration.

Personnel matters

In June 2013, the Executive Committee of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH reached an early agreement with the Managing Director, Thomas Treß, extending his service agreement until 30 June 2016. The original agreement had been set to expire on 30 June 2014.

The Supervisory Board would like to express its gratitude to the management, the Works Council and all employees for their enduring commitment and hard work. It also wishes to thank Borussia Dortmund's business partners, shareholders and fans for their trust.

Dortmund, 24 September 2013
The Supervisory Board

Gerd Pieper
Chairman

Executive bodies

BV. BORUSSIA 09 e.V. DORTMUND

Chairman

Dr. Reinhard Rauball	**President**
Gerd Pieper	**Vice President**
Dr. Reinhold Lunow	**Treasurer**

BORUSSIA DORTMUND GmbH & Co. KGaA

Supervisory Board

Gerd Pieper	**Chairman**
Managing shareholder of Stadt-Parfümerie Pieper GmbH, Herne	
Harald Heinze	**Deputy Chairman**
Chairman of the Board (ret.) of Dortmunder Stadtwerke AG	
Peer Steinbrück	
Member of German Bundestag	
Bernd Geske	
Managing partner of Bernd Geske Lean Communication, Meerbusch	
Friedrich Merz	
Attorney and partner, Mayer Brown LLP, Düsseldorf	
Christian Kullmann	
Executive Vice President and head of the General Secretariat of Evonik Industries AG, Essen	

BORUSSIA DORTMUND GESCHÄFTSFÜHRUNGS-GmbH

Hans-Joachim Watzke	**Managing Director (Chairman)**
Thomas Treß	**Managing Director**

Corporate structure

BORUSSIA DORTMUND GmbH & Co. KGaA

100.00%	BVB Stadionmanagement GmbH
100.00%	BVB Stadion Holding GmbH
100.00%	Sports & Bytes GmbH
100.00%	BVB Merchandising GmbH
99.74%	BVB Stadion GmbH
94.90%	BVB Beteiligungs GmbH
51.00%	besttravel dortmund GmbH
33.33%	Orthomed GmbH

THE SHARES of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien

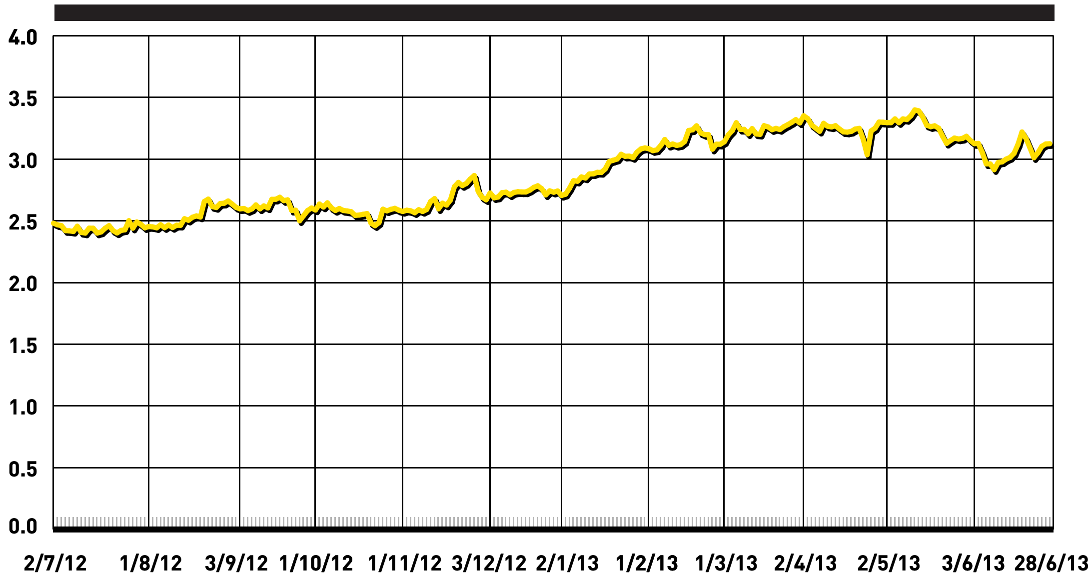
SHARE PRICE PERFORMANCE

During the reporting period for financial year 2012/2013 (1 July 2012 – 30 June 2013), the performance of BVB shares was influenced primarily by positive business and sport-related announcements from the Company, including the Company's record-high net income for financial year 2011/2012, the first dividend distribution ever resolved by the Company's Annual General Meeting, the team again qualifying directly for the group stage of the UEFA Champions League in the 2013/2014 season by virtue of its second place finish in the Bundesliga standings, and the team participating in the 2012/2013 UEFA Champions League final. Unless indicated otherwise, the following data is based on the price of shares in XETRA trading; where necessary, figures have been rounded up to the nearest hundredth.

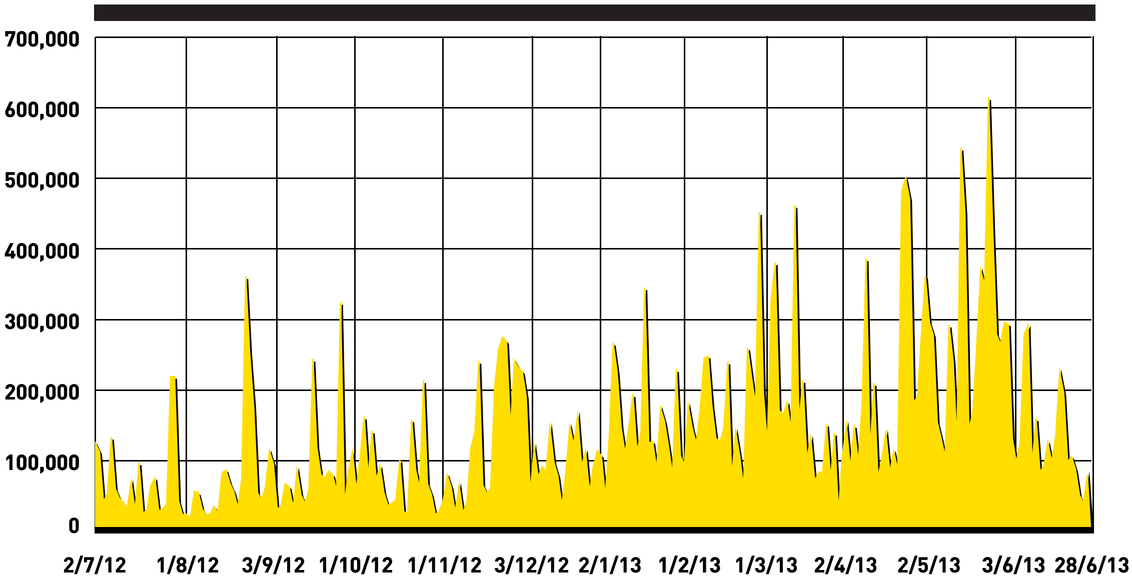
The shares of Borussia Dortmund GmbH & Co. KGaA started off financial year 2012/2013 at EUR 2.40 on 2 July 2012. Because of the 2012 European Championships hosted jointly by Poland and Ukraine, the new Bundesliga season did not start until the end of August 2012. For this reason, the share price was flat in July 2012. BVB shares traded at EUR 2.39 on 11 July 2012, EUR 2.42 on 13 July 2012, EUR 2.39 on 18 July 2012, EUR 2.44 on 20 July 2012 and EUR 2.47 on 31 July 2012. The share price rose in August, buoyed by initial exuberance at the start of the season as season ticket sales of almost 54,000 set a new record, followed by opening match wins against FC Oberneuland in the DFB Cup and against SV Werder Bremen in the Bundesliga and the release of the Company's preliminary figures for the 2011/2012 financial year. After the opening match win in the DFB Cup on 18 August 2012, BVB shares rose to EUR 2.51 on the next trading day (20 August 2012) and remained at EUR 2.51 on 22 August 2012. On 23 August 2012, the Company announced its preliminary figures for financial year 2011/2012 (see ad hoc disclosure from the same date), posting record-high revenue of EUR 215.2 million (previous year: EUR 151.5 million) for the Group and record-high net profit of EUR 27.5 million (previous year: EUR 5.4 million) for financial year 2011/2012. The capital market reacted positively to the disclosure – BVB shares closed at EUR 2.63 on 23 August 2012 and would stabilise at that price through the end of August 2012 owing in part to an opening Bundesliga match win over SV Werder Bremen on 24 August 2012. Shares traded at EUR 2.64 on 31 August 2012.

September 2012 was marked by the team's opening match win in the group stage of the UEFA Champions League, but also by a slight stagnation in the Bundesliga towards the end of the month. The share price was EUR 2.62 on 3 September 2012. Following the home win against Bayer 04 Leverkusen on 15 September 2012, the share price advanced to EUR 2.65 on 17 September 2012, the next trading day. On 19 September 2012, the next trading day after the home win in the UEFA Champions League match against Ajax Amsterdam on 18 September 2012, the share price edged up to EUR 2.67. Following an away loss to Hamburger SV, the share price slid to EUR 2.56 on 24 September 2012; it then continued its downward trend, dropping to EUR 2.48 after the team came away with a draw in its away match against Eintracht Frankfurt on 26 September 2012. The BVB share price ended the first quarter of the 2012/2013 financial year at EUR 2.56 on 28 September 2012.

Share price performance in EUR



Share turnover



The share price was flat during October 2012. Shares traded at EUR 2.58 on 1 October 2012. The BVB share price decreased to EUR 2.46 on 22 October 2012, the next trading day after a painful home loss to FC Schalke 04, only to recover quickly and finish at EUR 2.57 on 25 October 2012 after a brilliant home win over Real Madrid in the UEFA Champions League. On 31 October 2012, the next trading day after the team defeated VfR Aalen to move on to the next round of the DFB Cup, the share price closed at EUR 2.57. After drawing level with Real Madrid in the return game on 6 November 2012, the shares traded at EUR 2.55 on the next trading day. On 14 November 2012, Borussia Dortmund GmbH & Co. KGaA released the first quarter figures for 2012/2013, reporting Group revenue growth of 20% year-on-year (see ad hoc disclosure from the same date). BVB shares traded at EUR 2.58 on that day and increased to EUR 2.62 on the following day. Bundesliga wins over Augsburg and Greuther Fürth combined to further solidify the share price, with BVB shares trading at EUR 2.65 on 19 November 2012.

The prospect of qualifying for the round of 16 in the UEFA Champions League lifted the share price in the week leading up to the potentially decisive game – it rose to EUR 2.76 on 20 November 2012 and closed at EUR 2.79 the following day. As hoped, the team came away from the away match in Amsterdam with an impressive victory. Shares traded at EUR 2.77 the following day. Borussia Dortmund asserted its increasing footballing success in the Bundesliga as well, beating Mainz in an away match and putting the team in second place in the standings for the first time that season. After the win, the share price rose to EUR 2.82 on 26 November 2012, the day the Annual General Meeting was held. The Annual General Meeting resolution to distribute the Company's first dividend of EUR 0.06 per share pushed the price up to EUR 2.85 on 27 November 2012. On the next day, 28 November 2012, the dividend was paid out to all entitled shareholders. The share price closed at EUR 2.72 after factoring in the drop in share price which commonly occurs after a dividend is paid out.

The share price then remained flat at this level during December 2012. The BVB share price was EUR 2.71 on 3 December 2012 and was unchanged on 11 December 2012. On 20 December 2012, the day after an impressive win in a DFB Cup match against Hannover 96, BVB shares traded at EUR 2.74. At the end of that trading day, the next opponents had been drawn for the club's DFB Cup and the UEFA Champions League matches. Borussia Dortmund drew FC Bayern Munich in the DFB Cup and FC Shakhtar Donetsk in the UEFA Champions League for the matches in the second leg of the 2012/2013 season. The BVB share price ended the 2012 calendar year at EUR 2.71 on 28 December 2012.

The share price began the 2013 calendar year at EUR 2.72 on 2 January 2013. On 18 January 2013, before the second leg of the Bundesliga season kicked off with an away match in Bremen, BVB shares traded at EUR 2.90. After the team's impressive away win, the share price rose to EUR 2.96 on 21 January 2013, the next trading day, and passed the EUR 3.00 mark on 24 January 2013. After the away win over Bayer 04 Leverkusen on 2 February 2013, BVB shares traded at EUR 3.06 on the next trading day (4 February 2013). Even a surprising home loss to Hamburger SV on 9 February 2013 did not disrupt the upwards trend. On 12 February 2013, BVB shares traded at EUR 3.10; after the team came away with a draw against FC Shakhtar Donetsk in the first leg of the round of 16 in the UEFA Champions League on 13 February 2013, the share price stabilised at first and continued to rise to EUR 3.21 on the first trading day (18 February 2013) after the away win against Eintracht Frankfurt on 16 February 2013. BVB shares traded at EUR 3.25 on 20 February 2013. On 25 February 2013, the day the semi-annual figures were released (see ad hoc disclosure from the same date), the share price was at EUR 3.18. Although the consolidated financial statements boasted extremely positive figures such as record-high semi-annual revenue of EUR 124.1 million (previous year: EUR 101.4 million) and consolidated net profit of EUR 14.2 million (previous year: EUR 12.8 million), the general market environment and profit-taking pushed the share price down – if only temporarily – to EUR 3.06 on 26 February 2013. Shares traded at EUR 3.10 on 27 February 2013. Unfortunately, on the same day, Borussia Dortmund was eliminated from the DFB Cup by FC Bayern Munich in the quarter-finals. This did not impact the share price. On the next trading day, the share price closed at EUR 3.10; after the home win against Hannover 96 on 2 March 2013, the share price rose to EUR 3.18 on 4 March 2013. On 5 March 2013, Borussia Dortmund qualified for the quarter-finals of the UEFA Champions League by defeating FC Shakhtar Donetsk in the second leg of the round of 16. The share price rose on the next trading day (6 March 2013), closing at EUR 3.27. The rest of March saw this positive trend continue. On 14 March 2013, the share price dropped back down to EUR 3.18, but rose again to hit EUR 3.25 the next day and EUR 3.30 on 27 March 2013.

The share price traded at EUR 3.33 on 2 April 2012 and at EUR 3.26 on 4 April 2013, the day after the team drew level against Malaga in the first leg of the quarter-finals of the UEFA Champions League. After the team's last-minute win in the second-leg match at home, which secured it a spot in the semi-finals, the share price posted EUR 3.25 on 10 April 2013. Once it became mathematically clear on 20 April 2013 that Borussia Dortmund had again qualified directly for the group stage of the UEFA Champions League in the 2013/2014 season after the team's away win in Mainz, the share price traded at EUR 3.23 on the next trading day (22 April 2013). After Borussia Dortmund drew Real Madrid for the semi-final match of the UEFA Champions League, the share price dropped to EUR 3.02 on the day of the first leg of the semi-final tie in Dortmund (24 April 2013), due also in part to rumours of Mario Götze transferring to FC Bayern Munich. Borussia Dortmund's decisive 4:1 home win over Real Madrid was unexpected and pushed the share price back up to EUR 3.21 on 25 April 2013. On the same day, the Company announced the receipt of a transfer offer for Mario Götze, making his impending transfer seem highly likely for the first time (see ad hoc disclosure from the same date). The share price continued its upward trend after the team played the second leg of the semi-final tie on 30 April 2013 in Madrid and, despite the 0:2 away loss, reached the UEFA Champions League final against FC Bayern Munich at Wembley Stadium. The share price traded at EUR 3.28 on 2 May 2013, at EUR 3.30 on 9 May 2013 and set a new record for the reporting period by trading at EUR 3.37 on 14 May 2013. On 15 May 2013, the day the third quarter figures for the 2012/2013 financial year were published (see ad hoc disclosure from the same date), BVB shares traded at EUR 3.32. In the following days, profit-taking put slight downward pressure on the share price.

Shares traded at EUR 3.13 on 24 May 2013, and on 27 May 2013, the first trading day after the team's narrow loss in the Wembley Final in London on 25 May 2013, BVB shares traded at EUR 3.15. After the season ended, further profit-taking led to mild volatility in the share price. The shares traded at EUR 3.11 on 3 June 2013, at EUR 2.89 on 10 June 2013, at EUR 2.99 on 14 June 2013, at EUR 3.20 on 19 June 2013 and at EUR 3.08 on 26 June 2013.

BVB shares ended the final day of trading of the 2012/2013 financial year (28 June 2013) at EUR 3.10 (previous year: EUR 2.43 on 29 June 2012).

SHARE CAPITAL AND SHAREHOLDER STRUCTURE

Borussia Dortmund GmbH & Co. KGaA's share capital amounts to EUR 61,425,000 and is divided into the same number of no-par value shares. Based on the voting rights notifications we have received, the shareholder structure of Borussia Dortmund GmbH & Co. KGaA was as follows as at 30 June 2013:

- Bernd Geske: 11.71%
- BV. Borussia 09 e.V. Dortmund: 7.24%
- Free float: 81.05%

SHAREHOLDINGS BY MEMBERS OF GOVERNING BODIES

As at 30 June 2013, one member of management held 7,045 no-par-value shares in our Company. As at the same date, the members of the Supervisory Board held a total of 7,197,363 no-par-value shares. Members of management and the Supervisory Board hold a total of 7,204,408 no-par-value shares, which corresponds to more than 1% of the shares issued by Borussia Dortmund GmbH & Co. KGaA.

INVESTOR RELATIONS

The objective of our Company's Investor Relations organisation is to obtain an appropriate valuation of its shares on the capital market. This is achieved by pursuing ongoing and open communication with all market participants. Investor Relations forms an ideal interface between institutional investors, financial analysts and private investors. The Company seeks to justify the confidence placed in it by investors and the public through immediate and transparent communication of its financial results, business transactions, strategy, and risks and opportunities. We are committed to communications principles such as openness, continuity, equal treatment and credibility, which make it possible to develop a long-term rapport based on trust with market participants and to ensure a true and fair view of the Company.

We therefore use online communication as our main form of communications, as this offers the best basis for providing all interested parties with equal access to up-to-date information. Because this information is highly pertinent, Borussia Dortmund completely redesigned its investor relations website as at the beginning of the 2012/2013 financial year, and the site is now accessible to the public at http://aktie.bvb.de/eng. As in the past, all annual and interim reports are published on "BVB Share", the new investor relationship website, where they are available for download. Mandatory disclosures and announcements under capital market law, such as ad hoc disclosures, corporate news, directors' dealings and/or advance notices are published here in a timely manner. At the same time, our service provider, Deutsche Gesellschaft für Ad-hoc-Publizität mbH (DGAP), ensures that these notices are distributed throughout Europe. Further detailed information, such as investor presentations and in-depth information on implementing the recommendations of the German Corporate Governance Code, is provided on our website. Information is available in German and in English.

In addition to publishing mandatory releases and announcements, we also continued to foster communication with the capital markets in the 2012/2013 financial year.

For instance, Borussia Dortmund GmbH & Co. KGaA gave a company presentation at the German Equity Forum held by the Deutsche Börse Group AG on 14 November 2012 in Frankfurt am Main as well as at the Spring Conference 2013 (formerly known as the Entry & General Standard Conference) held by the Deutsche Börse Group AG on 6 May 2013 in Frankfurt am Main.

The company also organised several investor meetings at SIGNAL IDUNA PARK; the first meeting was held on 24 October 2012 in co-operation with Bankhaus Lampe KG, Düsseldorf, another on 15 November 2012 in co-operation with the Niedersächsischer Aktienclub (NDAC), an investment club based in Uelzen, and a third meeting took place on 4 December 2012 in co-operation with Sky Deutschland AG, Munich, PUMA SE, Herzogenaurach, and Westend Brokers Research GmbH, Frankfurt am Main.
The Company also hosted its first European roadshow outside of Germany and presented itself to various capital market participants at group events and in individual discussions. The roadshow made the following stops: London, UK, on 22 May 2013; Milan, Italy, on 28 May 2013; and Luxembourg City, Luxembourg, on 11 June 2013.

The Company is pleased to have expanded its research coverage during the reporting period. BVB shares are currently being monitored and valued (included in research coverage) by the following analysts:

- Close Brothers Seydler Research AG, Frankfurt am Main
  Most recent research update: 23 May 2013
  Recommendation: "Buy"

- Edison Research Investment Ltd., London, UK
  Most recent research update: 23 April 2013
  Recommendation: "N/A"

- GSC Research GmbH, Düsseldorf
  Most recent research update: 8 March 2013
  Recommendation: "Buy"

- Bankhaus Lampe KG, Düsseldorf
  Most recent research update: 20 June 2012
  Recommendation: "Hold"

Close Brothers Seydler AG, Frankfurt am Main, was our Company's designated sponsor during the reporting period.

CORPORATE GOVERNANCE DECLARATION pursuant to § 289a of the German Commercial Code

Pursuant to § 289a of the German Commercial Code, exchange-listed companies are required to prepare a corporate governance declaration. Such statement includes the declaration of compliance with the German Corporate Governance Code, an explanation of relevant corporate governance practices and a description of the working principles of the management and the Supervisory Board and its committees. The corporate governance declaration does not constitute a part of the management report, but rather is published on our website at http://aktie.bvb.de/eng.

CORPORATE GOVERNANCE REPORT

Borussia Dortmund GmbH & Co. KGaA (the "Company") believes it is essential for corporate governance to be clearly structured and effective. Corporate governance embodies a responsible and transparent system of checks and balances designed to ensure a continued focus on sustainable value creation. Efficient cooperation between the management and the Supervisory Board, the preservation of shareholder interests, and open and transparent corporate communications are vital aspects of sound corporate governance. This is the guiding principle for the Company's Supervisory Board and for the management of Borussia Dortmund Geschäftsführungs-GmbH in its capacity as the general partner of Borussia Dortmund GmbH & Co. KGaA.

GENERAL INFORMATION ON CORPORATE GOVERNANCE AT BORUSSIA DORTMUND GMBH & CO. KGAA

German stock corporation law sets out the statutory framework of corporate governance. Pursuant to § 161 AktG, the executive board and the supervisory board of a listed company are required to submit each year a declaration as to whether and to what extent that company has complied (retrospective) or will comply (forward-looking) with the recommendations of the "Government Commission of the German Corporate Governance Code" contained in the German Corporate Governance Code ("Code") as published in the official section of the electronic Federal Gazette. Although companies may opt to deviate from the Code, they are then obligated to disclose this on an annual basis, providing an explanation for their non-compliance ("comply or explain"). This option exists to ensure that companies are able to meet industry- or company-specific requirements. A well-founded deviation from a recommendation of the Code may be in the interest of sound corporate governance.

The Code is generally reviewed once annually and amended as required. It reflects basic statutory guidelines concerning the management and supervision of listed German companies as well as internationally and nationally recognised standards for sound and responsible corporate governance. The Code is intended to ensure that corporate governance in Germany is transparent and open to scrutiny and to promote confidence in the management and supervision of listed German stock corporations amongst international and national investors, customers, employees and the public.

Although a large number of the Code's recommendations (expressed using the word "shall") are intended exclusively for German stock corporations (*Aktiengesellschaft*, "AG"), they may also be applied mutatis mutandis to partnerships limited by shares (*Kommanditgesellschaft auf Aktien*, "KGaA"), i.e., our Company as well.

A KGaA is a hybrid corporate form combining elements of a German stock corporation and a limited partnership (*Kommanditgesellschaft*). It is a separate legal entity whose share capital is divided into shares which are held by at least one shareholder (the general partner) that has unlimited liability against creditors of the Company and limited partners (*Kommanditaktionäre*) that are not personally liable for the debts of the company (§ 278 (1) AktG).

The key differences between a KGaA and a German stock corporation can be characterised as follows:

- Die Borussia Dortmund GmbH & Co. KGaA does not have an executive board. Instead, the general partner, Borussia Dortmund Geschäftsführungs-GmbH, is solely responsible for its management and representation. This German limited liability company (*Gesellschaft mit beschränkter Haftung*, "GmbH") is in turn represented by one or more managing directors; its sole shareholder is Ballspielverein Borussia 09 e.V. Dortmund.

- The rights and duties of the KGaA's Supervisory Board, which is appointed by the Annual General Meeting, are limited. Specifically, it has no authority to appoint and dismiss Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their service agreements. Nor is the Supervisory Board authorised to adopt internal rules of procedure or a list of transactions requiring its consent on behalf of the general partner. Rather, such rights and duties are vested in the governing bodies of Borussia Dortmund Geschäftsführungs-GmbH, namely its Advisory Board and the Executive Committee created by the Advisory Board.

- Additional features specific to the KGaA's Annual General Meeting are set forth primarily in §§ 285 and 286 (1) AktG and in the Company's Articles of Association.

As a consequence, a Declaration of Conformity in accordance with § 161 AktG must be submitted by the management of the general partner and the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA, taking into account the specific characteristics of the KGaA's legal form and the provisions of the Articles of Association. The Declaration of Conformity must be made permanently available to shareholders on the Company's website. It is published on the investor relations website, http://aktie.bvb.de/eng, under "Corporate Governance". The Declaration of Conformity submitted in September 2013 is an integral component of the Corporate Governance Declaration, and is also printed in the Notes to this report.

The Company's Corporate Governance Report presented here is published in the Annual Report for the 2012/2013 financial year, which is available for download from our investor relations website http://aktie.bvb.de/eng, under "Publications".

Transparency

The Company provides the limited partners, shareholders' associations, financial analysts and the general public regular notifications regarding the position of the Company and on material business developments.

In particular, we publish ad hoc disclosures and corporate news on our website, as well as directors' dealings notifications submitted to us, information on the shareholder structure, the current version of the Articles of Association and the financial calendar.

The financial calendar includes the dates for key Company events, and can be accessed online at http://aktie.bvb.de/eng, under "Financial Calendar".

As in previous years, the Annual Press Conference on the "preliminary" figures of the previous financial year will be streamed live so that the general public may watch the conference online in real time.

The previous year's Annual General Meeting was convened in due and proper form and held on 26 November 2012. In compliance with the German Corporate Governance Code, the reports and documents required by law were made available for inspection; these were given to the limited liability shareholders upon request and were published on the Company's website together with the agenda. The resolutions on all agenda items were approved, with votes in favour ranging between 98.3% and 99.9% of the votes cast.

The next Annual General Meeting of Borussia Dortmund GmbH & Co. KGaA will take place on 25 November 2013 in Dortmund.

The interim financial reports shall be published at the intervals recommended in the Code. The Company will provide further details via ad hoc announcements. The consolidated financial statements and the interim financial reports are prepared in accordance with IFRSs as adopted in the EU. The annual financial statements of Borussia Dortmund GmbH & Co. KGaA were and will continue to be prepared in accordance with the provisions of the German Commercial Code (*Handelsgesetzbuch*, "HGB") and the German Stock Corporation Act (*Aktiengesetz*, "AktG").

Publications on our website have been and will continue to be made available in English.

Moreover, we publish analysts' recommendations and research studies on our website http://aktie.bvb.de/eng, under "BVB Share", sub-heading "Capital Market View", in order to facilitate communication with market participants. Furthermore, we also publish a great deal more information about the Company on this website. Customers, fans and the public alike can find additional information on the Company at www.bvb.de.

The Notes to the financial statements and the management report contain disclosures on the remuneration of the general partner and the members of the Supervisory Board, as well as on the ownership of Company shares by the general partner and members of its management and by the members of the Supervisory Board. Due to the specific characteristics of the KGaA legal form, there exists no obligation to disclose the remuneration of individual Managing Directors of the general partner of the Company, Borussia Dortmund Geschäftsführungs-GmbH, as would normally be the case for the members of the executive boards of listed German stock corporations. Nonetheless, we have presented the remuneration of individual Managing Directors in the notes to the annual and consolidated financial statements on a voluntary basis.

Disclosures on the ownership of Company shares by members of management and by members of the Supervisory Board

As at 30 June 2013, one member of management held 7,045 no-par-value shares in our Company. As at the same date, the members of the Supervisory Board held a total of 7,197,363 no-par-value shares. Members of management and the Supervisory Board hold a total of 7,204,408 no-par-value shares, which corresponds to more than 1% of the shares issued by Borussia Dortmund GmbH & Co. KGaA.

Dortmund, 24 September 2013

On behalf of the Supervisory Board	On behalf of Borussia Dortmund Geschäftsführungs-GmbH	
Gerd Pieper	Hans-Joachim Watzke	Thomas Treß
Chairman	Managing Director (Chairman)	Managing Director

DECLARATION OF CONFORMITY BY THE MANAGEMENT AND BY THE SUPERVISORY BOARD OF BORUSSIA DORTMUND GMBH & CO. KGAA IN ACCORDANCE WITH § 161 AKTG DATED 24 SEPTEMBER 2013

In accordance with § 161 AktG, the management of the general partner (Borussia Dortmund Geschäftsführungs-GmbH) and the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA declare that since the last Declaration of Conformity was submitted on 10 September 2012 and, prior to the publication of the revision to the German Corporate Governance Code ("GCGC") in the Federal Gazette (*Bundesanzeiger*) on 10 June 2013, Borussia Dortmund GmbH & Co. KGaA has complied with the recommendations of the GCGC as amended on 15 May 2012 as well as the recommendations of the GCGC as amended on 13 May 2013 after having been published in the Federal Gazette on 10 June 2013, and that it will comply with the recommendations of the GCGC as amended on 13 May 2013, with the exception of the following deviations due to certain specific characteristics of the KGaA legal form and the provisions of the Articles of Association of the Company.

Re section 3.8 (3): The D&O policy does not include a deductible; there is no intention to change this because, to our understanding, the negotiation of a deductible will neither influence the behaviour of the members of the executive bodies nor would it provide appropriate motivation.

Re section 4.2.1 sentence 2: The Supervisory Board of Borussia Dortmund GmbH & Co. KGaA has no authority to appoint and dismiss Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their service agreements; this is incumbent upon the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH. The management has been the responsibility of Hans-Joachim Watzke (Chairman) and Thomas Treß (Managing Director) since January 2006. Their areas of responsibility have been defined in their service agreements; moreover, the Managing Directors exercise the authority granted to them by law and the Articles of Association jointly and in close cooperation with each other. Therefore, the relevant executive bodies of Borussia Dortmund Geschäftsführung-GmbH have considered and continue to consider it unnecessary to stipulate additional rules of procedure for the management.

Re section 4.2.2 (2) sentence 3 (section 4.2.2 (1) sentence 2 of the GCGC as amended on 15 May 2012): Article 7 of Borussia Dortmund GmbH & Co. KGaA's Articles of Association stipulates that the general partner has a right to reimbursement of the staff and materials expenses incurred by it in the course of managing the Company, plus a commission amounting to 3% of the net profit for the year generated by the Company. Moreover, as in the past, the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH (deviation from Supervisory Board responsibility as stipulated in section 4.2.2 (2) sentence 3 (section 4.2.2 (1) sentence 2 of the GCGC as amended on 15 May 2012)) will continue to adopt and regularly review the remuneration and the remuneration system for the Managing Directors.

Re section 4.2.3 (2) sentences 4 and 6 as well as section 4.2.3 (2) sentence 8 (section 4.2.3 (3) sentence 3 of the GCGC as amended on 15 May 2012):The remuneration structure for the Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH is adopted by the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH. As in the past, this will continue to be adopted without considering negative developments when structuring the Managing Directors' variable remuneration components and without limiting the sum of the variable remuneration components to a maximum amount; in addition, the Executive Committee will not exclude the possibility of retroactive modifications to performance targets and/or comparison parameters. Given the specific features of the legal form KGaA, the relevant recommendations appear irrelevant to and impracticable for the Company.

Re section 4.2.3 (4) and (5): The Code recommends that German stock corporations stipulate severance caps in executive board members' service agreements in the event of early termination of executive board activity or due to early termination of executive board activity due to a change of control. As in the past, the Executive Committee will continue to have decision-making power in relation to the (re-)appointment of the Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH, generally without stipulating severance caps as such, given that due to the specific features of the legal form KGaA and the provisions of the Articles of Association of the Company, the aforementioned recommendations do not appear practicable. However, the Executive Committee does consider the recommendation not to pay members of the executive board in the event of the termination of their service agreements for good cause analogously applicable to the Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH.

Re section 4.2.3 (6): As in the past, the Chairman of the Supervisory Board will not report to the Annual General Meeting on the fundamentals of the remuneration system or changes thereto because – as mentioned above – the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA has no authority to appoint and dismiss Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their service agreements.

Re section 4.2.5 (3) sentences 1 and 2: The Code as amended on 13 May 2013 now recommends that the remuneration report for financial years beginning after 31 December 2013 include specific, detailed disclosures on each member of the executive board and that the table templates now attached to the Code be used for this information. For our Company, the question remains as to whether these recommendations will be followed for the first time in the financial year beginning on 1 July 2014; however, there is as yet no intention to do so. Due to the specific characteristics of the KGaA legal form, there exists no obligation to disclose the remuneration of individual Managing Directors of the general partner of the Company, Borussia Dortmund Geschäftsführungs-GmbH, as would normally be the case for the members of the executive boards of listed German stock corporations. Nonetheless, we have presented the remuneration of individual Managing Directors in the notes to the annual and consolidated financial statements on a voluntary basis; this appears to be sufficient and appropriate from the perspective of the usefulness of information.

Re section 4.3.4 sentence 3: Material transactions between the general partner and certain related parties on the one hand, and the Company on the other within the meaning of §§ 89, 112 in conjunction with §§ 278 (3), 283 no. 5 AktG (e.g., the granting of loans) require the consent of the Supervisory Board. In this sense, the Company has complied with the recommendation. Furthermore, the Supervisory Board is not authorised to adopt a list of transactions requiring its prior consent for the general partner or its Managing Directors.

Re section 4.3.5: Given that the Supervisory Board has no authority to appoint and dismiss Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their service agreements, not it but rather the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH is responsible for consenting to sideline activities of the Managing Directors of the general partner.

Re section 5.1.2 (1) sentences 2 and 3: Long-term succession planning is the responsibility of the Managing Directors of the Company and – given that the Supervisory Board has no authority to appoint and dismiss personnel – the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH. The latter also acts to ensure sufficient diversity when staffing the management. However, given the fact that the Company has two Managing Directors, which is currently considered sufficient, and the fact that these positions have been filled for the foreseeable future, the recommendation in the Code to include women in the management does not appear practicable in the immediate future.

Re section 5.1.2 (2) sentence 2: As in the past, the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH will continue to decide on the reappointment of its Managing Directors, including, even in the absence of special circumstances, prior to the end of one year before the end of the existing term of appointment. Given the specific features of the KGaA legal form and due to the desire for greater flexibility, it is not considered practicable to make any staffing decision based solely on timing and circumstances.

Re section 5.1.2 (2) sentence 3: As in the past, the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH will continue to make decisions as to age limits for the Managing Directors of the general partner for upcoming (re-)appointments of Managing Directors, without generally stipulating an age limit to that extent. It is not considered practicable to set any age limits.

Re sections 5.2 (2), 5.3.1 sentence 1, 5.3.2 and 5.3.3: As in the past, the Supervisory Board will not set up committees, specifically an audit committee, because the Supervisory Board only consists of six persons and voting committees must consist of three persons. Going forward, the full Supervisory Board will continue its existing practice of discussing all issues as they arise, specifically with regard to monitoring the accounting process, the effectiveness of the internal control system, the risk management system and the internal audit system, specifically the independence of the statutory auditor and additional services rendered, the engagement of the statutory auditor, setting audit foci and the fee agreement, as well as compliance. This applies *mutatis mutandis* to the Supervisory Board's decision not to establish a nominating committee as recommended in the Code. Moreover, this committee already consists exclusively of shareholder representatives, as required of a nominating committee by the Code.

Re section 5.4.1 (2) and (3): As in the past, the Supervisory Board will not specify concrete objectives regarding its composition that consider specific issues addressed in the Code pertaining to "age limits for supervisory board members", "diversity" or "appropriate degree of female representation" and "the number of independent supervisory board members within the meaning of section 5.4.2". The Supervisory Board believes that such limitations are not appropriate vis-à-vis other Supervisory Board member nomination criteria and prefers to decide on proposals relating to its composition in light of specific situations as they arise.

Re section 5.4.1 (4): As in the past, when submitting nominations to the Annual General Meeting, the Supervisory Board will not disclose the personal or business relationships between each candidate with the Company, the executive bodies of the Company or any material shareholder in the Company (i.e., one holding more than 10% of voting shares), because, in its opinion, no secure legal practice exists with respect to this recommendation and the legal certainty of Supervisory Board elections takes a higher priority than any effort to make legally unnecessary disclosures in connection with nominations.

Re section 5.4.3 sentence 3: No proposed candidates for the office of Chairman of the Supervisory have been or will be disclosed because the Supervisory Board considers the individual election of its members to be sufficient and a vote at the Annual General Meeting for or against a candidate with respect to their position on the Supervisory Board to be impracticable.

Re section 5.4.6 (3) sentence 1: No individualised disclosures relating to the remuneration of Supervisory Board members have been or will be made in the financial reports because it is easy to calculate the remuneration (pursuant to Article 13 (1) of the Articles of Association members of the Supervisory Board receive EUR 7,000 per year, with the Chairman receiving the double of that amount and the Deputy Chairman receiving one-and-a-half times that amount).

Re section 5.5.3 sentence 1: As in the past, the Company will continue to reserve the right to not comply with the recommendation that the Supervisory Board reports to the Annual General Meeting on conflicts of interest as they arise and how these are managed. As in the past, the principle of confidentiality of deliberations within the Supervisory Board (see § 116 sentence 2 AktG and section 3.5 (1) sentence 2 GCGC) will generally continue to take precedence.

Re section 7.1.2 sentence 2: The Company has not and will not comply with the recommendation that the management and the Supervisory Board discuss any half-yearly and quarterly financial reports prior to their publication because the objective of publishing interim financial reports without delay following their preparation by the management takes precedence. Regardless, the Supervisory Board has discussed and monitored such financial reports, and will continue to do so in the future.

Re section 7.1.2 sentence 4: Interim financial reports have been and will be published following an appropriate delay, which may exceed 45 days following the end of the reporting period in individual cases (i.e., in the case of the half-yearly financial report because this report is subjected to a voluntary audit review by the statutory auditor subsequent to its preparation).

Dortmund, 24 September 2013

On behalf of the Supervisory Board	On behalf of Borussia Dortmund Geschäftsführungs-GmbH	
Gerd Pieper	Hans-Joachim Watzke	Thomas Treß
Chairman	Managing Director (Chairman)	Managing Director

MANAGEMENT REPORT

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

Real Love.

MANAGEMENT REPORT from 1 July 2012 to 30 June 2013 of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien (hereinafter "Borussia Dortmund" or "Borussia Dortmund GmbH & Co. KGaA")

BUSINESS TREND AND FRAMEWORK CONDITIONS

LOOKING BACK ON FINANCIAL YEAR 2012/2013

Spectacular, even without a title. Any way you look at it, Borussia Dortmund's latest campaign was exciting, thrilling and, ultimately, a success. It was a draw that tipped the scales on Match Day 34, putting Borussia Dortmund ahead by one point and helping the team edge out Bayer Leverkusen as runner-up in the German championship. With that, Borussia Dortmund and FC Bayern Munich will represent Germany in next season's UEFA Champions League.

The UEFA Champions League proved an ideal stage for BVB in the 2012/2013 season.

With four wins and two draws, Jürgen Klopp's players overcame Ajax Amsterdam, Manchester City and Real Madrid. In the round of 16, a 2:2 draw at Shakhtar Donetsk followed by a decisive 3:0 victory before its home crowd were enough to secure the team a spot in the quarter-finals.

The drama of the 3:2 home win over Malaga rose far above the 0:0 draw in the first leg of the tie. BVB Netradio set a new record of 362,498 listeners, and the show's reporter, Danny Fritz, clinched the number one spot in the 1Live O-Ton charts.

The team's 4:1 win over Real Madrid at SIGNAL IDUNA PARK in the first leg of the semi-final tie put Borussia Dortmund on track for a spot in the final. Despite the team's 2:0 loss in Spain, their spot was secure.

It was not until a 1:2 loss to FC Bayern Munich in the final match in London's Wembley Stadium that the team could be stopped – namely, by the same opponent who eliminated Borussia Dortmund in the DFB Cup quarter-finals. The final score in that match was 1:0 in favour of Munich.

No less than two valuable long-term investments paid off this season: Marco Reus, who played for Borussia Dortmund for ten years and then for Rot Weiss Ahlen and Borussia Mönchengladbach for six years, returned to his hometown as the "2012 Player of the Year". Now, after nineteen goals in competitive matches, it feels like Reus never left at all.

Nuri Sahin has also returned to Dortmund. The 24-year-old returned to Borussia Dortmund on an 18-month loan from Madrid and has since scored three times for the club.

KEY FINANCIAL FIGURES

Financial data overview

Borussia Dortmund Kommanditgesellschaft auf Aktien, Dortmund (HGB)

EUR '000	2012/2013 30/06/2013	2011/2012 30/06/2012
Equity	182,406	132,827
Capital expenditure	26,668	27,343
Gross revenue	274,738	198,865
Operating profit (EBIT)	58,708	37,299
Financial result (investment income and net interest expense)	2,756	1,988
Net income for the year	53,258	34,284
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	73,225	48,237
Cash flows from operating activities	22,410	21,639
Number of shares (in thousands)	61,425	61,425
Earnings per share (in EUR)	0.87	0.56

DEVELOPMENT OF THE MARKET AND COMPETITIVE ENVIRONMENT

Spectator report

As in the past, Borussia Dortmund remains the undisputed leader in the spectator rankings in professional German football. With just under 1.36 million stadium visitors in the 2012/2013 Bundesliga season, Borussia Dortmund has once again topped FC Bayern Munich in spectator attendance. That works out to an average of almost 79,900 visitors per game in SIGNAL IDUNA PARK – almost twice as many as the Bundesliga per-game average of 41,914.

Sponsorships

Turkish Airlines came on board just in time for the UEFA Champions League final. The team made an unbeatable entrance, arriving to the final match in a new Boeing 737-800 decked out in black and yellow. With the team's participation in this year's UEFA Champions League final, two consecutive Bundesliga championships and the DFB Cup under its belt, Borussia Dortmund and Brinkhoff's No.1 deepened their close partnership in advance by extending their joint agreement by five years to 2020.

Lebara Germany Limited came on board as a new sponsor. The mobile network operator is innovative and international – a good fit for Borussia Dortmund.

Merchandising

BVB Merchandising GmbH also grew, posting a sales increase of 34.9%.

Borussia Dortmund is exploring new angles with its team merchandise. Hermes Hansecontrol has been exclusively monitoring the safety and quality of team merchandise since July 2013. In addition, the scope of team merchandise deliveries was expanded in April 2013, and starting immediately, "black and yellow" merchandise will be delivered to many countries in Asia (e.g., India, Thailand, Malaysia and Indonesia), Africa (e.g., South Africa and Tunisia) and South America (e.g., Mexico and Chile).

UEFA Champions League Final

The football match of the year was record-breaking in many ways. The demand for tickets in Dortmund alone reached 502,567, many times more than the roughly 24,000 which were available in Dortmund for the match in London's Wembley Stadium. Even for the quarter-finals, BVB Netradio had as many as 362,498 live listeners. It is no surprise that the first "public listening" event organised for the semi-finals blazed a new trail in communications. More impressive than surprising were the figures for TV viewership – ZDF captured a 43.8% market share and drew 13.7 million viewers during the semi-finals, while the final even set a new German record: an average of 22.5 million viewers tuned in to see the match on ZDF and Sky. Never before have more people in Germany watched a match between two club teams on television.

The match also made waves abroad. It was seen by over 360 million people in more than 200 countries. With this year's success, Borussia Dortmund has also gained status amongst the 22 million UEFA fans that follow the UEFA Champions League through official social media channels.

For a good cause

Borussia Dortmund made a difference off the pitch as well – Dortmund has a new rising star, its non-profit foundation "leuchte auf – Die BVB-Stiftung". On Match Day 12 of the 50th Bundesliga season, Borussia Dortmund celebrated the creation of "leuchte auf".

Borussia Dortmund will use the foundation as a vehicle to expand its charity work for the good of the community. Borussia Dortmund is aware of its responsibility to society and wants to give back a part of what many people have contributed to BVB over the years.

"YOUNGSTERS Akademie am Borsigplatz", an educational project started by the foundation, has been held up as a best-practice example by Initiativkreis Ruhr, a local association promoting corporate social responsibility. In addition, Borussia Dortmund's "Strom09" project brought together many of its loyal fans to reduce CO2 emissions by 1,200 tons in the first six months of the year. This was the first milestone on the path to reducing CO2emissions by a total of 25,000 tons – one ton for every fan the stadium's south stand (Südtribüne) holds.

Big names in Dortmund

Michael Zorc, sporting director of Borussia Dortmund, was voted manager of the year for the second time. The vote was cast by an elite group of active and former players, coaches and journalists. Zorc, whose contract was extended to 2016 in January 2013, made his debut as a player for Borussia Dortmund in 1978 and stands for continuity.

Thomas Treß is a symbol of continuity for Borussia Dortmund as well; the team also extended the managing director's contract by two years to 2016 ahead of schedule.

Sale of media rights for 2015-2018

The UEFA is preparing to sell media and sponsorship rights for the UEFA Champions League, the UEFA Europa League and the UEFA Super Cup. Rights for 2015 to 2018 are set to be renegotiated. While the UEFA Champions League remains club football's premium product, the intention is to elevate the status of the UEFA Europa League. The play-offs and group stages of the UEFA club competition season take place from August to December. The knockout phase in February is when things start heating up, and the final marks the high point of the European football season.

Several improvements are coming to the UEFA Europa League: Starting in the 2015/2016 season, the winner will automatically receive a spot in the Champions League play-offs. In special cases, a club can even qualify for the group stage directly. The deciding criteria for qualification are whether the champion of the UEFA Champions League is a member of the same association as the club and whether the champion also qualified for the competition via the domestic championship. When this change is applied, the maximum number of participants allowed from a single association will be increased from four to five.

These changes and the centralisation of commercial rights are intended to make the competition, even its early stages, more appealing to all participating clubs.

The Super Cup is also included in the rights package. Since 20 June 2013, the rights have been sold individually in each regional market using a tiered system.

INTERNATIONAL BUSINESS DEVELOPMENT

Borussia Dortmund's spectacular footballing performance on the international stage and the team's participation in the 2013 UEFA Champions League final have focused more attention on the club's internationalisation.

In light of this fact, a first step has been to internationalise general communications over digital media (website, social media) and to publish all content in a bilingual format. In addition to expanding PR efforts beyond Germany, the Company broadcast "BVB World", the club's hour-long English-language TV show, in more than 20 foreign markets during the 2012/2013 season.

In a second step, targeted communications and localisation based on market and media research were introduced in select European and Asian target markets. This strategy allows Borussia Dortmund to actively present itself locally (examples include the BVB's Evonik Football Academy in Austria and Japan) and to publish content tailored to the Japanese market in Japanese on its homepage. Internationalisation efforts in sales channels are moving forward as well, leading to partnerships with international companies (Turkish Airlines, Yanmar, Hankook) and the sale of merchandise outside of Germany.

DFL – DEUTSCHE FUSSBALL LIGA GMBH

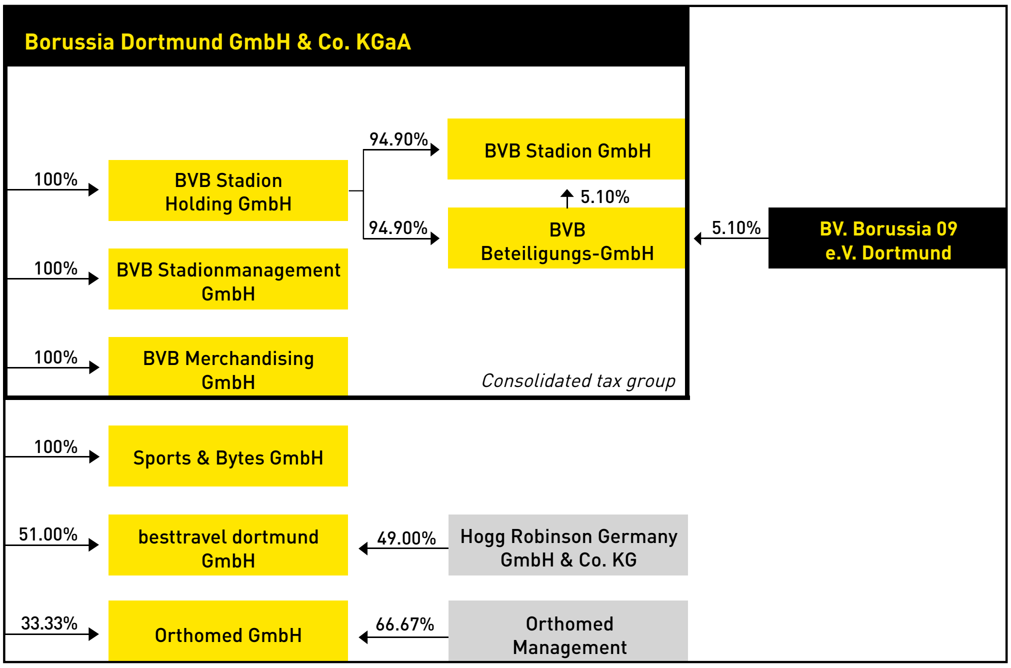
Dr Reinhard Rauball stated he was prepared to serve as president of the league association for three more years. "It's been my great pleasure to work with my colleagues on the league association board and on the DFL supervisory board over the past few years. Together with the clubs and DFL management, we've found solutions when difficult points have arisen such as the new TV contract, discussions to improve security at matches and the preservation of the "50+1 rule". We've also laid the foundation for continued success in the future", said Dr Rauball. "The Bundesliga as a whole is on a path to success in terms of football, social responsibility and finances. I want to make my contribution towards extending this positive trend." Dr Rauball was re-elected on 7 August of this year at the Annual General Meeting of the League Association, held in Berlin.

UEFA CONGRESS IN LONDON

At the 37th UEFA Congress in London, the European Football Parliament passed a resolution to fight racism in football, a cause which Borussia Dortmund supports and works to promote.

GROUP STRUCTURE AND BUSINESS OPERATIONS

In addition to its core activities of playing football and marketing SIGNAL IDUNA PARK, Borussia Dortmund has established football-related lines of business. The Company currently holds indirect and direct equity investments in the following companies: BVB Stadionmanagement GmbH (100.00%), BVB Stadion Holding GmbH (100.00%), Sports & Bytes GmbH (100.00%), BVB Merchandising GmbH (100.00%), BVB Stadion GmbH (99.74%), BVB Beteiligungs-GmbH (94.90%), besttravel dortmund GmbH (51.00%) and Orthomed GmbH (33.33%). Some of these companies have concluded mutual control and/or profit and loss transfer agreements.



ORGANISATION OF MANAGEMENT AND CONTROL

Borussia Dortmund Geschäftsführungs-GmbH, the general partner of Borussia Dortmund GmbH & Co. KGaA, is responsible for management and representation of the latter. Borussia Dortmund Geschäftsführungs-GmbH is in turn represented by its Managing Directors Hans-Joachim Watzke and Thomas Treß; its sole shareholder is Ballspielverein Borussia 09 e.V. Dortmund.

The following chart shows the structures and responsibilities as between Ballspielverein Borussia 09 e.V. Dortmund, Borussia Dortmund GmbH & Co. KGaA and Borussia Dortmund Geschäftsführungs-GmbH.

The Supervisory Board of Borussia Dortmund GmbH & Co. KGaA, which is appointed by the Annual General Meeting, has limited rights and duties. Specifically, it has no authority with respect to matters involving personnel, i.e., no authority to appoint and dismiss managing directors at Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their contracts. Nor is the Supervisory Board authorised to adopt internal rules of procedure or a list of transactions requiring its consent on behalf of the general partner. Rather, such rights and duties are vested in the governing bodies of Borussia Dortmund Geschäftsführungs-GmbH, namely its Advisory Board and the Executive Committee created by the Advisory Board.

The names of the current members of the Company's Supervisory Board, their occupations and their further responsibilities on other management bodies are listed below:

Supervisory Board of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

Gerd Pieper Chairman	**Harald Heinze** Deputy Chairman	**Peer Steinbrück**	**Bernd Geske**	**Friedrich Merz**	**Christian Kullmann**
Occupations					
Managing shareholder of Stadt-Parfümerie Pieper GmbH, Herne	Chairman of the Board of Dortmunder Stadtwerke AG	Member of German Bundestag	Managing partner of Bernd Geske Lean Communication, Meerbusch	Attorney and partner, Mayer Brown LLP, Düsseldorf	Executive Vice President and head of the General Secretariat of Evonik Industries AG, Essen
Other responsibilities					
Member of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund Member of the Advisory Board of the Signal Iduna Group, Dortmund	Member of the Supervisory Board of M-Exchange AG, Lohmar (until 31/12/2012)	Member of the Supervisory Board of ThyssenKrupp AG, Duisburg/Essen (until 31/12/2012)		Member of the Supervisory Board of the AXA Konzern AG, Cologne Member of the Board of Directors of BASF Antwerpen N.V., Antwerp, Belgium Member of the Supervisory Board of Deutsche Börse AG, Frankfurt am Main Member of the Supervisory Board and Chairman of the Board of Directors of HSBC Trinkaus & Burkhardt AG, Düsseldorf Member of the Board of Directors of Stadler Rail AG, Bussnang, Switzerland Chairman of the Supervisory Board of WEPA Industrieholding SE, Arnsberg	

Within Borussia Dortmund GmbH & Co. KGaA there are five independent functional areas below the management level, namely, "Sport", "Sales & Marketing", "Communications", "Organisation" and "Finance". The responsible employees and the functional organisational areas of which they are in charge are shown in the chart below.

Functional areas of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

Management

Hans-Joachim Watzke (Chairman) | Thomas Treß

Sport – Michael Zorc
- Professional football
- Scouting
- Amateurs
- Youth

Sales + Marketing – Carsten Cramer
- Sponsorships
- Sportfive
- Sponsor events
- Marketing
- Internationalization
- Business development
- CRM (Customer Relationship Management)
- VIP hospitality
- Ticketing
- Stadium programme
- Merchandising incl. licensing
- New media

Communications – Sascha Fligge
- Corporate communications
- Sport communications
- Public relations
- Publications

Organisation – Dr. Christian Hockenjos
- General organisation
- Stadium management
- Facility management
- Match organisation
- DFB/DFL
- Real estate
- Fan support
- Event management
- Complaints management

Finance – Marcus Knipping
- Finances
- Accounting
- Financial control
- Risk Management
- IT (Information Technology)
- Human resource
- Equity investments
- Investor Relations
- Insurance

INTERNAL MANAGEMENT SYSTEM

Sports management

Despite our financially stable results, we will continue to focus on achieving success on the pitch in future under a budget tuned for performance. To accomplish this objective, Borussia Dortmund will continue to put together a competitive team in future with an emphasis on young, promising players.

Our sporting objectives will be aligned with our financial circumstances, meaning that the make-up of the squad and its cost structure will continue to depend on calculable variables on the income side. Qualifying for and participating in international competitions has provided the financial flexibility to reinforce the squad – with the goal of establishing a presence in European competitions.

Financial management

A key goal of the management of Borussia Dortmund is to achieve a lasting increase in profitability along with bolstering its financial strength. In addition to steadily improving the operating result, the generation of positive cash flows is therefore the most important financial objective of our Company. We seek to optimise cash flows by concentrating on the "operating result" and "investments" as impacting factors.

The operating result – which at the Borussia Dortmund refers to earnings before interest and taxes (EBIT) – is a key indicator for measuring success. For this reason, we constantly monitor our segments' operating results using monthly comparisons of budgeted and actual situations. To optimize the operating result, the main factors to leverage are sales revenues, which can be additionally improved in the major revenue categories of ticketing, sponsorship, TV marketing and merchandising, and operating expenses, which can be lowered through disciplined management.

In the coming years we will concentrate on generating steady sales growth while limiting operating expenditures. The decisive factor in this respect will be qualifying for international competitions.

Capital management

The capital management responsibilities of the Company's management involve stabilising and increasing the equity of Borussia Dortmund as calculated in accordance with the German Commercial Code (HGB). One of the main ways in which we will reach these objectives is by improving the operating result and making effective investments.

CORPORATE STRATEGY

Borussia Dortmund continues to pursue the objective of defending its position in the top flight of the Bundesliga and sees itself well on the way to accomplishing that goal.

As the first and thus far only listed German football company, we have expanded our financial base by exclusively marketing the rights to SIGNAL IDUNA PARK as well as by utilising and maintaining the "Borussia Dortmund" brand more effectively. The Company will continue to focus heavily on its core business of professional football and the sport's classic revenue pillars: TV advertising, sponsorships, ticketing and merchandising. Borussia Dortmund is confident that it will be able to further stabilise and expand its position for the following reasons:

- Borussia Dortmund is in sporting terms one of the most successful, well known and popular German football clubs with an outstanding fan base that gives it one of the highest average spectator numbers of in Europe.

- A football enterprise can be financially successful only if it enjoys sporting success over the long term. In order to make its financial performance less dependent on short-term sporting success in the future, Borussia Dortmund will push ahead further with the national and international marketing of its brand name.

- Germany continues to be one of Europe's largest football markets, although it lags behind certain other European markets, such as the UK, in terms of media exploitation rights. This means that Germany has major growth potential.

All financial activities of Borussia Dortmund are geared towards the target groups relevant to a football club: its fans, members and business partners. Products and services should be tailored to these groups as closely as possible. Borussia Dortmund intends to use the brand potential at its disposal to take full advantage of the commercial opportunities inherent in professional club football at an international level.

Its current business strategy can principally be summarised as follows:

- Sustainably adjusting athletic prospects
- Intensifying the promotion of up-and-coming talent
- Increasing fan involvement
- Utilising and maintaining the "Borussia Dortmund" brand

Financial performance and business development are largely dependent on footballing success. Since footballing success is difficult to plan, the best that management can do is to create a solid foundation for success. Investments, particularly in the professional squad, are therefore a necessary prerequisite for achieving footballing objectives such as qualifying for the UEFA Champions League. However, in order to meet financial objectives, planned investments and decisions must under certain circumstances be postponed to the extent these would be possible only by incurring new debt. Moreover, a player might be sold based on financial considerations in cases where this would not have happened had the decision been made purely on the basis of sporting criteria. Thus a conflict arises between the pursuit of financial interests and sporting interests, i.e., a situation in which sporting considerations and financial considerations may be at odds with each other, particularly if the club continually falls short of its sporting goals. In such cases, management weighs the opportunities and risks to find a solution that does adequate justice to the Company's strategic objectives.

Sponsorships play a key role in this context. Over the years, sponsorships has grown to become one of the Company's largest income categories. In contrast to central TV marketing, where distribution is already clearly defined in advance, Company management is itself able to determine the requirements for and direction of sponsoring activities and, if necessary, modify the strategy implemented as circumstances change. The key figures for the sponsoring segment were already budgeted for the coming years based on commitments from SIGNAL IDUNA (ending 2021), Evonik Industries AG (ending 2016) and PUMA SE (ending 2020), the Company's chief partners. Income from international competitions is more difficult to budget for, since it depends solely on the squad's footballing success.

Achieving positive operating results and making the investments that depend on such results, mainly in the professional squad, should enable cash flows to stabilise at a positive level on a lasting basis.

POSITION of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien

RESULTS OF OPERATIONS

The 2012/2013 financial year was shaped by the squad competing in the UEFA Champions League final, finishing second in the Bundesliga and reaching the quarter-finals in DFB Cup competition. Even though Borussia Dortmund ended the season without a title, the Company set records for sales, gross revenue and net income for the past financial year.

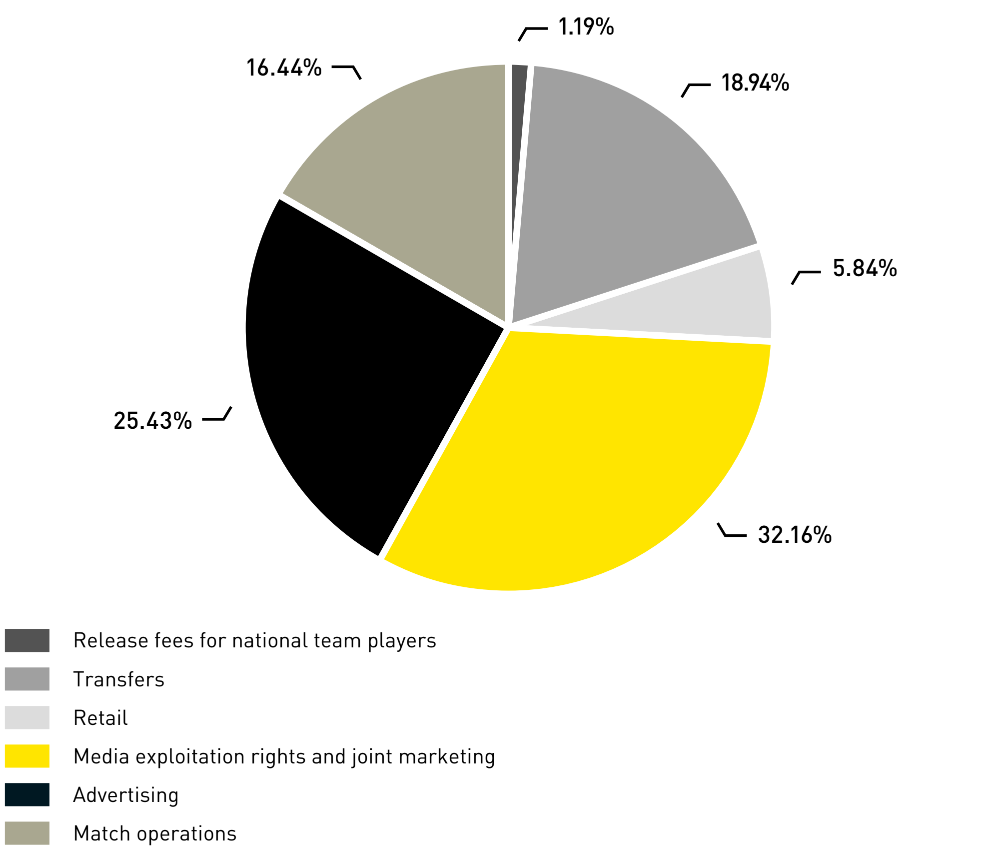
During the reporting period (1 July 2012 to 30 June 2013), Borussia Dortmund generated sales of EUR 272,436 thousand (previous year: EUR 191,213 thousand) and gross revenue of EUR 274,738 thousand, a rise of EUR 75,873 thousand (38.15%) on the previous financial year.

Borussia Dortmund ended the reporting period from 1 July 2012 to 30 June 2013 with earnings before taxes of EUR 61,464 thousand (previous year: EUR 39,287 thousand).

The result from operating activities (EBIT) increased by EUR 21,409 thousand on the previous year to EUR 58,708 thousand in 2012/2013.

Borussia Dortmund generated net income of EUR 53,258 thousand (an increase of EUR 18,974 thousand) during the 2012/2013 financial year.

Sales in percent

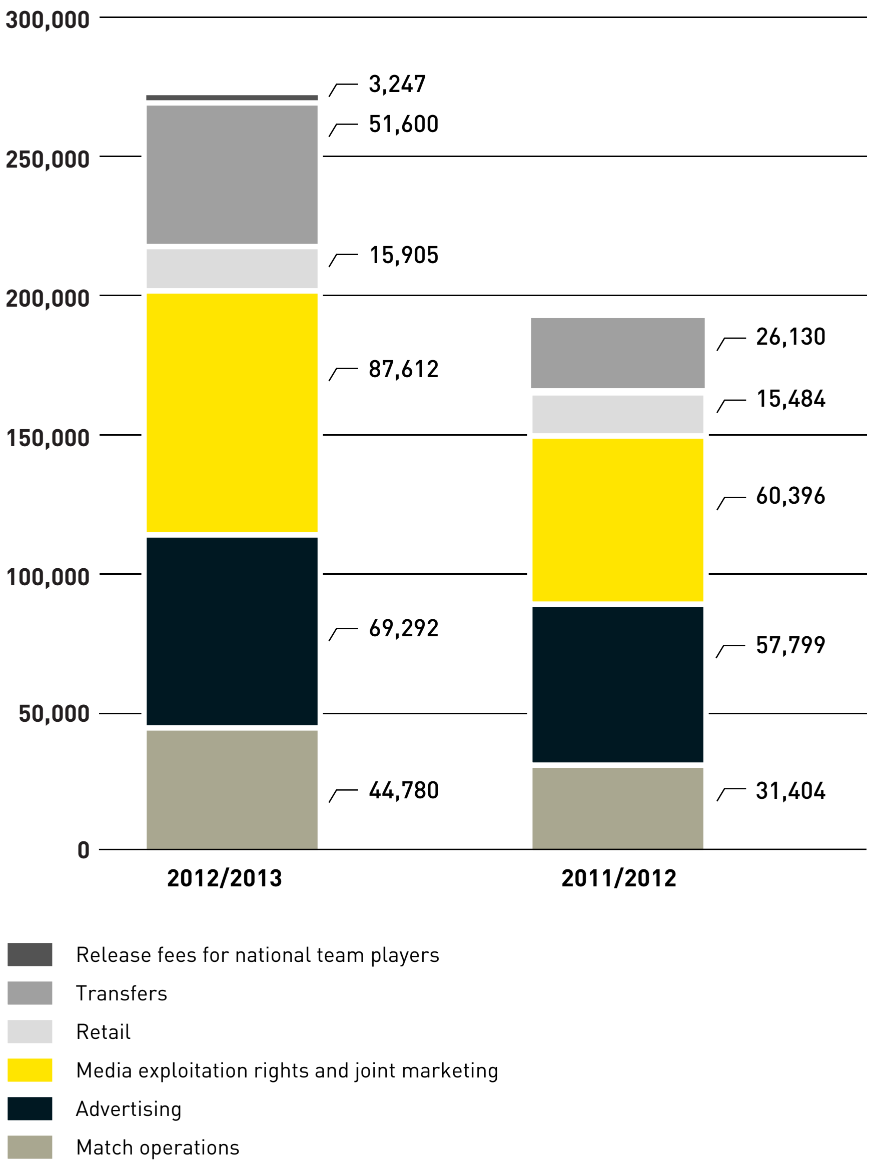


SALES TREND

Borussia Dortmund generated sales of EUR 272,436 thousand in the 2012/2013 financial year. The increase of 42.48% in sales was driven by growth in all income categories.

The performance of the individual sales items is described in the following:

Sales in EUR '000



Income from match operations

Income from Borussia Dortmund's match operations grew by EUR 13,376 thousand to EUR 44,780 thousand in the 2012/2013 financial year.

This year's average attendance of approximately 79,900 – again filling SIGNAL IDUNA PARK almost to capacity throughout the entire season – in addition to a reconfiguration of lower price categories and slight price increases at the beginning of the season all contributed to an increase of EUR 1,089 thousand in income from Bundesliga ticket sales, which amounted to EUR 25,604 thousand.

The club's participation in the UEFA Champions League, including its trip to the final at London's Wembley Stadium, generated income from ticket sales of EUR 16,188 thousand for Borussia Dortmund, topping previous year's sales by EUR 11,832 thousand. This figure includes income from ticket sales from the six home matches in SIGNAL IDUNA PARK as well as the portion paid out to Borussia Dortmund from the final in London.

The squad contested four rounds of the DFB Cup – with the only home match at SIGNAL IDUNA PARK being against Hannover 96 in the third round – which lifted income by EUR 498 thousand to EUR 2,388 thousand.

Income from advertising

Borussia Dortmund generated EUR 69,292 thousand in advertising income (previous year: EUR 57,799 thousand). In the 2012/2013 financial year, marketing accounted for 25.43% of total sales, once more making it a core component of sales alongside TV marketing.

Income from advertising gained ground primarily due to the new kit supply contract with PUMA SE, the acquisition of additional Champion Partners and partners, as well as renovations to the former press box, which expanded the "Rote Erde Club" by adding nine boxes, further increasing hospitality sales.

PUMA SE, the new kit supplier, was now also a major sponsor alongside Evonik Industries AG, the primary sponsor, and SIGNAL IDUNA PARK, the holder of the naming rights to the largest stadium in the Bundesliga and the best stadium in the world.

After winning the German championship and the DFB Cup in the 2011/2012 season, Borussia Dortmund was able to secure additional Champion Partners. In addition to long-time partners SIGNAL IDUNA, Sparda Bank West, Sprehe, Radeberger Group, Hankook Tire, Wilo and Yanmar, several other renowned companies including Opel, Westlotto and flyeralarm expanded the number of Champion Partners to ten. Turkish Airlines was presented as an additional Champion Partner just in time for the final in London, allowing the team to fly to the final match in a specially customised black and yellow Boeing 737 provided by their new, exclusive partner airline.

The hospitality areas at SIGNAL IDUNA PARK – Stammtisch seating, Trilux Business Club, Borussia Park, Rote Erde Club (expanded to 20 boxes) and the Unilever Lounge – reached 100% capacity in the 2012/2013 financial year. On several match days, the unrelenting demand for incentive packages which companies can book for individual matches could be met only by setting up special VIP tents.

Advertising income also included bonuses from sponsors for advancing to further stages of the UEFA Champions League and ultimately reaching the final and for finishing the season in second place in the standings, thus qualifying directly for the group stage in the 2013/2014 season.

Income from TV marketing

Income from TV marketing once again represented the largest component of sales in the 2012/2013 financial year for Borussia Dortmund. Income from domestic and international TV marketing totalled EUR 87,612 thousand (previous year: EUR 60,396 thousand).

Borussia Dortmund brought in domestic TV marketing income of EUR 29,705 thousand, an increase of EUR 1,849 thousand on the previous year. The team's number-two ranking in the four-year evaluation, its number-two finish in the tables, an improved UEFA co-efficient and a higher pay-out stipulated in the TV agreement for 2012/2013 were all reasons behind the rise.

After its elimination from the group stage of the UEFA Champions League tournament in 2011/2012, Borussia Dortmund made it to the final in the 2012/2013 financial year, and thereby more than doubling its income from international TV marketing, which amounted to EUR 55,435 thousand (previous year: EUR 25,596 thousand). Borussia Dortmund won seven of its 13 Champions League matches, came away with three draws and conceded its first loss in the second leg of the semi-final tie against Real Madrid. The UEFA revenue distribution consisted of the market pool share as well as bonuses based on participation, matches and performance-related factors. The market pool itself was composed of Part A, which is based on the past season's Bundesliga table standings, and Part B, which is calculated using a ratio comparing the number of matches a given team played to the total number of matches played by all German teams. Borussia Dortmund therefore benefited from its status as the German champion and from being one of only three German teams to participate in the UEFA Champions League.

Because the team was eliminated in the quarter-finals of the DFB Cup, income from TV marketing during Cup competition slid by EUR 4,475 thousand to EUR 2,469 thousand

Transfer income

In the 2011/2012 financial year, EUR 26,130 thousand in transfer income was generated primarily from the transfers Shinji Kagawa to Manchester United and Lucas Barrios to Guangzhou Evergrande. In 2012/2013 transfer income rose by EUR 25,470 thousand to EUR 51,600 thousand. In addition to Mario Götze, who exercised a contractual release clause and transferred to FC Bayern Munich, the following players also left Borussia Dortmund: Ivan Perisic (VfL Wolfsburg), Leonardo Bittencourt (Hannover 96), Chris Löwe (1. FC Kaiserslautern), Felipe Santana (FC Schalke 04) and Daniel Ginczek (1. FC Nürnberg). In addition, Moritz Leitner was loaned to VfB Stuttgart for the next two seasons.

Retail income

Retail income, which consisted of sales from catering, advance booking fees and rental and lease income, amounted to EUR 15,905 thousand – nearly identical to the previous year's figure (EUR 15,484 thousand).

Income from release fees for national team players

Income from release fees for national team players called up for the German national team's matches came to EUR 3,247 thousand (previous year: EUR 3,903 thousand).

Other operating income

Other operating income fell by EUR 5,350 thousand to EUR 2,302 thousand as compared to the previous reporting period, in particular because income from release fees for national team players was reclassified in 2012/2013.

DEVELOPMENT OF SIGNIFICANT OPERATING EXPENSES

Personnel expenses

Personnel expenses amounted to EUR 99,847 thousand in financial year 2012/2013, up EUR 25,312 thousand from the previous year. The largest increases were attributable to the professional squad, mainly a result of its footballing success in the UEFA Champions League.

The personnel expenses for the professional squad rose by around 35% year-on-year. In addition to the year-on-year increase in the budget for the professional squad, the increase is attributable primarily to the variable personnel expense components associated with the club's participation in the UEFA Champions League final and its second place finish in the Bundesliga.

Personnel expenses also increased in the retail and administrative areas by around EUR 1,984 thousand, not only as a result of the UEFA Champions League bonuses paid out to all employees, but also because nearly every business segment increased staffing levels in order to be able to take on ever-increasing workloads.

Personnel expenses from other match operations rose by EUR 606 thousand year on year.

Depreciation, amortisation and write-downs

Depreciation, amortisation and write-downs increased from EUR 3,579 thousand to EUR 14,517 thousand during the reporting period, primarily as a result of investments in the professional squad.

Other operating expenses

Other operating expenses amounted to EUR 101,666 thousand in the reporting period compared with EUR 76,093 thousand in the previous year.

All items under other operating expenses increased significantly in the past financial year. This was due mainly to the club's successes in the UEFA Champions League – in particular the squad's matches – and expenses such as agency commissions which, for the most part, went hand-in-hand with increased sales.

Financial result

The financial result amounted to EUR 2,756 thousand in 2012/2013, as compared to EUR 1,988 thousand in the previous year.

FINANCIAL POSITION

Analysis of capital structure

After taking into account the net income for the year, Borussia Dortmund's equity amounted to EUR 182,406 thousand as at 30 June 2013. This corresponds to an equity ratio of 62.91%.
Liabilities rose by EUR 15,456 thousand as against the figures as at the previous year's balance sheet date. The breakdown of the increase is described in the following:

Financial liabilities rose by EUR 1,403 thousand and now amount to EUR 14,275 thousand. Trade payables increased by EUR 4,278 thousand to EUR 10,249 thousand.

Other liabilities increased by the most, EUR 10,246 thousand, primarily as a result of wage and sales tax payables not yet due.

Deferred income declined by EUR 9,528 thousand due to the annual decrease in advance payments for agency and marketing rights and as a result of the delay in the sale of season tickets for the 2013/2014 season.

Analysis of capital expenditure

In financial year 2012/2013, Borussia Dortmund invested EUR 20,856 thousand in intangible fixed assets. Nearly the entirety of this amount was invested in the player base.
Cash payments for tangible fixed assets during the same period amounted to EUR 5,539 thousand and primarily included fixtures and expansions at SIGNAL IDUNA PARK.

Analysis of liquidity

As at 30 June 2013, Borussia Dortmund held unrestricted cash funds of EUR 11,539 thousand. At the balance sheet date, Borussia Dortmund had access to an additional EUR 15,000 thousand in overdraft facilities which had not been drawn down.

Proceeds from the sale of player registrations amounted to EUR 13,187 thousand in the past financial year. Payments for investments in the professional squad amounted to EUR 20,846 thousand.

NET ASSETS

Borussia Dortmund's total assets increased from EUR 231,112 thousand to EUR 289,960 thousand. The increase as at 30 June 2013 resulted mainly from the EUR 44,326 thousand increase in trade receivables and other assets.

OVERALL ASSESSMENT OF FINANCIAL POSITION AND PERFORMANCE

Borussia Dortmund ended the financial year with net income for the year of EUR 53,258 thousand, an improvement of EUR 18,974 thousand over the previous year.

The equity ratio is stable and, taking into account the net income for the year, is calculated at around 63%. As at 30 June 2013, Borussia Dortmund held unrestricted cash funds of EUR 11,539 thousand. At the balance sheet date, Borussia Dortmund had access to an additional EUR 15,000 thousand in overdraft facilities which had not been drawn down.

REMUNERATION REPORT

The structure of the management remuneration system is defined and regularly reviewed by the Executive Committee of the Advisory Board. The Executive Committee of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH is also responsible for setting the remuneration of the individual executives and for defining the appropriate amount of remuneration. The appropriate remuneration level is defined in particular on the basis of the specific executive's responsibilities and performance, as well as on the basis of Borussia Dortmund's financial position, performance and future prospects.

Executive remuneration consists of two components: a fixed amount and a variable component. The fixed component is stipulated by contract and is paid out in twelve equal monthly instalments. The variable component is based on the business trend and is dependent on net income for the year before tax and the managing directors' remuneration. Any additional non-cash or ancillary benefits granted relate primarily to insurance benefits at standard market conditions and the provision of a company car. The Company does not offer any stock option plans or similar incentive plans. The remuneration components provided are reasonable both in and of themselves and taken as a whole.

Remuneration of the Supervisory Board is governed by Article 13 of the Articles of Association, pursuant to which each member of the Supervisory Board receives fixed remuneration amounting to EUR 7 thousand; the Chairman receives twice that amount and the Deputy Chairman one and a half times that amount. Value added tax is reimbursed to the members of the Supervisory Board.

The disclosures required by § 285 no. 9 HGB are included in the notes to the financial statements.

THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM AS IT RELATES TO THE ACCOUNTING PROCESS

The key features of the accounting process-related internal control and risk management system employed by Borussia Dortmund can be described as follows:

- Borussia Dortmund distinguishes itself through its clear organisational and corporate structures as well as its control and monitoring structures;
- the internal control and risk management systems as they relate to the accounting process form an integral part of operational and strategic planning processes;
- responsibilities have been clearly assigned in all areas of the accounting process (such as financial accounting and management cost accounting);
- reporting is carried out in monthly, quarterly, semi-annual and annual intervals, whereby a distinction is made between matters requiring immediate action by the Company and those involving Company strategy;
- the computer systems used in accounting are protected against unauthorised access;
- an adequate system of internal guidelines has been established and is updated as needed;
- the departments involved in the accounting process fulfil quantitative and qualitative requirements;
- the completeness and accuracy of the accounting data is checked regularly by reviewing samples and conducting plausibility tests, both manually and by means of software employed for this purpose;
- the principle of dual control is adhered to at all points in the Company's accounting-related processes;
- the management receives reports at scheduled intervals throughout the process or more frequently if necessary;
- the Supervisory Board deals with the key accounting issues, risk management and the audit assignment, among other things.

The accounting process-related internal control and risk management system, the key features of which are described above, ensures that transactions can be correctly recorded, prepared and accounted for in the financial statements.

OPPORTUNITY AND RISK REPORT

RISK MANAGEMENT

Borussia Dortmund's divisions are exposed to a wide variety of risks that are inseparably linked to the conduct of business. A functioning control and monitoring system is essential to the early identification and assessment of and systematic response to these risks. It is the responsibility of the internal risk management system to monitor and control such potential risks.

The risk management system is based on principles and guidelines laid out by the management. These principles and guidelines are designed to facilitate the early identification of any irregularities so that appropriate countermeasures can be taken. In order to ensure the highest possible level of transparency, risk management has been incorporated into the organisational structure of the Group as a whole. All departments and divisions are required to immediately report any market-relevant changes in the risk portfolio to the management. The risk management system is also an integral component of the overarching planning, steering and reporting process.

This year, the risk inventory procedure implemented with the objective of cataloguing and assessing all risks has again proven effective as a management tool. Risks are identified, discussed and reviewed in consideration of current circumstances in one-on-one meetings or plenary sessions in order to assess the current likelihood of their occurring and the extent of the losses they might entail. Particular emphasis is placed on high priority risks that could significantly jeopardise the ability of Borussia Dortmund to continue as a going concern. Thus the organisational groundwork has been laid to enable the Group to identify any changes to the risk situation that may emerge early on.

Regular risk reports to the governing bodies of Borussia Dortmund keep them informed of Borussia Dortmund's current risk profile, enabling them to monitor and manage risk.

SPECIFIC RISKS

Strategic risk

The economic trend of a football company depends on its athletic performance. However, this can only be planned to a certain extent, meaning that financial and corporate planning must be aimed at maintaining the profitability of the company – even in the face of setbacks – so as to avoid risks to the Company's future existence. Long-term affiliations and partnerships ensure a certain level of planning security, independently of sporting success. Moreover, it is important to reconcile the conflict between pursuing athletic objectives – including taking the measures necessary to achieve such objectives – and meeting financial requirements such as assuring adequate liquidity.

In addition, in order for its team to participate in Bundesliga matches, Borussia Dortmund requires a licence, which is issued for each season by DFL Deutsche Fußball Liga GmbH. Issue of this licence has a significant impact on the Company's financial position and financial performance by its very nature. As in previous years, Borussia Dortmund has been issued a licence for the coming season without any conditions or requirements.

Personnel risk

The importance of human resources to companies is growing. Thus, personnel risk represents a central risk category in a company's risk management organisation.

The core business of Borussia Dortmund – participating in Bundesliga matches – is largely dependent on the Company's human resources. Athletic success, which forms the basis for economic success, is heavily dependent on the professional sports squad and the quality of the players. Intensive scouting and medical examinations are intended to help the Company avoid making ill-advised investments in signing new players. However, the absence of key players, for example due to injury, cannot be foreseen and, as a result, may jeopardise the ability of the Company to meet internally defined objectives.
Yet in the non-sports segments as well, the use of qualified specialists and executives is essential for Borussia Dortmund; thus it is important that the Company retain such personnel over the long term.

Macroeconomic risk

The trend in future funding through sponsorship is difficult to foresee. Borussia Dortmund has laid the groundwork for the coming years through the conclusion of long-term contracts with major sponsors. Since many companies – primarily SMEs – are currently employing caution in waiting to see how the market will develop, we cannot reliably forecast whether last years' total volume in sponsorship can be achieved again this year.

It is impossible to plan and manage the risk of interruptions to match operations, for example due to outbreak of an epidemic. Nor is it possible to foresee the potential financial ramifications of such a situation.

Borussia Dortmund has been subject to tax audits and audits by social security carriers in the past. Borussia Dortmund is of the opinion that its tax returns were submitted completely and correctly and that its social security contributions were paid in full and on time. However, should the tax or social security authorities view the situation differently due to a diverging assessment of the facts, it is possible that they could later make additional claims that could impact the Company's financial position and performance.

Competitive risk

The UEFA regulations on club licensing and financial fair play were adopted in May 2010. The regulations aim

- to introduce more discipline and rationality in club football finances
- to encourage clubs to operate on the basis of their own revenues
- to protect the integrity and smooth running of UEFA club competitions
- to encourage responsible spending for the long-term benefit of football
- to ensure that clubs settle their liabilities punctually
- to protect the long-term viability and sustainability of European club football.

The process was introduced gradually starting with the 2011/2012 season. Starting with the reports on liabilities and future financial information, the most important factor in receiving permission to play from UEFA in the future will be the break-even requirement, which took effect at the end of the 2012 reporting year, and will be reviewed during the 2013/2014 UEFA club competition season and result in sanctions in cases of non-adherence. The club monitoring procedure will be supervised by UEFA's Club Financial Control Panel, which may request additional information from the license applicant and/or the licensing body at any time during this process.

FINANCIAL RISK

Interest rate risk

Borussia Dortmund is exposed to interest rate risks due to its variable-rate credit agreements.

Management has entered into interest rate swap transactions with German financial institutions in order to lock in low interest rates over the medium to long term and hedge the risk of changes in cash flows due to changing interest rates.

Credit risk

Borussia Dortmund conducts business exclusively with third parties of high credit standing. Credit risk may arise in the context of player transfers and long-term sponsorship agreements as well as from centralised marketing agreements.

Two loans, each with a principal amount of EUR 5,000 thousand and which mature in May 2021, are subject to covenants with respect to the Group's equity ratio and interest coverage ratio (EBITDA/interest expense) as stated in the consolidated financial statements. In addition, an overdraft facility in the amount of EUR 5,000 thousand is subject to covenants relating to the equity ratio, net debt/EBITDA and the interest coverage ratio.

These covenants are reviewed on an annual basis; all covenants were complied with during the year under review.

Liquidity risk

Liquidity risk refers to the risk of being unable at any point in time to meet regular payment obligations on time and in the full amount.

Regular reporting and strict controls aimed at adherence to target figures, approved budgets and KPIs ensure that the Company's liquidity remains a transparent variable. Liquidity is constantly monitored through liquidity planning, which takes expected cash flows into consideration. As with any planning, an inherent risk exists in that current estimates are subject to risks and uncertainties. Actual results may differ from the planning statements. However, there is a general risk that budgeted proceeds may not be realised due, for example, to agreements not being able to be honoured as entered into due to the poor economic climate and/or insolvency of the customer.

OVERALL ASSESSMENT OF RISK POSITION

With regard to the risks discussed in this report and the review of the overall risk position, no risks were identified in the financial year under review that would contribute to a permanent or material deterioration in the financial position or financial performance of either the Group or its individual companies.

Thanks to its risk management system, Borussia Dortmund is in a position to comply with the statutory provisions on control and transparency in the Company.
A review of the risk situation revealed that none of the individual risks defined within the risk areas jeopardise the continued existence of Borussia Dortmund.

REPORT ON EXPECTED DEVELOPMENTS

EXPECTED DEVELOPMENT OF THE COMPANY

The club's footballing performance in the Bundesliga, the DFB Cup and the UEFA Champions League during the 2012/2013 financial year caused a sensation in Germany and abroad, and generated high levels of proceeds. Although economic success depends heavily on winning titles and achieving successes on the pitch, Borussia Dortmund's general situation inspires confidence that the club can deliver an excellent performance even in years in which the club does not win any silverware.

EXPECTED GENERAL ECONOMIC ENVIRONMENT

Overall, Borussia Dortmund operates in an environment suited perfectly for football and brand development: with Brazil hosting the World Cup next year, 2014 will be a year dominated by football.

Furthermore, Borussia Dortmund's existing TV marketing agreements ensure that the club will generate solid proceeds and enjoy a high level of TV exposure.

Securing long-term partners as sponsors also continues to be a priority at Borussia Dortmund. For example, the club entered into multi-year agreements with its primary sponsor, its equipment supplier and the holder of the stadium's naming rights.

The marketing process for Champion Partners for the 2013/2014 season is virtually concluded and most partners have entered into long-term agreements.

Demand for hospitality seating continues to remain constant for the upcoming season as well. Very few existing customers opt to use the contractual notice period to cancel their participation on time. Capacity for the upcoming season has already reached 100% by the end of the 2012/2013 season.

The sale of 55,000 season tickets speaks volumes and highlights the popularity of football at Dortmund's SIGNAL IDUNA PARK.

Even though the club did not win any titles during the 2012/2013 season, the season was considered a sporting success. However, the club is not relying solely on spectators and international success in order to remain a top-tier club in the long-term. The club will continue to reinforce the foundation of its footballing success. The youth academy and the training ground in Brackel were expanded and the youth squad, the amateur squad and of course the professional squad were strengthened with new talents.

EXPECTED RESULTS OF OPERATIONS

Expected earnings trend

Management assumes that it will generate net income for the year in its annual financial statements and consolidated financial statements for the coming 2013/2014 financial year. Based on conservative budget estimations, net income for the year will be in the seven-figure range.

The result of the 2014/2015 financial year depends on the club's sporting success in the 2013/2014 season and is therefore very difficult to plan.

Expected sales trend

Given the one-off effects in the 2012/2013 financial year – particularly the high transfer income and considerably higher TV marketing proceeds attributable to the club's spectacular footballing success in the UEFA Champions League – and against the background of steady advertising proceeds, stable spectator interest and expected TV proceeds from Bundesliga matches and the group stage of the UEFA Champions League, Borussia Dortmund can expect conservative sales volumes. Although it is possible that the income awarded by UEFA for participating in the UEFA Champions League will rise in the upcoming financial year if the club advances past the group stage, this income potential and any potential transfer income was not taken into account in the Company's traditionally highly conservative budget.

Expected trend for significant operating expenses

In order to avoid risk, or to at a minimum keep such risk as low and manageable as possible, the club's highest priority continues to be managing and continually monitoring costs and expenses.

Operating expenses are linked directly to the number of matches played, meaning that these are always contingent upon the club's footballing success.

Personnel expenses are also significantly dependent upon the club's sporting success, because the professional squad is primarily compensated on the basis of its performance.

EXPECTED DIVIDENDS

Due to the fact that the club qualified directly for the group stage of the UEFA Champions League and in light of the club's economic success in the past financial year, Borussia Dortmund will propose a dividend distribution of EUR 0.10 per share carrying dividend rights (totalling EUR 6,141 thousand) to its shareholders at the Annual General Meeting in November 2013.

EXPECTED FINANCIAL POSITION

Capital expenditure and financial planning

Borussia Dortmund will remain true to its core business and will focus on improving the professional squad as well as the infrastructure at SIGNAL IDUNA PARK and the training ground. Borussia Dortmund pursues a conservative capital expenditure strategy in order to mitigate financial risk. As part of its capital expenditure planning, Borussia Dortmund will thus not count on any uncertain sporting successes which, if they failed to materialise, would lead to substantial new debt.

Expected liquidity trend

Borussia Dortmund generated positive cash flow from operating activities of EUR 22,410 thousand in the past financial year. This positive cash flow and the expected increase in income will enable Borussia Dortmund to pay dividends and continue to invest in its professional squad and make infrastructure investments.

OPPORTUNITIES

During the 2013/2014 season, Borussia Dortmund will again compete in the UEFA Champions League and thus secure itself income from international activities, the amount of which, however, depends on the club's footballing performance. The new strategic merchandising and sponsoring alliances and the club's success in international competitions mean that Borussia Dortmund will stabilise this income if it continues its current footballing success.

The squad continues to be at the heart of this success. In the coming season, Borussia Dortmund will again field a particularly strong, young squad with a high market value. Many players have signed long-term contracts with the club, reflecting the Company's long-term planning.

Furthermore, management is aware that Borussia Dortmund's team roster includes young, top-tier players with high market values who have the potential to secure large transfer income. Similarly, these players are the foundation of Borussia Dortmund's continued sporting and economic performance. Thus, consideration must be given to what extent the short-term gain from transfer income counters this performance and whether it is in Borussia Dortmund's overall strategic interest to forgo the short-term increase in hidden reserves.

OVERALL ASSESSMENT OF EXPECTED PERFORMANCE

After winning two German championships, Borussia Dortmund once again competed at a high level in multiple domestic and international competitions. These performances were followed with great interest far beyond the borders of Germany.

Despite losing some players, Borussia Dortmund again assembled a strong squad for the upcoming season by making well-advised personnel decisions, thus laying the foundation for continued footballing and economic success.

REPORT ON POST-BALANCE SHEET DATE EVENTS

DFL Super Cup

Borussia Dortmund started the 2013/2014 season with a 4:2 victory over FC Bayern Munich in the DFL Super Cup, thus already securing its first official title of the season.

RTL wins media rights in Germany

RTL has secured the media rights in Germany for the European qualification matches of the 2016 UEFA European Championship and the 2018 FIFA World Cup. However, some rights for live broadcasts and qualification matches have not yet been awarded.

Preparations for the new season

Trainer Jürgen Klopp began preparing for the new season by holding training camps in Bad Ragaz, Switzerland, and Brixental in the Kitzbühel Alps of Austria. "The conditions could not be more perfect," said Klopp. Before contesting its first Bundesliga match, Borussia Dortmund won friendlies against Europa League participant Bursaspor Kulübül with 4:1, 1.FC Magdeburg with 3:0, FC Luzern with 4:1 and the Würzburger Kickers with 3:0.

The squad

There were four new player additions for the upcoming 2013/2014 season:

- **Henrikh Mkhitaryan**
  Henrikh won seven championships in eight years with his previous club, speaks five languages, is 24 years old and was born in Armenia. He most recently played for FC Shakhtar Donetsk and has signed with Borussia Dortmund until 2017.

- **Pierre-Emerick Aubameyang**
  Pierre-Emerick is 24 years old, is a member of the Gabon national team and holds a French passport. He most recently played for AS St. Etienne and has signed with Borussia Dortmund until 2018.

- **Sokratis Papastathopoulos**
  Sokratis, 25, most recently played for Werder Bremen and has signed with Borussia Dortmund until 2018.

- **Marian Sarr**
  Marian made his professional debut in January 2013, at the time playing for the first youth squad. He most recently played for Bayer 04 Leverkusen and has signed with Borussia Dortmund until 2017.

DFB Cup

As expected, Borussia Dortmund won its first game in the DFB Cup against the regional division club SV Wilhelmshaven with 3:0. Borussia Dortmund's next game of the competition will be an away match against TSV 1860 Munich.

Bundesliga

Borussia Dortmund built on its success of the DFL Super Cup victory by besting FC Augsburg with 4:0 in its first match of the 2013/2014 Bundesliga season.

Group organisational structure

In July 2013, Borussia Dortmund purchased the stadium property from its subsidiary, BVB Stadion GmbH, in order to simply the Group organisational structure going forward.

OTHER DISCLOSURES

REPORT IN ACCORDANCE WITH § 289 (4) OF THE HGB

The following information has been provided by the Company in response to the requirements of § 289 (4) nos. 1 to 9 HGB:

1. The share capital of Borussia Dortmund GmbH & Co. KGaA amounts to EUR 61,425,000.00 and is divided into 61,425,000 no-par value ordinary bearer shares. All of the shares have been admitted to trading on the Regulated Market (General Standard) of the Frankfurt Stock Exchange and to the over-the-counter markets (Open Market) in Berlin, Bremen, Stuttgart, Munich, Hamburg and Düsseldorf. Each no-par value share entitles the holder to one vote at the Annual General Meeting. The Company has only one class of shares, and all shares carry the same rights and obligations. All other rights and responsibilities attaching to the Company's shares are determined in accordance with the German Stock Corporation Act (Aktiengesetz, "AktG").

2. Restrictions affecting the voting rights or transfer of the shares, and

3. Interests in the share capital of Borussia Dortmund GmbH & Co. KGaA exceeding 10% of the voting rights as at 30 June 2013:
   - Ballspielverein Borussia 09 e.V. Dortmund, Dortmund, Germany: 18,95% of the voting rights (of which 7,24% held directly and 11,71% held indirectly by including the voting rights of Bernd Geske, Germany, pursuant to § 22 (2) WpHG).

   - Bernd Geske, Germany: 18,95% of the voting rights (of which 11.71% held directly and 7.24% held indirectly by including the voting rights of Ballspielverein Borussia 09 e.V. Dortmund, Dortmund, Germany, pursuant to §22 (2) WpHG).

   According to the information available, the inclusion of the voting rights in either case is based on a shareholders' agreement concluded between Ballspielverein Borussia 09 e.V. Dortmund and Bernd Geske initially for a term until mid-2017. The material subject matter of said agreement is the stipulation binding the parties to exercise their voting rights in favour of Ballspielverein Borussia 09 e.V. Dortmund with regard to Bernd Geske's shares in Borussia Dortmund GmbH & Co. KGaA, and that Bernd Geske and Ballspielverein Borussia 09 e.V. Dortmund mutually agree to inform one another and vote on any changes to their respective shareholdings in Borussia Dortmund GmbH & Co. KGaA, especially pertaining to the transfer of shares.

4. There are no shares with special rights conferring powers of control.

5. There is no control of voting rights in cases in which employees are shareholders.

6. Because of its legal form as a partnership limited by shares, Borussia Dortmund GmbH & Co. KGaA does not have a management board. Instead, management and representation of the Company is the responsibility of the general partner. The provisions of § 6 no. 1 of the Articles of Association stipulate that Borussia Dortmund Geschäftsführungs-GmbH, with registered offices in Dortmund, is to act as such an executive body on a permanent basis and not for a limited period of time by virtue of its status as a shareholder. The appointment and removal of managing directors of Borussia Dortmund Geschäftsführungs-GmbH is governed by § 8 no. 6 of its shareholders' agreement and is the responsibility of the Executive Committee of its Advisory Board, and therefore not of the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA.

   In principle, changes may be made to the Articles of Association of Borussia Dortmund GmbH

& Co. KGaA only by a resolution of its General Shareholders' Meeting, which, in accordance with § 133 (1) of the AktG, must be passed by a simple majority of votes and also, in accordance with § 15 No. 3 of the Articles of Association of the Company in conjunction with § 179 (1) and (2) of the AktG, by a simple majority of the capital represented on the date of the resolution, except to the extent that mandatory statutory provisions or the Articles of Association stipulate otherwise. A mandatory provision of statute requires that a resolution of the Annual General Meeting be passed by a majority of three-quarters of the share capital represented on the date of the resolution in the event of amendments to the Articles of Association relating to the object of the Company (§ 179 (2) sentence 2 AktG), the issuance of non-voting preferred shares (§ 182 (1) sentence 2 AktG), capital increases involving the disapplication of pre-emptive subscription rights (§ 186 (3) AktG), the creation of conditional capital (§ 193 (1) AktG), the creation of authorised capital (§ 202 (2) AktG) – where appropriate with authorisation to disapply pre-emptive subscription rights (§ 203 (2) sentence 2 in conjunction with § 186 (3) AktG) –, the ordinary or simplified reduction of share capital (§ 222 (1) sentence 2 and § 229 (3) AktG) or a change of legal form (§ 233 (2) and § 240 (1) of the German Reorganisation and Transformation Act [Umwandlungsgesetz, "UmwG"]). In addition, capital increases, other amendments to the Articles of Association and other decisions of a fundamental nature may only be resolved with the approval of the general partner in accordance with § 285 (2) sentence 1 AktG. The Supervisory Board is authorised in accordance with § 12 no. 5 of the Articles of Association to resolve changes to the Articles of Association which relate only to the wording thereof, in particular in connection with the amount of capital increases from authorised and conditional capital.

7. The general partner is authorised until 29 November 2015, with the approval of the Supervisory Board, to increase the share capital by a maximum of EUR 30,712,500.00 in total by issuing new no-par value ordinary bearer shares against cash and/or in-kind contributions on one or more occasions (Authorised Capital 2010). The limited liability shareholders have a statutory pre-emptive right over new shares issued by the Company. Such new shares may also be subscribed by a bank or a company in accordance with § 53 (1) sentence 1 or § 53b (1) sentence 1 or (7) of the German Banking Act (Kreditwesengesetz, "KWG") if it agrees to offer them to the limited liability shareholders for subscription. However, the general partner is authorised, with the approval of the Supervisory Board, to decide to disapply the statutory pre-emptive subscription rights of the limited liability shareholders. Pre-emptive subscription rights may be disapplied

a) with respect to fractional amounts arising as a consequence of subscription ratios;
b) in the event of capital increases against cash contributions up to a total amount of 10% of the share capital existing on the date of registration of the Authorized Capital 2010 or, if lower, 10% of the share capital existing on the date of exercise of the authorisation (in each case taking into account any other authorisations made use of during the effective period of this authorisation for the disapplication of pre-emptive subscription rights pursuant to or through the corresponding application of § 186 (3) sentence 4 AktG), provided the issue amount of the new shares does not fall significantly below the market price;
c) in the event of capital increases against in-kind contributions, particularly for the purpose of acquiring companies, equity investments, real estate, rights and claims against the Company.

The general partner is authorised, with the approval of the Supervisory Board, to determine the further details of the capital increase and the terms and conditions of the share issue.

In the event of a takeover bid for shares issued by the Company and admitted to trading on a regulated market, the general statutory responsibilities and powers apply to the general partner in other respects.

For example, if a takeover bid were to be received, the general partner and the Supervisory Board would be required to issue and publish a response to the bid, giving their reasons, in accordance with § 27 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz, "WpÜG") to enable the limited liability shareholders to make a decision on the bid on an informed basis. Moreover, in accordance with § 33 WpÜG, once a takeover bid has been announced, the general partner may not take any actions outside the ordinary course of business that could frustrate the success of the bid, unless those actions have been authorised by the Annual General Meeting, or the Supervisory Board has given its approval of the actions or the actions relate to obtaining a competing bid. In making their decisions, the general partner and the Supervisory Board are bound to have regard to the interests of the Company, its employees and its shareholders. As at the balance sheet date, the Articles of Association did not contain any provisions within the meaning of §§ 33a – 33c WpÜG (European prohibition on frustrating action, European breakthrough rule, reservation of reciprocity).

8. The Company is not a party to any material agreements which are conditional on a change of control following a takeover bid for the issued shares of Borussia Dortmund GmbH & Co. KGaA.

9. The Company is not a party to any compensation agreements that would apply in the event of a takeover bid.

STATEMENT BY THE GENERAL PARTNER ON RELATIONS WITH AFFILIATED COMPANIES

The Dependent Company Report prepared by Borussia Dortmund GmbH & Co. KGaA pursuant to § 312 AktG sets out the relations with Ballspielverein Borussia 09 e.V. Dortmund as the controlling entity and its affiliated companies. The general partner – represented by its managing director – issued the following declaration in this regard:

"Based on the circumstances known to us at the time the transactions were entered into, the Company received appropriate consideration for each of the transactions set out in the report on relations with affiliated companies in the financial year. In all other cases, the Company has been compensated for any disadvantages having arisen. No other measures within the meaning of § 312 (1) AktG were either undertaken or omitted during the financial year".

DISCLAIMER

This management report contains forward-looking statements. Such statements are based on current estimates and are by nature subject to risks and uncertainties. Actual results may differ from the statements made in this report.

Dortmund, 22 August 2013
Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien
Borussia Dortmund Geschäftsführungs-GmbH

Hans-Joachim Watzke Managing Director (Chairman)	Thomas Treß Managing Director

ANNUAL FINANCIAL STATEMENTS

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

Real Love.

ANNUAL FINANCIAL STATEMENTS

BALANCE SHEET of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

EUR '000	30/06/2013	30/06/2012
ASSETS		
A. FIXED ASSETS		
I. Intangible fixed assets		
1. Concessions, industrial rights and similar rights and assets and licenses in such rights and assets	28,871	17,746
2. 2. Prepayments	0	8,550
	28,871	**26,296**
II. Tangible fixed assets		
1. Land, land rights and buildings including buildings on third-party land	24,248	22,056
2. Other equipment, operating and office equipment	11,140	10,772
3. Prepayments and assets under construction	341	137
	35,729	**32,965**
III. Long-term financial assets		
1. Shares in affiliated companies	139,190	139,190
2. Other long-term equity investments	96	96
3. Other loans	1,081	836
	140,367	**140,122**
	204,967	**199,383**
B. CURRENT ASSETS		
I. Inventories		
Merchandis	47	48
II. Receivables and other assets		
1. Trade receivables	64,983	18,893
2. Receivables from affiliated companies	1,726	1,596
3. Other assets	1,975	3,869
	68,684	**24,358**
III. Cash-in-hand, bank balances	**11,539**	**4,858**
	80,270	**29,264**
C. PREPAID EXPENSES	**4,723**	**2,465**
	289,960	**231,112**

EUR '000	30/06/2013	30/06/2012
EQUITY AND LIABILITIES		
A. EQUITY		
I. Subscribed capital	61,425	61,425
less nominal value of treasury shares	-20	-20
Issued capital	61,405	61,405
II. Capital reserves	34,199	34,194
III. Revenue reserves		
1. Reserve for treasury shares	20	20
2. Other revenue reserves	33,524	2,924
	33,544	2,944
IV. Net retained profits	53,258	34,284
	182,406	**132,827**
B. PROVISIONS		
1. Provisions for taxes	3,956	3,800
2. Other provisions	9,423	6,238
	13,379	**10,038**
C. LIABILITIES		
1. Liabilities to banks	14,275	12,872
2. Trade payables	10,249	5,971
3. Liabilities to affiliated companies	3,577	4,048
4. Other liabilities of which from taxes: EUR 18,340 thousand (previous year: EUR 7,985 thousand) of which in relation to social security: EUR 8 thousand (previous year: EUR 5 thousand)		
	56,070	**40,614**
D. DEFERRED INCOME	**38,105**	**47,633**
	289,960	**231,112**

INCOME STATEMENT of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

EUR '000	01/07/2012 – 30/06/2013	01/07/2011 – 30/06/2012
1. Sales	272,436	191,213
2. Other operating income	2,302	7,652
	274,738	**198,865**
3. Personnel expenses		
a) Wages and salaries	-96,908	-71,857
b) Social security, post-employment and other employee benefit costs of which for post-employment: EUR 226 thousand (previous year: EUR 173 thousand)	-2,939	-2,678
	-99,847	**-74,535**
4. Amortisation and write-downs of intangible fixed assets and depreciation and write-downs of tangible fixed assets	-14,517	-10,938
5. Other operating expenses	-101,666	-76,093
6. Income from other long-term equity investments of which from affiliated companies: EUR 133 thousand (previous year: EUR 100 thousand)	166	167
7. Income from profit and loss transfer agreements – all of which from affiliated companies –	4,470	3,447
8. Income from long-term loans	7	5
9. Other interest and similar income davon aus Aufzinsungen TEUR 0 (Vj. 54)	87	108
10. Zinsen und ähnliche Aufwendungen of which from the reversal of discounting: EUR 0 thousand (previous year: EUR 54 thousand)	-1,974	-1,739
11. Result from ordinary activities	**61,464**	**39,287**
12. Taxes on income	-8,143	-4,888
13. Other taxes	-63	-115
14. Net income for the year / Net retained profits	**53,258**	**34,284**

NOTES to the annual financial statements for the 2012/2013 financial year of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien (hereinafter also "Borussia Dortmund" or "Borussia Dortmund GmbH & Co. KGaA")

GENERAL DISCLOSURES TO THE ANNUAL FINANCIAL STATEMENTS

The annual financial statements of Borussia Dortmund GmbH & Co. KGaA for the 2012/2013 financial year have been prepared in accordance with the requirements of the German Commercial Code (*Handelsgesetzbuch, "HGB"*) and the particular accounting requirements of the German Stock Corporation Act *(Aktiengesetz, "AktG")*. There is an additional obligation in accordance with § 315a (1) HGB to prepare consolidated financial statements applying international financial reporting standards (IFRSs) as adopted by the EU.

The balance sheet classifications comply with the classification format under commercial law in accordance with § 266 HGB, while the income statement has been prepared in the vertical format using the nature of expense method in accordance with § 275 HGB. In some instances, the additional information to be provided in accordance with the statutory requirements is presented in the notes for reasons of clarity and accessibility.

As a result of the fact that BV. Borussia 09 e.V. Dortmund holds 100% of the shares in Borussia Dortmund Geschäftsführungs-GmbH and is therefore regarded indirectly as a controlling company, Borussia Dortmund GmbH & Co. KGaA qualifies as a dependent company within the meaning of § 17 AktG and accordingly is required to prepare a Dependent Company Report in accordance with § 312 AktG. This report must also contain the statutory concluding statement required in accordance with § 312 AktG which must be included in the management report.

The accounting policies applied in the previous year were carried over completely into the current year.

ACCOUNTING POLICIES

Fixed assets

Intangible fixed assets are measured at cost less amortisation based on their expected useful lives or at the lower fair value. Player registrations reported in these financial statements are measured at cost, taking into account the decisions of the Federal Court of Finance (*Bundesfinanzhof, "BFH"*) of 26 August 1992, I R 24/91 and of 14 December 2011 I R 108/10 and the FIFA Regulations on the "Status and Transfer of Players" contained in circular no. 769 of 24 August 2001 which came into force on 21 September 2001, and are amortised on a straight-line basis in accordance with the term of the individual contracts for professional players.

Tangible fixed assets are measured at cost less accumulated depreciation. Items with a value between EUR 150.00 to EUR 1,000.00 were recognised as an omnibus item and will be written down over a period of five years. Depreciation and amortisation are based on the economic useful lives of assets.

Long-term financial assets were measured at cost or the lower fair value in case of permanent impairment.

Inventories

Inventories are measured at cost less any discounts, subject to the strict lower of cost or market principle.

Receivables and other assets

Receivables and other assets are measured at their nominal amounts. A general valuation allowance was made for the overall credit and interest-rate risk while separate allowances are recognised for identifiable individual risks.

Cash-in-hand and bank balances

Cash-in-hand and bank balances are recognised at their nominal amounts.

Prepaid expenses

Prepaid expenses consist principally of prepayments relating to the professional squad and insurance premiums. The amounts are reversed rateably over the terms/lives of the individual items.

Provisions

Provisions are recognised for all identifiable uncertain liabilities. They are carried at the settlement amounts deemed necessary as dictated by prudent business judgement.

Liabilities

Liabilities are recognised at the settlement amount.

Deferred income

In addition to the license fee received in the course of a true sale of receivables in 2007/2008 from the marketing company Sportfive GmbH & Co. KG for the entire term of the agreement, deferred income also includes payments received from ticketing, catering and sponsoring for the 2013/2014 season. The amounts are reversed rateably over the periods to which they relate.

NOTES TO THE BALANCE SHEET

Fixed assets

The breakdown of fixed assets is as follows:

EUR '000	30/06/2013	30/06/2012
Intangible fixed assets	28,871	26,296
Tangible fixed assets	35,729	32,965
Long-term financial assets	140,367	140,122
	204,967	**199,383**

Intangible fixed assets consist of purchased player registrations, trademark rights and computer software. Changes in this item during financial year 2012/2013 related to additions (EUR 20,431 thousand), offset by amortisation (EUR 11,676 thousand) and write-downs of carrying amounts (EUR 6,180 thousand) in connection with the professional squad. The increase in capitalised player registrations was based primarily on the transfer fees paid for new player signings Marco Reus, Julian Schieber, Leonardo Bittencourt and Oliver Kirch. Write-downs of carrying amounts related mainly to the players Ivan Perisic, Leonardo Bittencourt, Felipe Santana and Dimitar Rangelov.

Tangible fixed assets consist principally of real property in the stadium and the adjoining area *"Am Luftbad"*. Other components of tangible fixed assets include the commercial premises constructed on land subject to hereditary building rights, buildings and athletic facilities at the training ground, the catering extensions and other movable components of the stadium. This also includes the operating and office equipment used at these facilities as well as the administrative headquarters. The additions to tangible fixed assets relate primarily to investments in SIGNAL IDUNA PARK and the expansion of the training ground in Dortmund-Brackel.

Long-term financial assets, in addition to the direct equity investments described in more detail in the list of direct shareholdings, largely comprise a tenant's loan relating to the administration building reported under other loans.

The Company has entered into control and profit and loss transfer agreements with its subsidiaries BVB Stadionmanagement GmbH, BVB Merchandising GmbH and BVB Stadion Holding GmbH. For its part, BVB Stadion Holding GmbH has entered into profit and loss transfer agreements with BVB Stadion GmbH and BVB Beteiligungs-GmbH.

The development of gross fixed assets and of accumulated depreciation and amortisation for the individual items of fixed assets are shown in the following analysis:

CHANGES IN FIXED ASSETS

EUR '000	Cost				
	As at 01/07/2012	Additions	Reclassifications	Disposals	As at 30/06/2013
I. Intangible fixed assets					
1. Concessions, industrial rights and similar rights and assets and licenses in such rights and assets	43,346	20,431	8,550	11,513	60,814
2. Prepayments	8,550	0	-8,550	0	0
	51,896	**20,431**	**0**	**11,513**	**60,814**
II. Tangible fixed assets					
1. Land, land rights and buildings including buildings on third-party land	29,460	3,037	101	0	32,598
2. Other equipment, operating and office equipment	25,373	2,289	-9	1,488	26,165
3. Prepayments and assets under construction	137	296	-92	0	341
	54,970	**5,622**	**0**	**1,488**	**59,104**
III. Long-term financial assets					
1. Shares in affiliated companies	139,190	0	0	0	139,190
2. Other long-term equity investments	96	0	0	0	96
3. Other loans	836	288	0	43	1,081
	140,122	**288**	**0**	**43**	**140,367**
	246,988	**26,341**	**0**	**13,044**	**260,285**

Current assets

Current assets are made up as follows:

EUR '000	30/06/2013	30/06/2012
Inventories	47	48
Receivables and other assets	68,684	24,358
Cash-in-hand, bank balances	11,539	4,858
	80,270	**29,264**

Depreciation, amortisation and write-downs				Residual carrying amounts	
As at 01/07/2012	Additions	Disposals	As at 30/06/2013	As at 30/06/2013	As at 30/06/2012
25,600	11,676	5,333	31,943	28,871	17,746
0	0	0	0	0	8,550
25,600	**11,676**	**5,333**	**31,943**	**28871**	**26,296**
7,404	946	0	8,350	24,248	22,056
14,601	1,895	1,471	15,025	11,140	10,772
0	0	0	0	341	137
22,005	**2,841**	**1,471**	**23,375**	**35,729**	**32,965**
0	0	0	0	139,190	139,190
0	0	0	0	96	96
0	0	0	0	1,081	836
0	**0**	**0**	**0**	**140,367**	**140,122**
47,605	**14,517**	**6,804**	**55,318**	**204,967**	**199,383**

Inventories represent the material value of decorative shares in the form of printed physical share certificates, measured at cost.

Other receivables mainly include tax receivables and payment claims against season ticket holders.

Receivables and other assets with a term of more than one year amount to EUR 2,786 thousand.

Treasury shares are presented as a deduction item from equity.

Pursuant to a resolution by the Annual General Meeting on 16 November 2004, the Company was authorised to acquire own shares amounting to 10% of the share capital on or before 30 April 2006. The Company was also authorised to sell its treasury shares either on or off the stock market. Off-market sales are permitted, among other purposes, for the sale of shares in the form of printed physical share certificates which are freely transferable and tradable. In such cases, shareholders' subscription rights are excluded in accordance with § 71 (1) no. 8 AktG. In the period between the date of admission of the Company's shares to trading (31 October 2000) and the balance sheet date, the Company acquired a total of 34,000 no-par value shares and sold 14,231 no-par value shares off-market in the form of printed physical share certificates. The gain on disposal has been reported separately under other operating income. At the balance sheet date, the Company's holding of its own securities consisted of 19,769 no-par value shares.

Further disclosures required in accordance with § 160 AktG are given in the following overview. The income from the sale of shares has been included in the profit from operating activities:

Month	Transactions in own/treasury shares	Total treasury shares	Total share capital in EUR	Share in total capital in %	Selling price EUR
07/2012 – 12/2012	-258		-258	0.000	2,838.00
As at 31/12/2012		20,049	20,049	0.033	
01/2013 – 06/2013	-280		-280	0.000	3,080.00
As at 30/06/2013		19,769	19,769	0.032	

No bank balances have been pledged as security for loans.

Prepaid expenses

In addition to prepayments for personnel expenses relating to the professional squad of EUR 1,293 and compensation of EUR 1,667 thousand recognised for loaned players, prepaid expenses also include compensation from service agreements.

Equity

EUR '000	30/06/2013	30/06/2012
Subscribed/issued capital	61,405	61,405
Capital reserves	34,199	34,194
Revenue reserves	33,544	2,944
Net retained profits	53,258	34,284
	182,406	**132,827**

The Company's subscribed capital amounts to EUR 61,425 thousand and is divided into 61,425,000 no-par value shares, each representing a notional share in the share capital of EUR 1.00, less the notional value of treasury shares of EUR 20 thousand. Equity contains a presentation of treasury shares in which the nominal amount of the treasury shares is deducted from equity under subscribed capital on the face of the balance sheet; furthermore, a reserve for treasury shares is also presented.

Furthermore, by resolution of the Annual General Meeting on 30 November 2010, the general partner was authorised, with the approval of the Supervisory Board, to increase the share capital on one or more occasions by or before 29 November 2015 by issuing new no-par value shares against cash or non-cash contributions, by no more than a total of EUR 30,712,500.00 (Authorised Capital 2010).

The change in reserves was as follows:

Change in reserves

EUR '000	01/07/2012	Additions	Withdrawals	30/06/2013
Capital reserves	34,194	5	0	34,199
Revenue reserves	2,944	30,600	0	33,544
	37,138	**30,605**	**0**	**67,743**

The annual financial statements for the 2011/2012 financial year were adopted at the Annual General Meeting on 26 November 2012, which resolved to use a portion of the net retained profits to distribute a dividend of EUR 0.06 per share carrying dividend rights (totalling EUR 3,684 thousand) to the limited liability partners and to transfer the remainder (EUR 30,600 thousand) to revenue reserves.

The other changes in the capital reserves and revenue reserves resulted from the sale of treasury shares.

Changes in equity were as follows:

Changes in equity

EUR '000	01/07/2012	Additions /withdrawals	Dividend	Net income for the year	30/06/2013
Subscribed/ issued capital	61,405	0	0	0	61,405
Capital reserves	34,194	5	0	0	34,199
Revenue reserves	2,944	30,600	0	0	33,544
Net retained profits	34,284	-30,600	-3,684	53,258	53,258
	132,827	**5**	**-3,684**	**53,258**	**182,406**

Provisions

EUR '000	30/06/2013	30/06/2012
Provisions for taxes	3,956	3,800
Other provisions	9,423	6,238
	13,379	**10,038**

Provisions for taxes amounted to EUR 3,956 thousand and include the tax obligations from the past financial year.

Other provisions primarily include staff-related obligations and provisions for outstanding invoices.

Deferred taxes

Deferred tax assets and liabilities based on differences in the carrying amounts of tangible fixed assets in the financial accounts and the tax accounts are netted against each other. There are no deferred tax liabilities in excess of the amount netted. In exercising the option set forth under § 274 (1) sentence 2 HGB, the Company does not recognise deferred tax assets from tax loss carryforwards. Deferred taxes are measured using the average tax rate of 32.81% (previous year: 32.2%).

Liabilities

The maturities and security granted in respect of liabilities reported at 30 June 2013 are shown in the following overview.

		of which with a residual term of		
EUR '000	**Total 30/06/2013**	**less than 1 year**	**1 – 5 years**	**more than 5 years**
Liabilities to banks	14,275	1,040	9,035	4,200
Trade payables	10,249	10,249	0	0
Liabilities to affiliated companies	3,577	3,577	0	0
Other liabilities	27,969	26,346	1,623	0
- of which from taxes: EUR 18,340 thousand (previous year: EUR 7,985 thousand)				
- of which social security: EUR 8 thousand (previous year: EUR 5 thousand)				
	56,070	**41,212**	**10,658**	**4,200**

Liabilities to banks are secured in full by real property liens, assignments and transfer rights.

In addition to loans in the amount of EUR 2,297 thousand (previous year: EUR 2,909 thousand), other liabilities consisted mainly of wage and value added tax not yet due.

They also include liabilities to shareholders amounting to EUR 744 thousand (previous year: EUR 80 thousand).

Deferred income

Deferred income includes licence fees received in 2007/2008 from the Sportfive GmbH & Co. KG marketing company for the twelve-year term of the agency licensing agreement, as well as payments received from ticketing, catering and sponsoring for the 2013/2014 season. The amounts are reversed rateably over the periods to which they relate.

Other financial obligations

As at the balance sheet date, there were financial obligations including rental, leasing, hereditary lease, licensing and loss assumption obligations resulting from inter-company agreements. The classification by maturity is shown in the following table:

		of which with a residual term of		
EUR '000	**Total 30/06/2013**	**less than 1 year**	**1 – 5 years**	**more than 5 years**
Stadium rent all of which due to affiliated companies	68,534	5,630	21,203	41,701
Marketing fees	103,317	17,934	57,549	27,834
Rental and leasing	20,916	2,386	10,633	7,897
Other financial obligations	3,048	781	478	1,789
Purchase commitments	7,750	7,750	0	0
	203,565	**34,481**	**89,863**	**79,221**

Furthermore, there are contingent liabilities from guarantees related to BVB Merchandising GmbH totalling EUR 143 thousand. Based on past experience, it is unlikely that claims on these guarantees will be asserted..

Derivative financial instruments

Management entered into three interest rate swap transactions with German *Landesbanken* (i.e., banks local to Germany's individual states or *"Länder"*) with respect to credit facilities having fixed-interest rates expiring in 2013 and 2017 in order to lock in the low interest rates over the medium and long term and hedge the risk of changes in cash flows due to changing interest rates. The banks have already approved credit facilities with terms extending until 2021 and 2028; these financial liabilities will also be hedged. The cash flow hedge is effective to the extent that the relevant valuation parameters of the hedged item and the hedge match (critical terms match method).

The interest rate swaps are measured at fair value by discounting expected future cash flows, and are broken down as follows:

Interest rate swaps

	30/06/2013	
	Notional amount	**Fair value**
Pay-fixed swaps	18,000	-1,612

The negative market values as at the balance sheet date are not recognised since the prerequisites for hedge accounting pursuant to § 254 HGB have been met. Provisions are only recognised for the ineffective portion of the hedge in the amount of EUR 26 thousand for expected losses from executory contracts.

NOTES TO THE INCOME STATEMENT

The following table shows the items of the income statement classified by area of activity as required by the German Football League (Deutsche Fußball Liga GmbH, "DFL") for the licensing procedure.

Sales

EUR '000	2012/2013	2011/2012
Match operations	44,780	31,404
Advertising	69,292	57,799
Media exploitation rights and joint marketing	87,612	60,396
Transfers	51,600	26,130
Retail, Conference, Catering, Misc.	15,905	15,484
Release fees for national team players	3,247	0
	272,436	**191,213**

Sales amounted to EUR 272,436 thousand for the 2012/2013 financial year. The 42.48% sales increase was driven by growth in all income categories as well as the reclassification of release fees for national team players from other operating income (previous year: EUR 3,903 thousand) to sales.

Income from Borussia Dortmund's match operations increased by EUR 13,376 thousand to EUR 44,780 thousand in financial year 2012/2013. The additional UEFA Champions League matches (including the final at Wembley Stadium) alone generated additional income of EUR 11,832 thousand for Borussia Dortmund.

Borussia Dortmund generated EUR 69,292 thousand in marketing income (previous year: EUR 57,799 thousand). In the 2012/2013 financial year, marketing accounted for 25.43% of total sales, once more making it a core component of income, alongside TV marketing.

The three key sponsors alone (the primary sponsor, Evonik Industries AG, the holder of the stadium's naming rights, SIGNAL IDUNA, and the new kit supplier, PUMA SE) as well as the ten Champion Partners contributed to increasing income by EUR 9,473 thousand. Advertising income also included sponsor bonuses paid for the club's success in the UEFA Champions League and for directly qualifying for the 2013/2014 season. Income from media exploitation rights and joint marketing once again represented the largest component of sales in financial year 2012/2013. Borussia Dortmund's TV marketing sales grew by EUR 27,216 thousand over the previous year to EUR 87,612 thousand.

Transfer income amounted to EUR 51,600 thousand (previous year: EUR 26,130 thousand), due primarily to the transfers of Mario Götze, Ivan Perisic, Leonardo Bittencourt and Daniel Ginczek.

Personnel expenses

The breakdown of personnel expenses is as follows:

EUR '000	**2012/2013**	**2011/2012**
Match operations	52,860	39,632
Retail and Administration	8,502	6,518
Amateur and youth football	3,679	3,073
	65,041	**49,223**

Furthermore, in financial year 2012/2013 the professional squad received performance-based bonuses of EUR 34,806 thousand (previous year: EUR 25,312 thousand).

Other operating expenses

EUR '000	**2012/2013**	**2011/2012**
Match operations	41,530	32,500
Advertising and marketing	22,720	17,549
Transfers	13,418	9,023
Retail	2,031	1,681
Administration	19,722	13,212
Other	2,245	2,128
	101,666	**76,093**

Other operating expenses amounted to EUR 101,666 thousand in the reporting period compared with EUR 76,093 thousand in the previous year.

In addition to the increase in match operations (up EUR 9,030 thousand), the items showing the largest growth were the administrative expenses (up EUR 6,510 thousand), advertising expenses including Sportfive's income-based agency commission (up EUR 5,171 thousand) and transfer fees including the write downs of carrying amounts (up EUR 4,395 thousand).

Prior-period income of EUR 1,942 thousand from prior-year settlements was received during the current financial year. Prior-period expenses amounted to EUR 147 thousand.

Taxes on income

Taxes on income amounted to EUR 8,143 thousand (previous year: EUR 4,888 thousand) and consisted primarily of tax expenses relating to the financial year ended.

OTHER DISCLOSURES

Corporate Governance

The management and Supervisory Board of Borussia Dortmund GmbH & Co. KGaA issued the Declaration of Conformity with the German Corporate Governance Code required by § 161 of the German Stock Corporation Act *(Aktiengesetz)* on 10 September 2012 and made it permanently available to shareholders on the website at www.bvb.de/aktie.

EXECUTIVE BODIES

General partner

The general partner is Borussia Dortmund Geschäftsführungs-GmbH, whose registered office is in Dortmund (Local Court *(Amtsgericht)* of Dortmund, HRB 14206) and which does not have an interest in the Company's share capital. Its share capital amounts to EUR 30 thousand. It is exempt from the restrictions contained in § 181 of the German Civil Code *(Bürgerliches Gesetzbuch, "BGB")*.

The Managing Directors of this company are Mr Hans-Joachim Watzke (Chairman) and Mr Thomas Treß, each of whom has sole power of representation.

In the most recent financial year, the members of management received the following amounts for their activities, including responsibilities relating to subsidiary companies:

EUR '000	2012/2013	2011/2012
Dipl.-Kfm. Hans-Joachim Watzke (Chairman)		
Fixed components		
Fixed remuneration	900	750
Other remuneration	21	18
Dipl.-Kfm. Thomas Treß		
Fixed components		
Fixed remuneration	460	460
Other remuneration	59	59
	1,440	**1,287**

Based on the net income for the year and the footballing success of the team, Mr Hans-Joachim Watzke furthermore received EUR 2,156 thousand in performance-based remuneration (previous year: EUR 1,413 thousand), and Mr Thomas Treß also received EUR 1,371 thousand in performance-based remuneration (previous year: EUR 875 thousand).

Supervisory Board of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

Gerd Pieper Chairman	**Harald Heinze** Deputy Chairman	**Peer Steinbrück**	**Bernd Geske**	**Friedrich Merz**	**Christian Kullmann**
Occupations					
Managing shareholder of Stadt-Parfümerie Pieper GmbH, Herne	Chairman of the Board of Dortmunder Stadtwerke AG	Member of German Bundestag	Managing partner of Bernd Geske Lean Communication, Meerbusch	Attorney and partner, Mayer Brown LLP, Düsseldorf	Executive Vice President and head of the General Secretariat of Evonik Industries AG, Essen
Other responsibilities					
Member of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund Member of the Advisory Board of the Signal Iduna Group, Dortmund	Member of the Supervisory Board of M-Exchange AG, Lohmar (until 31/12/2012)	Member of the Supervisory Board of ThyssenKrupp AG, Duisburg/Essen (until 31/12/2012)		Member of the Supervisory Board of the AXA Konzern AG, Cologne Member of the Board of Directors of BASF Antwerpen N.V., Antwerp, Belgium Member of the Supervisory Board of Deutsche Börse AG, Frankfurt a.M. Member of the Supervisory Board and Chairman of the Board of Directors of HSBC Trinkaus & Burkhardt AG, Düsseldorf Member of the Board of Directors of Stadler Rail AG, Bussnang, Switzerland Chairman of the Supervisory Board of WEPA Industrieholding SE, Arnsberg	

The names of the current members of the Company's Supervisory Board, their occupations and their further responsibilities on other management bodies are listed above. In the past financial year, the Supervisory Board received remuneration amounting to EUR 53 thousand.

Employees

The average number of employees during the year was 299 (previous year: 259).

Average number of employees	2012/2013	2011/2012
Average number of employees	299	259
Athletics department	178	150
Trainees	7	3
Other	114	106

List of shareholdings

The following table gives summarised information relating to companies in which the Company has a shareholding of more than 20%:

	Registered office	Share capital EUR '000	Shareholding in %	Equity EUR '000	Net profit/loss EUR '000
BVB Stadionmanagement GmbH*	Dortmund	52	100.00	66	87
BVB Stadion Holding GmbH*	Dortmund	260	100.00	123,700	-9
besttravel dortmund GmbH	Dortmund	50	51.00	829	779
BVB Merchandising GmbH*	Dortmund	75	100.00	10,881	4,299
Sports & Bytes GmbH	Dortmund	200	100.00	1,769	464
BVB Stadion GmbH*	Dortmund	26	99.74	27,769	99
BVB Beteiligungs-GmbH*	Dortmund	26	94.90	5,704	-6
Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH**	Dortmund	52	33.33	620	-40

* Profit and loss transfer agreements are in force. Profit/loss of the Company prior to transfer to/absorption by the consolidated tax group parent.

** Included in the consolidated financial statements as at 31 December 2012 as an associate.

The companies are included in the consolidated financial statements of Borussia Dortmund GmbH & Co. KGaA, Dortmund. The consolidated financial statements are published in the electronic Federal Gazette.

Related-party disclosures

The general partner in Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien is Borussia Dortmund Geschäftsführungs-GmbH. The latter is responsible for the management and legal representation of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien. The power to appoint and remove members of staff thus rests with BV. Borussia 09 e.V., Dortmund, in its capacity as the sole shareholder in Borussia Dortmund Geschäftsführungs-GmbH. Both Borussia Dortmund Geschäftsführungs-GmbH and BV. Borussia 09 e.V. Dortmund, as well as all companies associated therewith hence are deemed to be related parties.

Auditors' fee

The total fee invoiced by the auditors for the 2012/2013 financial year is reported at the Group level in the notes to the consolidated financial statements of Borussia Dortmund GmbH & Co. KGaA.

Notifiable shareholding under § 160 (1) no. 8 AktG in conjunction with § 21 of the German Securities Trading Act *(Wertpapierhandelsgesetz, "WpHG")*

We have been informed of the following reportable shareholdings:

Notification	Shareholder	Registered office	Threshold	Voting rights in %	Share in voting rights	Date on which threshold reached
Exceeded						
31 May 2012	BV. Borussia 09 e.V. Dortmund	Dortmund	10.00 & 15.00%	18.95	11,639,909	25 May 2012
31 May 2012	Bernd Geske		15.00%	18.95	11,639,909	25 May 2012

Proposed appropriation of net profit

The management will recommend to the Annual General Meeting that it resolve to use the net retained profits of EUR 53,258 thousand for financial year 2012/2013 to distribute a dividend of EUR 0.10 per share carrying dividend rights (totalling EUR 6,141 thousand) and to transfer the remainder (EUR 47,117thousand) to other revenue reserves.

Dortmund, 22 August 2013
Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien
Borussia Dortmund Geschäftsführungs-GmbH

Hans-Joachim Watzke	Thomas Treß
Managing Director (Chairman)	Managing Director

RESPONSIBILITY STATEMENT

To the best of our knowledge, and in accordance with the applicable reporting principles, the annual financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company, and the management report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the material opportunities and risks associated with the expected development of the Company.

Dortmund, 22 August 2013
Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien
Borussia Dortmund Geschäftsführungs-GmbH

Hans-Joachim Watzke	Thomas Treß
Managing Director (Chairman)	Managing Director

AUDITOR'S REPORT

We have audited the consolidated financial statements prepared by
Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund,

– consisting of the consolidated statement of financial position, consolidated statement of comprehensive income, consolidated statement of cash flows, consolidated statement of changes in equity and the notes to the consolidated financial statements – and the Group management report for the financial year from 1 July 2012 to 30 June 2013. The preparation of the consolidated financial statements and the Group management report in accordance with IFRSs as adopted in the EU and the additional requirements of commercial law to be applied under § 315a (1) of the German Commercial Code (*Handelsgesetzbuch, "HGB"*) as well as the supplementary provisions in the Articles of Association is the responsibility of the Company's management. Our responsibility is to express an opinion on the consolidated financial statements and the Group management report, based on our audit.

We conducted our audit of the consolidated financial statements in accordance with § 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer [in Deutschland] (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the consolidated financial statements in accordance with the relevant financial reporting standards and in the Group management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Group and expectations of possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the internal accounting control system and the evidence supporting the disclosures in the consolidated financial statements and the Group management report are examined primarily on a test basis within the framework of the audit. The audit includes the assessment of the annual financial statements of the companies included in the consolidated financial statements, the definition of the group of consolidated companies, the accounting and consolidation principles used and significant estimates made by the legal representatives, as well as the evaluation of the overall presentation of the consolidated financial statements and the Group management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the results of our audit, the consolidated financial statements comply with IFRS as adopted in the EU and the additional requirements of commercial law to be applied under § 315a (1) HGB as well as the supplementary provisions in the Articles of Association and give a true and fair view of the net assets, financial position and results of operations of the Group in accordance with these requirements. The Group management report is consistent with the consolidated financial statements, provides as a whole a suitable view of the Group's position and suitably presents the opportunities and risks of future development.

Dortmund, 22. August 2013

KPMG AG
Wirtschaftsprüfungsgesellschaft

Blücher
Auditor *Wirtschaftsprüfer*

Banke
Auditor *Wirtschaftsprüfer*

GROUP MANAGEMENT REPORT

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

Real Love.

GROUP MANAGEMENT REPORT from 1 July 2012 to 30 June 2013 of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien (hereinafter "Borussia Dortmund" or the "Group")

BUSINESS TREND AND FRAMEWORK CONDITIONS

LOOKING BACK ON FINANCIAL YEAR 2012/2013

Spectacular, even without a title. Any way you look at it, Borussia Dortmund's latest campaign was exciting, thrilling and, ultimately, a success.

It was a draw that tipped the scales on Match Day 34, putting Borussia Dortmund ahead by one point and helping the team edge out Bayer Leverkusen as runner-up in the German championship. With that, Borussia Dortmund and FC Bayern Munich will represent Germany in next season's UEFA Champions League.

The UEFA Champions League proved an ideal stage for BVB in the 2012/2013 season.

With four wins and two draws, Jürgen Klopp's players overcame Ajax Amsterdam, Manchester City and Real Madrid. In the round of 16, a 2:2 draw at Shakhtar Donetsk followed by a decisive 3:0 victory before its home crowd were enough to secure the team a spot in the quarter-finals. The drama of the 3:2 home win over Malaga rose far above the 0:0 draw in the first leg of the tie. BVB Netradio set a new record of 362,498 listeners, and the show's reporter, Danny Fritz, clinched the number one spot in the 1Live O-Ton charts.

The team's 4:1 win over Real Madrid at SIGNAL IDUNA PARK in the first leg of the semi-final tie put Borussia Dortmund on track for a spot in the final. Despite the team's 2:0 loss in Spain, their spot was secure.

It was not until a 1:2 loss to FC Bayern Munich in the final match in London's Wembley Stadium that the team could be stopped – namely, by the same opponent who eliminated Borussia Dortmund in the DFB Cup quarter-finals. The final score in that match was 1:0 in favour of Munich.

No less than two valuable long-term investments paid off this season: Marco Reus, who played for Borussia Dortmund for ten years and then for Rot Weiss Ahlen and Borussia Mönchengladbach for six years, returned to his hometown as the "2012 Player of the Year". Now, after nineteen goals in competitive matches, it feels like Reus never left at all. Nuri Sahin has also returned to Dortmund. The 24-year-old returned to Borussia Dortmund on an 18-month loan from Madrid and has since scored three times for the club.

DFB Cup: Round 1
18 August 2012
FC Oberneuland – BVB 0:3

Match Day 1
24 August 2012
BVB – Werder Bremen 2:1

KEY FINANCIAL FIGURES

Financial data overview

Borussia Dortmund Group (IFRS)

EUR '000	2012/2013 30/06/2012	2011/2012 30/06/2011
Equity	140,618	93,455
Capital expenditure	27,511	28,276
Gross revenue	307,817	222,869
Operating profit (EBIT)	65,117	41,392
Financial result (investment income and net interest expense)	-5,081	-4,801
Consolidated net profit for the year	51,193	27,530
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	87,531	59,979
Cash flows from operating activities	28,595	28,037
Number of shares (in thousands)	61,425	61,425
Earnings per share (in EUR)	0.83	0.45

DEVELOPMENT OF THE MARKET AND COMPETITIVE ENVIRONMENT

Spectator report

As in the past, Borussia Dortmund remains the undisputed leader in the spectator rankings in professional German football. With just under 1.36 million stadium visitors in the 2012/2013 Bundesliga season, Borussia Dortmund has once again topped FC Bayern Munich in spectator attendance. That works out to an average of almost 79,900 visitors per game in SIGNAL IDUNA PARK – almost twice as many as the Bundesliga per-game average of 41,914.

Sponsorships

Turkish Airlines came on board just in time for the UEFA Champions League final. The team made an unbeatable entrance, arriving to the final match in a new Boeing 737-800 decked out in black and yellow. With the team's participation in this year's UEFA Champions League final, two consecutive Bundesliga championships and the DFB Cup under its belt, Borussia Dortmund and Brinkhoff's No.1 deepened their close partnership in advance by extending their joint agreement by five years to 2020.

Lebara Germany Limited came on board as a new sponsor. The mobile network operator is innovative and international – a good fit for Borussia Dortmund.

Merchandising

BVB Merchandising GmbH also grew, posting a revenue increase of 34.9%.

Match Day 2
1 September 2012
Nuremberg – BVB 1:1

Match Day 3
15 September 2012
BVB – Leverkusen 3:0

Borussia Dortmund is exploring new angles with its team merchandise. Hermes Hansecontrol has been exclusively monitoring the safety and quality of team merchandise since July 2013. In addition, the scope of team merchandise deliveries was expanded in April 2013, and starting immediately, "black and yellow" merchandise will be delivered to many countries in Asia (e.g., India, Thailand, Malaysia and Indonesia), Africa (e.g., South Africa and Tunisia) and South America (e.g., Mexico and Chile).

Champions League Final

The football match of the year was record-breaking in many ways. The demand for tickets in Dortmund alone reached 502,567, many times more than the roughly 24,000 which were available in Dortmund for the match in London's Wembley Stadium. Even for the quarter-finals, BVB Netradio had as many as 362,498 live listeners. It is no surprise that the first "public listening" event organised for the semi-finals blazed a new trail in communications. More impressive than surprising were the figures for TV viewership – ZDF captured a 43.8% market share and drew 13.7 million viewers during the semi-finals, while the final even set a new German record: an average of 22.5 million viewers tuned in to see the match on ZDF and Sky. Never before have more people in Germany watched a match between two club teams on television.

The match also made waves abroad. It was seen by over 360 million people in more than 200 countries. With this year's success, Borussia Dortmund has also gained status amongst the 22 million UEFA fans that follow the UEFA Champions League through official social media channels.

For a good cause

Borussia Dortmund made a difference off the pitch as well – Dortmund has a new rising star, its non-profit foundation "leuchte auf – Die BVB-Stiftung". On Match Day 12 of the 50th Bundesliga season, Borussia Dortmund celebrated the creation of "leuchte auf".

Borussia Dortmund will use the foundation as a vehicle to expand its charity work for the good of the community. Borussia Dortmund is aware of its responsibility to society and wants to give back a part of what many people have contributed to BVB over the years.

"YOUNGSTERS Akademie am Borsigplatz", an educational project started by the foundation, has been held up as a best-practice example by Initiativkreis Ruhr, a local association promoting corporate social responsibility.

In addition, Borussia Dortmund's "Strom09" project brought together many of its loyal fans to reduce CO2 emissions by 1,200 tons in the first six months of the year. This was the first milestone on the path to reducing CO2emissions by a total of 25,000 tons – one ton for every fan the stadium's south stand (Südtribüne) holds.

UCL: Match Day 1
18 September 2012
BVB – Ajax Amsterdam 1:0

Match Day 4
22 September 2012
Hamburg – BVB 3:2

Big names in Dortmund

Michael Zorc, sporting director of Borussia Dortmund, was voted manager of the year for the second time. The vote was cast by an elite group of active and former players, coaches and journalists. Zorc, whose contract was extended to 2016 in January 2013, made his debut as a player for Borussia Dortmund in 1978 and stands for continuity.

Thomas Treß is a symbol of continuity for Borussia Dortmund as well; the team also extended the managing director's contract by two years to 2016 ahead of schedule.

Sale of media rights for 2015-2018

The UEFA is preparing to sell media and sponsorship rights for the UEFA Champions League, the Europa League and the UEFA Super Cup. Rights for 2015 to 2018 are set to be renegotiated. While the UEFA Champions League remains club football's premium product, the intention is to elevate the status of the UEFA Europa League. The play-offs and group stages of the UEFA club competition season take place from August to December. The knockout phase in February is when things start heating up, and the final marks the high point of the European football season.

Several improvements are coming to the UEFA Europa League: Starting in the 2015/2016 season, the winner will automatically receive a spot in the Champions League play-offs. In special cases, a club can even qualify for the group stage directly. The deciding criteria for qualification are whether the champion of the UEFA Champions League is a member of the same association as the club and whether the champion also qualified for the competition via the domestic championship. When this change is applied, the maximum number of participants allowed from a single association will be increased from four to five.

These changes and the centralisation of commercial rights are intended to make the competition, even its early stages, more appealing to all participating clubs.

The Super Cup is also included in the rights package. Since 20 June 2013, the rights have been sold individually in each regional market using a tiered system.

Match Day 5
25 September 2012
Frankfurt – BVB 3:3

Match Day 6
29 September 2012
BVB – Bor. M'gladbach 5:0

International Business Development

Borussia Dortmund's spectacular footballing performance on the international stage and the team's participation in the 2013 UEFA Champions League final have focused more attention on the club's internationalisation.

In light of this fact, a first step has been to internationalise general communications over digital media (website, social media) and to publish all content in a bilingual format. In addition to expanding PR efforts beyond Germany, the Company broadcast "BVB World", the club's hour-long English-language TV show, in more than 20 foreign markets during the 2012/2013 season.

In a second step, targeted communications and localisation based on market and media research were introduced in select European and Asian target markets. This strategy allows Borussia Dortmund to actively present itself locally (examples include the BVB's Evonik Football Academy in Austria and Japan) and to publish content tailored to the Japanese market in Japanese on its homepage. Internationalisation efforts in sales channels are moving forward as well, leading to partnerships with international companies (Turkish Airlines, Yanmar, Hankook) and the sale of merchandise outside of Germany.

DFL – Deutsche Fußball Liga GmbH

Dr Reinhard Rauball stated he was prepared to serve as president of the league association for three more years. "It's been my great pleasure to work with my colleagues on the league association board and on the DFL supervisory board over the past few years. Together with the clubs and DFL management, we've found solutions when difficult points have arisen such as the new TV contract, discussions to improve security at matches and the preservation of the "50+1 rule". We've also laid the foundation for continued success in the future", said Dr Rauball. "The Bundesliga as a whole is on a path to success in terms of football, social responsibility and finances. I want to make my contribution towards extending this positive trend." Dr Rauball was re-elected on 7 August of this year at the Annual General Meeting of the League Association, held in Berlin.

UEFA Congress in London

At the 37th UEFA Congress in London, the European Football Parliament passed a resolution to fight racism in football, a cause which Borussia Dortmund supports and works to promote.

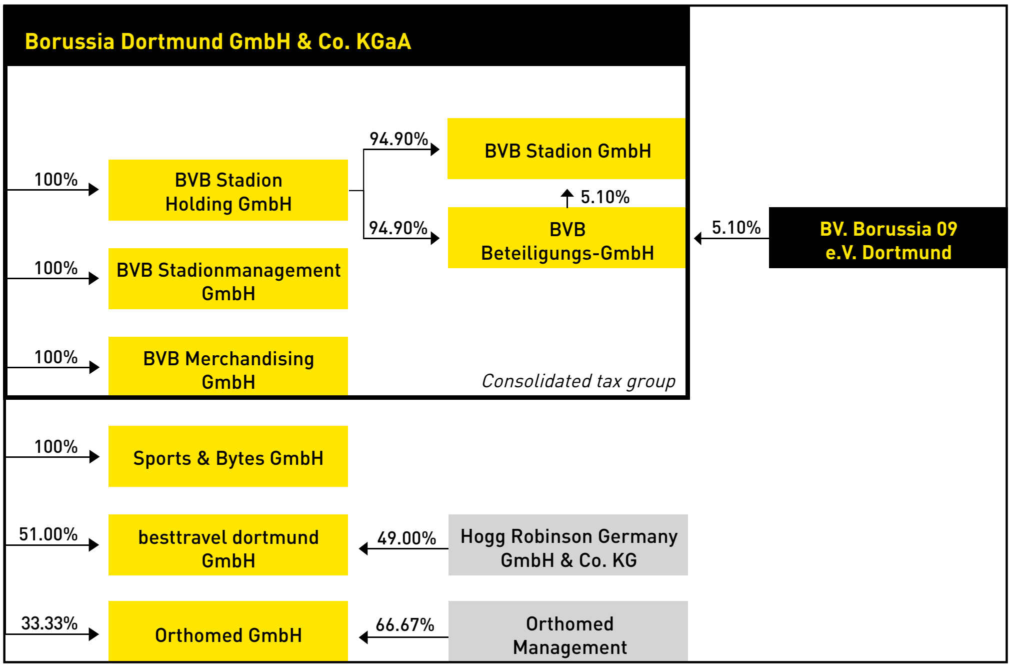
UCL: Match Day 2
3 October 2012
Manchester City – BVB 1:1

Match Day 7
7 October 2012
Hannover 96 – BVB 1:1

GROUP STRUCTURE AND BUSINESS OPERATIONS

In addition to its core activities of playing football and marketing SIGNAL IDUNA PARK, Borussia Dortmund has established football-related lines of business. The Company currently holds indirect and direct equity investments in the following companies: BVB Stadionmanagement GmbH (100.00%), BVB Stadion Holding GmbH (100.00%), Sports & Bytes GmbH (100.00%), BVB Merchandising GmbH (100.00%), BVB Stadion GmbH (99.74%), BVB Beteiligungs-GmbH (94.90%), besttravel dortmund GmbH (51.00%) and Orthomed GmbH (33.33%).

Some of these companies have concluded mutual control and/or profit and loss transfer agreements.



Match Day 8
20 October 2012
BVB – FC Schalke 04 1:2

UCL: Match Day 3
24 October 2012
BVB – Real Madrid 2:1

ORGANISATION OF MANAGEMENT AND CONTROL

Borussia Dortmund Geschäftsführungs-GmbH, the general partner of Borussia Dortmund GmbH & Co. KGaA, is responsible for management and representation of the latter. Borussia Dortmund Geschäftsführungs-GmbH is in turn represented by its Managing Directors Hans-Joachim Watzke and Thomas Treß; its sole shareholder is Ballspielverein Borussia 09 e.V. Dortmund.

The following chart shows the structures and responsibilities as between Ballspielverein Borussia 09 e.V. Dortmund, Borussia Dortmund GmbH & Co. KGaA and Borussia Dortmund Geschäftsführungs-GmbH.

The Supervisory Board of Borussia Dortmund GmbH & Co. KGaA, which is appointed by the Annual General Meeting, has limited rights and duties. Specifically, it has no authority with respect to matters involving personnel, i.e., no authority to appoint and dismiss managing directors at Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their contracts. Nor is the Supervisory Board authorised to adopt internal rules of procedure or a list of transactions requiring its consent on behalf of the general partner. Rather, such rights and duties are vested in the governing bodies of Borussia Dortmund Geschäftsführungs-GmbH, namely its Advisory Board and the Executive Committee created by the Advisory Board.

Match Day 9
27 October 2012
FC Freiburg – BVB 0:2

DFB Cup: Round 2
30 October 2012
VfR Aalen – BVB 1:4

The names of the current members of the Company's Supervisory Board, their occupations and their further responsibilities on other management bodies are listed below:

Supervisory Board of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

Gerd Pieper Chairman	**Harald Heinze** Deputy Chairman	**Peer Steinbrück**	**Bernd Geske**	**Friedrich Merz**	**Christian Kullmann**
Occupations					
Managing shareholder of Stadt-Parfümerie Pieper GmbH, Herne	Chairman of the Board of Dortmunder Stadtwerke AG	Member of German Bundestag	Managing partner of Bernd Geske Lean Communication, Meerbusch	Attorney and partner, Mayer Brown LLP, Düsseldorf	Executive Vice President and head of the General Secretariat of Evonik Industries AG, Essen
Other responsibilities					
Member of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund Member of the Advisory Board of the Signal Iduna Group, Dortmund	Member of the Supervisory Board of M-Exchange AG, Lohmar (until 31/12/2012)	Member of the Supervisory Board of ThyssenKrupp AG, Duisburg/Essen (until 31/12/2012)		Member of the Supervisory Board of the AXA Konzern AG, Cologne Member of the Board of Directors of BASF Antwerpen N.V., Antwerp, Belgium Member of the Supervisory Board of Deutsche Börse AG, Frankfurt a.M. Member of the Supervisory Board and Chairman of the Board of Directors of HSBC Trinkaus & Burkhardt AG, Düsseldorf Member of the Board of Directors of Stadler Rail AG, Bussnang, Switzerland Chairman of the Supervisory Board of WEPA Industrieholding SE, Arnsberg	

Match Day 10
3 November 2012
BVB – VfB Stuttgart 0:0

UCL: Match Day 4
6 November 2012
Real Madrid – BVB 2:2

Within Borussia Dortmund GmbH & Co. KGaA there are five independent functional areas below the management level, namely, "Sport", "Sales & Marketing", "Communications", "Organisation" and "Finance". The responsible employees and the functional organisational areas of which they are in charge are shown in the chart below.

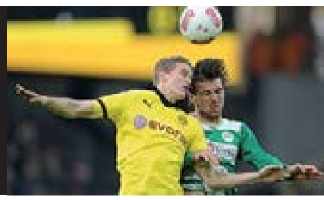
Functional areas of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

Management

Hans-Joachim Watzke (Chairman) | Thomas Treß

Sport	Sales + Marketing	Communications	Organisation	Finance
Michael Zorc	Carsten Cramer	Sascha Fligge	Dr. Christian Hockenjos	Marcus Knipping
Professional football	Sponsorships	Corporate communications	General organisation	Finances
Scouting	Sportfive	Sport communications	Stadium management	Accounting
Amateurs	Sponsor events	Public relations	Facility management	Financial control
Youth	Marketing	Publications	Match organisation	Risk Management
	Internationalization		DFB/DFL	IT (Information Technology)
	Business development		Real estate	Human resource
	CRM (Customer Relationship Management)		Fan support	Equity investments
	VIP hospitality		Event management	Investor Relations
	Ticketing		Complaints management	Insurance
	Stadium programme			
	Merchandising incl. licensing			
	New media			

Match Day 11
10 November 2012
FC Augsburg – BVB 1:3



Match Day 12
17 November 2012
BVB – Greuther Fürth 3:1

INTERNAL MANAGEMENT SYSTEM

Sports management

Despite our financially stable results, we will continue to focus on achieving success on the pitch in future under a budget tuned for performance. To accomplish this objective, Borussia Dortmund will continue to put together a competitive team in the future with an emphasis on young, promising players.

Our sporting objectives will be aligned with our financial circumstances, meaning that the make-up of the squad and its cost structure will continue to depend on calculable variables on the income side. Qualifying for and participating in international competitions has provided the financial flexibility to reinforce the squad – with the goal of establishing a presence in European competitions.

Financial management

A key goal of the management of Borussia Dortmund is to achieve a lasting increase in profitability along with bolstering its financial strength. In addition to steadily improving the operating result, the generation of positive cash flows is therefore the most important financial objective of our Company. We seek to optimise cash flows by concentrating on the "operating result" and "investments" as impacting factors.

The operating result – which at the Borussia Dortmund refers to earnings before interest and taxes (EBIT) – is a key indicator for measuring success. For this reason, we constantly monitor our segments' operating results using monthly comparisons of budgeted and actual situations. To optimize the operating result, the main factors to leverage are sales revenues, which can be additionally improved in the major revenue categories of ticketing, sponsorship, TV marketing and merchandising, and operating expenses, which can be lowered through disciplined management.

In the coming years we will concentrate on generating steady revenue growth while limiting operating expenditure. The decisive factor in this respect will be qualifying for international competitions.

Capital management

The capital management responsibilities of the Company's management involve stabilising and increasing the equity of Borussia Dortmund as calculated in accordance with the German Commercial Code (HGB). One of the main ways in which we will reach these objectives is by improving the operating result and making effective investments.

UCL: Match Day 5
21 November 2012
Ajax Amsterdam – BVB 1:4

Match Day 13
24 November 2012
Mainz 05 – BVB 1:2

CORPORATE STRATEGY

Borussia Dortmund continues to pursue the objective of defending its position in the top flight of the Bundesliga and sees itself well on the way to accomplishing that goal.

As the first and thus far only listed German football company, we have expanded our financial base by exclusively marketing the rights to SIGNAL IDUNA PARK as well as by utilising and maintaining the "Borussia Dortmund" brand more effectively. The Company will continue to focus heavily on its core business of professional football and the sport's classic revenue pillars: TV advertising, sponsorships, ticketing and merchandising. Borussia Dortmund is confident that it will be able to further stabilise and expand its position for the following reasons:

- Borussia Dortmund is in sporting terms one of the most successful, well known and popular German football clubs with an outstanding fan base that gives it one of the highest average spectator numbers of in Europe.

- A football enterprise can only be financially successful if it enjoys sporting success over the long term. In order to make its financial performance less dependent on short-term sporting success in the future, Borussia Dortmund will push ahead further with the national and international marketing of its brand name.

- Germany continues to be one of Europe's largest football markets, although it lags behind certain other European markets, such as the UK, in terms of media exploitation rights. This means that Germany has major growth potential.

All financial activities of Borussia Dortmund are geared towards the target groups relevant to a football club: its fans, members and business partners. Products and services should be tailored to these groups as closely as possible. Borussia Dortmund intends to use the brand potential at its disposal to take full advantage of the commercial opportunities inherent in professional club football at an international level.

Its current business strategy can principally be summarised as follows:

- Sustainably adjusting athletic prospects
- Intensifying the promotion of up-and-coming talent
- Increasing fan involvement
- Utilising and maintaining the "Borussia Dortmund" brand

Financial performance and business development are largely dependent on footballing success. Since footballing success is difficult to plan, the best that management can do is to create a solid foundation for success. Investments, particularly in the pro-

Match Day 14
27 November 2012
BVB – Düsseldorf 1:1

Match Day 15
1 December 2012
Bayern Munich – BVB 1:1

fessional squad, are therefore a necessary prerequisite for achieving footballing objectives such as qualifying for the UEFA Champions League. However, in order to meet financial objectives, planned investments and decisions must under certain circumstances be postponed to the extent these would only be possible by incurring new debt. Moreover, a player might be sold based on financial considerations in cases where this would not have happened had the decision been made purely on the basis of sporting criteria.

Thus a conflict arises between the pursuit of financial interests and sporting interests, i.e., a situation in which sporting considerations and financial considerations may be at odds with each other, particularly if the club continually falls short of its sporting goals. In such cases, management weighs the opportunities and risks to find a solution that does adequate justice to the Company's strategic objectives.

Sponsorships play a key role in this context. Over the years, sponsorships has grown to become one of the Company's largest income categories. In contrast to central TV marketing, where distribution is already clearly defined in advance, Company management is itself able to determine the requirements for and direction of sponsoring activities and, if necessary, modify the strategy implemented as circumstances change. The key figures for the sponsoring segment were already budgeted for the coming years based on commitments from SIGNAL IDUNA (ending 2021), Evonik Industries AG (ending 2016) and PUMA SE (ending 2020), the Company's chief partners.

Revenues from international competitions are more difficult to budget for, since they depend solely on the team's athletic performance.

Achieving positive operating results and making the investments that depend on such results, mainly in the professional squad, should enable cash flows to stabilise at a positive level on a lasting basis.

UCL: Match Day 6
4 December 2012
BVB – Manchester City 1:0

Match Day 16
8 December 2012
BVB – VfL Wolfsburg 2:3

POSITION OF THE GROUP

RESULTS OF OPERATIONS

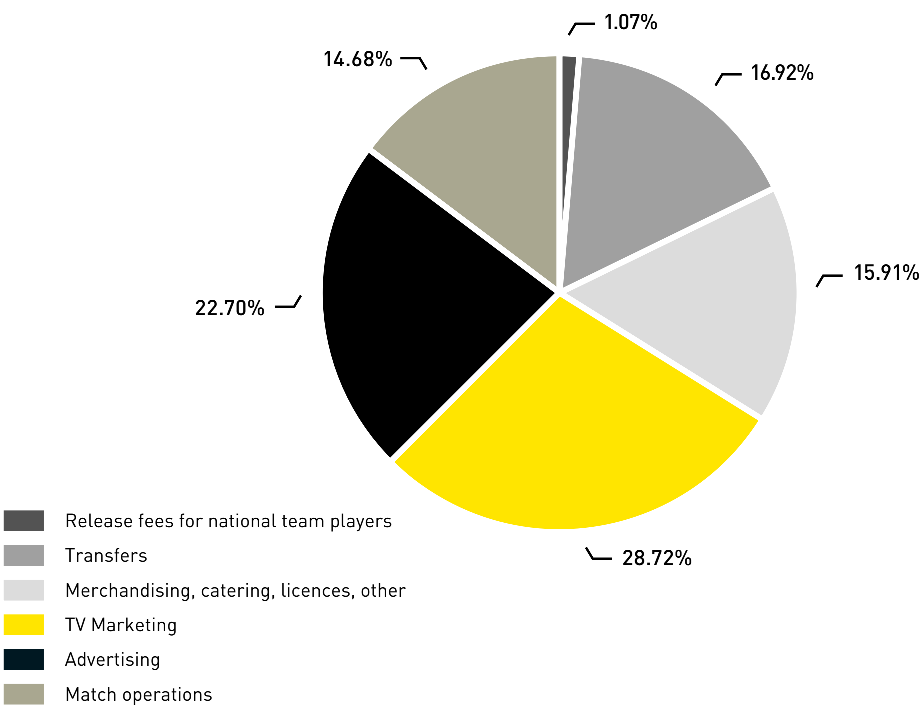
The 2012/2013 financial year was shaped by the squad competing in the UEFA Champions League final, finishing second in the Bundesliga and reaching the quarter-finals in DFB Cup competition against FC Bayern Munich. Even though Borussia Dortmund ended the season without a title, the Group set records for revenue, gross revenue and consolidated net profit for the past financial year.

During the reporting period (1 July 2012 to 30 June 2013), the Group generated revenue of EUR 305,032 thousand (previous year: EUR 215,239 thousand) and gross revenue of EUR 307,817 thousand, a rise of EUR 84,948 thousand (38.12%) on the previous financial year.

Borussia Dortmund ended the reporting period from 1 July 2012 to 30 June 2013 with earnings before taxes of EUR 60,036 thousand (previous year: EUR 36,591 thousand). The result from operating activities (EBIT) increased by EUR 23,725 thousand on the previous year to EUR 65,117 thousand in 2012/2013.

The Group generated consolidated net profit of EUR 51,193 thousand (an increase of EUR 23,663 thousand) during the 2012/2013 financial year.

Borussia Dortmund Group – Revenue in %



Match Day 17
16 December 2012
Hoffenheim – BVB 1:3

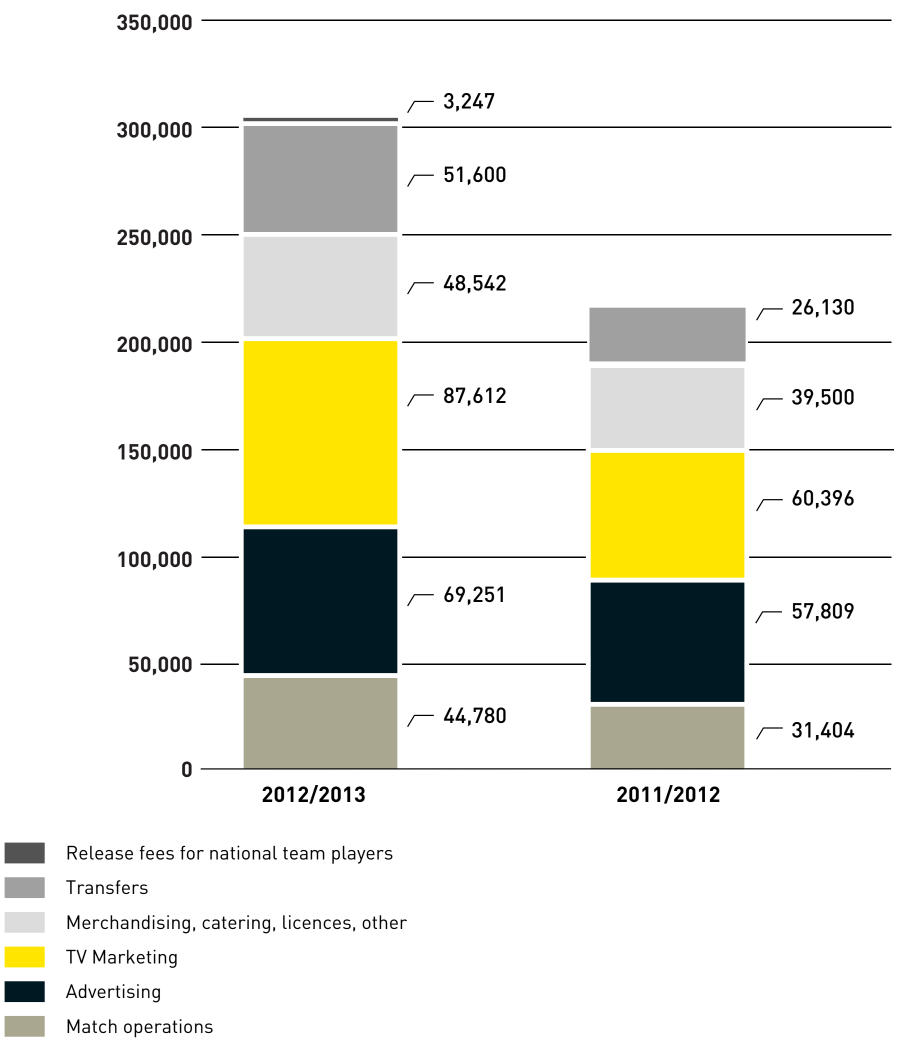
DFB Cup: Round 3
19 December 2012
BVB – Hannover 96 5:1

REVENUE TREND

Group revenue amounted to EUR 305,032 thousand for the 2012/2013 financial year. The increase of 41.72% in revenue was driven by growth in all income categories.

The performance of the individual revenue items is described in the following:

Borussia Dortmund Group – Revenue in EUR '000



Match Day 18
19 January 2013
Werder Bremen – BVB 0:5

Match Day 19
25 January 2013
BVB – Nuremberg 3:0

Income from match operations

Income from the Group's match operations grew by EUR 13,376 thousand to EUR 44,780 thousand in the 2012/2013 financial year.

This year's average attendance of approximately 79,900 – again filling SIGNAL IDUNA PARK almost to capacity throughout the entire season – in addition to a reconfiguration of lower price categories and slight price increases at the beginning of the season all contributed to an increase of EUR 1,089 thousand in revenue from Bundesliga ticket sales, which amounted to EUR 25,604 thousand.

The club's participation in the UEFA Champions League, including its trip to the final at London's Wembley Stadium, generated income from ticket sales of EUR 16,188 thousand for Borussia Dortmund, topping previous year's revenue by EUR 11,832 thousand. This figure includes income from ticket sales from the six home matches in SIGNAL IDUNA PARK as well as the portion paid out to Borussia Dortmund from the final in London.

The squad contested four rounds of the DFB Cup – with the only home match at SIGNAL IDUNA PARK being against Hannover 96 in the third round – which lifted income by EUR 498 thousand to EUR 2,388 thousand.

Income from advertising

Borussia Dortmund generated EUR 69,251 thousand in advertising income (previous year: EUR 57,809 thousand). In the 2012/2013 financial year, marketing accounted for 22.70% of total revenue, once more making it a core component of Group revenue alongside TV marketing.

Income from advertising gained ground primarily due to the new kit supply contract with PUMA SE, the acquisition of additional Champion Partners and partners, as well as renovations to the former press box, which expanded the "Rote Erde Club" by adding nine boxes, further increasing hospitality revenue.

PUMA SE, the new kit supplier, was now also a major sponsor alongside Evonik Industries AG, the primary sponsor, and SIGNAL IDUNA PARK, the holder of the naming rights to the largest stadium in the Bundesliga and the best stadium in the world.

After winning the German championship and the DFB Cup in the 2011/2012 season, Borussia Dortmund was able to secure additional Champion Partners. In addition to long-time partners SIGNAL IDUNA, Sparda Bank West, Sprehe, Radeberger Group, Hankook Tire, Wilo and Yanmar, several other renowned companies including Opel, Westlotto and flyeralarm expanded the number of Champion Partners to ten. Turkish Airlines was presented as an additional Champion Partner just in time for the final in London, allowing the team to fly to the final match in a specially customised black and yellow Boeing 737 provided by their new, exclusive partner airline.

The hospitality areas at SIGNAL IDUNA PARK – Stammtisch seating, Trilux Business Club, Borussia Park, Rote Erde Club (expanded to 20 boxes) and the Unilever Lounge – reached 100% capacity in the 2012/2013 financial year. On several match days, the unrelenting demand for incentive packages which companies can book for individual matches could be met only by setting up special VIP tents.

Advertising income also included bonuses from sponsors for advancing to further stages of the UEFA Champions League and ultimately reaching the final and for finishing the season in second place in the standings, thus qualifying directly for the group stage in the 2013/2014 season.

Match Day 20
3 February 2013
Leverkusen – BVB 2:3

Match Day 21
9 February 2013
BVB – Hamburg 1:4

The subsidiary Sports & Bytes once again generated additional revenue through its own television product, "BVB total!". The product includes reports, current news and a look behind the scenes in addition to all of Borussia Dortmund's competitive matches. Once per quarter, the "BVB total!" TV channel also airs "Brinkhoff's Ballgeflüster", an exclusive talk show featuring guests from Borussia Dortmund.

Income from TV marketing

Income from TV marketing once again represented the largest component of the Group's revenue in the 2012/2013 financial year. Revenue from domestic and international TV marketing totalled EUR 87,612 thousand (previous year: EUR 60,396 thousand).

Borussia Dortmund brought in domestic TV marketing income of EUR 29,705 thousand, an increase of EUR 1,849 thousand on the previous year. The team's number-two ranking in the four-year evaluation, its number-two finish in the tables, an improved UEFA co-efficient and a higher pay-out stipulated in the TV agreement for 2012/2013 were all reasons behind the rise.

After its elimination from the group stage of the Champions League tournament in 2011/2012, Borussia Dortmund made it to the final in the 2012/2013 financial year, and thereby more than doubled its income from international TV marketing, which amounted to EUR 55,435 thousand (previous year: EUR 25,596 thousand). Borussia Dortmund won seven of its 13 Champions League matches, came away with three draws and conceded its first loss in the second leg of the semi-final tie against Real Madrid. The UEFA revenue distribution consisted of the market pool share as well as bonuses based on participation, matches and performance-related factors. The market pool itself was composed of Part A, which is based on the past season's Bundesliga table standings, and Part B, which is calculated using a ratio comparing the number of matches a given team played to the total number of matches played by all German teams. Borussia Dortmund therefore benefited from its status as the German champion and from being one of only three German teams to participate in the UEFA Champions League.

Because the team was eliminated in the quarter-finals of the DFB Cup, income from TV marketing during Cup competition slid by EUR 4,475 thousand to EUR 2,469 thousand.

Transfer income

In the 2011/2012 financial year, EUR 26,130 thousand in transfer income was generated primarily from the transfers Shinji Kagawa to Manchester United and Lucas Barrios to Guangzhou Evergrande. In 2012/2013 transfer income rose by EUR 25,470 thousand to EUR 51,600 thousand. In addition to Mario Götze, who exercised a contractual release clause and transferred to FC Bayern Munich, the following players also left Borussia Dortmund: Ivan Perisic (VfL Wolfsburg), Leonardo Bittencourt (Hannover 96), Chris Löwe (1. FC Kaiserslautern), Felipe Santana (FC Schalke 04) and Daniel Ginczek (1. FC Nürnberg).

In addition, Moritz Leitner was loaned to VfB Stuttgart for the next two seasons.

Income from merchandising, catering and licences, including other income

Revenue in merchandising, catering and licensing increased dramatically in the past financial year, as did other revenue. The Group boosted revenue by EUR 9,042 thousand to EUR 48,542 thousand,

UCL: Round of 16, 1st Leg
13 February 2013
Shakhtar Donetsk – BVB 2:2

Match Day 22
16 February 2013
BVB – Frankfurt 3:0

once again topping the previous year's figures. The breakdown of revenue by division is described in the following:

Even without bringing home a title, income from merchandising amounted to EUR 31,953 thousand in 2012/2013, an increase of EUR 8,256 thousand. This increase can be attributed primarily to the tremendous number of kits sold, which resulted from the kit supply contract with PUMA SE that came into effect on 1 July 2012 and the new kit design the partner supplied. BVB Merchandising GmbH alone sold more than 150,000 kits through its sales channels during the 2012/2013 financial year. The colossal sales figures also reflect the sustained euphoria of the fans following the club's double, their confidence in the squad and their joy at the prospect of another successful season. In addition, the Group generated growth in the mail-order retail business (online: 55.28%) and in the number of visitors to fan shops (total: 28.91%). Existing shops enjoyed revenue growth, and a new fan shop at Hörder Train Station and the renovation of the shop in CentrO Oberhausen also pushed revenue higher.

At EUR 10,319 thousand, income from catering at SIGNAL IDUNA PARK and from events outside of match operations made a significant contribution to the Group's revenue and amounted to approximately 21.26% of all catering revenue.

Income from release fees for national team players

Income from release fees for national team players called up for the German national team's matches came to EUR 3,247 thousand (previous year: EUR 3,903 thousand).

Other operating income

Other operating income fell by EUR 4,845 thousand to EUR 2,785 thousand as compared to the previous reporting period, in particular because income from release fees for national team players was reclassified in 2012/2013.

DEVELOPMENT OF SIGNIFICANT OPERATING EXPENSES

Cost of materials

The increase in the cost of materials by EUR 5,014 thousand to EUR 17,491 thousand is attributable primarily to the increase in revenue from the sale of merchandise.

Personnel expenses

Personnel expenses amounted to EUR 106,216 thousand in financial year 2012/2013, up EUR 26,293 thousand from the previous year. The largest increases were attributable to the professional squad, mainly a result of its footballing success in the UEFA Champions League.

Personnel expenses for the professional squad increased by EUR 22,686 thousand over the prior-year figure to EUR 87,667 thousand. In addition to the year-on-year increase in the budget for the professional squad, the increase is attributable primarily to the variable personnel expense components associated with the club's participation in the UEFA Champions League final and its second place finish in the Bundesliga.

Personnel expenses also increased in the retail area by around EUR 3,001 thousand, not only as a result of the UEFA Champions League bonuses paid

Match Day 23
24 February 2013
Bor. M'gladbach – BVB 1:1

DFB Cup: Quarter-final
27 February 2013
Bayern Munich – BVB 1:0

out to all employees, but also because nearly every business segment increased staffing levels in order to be able to take on ever-increasing workloads.

Personnel expenses from other match operations rose by EUR 606 thousand year on year.

Depreciation, amortisation and write-downs

Depreciation, amortisation and write-downs rose by EUR 3,827 thousand to EUR 22,414 thousand in the reporting period. In addition to investments in merchandising and modernisation and renovation projects at SIGNAL IDUNA PARK, this was due primarily to investments in the player base.

Other operating expenses

Other operating expenses amounted to EUR 96,579 thousand in the reporting period compared with EUR 70,490 thousand in the previous year.

Other than the EUR 8,505 thousand increase in match operations – which primarily included repairs at SIGNAL IDUNA PARK, the team's participation in the UEFA Champions League, and the installation of hospitality tents at four Bundesliga home matches – the greatest increase in other operating expenses related to advertising expenses, including commissions for the Sportfive marketing agency (EUR 4,918 thousand), and transfer fees, including write-downs of carrying amounts (EUR 4,395 thousand). The increase in commissions does not correlate one-to-one with the additional revenue generated on account of a contractual arrangement in the agency agreement that stipulates caps be set for several revenue items subject to commissions. Once specific revenue items reach a predefined magnitude they are subject to lower commission rates.

Financial result

The financial result amounted to EUR -5,081 thousand in 2012/2013, as compared to EUR -4,801 thousand in the previous year.

FINANCIAL POSITION

Analysis of capital structure

After taking into account the net profit for the year, Borussia Dortmund's equity amounted to EUR 140,618 thousand as at 30 June 2013. This corresponds to an equity ratio of 46.50%.

Group liabilities increased by EUR 6,546 thousand. The breakdown of the increase is described in the following:

Financial liabilities and liabilities from finance leases declined in line with the budget by EUR 1,919 thousand and EUR 1,287 thousand, respectively.

Deferred income declined by EUR 9,528 thousand due to the annual decrease in advance payments for agency and marketing rights and as a result of the delay in the sale of season tickets for the 2013/2014 season. Tax liabilities decreased by EUR 378 thousand to currently EUR 3,448 thousand.

As at the reporting date, trade payables rose by EUR 4,564 thousand and other financial liabilities – which included other taxes not yet due of EUR 18,539 thousand as at 30 June 2013 – increased by EUR 15,264 thousand.

Match Day 24
2 March 2013
BVB – Hannover 96 3:1

UCL: Round of 16, 2nd Leg
5 March 2013
BVB – Shakhtar Donetsk 3:0

Analysis of capital expenditure

In financial year 2012/2013, Borussia Dortmund invested EUR 20,857 thousand in intangible assets. Nearly the entirety of this amount was invested in the player base.

Cash payments for property, plant and equipment during the same period amounted to EUR 6,552 thousand and primarily included fixtures and expansions at SIGNAL IDUNA PARK.

Analysis of liquidity

As at 30 June 2013, Borussia Dortmund held unrestricted cash funds of EUR 12,536 thousand. At the end of the reporting period, Borussia Dortmund had access to an additional EUR 15,000 thousand in overdraft facilities which had not been drawn down.

Proceeds from the sale of player registrations amounted to EUR 13,187 thousand in the past financial year. Payments for investments in the professional squad amounted to EUR 20,846 thousand.

NET ASSETS

Borussia Dortmund's total assets increased from EUR 248,706 thousand to EUR 302,415 thousand. The increase as at 30 June 2013 resulted mainly from the EUR 44,186 thousand increase in trade receivables.

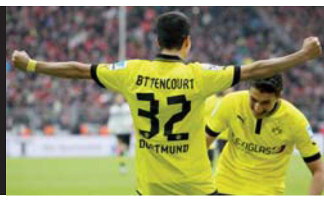
OVERALL ASSESSMENT OF FINANCIAL POSITION AND PERFORMANCE

Borussia Dortmund ended the financial year with consolidated net profit for the year of EUR 51,193 thousand, an improvement of EUR 23,663 thousand over the previous year.

Taking into account the consolidated net profit for the year, the equity ratio is calculated at 46.50%.

As at 30 June 2013, Borussia Dortmund held unrestricted cash funds of EUR 12,536 thousand. At the end of the reporting period, Borussia Dortmund had access to an additional EUR 15,000 thousand in overdraft facilities which had not been drawn down.

Match Day 25
9 March 2013
FC Schalke 04 – BVB 2:1



Match Day 26
16 March 2013
BVB – FC Freiburg 5:1

REMUNERATION REPORT

The structure of the management remuneration system is defined and regularly reviewed by the Executive Committee of the Advisory Board. The Executive Committee of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH is also responsible for setting the remuneration of the individual executives and for defining the appropriate amount of remuneration. The appropriate remuneration level is defined in particular on the basis of the specific executive's responsibilities and performance, as well as on the basis of Borussia Dortmund's financial position, performance and future prospects.

Executive remuneration consists of two components: a fixed amount and a variable component. The fixed component is stipulated by contract and is paid out in twelve equal monthly instalments. The variable component is based on the business trend and is dependent on net income for the year before tax and the managing directors' remuneration. Any additional non-cash or ancillary benefits granted relate primarily to insurance benefits at standard market conditions and the provision of a company car. The Company does not offer any stock option plans or similar incentive plans. The remuneration components provided are reasonable both in and of themselves and taken as a whole.

Remuneration of the Supervisory Board is governed by Article 13 of the Articles of Association, pursuant to which each member of the Supervisory Board receives fixed remuneration amounting to EUR 7 thousand; the Chairman receives twice that amount and the Deputy Chairman one and a half times that amount. Value added tax is reimbursed to the members of the Supervisory Board.

The disclosures required by § 285 no. 9 HGB are included in the notes to the financial statements.

Match Day 27
30 March 2013
VfB Stuttgart – BVB 1:2

UCL: Quarter-final, 1st Leg
3 April 2013
FC Malaga – BVB 0:0

THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM AS IT RELATES TO THE ACCOUNTING PROCESS

The key features of the accounting process-related internal control and risk management system employed by Borussia Dortmund can be described as follows:

- Borussia Dortmund distinguishes itself through its clear organisational and corporate structures as well as its control and monitoring structures;
- the internal control and risk management systems as they relate to the accounting process form an integral part of operational and strategic planning processes;
- responsibilities have been clearly assigned in all areas of the accounting process (such as financial accounting and management cost accounting);
- reporting is carried out in monthly, quarterly, semi-annual and annual intervals, whereby a distinction is made between matters requiring immediate action by the Company and those involving Company strategy;
- the computer systems used in accounting are protected against unauthorised access;
- an adequate system of internal guidelines has been established and is updated as needed;
- the departments involved in the accounting process fulfil quantitative and qualitative requirements;
- the completeness and accuracy of the accounting data is checked regularly by reviewing samples and conducting plausibility tests, both manually and by means of software employed for this purpose;
- the principle of dual control is adhered to at all points in the Company's accounting-related processes;
- the management receives reports at scheduled intervals throughout the process or more frequently if necessary;
- the Supervisory Board deals with the key accounting issues, risk management and the audit assignment, among other things.

The accounting process-related internal control and risk management system, the key features of which are described above, ensures that transactions can be correctly recorded, prepared and accounted for in the financial statements.

Match Day 28
6 April 2013
BVB – FC Augsburg 4:2

UCL: Quarter-final, 2nd Leg
9 April 2013
BVB – FC Malaga 3:2

OPPORTUNITY AND RISK REPORT

RISK MANAGEMENT

Borussia Dortmund's divisions are exposed to a wide variety of risks that are inseparably linked to the conduct of business. A functioning control and monitoring system is essential to the early identification and assessment of and systematic response to these risks. It is the responsibility of the internal risk management system to monitor and control such potential risks.

The risk management system is based on principles and guidelines laid out by the management. These principles and guidelines are designed to facilitate the early identification of any irregularities so that appropriate countermeasures can be taken. In order to ensure the highest possible level of transparency, risk management has been incorporated into the organisational structure of the Group as a whole. All departments and divisions are required to immediately report any market-relevant changes in the risk portfolio to the management. The risk management system is also an integral component of the overarching planning, steering and reporting process.

This year, the risk inventory procedure implemented with the objective of cataloguing and assessing all risks has again proven effective as a management tool. Risks are identified, discussed and reviewed in consideration of current circumstances in one-on-one meetings or plenary sessions in order to assess the current likelihood of their occurring and the extent of the losses they might entail. Particular emphasis is placed on high priority risks that could significantly jeopardise the ability of Borussia Dortmund to continue as a going concern. Thus the organisational groundwork has been laid to enable the Group to identify any changes to the risk situation that may emerge early on.

Regular risk reports to the governing bodies of Borussia Dortmund keep them informed of Borussia Dortmund's current risk profile, enabling them to monitor and manage risk.

SPECIFIC RISKS

Strategic risk

The economic trend of a football company depends on its athletic performance. However, this can only be planned to a certain extent, meaning that financial and corporate planning must be aimed at maintaining the profitability of the company – even in the face of setbacks – so as to avoid risks to the Company's future existence. Long-term affiliations and partnerships ensure a certain level of planning security, independently of sporting success. Moreover, it is important to reconcile the conflict between pursuing athletic objectives – including taking the measures necessary to achieve such objectives – and meeting financial requirements such as assuring adequate liquidity.

In addition, in order for its team to participate in Bundesliga matches, Borussia Dortmund requires

Match Day 29
13 April 2013
Greuther Fürth – BVB 1:6

Match Day 30
20 April 2013
BVB – Mainz 05 2:0

a licence, which is issued for each season by DFL Deutsche Fußball Liga GmbH. Issue of this licence has a significant impact on the Company's financial position and financial performance by its very nature. As in previous years, Borussia Dortmund has been issued a licence for the coming season without any conditions or requirements.

Personnel risk

The importance of human resources to companies is growing. Thus, personnel risk represents a central risk category in a company's risk management organisation. The core business of Borussia Dortmund – participating in Bundesliga matches – is largely dependent on the Company's human resources. Athletic success, which forms the basis for economic success, is heavily dependent on the professional sports squad and the quality of the players. Intensive scouting and medical examinations are intended to help the Company avoid making ill-advised investments in signing new players. However, absences of key players, for example due to injury, cannot be foreseen and, as a result, may jeopardise the ability of the Company to meet internally defined objectives.

Yet in the non-sports segments as well, the use of qualified specialists and executives is essential for Borussia Dortmund; thus it is important that the Company retain such personnel over the long term.

Macroeconomic risk

The trend in future funding through sponsorship is difficult to foresee. Borussia Dortmund has laid the groundwork for the coming years through the conclusion of long-term contracts with major sponsors. Since many companies – primarily SMEs – are currently employing caution in waiting to see how the market will develop, we cannot reliably forecast whether last years' total volume in sponsorship can be achieved again this year.

It is impossible to plan and manage the risk of interruptions to match operations, for example due to outbreak of an epidemic. Nor is it possible to foresee the potential financial ramifications of such a situation.

Borussia Dortmund has been subject to tax audits and audits by social security carriers in the past. Borussia Dortmund is of the opinion that its tax returns were submitted completely and correctly and that its social security contributions were paid in full and on time. However, should the tax or social security authorities view the situation differently due to a diverging assessment of the facts, it is possible that they could later make additional claims that could impact the Company's financial position and performance.

Competitive risk

The UEFA regulations on club licensing and financial fair play were adopted in May 2010. The regulations aim

- to introduce more discipline and rationality in club football finances
- to encourage clubs to operate on the basis of their own revenues
- to protect the integrity and smooth running of UEFA club competitions
- to encourage responsible spending for the long-term benefit of football
- to ensure that clubs settle their liabilities punctually
- to protect the long-term viability and sustainability of European club football.

UCL: Semi-final, 1st Leg
24 April 2013
BVB – Real Madrid 4:1

Match Day 31
27 April 2013
Düsseldorf – BVB 1:2

The process was introduced gradually starting with the 2011/2012 season. Starting with the reports on liabilities and future financial information, the most important factor in receiving permission to play from UEFA in the future will be the break-even requirement, which took effect at the end of the 2012 reporting year, and will be reviewed during the 2013/2014 UEFA club competition season and result in sanctions in cases of non-adherence. The club monitoring procedure will be supervised by UEFA's Club Financial Control Panel, which may request additional information from the license applicant and/or the licensing body at any time during this process.

FINANCIAL RISK

Interest rate risk

Borussia Dortmund bears the financing risk related to SIGNAL IDUNA PARK. Borussia Dortmund is presently not subject to any interest rate risk thanks to the fixed-interest credit agreements entered into for the coming years.

Management has entered into interest rate swap transactions with German financial institutions in order to lock in low interest rates over the medium to long term and hedge the risk of changes in cash flows due to changing interest rates.

Credit risk

Borussia Dortmund conducts business exclusively with third parties of high credit standing. Credit risk may arise in the context of player transfers and long-term sponsorship agreements as well as from centralised marketing agreements.

Two loans, each with a principal amount of EUR 5,000 thousand and which mature in May 2021, are subject to covenants with respect to the Group's equity ratio and interest coverage ratio (EBITDA/interest expense) as stated in the consolidated financial statements. In addition, an overdraft facility in the amount of EUR 5,000 thousand is subject to covenants relating to the equity ratio, net debt/EBITDA and the interest coverage ratio. These covenants are reviewed on an annual basis; all covenants were complied with during the year under review.

Liquidity risk

Liquidity risk refers to the risk of being unable at any point in time to meet regular payment obligations on time and in the full amount.

Regular reporting and strict controls aimed at adherence to target figures, approved budgets and KPIs ensure that the Company's liquidity remains a transparent variable. Liquidity is constantly monitored through liquidity planning, which takes expected cash flows into consideration. As with any planning, an inherent risk exists in that current estimates are subject to risks and uncertainties. Actual results may differ from the planning statements. However, there is a general risk that budgeted proceeds may not be realised due, for example, to agreements not being able to be honoured as entered into due to the poor economic climate and/or insolvency of the customer.

UCL: Semi-final, 2nd Leg
30 April 2013
Real Madrid – BVB 2:0

Match Day 32
4 May 2013
BVB – Bayern Munich 1:1

OVERALL ASSESSMENT OF RISK POSITION

With regard to the risks discussed in this report and the review of the overall risk position, no risks were identified in the financial year under review that would contribute to a permanent or material deterioration in the financial position or financial performance of either the Group or its individual companies. Thanks to its risk management system, Borussia Dortmund is in a position to comply with the statutory provisions on control and transparency in the Company.

A review of the risk situation revealed that none of the individual risks defined within the risk areas jeopardise the continued existence of Borussia Dortmund.

REPORT ON EXPECTED DEVELOPMENTS

EXPECTED PERFORMANCE OF THE GROUP

The club's footballing performance in the Bundesliga, the DFB Cup and the UEFA Champions League during the 2012/2013 financial year caused a sensation in Germany and abroad, and generated high levels of proceeds. Although economic success depends heavily on winning titles and achieving successes on the pitch, Borussia Dortmund's general situation inspires confidence that the club can deliver an excellent performance even in years in which the club does not win any silverware.

EXPECTED GENERAL ECONOMIC ENVIRONMENT

Overall, Borussia Dortmund operates in an environment suited perfectly for football and brand development: with Brazil hosting the World Cup next year, 2014 will be a year dominated by football. Furthermore, Borussia Dortmund's existing TV marketing agreements ensure that the club will generate solid proceeds and enjoy a high level of TV exposure.

Securing long-term partners as sponsors also continues to be a priority at Borussia Dortmund. For example, the club entered into multi-year agreements with its primary sponsor, its equipment supplier and the holder of the stadium's naming rights.

The marketing process for Champion Partners for the 2013/2014 season is virtually concluded and most partners have entered into long-term agreements.

Demand for hospitality seating continues to remain constant for the upcoming season as well. Very few existing customers opt to use the contractual notice period to cancel their participation on time. Capacity for the upcoming season has already reached 100% by the end of the 2012/2013 season.

Match Day 33
11 May 2013
VfL Wolfsburg – BVB 3:3

Match Day 34
18 May 2013
BVB – Hoffenheim 1:2

The sale of 55,000 season tickets speaks volumes and highlights the popularity of football at Dortmund's SIGNAL IDUNA PARK.

Even though the club did not win any titles during the 2012/2013 season, the season was considered a sporting success. However, the club is not relying solely on spectators and international success in order to remain a top-tier club in the long-term. The club will continue to reinforce the foundation of its footballing success. The youth academy and the training ground in Brackel were expanded and the youth squad, the amateur squad and of course the professional squad were strengthened with new talents.

EXPECTED RESULTS OF OPERATIONS

Expected earnings trend

Management assumes that it will generate net profit for the year in its annual financial statements and consolidated financial statements for the coming 2013/2014 financial year. Based on conservative budget estimations, net profit for the year will be in the seven-figure range.

The result of the 2014/2015 financial year depends on the club's sporting success in the 2013/2014 season and is therefore very difficult to plan.

Expected revenue trend

Given the one-off effects in the 2012/2013 financial year – particularly the high transfer income and considerably higher TV marketing proceeds attributable to the club's spectacular footballing success in the UEFA Champions League – and against the background of steady advertising proceeds, stable spectator interest and expected TV proceeds from Bundesliga matches and the group stage of the UEFA Champions League, Borussia Dortmund can expect conservative revenue volumes.

Although it is possible that the income awarded by UEFA for participating in the UEFA Champions League will rise in the upcoming financial year if the club advances past the group stage, this income potential and any potential transfer income was not taken into account in the Company's traditionally highly conservative budget.

Expected trend for significant operating expenses

In order to avoid risk, or to at a minimum keep such risk as low and manageable as possible, the club's highest priority continues to be managing and continually monitoring costs and expenses.

Operating expenses are linked directly to the number of matches played, meaning that these are always contingent upon the club's footballing success.

Personnel expenses are also significantly dependent upon the club's sporting success, because the professional squad is primarily compensated on the basis of its performance.

UCL: Final
25 May 2013
BVB – Bayern Munich 1:2

EXPECTED DIVIDENDS

Due to the fact that the club qualified directly for the group stage of the UEFA Champions League and in light of the club's economic success in the past financial year, Borussia Dortmund will propose a dividend distribution of EUR 0.10 per share carrying dividend rights (totalling EUR 6,141 thousand) to its shareholders at the Annual General Meeting in November 2013.

EXPECTED FINANCIAL POSITION

Capital expenditure and financial planning

Borussia Dortmund will remain true to its core business and will focus on improving the professional squad as well as the infrastructure at SIGNAL IDUNA PARK and the training ground. Borussia Dortmund pursues a conservative capital expenditure strategy in order to mitigate financial risk. As part of its capital expenditure planning, Borussia Dortmund will thus not count on any uncertain sporting successes which, if they failed to materialise, would lead to substantial new debt.

Expected liquidity trend

Borussia Dortmund generated positive cash flow from operating activities of EUR 28,595 thousand in the past financial year. This positive cash flow and the expected increase in income will enable Borussia Dortmund to pay dividends and continue to invest in its professional squad and make infrastructure investments.

OPPORTUNITIES

During the 2013/2014 season, Borussia Dortmund will again compete in the UEFA Champions League and thus secure itself income from international activities, the amount of which, however, depends on the club's footballing performance. The new strategic merchandising and sponsoring alliances and the club's success in international competitions mean that Borussia Dortmund will stabilise this income if it continues its current footballing success.

The squad continues to be at the heart of this success. In the coming season, Borussia Dortmund will again field a particularly strong, young squad with a high market value. Many players have signed long-term contracts with the club, reflecting the Company's long-term planning.

Furthermore, management is aware that Borussia Dortmund's team roster includes young, top-tier players with high market values who have the potential to secure large transfer income. Similarly, these players are the foundation of Borussia Dortmund's continued sporting and economic performance. Thus, consideration must be given to what extent the short-term gain from transfer income counters this performance and whether it is in Borussia Dortmund's overall strategic interest to forgo the short-term increase in hidden reserves.

OVERALL ASSESSMENT OF EXPECTED PERFORMANCE

After winning two German championships, Borussia Dortmund once again competed at a high level in multiple domestic and international competitions. These performances were followed with great interest far beyond the borders of Germany. Despite losing some players, Borussia Dortmund again assembled a strong squad for the upcoming season by making well-advised personnel decisions, thus laying the foundation for continued footballing and economic success.

EVENTS AFTER THE END OF THE REPORTING PERIOD

DFL Super Cup

Borussia Dortmund started the 2013/2014 season with a 4:2 victory over FC Bayern Munich in the DFL Super Cup, thus already securing its first official title of the season.

RTL wins media rights in Germany

RTL has secured the media rights in Germany for the European qualification matches of the 2016 UEFA European Championship and the 2018 FIFA World Cup. However, some rights for live broadcasts and qualification matches have not yet been awarded.

Preparations for the new season

Trainer Jürgen Klopp began preparing for the new season by holding training camps in Bad Ragaz, Switzerland, and Brixental in the Kitzbühel Alps of Austria. "The conditions could not be more perfect," said Klopp. Before contesting its first Bundesliga match, Borussia Dortmund won friendlies against Europa League participant Bursaspor Kulübül with 4:1, 1.FC Magdeburg with 3:0, FC Luzern with 4:1 and the Würzburger Kickers with 3:0.

The squad

There were four new player additions for the upcoming 2013/2014 season:

- **Henrikh Mkhitaryan**
  Henrikh won seven championships in eight years with his previous club, speaks five languages, is 24 years old and was born in Armenia. He most recently played for FC Shakhtar Donetsk and has signed with Borussia Dortmund until 2017.

- **Pierre-Emerick Aubameyang**
  Pierre-Emerick is 24 years old, is a member of the Gabon national team and holds a French passport. He most recently played for AS St. Etienne and has signed with Borussia Dortmund until 2018.

- **Sokratis Papastathopoulos**
  Sokratis, 25, most recently played for Werder Bremen and has signed with Borussia Dortmund until 2018.

- **Marian Sarr**
  Marian made his professional debut in January 2013, at the time playing for the first youth squad. He most recently played for Bayer 04 Leverkusen and has signed with Borussia Dortmund until 2017.

DFB Cup

As expected, Borussia Dortmund won its first game in the DFB Cup against the regional division club SV Wilhelmshaven with 3:0. Borussia Dortmund's next game of the competition will be an away match against TSV 1860 Munich.

Bundesliga

Borussia Dortmund built on its success of the DFL Super Cup victory by besting FC Augsburg with 4:0 in its first match of the 2013/2014 Bundesliga season.

Group organisational structure

In July 2013, Borussia Dortmund purchased the stadium property from its subsidiary, BVB Stadion GmbH, in order to simply the Group organisational structure going forward.

BVB Merchandising GmbH

Borussia Dortmund has outsourced the entirety of its warehouse logistics process for merchandise to the logistics service provider RCL Dortmund GmbH, Holzwickede ("Rhenus"). From its logistics centre in Dortmund, Rhenus oversees product storage, supplies BVB fan shops and processes online orders.

OTHER DISCLOSURES

REPORT IN ACCORDANCE WITH § 315 (4) HGB

The following information has been provided by the Company in response to the requirements of § 315 (4) nos. 1 to 9 HGB:

1. The share capital of Borussia Dortmund GmbH & Co. KGaA amounts to EUR 61,425,000.00 and is divided into 61,425,000 no-par value ordinary bearer shares. All of the shares have been admitted to trading on the Regulated Market (General Standard) of the Frankfurt Stock Exchange and to the over-the-counter markets (Open Market) in Berlin, Bremen, Stuttgart, Munich, Hamburg and Düsseldorf. Each no-par value share entitles the holder to one vote at the Annual General Meeting. The Company has only one class of shares, and all shares carry the same rights and obligations. All other rights and responsibilities attaching to the Company's shares are determined in accordance with the German Stock Corporation Act (*Aktiengesetz*, "AktG").

2. Restrictions affecting the voting rights or transfer of the shares, and

3. Interests in the share capital of Borussia Dortmund GmbH & Co. KGaA exceeding 10% of the voting rights as at 30 June 2013:

   – Ballspielverein Borussia 09 e.V. Dortmund, Dortmund, Germany: 18,95% of the voting rights (of which 7,24% held directly and 11,71% held indirectly by including the voting rights of Bernd Geske, Germany, pursuant to § 22 (2) WpHG).

   – Bernd Geske, Germany: 18,95% of the voting rights (of which 11.71% held directly and 7.24% held indirectly by including the voting rights of Ballspielverein Borussia 09 e.V. Dortmund, Dortmund, Germany, pursuant to §22 (2) WpHG).

   According to the information available, the inclusion of the voting rights in either case is based on a shareholders' agreement concluded between Ballspielverein Borussia 09 e.V. Dortmund and Bernd Geske initially for a term until mid-2017. The material subject matter of said agreement is the stipulation binding the parties to exercise their voting rights in favour of Ballspielverein Borussia 09 e.V. Dortmund with regard to Bernd Geske's shares in Borussia Dortmund GmbH & Co. KGaA, and that Bernd Geske and Ballspielverein Borussia 09 e.V. Dortmund mutually agree to inform one another and vote on any changes to their respective shareholdings in Borussia Dortmund GmbH & Co. KGaA, especially pertaining to the transfer of shares.

4. There are no shares with special rights conferring powers of control.

5. There is no control of voting rights in cases in which employees are shareholders.

6. Because of its legal form as a partnership limited by shares, Borussia Dortmund GmbH & Co. KGaA does not have a management board. Instead, management and representation of the Company is the responsibility of the general partner. The provisions of § 6 no. 1 of the Articles of Association stipulate that Borussia Dortmund Geschäftsführungs-GmbH, with registered offices in Dortmund, is to act as such an executive body on a permanent basis and not for a limited period of time by virtue of its status as a shareholder. The appointment and removal of managing directors of Borussia Dortmund Geschäftsführungs-GmbH is governed by § 8 no. 6 of its shareholders' agreement and is the responsibility of the Executive Committee of its Advisory Board, and therefore not of the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA.

   In principle, changes may be made to the Articles of Association of Borussia Dortmund GmbH

& Co. KGaA only by a resolution of its General Shareholders' Meeting, which, in accordance with § 133 (1) of the AktG, must be passed by a simple majority of votes and also, in accordance with § 15 No. 3 of the Articles of Association of the Company in conjunction with § 179 (1) and (2) of the AktG, by a simple majority of the capital represented on the date of the resolution, except to the extent that mandatory statutory provisions or the Articles of Association stipulate otherwise. A mandatory provision of statute requires that a resolution of the Annual General Meeting be passed by a majority of three-quarters of the share capital represented on the date of the resolution in the event of amendments to the Articles of Association relating to the object of the Company (§ 179 (2) sentence 2 AktG), the issuance of non-voting preferred shares (§ 182 (1) sentence 2 AktG), capital increases involving the disapplication of pre-emptive subscription rights (§ 186 (3) AktG), the creation of conditional capital (§ 193 (1) AktG), the creation of authorised capital (§ 202 (2) AktG) – where appropriate with authorisation to disapply pre-emptive subscription rights (§ 203 (2) sentence 2 in conjunction with § 186 (3) AktG) –, the ordinary or simplified reduction of share capital (§ 222 (1) sentence 2 and § 229 (3) AktG) or a change of legal form (§ 233 (2) and § 240 (1) of the German Reorganisation and Transformation Act [*Umwandlungsgesetz*, "UmwG"]). In addition, capital increases, other amendments to the Articles of Association and other decisions of a fundamental nature may only be resolved with the approval of the general partner in accordance with § 285 (2) sentence 1 AktG. The Supervisory Board is authorised in accordance with § 12 no. 5 of the Articles of Association to resolve changes to the Articles of Association which relate only to the wording thereof, in particular in connection with the amount of capital increases from authorised and conditional capital.

7. The general partner is authorised until 29 November 2015, with the approval of the Supervisory Board, to increase the share capital by a maximum of EUR 30,712,500.00 in total by issuing new no-par value ordinary bearer shares against cash and/or in-kind contributions on one or more occasions (Authorised Capital 2010). The limited liability shareholders have a statutory pre-emptive right over new shares issued by the Company. Such new shares may also be subscribed by a bank or a company in accordance with § 53 (1) sentence 1 or § 53b (1) sentence 1 or (7) of the German Banking Act (*Kreditwesengesetz*, "KWG") if it agrees to offer them to the limited liability shareholders for subscription. However, the general partner is authorised, with the approval of the Supervisory Board, to decide to disapply the statutory pre-emptive subscription rights of the limited liability shareholders. Pre-emptive subscription rights may be disapplied
   a) with respect to fractional amounts arising as a consequence of subscription ratios;
   b) in the event of capital increases against cash contributions up to a total amount of 10% of the share capital existing on the date of registration of the Authorized Capital 2010 or, if lower, 10% of the share capital existing on the date of exercise of the authorisation (in each case taking into account any other authorisations made use of during the effective period of this authorisation for the disapplication of pre-emptive subscription rights pursuant to or through the corresponding application of § 186 (3) sentence 4 AktG), provided the issue amount of the new shares does not fall significantly below the market price;
   c) in the event of capital increases against in-kind contributions, particularly for the purpose of acquiring companies, equity investments, real estate, rights and claims against the Company.

The general partner is authorised, with the approval of the Supervisory Board, to determine the further details of the capital increase and the terms and conditions of the share issue.

In the event of a takeover bid for shares issued by the Company and admitted to trading on a regulated market, the responsibilities and powers apply to the general partner in other respects.

For example, if a takeover bid were to be received, the general partner and the Supervisory Board would be required to issue and publish a response to the bid, giving their reasons, in accordance with § 27 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz,* "WpÜG") to enable the limited liability shareholders to make a decision on the bid on an informed basis. Moreover, in accordance with § 33 WpÜG, once a takeover bid has been announced, the general partner may not take any actions outside the ordinary course of business that could frustrate the success of the bid, unless those actions have been authorised by the Annual General Meeting, or the Supervisory Board has given its approval of the actions or the actions relate to obtaining a competing bid. In making their decisions, the general partner and the Supervisory Board are bound to have regard to the interests of the Company, its employees and its shareholders. As at the end of the reporting period, the Articles of Association did not contain any provisions within the meaning of §§ 33a – 33c WpÜG (European prohibition on frustrating action, European breakthrough rule, reservation of reciprocity).

8. The Company is not a party to any material agreements which are conditional on a change of control following a takeover bid for the issued shares of Borussia Dortmund GmbH & Co. KGaA.

9. The Company is not a party to any compensation agreements that would apply in the event of a takeover bid.

STATEMENT BY THE GENERAL PARTNER ON RELATIONS WITH AFFILIATED COMPANIES

The Dependent Company Report prepared by Borussia Dortmund GmbH & Co. KGaA pursuant to § 312 AktG sets out the relations with Ballspielverein Borussia 09 e.V. Dortmund as the controlling entity and its affiliated companies. The general partner – represented by its managing director – issued the following declaration in this regard:

"Based on the circumstances known to us at the time the transactions were entered into, the Company received appropriate consideration for each of the transactions set out in the report on relations with affiliated companies in the financial year. In all other cases, the Company has been compensated for any disadvantages having arisen. No other measures within the meaning of § 312 (1) AktG were either undertaken or omitted during the financial year".

DISCLAIMER

This management report contains forward-looking statements. Such statements are based on current estimates and are by nature subject to risks and uncertainties. Actual results may differ from the statements made in this report.

Dortmund, 22 August 2013
Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien
Borussia Dortmund Geschäftsführungs-GmbH

Hans-Joachim Watzke	Thomas Treß
Managing Director (Chairman)	Managing Director

CONSOLIDATED FINANCIAL STATEMENTS

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

Real Love.

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF FINANCIAL POSITION of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

EUR '000	Note	30/06/2013	30/06/2012
ASSETS			
Non-current assets			
Intangible assets	(1)	28,425	25,749
Property, plant and equipment	(2)	178,382	182,602
Investments accounted for using the equity method	(3)	266	313
Financial assets	(4)	113	38
Trade and other financial receivables	(5)	2,786	0
Deferred tax assets	(20)	1,450	1,669
Prepaid expenses	(12)	793	33
		212,215	210,404
Current assets			
Inventories	(6)	7,543	5,808
Trade and other financial receivables	(5)	65,934	24,534
Cash and cash equivalents	(7)	12,536	5,271
Prepaid expenses	(12)	4,187	2,689
		90,200	38,302
		302,415	**248,706**
EQUITY AND LIABILITIES			
Equity			
Subscribed capital		61,425	61,425
Reserves		78,719	31,805
Treasury shares		-119	-122
Equity attributable to the owners of the parent company		140,025	93,108
Minority interests		593	347
	(8)	140,618	93,455
Non-current liabilities			
Non-current financial liabilities	(9)	40,827	41,268
Non-current liabilities from finance leases	(10)	19,767	21,149
Other non-current financial liabilities	(11)	2,469	2,141
Deferred income	(12)	24,316	28,747
		87,379	93,305
Current liabilities			
Current financial liabilities	(9)	4,496	5,974
Current liabilities from finance leases	(10)	1,378	1,283
Trade payables		14,200	9,636
Other current financial liabilities	(11)	36,944	22,008
Current income tax liabilities	(20)	3,448	3,826
Deferred income	(12)	13,952	19,219
		74,418	61,946
		302,415	**248,706**

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

EUR '000	Note	2012/2013	2011/2012
Revenue	(13)	305,032	215,239
Other operating income	(14)	2,785	7,630
Cost of materials	(15)	-17,491	-12,477
Personnel expenses	(16)	-106,216	-79,923
Depreciation, amortisation and write-downs	(17)	-22,414	-18,587
Other operating expenses	(18)	-96,579	-70,490
Profit from operating activities		**65,117**	**41,392**
Income from investments in associates	(3)	-13	59
Finance income	(19)	94	144
Finance costs	(19)	-5,162	-5,004
Financial result		**-5,081**	**-4,801**
Profit before income taxes		**60,036**	**36,591**
Income taxes	(20)	-8,843	-9,061
Consolidated net profit for the year		**51,193**	**27,530**
Cash flow hedge		**-225**	**-1,614**
Other gains/losses incurred during the period, after taxes		**-225**	**-1,614**
Total comprehensive income		**50,968**	**25,916**
Consolidated net profit for the year attributable to:			
- Owners of the parent:		50,820	27,411
- Minority interests:		373	119
Total comprehensive income attributable to:			
- Owners of the parent:		50,595	25,799
- Minority interests:		373	117
Earnings per share (basic/diluted)	(25)	**0.83**	**0.45**

CONSOLIDATED STATEMENT OF CASH FLOWS of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

EUR '000	2012/2013	2011/2012
Profit before income taxes	+60,036	+36,591
Depreciation, amortisation and write-downs of non-current assets	+22,414	+18,587
Loss on disposals of non-current assets	-44,421	-23,036
Other non-cash income	-3,969	-3,923
Interest income	-94	-144
Interest expense	+5,162	+5,004
Income from investments in associates	+13	-59
Changes in other assets not classified as from investing or financing activities	-10,838	-5,949
Changes in other liabilities not classified as from investing or financing activities	+14,146	+7,025
Interest received	+94	+90
Interest paid	-5,162	-5,004
Income taxes paid	-8,786	-1,145
Cash flows from operating activities	**+28,595**	**+28,037**
Payments for investments in intangible assets	-20,857	-20,925
Proceeds from disposals of intangible assets	+13,187	+19,419
Payments for investments in property, plant and equipment	-6,552	-7,331
Proceeds from disposals of property plant and equipment	+18	+0
Proceeds from financial assets	+27	+88
Dividends received	+33	+67
Payments for investments in financial assets	-102	-20
Cash flows from investing activities	**-14,246**	**-8,702**
Proceeds from the sale of treasury shares	+6	+9
Distributions to minority shareholders	-127	-96
Proceeds from finance raised	+18,550	+0
Repayments of financial liabilities	-20,543	-11,692
Dividend payments	-3,684	+0
Repayment of liabilities under finance leases	-1,286	-1,126
Cash flows from financing activities	**-7,084**	**-12,905**
Change in cash and cash equivalents	+7,265	+6,430
Cash and cash equivalents at the beginning of the period	+5,271	-1,159
Cash and cash equivalents at the end of the period	**+12,536**	**+5,271**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

EUR '000		Reserves						
see Note (8)	Subscribed capital	Capital reserves	Other revenue reserves	Cash flow hedge	Treasury shares	Equity attributable to the owners of the parent company	Minority interest	Consolidated equity
1 July 2011	61,425	33,788	-28,017	231	-127	67,300	326	67,626
Distributions to shareholders	0	0	0	0	0	0	-96	-96
Sale of treasury shares	0	4	0	0	5	9	0	9
Transactions with shareholders	0	4	0	0	5	9	-96	-87
Consolidated net profit for the year	0	0	27,411	0	0	27,411	119	27,530
Other gains/losses incurred during the period, after taxes	0	0	0	-1,612	0	-1,612	-2	-1,614
Total comprehensive income	0	0	27,411	-1,612	0	25,799	117	25,916
30 June 2012	**+61,425**	**+33,792**	**-606**	**-1,381**	**-122**	**+93,108**	**+347**	**+93,455**
1 July 2012	61,425	33,792	-606	-1,381	-122	93,108	347	93,455
Distributions to shareholders	0	0	-3,684	0	0	-3,684	-127	-3,811
Sale of treasury shares	0	3	0	0	3	6	0	6
Transactions with shareholders	0	3	-3,684	0	3	-3,678	-127	-3,805
Consolidated net profit for the year	0	0	50,820	0	0	50,820	373	51,193
Other gains/losses incurred during the period, after taxes	0	0	0	-225	0	-225	0	-225
Total comprehensive income	0	0	50,820	-225	0	50,595	373	50,968
30 June 2013	**+61,425**	**+33,795**	**+46,530**	**-1,606**	**-119**	**+140,025**	**+593**	**+140,618**

NOTES to the consolidated financial statements of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund (hereinafter also "Borussia Dortmund" or the "Group")

BASIC PRINCIPLES

Basis and methods of preparation

Borussia Dortmund GmbH & Co. KGaA (hereinafter also "Borussia Dortmund" or the "Group") has its registered office at Rheinlanddamm 207-209, 44137 Dortmund, Germany. Borussia Dortmund's professional squad has competed in the Bundesliga's first division for more than three decades. In addition, Borussia Dortmund Group companies are engaged in the sale of merchandise, the provision of internet and travel agency services, the running of a medical rehabilitation centre and the operation of the football stadium in Dortmund, SIGNAL IDUNA PARK.

The general partner, BVB Geschäftsführungs-GmbH, is responsible for management and representation of Borussia Dortmund GmbH & Co. KGaA. Borussia Dortmund Geschäftsführungs-GmbH is for its part represented by Managing Directors Hans-Joachim Watzke (Chairman) and Thomas Treß; its sole shareholder is BV. Borussia 09 e.V. Dortmund.

These consolidated financial statements for the financial year from 1 July 2012 to 30 June 2013, including the prior-year information, were prepared in accordance with International Financial Reporting Standards (IFRSs), as adopted in the European Union and in force at the end of the reporting period, and the supplementary provisions of German commercial law required to be observed in accordance with § 315a (1) HGB. The term "IFRS" includes the recent International Financial Reporting Standards (IFRSs) and the International Accounting Standards (IASs) issued by the International Accounting Standards Board (IASB) in London as well as the interpretations of the International Financial Reporting Interpretations Committee (IFRIC) and the Standing Interpretations Committee (SIC).

Borussia Dortmund applied the following Standards, Interpretations and amendments to existing Standards, as adopted by the European Union, for the first time in the 2012/2013 financial year:

Amendments to IAS 1 – Presentation of Items of Other Comprehensive Income

This Amendment changes the presentation of other comprehensive income in the statement of comprehensive income. Going forward, items of other comprehensive income that are subsequently reclassified (recycled) to the income statement must be presented separately from those items of other comprehensive income that are never reclassified. If the items are presented gross, i.e., not net of effects from deferred taxes, then the deferred taxes may now no longer be presented in aggregate and instead must be shown separately for both groups of items.

The Amendment must be applied for the first time for financial years beginning on or after 1 July 2012.

The following Standards, Interpretations and Amendments have been issued by the IASB and the IFRIC and adopted by the European Union, but were not applied in the consolidated financial statements as at 30 June 2013 because they were not yet applicable for the financial year beginning on 1 July 2012:

Amendments to IFRS 1 – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters

This Amendment to IFRS 1 replaces the previously used references to 1 January 2004 as the fixed transition date with "date of transition to IFRSs".

Furthermore, IFRS 1 now includes rules for the event that an entity was unable comply with the IFRS requirements because its functional currency had been subject to a period of severe hyperinflation.

Amendments to IFRS 1 – Government Loans

The Amendment concerns how a first-time adopter of IFRSs accounts for a government loan at a below-market rate of interest. Government loans existing at the date of transition may be measured in accordance with the previous accounting policy. Thus, the accounting rules pursuant to IAS 20.10A in conjunction with IAS 39 apply only to those government loans that were received after the date of transition.

The Amendment must be applied for the first time for financial years beginning on or after 1 January 2013.

Borussia Dortmund currently does not expect the first-time application of this Amendment to have any impact.

Amendments to IAS 32 und IFRS 7 – Offsetting Financial Assets and Financial Liabilities

This Amendment to IAS 32 clarifies the circumstances in which financial instruments should be offset. The Amendment explains the meaning of the current legal right to set-off and clarifies which gross settlement methods may be considered net settlement methods within the meaning of the Standard. The disclosure requirements for the notes to the financial statements in IFRS 7 were also expanded in connection with these clarifications.

The Amendment to IAS 32 must be applied for the first time for financial years beginning on or after 1 January 2014.

The Amendment to IFRS 7 must be applied for the first time for financial years beginning on or after 1 January 2013.

Borussia Dortmund currently does not expect the first-time application of this Amendment to have any impact.

IFRS 13 – Fair Value Measurement

This Standard governs the uniform application of fair value measurement in IFRS financial statements. Any and all fair value measurements required by other Standards must adopt the uniform requirements under IFRS 13 going forward. Separate rules will continue to exist only for IAS 17 and IFRS 2.

Fair value under IFRS 13 is defined as the exit price, i.e., the price that would be received to sell an asset or paid to transfer a liability. As is presently the case for the fair value measurement of financial assets, this Standard establishes a hierarchy system that is categorised into three levels based on observable market prices. Values calculated under the new fair value measurement system may deviate from the values of previous systems.

The new Standard must be applied for the first time for financial years beginning on or after 1 January 2013.

Borussia Dortmund currently does not expect the first-time application of this Amendment to have any impact.

Amendments to IAS 12 – Recovery of Underlying Assets

It is often difficult to determine whether existing temporary tax differences with respect to investment property will reverse in the course of the continued use or sale of such investment property.

The Amendment to IAS 12 clarifies that deferred taxes must be measured on the basis of the rebuttable presumption that the tax differences are reversed in the course of the sale.

Borussia Dortmund currently does not expect the first-time application of this Amendment to have any impact.

IAS 19 – Employee Benefits (revised 2011)

In addition to extensive disclosure requirements concerning employee benefits, the revised Standard contains the following amendments in particular:

Entities currently have the option of recording unexpected fluctuations in pension obligations (actuarial gains and losses) in the financial statements either (a) as profit or loss in the statement of financial position, (b) in other comprehensive income (OCI), or (c) by deferring recognition in accordance with the corridor method. In order to enhance transparency and comparability of presentation, the revised version of IAS 19 eliminates this option, meaning that actuarial gains and losses may only be recognised directly and in full in other comprehensive income in future. Furthermore, past service costs must now be recognised directly in profit or loss in the year in which they are incurred.

In addition, the expected return on plan assets is currently calculated as at the beginning of the accounting period based on management's expectations as to performance of the investment portfolio. Only a standard interest rate in the amount of the discount rate of the pension obligations at the beginning of the period may now be applied to plan assets pursuant to IAS 19 (revised 2011).

Previously, the expected administrative costs for plan assets were factored into net interest expense. In accordance with the amendments, administrative costs for plan assets must be recognised as a part of the new measurement components in other comprehensive income, whereas other administrative costs are classified under operating income at the time they are incurred.

Borussia Dortmund currently does not expect the first-time application of this Amendment to have any impact because it does not have any such employee benefit obligations.

The amended definition of termination benefits will impact how benefit increases pledged under partial retirement plans are accounted for. Previously, benefit increases were classified as termination benefits. Accordingly, provisions were recognised in full for those termination benefits at the time the partial retirement plans were entered into. Due to the amended definition of termination benefits, benefit increases no longer meet the requirements of termination benefits under IAS 19 (revised 2011). Rather, these are generally other long-term employee benefits that accumulate pro rata over the respective employee's term of service.

Borussia Dortmund currently does not expect the first-time application of this Amendment to have any impact because it does not have any such employee benefit obligations.

The Amendment must be applied for the first time for financial years beginning on or after 1 January 2013.

IFRIC 20 – Stripping Costs in the Production Phase of a Surface Mine

This Interpretation is intended to standardise the accounting of stripping costs for surface mining operations. If it is anticipated that the subsequent benefit of the overburden will generate income, then the costs of that stripping activity must be recognised as inventories in accordance with IAS 2. In addition, an intangible asset is created that is capitalised together with the stripping activity asset if the benefit is improved access to mineral ore deposits and the requirements of the Interpretation are met. This asset shall be depreciated or amortised over its expected useful life.

IFRIC 20 must be applied for the first time for financial years beginning on or after 1 January 2013.

Given the nature of the Company's business operations, the first-time application of this Interpretation will not impact Borussia Dortmund.

Improvements to IFRS 2009 – 2011

Amendments were made to five Standards as part of the annual improvement project. The purpose of these amendments was to clarify existing rules by adapting the wording of individual IFRSs. In addition, some amendments impact the accounting, recognition, measurement and disclosures in the notes to financial statements. The scope of these amendments included IAS 1, IAS 16, IAS 32, IAS 34 and IFRS 1.

The Amendments must be applied – subject to pending transposition into EU law – for the first time for financial years beginning on or after 1 January 2013.

Borussia Dortmund does not expect the first-time application of this Amendment to have any material impact.

IFRS 10 – Consolidated Financial Statements

This Standard comprehensively redefines the term control. If an entity controls another entity, the parent entity must include the subsidiary in its consolidated financial statements. Under the new definition, an entity controls another entity if the potential parent has, on the basis of voting rights or other rights, the power to make decisions regarding the potential subsidiary, receives positive or negative variable returns from the subsidiary and has the ability to affect those returns through its decision-making powers.

This new Standard may impact the scope of the consolidated financial statements for, inter alia, special purpose entities.

The new Standard must be applied for the first time for financial years beginning on or after 1 January 2014. IFRS 10 must be applied retrospectively if the reasons for qualifying an investment as a subsidiary deviated between those stipulated in IAS 27/SIC-12 and IFRS 10. Earlier application is permitted only if an entity discloses that fact and applies IFRS 11 and IFRS 12 as well as IAS 27 and IAS 28 (as amended in 2011) at the same time.

Borussia Dortmund currently does not expect the first-time application of this Amendment to have any impact.

IFRS 11 – Joint Arrangements

IFRS establishes new rules that are applicable to the accounting for all joint arrangements. Under the new Standard, it must be determined whether the joint arrangement is a joint operation or a joint venture. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. The individual rights and obligations are recognised proportionately in the consolidated financial statements. By contrast, a joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. This right is recognised in the consolidated financial statements using the equity method, thereby precluding the option of proportionate consolidation in the consolidated financial statements.

The new Standard must be applied for the first time for financial years beginning on or after 1 January 2014. Specific transitional provisions are in place for the transition from proportionate consolidation to the equity method, for example. Earlier application is permitted only if an entity discloses that fact and applies IFRS 10 and IFRS 12 as well as IAS 27 and IAS 28 (as amended in 2011) at the same time.

Borussia Dortmund currently does not expect the first-time application of this Amendment to have any impact because it does not hold any equity investments in joint ventures.

Amendments to IFRS 10, IFRS 11 and IFRS 12 – Transition Guidance

The Amendments relate to clarifications and additional relief for transitioning to IFRS 10, IFRS 11 and IFRS 12. For instance, adjusted comparative information is assessed for the preceding comparative period only. Furthermore, in connection with the disclosures in the notes to the consolidated financial statements, non-consolidated structured entities are exempt from the obligation to disclose comparative information for periods prior to the first-time application of IFRS 12.

The Amendments to IFRS 10, IFRS 11 and IFRS 12 must be applied – subject to pending transposition into EU law – for the first time for financial years beginning on or after 1 January 2014.
Borussia Dortmund currently does not expect the first-time application of this Amendment to have any impact.

Amendments to IAS 27 – Separate Financial Statements

As part of adopting IFRS 10 "Consolidated Financial Statements", the rules for the control principle and the requirements for preparing consolidated financial statements were transferred from IAS 27 and then addressed in IFRS 10 (see notes to IFRS 10). Consequently, IAS 27 will only contain rules governing the accounting of subsidiaries, joint ventures and associates in IFRS separate financial statements.

The Amendment must be applied for the first time for financial years beginning on or after 1 January 2014.

Borussia Dortmund currently does not expect the first-time application of this Amendment to have any impact.

Amendments to IAS 28 – Investments in Associates and Joint Ventures

The adoption of IFRS 11 "Joint Arrangements" also included adjustments to IAS 28. As in the past, IAS 28 sets out requirements for the application of the equity method. However, the adoption of IFRS 11 expands the scope of application considerably, because equity investments in joint ventures and not just associates (see IFRS 11) will have to be measured using the equity method going forward. The proportionate consolidation method will no longer apply for joint ventures.

A further amendment relates to the accounting in accordance with IFRS 5 if only a portion of an equity investment in an associate or joint venture has been slated for sale. IFRS 5 shall be partially applied only if a portion or a part of an equity investment in an associate (or a joint venture) meets the "held for sale" criterion.

The Amendment must be applied for the first time financial years beginning on or after 1 January 2014.

Borussia Dortmund currently does not expect the first-time application of this Amendment to have any impact because it does not hold any equity investments in joint ventures.

The consolidated financial statements are presented in thousands of euros.

The subtotals contained in the consolidated statement of comprehensive income for operating profit/loss (EBIT) and the financial result are used internally to manage the Group.

By a resolution dated 22 August 2013, the consolidated financial statements and the Group management report were authorised by the Company's management for submission to the Supervisory Board.

Scope of consolidated financial statements

In addition to Borussia Dortmund GmbH & Co. KGaA, the consolidated financial statements include seven fully consolidated subsidiary companies and one associated company accounted for using the equity method.

Orthomed GmbH, in which the Group holds 33.33% of the shares and of the voting rights, has been included in the consolidated financial statements as an investment in associates under the equity method in accordance with IAS 28.
The list of shareholdings as at 30 June 2013 was as follows:

Shareholdings

	Registered office	Share capital EUR '000	Shareholding in %	Equity EUR '000	Net profit/loss EUR '000
BVB Stadionmanagement GmbH*	Dortmund	52	100.00	66	87
BVB Stadion Holding GmbH*	Dortmund	260	100.00	123,700	-9
besttravel Dortmund GmbH	Dortmund	50	51.00	829	779
BVB Merchandising GmbH*	Dortmund	75	100.00	10,881	4,299
Sports & Bytes GmbH	Dortmund	200	100.00	1,769	464
BVB Stadion GmbH*	Dortmund	26	99.74	27,769	99
BVB Beteiligungs-GmbH*	Dortmund	26	94.90	5,704	-6
Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH**	Dortmund	52	33.33	620	-40

* Profit and loss transfer agreements are in force. Profit/loss of the Company prior to transfer to/absorption by the consolidated tax group parent.

** Included in the consolidated financial statements as at 31 December 2012 as an associate.

No interim financial statements were prepared for Orthomed GmbH as at 30 June 2013 due to the fact that there would be no material impact on the consolidated financial statements.

Consolidation principles

The annual financial statements of the companies included in the consolidated financial statements are prepared in accordance with IFRS, as adopted by the EU, using consistent accounting policies.

The end of the reporting period for the consolidated financial statements is the end of the reporting period of the parent company.

Intercompany revenues, income and expenses, and all receivables and liabilities between companies included in the consolidated financial statements are eliminated on consolidation.

A subsidiary is generally any company over which the parent has the power to govern its financial and operating policies so as to obtain benefits from its activities (controlled entity). The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether one entity has control over another entity. Subsidiaries are generally included in the consolidated financial statements (full consolidation) from the date on which control is transferred.

Acquired subsidiaries are accounted for using the acquisition method. The acquisition cost is equal to the fair value of the assets given, the equity instruments issued and the liabilities incurred or assumed on the date of the transaction. The costs associated with the acquisition are recognised as an expense. When consolidated for the first time, the identifiable assets, liabilities and contingent liabilities acquired in a business combination are measured at their acquisition-date fair values, regardless of the size of the minority interest.

Any excess of the acquisition cost over the share of equity acquired at fair value is recognised as goodwill. If the acquisition costs are lower than the fair value of the net assets of the subsidiary acquired, the measurement of net assets is reviewed and the difference is recognised directly in the consolidated statement of comprehensive income.

Minority interests represent the share of net assets that is not attributable to the Group. These are reported separately in consolidated equity and the consolidated statement of comprehensive income. Changes in interest where control is retained are accounted for as equity transactions between controlling and minority owners and recognised outside of profit or loss.

Associates over which the Group has a significant but not a controlling influence are accounted for using the equity method and initially recognised at cost. The Group's share of profits and losses of associates is recognised in the consolidated statement of comprehensive income from the date of acquisition, while the share of changes in reserves is reflected in consolidated reserves. The carrying amount of the investment is adjusted to reflect the cumulative changes since the date of acquisition. There were no unrealised gains at any date from transactions between Group companies and associates which would have been required to be eliminated on consolidation.

Foreign currency translation

The consolidated financial statements are presented in euros. The euro is the currency of the primary business environment (functional currency) of all companies included in the consolidated financial statements. In the single-entry financial statements of the parent and of the consolidated subsidiaries, business transactions in foreign currencies are translated into the functional currency at the exchange rate prevailing on the date of the transaction. Gains and losses arising on the fulfilment of such transactions and on the translation of monetary assets and liabilities carried in foreign currencies using the exchange rate prevailing at the end of the reporting period are recognised in profit or loss.

Accounting policies

The significant accounting policies used in the preparation of these consolidated financial statements are presented below. The policies described were applied consistently for the reporting periods shown, unless otherwise indicated.

The consolidated financial statements were prepared based on amortised cost. However, derivative financial instruments are measured at fair value.

Intangible assets

Purchased intangible assets are measured at cost less amortisation based on their expected useful lives or at the lower recoverable amount. Player registrations reported in these financial statements are measured at cost, taking into account the FIFA Regulations for the Status and Transfer of Players contained in circular no. 769 of 24 August 2001 which came into force on 21 September 2001, and are amortised on a straight-line basis in accordance with the term of the individual contracts for professional players. The cost of player registrations includes transfer payments made and the costs of advisers directly attributable to the particular transfer.

Computer software for commercial and technical applications is amortised on a straight-line basis over three years.

The useful life and the method of amortisation are reviewed at the end of each financial year.

Property, plant and equipment

The SIGNAL IDUNA PARK stadium buildings were measured at their fair value amounting to EUR 177,200 thousand in the opening IFRS statement of financial position as at 1 July 2004, in accordance with the option permitted by IFRS 1.16. This valuation is based on the opinion of an independent external expert. The carrying amount of the stadium buildings in the statement of financial position represents the carrying amount as at 1 July 2004 less depreciation charged subsequently.

Land, the other buildings and the remaining items of property, plant and equipment are measured at cost less depreciation. Repair and maintenance costs are recognised in the statement of comprehensive income as expenses in the current period.

Straight-line depreciation is based on the following useful lives:

	Useful life in years
Stadium	30
Other buildings	20 to 50
Other equipment, operating and office equipment	7 to 15

The useful life and the method of amortisation are reviewed at the end of each financial year at a minimum.

Significant parts of the stadium building are depreciated over their respective specific useful lives (component approach).

Impairment testing

The useful lives of intangible assets and items of property, plant and equipment are all finite. If there are specific indications of possible impairment, individual assets are tested for impairment. An impairment loss is recognised for the amount by which the carrying amount exceeds the recoverable amount. The recoverable amount is the higher of net realisable value and value in use. If the reason for an impairment write-down recognised in prior years no longer exists, the impairment loss is reversed until the carrying amount of the asset, net of depreciation and amortisation, equals the amount that would have been determined if an impairment loss had not been recognised. There were no indications of impairment in financial year 2012/2013.

Leases

The Group's leases relate in particular to developed land, operating and office equipment as the lessee.

Leased assets in respect of which substantially all the risks and rewards of ownership have been transferred to the Group (finance lease) are recognised at the present value of the minimum lease payments or at the lower fair value in accordance with IAS 17 and depreciated over the useful life or the shorter lease term. In the case of leases of land and buildings, the components of the land and buildings are considered separately for the purpose of the classification of the leases.

The payment obligations resulting from finance lease agreements are recognised as a liability. The lease payments are apportioned between the finance charges and the element representing the repayment of the remaining liability in such a way that a constant rate of interest is charged on the outstanding lease obligation over the period of the lease (effective interest method). Interest charges are expensed immediately. If substantially all the risks and rewards of ownership remain with the lessor (operating lease), the lease payments are recognised as an expense in the financial year.

Financial instruments

Financial instruments under IFRS are classified in line with the format of the statement of financial position. The table under Note 24 provides a reconciliation of the individual classes and categories of IAS 39 to the items of the statement of financial position and the fair values of the financial instruments disclosed therein.

The financial assets within the scope of IAS 39 are allocated to one of the following categories, depending on their nature: "loans and receivables" or "available-for-sale financial assets". As a rule, financial assets are measured at fair value upon initial recognition. Transaction costs that are directly attributable to the acquisition of the financial asset are included in the initial recognition. Regular way purchases or sales of financial assets are accounted for at the trade date. The amount recognised in the statement of financial position is equal to the maximum exposure to credit risk. The subsequent measurement of financial assets depends on their classification:

a) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets which are either directly allocated to this category or which cannot be allocated to any of the other categories. Available-for-sale financial assets are subsequently remeasured at fair value outside profit or loss. If there is no quoted price in an active market and fair value cannot be reliably measured, these financial assets are measured at amortised cost.

Gains and losses arising from changes in the fair value of available-for-sale financial assets are recognised in other comprehensive income, taking into account deferred tax assets and liabilities. Gains and losses are not realised until the financial asset is derecognised or impaired. Interest calculated using the effective interest method is recognised in the consolidated statement of comprehensive income. The Company did not hold any such financial instruments as at the end of the reporting period.

b) Loans and receivables

Borrowings and receivables are classified as "loans and receivables". These are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If their maturities are less than 12 months after the end of the reporting period, they are reported under current assets. Otherwise, they are reported as non-current assets. They are subsequently measured at amortised cost using the effective interest method.

For financial assets carried at amortised cost, a gain or loss is recognised in profit or loss when the financial asset is derecognised or impaired, and through the amortisation process.

Impairment of financial assets

At the end of every reporting period, it is assessed whether there is any objective evidence, such as non-payment or default, that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if their carrying amounts exceed their expected future recoverable amounts. For financial assets or groups of financial assets carried at amortised cost, the amount of the impairment to be recognised equals the difference between the carrying amount of the asset or group of financial assets and the present value of the expected future cash flows discounted using the original effective interest rate. An impairment triggers a direct reduction of the carrying amounts of all financial assets affected, with the exception of trade receivables, whose carrying amounts are reduced via an allowance account. If a trade receivable is deemed to be uncollectible, this allowance account is used to recognise the impairment. Subsequent collections of amounts already written down are also booked against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss under "Other operating expenses".

Derecognition of financial assets and financial liabilities

Financial assets

A financial asset is derecognised when the contractual rights to receive the cash flows from the asset expire or the financial asset is transferred to another party. The latter case is deemed to have occurred when all significant risks and rewards associated with ownership of the asset have been transferred or when the control over the asset has been relinquished.

Financial liabilities

A financial liability is derecognised when the obligation underlying this liability is discharged or cancelled or expires. In cases where an existing financial liability is exchanged against another financial liability of the same lender with substantially different terms and conditions or if the terms and conditions of an existing liability are materially modified, such exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. Any difference between the relevant carrying amounts is recognised in profit or loss.

Financial assets and liabilities are offset against one another and the net balance is presented in the consolidated statement of financial position if an entity a) has a legally enforceable right to set off the recognised amounts, and b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred taxes

Deferred taxes are recognised for all temporary differences between the tax base of assets and liabilities and their carrying amounts in the IFRS financial statements (liability method). However, if in the course of a transaction which is not a business combination a deferred tax asset or liability arises from the initial recognition of an asset or liability which, at the time of the transaction, affects neither the accounting nor the taxable profit or loss, the deferred tax asset or liability is neither recognised at the date of initial recognition nor afterwards.

Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are also recognised for tax loss carry-forwards that can be utilised in subsequent periods, provided it is sufficiently probable that the deferred tax asset will be recoverable.

Deferred taxes relating to items recognised outside profit or loss are also recognised outside profit or loss.

Deferred tax assets and liabilities are netted against each other where the Group has a legally enforceable right to set off current tax assets against current tax liabilities, and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

Deferred tax assets and liabilities are measured on the basis of the tax laws adopted by the *Bundestag* and *Bundesrat* as at the end of the reporting period using a rate of income tax of 32.81% (previous year: 32.2%).

Inventories

Inventories consist principally of merchandising articles and goods held by the subsidiary company BVB Merchandising GmbH. Inventories are measured at cost less any individual allowances for goods whose cost may not be recoverable.

Cash and cash equivalents

Cash includes cash on hand, cheques and balances with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to a known amount of cash or convertible to a known amount of cash within a period of less than three months and which are subject to an insignificant risk of changes in value. Cash and cash equivalents are measured initially at fair value and subsequently at amortised cost.

Treasury shares

The full amount paid for the purchase of treasury shares is reported as an item deducted from equity. The Company has the right to reissue treasury shares purchased by it at a later date. Proceeds of resale in excess of cost are added to capital reserves, while shortfalls are taken to retained earnings.

Provisions and contingent liabilities

In accordance with IAS 37, provisions are recognised where a present obligation exists to third parties arising from a past event, which is expected to result in an outflow of resources and whose amount can be reliably estimated. No provisions have been reported in these consolidated financial statements because it was possible to determine the amount and timing of all obligations with sufficient certainty, with the result that these obligations have been reported under liabilities.

Contingent liabilities which do not meet the criteria for recognition as a provision are disclosed in the notes, unless the probability of an obligation occurring is remote.

Financial liabilities

Financial liabilities falling under the scope of IAS 39 are allocated to the category "other financial liabilities". These include borrowings and are recognised initially at fair value plus transaction costs directly attributable to the issue of the financial liability. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, where interest expense is measured in accordance with the effective interest rate. Please refer to Notes 9, 10 and 20 et seq. for information on the provision of collateral and further disclosures on financial liabilities.

Prepaid expenses and deferred income

Prepaid expenses and deferred income are recognised and apportioned on a straight-line basis over their term to allocate payments made on an accrual basis.

Recognition of income and expenses

Revenue is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Revenue is measured at the fair value of the receivable or consideration received and represent amounts for goods delivered and services provided in the ordinary course of business, less rebates, VAT and other taxes arising in relation to revenue.

Admission fees and other match day-related income (such as income from catering) are recognised on the match day. Sponsorship and licensing income are apportioned on a straight-line basis over the term of the relevant agreements; TV income and other components of the DFL TV agreement are recognised over the duration of the football season. Income from merchandising is recognised when the merchandise has been delivered, the risks and rewards incident to ownership have been transferred and it is likely that the economic benefits will flow to the acquirer.

Interest income and expenses are allocated to the period to which they relate, taking into account the outstanding amount of the loan and the effective interest rate to be applied. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

Operating expenses are recognised when the goods or services are utilised or at the date the expenses are incurred.

Revenue

In accordance with the classification prescribed by the German Football League (DFL Deutsche Fußball Liga GmbH, "DFL") for the licensing procedure, income from the sale of transfer rights for player registrations is reported under revenue at the date on which the match authorisation expires. The expenses associated with the transfer activities such as the book values of assets sold and incidental costs of disposal are reported as other operating expenses.

Management of financial risks

The Group finances itself primarily from long-term bank loans, finance leases, trade payables, season tickets paid for in advance and payments from sponsors. The related risks arising comprise interest-rate-related cash flow risks, market risks, liquidity risks and credit risks. On the other hand, the Group is not exposed to any significant currency risks. The methods of managing the individual types of risk are described in the following.

Interest rate risks

The Group's financial liabilities at the end of the reporting period consist of fixed-interest loans. The Group is exposed to interest rate risks from 2013 onwards based on variable-rate loans; appropriate interest rate hedges have been entered into to hedge these risks. Risk Control uses appropriate tools and methods to constantly monitor interest rate risk, and reports regularly to the management on current events. The objective of the risk strategy is to limit or eliminate interest rate risks. The strategy explicitly calls for the use of appropriate derivative financial instruments to hedge risks.

Sensitivity analysis (interest rate risk)
All interest rate swaps and variable-interest loans were included in the sensitivity analysis; by contrast, fixed-rate loans were not included in the analysis, since these did not result in interest rate risk exposure.

In the event the interest rate were to fall by 100 basis points (parallel shift in the yield curve), equity would decrease by EUR 1,964 thousand (previous year: decrease of EUR 1,907 thousand) and consolidated comprehensive income would fall by EUR 29 thousand (previous year: decrease of EUR 34 thousand).

In the event the interest rate were to rise by 100 basis points (parallel shift in the yield curve), equity would increase by EUR 1,594 thousand (previous year: increase of EUR 1,569 thousand) and consolidated comprehensive income would increase by EUR 28 thousand (previous year: increase of EUR 28 thousand).

Credit risk
The Group conducts business exclusively with third parties of high credit standing. Concentrations of credit risk can arise in the context of a player transfer and from long-term sponsorship agreements. Such concentrations of risk are monitored in the course of the Group's operating activities.

The maximum credit risk in the event of counterparty default is equal to the carrying amount of these instruments. Please refer to Note 22.

Liquidity risk
The Group constantly monitors the risk of possible liquidity bottlenecks, taking into account the probable maturities of its financial liabilities and the timing of the expected cash flows from operating activities. The Group counters potential liquidity risk by taking up largely long-term financing. Appropriate corporate planning is used to constantly monitor short-term financing components. Please refer to Note 22 for information on the maturities of contractual cash flows.

Significant decisions subject to judgement and estimates

The preparation of consolidated financial statements in accordance with IFRSs requires management to make significant decisions subject to judgement and estimates and assumptions concerning the application of financial accounting methods and the assets, liabilities, income and expenses recognised in those statements. Actual results may deviate from these estimates.

Estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions of accounting estimates are recognised in the period in which the estimates were revised as well as in all subsequent periods concerned.

Information about significant decisions subject to judgment made while applying accounting methods that materially impact the amounts recognised in the consolidated financial statements must be disclosed in the notes to the consolidated financial statements below.

This section on accounting policies includes detailed disclosures about property, plant and equipment.

Notes 2 and 10 include detailed disclosures on finance leases.

Disclosures on deferred taxes are included, *inter alia*, in Note 20 and the section on accounting policies.

The collectability of trade receivables is assessed based on the estimated probability of default. Specific valuation allowances are calculated for overdue receivables using individually determined percentages. In the event that the financial situations of our partners worsen, the amounts actually written down may exceed the amount of the valuation allowances recognised. This could negatively impact the results of operations. Please refer to Note 5 for information on carrying amounts.

Deferred tax assets are recognised in respect of tax loss carry-forwards to the extent that it is probable that taxable income will be available to enable the loss carry-forwards actually to be utilised. In order to determine the amount of the deferred tax assets required to be recognised in this context, management makes significant assumptions with respect to the expected timing and amount of future taxable income. The likelihood that these carry-forwards will be used is assessed on the basis of a four-year plan.

The preparation of financial statements in accordance with IFRS requires the use of judgement. All decisions requiring the use of judgement are reassessed on a permanent basis and are based on past experience and expectations as to future events that appear reasonable, given the current circumstances.

Operating segments

The Group applies IFRS 8, which calls for the use of the "management approach" for purposes of reporting on the economic development of segments. Segment information is determined and calculated in the same manner as is done for the purposes of internal reporting to the management ("chief operating decision maker").

An operating segment is a component of an entity that engages in business activities from which it may earn income and incur expenses whose operating results are reviewed regularly by the entity's chief operating decision makers to assess its performance and make decisions about resources to be allocated to the segment and for which discrete financial information is available through internal reporting.

The Group has two reportable segments, which are responsible for the main activities of the overall Group. The first segment consists of Borussia Dortmund GmbH & Co. KGaA, which operates a football club including a professional football squad and leverages the associated revenue potential arising from the transfer of players, catering, TV marketing, sponsorship and ticketing. The second segment consists of the separate merchandising business, which is carried out by BVB Merchandising GmbH, a legally independent entity. Internal reporting is based on the provisions of the German Commercial Code (*Handelsgesetzbuch*, "HGB") applicable to each company.

	Borussia Dortmund		BVB Merchandising GmbH		Total	
EUR ´000	2012/2013	2011/2012	2012/2013	2011/2012	2012/2013	2011/2012
External revenue	271,942	190,718	31,484	23,428	303,426	214,146
Internal revenue	494	495	551	319	1,045	814
Interest expense	-1,974	-1,739	0	0	-1,974	-1,739
Interest income	94	113	0	0	94	113
Depreciation, amortisation and write-downs	-14,517	-10,938	-955	-889	-15,472	-11,827
Segment profit before taxes *)	56,994	35,840	4,299	3,356	61,293	39,196
Capital expenditure	26,668	27,343	919	591	27,587	27,934
Segment assets	289,960	231,112	17,224	16,547	307,184	247,659
Segment liabilities	107,554	98,285	6,343	5,666	113,897	103,951
Investments accounted for using the equity method	266	313	0	0	266	313
Income from investments in associates	-13	59	0	0	-13	59

**) before profit or loss transfer*

The table below provides a reconciliation of the revenue, profit or loss before taxes, assets, liabilities and other key items for each segment.

	Total		Other adjustments		Consolidated net profit/loss	
EUR ´000	2012/2013	2011/2012	2012/2013	2011/2012	2012/2013	2011/2012
External revenue	303,426	214,146	1,606	1,093	305,032	215,239
Internal revenue	1,045	814	-1,045	-814	0	0
Interest expense	-1,974	-1,739	-3,188	-3,265	-5,162	-5,004
Interest income	94	113	0	31	94	144
Depreciation, amortisation and write-downs	-15,472	-11,827	-6,942	-6,760	-22,414	-18,587
Segment profit before taxes *)	61,293	39,196	-1,257	-2,605	60,036	36,591
Capital expenditure	27,587	27,934	-76	342	27,511	28,276
Segment assets	307,184	247,659	-4,769	1,047	302,415	248,706
Segment liabilities	113,897	103,951	47,900	51,300	161,797	155,251
Investments accounted for using the equity method	266	313	0	0	266	313
Income from investments in associates	-13	59	0	0	-13	59

**) before profit or loss transfer*

Adjustments were made to interest expense due to borrowing costs recognised in the single-entity financial statements of BVB Stadion GmbH; depreciation charges were also primarily adjusted due to these single-entity financial statements and adjustments to the stadium's added value in accordance with IFRS. The table below provides a detailed reconciliation of segment profit or loss before taxes, segment assets and segment liabilities:

	Segment profit or loss before taxes		Segment assets		Segment liabilities	
EUR ´000	2012/2013	2011/2012	2012/2013	2011/2012	2012/2013	2011/2012
Segments total	61,293	39,196	307,184	247,659	113,897	103,951
Profit from other companies	1,801	779	0	0	0	0
Excess stadium depreciation	-3,433	-3,433	0	0	0	0
Other IFRS adjustments	-190	-522	0	0	0	0
Consolidation of long-term financial assets	0	0	-139,190	-139,190		0
Stadium buildings plus other assets	0	0	134,421	140,237	28,751	31,535
Other consolidation	565	571		0	19,149	19,765
	60,036	**36,591**	**302,415**	**248,706**	**161,797**	**155,251**

Income from TV marketing and release fees for national team players amounting to EUR 33,848 thousand (previous year: EUR 28,491 thousand) exceeds the 10% threshold stipulated in IFRS 8.34 for one customer, as did income from international TV marketing amounting to EUR 59,801 thousand (previous year: EUR 25,596 thousand). The reason for this was the centralised marketing strategy used by DFL Deutsche Fußball Liga GmbH and UEFA.

Derivative financial instruments

Management entered into six interest rate swap transactions with German financial institutions with respect to credit facilities having fixed-interest rates expiring in 2013 and 2016 in order to lock in the low interest rates over the medium to long term and hedge the risk of changes in cash flows due to changing interest rates. In addition, an interest rate swap was entered into with a German financial institution for the upcoming exercise of the option to purchase a leased administration building and plot of land in 2014. The notional amount and the related fair value are as follows:

Interest rate swaps

	30/06/2013	
EUR '000	**Notional amount**	**Fair value**
Pay-fixed swaps	36,043	-2,469

Interest rate swaps

	30/06/2012	
EUR '000	**Notional amount**	**Fair value**
Pay-fixed swaps	36,043	-2,141

The fair values of the derivatives are determined using standard market valuation methods which factor in market data as at the valuation date. Under these methods, standard market interest rates are used to discount future cash inflows and outflows over the remaining term of the interest rate swaps to determine their value.

In accordance with IFRS 7.27 B, interest rate swaps are classified in Level 2 of the fair value hierarchy since the input parameters used for measurement (yield curves) are observable on the market. The Group does not make its own estimates or assumptions for fair value measurement.

The banks have already approved credit facilities with terms extending until 2021, 2026 and 2028; these financial liabilities will also be hedged. The interest rate swaps are measured at fair value by discounting the expected future cash flows. The measurement results are substantiated by bank calculations.

Highly probable forecast transactions are accounted for as cash flow hedges (micro hedging). The effective portion of the change in fair value of the derivatives is recognised directly in other comprehensive income after deducting deferred taxes. The ineffective portion is recognised immediately in profit or loss. If a hedge of a forecast transaction results in the recognition of a financial asset or financial liability, any gain or loss on the hedging instrument is reclassified from equity to profit or loss in the same period(s) in which the financial asset or liability (the hedged item) affects profit or loss. The hedging instrument parameters are established based on the assumption that the forecast transaction will occur. The derivatives in the form of interest rate swaps employed by the Borussia Dortmund Group for hedging purposes are economically effective hedges. Changes in the market values of the derivatives are offset by compensating changes in the value of the hedged underlyings, which are demonstrated through effectiveness calculations.

The ineffective portion of the hedges amounted to EUR -75 thousand during the reporting period (previous year: EUR -69 thousand).

During the reporting period, there were no reclassifications from other comprehensive income (OCI) to the consolidated statement of comprehensive income.

NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(1) Intangible assets

EUR '000	30/06/2013	30/06/2012
Player registrations	28,350	25,655
Industrial property rights and similar rights	75	94
	28,425	**25,749**

Intangible assets consist of purchased player registrations and computer software. At the end of the reporting period, the weighted remaining contractual term of the significant player registrations amounted to 3.38 years (30 June 2012: 3.9 years).

Changes in intangible assets were as follows:

EUR '000	Player registrations	Industrial property rights and similar rights	Total
Cost			
As at 30 June 2011	40,187	1,281	41,468
Additions	18,685	18	18,703
Disposals	8,779	0	8,779
As at 30 June 2012	50,093	1,299	51,392
Additions	20,420	12	20,432
Disposals	11,513	0	11,513
As at 30 June 2013	59,000	1,311	60,311
Depreciation, amortisation and write-downs			
As at 30 June 2011	21,855	1,181	23,036
Additions	8,467	24	8,491
Disposals	5,884	0	5,884
As at 30 June 2012	24,438	1,205	25,643
Additions	11,545	31	11,576
Disposals	5,333	0	5,333
As at 30 June 2013	30,650	1,236	31,886
Carrying amounts			
As at 30 June 2011	18,332	100	18,432
As at 30 June 2012	25,655	94	25,749
As at 30 June 2013	**28,350**	**75**	**28,425**

(2) Property, plant and equipment

EUR ´000	30/06/2013	30/06/2012
Land, land rights and buildings including buildings on third-party land	158,115	162,706
Other equipment, operating and office equipment	20,267	19,896
	178,382	**182,602**

Property, plant and equipment consists principally of the stadium and former offices and the adjoining area "Am Luftbad", and also the facilities at the training ground in Dortmund-Brackel, the youth centre, catering extensions and items of operating and office equipment at these facilities and at the administrative headquarters.
The carrying amount for the stadium as at 30 June 2013 was EUR 121,345 thousand (previous year: EUR 127,568 thousand).

Property, plant and equipment include the following assets not legally owned by the Group and subject to finance leases:

	Net carrying amounts	
EUR ´000	30/06/2013	30/06/2012
Buildings	17,434	18,494
Operating and office equipment	2,239	2,663
	19,673	**21,157**

The items of property, plant and equipment recognised in the statement of financial position as a result of finance leases consist of buildings and other facilities (e.g., sport pitches and outdoor grounds) at the Dortmund-Brackel training grounds; the lease in respect of the land at the training grounds, on the other hand, is classified as an operating lease.

The Company has an option to purchase the properties in Dortmund-Brackel upon the expiry of the lease agreements in 2017 and 2022, respectively (see Note 2).

Due to the de facto exercise of an option to purchase a leased administration building and the plot of land, the corresponding lease agreement was classified as a finance lease. Essentially all of the risks and opportunities in connection with the leased assets have been transferred to Borussia Dortmund.

Changes in property, plant and equipment were as follows:

EUR '000	Land, land rights and buildings including buildings on third-party land	Other equipment, operating and office equipment	Total
Cost			
As at 30 June 2011	208,434	31,630	240,064
Additions	14,276	7,684	21,960
Disposals	0	8	8
As at 30 June 2012	222,710	39,306	262,016
Additions	3,137	3,497	6,634
Disposals	0	1,487	1,487
As at 30 June 2013	225,847	41,316	267,163
Depreciation, amortisation and write-downs			
As at 30 June 2011	52,688	16,636	69,324
Additions	7,316	2,779	10,095
Disposals	0	5	5
As at 30 June 2012	60,004	19,410	79,414
Additions	7,728	3,110	10,838
Disposals	0	1,471	1,471
As at 30 June 2013	67,732	21,049	88,781
Carrying amounts			
As at 30 June 2011	155,746	14,994	170,740
As at 30 June 2012	162,706	19,896	182,602
As at 30 June 2013	**158,115**	**20,267**	**178,382**

(3) Investments accounted for using the equity method

EUR '000	30/06/2013	30/06/2012
At the beginning of the year	313	321
Change	-47	-8
At the end of the year	**266**	**313**

The net profit, revenue, assets and liabilities of the associate Orthomed GmbH are as follows:

EUR ´000	**30/06/2013**	**30/06/2012**
Assets	877	1.022
Liabilities	257	235
Revenue	3,414	3,561
Net profit	-40	176

(4) Financial assets

Long-term financial assets relate to long-term, interest-bearing borrowings classified as loans and receivables. Please refer to Note 24 for information on the fair values of financial assets.

(5) Trade and other financial receivables

Non-current

EUR ´000	**30/06/2013**	**30/06/2012**
Trade receivables	**2,786**	**0**

Non-current trade receivables are discounted using the effective interest method and measured at amortised cost. For information on the fair value of these items please refer to Note 24.

Current

EUR ´000	**30/06/2013**	**30/06/2012**
Trade receivables	64,347	21,352
Less allowances	-805	-797
Net trade receivables	63,542	20,555
Other financial receivables	2,055	3,856
Receivables from related companies	337	123
	65,934	**24,534**

Trade receivables and other assets do not bear interest and mostly have a maturity of up to 3 months. For information on the fair value of these items please refer to Note 24.

Changes in the allowance account were as follows:

EUR '000	30/06/2013	30/06/2012
As at 1 July	797	848
Transfers recognised in profit or loss	338	261
Reversals	-330	-312
As at 30 June	**805**	**797**

(6) Inventories

EUR '000	30/06/2013	30/06/2012
Inventories/merchandise	7,849	5,956
Less impairment	-306	-148
Net inventories	**7,543**	**5,808**

The carrying amount of inventories carried at fair value less costs to sell was EUR 1,462 thousand (previous year: EUR 136 thousand).

Impairments of inventories are carried in the cost of materials.

(7) Cash and cash equivalents

EUR '000	30/06/2013	30/06/2012
Bank balances and cash-in-hand	**12,536**	**5,271**

Bank balances bear interest at variable rates of interest applying to demand deposits.

(8) Equity

The annual financial statements for the 2011/2012 financial year were adopted at the Annual General Meeting on 26 November 2012, which resolved to use a portion of the net retained profits to distribute a dividend of EUR 0.06 per share carrying dividend rights (totalling EUR 3,684 thousand) to the limited liability partners and to transfer the remainder (EUR 30,600 thousand) to revenue reserves.

The management will recommend to the Annual General Meeting that it resolve to use the net retained profits of EUR 53,258 thousand for financial year 2012/2013 to distribute a dividend of EUR 0.10 (previous year: 0.06) share carrying dividend rights (totalling EUR 6,141 thousand, previous year: EUR 3,684 thousand) and to transfer the remainder (EUR 47,117 thousand; previous year: EUR 30,600 thousand) to other revenue reserves.

Changes in equity and non-controlling interests are presented in the consolidated statement of changes in equity.

Subscribed capital

The subscribed capital of Borussia Dortmund GmbH & Co. KGaA is divided into no-par value shares with a notional share in the share capital of EUR 1.00 per share, with each share bearing equal rights. The shares are fully paid-up; the number of shares issued and the number of shares outstanding changed as follows:

Number of shares	Issued	Treasury shares	Outstanding
Balance as at 01/07/2011	61,425,000	-21,196	61,403,804
Change in treasury shares		889	
30/06/2012	**61,425,000**	**-20,307**	**61,404,693**
Change in treasury shares		538	
30/06/2013	**61,425,000**	**-19,769**	**61,405,231**

In the period between the date of admission of the Company's shares to trading (31 October 2000) and the end of the reporting period, the Company acquired a total of 34,000 no-par value shares and sold 14,231 no-par value shares off-market in the form of printed physical share certificates. At the end of the reporting period, the Company's holding of its own securities consisted of 19,769 no-par value shares. This represented 0.032% of the share capital. The general partner is authorised until 29 November 2015, with the approval of the Supervisory Board, to increase the share capital by a maximum of EUR 30,712,500.00 in total by issuing new no-par value ordinary bearer shares against cash and/or in-kind contributions on one or more occasions (Authorised Capital 2010).

Reserves

Capital reserves consist exclusively of transfers in respect of premiums on the issue of new shares after deducting the net costs of the placement and the Company's share of revenues from the sale of treasury shares.

Other revenue reserves comprise profits generated and not distributed by Group companies in the current year and previous years and accumulated losses. In addition, the net effect, taking account of subsequent adjustments, of the remeasurement of SIGNAL IDUNA PARK in accordance with IFRS 1.16 is reported under this item (see Note 2).

Capital management

The objective of capital management is to ensure the Group's long-term ability to function on a going concern basis and to generate appropriate returns for shareholders. Debt management steers the raising of debt, particularly with regard to financing with matching maturities. The capital structure is managed in such a way that changes in macroeconomic conditions and risks arising from the underlying assets are taken into account. Short-term target-performance comparisons and medium- and long-term financial planning are used in the capital structure management process.

The capital structure at the end of the reporting period was as follows:

EUR '000	**30/06/2013**	**30/06/2012**
Equity of BVB shareholders	140,025	93,108
Share in total capital	46.3%	37.4%
Non-current financial liabilities	40,827	41,268
Current financial liabilities	4,496	5,974
Total financial liabilities	45,323	47,242
Share in total capital	15.0%	19.0%

(9) Financial liabilities

EUR '000	**30/06/2013**	**30/06/2012**
Non-current		
Bank loans	39,203	38,971
Other loans	1,624	2,297
	40,827	41,268
Current		
Bank loans	3,823	5,362
Other loans	673	612
	4,496	5,974
	45,323	**47,242**

Two loans, each with a principal amount of EUR 5,000 thousand and which mature in May 2021, are subject to covenants with respect to the Group's equity ratio and interest coverage ratio (EBITDA/interest expense) as stated in the consolidated financial statements.

In addition, covenants are in place in relation to an overdraft facility in the amount of EUR 5,000 thousand. These covenants relate to the equity ratio, net debt/EBITDA and the interest coverage ratio. These covenants are reviewed on an annual basis; all covenants were complied with during the year under review.

The other current and non-current liabilities to banks consist of a number of loans repayable in instalments. The loans have terms expiring between 2020 and 2026.

Non-current financial liabilities have a weighted interest rate of 5.4% (previous year: 5.5%); current financial liabilities have a weighted interest rate of 6.1% (previous year: 6.6%).

As a result of the existing fixed-interest periods applying to all loans and interest hedges for non-current obligations, Borussia Dortmund is not exposed to any significant risk from changes in interest rates, even in the medium and long term.

Pledged collateral

Items of property, plant and equipment with a residual carrying amount of EUR 121,345 thousand (30 June 2012: EUR 127,568 thousand) have been mortgaged as collateral for financial liabilities.

As in the previous year, future claims, not reflected in the financial statements, from season ticket sales, transfer income and insurance receivables, were assigned to financial institutions.

(10) Liabilities from finance leases

The minimum lease payments from finance leases are due for payment as follows:

EUR ´000	**30/06/2013**	**30/06/2012**
Less than 1 year	2,614	2,574
Between 1 and 5 years	10,380	10,507
More than 5 years	17,092	17,491
	30,086	30,572
Future finance charges from finance leases	-8,941	-8,140
Present value of liabilities from finance leases	**21,145**	**22,432**

The change in the maturity structure of the present values of liabilities from finance leases was as follows:

Liabilities from finance leases

EUR ´000	30/06/2013	30/06/2012
Less than 1 year	1,378	1,283
Between 1 and 5 years	6,290	6,062
More than 5 years	13,477	15,087
	21,145	**22,432**

(11) Other financial obligations

EUR ´000	30/06/2013	30/06/2012
Non-current		
Derivatives	2,469	2,141
	2,469	2,141
Current		
Other taxes	18,539	8,038
Outstanding salaries	0	5,412
Other	18,405	8,558
	36,944	22,008
Total other financial liabilities	**39,413**	**24,149**

(12) Prepaid expenses and deferred income

Prepaid expenses

EUR '000	30/06/2013	30/06/2012
Non-current		
Advance payments relating to the professional squad	793	33
	793	**33**
Current		
Advance payments relating to the professional squad	2,167	1,751
Insurance premiums	229	131
Other advance payments	1,791	807
	4,187	**2,689**

Deferred income

EUR '000	30/06/2013	30/06/2012
Non-current		
Advance payments for agency and marketing rights	24,000	28,000
Other advance payments	316	747
	24,316	**28,747**
Current		
Advance payments for agency and marketing rights	4,000	4,000
Advance payments received from season ticket sales	6,705	13,951
Advance payments received from sponsors	2,303	644
Other advance payments	944	624
	13,952	**19,219**

Pursuant to an agency licensing agreement dated 18 June 2008, responsibility for the marketing of Borussia Dortmund was transferred to Sportfive GmbH & Co. KG, Hamburg. The license fee received in advance is recognised as deferred income and will be carried in profit or loss on a straight-line basis over the 12-year term of the agreement.

NOTES TO THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(13) Revenue

EUR ´000	2012/2013	2011/2012
Match operations	44,780	31,404
Advertising	69,251	57,809
TV Marketing	87,612	60,396
Transfer income	51,600	26,130
Merchandising, catering, licences	45,360	37,124
Other	3,182	2,376
Release fees for national team players	3,247	0
	305,032	**215,239**

(14) Other operating income

EUR ´000	2012/2013	2011/2012
Release fees for national team players	0	3.903
Other	2,785	3,727
	2,785	**7,630**

The change in other operating income is attributable primarily to the first-time recognition under revenue of release fees for national team players. This was done in order to improve the presentation of financial performance.

(15) Cost of materials

The cost of materials during the current year amounted to EUR 17,491 thousand (previous year: EUR 12,477 thousand), and included the cost of goods sold (COGS) for BVB Merchandising GmbH.

(16) Personnel expenses

No defined-benefit pension entitlements have been granted to employees of the BVB Group. Payments to the state pension scheme are reported under social security contributions.

EUR ´000	2013/2014	2011/2012
Wages and salaries	102,436	76,499
Social security contributions	3,780	3,424
	106,216	**79,923**

During the financial year, EUR 1,367 thousand was paid into the German statutory retirement pension system (*gesetzliche Rentenversicherung*).

(17) Depreciation and amortisation

EUR ´000	2012/2013	2011/2012
Amortisation of intangible assets	11,576	8,491
Depreciation of property, plant and equipment	10,838	10,096
	22,414	**18,587**

(18) Other operating expenses

EUR ´000	2012/2013	2011/2012
Match operations	33,487	24,982
Advertising	22,315	17,397
Transfer fees	13,418	9,023
Media, printing, postage	5,040	3,717
Leasing	2,210	1,980
Administration	17,576	11,357
Other	2,533	2,034
	96,579	**70,490**

(19) Financial result

EUR ´000	2012/2013	2011/2012
Income from investments in associates (see Note 3)	-13	59
Finance income		
Interest income from bank balances	77	23
Other interest income	17	121
	94	144
Finance costs		
Loans, overdraft facilities and other interest	-3,850	-3,879
Expenses from finance leases	-1,312	-1,125
	-5,162	-5,004
	-5,081	**-4,801**

(20) Income taxes and deferred taxes

Current tax liabilities amounted to EUR 3,448 thousand as at 30 June 2013 (previous year: EUR 3,826 thousand); as in the previous year, there were no non-current tax liabilities.

The deferred tax assets and liabilities reported in the consolidated statement of financial position relate to the following items:

	30/06/2013		30/06/2012	
EUR ´000	**Assets**	**Liabilities**	**Assets**	**Liabilities**
Recognition and measurement of non-current assets	325	0	679	0
Other current financial liabilities	785	0	667	0
Tax loss carryforwards	340	0	323	0
	1,450	**0**	**1,669**	**0**

Deferred taxes on trade receivables and other financial receivables and on trade payables and other financial liabilities arose exclusively in connection with the cash flow hedge, the changes to which are reported under other comprehensive income.

The changes in deferred taxes were as follows:

EUR ´000	**30/06/2013**	**30/06/2012**
At the beginning of the year		
+ deferred tax assets	1,669	4,916
- deferred tax liabilities	0	0
Net deferred taxes as at the beginning of the year	1,669	4,916
Deferred taxes carried in other comprehensive income	118	780
Income/expense in the consolidated statement of comprehensive income	-337	-4,027
Net deferred taxes as at the end of the reporting period	**1,450**	**1,669**

The income tax expense was made up as follows:

EUR ´000	**2012/2013**	**2011/2012**
Income taxes for the current period	-8,518	-5,034
Income taxes for prior periods	12	0
Deferred tax benefit/expense in connection with the creation or reversal of temporary differences	-354	145
Tax loss carryforwards not yet utilised	17	-4,172
	-8,843	**-9,061**

At the end of the reporting period, the Group had corporation tax loss carry-forwards amounting to EUR 102,098 thousand (previous year: EUR 141,171 thousand) and trade tax loss carry-forwards amounting to EUR 95,890 thousand (previous year: EUR 143,826 thousand) for which no deferred tax assets have been recognised.

The expected income tax expense which would theoretically result from applying the weighted average tax rate of 32.81% (previous year: 32.2%) can be reconciled with the actual income tax benefit reported in the consolidated statement of comprehensive income as follows:

EUR ´000	**2012/2013**	**2011/2012**
Consolidated net profit before income taxes	60,036	36,591
Theoretical tax rate in %	32.8%	32.2%
Expected income tax payment/benefit	-19,698	-11,782
Effects of changes in tax rates	5	0
Effects from tax additions and subtractions	-1,656	-1,053
Effect of supplementary tax accounts	-63	-62
Change in ability to utilise tax loss carry-forwards	12,894	7,842
Prior-year taxes	12	0
Change in deferred tax assets	-337	-4,027
Tax implications of accounting using the equity method	0	21
Tax payment/benefit as reported in the consolidated statement of comprehensive income	**-8,843**	**-9,061**
Actual tax rate in %	14.7%	24.8%

(21) Consolidated statement of cash flows

Cash and cash equivalents reported in the statement of financial position amounted to EUR 12,536 thousand (previous year: EUR 5,271 thousand).

OTHER DISCLOSURES

FINANCIAL RISKS

(22) Credit risk and interest rate risk

The carrying amounts of the following financial instruments reflect the Group's maximum exposure to credit risk. At the end of the reporting period, the maximum exposure was as follows:

Carrying amounts of financial instruments

EUR '000	2012/2013	2011/2012
Loans, receivables and other financial receivables	68,833	24,572
Cash and cash equivalents	12,536	5,271

No collateral was called down on existing receivables because there were no indications of potential impairments as at the end of the reporting period.

The maturities of trade receivables as at the end of the reporting period were as follows:

Maturity analysis of receivables

EUR '000	30/06/2013	30/06/2012
Not yet due	67,001	2,870
Less than 30 days past due	1,433	16,974
Between 30 and 89 days past due	216	269
More than 90 days past due	70	64
	68,720	**20,177**

Carrying amounts of original interest-bearing financial instruments

	30/06/2013		30/06/2012	
EUR '000	Fixed interest	Variable interest	Fixed interest	Variable interest
Loans, receivables and other financial receivables	68,833	0	24,572	0
Financial liabilities and finance leases	66,468	0	69,674	0

The net gains and losses from financial instruments presented below comprise measurement gains and losses, premium and discount amortisation, the recognition and reversal of impairment write-downs, interest and all other earnings impacts from financial instruments.

Net gains and losses from financial instruments

EUR ´000	2012/2013	2011/2012
Loans and receivables	86	195
Of which net interest expense/income	94	144
Of which other operating expenses/income	-8	51
Financial liabilities measured at amortised cost	-5,162	-5,004
Of which net interest expense/income	-5,162	-5,004

(23) Liquidity risk

The following table shows the contractually arranged undiscounted payments of interest and principal in respect of financial liabilities. Whenever a right of termination exists, the figures are reported as at the earliest possible termination date.

Maturities of contractual cash flows from financial liabilities

Maturities of contractual cash flows from financial liabilities as at 30/06/2013

EUR ´000	Financial liabilities	Liabilities from finance leases	Trade payables	Total
2013/2014	6,821	2,614	14,167	23,602
2014/2015	6,670	2,618	0	9,288
2015/2016	6,523	2,636	0	9,159
2016/2017	4,610	2,639	0	7,249
2017/2018	5,233	2,487	0	7,720
2018 and beyond	22,541	17,092	0	39,633
	52,398	**30,086**	**14,167**	**96,651**

Maturities of contractual cash flows from financial liabilities as at 30/06/2012

EUR ´000	Financial liabilities	Liabilities from finance leases	Trade payables	Total
2012/2013	8,888	2,574	9,636	21,098
2013/2014	6,967	2,614	0	9,581
2014/2015	6,816	2,618	0	9,434
2015/2016	10,044	2,636	0	12,680
2016/2017	4,654	2,639	0	7,293
2017 and beyond	24,569	17,039	0	41,608
	61,938	**30,120**	**9,636**	**101,694**

(24) Fair values of financial instruments by class and category

EUR ´000	Carrying amount as at 30/06/2013	Carrying amount as at 30/06/2012	Fair value as at 30/06/2013	Fair value as at 30/06/2012
Non-current financial assets				
Loans and receivables	113	38	113	38
Non-current trade and other receivables				
Loans and receivables	2,786	0	2,786	0
Current trade and other receivables				
Loans and receivables	65,934	24,534	65,934	24,534
Cash and cash equivalents				
Loans and receivables	12,536	5,271	12,536	5,271
	81,369	**29,843**	**81,369**	**29,843**

EUR ´000	Carrying amount as at 30/06/2013	Carrying amount as at 30/06/2012	Fair value as at 30/06/2013	Fair value as at 30/06/2012
Non-current financial liabilities				
Other financial liabilities	40,827	41,268	38,734	38,447
Other non-current financial liabilities				
Derivatives	2,469	2,141	2,469	2,141
Non-current liabilities from finance leases				
Financing liabilities	19,767	21,149	18,010	19,459
Current financial liabilities				
Other financial liabilities	4,496	5,974	4,496	5,974
Current liabilities from finance leases				
Financing liabilities	1,378	1,283	1,378	1,283
Current trade payables				
Other financial liabilities	14,200	9,636	14,200	9,636
Other current financial liabilities				
Other financial liabilities	36,944	22,008	36,944	22,008
	120,081	**103,459**	**116,231**	**98,948**

Due to their short residual terms, the carrying amounts reported for current trade receivables and payables and cash are roughly equivalent to their fair values.

Non-current trade receivables and liabilities are discounted to present value and accrue interest. In these cases, the carrying amounts largely correspond to fair value.

The fair value of other financial assets and liabilities is measured using the discounted cash flow valuation technique. The discount rates used were taken from the "Yields on listed Federal securities" (*Rendite der börsennotierten Bundeswertpapiere*) as published by the *Bundesbank* at the end of the reporting period, plus a risk premium.

The discount rates valid at the end of the reporting period had matching maturities and formed the basis of the valuation model.

(25) Earnings per share

Earnings per share are calculated in accordance with IAS 33 (Earnings Per Share) by dividing the net profit or loss for the period attributable to the shareholders of the parent by the weighted average number of shares outstanding. Earnings per share relate only to shares in the parent company. Since there are no potential ordinary shares, basic and diluted earnings per share are the same.

(26) Transactions with related parties

The general partner in Borussia Dortmund GmbH & Co. KGaA is Borussia Dortmund Geschäftsführungs-GmbH. The latter is responsible for the management and legal representation of Borussia Dortmund GmbH & Co. KGaA. The power to appoint and remove members of staff thus rests with BV. Borussia 09 e.V., Dortmund, in its capacity as the sole shareholder in Borussia Dortmund Geschäftsführungs-GmbH. Both Borussia Dortmund Geschäftsführungs-GmbH and BV. Borussia 09 e.V. Dortmund, as well as all companies associated therewith hence are deemed to be related parties in accordance with IAS 24.

Please refer to Notes 30 and 32 for further disclosures on the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA and the management of BVB Geschäftsführungs-GmbH.

Related party disclosures

EUR '000	**2012/2013**	**2011/2012**
Transactions with BV. Borussia 09 e.V. Dortmund		
Rental income	128	120
Income from other services	774	239
Income from ticket sales	113	81
Interest income	10	33
Transactions with Borussia Dortmund Geschäftsführungs-GmbH		
Expense from costs recharged	-6,528	-4,586
of which from executive remuneration falling due	-4,967	-3,575
Transactions with Orthomed GmbH		
Expense from other services	-243	-180

EUR '000	**30/06/2013**	**30/06/2012**
Other current and non-current assets		
Intercompany account with BV. Borussia 09 e.V. Dortmund	337	123
Other current liabilities		
Intercompany account with Borussia Dortmund Geschäftsführungs-GmbH	743	80

In addition, transactions were entered into with members of the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA and the management and Advisory Board of BVB Geschäftsführungs-GmbH (merchandising, tickets and sponsorship) amounting to EUR 342 thousand. These transactions were conducted at arm's length.

(27) Other financial obligations

30/06/2013 (EUR '000)	Total	Due after less than 1 year	1 – 5 years	more than 5 years
Rental and lease payments (operating leases)	4,082	690	1,776	1,616
Marketing fees	103,317	17,934	57,549	27,834
Other obligations	2,855	685	381	1,789
	110,254	**19,309**	**59,706**	**31,239**
Purchase commitments	7,750	7,750	0	0

30/06/2012 (EUR '000)	Total	Due after less than 1 year	1 – 5 years	more than 5 years
Rental and lease payments (operating leases)	3,463	865	1,347	1,251
Marketing fees	107,048	14,796	52,721	39,531
Other obligations	2,759	386	559	1,814
	113,270	**16,047**	**54,627**	**42,596**
Purchase commitments	11,350	11,350	0	0

The minimum lease payments from operating leases relate mostly to lease agreements for offices and various motor vehicles.

The purchase commitments relate to the acquisition of intangible assets.

(28) Events after the end of the reporting period

DFL Super Cup

Borussia Dortmund started the 2013/2014 season with a 4:2 victory over FC Bayern Munich in the DFL Super Cup, thus already securing its first title of the season.

RTL wins media rights in Germany

RTL has secured the media rights in Germany for the European qualification matches of the 2016 UEFA European Championship and the 2018 FIFA World Cup. However, some rights for live broadcasts and qualification matches have not yet been awarded.

Preparations for the new season

Trainer Jürgen Klopp began preparing for the new season by holding training camps in Bad Ragaz, Switzerland, and Brixental in the Kitzbühel Alps of Austria. "The conditions could not be more perfect," said Klopp. Before contesting its first Bundesliga match, Borussia Dortmund won friendlies against Europa League participant Bursaspor Kulübül with 4:1, 1.FC Magdeburg with 3:0, FC Luzern with 4:1 and the Würzburger Kickers with 3:0.

The squad

There were four new player additions for the upcoming 2013/2014 season:

- **Henrikh Mkhitaryan**
  Henrikh won seven championships in eight years with his previous club, speaks five languages, is 24 years old and was born in Armenia. He most recently played for FC Shakhtar Donetsk and has signed with Borussia Dortmund until 2017.

- **Pierre-Emerick Aubameyang**
  Pierre-Emerick is 24 years old, is a member of the Gabon national team and holds a French passport. He most recently played for AS St. Etienne and has signed with Borussia Dortmund until 2018.

- **Sokratis Papastathopoulos**
  Sokratis, 25, most recently played for Werder Bremen and has signed with Borussia Dortmund until 2018.

- **Marian Sarr**
  Marian made his professional debut in January 2013, at the time playing for the first youth squad. He most recently played for Bayer 04 Leverkusen and has signed with Borussia Dortmund until 2017.

DFB Cup

As expected, Borussia Dortmund won its first game in the DFB Cup against the regional division club SV Wilhelmshaven with 3:0. Borussia Dortmund's next game of the competition will be an away match against TSV 1860 Munich.

Bundesliga

Borussia Dortmund built on its success of the DFL Super Cup victory by besting FC Augsburg with 4:0 in its first match of the 2013/2014 Bundesliga season.

Group organisational structure

In July 2013, Borussia Dortmund purchased the stadium property from its subsidiary, BVB Stadion GmbH, in order to simply the Group organisational structure going forward.

BVB Merchandising GmbH

Borussia Dortmund has outsourced the entirety of its warehouse logistics process for merchandise to the logistics service provider RCL Dortmund GmbH, Holzwickede ("Rhenus"). From its logistics centre in Dortmund, Rhenus oversees product storage, supplies BVB fan shops and processes online orders.

In accordance with § 315a HGB, the following contains disclosures made due to specific requirements of German commercial law, to the extent that such disclosures are not contained in the Notes above.

(29) Average number of salaried employees

	2012/2013	2011/2012
Total	**535**	**461**
of which in the Athletics Department	178	150
of which trainees	11	6
of which other	346	305

(30) Management

Management remuneration

EUR '000	2012/2013	2011/2012
Dipl.-Kfm. Hans-Joachim Watzke (Chairman)		
Fixed components		
Fixed remuneration	900	750
Other remuneration	21	18
Dipl.-Kfm. Thomas Treß		
Fixed components		
Fixed remuneration	460	460
Other remuneration	59	59
	1,440	**1,287**

Based on the net income for the year and the footballing success of the team, Mr Hans-Joachim Watzke furthermore received EUR 2,156 thousand in performance-based remuneration (previous year: EUR 1,413 thousand), and Mr Thomas Treß also received EUR 1,371 thousand in performance-based remuneration (previous year: EUR 875 thousand).

EUR 7 thousand in employer contributions to the German statutory retirement pension system were incurred.

(31) Auditors' fees

EUR '000	2012/2013	2011/2012
Audit of the financial statements	159	151
Other audit-related work	82	66
Other	17	18

(32) Supervisory Board

The members of the Supervisory Board of the Company, their occupations and further responsibilities in other management bodies are listed below. In the past financial year, the Supervisory Board received remuneration amounting to EUR 52.5 thousand (previous year: EUR 52.5 thousand).

Supervisory Board of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

	Gerd Pieper Chairman	**Harald Heinze** Deputy Chairman	**Peer Steinbrück**	**Bernd Geske**	**Friedrich Merz**	**Christian Kullmann**
Occupations	Managing shareholder of Stadt-Parfümerie Pieper GmbH, Herne	Chairman of the Board of Dortmunder Stadtwerke AG	Member of German Bundestag	Managing partner of Bernd Geske Lean Communication, Meerbusch	Attorney and partner, Mayer Brown LLP, Düsseldorf	Executive Vice President and head of the General Secretariat of Evonik Industries AG, Essen
Other responsibilities	Member of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund Member of the Advisory Board of the Signal Iduna Group, Dortmund	Member of the Supervisory Board of M-Exchange AG, Lohmar (until 31/12/2012)	Member of the Supervisory Board of ThyssenKrupp AG, Duisburg/Essen (until 31/12/2012)		Member of the Supervisory Board of the AXA Konzern AG, Cologne Member of the Board of Directors of BASF Antwerpen N.V., Antwerp, Belgium Member of the Supervisory Board of Deutsche Börse AG, Frankfurt a.M. Member of the Supervisory Board and Chairman of the Board of Directors of HSBC Trinkaus & Burkhardt AG, Düsseldorf Member of the Board of Directors of Stadler Rail AG, Bussnang, Switzerland Chairman of the Supervisory Board of WEPA Industrieholding SE, Arnsberg	

(33) Exercise of the exemption option pursuant to § 264 (3) HGB

The preparation of consolidated financial statements effectively exempts BVB Merchandising GmbH from the obligation to prepare annual financial statements within the meaning of § 264 (3) HGB.

(34) Notifiable shareholdings under § 160 (1) No. 8 AktG in conjunction with § 21 of the German Securities Trading Act (*Wertpapierhandelsgesetz*, "WpHG")

We have been informed of the following reportable shareholdings:

	Shareholder	Registered office	Threshold	Voting rights in %	Share in voting rights	Date on which threshold reached
Exceeded						
31 May 2012	BV. Borussia 09 e.V. Dortmund	Dortmund	10.00 & 15.00%	18.95	11,639,909	25 May 2012
31 May 2012	Bernd Geske		15.00%	18.95	11,639,909	25 May 2012

(35) Corporate Governance

The management and Supervisory Board of Borussia Dortmund GmbH & Co. KGaA issued the Declaration of Conformity with the German Corporate Governance Code required by § 161 of the German Stock Corporation Act (*Aktiengesetz*, "AktG") on 10 September 2012 and made it permanently available to shareholders on the BVB website at www.bvb.de/aktie/eng/.

Dortmund, 22 August 2013
Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien
Borussia Dortmund Geschäftsführungs-GmbH

Hans-Joachim Watzke
Managing Director (Chairman)

Thomas Treß
Managing Director

RESPONSIBILITY STATEMENT

To the best of our knowledge, and in accordance with the applicable reporting principles, the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group, and the management report of the Group includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group.

Dortmund, 22 August 2013
Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien
Borussia Dortmund Geschäftsführungs-GmbH

Hans-Joachim Watzke
Managing Director (Chairman)

Thomas Treß
Managing Director

AUDITOR'S REPORT

We have audited the consolidated financial statements prepared by

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

– consisting of the consolidated statement of financial position, consolidated statement of comprehensive income, consolidated statement of cash flows, consolidated statement of changes in equity and notes to the consolidated financial statements – as well as the Group management report for the financial year from 1 July 2012 to 30 June 2013. The preparation of the consolidated financial statements and Group management report in accordance with IFRS as adopted in the EU and the additional requirements of commercial law to be applied under § 315a (1) of the German Commercial Code (*Handelsgesetzbuch*, "HGB") as well as the supplementary provisions in the Articles of Association is the responsibility of the Company's management. Our responsibility is to express an opinion on the consolidated financial statements and the Group management report, based on our audit.

We conducted our audit of the consolidated financial statements in accordance with § 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer [in Deutschland] (IDW). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the consolidated financial statements in accordance with the relevant financial reporting standards and in the Group management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Group and expectations of possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the internal accounting control system and the evidence supporting the disclosures in the consolidated financial statements and the Group management report are examined primarily on a test basis within the framework of the audit. The audit includes the assessment of the annual financial statements of the companies included in the consolidated financial statements, the definition of the group of consolidated companies, the accounting and consolidation principles used and significant estimates made by the legal representatives, as well as the evaluation of the overall presentation of the consolidated financial statements and the Group management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion, based on the results of our audit, the consolidated financial statements comply with IFRS as adopted in the EU and the additional requirements of commercial law to be applied under § 315a (1) HGB as well as the supplementary provisions in the Articles of Association and give a true and fair view of the net assets, financial position and results of operations of the Group in accordance with these requirements. The Group management report is consistent with the consolidated financial statements, provides as a whole a suitable view of the Group's position and suitably presents the opportunities and risks of future development.

Dortmund, 22 August 2013

KPMG AG
Wirtschaftsprüfungsgesellschaft

Blücher
Auditor *Wirtschaftsprüfer*

Banke
Auditor *Wirtschaftsprüfer*

PUBLICATION DETAILS

PUBLISHED BY
Borussia Dortmund GmbH & Co. KGaA
Rheinlanddamm 207-209
44137 Dortmund

INTERNET
www.bvb.de/aktie/eng/

E-MAIL
aktie@borussia-dortmund.de

CONTACT
Marcus Knipping

ART DIRECTION
Uwe Landskron, K-werk
Agentur für Kommunikationsdesign
www.K-werk.de

PHOTOGRAPHY
Firo Sportphoto, Uwe Landskron (P.24),
BVB-Marketing (P.54/76)

PRINTED BY
Hitzegrad Print | Medien & Service

FINANCIAL CALENDAR

14 NOVEMBER 2013
Publication of Q1 2013/2014 Financial Report

25 NOVEMBER 2013
Annual General Meeting

For more information, go to: www.bvb.de/aktie/eng/

www.bvb.de/aktie/eng/

Real Love.