

ANNUAL REPORT
2021/2022



OVERVIEW OF FINANCIAL PERFORMANCE INDICATORS

Borussia Dortmund KGaA (HGB)

EUR '000	2021/2022	2020/2021
Sales	419,646	323,497
Operating result (EBITDA)	67,349	33,557
Result from operating activities (EBIT)	-39,954	-76,580
Net loss for the year	-35,376	-76,479
Cash flows from operating activities	60,716	40,769
Free cash flow	-20,684	-50,452

Borussia Dortmund Group (IFRS)

EUR '000	2021/2022	2020/2021
Revenue	351,645	334,171
Consolidated total operating proceeds	456,886	358,577
Operating result (EBITDA)	80,761	38,950
Result from operating activities (EBIT)	-29,181	-72,093
Net profit/net loss for the year	-35,059	-72,810
Cash flows from operating activities	35,071	15,947
Free cash flow	-16,293	-46,075

FINANCIAL PERFORMANCE INDICATORS



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Hans-Joachim Watzke
Managing Director (Chairman)



Thomas Treß
Managing Director



Carsten Cramer
Managing Director

Dear Shareholders,

The return of the fans to SIGNAL IDUNA PARK impressed upon us once again just what makes football at Borussia Dortmund so special. The emotions stirred in an unparalleled interplay between the fans and team epitomise real love. We no longer want to miss out on that feeling, which will continue to play a major part in our successes going forward.

We are so glad to be able to play in front of a full stadium again and are thus excited to be able to make 81,365 unique stadium experiences

possible at every home match – including at UEFA Champions League showdowns. After not being allowed to fill our stadium even to half capacity on average in the past season, the elimination of capacity restrictions will not only be a financial boon to us but also will put wind beneath the wings of the team.

In the new season we will see a team that has changed on and off the pitch. The departure of Michael Zorc after 44 years marks the end of an era. We could not be more grateful for his services

LETTER TO THE SHAREHOLDERS

to the team. However, every end also means a new beginning. We moved quickly to seize this opportunity. Our new sporting director Sebastian Kehl and our new head coach Edin Terzić embody Borussia Dortmund's DNA in a special way. Both have already demonstrated their ability to lead our team to titles.

We look back on the performances on the pitch this past season with mixed feelings. We played a decent season in the Bundesliga. However, our performance in the cup competitions was not satisfactory. We are all the more pleased that both our women's team and our U19 youth squad were able to win their leagues and receive the attention that they deserve. We consider that an affirmation that our youth and women's football clubs are on the right track, as well as an obligation to stay on this path.

Yet, even off the pitch, Borussia Dortmund aims to set an example. Sustainability has been and will remain an important topic for us, and we intend to take charge. For many years now, our corporate activities have also been guided in part by sustainability. We therefore commend DFL Deutsche Fußball Liga GmbH for including binding sustainability guidelines in their licensing regulations. The implementation of an independent DFL commission for sustainability also demonstrates the rising significance of this issue. We only have one planet on which we can play football, and that's why we are proud to have set out on this path together.

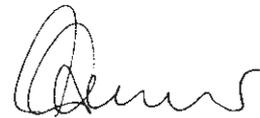
We look forward to the new season. Together, in full stadiums, with real love!



Hans-Joachim Watzke
Managing Director (Chairman)



Thomas Treß
Managing Director



Carsten Cramer
Managing Director



REPORT OF THE SUPERVISORY BOARD

Borussia Dortmund GmbH & Co. KGaA ("Borussia Dortmund", "BVB" or the "KGaA") looks back on a chequered and another challenging financial year in 2021/2022.

Borussia Dortmund brought its third "COVID" season to a close on a sound financial footing with no need to incur new debt.

Without doubt a key milestone was the capital increase by means of a rights issue, which was announced on 16 September 2021 and successfully concluded on 5 October 2021 with all shares fully placed. A total of 18,396,220 new shares at a subscription ratio of 5:1 were offered for EUR 4.70 per share. 91.6% of all subscription rights were exercised, and the new shares not covered by subscription rights were allotted to a small group of investors. The number of shares was increased to a total of 110,396,220.

This financial stability is undoubtedly a stand-out feature for Borussia Dortmund in European club football and something we can be proud of. Nonetheless, Borussia Dortmund's financial performance this 2021/2022 financial year was again severely impacted by the COVID-19 pandemic and the restrictions on public life imposed in its wake. In addition, Russia's invasion of Ukraine in early 2022 and the first noticeable effects of the war on the global economy, rising inflation and adjustments to interest rate policy have also changed the economic conditions and made things more difficult, which first and foremost adversely affected BVB's share price. In this context there is at least some consolation in the fact that BVB shares were "in good company", with national and international share indices also affected.

By again directly qualifying for the group stage of the UEFA Champions League in the 2022/2023 season, the club achieved one of its key goals in the Bundesliga. By contrast, 15 defeats across all competitions and a total of 52 goals conceded in the Bundesliga alone was not a satisfactory record. The team's early elimination from national and international cup competitions also did not meet our expectations. After conducting their end-of-season analysis, the sports management team was not convinced that head coach Marco Rose and his assistants were still the right fit for the club. As such, Marco Rose was replaced by Edin Terzić, who will coach Borussia Dortmund's senior team from the 2022/2023 season onwards. But the club also enjoyed success elsewhere on the pitch, as the U19 team triumphantly defended its league title. This squad, with its many talented German and international players, is laying the foundation for Borussia Dortmund's future.

The economic impact of the COVID-19 pandemic this past financial year was again considerable. In the 2021/2022 financial year (1 July 2021 to 30 June 2022), Borussia Dortmund generated revenue of EUR 351.6 million (previous year: EUR 334.2 million). Consolidated total operating proceeds (revenue plus gross transfer proceeds generated) amounted to EUR 456.9 million (previous year: EUR 358.6 million). In the financial year ended, the consolidated net loss amounted to EUR 35.1 million (previous year: loss of EUR 72.8 million). Consolidated earnings before taxes (EBT) amounted to EUR -33.4 million (previous year: EUR -73.2 million); consolidated earnings before interest, taxes, depreciation and amortisation (EBITDA) amounted to EUR 80.8 million (previous year: EUR 39.0 million). In the separate financial

statements of Borussia Dortmund GmbH & Co. KGaA prepared in accordance with the German Commercial Code (HGB), the Company reported a net loss for the year of EUR 35.4 million. In light of this earnings situation, it is not possible to propose a dividend distribution to the 2022 Annual General Meeting. However, due to the sufficient level of consolidated equity available and the Company's long-term focus, Borussia Dortmund is able to shoulder the losses sustained in financial year 2021/2022. However, as we look to the 2022/2023 season, everything is pointing to the fact that things will begin to return to normal as spectators are allowed back into stadiums.

Composition and activities of the supervisory board and audit committee

The members of the Supervisory Board during the reporting period were Mr Gerd Pieper (member and Chairman of the Supervisory Board until 24 September 2021), Mr Christian Kullmann (Deputy Chairman of the Supervisory Board until 24 September 2021, Chairman of the Supervisory Board from 25 September 2021), Mr Ulrich Leitermann (Deputy Chairman of the Supervisory Board from 25 September 2021), Ms Judith Dommermuth, Ms Silke Seidel, Mr Bernd Geske, Mr Bjørn Gulden, Mr Bodo Löttgen and Dr Reinhold Lunow. In addition, Prof. Bernhard Pellens was newly appointed to the Supervisory Board by the Annual General Meeting on 2 December 2021.

In the 2021/2022 financial year, the Supervisory Board closely monitored the status and development of the Company and the Group, in particular also in light of the COVID-19 pandemic. It exercised all of the rights and duties incumbent upon it by virtue of the law and the Articles of Association.

Seven meetings of the full Supervisory Board were held in financial year 2021/2022 (on 16 September 2021, 20 September 2021, 5 October 2021, once before and once after the Annual General Meeting on 2 December 2021, on 22 March 2022 and on 16 May 2022). Of these, two meetings (on 16 September 2021 and 5 October 2021) were held in virtual form as video and conference calls, two were held in person (before and after the Annual General Meeting on 2 December 2021) and the remaining three were held in hybrid form (some members present in person and some attending by video/conference call).

Furthermore, written resolutions were circulated and adopted by the Supervisory Board on three occasions: firstly, on 27 July 2021 and 10 September 2021 in the context of the request for proposals relating to the audit of the annual and consolidated financial statements for financial year 2021/2022 and then on 3 February 2022 in the context of reducing the Company's overdraft facilities.

All resolutions were 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"). The Supervisory Board reviewed the reports submitted to it for plausibility, and, where necessary, discussed them with the management. These reports focused on the development of the business, the liquidity, earnings and financial position, corporate planning (specifically, financial, investment and personnel planning), the risk

position and risk management within the Company and the Group, the implementation of capital increase I/2021, including granting subscription rights for existing shareholders, by using Authorised Capital 2020 (representing the reason for and focus of the Supervisory Board meetings on 16 September 2021 and 5 October 2021), the request for proposals relating to the audit of the annual and consolidated financial statements for financial year 2021/2022 (representing the reason for and focus of circulating the written resolutions on 27 July 2021 and 10 September 2021) and strategy topics, in each case with a specific focus on the effects of the COVID-19 pandemic.

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 (including with respect to the COVID-19 pandemic) 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 directors on the management of the Company, including in matters relating to sustainability. 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 concerned in particular athletic performance in the 2021/2022 season and the reforms introduced by the German Act to Strengthen Financial Market Integrity (*Finanzmarktintegritätsstärkungsgesetz*, "FISG").

In the reporting period, the Supervisory Board also adopted resolutions on commissioning an external assurance engagement on the Company's separate non-financial Group report for financial year 2021/2022 (§ 111 (2) sentence 4 in conjunction with § 278 (3) AktG).

In addition, during the reporting year, the Supervisory Board reviewed the accounting and financial reporting and preparations for the Annual General Meeting in the previous year, specifically its proposals for resolutions and nominations for election for this Annual General Meeting and its approval of the general partner's decision to hold the 2021 Annual General Meeting in virtual form. Part of this review involved ascertaining the independence of the auditor, taking into consideration the additional services rendered by it, prior to resolving to propose it for election. The Supervisory Board's activities also covered the terms of engagement and the fee agreement, the audit focal points and engaging the auditor elected by the previous year's Annual General Meeting.

The Supervisory Board established an audit committee with effect as at 3 December 2021. In the reporting period, its members were Prof. Bernhard Pellens as Chairman of the Committee, Mr Ulrich Leitermann as Deputy Chairman, and Ms Silke Seidel.

The Audit Committee performed the tasks entrusted to it by law and by resolution of the Supervisory Board. It held two in-person meetings in the reporting period of the 2021/2022 financial year (on 4 March 2022 and 9 May 2022). The focal points and subject matter of the meetings were the half-yearly and quarterly financial reports, acceptance of the report by Deloitte GmbH Wirtschaftsprüfungsgesellschaft on the review of the half-yearly financial report for 2021/2022, determining the audit focal points for the audit of the annual and consolidated financial statements for financial year 2021/2022, the risk management in financial year 2021/2022 (including an outlook on the anticipated effects of applying IDW AuS 340 (revised version) for the first time as at 30 June 2022), updates on the improvements being made in the risk and compliance management system, the internal control system and internal audit, in particular on the launch of a whistleblower system, and the independence of the auditor and the quality of the audit of the financial statements. In this connection, the Committee circulated and adopted a written resolution on 21 January 2022 pre-approving the non-audit services provided by the auditor in accordance with Article 5(4) of the EU Statutory Audit Regulation and § 319a (3) of the German Commercial Code (*Handelsgesetzbuch*, "HGB") in the version still applicable for financial year 2021/2022. The managing director of the general partner responsible for financial affairs, representatives of the auditor and managers from the Company's respective corporate divisions were on hand to present reports and answer questions on individual matters discussed at Committee meetings. The Chairman of the Committee maintained regular contact with the representatives of the auditor on the progress made in the audit and reported back to the Committee on this subject. He also reported on the work of the Audit Committee at each subsequent meeting of the Supervisory Board. In addition, the Supervisory Board received recommendations for resolutions from the Committee within the scope of its assigned areas of responsibility.

2021/2022 Annual and Consolidated Financial Statements

The annual financial statements for Borussia Dortmund GmbH & Co. KGaA and the consolidated financial statements as at 30 June 2022 and the management report for the Company and the Group management report (each of which comprising the explanatory report on disclosures made pursuant to § 289a and § 315a HGB) were prepared and submitted in due time by the management of the general partner and were audited, along with the bookkeeping system by the auditor, Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf ("Deloitte"), 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 and the remuneration report for the reporting period were deliberated in detail, discussed and reviewed in the presence of representatives of the auditor at a meeting of the Audit Committee on 6 September 2022 and by the Supervisory Board at its meeting on 26 September 2022. 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.

The Supervisory Board concurred with the auditors' findings and, subsequent to its own review work prepared by the Audit Committee of the Supervisory Board, did not raise any objections. After an appropriate review, this also included the remuneration report in accordance with § 162 in conjunction with § 278 (3) AktG for the reporting period. At its meeting on 26 September 2022, the Supervisory Board approved the annual financial statements of Borussia Dortmund GmbH & Co. KGaA as at 30 June 2022 as well as the consolidated financial statements as at 30 June 2022.

Moreover, the Supervisory Board – on the basis of the work of its Audit Committee – performed its own review of the report on relationships with affiliated companies (dependent company report) for the 2021/2022 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 and prior to that by its Audit Committee at the aforementioned meetings, 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 Borussia Dortmund Group is also required to prepare a separate report on the non-financial aspects of its activities for the 2021/2022 financial year. In line with the statutory options and as in the three preceding financial years, the general partner has chosen to prepare a separate non-financial Group report pursuant to § 315b (3) HGB that is not part of the Group management report, and to make this permanently available on the Company's website. The Supervisory board engaged Deloitte to provide limited assurance over the separate non-financial Group report. Deloitte issued a limited assurance report based on this engagement. This means that, based on the work it performed and the evidence it obtained, nothing had come to Deloitte's attention that caused it to believe that the separate non-financial Group report for the period from 1 July 2021 to 30 June 2022 had not been prepared, in all material respects, in accordance with § 315b and § 315c, in conjunction with § 289c

to §289e HGB. The separate non-financial Group report and the review report prepared by Deloitte were presented to the Supervisory Board and its Audit Committee. After discussing the topic at its meeting convened to approve the financial statements on 26 September 2022 and the meeting of the Audit Committee held in advance on 6 September 2022 to prepare for that discussion, the Supervisory Board concurred with the findings of Deloitte's limited assurance engagement and raised no objections to the separate non-financial Group report based on the findings of its own review.

The Supervisory Board proposes to the Annual General Meeting that the annual financial statements as at 30 June 2022 be adopted. In the annual financial statements (separate financial statements) prepared in accordance with German commercial law (HGB) as at 30 June 2022, the Company reported a net loss for the year of EUR 35,376,227.11. This earnings situation means that the general partner and the Supervisory Board are not able to make a proposal to the Annual General Meeting on the appropriation of net profit, or to recommend that it resolve to distribute a dividend.

Moreover, the Supervisory Board proposes ratifying the actions of the general partner, Borussia Dortmund Geschäftsführungs-GmbH, for the 2021/2022 financial year.

Corporate governance

With the exception of five absences, all members of the Supervisory Board attended all Supervisory Board meetings and all members of the Audit Committee attended all Audit Committee meetings. After rounding, the attendance rate amounts to 92.5%. The attendance of individual members at meetings was as follows:

- Ms Judith Dommermuth, Ms Silke Seidel, Mr Bernd Geske, Mr Bjørn Gulden, Mr Christian Kullmann and Dr Reinhold Lunow all attended seven meetings of the Supervisory Board and Ms Silke Seidel attended both meetings of the Audit Committee (100% attendance rate).
- Following his election to the Supervisory Board on 2 December 2021, Prof. Bernhard Pellens attended all three subsequent meetings of the Supervisory Board and both meetings of the Audit Committee (100% attendance rate).
- Mr Bodo Löttgen attended six of seven meetings of the Supervisory Board (85.7% attendance rate).
- Mr Ulrich Leitermann attended five of the seven meetings of the Supervisory Board and both meetings of the Audit Committee (77.8% attendance rate).
- Until leaving office for health reasons with effect as at the end of 24 September 2021, Mr Gerd Pieper had been unable to attend the two meetings held prior to that date (0% attendance rate).

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 met regularly without the members of the general partner's management in the reporting period. With respect to the audit of the financial statements for financial year 2021/2022, the Audit Committee also consulted with the representatives of the auditor without the presence of members of the general partner's management.

The members of the Supervisory Board were and are provided with appropriate assistance upon taking up their positions and when participating in further or continuing education, which they are generally required to perform on their own responsibility. For example, the Company offered an educational event for the Supervisory Board in the reporting period on the topics of "Analysing the German Act to Strengthen Financial Market Integrity (FISG), with a particular focus on establishing an audit committee", and "Changes in the German Corporate Governance Code, in particular discussion of a preliminary draft of the September 2021 Declaration of Conformity". All members of the Supervisory Board were provided with a trade journal (including online content) for educational purposes.

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 version dated 28 April 2022, which was published in the Federal Gazette (*Bundesanzeiger*) on 27 June 2022. The full

declaration is permanently available online at <http://aktie.bvb.de/eng>, under "Corporate Governance". Additional information and explanations can be found in the corporate governance declaration, which is also permanently published on the Company's website.

Personnel matters

On 26 August 2021, Mr Gerd Pieper, who joined the Supervisory Board on 25 November 2003 and became its chairman on 2 November 2004, resigned from the Supervisory Board for health reasons, effective as at the end of 24 September 2021. The Supervisory Board, but also the entire club, owes a deep debt of gratitude to Gerd Pieper. He took office at a difficult time during the club's economic crisis of 2004/2005. He selflessly put himself forward for office on the Supervisory Board, and subsequently as Chairman, at this incredibly difficult time for Borussia Dortmund. For almost two decades, Gerd Pieper championed our Company with great personal commitment. He did this in his prudent and level-headed manner, giving counsel and always listening to others. He was a key facilitator in the economic restructuring and the ultimately successful efforts to return our Company to a sound financial footing. As a consummate BVB man, it was good fortune and sheer delight for him that his time in office coincided with a period that was not just dominated by business concerns but also by great success on the pitch (the 2011 league title, the domestic double in 2012, the Champions League final at Wembley in 2013 and victories in the DFB Cup in 2017 and 2021 to name just a few). *"It was both an honour and a pleasure for me to serve Borussia Dortmund over this long period. With my health as it is at the moment*

and aware as I am of the responsibility inherent in the offices I hold, I am now forced to step down unexpectedly and prematurely. I would like to thank all of the members, fans, business partners and limited liability shareholders – and the management, all members of the committees and all of the employees here at Borussia Dortmund for the trust they have shown in me. Rest assured that as I move on to this new phase in my life one thing will always ring true: Once a BVB man, always a BVB man!" said Gerd Pieper in a press release announcing his decision to step down.

Consequently, at its meeting on 20 September 2021, the Supervisory appointed Mr Christian Kullmann, who had been the Deputy Chairman since the end of August 2019, as Chairman of the Supervisory Board and Mr Ulrich Leitermann as

Deputy Chairman of the Supervisory Board, in each case with effect from 25 September 2021. As already stated in the introduction, the Annual General Meeting on 2 December 2021 resolved to appoint Prof. Bernhard Pellens as a new member of the Supervisory Board to fill the position left vacant by Mr Pieper.

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, particularly when faced with the massive challenges posed by the COVID-19 pandemic.

The Supervisory Board also wishes to thank Borussia Dortmund's business partners, shareholders and fans for their trust.

Dortmund, 26 September 2022

The Supervisory Board



Christian Kullmann
Chairman of the Supervisory Board

EXECUTIVE BODIES AND CORPORATE STRUCTURE

EXECUTIVE BODIES

BV. BORUSSIA 09 e.V. DORTMUND

Chairman

Dr. Reinhard Rauball	President
Dr. Reinhold Lunow	Vice President
Bernd Möllmann	Treasurer

BORUSSIA DORTMUND GmbH & Co. KGaA

Supervisory Board

Christian Kullmann	Chairman	(since 25 September 2021 / Deputy Chairman of the Supervisory Board until 24 September 2021)
Chairman of the Executive Board of Evonik Industries AG, Essen		
Ulrich Leitermann	Deputy Chairman	(since 25 September 2021)
Chairman of the Managing Boards of group parent companies of the SIGNAL IDUNA Group, Dortmund		
Bernd Geske		
Managing partner of Bernd Geske Lean Communication, Meerbusch		
Judith Dommermuth		(since 19 November 2020)
Managing partner of JUVIA Verwaltungs GmbH, Cologne		
Bjørn Gulden		
Chief Executive Officer of PUMA SE, Herzogenaurach		
Dr. Reinhold Lunow		
Medical Director of Praxisklinik Bornheim, Bornheim		
Silke Seidel		
Senior Executive at Dortmunder Stadtwerke Aktiengesellschaft and Managing Director of Hohenbuschei Beteiligungsgesellschaft mbH, Westfalentor 1 GmbH and Dortmund Logistik GmbH, all in Dortmund		
Bodo Löttgen		
Chair of the CDU parliamentary group in the state parliament of North Rhine-Westphalia, detective chief inspector (Kriminalhauptkommissar) (ret.), public administration graduate		
Prof. Dr. Bernhard Pellens		(since 2 December 2021)
Professor of International Corporate Accounting at Ruhr University Bochum, Academic Director of the Institute of Management (ifu) at Ruhr University Bochum and Honorary Professor at Tongji University in Shanghai, China		
Gerd Pieper	Retired	(Chairman of the Supervisory Board until 24 September 2021)
Privateer; former Managing Director of Stadt-Parfümerie Pieper GmbH, Herne		

BORUSSIA DORTMUND GESCHÄFTSFÜHRUNGS-GmbH

Management

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

CORPORATE STRUCTURE

BORUSSIA DORTMUND GmbH & Co. KGaA	
100.00%	BVB Stadionmanagement GmbH
100.00%	BVB Merchandising GmbH
100.00%	BVB Event & Catering GmbH
100.00%	besttravel dortmund GmbH
100.00%	BVB Asia Pacific Pte. Ltd.
100.00%	BVB Fußballakademie GmbH
33.33%	Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH

BVB SHARES

SHARE PRICE PERFORMANCE

During the reporting period for the 2021/2022 financial year (1 July 2021 to 30 June 2022), the performance of BVB shares was influenced by the effects of the SARS-CoV-2 (COVID-19) pandemic, by missing out on sporting success in domestic (DFB) and international (UEFA) cup competitions, and from the third quarter of the financial year was also heavily impacted by the war in Ukraine and the universal reaction this caused on the stock markets. (Unless indicated otherwise, the following data is based on the closing price of shares in XETRA trading in BVB shares; where necessary, figures have been rounded up to the nearest hundredth.)

The shares of Borussia Dortmund GmbH & Co. KGaA kicked off the new 2021/2022 financial year at EUR 6.24 on 1 July 2021 (previous year: EUR 5.97). On the same day, the Company announced the imminent transfer of the player Jadon Sancho to Manchester United and reported that the realisation of this transfer deal was expected to have a positive effect on key earnings figures (EBITDA, EBIT) of around EUR 56.0 million for the 2021/2022 financial year (see ad hoc disclosure from the same date). On 2 July 2021, BVB shares were listed at EUR 6.13 and on 7 July 2021 at EUR 6.03. During the remainder of July 2021, the price of BVB shares fluctuated between EUR 5.80 and EUR 6.05 BVB shares traded at EUR 6.22 at the start of the season on 6 August 2021. On 9 August 2021, the Company announced the preliminary figures for the 2020/2021 financial year (see ad hoc disclosure from the same date) and consolidated total operating proceeds (revenue plus gross transfer proceeds generated) of EUR 358.6 million (previous year: EUR 486.9 million). In the financial year ended, the consolidated net loss amounted to EUR 72.8 million (previous year: loss of EUR 44.0 million). Consolidated earnings before taxes (EBT) amounted to EUR -73.2 million (previous year: EUR -46.6 million); consolidated earnings before interest,

taxes, depreciation and amortisation (EBITDA) amounted to EUR 39.0 million (previous year: EUR 63.0 million). On that same date, BVB shares closed at EUR 6.33 and lost ground on the following day, slipping to EUR 6.27. The share price then rebounded on the heels of the team's positive performances on the pitch. On 12 August 2021, BVB shares were listed at EUR 6.36 and reached their high for the reporting period of EUR 6.70 on 16 August 2021. The share price slipped to EUR 5.82 on 23 August 2021 following two consecutive losses, before stabilising at around EUR 6.00 in early September 2021. BVB shares traded at EUR 5.98 on 15 September 2021. On 16 September 2021, the Company announced that it had resolved to increase its capital by utilising the existing authorised capital. Accordingly, the Company's share capital would be increased by EUR 18,396,220.00 from EUR 92,000,000.00 to EUR 110,396,220.00 by issuing 18,396,220 new no-par value ordinary bearer shares against cash contributions. The issue price per new share amounted to EUR 4.70. The subscription ratio was set at 5:1. The Company also announced that it expected the capital increase to generate gross issue proceeds of approximately EUR 86.5 million (see ad hoc disclosure from the same date). On this date, BVB shares closed the trading day at EUR 5.27. During the remainder of September 2021, the share price then trended towards the issue price. This trend then continued. On 1 October 2021, BVB shares were listed at EUR 4.91 and on 5 October 2021 at EUR 4.90. On this date the Company announced the successful implementation of the capital increase by means of a rights issue (see corporate news from the same date) and on the following day BVB shares traded at EUR 4.78. Two clear-cut losses against Ajax Amsterdam in the group stage of the UEFA Champions League on 19 October and 3 November 2021 diminished the club's chances of advancing to the round of 16 in the UEFA Champions League,

which impacted the share price performance accordingly. On 20 October 2021, BVB shares closed at EUR 4.83 and on 4 November 2021 at EUR 4.81. On 5 November 2021, Borussia Dortmund GmbH & Co. KGaA released the preliminary first quarter figures for financial year 2021/2022 (see ad hoc disclosure from the same date). The capital market reacted positively to the news. On that day, BVB shares closed at EUR 4.92. The share price then dipped again following further losses in the Bundesliga and in the UEFA Champions League, a trend that would continue until the end of the reporting period. BVB shares traded at EUR 4.84 on 8 November 2021, EUR 4.65 on 12 November 2021, EUR 4.49 on 24 November 2021, EUR 4.36 on 25 November 2021 and EUR 4.12 on 30 November 2021. On 2 December 2021, the day of the virtual Annual General Meeting, BVB shares traded at EUR 4.19, and the share price then slipped on the news that limits would once again be placed on the number of spectators allowed into stadiums due to the pandemic (see corporate news from the same date). However, the share price began to climb again after Borussia Dortmund won its last match of the group stage of the UEFA Champions League, thereby finishing third in the group and qualifying for the UEFA Europa League, despite being eliminated from the UEFA Champions League. BVB shares traded at EUR 4.42 on 7 December 2021. The team's inconsistent performances in the Bundesliga thereafter led to a brief period of volatility in the share price performance. BVB shares traded at EUR 4.30 on 15 December 2021, EUR 4.42 on 17 December 2021 and EUR 4.30 on 20 December 2021. The 2021 calendar year ended with BVB shares trading at EUR 4.34 on 30 December 2021 (previous year: EUR 5.44).

BVB shares kicked off the new 2022 calendar year at EUR 4.39 on 3 January 2022, and buoyed by two Bundesliga wins maintained this level until

mid-January 2022. BVB was unexpectedly knocked out of the DFB Cup after losing to FC St. Pauli on 18 January 2022. The shares traded at EUR 4.28 on 19 January 2022 and EUR 3.90 on 24 January 2022. The share price then staged a rally into mid-February 2022 on the back of positive news about the easing of regional COVID-19 restrictions and the potential return of spectators to the stands. BVB shares traded at EUR 4.06 on 25 January 2022, EUR 4.24 on 27 January 2022, EUR 4.30 on 1 February 2022, EUR 4.41 on 8 February 2022 and EUR 4.47 on 10 February 2022. In the midst of this positive news came the announcement on 7 February 2022 that Germany international Niklas Süle was signing with BVB on a free transfer from FC Bayern Munich. As the season progressed, however, the chance to build on this upward price trend was missed as BVB suffered an unexpected loss in the first leg of its UEFA Europa League tie against Glasgow Rangers on 17 February 2022. The positive business news on the next trading day, 18 February 2022, when the Company published its preliminary semi-annual figures (see ad hoc disclosure from the same date) did little to buoy the share price. Instead, the prospect of being eliminated from the UEFA Europa League and missing out on the additional revenue from cup competitions caused the share price to trend downward in the period that followed. On 18 February 2022, BVB shares closed at EUR 4.20 and on 21 February 2022 at EUR 4.13. The share price continued to lose ground in the days that followed. On the evening of 24 February 2022, BVB was eliminated from the UEFA Europa League following a draw in the return leg. The next day, 25 February 2022, the Company published amended guidance in response (see the ad hoc disclosure from the same date), announcing that the forecast of a consolidated net loss of EUR 12,000–17,000 thousand for the 2021/2022 financial year, as published in the Group management report as at

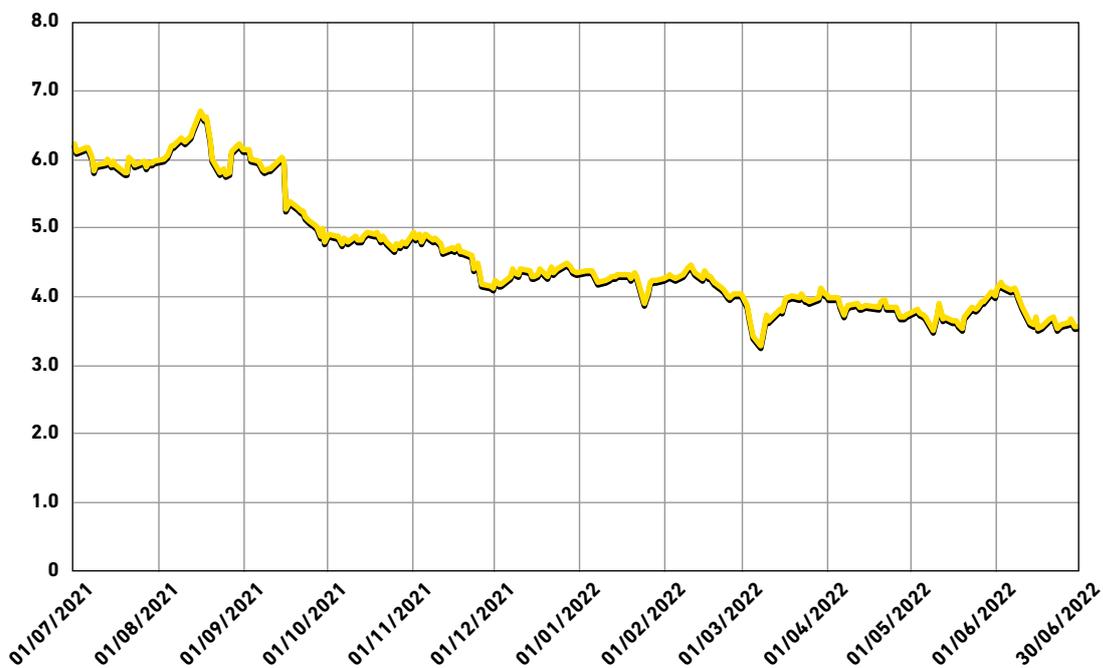
30 June 2021, could no longer be achieved due to the team's elimination in the play-off round of the UEFA Europa League. Instead, Borussia Dortmund now forecast a consolidated net loss of EUR 17,000–24,000 thousand for the 2021/2022 financial year. On that day, BVB shares closed at EUR 4.05. The club's news was overshadowed by the outbreak of war in Ukraine. BVB shares were caught up in the general reaction on the stock markets and their price dropped considerably in the days that followed. BVB shares traded at EUR 3.98 on 1 March 2022, EUR 3.71 on 3 March 2022, EUR 3.42 on 4 March 2022 and EUR 3.29 on 7 March 2022. Buoyed by draws and victories in the Bundesliga, Borussia Dortmund began to increase its chances of qualifying for the 2022/2023 season of the UEFA Champions League. This caused the share price to recover in what was a difficult market environment caused by the war in Ukraine. BVB shares traded at EUR 3.43 on 8 March 2022, EUR 3.70 on 11 March 2022, EUR 3.78 on 15 March 2022, EUR 4.03 on 18 March 2022, and EUR 4.05 on 31 March 2022.

The share price performance remained volatile in April. BVB shares traded at EUR 4.00 on 1 April 2022, EUR 3.73 on 6 April 2022, EUR 3.90 on 11 April 2022, EUR 3.85 on 19 April 2022, EUR 3.97 on 21 April 2022, and EUR 3.74 on 29 April 2022. On 6 May 2022, the Company announced its preliminary figures for the third quarter (see ad hoc disclosure from the same date). On that day, BVB shares were listed at EUR 3.71 and on 9 May 2022 at EUR 3.50. On 10 May 2022, the Company announced the imminent transfer of Erling Haaland to Manchester City (see ad hoc disclosure from the same date). On that day, BVB shares were listed at EUR 3.74 and on the following day at EUR 3.91. The share price did not recover for long, however, despite the team securing second place in the Bundesliga and direct

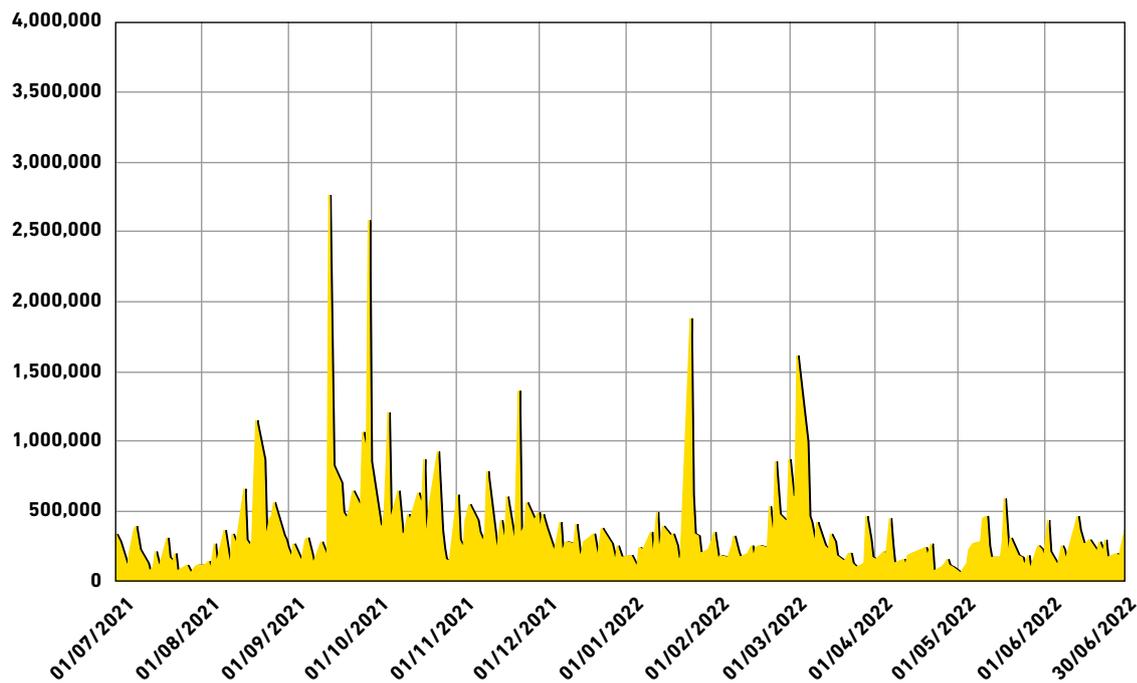
qualification for the group stage of the lucrative UEFA Champions League in the 2022/2023 season. On 16 May 2022, the first trading day following the end of the 2021/2022 Bundesliga season, BVB shares traded at EUR 3.66.

On 20 May 2022, the Company announced that it was parting ways with head coach Marco Rose (see corporate news from the same date). On that date, BVB shares closed the trading day at EUR 3.70. On 23 May 2022, the Company announced that Edin Terzic would be appointed the new head coach at Borussia Dortmund (see corporate news from the same date). On that date, BVB shares closed the trading day at EUR 3.85. The share price staged a further recovery in the period that followed. BVB shares traded at EUR 3.94 on 26 May 2022, EUR 4.03 on 31 May 2022 and EUR 4.12 on 1 June 2022. The next day, 2 June 2022, the Company published amended guidance (see the ad hoc disclosure from the same date), announcing that the forecast of a consolidated net loss of EUR 17,000–24,000 thousand for the 2021/2022 financial year, as published on 25 February 2022, could no longer be achieved due to the early departure of head coach Marco Rose and his coaching staff. Instead, Borussia Dortmund now forecast a consolidated net loss of EUR 25,000–29,000 thousand for the 2021/2022 financial year. On that day, BVB shares closed at EUR 4.21 and on the following day at EUR 4.16. The share price then lost ground progressively until the end of the reporting period on the back of the general market environment and the macroeconomic consequences of factors including the ongoing war in Ukraine, rising inflation and changes in interest rate policy. BVB shares traded at EUR 4.08 on 8 June 2022, EUR 3.84 on 10 June 2022, EUR 3.64 on 13 June 2022, EUR 3.53 on 16 June 2022, EUR 3.70 on 21 June 2022, and EUR 3.63 on 27 June 2022. The reporting period ended with the BVB shares trading at EUR 3.58 on 30 June 2022 (previous year: EUR 6.22).

Share price performance (in EUR)



Revenue (Shares)



SHARE CAPITAL AND SHAREHOLDER STRUCTURE

Borussia Dortmund GmbH & Co. KGaA's share capital amounts to EUR 110,396,220 divided into the same number of no-par value shares. The shareholder structure of Borussia Dortmund GmbH & Co. KGaA was as follows as at 30 June 2022:

- Bernd Geske: 8.24%
- Evonik Industries AG: 8.19%
- SIGNAL IDUNA: 5.98%
- PUMA SE: 5.32%
- Ralph Dommermuth Beteiligungen GmbH: 5.03%
- Ballspielverein Borussia 09 e.V. Dortmund: 4.61%*
- Free float: 67.24%

** The shareholdings of these shareholders are formally included in the free float.*

SHAREHOLDINGS BY MEMBERS OF GOVERNING BODIES

As at 30 June 2022, one member of management held 7,045 no-par value shares in the Company. As at the same date, the members of the Supervisory Board held a total of 9,092,009 no-par value shares. As at 31 December 2021, members of management

and the Supervisory Board held a total of 9,099,054 no-par value shares, which corresponds to more than 1% of the shares issued by Borussia Dortmund GmbH & Co. KGaA.

INVESTOR RELATIONS

The aim of our Company's Investor Relations organisation is to obtain an appropriate valuation of BVB 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 maintains an investor relations webpage, "BVB Share" which is available online at www.bvb.de/aktie and <http://aktie.bvb.de/eng>. All annual and interim financial reports are available for download at this site. Mandatory disclosures and announcements under capital market law, such as ad hoc disclosures, corporate news, and manager transactions (formerly directors' dealings) are published here in a timely manner. At the same time, our service provider, EQS Group AG (DGAP), Munich, 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. The information is available in German and, for the most part, in English as well.

Another objective of ours in financial year 2021/2022 was to continue to foster communication with the capital markets. The Annual Press Conference on the preliminary figures of the 2020/2021 financial year was held in Dortmund on 9 August 2021. The Company also held an analyst conference on the same day in Frankfurt am Main. Both of these were held as "hybrid" events. The Company also held group and one-on-one meetings with representatives of the capital market during the reporting period (predominantly as conference calls or online meetings due to the pandemic) and took part in the "Stockpicker Summit" on 2 September 2020 in Stockholm, Sweden (organised via Hauck & Aufhäuser), the "Continental Europe & UK" roadshow from 6–8 September 2021 (organised via Berenberg), the Berenberg and Goldman Sachs "German Corporate Conference" on 22 September 2021 (organised via Berenberg) and virtual roadshows with participants from the US/UK/Ireland on 2 and 3 March 2022 (organised by Edison).

In the reporting period, BVB shares were included in the research coverage of the following firms:

- Frankfurt Main Research AG, Frankfurt am Main
Most recent research update: 25 May 2022,
Recommendation: "Buy" (previously: "Buy"),
Target price: EUR 5.00 (previously: EUR 5.00);
- Edison Research Investment Ltd., London, UK
Most recent research update: 17 May 2022,
Recommendation/target price: "n/a"

- Hauck & Aufhäuser Privatbankiers AG, Hamburg
Most recent research update: 10 May 2022,
Recommendation: "Buy" (previously: "Buy"),
Target price: EUR 5.60 (previously: EUR 8.00);
- Joh. Berenberg, Gossler & Co. KG ("Berenberg"), Hamburg
Most recent research update: 10 May 2022,
Recommendation: "Buy" (previously: "Buy")
Target price: EUR 6.00 (previously: EUR 6.00);
- GSC Research GmbH, Düsseldorf
Most recent research update: 24 January 2022,
Recommendation: "Buy" (previously: "Buy")
Target price: EUR 5.50 (previously: EUR 6.50);
- Stifel Europe Bank AG, Frankfurt am Main
Most recent research update: 12 January 2022,
Recommendation: "Hold" (previously: "Hold")
Target price: EUR 4.60 (previously: EUR 6.00);

Individual studies and research updates that our Company is entitled to publish are available online at www.bvb.de/aktie and <http://aktie.bvb.de/eng> under "BVB Share", sub-heading "Capital Market View".

After having been listed on the SDAX for the past seven years, as from 20 September 2021, BVB shares are no longer traded on the index. Deutsche Börse's new index rules, several IPOs in calendar year 2021 and BVB's share price performance led to the shares no longer being included.

Stifel Europe Bank AG was our Company's designated sponsor during the reporting period.

CORPORATE GOVERNANCE

Our 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 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. In addition to formulating best practices for management, 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 companies amongst international and national investors, customers, employees and the public.

A large number of the Code's recommendations (expressed using the word "shall") are intended exclusively for German stock corporations (*Aktiengesellschaft*, "AG"), meaning that they are either not applicable at all or must at best 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:

- 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.

In our assessment, the following recommendations of the Code are not applicable (including *mutatis mutandis*) to the specific characteristics of the KGaA legal form and the provisions of the Company's Articles of Association:

- The Code makes various recommendations to the Supervisory Board in respect of executive board remuneration, namely G.4, G.8 and G.13 of the Code. The Code makes a large number of other recommendations to the Supervisory Board in respect of the remuneration system for executive board members and/or the structure of their individual remuneration. As follows from the justification to the Code given by the Government Commission, all of these recommendations are based, either in substance or method, on the statutory provisions for a German stock corporation (*Aktiengesellschaft*) under § 87 (1) of the German Stock Corporation Act (*Aktiengesetz*, "AktG") and/or § 87a AktG, which entered into force on 1 January 2020. These statutory provisions are not applicable to our Company – either directly or *mutatis mutandis* – on account of its legal form, which we believe was a conscious decision on the part of the legislator. As such, recommendations G.1 to G.3, G.5 to G.7, G.9 to G.13, G.15 and G.16 of the Code are likewise not applicable to our Company. By contrast, Article 7 of the Company'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. Otherwise, the fixed and variable remuneration for the Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH was and is resolved by the Executive Committee formed by that company, which also reviews the Managing Directors' employment agreements for appropriateness and compliance with standard market practice when entering into or extending them. For practical reasons, the recommendations of the Code with respect to the remuneration system for executive board members and/or executive board pay, and on the role of the Supervisory Board, which in some respects are considered to be over-regulation, have not been and will not be applied on a voluntary basis by the Executive Committee.

- In the interest of transparency, we nevertheless continue to disclose the remuneration of the individual Managing Directors of our Company's general partner, Borussia Dortmund Geschäftsführungs-GmbH, on a voluntary basis in the notes to the annual and consolidated financial statements; otherwise, reference is made to the remuneration report prepared for the first time for financial year 2021/2022 in accordance with § 162 in conjunction with § 278 (3) AktG.

Despite the specific characteristics of our Company's legal form, however, the following recommendations of the Code are applied *mutatis mutandis* or in modified form, which we do not consider a deviation from the Code:

- Long-term succession planning within the meaning of recommendation B.2, first half-sentence of the Code is the responsibility of the Managing Directors of the Company and – given that the Supervisory

Board has no authority to appoint or dismiss personnel – the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH. This planning takes place in regular dialogue between the management and the Executive Committee, which determine profiles of skills and expertise for management personnel based on the corporate strategy and internal corporate structure and management, and monitor relevant internal and external candidates. In this respect, scouting is something we use not just to find talented new footballers, but also in our human resource planning. Efforts are also ongoing within the Company to nurture up-and-coming management talent, for example by means of further education. The Company can also rely on its network and on outside service providers where necessary to recruit externally. The Executive Committee also acts to ensure sufficient diversity when staffing the management (recommendation B.1 of the Code).

- In the case of the first-time appointment of Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH, the Executive Committee follows the recommendation B.3 of the Code, whereby executive board members at stock corporations should be appointed for a maximum of three years.
- We consider the President of the Executive Committee, Dr Reinhard Rauball, who addresses the remuneration of the Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH, to be independent within the meaning of the recommendation C.10 sentence 1 of the Code.
- In application *mutatis mutandis* of the recommendation D.6 of the 2022 Code (previously recommendation D.7 of the 2020 Code), a regular time slot is reserved at Supervisory Board meetings for discussions without the Managing Directors of the general partner.

- 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 within the meaning of recommendation E.3 of the Code.

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". In addition, the Declaration of Conformity submitted in September 2022, as reproduced below, is an integral part of this corporate governance declaration.

While the Company's corporate governance report presented here is published as part of the corporate governance declaration (on the Company's website <http://aktie.bvb.de/eng> under "Corporate Governance"/ "Corporate governance declaration"), the corporate governance reports for the 2017/2018 and previous financial years were published in the annual reports for the respective financial years. These are available on our investor relations website <http://aktie.bvb.de/eng>, under "Publications".

Transparency, reference to the Company's website

The Company provides the limited liability shareholders, 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 voting rights notifications and managers' transactions 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 2 December 2021 as a virtual Annual General Meeting without the physical presence of the limited liability shareholders or their proxies. 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 85.97% and 99.98% of the votes cast.

The next Annual General Meeting of Borussia Dortmund GmbH & Co. KGaA is scheduled for Monday, 21 November 2022.

The half-yearly and other 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, the Group management report and the interim financial reports are prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the member states of the EU. The annual financial statements and management report 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").

Our Company stands for more than "just" football and takes its corporate social responsibility into account. A first, voluntary sustainability report covered the 2016/2017 financial year, i.e. the period from 1 July 2016 to 30 June 2017, and was based on the Global Reporting Initiative (GRI) Standards (Core option). The sustainability reports for subsequent financial years (i.e., from the 2017/2018 financial year onwards) also contain a separate non-financial Group report in accordance with § 315b (3) HGB, and many of the aspects it covers and disclosures it contains also relate to compliance and risk management. The sustainability reports are published online at <https://aktie.bvb.de/eng> under "Corporate Governance"/"Sustainability Report".

Moreover, we publish analysts' recommendations and research studies on our website <http://aktie.bvb.de/eng>, under "BVB Share"/"Capital Market View", in order to facilitate communication with market participants.

Customers, fans and the public alike can also find additional information on the Company – including e.g. CVs and overviews of the key duties of

Supervisory Board members as well as further information on the managing directors of the general partner – at <http://aktie.bvb.de/eng>.

A considerable number of publications on our website have been and will continue to be made available in English.

The most recent resolution, adopted by the Annual General Meeting on 2 December 2021, on the remuneration of the members of the Supervisory Board and/or on their remuneration system in accordance with § 113 (3) in conjunction with § 278 (3) AktG is publicly accessible on our website <https://aktie.bvb.de/eng/> under "Corporate Governance"/"Remuneration System Supervisory Board". The remuneration report for the previous financial year and the auditor's report in accordance with § 162 in conjunction with § 278 (3) AktG is made publicly accessible on the website <https://aktie.bvb.de/eng/> under "Corporate Governance"/"Remuneration Report".

The notes to the annual and consolidated financial statements and the management report contain further disclosures on the remuneration of the general partner and the members of the Supervisory Board, and the Annual Report contains disclosures 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 is still no legal obligation to disclose the remuneration of individual Managing Directors of the general partner of the Company, Borussia Dortmund Geschäftsführungs-GmbH. Nonetheless, as referred to above, in the interest of transparency, we have presented the remuneration of individual Managing Directors in the notes to the annual and consolidated financial statements on a voluntary basis.

DECLARATION OF CONFORMITY

by the management and by the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA in accordance with § 161 AktG dated 26 September 2022

In accordance with § 161 of the German Stock Corporation Act (*Aktiengesetz*, "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 20 September 2021, Borussia Dortmund GmbH & Co. KGaA complied with the recommendations of the German Corporate Governance Code (the "Code") in the version dated 16 December 2019 (published in the Federal Gazette (*Bundesanzeiger*) on 20 March 2020) (the "2020 Code") until the publication of the new version of the Code in the Federal Gazette on 27 June 2022, as well as the recommendations of the Code in the version dated 28 April 2022 (the "2022 Code") from the date of its publication in the Federal Gazette on 27 June 2022, and that it will comply with the recommendations of the 2022 Code, with the exception of the following deviations (please note that numerous recommendations of the Code, in particular those pertaining to the remuneration system for executive board members and/or executive board pay, are not applicable due to the specific characteristics of our Company's legal form as a partnership limited by shares (*Kommanditgesellschaft auf Aktien*, "KGaA"); the respective disclosures and explanations are given in the corporate governance declaration):

Re recommendation A.2 sentence 2 first half-sentence of the 2020 Code and recommendation A.4 of the 2022 Code: In accordance with this recommendation, appropriate measures must be in place that allow employees to report any violations of the law within the Company, without fear of retaliation. Borussia Dortmund GmbH & Co. KGaA launched an institutionalised whistleblower system for Group employees and third parties as planned on 24 June 2022.

Re recommendation B.4 of the Code: 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 recommendation B.5 of the Code: 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 recommendations C.1 sentences 1 to 4 and C.2 of the Code: The Supervisory Board has not set any concrete objectives regarding its composition, has not prepared a profile of skills and experience, and has not established an age limit for Supervisory Board members. Nor are there plans to do so going forward. The Supervisory Board's continuing preference is to decide on proposals relating to its composition on a case-by-case basis in light of specific situations. Consequently, no further information was or is reported on this recommendation or its compliance with it. Notwithstanding the foregoing, compliance with the requirement, issued by the legislator, that the target proportion of women on the Supervisory Board be defined, remains mandatory (§ 278 (3) and § 111 (5) AktG as well as § 289f (3) and (2) no. 4 HGB).

Re recommendation C.5, second half-sentence of the Code: This recommendation states that members of the management board of a listed company shall not accept the chairmanship of a supervisory board of a non-group listed company. Supervisory Board member Mr Christian Kullmann is the Chairman of the Executive Board of listed company Evonik Industries AG in Essen and has been the Chairman of the Supervisory Board of our Company since 25 September 2021. The Supervisory Board is convinced that Mr Kullmann has sufficient time available to discharge his duties, particularly given that he does hold any other positions covered by this recommendation. In addition, his considerable experience in corporate management, his deep understanding of business and his top-quality contacts, both in Germany and abroad, have made and will continue to make a key contribution to the effective work of the Supervisory Board. Following consideration, it is therefore considered reasonable to deviate from this recommendation.

Re recommendation C.13 of the Code: In its election proposals to the Annual General Meeting, the Supervisory Board does not disclose the personal and business relationships of every candidate with the Company, the governing bodies of the Company and limited liability shareholders with a material interest in the Company (i.e., those holding more than 10% of voting shares). Nor are there plans to do so going forward. In its opinion, no secure legal practice exists with respect to this recommendation. The legal certainty of Supervisory Board elections took and takes a higher priority than any effort to make legally unnecessary disclosures in connection with nominations.

Re recommendation D.2 sentence 1 of the Code and recommendation D.5 of the 2020 Code and recommendation D.4 of the 2022 Code: Apart from the Audit Committee (the formation of which is now required under the German Stock Corporation Act) that the Company formed with effect from 3 December 2021 (which also meant that the Company had deviated from recommendations D.2 sentence 1 and D.3 of the 2020 Code until that date), the Supervisory Board has to date not formed any other committees and does not currently intend to do so in the future. This is because it wants any pending matters to be discussed, to the extent possible, by the full Supervisory Board. This applies in particular to waiving the formation of a nomination committee as recommended in recommendation D.5 of the 2020 Code and recommendation D.4 of the 2022 Code, particularly given that the Supervisory Board already comprises solely shareholder representatives – which is a requirement of the Code when forming a nomination committee.

Re recommendation E.1 sentence 2 of the Code: The Supervisory Board reserves the right to not comply with the recommendation that it report to the Annual General Meeting on conflicts of interest as they arise and how they are addressed. The principle of confidentiality of deliberations within the Supervisory Board (see § 116 sentence 2 AktG and principle 13 sentence 3 of the Code) will generally take precedence.

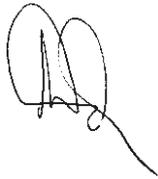
Dortmund, 26 September 2022

On behalf of the Supervisory Board



Christian Kullmann
Chairman of the Supervisory Board

On behalf of Borussia Dortmund Geschäftsführungs-GmbH



Hans-Joachim Watzke
Managing Director (CEO)



Thomas Treß
Managing Director



Carsten Cramer
Managing Director



MANAGEMENT REPORT

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund



MANAGEMENT REPORT Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund
for the 2021/2022 financial year
(hereinafter "Borussia Dortmund" or "Borussia Dortmund GmbH & Co. KGaA")

BUSINESS TREND

Looking back on financial year 2021/2022

ATHLETIC PERFORMANCE

COVID-19 pandemic

The effects of the COVID-19 pandemic continued to be felt in the 2021/2022 financial year. Borussia Dortmund could at least welcome back an average of approximately 38,000 spectators to matches at SIGNAL IDUNA PARK over the 2021/2022 season in line with the changing Corona Protection Regulations. On a positive note, the last four Bundesliga home matches could each be played to an almost sell-out crowd – even if the regulatory requirements imposed in response to COVID-19 prevented us from reaching pre-pandemic attendance levels this season.

Bundesliga

Borussia Dortmund chalked up 69 points in the 2021/2022 Bundesliga season to finish in second place behind FC Bayern Munich. As runners-up, Borussia Dortmund qualified directly for the group stage of the UEFA Champions League in the 2022/2023 season.

**UEFA Champions League/
UEFA Europa League**

After winning three of six fixtures in the group stage of the UEFA Champions League, Borussia Dortmund finished third in group C with the same number of points as second-place Sporting Lisbon. As such, Borussia Dortmund was eliminated from the UEFA Champions League and instead transferred to the UEFA Europa League. In the knockout round play-offs, Borussia Dortmund was unable to clinch victory over subsequent finalists Glasgow Rangers and exited the competition after two matches.

DFB Cup

Borussia Dortmund beat SV Wehen Wiesbaden and FC Ingolstadt in the first two rounds of the DFB Cup, before being knocked out by FC St. Pauli in the round of 16.

PERFORMANCE INDICATORS

Various financial and non-financial indicators are used to measure performance. Borussia Dortmund uses these internally-defined performance indicators to guide its entrepreneurial actions and to select the focus of its internal reporting.

Financial performance indicators

From a wide range of possible financial indicators, Borussia Dortmund focuses on those specific indicators that in the past few years were primarily used to steer the Company.

First and foremost is sales. Management uses this indicator to internally manage the Company, knowing full well that this indicator alone is not sufficiently meaningful. Nevertheless, it provides a clear indication of the Company's economic strength, especially when compared against that of competitors or when monitoring the Company's long-term sales trend.

The result from operating activities (EBIT) and net profit or loss for the year are also used to manage the Company. These financial performance indicators play a key role in preparing the budget for the coming financial year(s), in interim controlling with respect to the earnings performance and when looking back on a particular financial year.

Another key performance indicator is the operating result (EBITDA). This is due to the considerable level of investment activity and the associated increase in depreciation, amortisation and write-downs. Therefore, EBITDA (EBIT adjusted for depreciation, amortisation and write-downs) was selected to better benchmark the Company's annual performance.

These indicators are rounded out by cash flows from operating activities and free cash flow, both of which the Company uses for internal planning purposes.

Free cash flow is defined as cash flows from operating activities plus cash flows from investing activities and is a key indicator used to ensure that cash flows from operating activities are sufficient to cover investments. Because Borussia Dortmund's strategic objective is to maximize sporting success without incurring new debt, free cash flow is a key indicator for the club. In light of steadily growing transfer sums, free cash flow is thus becoming increasingly important. Furthermore, it is an indicator used to determine whether Borussia Dortmund has sufficient funds to finance the steady dividend payments to its shareholders. Therefore, Borussia Dortmund strives to continuously optimise free cash flow.

Non-financial performance indicators

Borussia Dortmund's only non-financial performance indicator is the reach of its brand.

The reach of Borussia Dortmund's brand is determined by a number of criteria that, when taken together, are representative of the brand's reach.

Some of these criteria are measurable, while others are not. Nevertheless, they are a reflection of the Company's appeal.

The number of criteria varies and they are thus exchangeable. While any one factor may be of relevance during a given season, this may not necessarily be the case in subsequent years. New media in particular constantly provides new value drivers: for instance, the number of Facebook fans or page impressions represent relevant indicators.

Measurable criteria include, for example, the number of season tickets sold, attendance figures and television broadcast hours.

Awards, surveys and studies represent possible criteria that cannot be measured quantitatively. Another "soft" criterion is the deliberate selection of sponsors whose products and brand images are aligned with the Borussia Dortmund brand.

Borussia Dortmund's decision-makers receive reports about all criteria on a regular basis. Furthermore, taken as a whole, these are an indicator of the success of the Company's strategic alignment.

Compared to the previous year, there were no changes to Borussia Dortmund's control system.

DEVELOPMENT OF THE MARKET AND COMPETITIVE ENVIRONMENT

Sponsorships

Borussia Dortmund again had two kit sponsors for the 2021/2022 season. Evonik Industries AG is the kit sponsor for all international club competitions, friendlies staged abroad and DFB Cup matches. 1&1 Telecommunication SE is the kit sponsor for Borussia Dortmund's Bundesliga appearances.

Borussia Dortmund and the SIGNAL IDUNA Group extended their partnership early until 30 June 2031, opening a new chapter in their long shared history that dates back to 1974.

Borussia Dortmund added General Logistics Systems Germany GmbH & Co. OHG (GLS) as a new Champion Partner for the 2021/2022 season. In addition to being Borussia Dortmund's official logistics partner, GLS is also the club's sleeve sponsor for international competitions and the DFB Cup.

Borussia Dortmund and Sky Deutschland GmbH entered into a comprehensive and long-term cooperation agreement covering content, sales and marketing for a minimum of four years beginning with the 2021/2022 season.

Borussia Dortmund also extended its partnership with the online sports betting company bwin, which

joined on as a Champion Partner in 2017, by a further three seasons until 30 June 2024.

Borussia Dortmund is also extending its partnership with Radeberger Gruppe KG in place since 2008, which means that Brinkhoff's beer will continue to be served at SIGNAL IDUNA PARK at least until the end of the season in 2028.

Furthermore, Borussia Dortmund is continuing its successful partnership with European IT security company ESET. The cooperation with this Champion Partner, which also acts as Borussia Dortmund's IT security partner, was extended by two more years until 30 June 2025.

Borussia Dortmund signed a far-reaching partnership agreement with its newest Premium Partner, the sports brand KETTLER, for an initial term of one year.

Borussia Dortmund extended the contract with its Premium Partner REWE Dortmund SE & Co. KG until 30 June 2026.

A two-year extension was also agreed with Eurowings, which has been a Borussia Dortmund Premium Partner since the 2016/2017 season. The

stand-out symbols of this partnership are the team Airbus, which flies Borussia Dortmund to its European away matches, and the fan Airbus, which was rolled out in May 2022 in a special black and yellow paint scheme that the team's fans had a hand in designing.

Borussia Dortmund and ATLAS, Europe's largest safety footwear manufacturer, extended their premium partnership by five years until 30 June 2027.

Borussia Dortmund and Frostkrone Food Group, partners since January 2017, also extended their partnership by a further two years until 30 June 2023. Frostkrone in particular also sponsored Borussia Dortmund's foray into e-football in October 2020.

Dortmunder Stadtwerke AG (DSW21) will remain a partner of Borussia Dortmund's until at least the end of the 2023/2024 season.

Since April 2022, Borussia Dortmund has operated "BVBBusinessNetzwerk", an exclusive network that brings together valuable B2B contacts on a whole new level and further deepens the club's friendly relationships with sponsors, partners and customers – and between those groups.

Despite the restrictions on spectator numbers imposed in response to the pandemic, Borussia Dortmund met almost all of its contractual service obligations in the hospitality areas during the 2021/2022 season. Given the current infection rates and barring any policy decisions to the contrary, it assumes that it will likewise be able to do so in the 2022/2023 season.

Transfer deals

Six players left Borussia Dortmund in the summer of 2021. Jadon Sancho transferred to Manchester United. After loaning Leonardo Balerdi last season,

Ligue 1 side Olympique Marseille exercised its buy option to permanently secure the defender's services. Thomas Delaney now competes in the Champions League with La Liga's Sevilla FC. Sergio Gómez had spent both the 2019/2020 and 2020/2021 seasons on loan to Spanish side SD Huesca, and Borussia Dortmund has now reached an agreement to transfer him to Belgian championship record-holders RSC Anderlecht on a permanent basis. Jeremy Toljan permanently joined Serie A side U.S. Sassuolo after spending two years on loan with the club. Łukasz Piszczek ended his career after eleven years at BVB.

During the winter transfer window, Borussia Dortmund loaned midfielder Ansgar Knauff to Europa League champions Eintracht Frankfurt until 30 June 2023. Tobias Raschl transferred to Bundesliga rivals Spielvereinigung Greuther Fürth. In March 2022, Borussia Dortmund and goalkeeper Roman Bürki agreed to prematurely terminate their contract, which ran until 30 June 2023, with effect from the end of the current season.

In May 2022, Borussia Dortmund reached an agreement with top-flight English club Manchester City to transfer striker Erling Haaland with effect as at 1 July 2022. Steffen Tigges is another striker leaving Borussia Dortmund. He will join Bundesliga rivals 1. FC Cologne at the start of the coming season. Goalkeeper Marwin Hitz will be plying his trade at Swiss first division side FC Basel. Borussia Dortmund will not be renewing the contracts with Axel Witsel and Dan-Axel Zagadou, which expire on 30 June 2022, and the two players will leave for other teams.

Marin Pongračić and Reinier Jesus Carvalho will also be leaving Borussia Dortmund when their loans end on 30 June 2022. Marcel Schmelzer ended his career after 17 years at the club.

Capital expenditure

Borussia Dortmund signed three new players in the summer of 2021. Dutch international Donyell Malen

joined Borussia Dortmund from PSV Eindhoven, signing a contract that runs until 30 June 2026. In addition, the club welcomed goalkeeper Gregor Kobel from Bundesliga rivals VfB Stuttgart, granting the 24-year-old a contract that runs until 30 June 2026. Borussia Dortmund also loaned Marin Pongračić from VfL Wolfsburg until 30 June 2022. Furthermore, Borussia Dortmund welcomed back Marius Wolf from 1. FC Cologne and Immanuel Pherai from PEC Zwolle following spells on loan. In February 2022, Borussia Dortmund signed Germany international Niklas Süle from the 2022/2023 season on a four-year free transfer from championship record-holders FC Bayern Munich. In May 2022, Borussia Dortmund announced the signing of Germany international Nico Schlotterbeck from Bundesliga rivals SC Freiburg. The centre back signed a contract that runs from the start of the 2022/2023 season until 30 June 2027. Furthermore, Borussia Dortmund signed striker Karim Adeyemi from Austrian champions RB Salzburg. The Germany international likewise signed a contract until 30 June 2027. Midfielder and Turkey international Salih Özcan transferred to Borussia Dortmund from Bundesliga rivals 1. FC Cologne after signing a contract that runs until 30 June 2026. Borussia Dortmund signed goalkeeper Alexander Meyer from second-division SSV Jahn Regensburg to serve as number two behind Gregor Kobel. The contract runs until 30 June 2024.

TV Marketing

One of the main tasks of the German Football League (DFL Deutsche Fußball Liga GmbH) is to allocate media exploitation rights at national and international level for first and second Bundesliga division matches as well as for the Super Cup and relegation/promotion play-offs. DFL e.V. distributes the resulting income to recipients including the clubs of the first and second Bundesliga divisions. The media rights to German professional football are allocated every four years for four seasons at a time. The tendering process for the media rights, which

is reviewed by competition regulator the German Federal Cartel Office, is open, transparent and non-discriminatory.

The media rights currently allocated relate to the 2021/2022 to 2024/2025 seasons. The clubs can expect income averaging EUR 1.1 billion for these four seasons, corresponding to EUR 4.4 billion in total. The distribution of the TV marketing income was resolved in December 2020. Greater stability and more solidarity are the objectives. In light of the decline in income from national media rights, the consolidation being seen on international markets and the significant decrease in sales at the club level during the COVID-19 pandemic, the objective of the distribution system is primarily to ensure stability during this period of uncertainty, while setting the course for the future and promoting solidarity at the same time. This offers Bundesliga clubs a solid planning basis during the current difficult situation. Nevertheless, seasons without interruptions as well as timely payments by partners in line with their contracts are essential for ensuring the amount and timing of the envisaged distribution payouts.

The COVID-19 pandemic is also affecting international TV marketing from UEFA competitions. The pandemic-related losses for clubs competing in the UEFA Champions League amount to EUR 416.5 million in the 2019/2020 season and EUR 57.3 million in the 2020/2021 season. So as to stretch the adverse effects out over a longer period, it was decided that the EUR 416.5 million would be withheld from distributions in equal shares (of EUR 83.4 million) over five seasons from 2019/2020 to 2023/2024 and the EUR 57.3 million in equal shares (of EUR 14.3 million) over four seasons from 2020/2021 to 2023/2024. In specific terms, UEFA will make the deductions before distributing funds to the clubs. Nevertheless, the potential income from UEFA competitions remains extremely lucrative. Borussia Dortmund benefited from the distributions by competing in the group stage of the UEFA Champions

League and the knockout round play-offs of the UEFA Europa League this season. It will do the same in the coming season after having again qualified for the group stage of the UEFA Champions League.

For the 2024/2025 season, the UEFA Champions League will follow a new format. A total of 36 teams will play eight matches in a single league, signalling a departure from the six matches played under the current format's 32-team group stage. This will likely further boost the international TV marketing income generated from competing in the UEFA Champions League.

Match operations

Borussia Dortmund could at least welcome back an average of approximately 38,000 spectators to matches at SIGNAL IDUNA PARK over the 2021/2022 season in line with the changing Corona Protection Regulations. On a positive note, the last four Bundesliga home matches could each be played to an almost sell-out crowd – even if the regulatory requirements imposed in response to COVID-19 prevented us from reaching pre-pandemic attendance levels this season.

Given the current infection rates, Borussia Dortmund assumes that it will be able to welcome significantly more spectators to SIGNAL IDUNA PARK in the 2022/2023 season than it could this season, which would have a positive effect on ticketing and catering income in comparison with the figures for the past season.

As one financial year draws to a close it is customary for season tickets to go on sale for the next season. Season ticket sales had to be put on hold in the past two years due to the uncertainties surrounding COVID-19, but have now recommenced, and the customary limit of 55,000 season tickets sold was reached.

Other

After an in-depth analysis of the season attended by Marco Rose as well as Hans-Joachim Watzke

(Chairman of the Management), Michael Zorc (Sporting Director), Sebastian Kehl (Head of the Professional Squad) and Matthias Sammer (external advisor), Borussia Dortmund decided to part ways with Marco Rose and his assistant coaches early. Edin Terzić, who as caretaker coach led the team to victory in the DFB Cup last year and most recently served as technical director, will coach the professional squad from the coming season on a contract that runs until 30 June 2025. As head coach, Edin Terzić will be joined by Peter Hermann and Sebastian Geppert who will round off the coaching staff.

After 44 years playing for and working at the club, Sporting Director Michael Zorc is leaving Borussia Dortmund effective 30 June 2022. From 1 July 2022 he will be replaced as Sporting Director by Sebastian Kehl, who since the start of the 2018/2019 season has worked as Head of the Professional Squad. His contract runs until 30 June 2025.

U19 coach Mike Tullberg, who won the league title with his team this season, has extended his contract early until 30 June 2026.

On 16 September 2021, Borussia Dortmund, with the consent of the Supervisory Board, resolved to increase its capital by means of a rights issue against cash contributions utilising the existing authorised capital. The share capital was increased by EUR 18,396 thousand from its current level of EUR 92,000 thousand to EUR 110,396 thousand by issuing 18,396,220 new no-par value ordinary bearer shares. The issue price per new share amounted to EUR 4.70. The subscription ratio was set at 5:1. Borussia Dortmund generated gross issue proceeds of EUR 86,462 thousand from the capital increase. Borussia Dortmund used the proceeds from the capital increase to repay its financial liabilities. They will also be used to offset any losses arising due to the impact of any as yet unexpected further

COVID-19-related measures or restrictions on the Company's business activities and liquidity fluctuations during the pandemic, and invest in the professional squad. This capital increase by means of a rights issue was successfully implemented and the resulting cash inflow received in October 2021.

At its meeting on 20 September 2021, the Supervisory elected its Deputy Chairman Christian Kullmann to serve as its new Chairman, effective 25 September 2021. Christin Kullmann replaced Gerd Pieper, left the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA at the end of 24 September 2021. Ulrich Leitermann will take over as the Deputy Chairman. At the virtual Annual General Meeting held on 2 December 2021, Dr Bernhard Pellens, Professor of International Corporate Accounting and Academic Director of the Institute of Management (ifu) at Ruhr University Bochum, was elected to the Supervisory Board with 86% of the vote.

At its meeting on 2 December 2021, the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA resolved to form an Audit Committee and appointed its members. Dr Bernhard Pellens was elected Chairman of the Audit Committee, Mr Ulrich Leitermann as Deputy Chairman of the Audit Committee and Ms Silke Seidel as a member of the Audit Committee.

The girl's and women's football programme at Borussia Dortmund successfully kicked off its inaugural 2021/2022 season in the local league. Instead of acquiring the licence of another professional club, we are organically developing and promoting girl's and women's football from within our club. The BVB women won every competitive match in their first local league season, making the convincing leap to the county league where they will compete in the coming season.

At the start of September 2021, BVB's official Twitch channel, which now has more than 70,000 followers, celebrated its one-year anniversary.

In the current financial year, Borussia Dortmund published its fifth Sustainability Report* entitled "United by Borussia! Borussia leads the way!" at <https://verantwortung.bvb.de/2019/en/home-en/>.

** In accordance with the statutory requirements, the Sustainability Report does not fall under the scope of Deloitte GmbH Wirtschaftsprüfungsgesellschaft's audit of the annual financial statements.*

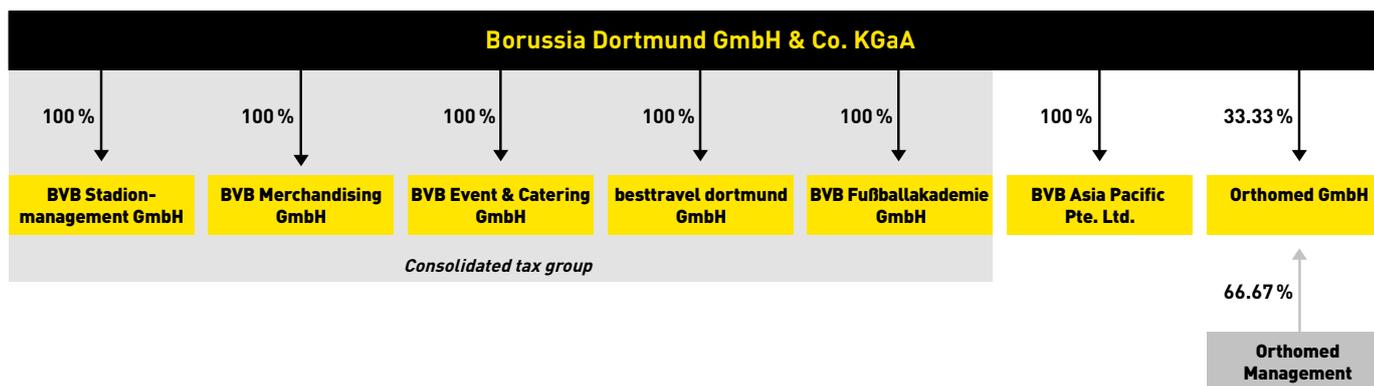
GENERAL INFORMATION ABOUT THE COMPANY

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 Merchandising GmbH (100.00%), BVB Event & Catering GmbH (100.00%), BVB Asia

Pacific Pte. Ltd. (100.00%), besttravel dortmund GmbH (100.00%), BVB Fußballakademie GmbH (100.00%) and Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH (Orthomed GmbH) (33.33%).

Some of these companies have concluded profit and loss transfer agreements with the parent.



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 for its part represented by Managing Directors Hans-Joachim Watzke (Chairman), Thomas Treß and Carsten

Cramer; 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. 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 to define 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 members of the Company's Supervisory Board in the 2021/2022 financial year, their right to remuneration, their occupations and their further responsibilities on other management bodies are listed below:

SUPERVISORY BOARD of Borussia Dortmund GmbH & Co. KGaA

Christian Kullmann	Ulrich Leitermann	Bernd Geske	Judith Dommermuth	Björn Gulden	Dr. Reinhold Lunow	Silke Seidel	Bodo Löttgen	Prof. Dr. Bernhard Pellens	Gerd Pieper
Chairman (since 25 September 2021 / Deputy Chairman of the Supervisory Board until 24 September 2021)	Deputy Chairman (since 25 September 2021)							(since 2 December 2021)	Retired (Chairman of the Supervisory Board until 24 September 2021)

FULL REMUNERATION PAYABLE FOR 2021/2022 (EUR '000)

45	37	24	24	24	24	27	24	21	11
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OCCUPATIONS (as at 30 June 2022)

Chairman of the Executive Board of Evonik Industries AG, Essen	Chairman of the Managing Boards of group parent companies of the SIGNAL IDUNA Group, Dortmund (SIGNAL Krankenversicherung a.G., Dortmund; SIGNAL IDUNA Lebensversicherung a.G., Hamburg; SIGNAL IDUNA Unfallversicherung a.G., Dortmund; SIGNAL IDUNA Allgemeine Versicherung AG, Dortmund)	Managing partner of Bernd Geske Lean Communication, Meerbusch	Managing partner of JUVIA Verwaltungs GmbH, Cologne	Chief Executive Officer of PUMA SE, Herzogenaurach	Medical Director of Praxisklinik Bornheim, Bornheim	Senior Executive at Dortmunder Stadtwerke AG and Managing Director of Hohenbuscher Beteiligungsgesellschaft mbH, Westfalenor 1 GmbH and Dortmund Logistik GmbH, all in Dortmund	Chair of the CDU parliamentary group in the state parliament of North Rhine-Westphalia, detective chief inspector (<i>Kriminalhauptkommissar</i>) (ret.), public administration graduate	Professor of International Corporate Accounting at Ruhr University Bochum, Academic Director of the Institute of Management (ifu) at Ruhr University Bochum and Honorary Professor at Tongji University in Shanghai, China	Privateer; former Managing Director of Stadt-Parfümerie Pieper GmbH, Herne
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OTHER FUNCTIONS on statutory supervisory boards and comparable German or foreign supervisory bodies of commercial enterprises (as at 30 June 2022)

Member and Chairman of the Supervisory Board of Dortmunder Volksbank eG, Dortmund	Member and Chairman of the Supervisory Board of Sana Kliniken AG, Ismaning	Chairman of the Board Salling Group A/S, Braband, Denmark (since 6 March 2020)	Member of the Supervisory Board of Tchibo GmbH, Hamburg	Member of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund	Member of the Supervisory Board of LVM Landwirtschaftlicher Versicherungsverein Münster a. G. in Münster (non-listed company)	Member of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund (until 21 November 2021)
		Member of the Board member at Essity (Aktiebolag), Stockholm, Sweden (since 24 March 2022)			Member of LVM Krankenversicherungs-AG in Münster (non-listed company)	

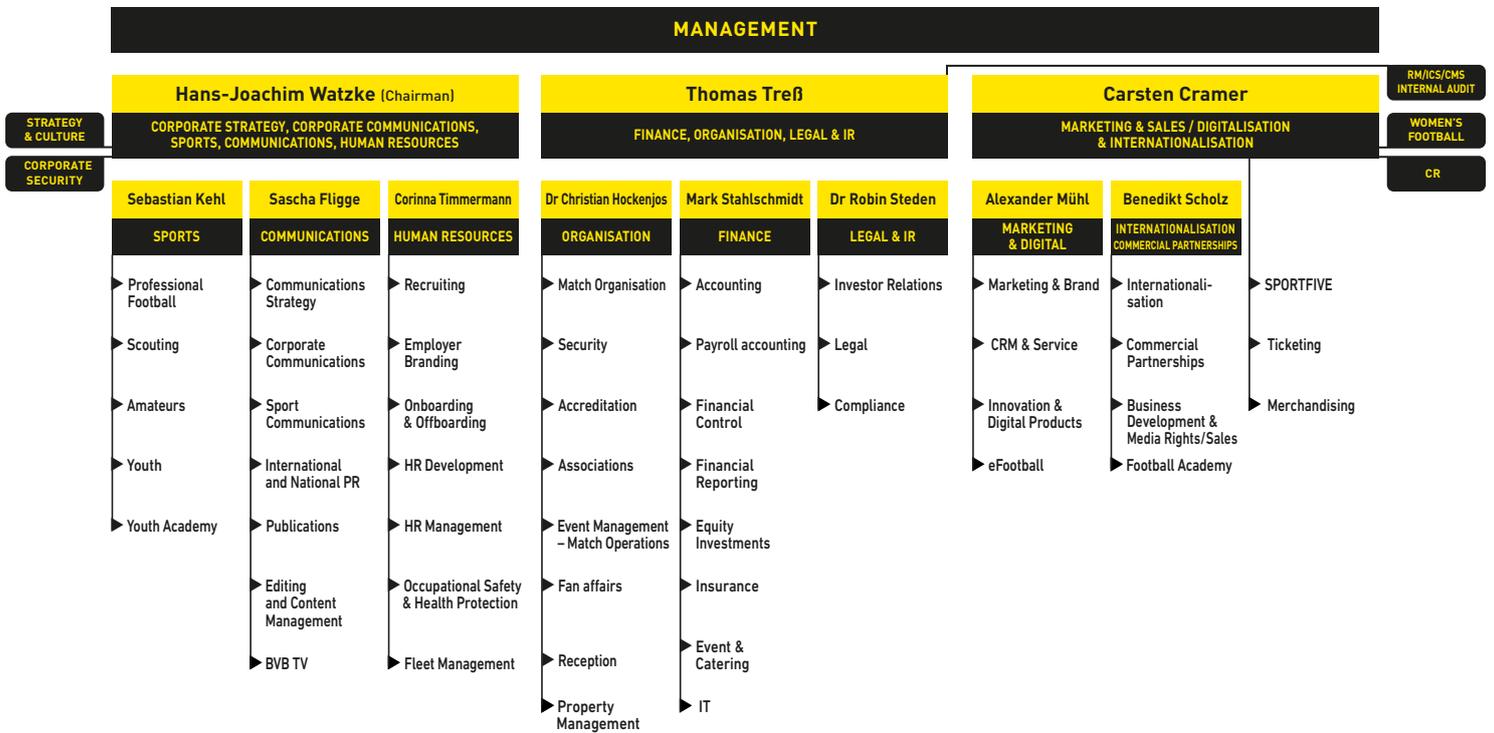
At its meeting on 2 December 2021, the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA resolved to form an Audit Committee and appointed its members. Dr Bernhard Pellens was elected

Chairman of the Audit Committee, Mr Ulrich Leitermann as Deputy Chairman of the Audit Committee and Ms Silke Seidel as a member of the Audit Committee.

Within Borussia Dortmund GmbH & Co. KGaA there are eight independent functional areas below the management level, namely, "Sports", "Communications", "Human Resources", "Organisation", "Finance", "Legal & IR", "Marketing & Digital" and "Internationalisation/

Commercial Partnerships". The responsible employees during the reporting period 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



INTERNAL MANAGEMENT AND CONTROL SYSTEM

Sports management

Going forward, we will continue to focus on achieving success on the pitch 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 makeup 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 also establishing a presence in European competitions going forward.

Financial management

Borussia Dortmund uses the result from operating activities and the operating result as indicators for measuring the economic success of the Company. Borussia Dortmund derives its result from operating activities from earnings before interest and taxes (EBIT) and its operating result from earnings before interest, taxes and depreciation and amortisation (EBITDA). The Company continuously monitors both the operating result (EBITDA) and the result from operating activities (EBIT) of the segments on the basis of monthly comparisons of the budgeted and actual figures. To optimise these indicators, the main factors to be leveraged are sales, which can be additionally improved in the major sales

categories of match operations, advertising, transfer deals and TV marketing, and operating expenses, which can be lowered through disciplined 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 (EBITDA) and the result from operating activities (EBIT), a positive free cash flow is therefore the most important financial objective of our Company. We seek to optimise these cash flows.

In the coming years, Borussia Dortmund will concentrate on generating steady sales 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. One of the main ways in which we will reach these objectives is by improving the operating result and making effective investments.

The management uses the result from operating activities (EBIT), the operating result (EBITDA) and the net profit/loss for the year to manage the Company.

CORPORATE STRATEGY

Borussia Dortmund pursues 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 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 sales pillars: TV marketing, advertising, match operations, transfer deals, conference, catering and miscellaneous activities, 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 compared to other European football clubs.
- 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. Borussia Dortmund uses its sporting and financial success to assume responsibility, which is tied closely to Dortmund and the surrounding region, and recognises sustainable development as a guiding principle at global level. What it means for Borussia Dortmund is to act in a way that satisfies the needs of today without restricting the opportunities of future generations, while giving equal consideration to the three dimensions of sustainability – economic efficiency, social equity and environmental viability.

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
- Structuring our business activities and relationships sustainably

Financial performance and business development are 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 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 the long term. In such cases, management weighs the opportunities and risks to find a solution that does adequate justice to the Company's strategic objectives.

Advertising plays a key role in this context. Over the years, advertising 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 Group (ending 2031) and PUMA International Sports Marketing B.V. (ending 2028), the Company's chief partners, as well as the two primary sponsors 1&1 Telecommunication SE and Evonik Industries AG (both ending 2025).

Income from international competitions is more difficult to budget for, since it depends solely on the squad's footballing success.

DIVIDEND POLICY

Two key indicators are assessed to shape Borussia Dortmund's dividend policy.

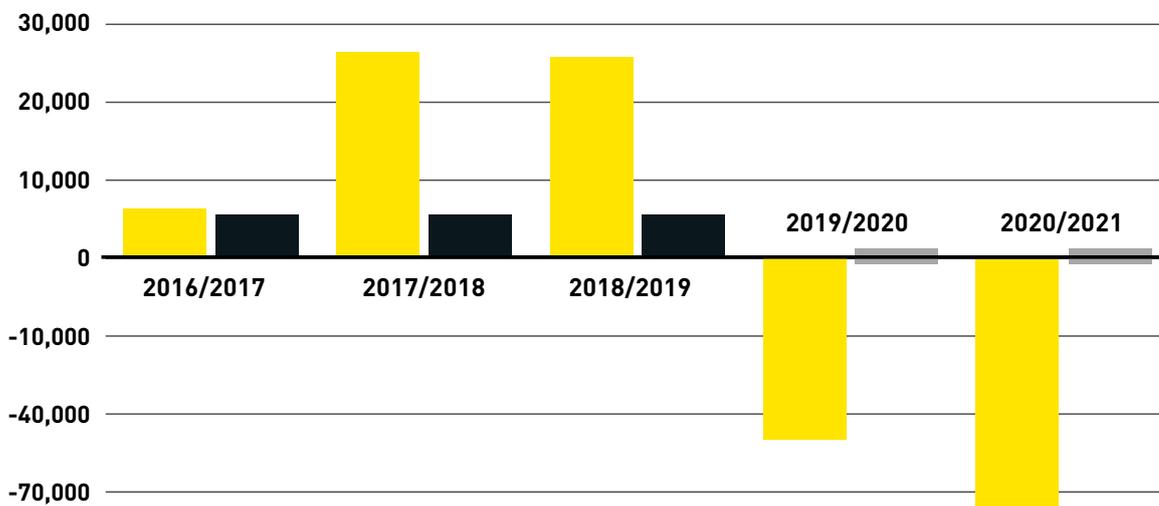
On the one hand, Borussia Dortmund assesses its earnings situation, and in the financial years before COVID-19 it generated a net profit. The Company reported a net loss for the current financial year, in particular on account of the continuing effects of the COVID-19 pandemic.

On the other hand, free cash flow is used to ensure that cash flows from operating activities are sufficient to cover investments.

In order to remain competitive, Borussia Dortmund intends to use its net income for the year and cash and cash equivalents primarily for investments.

The primary focus is on strengthening the professional squad, modernising SIGNAL IDUNA PARK and expanding the training ground in Dortmund-Brackel. Despite these investments, it is Borussia Dortmund's aim to continue distributing a dividend to its shareholders every year, provided it generates a net profit.

Dividend distribution



■ Net income/loss for the year (EUR '000)

■ Dividend distributed (EUR '000)

CORPORATE GOVERNANCE DECLARATION PURSUANT TO § 289F HGB

Pursuant to § 289f of the German Commercial Code (*Handelsgesetzbuch*, "HGB"), listed German stock corporations (*Aktiengesellschaften*) must prepare a corporate governance declaration. This declaration includes the declaration of conformity with the German Corporate Governance Code, and presents the corporate governance practices and the working principles of the management and the Supervisory Board and its committees. The corporate governance declaration is not included in the management report and is instead published online

at <https://aktie.bvb.de/eng/Corporate-Governance/Corporate-Governance-Declaration>.

The separate non-financial Group report is published online at <https://aktie.bvb.de/eng/Corporate-Governance/sustainability-report>.*

** In accordance with the statutory requirements, Deloitte GmbH Wirtschaftsprüfungsgesellschaft has neither substantively audited the cross-references nor the information to which the cross-references refer.*

POSITION OF THE COMPANY

DEVELOPMENT OF PERFORMANCE INDICATORS

Development of financial performance indicators

In the 2021/2022 financial year, Borussia Dortmund's financial performance indicators – sales, result from operating activities (EBIT), operating result (EBITDA), net profit/net loss for the year, cash flows from operating activities and free cash flow – were as follows:

Sales

Sales amounted to EUR 419,646 thousand in the reporting period. In the Annual Report as at 30 June 2021, Borussia Dortmund forecast sales of approximately EUR 484,000 thousand.

Operating result (EBITDA)

EBITDA amounted to EUR 67,349 thousand in the past financial year; the forecast for the full 2021/2022 financial year in the Annual Report dated 30 June 2021 had projected that EBITDA would be approximately EUR 107,000 thousand higher than the result from operating activities (EBIT), which was expected to amount to between EUR 86,000 thousand and EUR 91,000 thousand.

Result from operating activities (EBIT)

In the past financial year, the result from operating activities amounted to EUR -39,954 thousand and the net loss for the year totalled EUR 35,376 thousand. The report on expected developments dated 30 June 2021 forecast a net loss for the year

of between approximately EUR 14,000 thousand and EUR 19,000 thousand. The result from operating activities (EBIT) for the full 2021/2022 financial year was forecast to fall short of the net loss for the year by the financial result and tax expense, which was estimated at approximately EUR 2,000 thousand.

Cash flows from operating activities

Cash flows from operating activities amounted to EUR 60,716 thousand in the 2021/2022 financial year.

Borussia Dortmund forecasted as at 30 June 2021 that it would generate cash flows from operating activities of approximately EUR 58,000 thousand for the full 2021/2022 financial year.

Free cash flow

Free cash flow in the 2021/2022 financial year amounted to EUR -20,684 thousand. The report on expected developments for the 2021/2022 financial year dated 30 June 2021 had forecast free cash flow of approximately EUR -31,000 thousand.

The forecasts prepared as at 30 June 2021 could not be met due in particular to the ongoing restrictions imposed in response to the COVID-19 pandemic and the early elimination from international cup competitions.

Borussia Dortmund KGaA (HGB)

EUR '000	2021/2022	2020/2021
Sales	419,646	323,497
Operating result (EBITDA)	67,349	33,557
Result from operating activities (EBIT)	-39,954	-76,580
Net loss for the year	-35,376	-76,479
Cash flows from operating activities	60,716	40,769
Free cash flow	-20,684	-50,452

Development of non-financial performance indicators

The past financial year was marked by a number of social challenges, thrusting professional football from one crisis to the next in quick succession. Despite the ongoing pandemic, catastrophic flooding in Germany and the war in Ukraine, Borussia Dortmund once again championed its values and took a stand.

With regard to events in Europe, Borussia Dortmund demonstrated solidarity and has pooled its strengths to help those suffering as a result of the war in Ukraine. Borussia Dortmund has teamed up with the BVB Department for Fan Affairs, Fan-Projekt Dortmund e.V., the fanzine schwatzgelb.de and the "Bündnis Südtribüne" fan initiative to launch a large-scale fundraising campaign for people in Ukraine affected by the war. A charity match against Dynamo Kyiv was then held in April 2022, which raised EUR 400,000. Borussia Dortmund also helped out those in its own region affected by the catastrophic flooding, holding another charity match in Hagen, with the proceeds going to the City of Hagen. Like several other cities, Hagen suffered massive flood damage. The response to the pandemic did not just involve acts of solidarity between the fan community and BVB's "leuchte auf" foundation, it also included twice turning the stadium into a vaccination centre.

This is proof that football remains a social force that must be strengthened and protected. The club also pushed forward with its efforts to combat discrimination. True to the guiding principle

"United by Borussia", Borussia Dortmund has for many years organised projects that promote a culture of remembrance and education and has taken a stand for social diversity. "Changing the Chants", an EU-funded cooperation project between the Anne Frank House in Amsterdam and Dutch first-division club Feyenoord Rotterdam, was presented to an international audience at a press conference in Oświęcim, Poland, in the past financial year. The outcome of the project was to develop guidelines for combating anti-Semitism in football. The gravity that Borussia Dortmund attaches to its work in this area was further underscored after a 20-strong BVB delegation visited Israel in May 2022 and the stadium hosted the first symposium on "Anti-Semitism in Professional Football", organised by DFL Deutsche Fußball Liga GmbH, the World Jewish Congress and the Central Council of Jews in Germany. For Borussia Dortmund, it is incredibly important to ensure that our efforts at fighting anti-Semitism are a permanent and consistent feature so that we can set out in concrete terms how we assume social responsibility.

How important it is for professional football to meet social and environmental challenges and play an active role in addressing them is also underscored by the fact that sustainability guidelines are anchored in the German Football League (DFL) licensing procedure. The resolution was adopted at the DFL Members Assembly in May 2022. This satisfied the demand made by the

"Future of Professional Football" task force to include a clear commitment to sustainability in all its dimensions in the preamble to the statutes of DFL e.V. The criteria bring together sustainability in all its dimensions, reflecting environmental, economic and social requirements placed on the clubs. Borussia Dortmund believes that revising the licensing procedure is the right move and an important step for each individual club and the Bundesliga as a whole. The sustainability criteria will apply for the first time to the licensing procedure for the 2023/2024 season.

In addition to the social dimension of sustainability, Borussia Dortmund also takes its environmental responsibility seriously. With this in mind, the club formed additional cross-disciplinary project groups that will increasingly tackle the issues related to the use of resources in match operations and mobility. In cooperation with Dortmund's municipal utilities authority (DSW21), Borussia Dortmund is expanding its KombiTicket combined match/transport ticket for both individual matches and season tickets. They will now cover the entire state of North Rhine-Westphalia, thereby increasing the use of public transport and helping to cut CO2 emissions. The tickets had previously only been valid within the VRR transport authority region. Borussia Dortmund is also helping make

employees' daily commute more environmentally friendly by offering the chance to lease a bicycle via BVB on a subsidised basis.

The club's environmental commitment also includes educational projects in the region organised as part of the BVB KidsClub and the BVB Foundation. The BVB Educational Garden, Stadt.Nah.Tour and Borsig-Bienen projects are primarily aimed at environmental education for children and young people in the topic areas of "our natural surroundings", "biodiversity" and "environmental protection".

The stadium presents Borussia Dortmund with major energy challenges that need to be addressed in a structured way that factors in feasibility and economic efficiency. In September 2021, we reviewed all properties, beginning with their energy consumption. We have finished documenting the actual energy performance. The corresponding measures to achieve the structural and technical modernisation of the stadium have been developed and will be implemented and pursued in stages beginning from the start of the new financial year. Plans to expand the e-charging infrastructure are also ongoing and are expected to be completed by autumn 2022.

In addition to regular meetings of its internal sustainability working group, Borussia Dortmund

invited its partners and sponsors to a first sustainability round table at the stadium in June 2022. This included presenting Borussia Dortmund's sustainability strategy and outlining the progress made in updating the DFL licensing procedure. The first round table finished on a successful note with a host of positive insights, a lively discussion and an expanded network.

How sustainable are professional sports clubs?

The international team at the London-based Global Sustainability Benchmark in Sports (GSBS) has set itself the task of finding out. The independent non-profit uses a scientific approach to analyse the sustainability performance of major clubs and associations.

Borussia Dortmund took first place in "Best Corporate Performance" and the special category "Best Total Performance", outperforming other clubs such as Juventus Turin and Real Betis.

In September 2021, Borussia Dortmund joined the UN's Global Compact, the world's largest initiative for sustainable and responsible corporate governance. In joining the initiative, Borussia Dortmund has committed to acting in line with the UN Global Compact's ten principles on human rights, labour standards and fighting corruption and to working to achieve the UN's sustainable development goals. Using learning formats, the

UN Global Compact helps companies to act responsibly and promote solutions to address global challenges.

You can find all you need to know about sustainable development at Borussia Dortmund in our 2021/2022 Sustainability Report*, which will be available from 31 October 2022 at <https://verantwortung.bvb.de/en>.

**In accordance with the statutory requirements, the Sustainability Report does not fall under the scope of Deloitte GmbH Wirtschaftsprüfungsgesellschaft's audit of the annual financial statements.*

RESULTS OF OPERATIONS

During the reporting period (1 July 2021 to 30 June 2022), Borussia Dortmund generated sales of EUR 419,646 thousand (previous year: EUR 323,497 thousand) and gross revenue of EUR 440,819 thousand (previous year: EUR 330,824 thousand), an increase of EUR 109,995 thousand (33.25%) year on year.

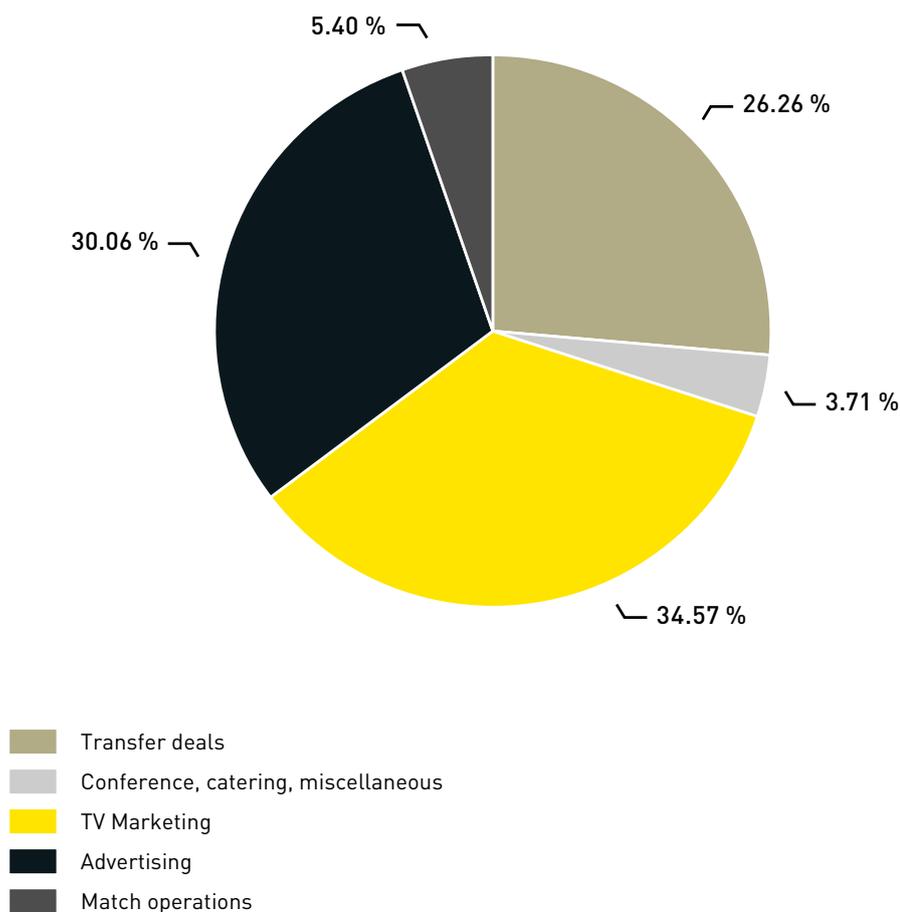
Earnings before taxes amounted to EUR -34,999 thousand (previous year: EUR -76,842 thousand),

while the result from operating activities (EBIT) amounted to EUR -39,954 thousand (previous year: EUR -76,580 thousand).

During the current reporting year, the operating result (EBITDA) amounted to EUR 67,349 thousand (previous year: EUR 33,557 thousand).

Borussia Dortmund generated a net loss of EUR 35,376 thousand during the 2021/2022 financial year (previous year: net loss of EUR 76,479 thousand).

Sales in percent

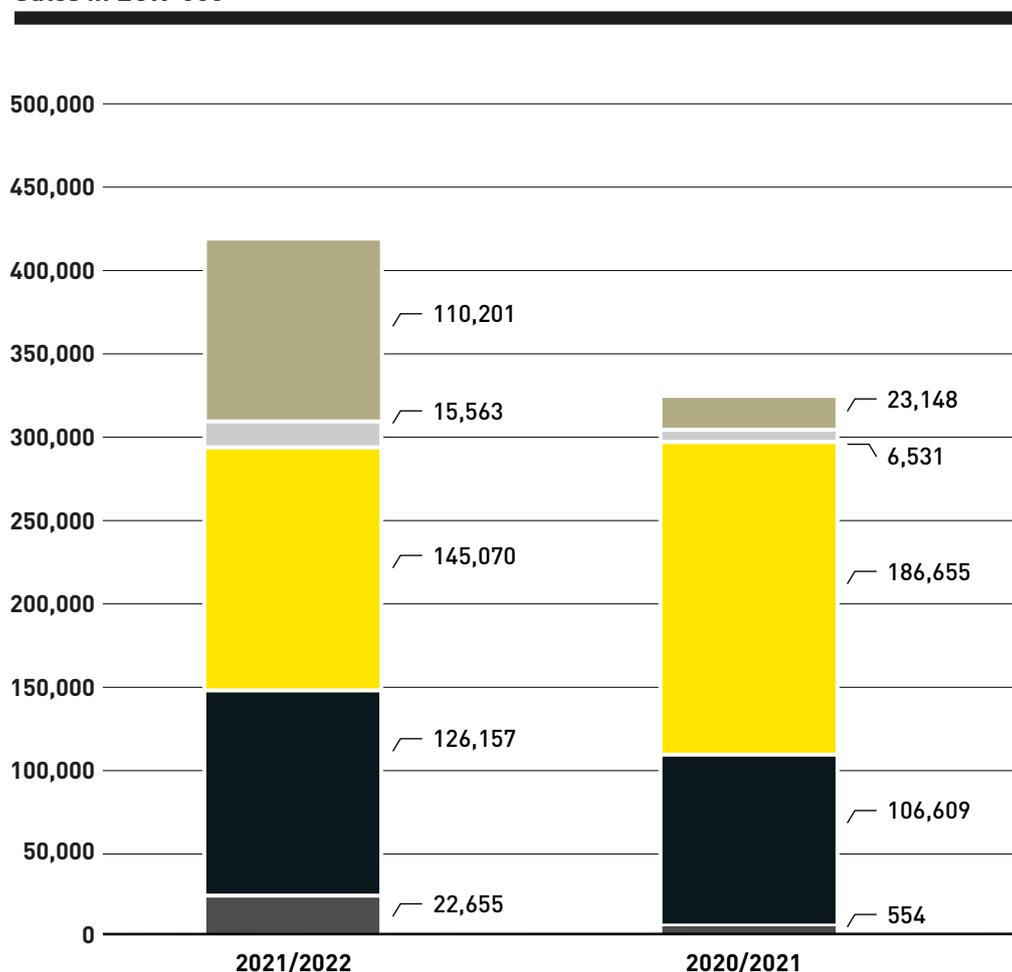


SALES TREND

Borussia Dortmund generated sales of EUR 419,646 thousand in the 2021/2022 financial year, representing an increase of EUR 96,149 thousand or 29.72%. On the one hand, the increase in income is attributable in particular to higher transfer income, income from match operations

and income from conference, catering and miscellaneous due to the relaxation by lawmakers of restrictions on spectator numbers, and on the other hand to growth in advertising income. The reduction in income from TV marketing had an offsetting effect.

Sales in EUR '000



- Transfer deals
- Conference, catering, miscellaneo
- TV Marketing
- Advertising
- Match operations

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

Income from match operations

Income from match operations increased by EUR 22,101 thousand to EUR 22,655 thousand in financial year 2021/2022.

Income from match operations for domestic competitions rose by EUR 17,186 thousand to EUR 17,730 thousand.

Borussia Dortmund could at least welcome back an average of approximately 42,000 spectators to the 17 Bundesliga home matches played at SIGNAL IDUNA PARK over the 2021/2022 season in line with the changing Corona Protection Regulations. In the previous year, only a small number of spectators had been permitted to attend just three Bundesliga home matches.

The income from domestic and international cup competitions increased by EUR 4,167 thousand. No income was generated in this area in the previous year due to the pandemic. This season, SIGNAL IDUNA PARK hosted an average of approximately 26,000 spectators at the six national and international cup matches held at home (including the DFL Super Cup).

Borussia Dortmund generated income of EUR 758 thousand from friendlies and ticket proceeds generated by the club's other teams in this financial year (previous year: EUR 9 thousand) in the context of changing Corona Protection Regulations. Unlike before COVID, the pandemic prevented the squad from travelling to Asia or the United States for preseason tours.

Income from advertising

Borussia Dortmund generated advertising income of EUR 126,157 thousand in the past financial year (previous year: EUR 106,609 thousand), corresponding to growth of 18.34% and a 30.06% share (second-largest) of total sales.

Advertising income increased in particular due to the fact that, unlike in the previous year, the hospitality areas were operating at full capacity at each of the 23 home matches played. As a result, income grew by EUR 12,075 thousand in this area. Income generated with Champion Partners, Premium Partners and Partners and income from match-day marketing also increased, while the less successful sporting performance caused a decline in bonuses received.

The strategic partnerships with the two primary sponsors Evonik Industries AG and 1&1 Telecommunication SE as well as with the equipment supplier, PUMA SE, remain the foundation for sponsorship income. The holder of the stadium's naming rights, SIGNAL IDUNA (partnership extended early until 30 June 2031), the sleeve sponsor, Opel Automobile GmbH, and the ten Champion Partners continue to contribute greatly to income from advertising.

Furthermore, advertising income includes bonuses for sporting success, in particular for the second-place Bundesliga finish, which directly qualified the team for the group stage of the UEFA Champions League in the 2022/2023 season.

Income from TV marketing

In financial year 2021/2022, income from TV marketing once again represented the highest share of sales (34.57%); however, it declined by EUR 41,585 thousand year on year to EUR 145,070 thousand. The decrease was attributable to both national and international TV marketing income and to the marketing of national cup competitions.

Income from domestic TV marketing amounted to EUR 78,503 thousand (previous year: EUR 97,826 thousand), down EUR 19,323 thousand against the prior-year reporting period. The 2021/2022 season was the first covered by the media rights newly allocated by the German Football League (DFL

Deutsche Fußball Liga GmbH) for seasons from 2021/2022 to 2024/2025, under which clubs can expect income averaging EUR 1.1 billion (total of EUR 4.4 billion), with the distributions increasing with each passing season. This constitutes a reduction of 5.17% on the previous allocation period, in which EUR 4.64 billion was paid out to the clubs (also with increasing distributions). This general reduction and the fact that a more lucrative final year of the old allocation period is being compared with the first year of the new media rights allocation period cause a decline in income from national TV marketing.

Income from international TV marketing for competing in the UEFA Champions League and knockout round play-offs in the UEFA Europa League amounted to EUR 62,741 thousand in the financial year ended (previous year: EUR 78,698 thousand). The year-on-year decline of EUR 15,957 thousand is due primarily to the team's elimination in the group stage of the UEFA Champions League and the fewer bonus points during the group stage. This could not be offset by participating in the UEFA Europa League since the team exited that tournament early in the knockout round play-offs.

In the domestic cup competition, Borussia Dortmund reached the round of 16 after having won the DFB Cup in the previous year. Income from domestic cup competitions thus amounted to EUR 3,790 thousand (previous year: EUR 10,131 thousand).

Transfer income

Income from transfer deals rose by EUR 87,053 thousand to EUR 110,201 thousand (previous year: EUR 23,148 thousand).

This includes primarily transfer income from the departures of the players Jadon Sancho (Manchester United), Leonardo Balerdi (Olympique Marseille), Thomas Delaney (Sevilla FC), Sergio Gómez (SD Huesca), Jeremy Toljan (U.S. Sassuolo), Chris Führich (SC Paderborn) and Tobias Raschl (Spielvereinigung Greuther Fürth) as well as subsequent transfer income.

The prior-year figure comprised the transfers of players Dženis Burnić to 1. FC Heidenheim and Ömer Toprak to SV Werder Bremen, as well as subsequent income from transfer deals already completed.

Conference, catering and miscellaneous income

Conference, catering and miscellaneous income amounted to EUR 15,563 thousand and also included sales from advance booking fees, rental and lease income and release fees for national team players. In the prior-year reporting period, EUR 6,531 thousand had been recognised for this item.

This growth is due primarily to higher income from hospitality catering, external events and advance booking fees due to a relaxing of the requirements imposed in response to the pandemic. The release fees for national team players of EUR 4,694 thousand (previous year: EUR 2,268 thousand) also grew as against the previous year due in particular to national team player releases in the context of the 2020 European Championship, which was held in 2021.

Other operating income increased by EUR 13,846 thousand year on year to EUR 21,173 thousand.

During the current financial year, this consisted mainly of subsidies already accounted for, income from the reversal of provisions and from the reimbursement for granting contractual marketing rights, and insurance reimbursements.

In the previous year, this item had included income from insurance reimbursements, income from the reversal of provisions and income from the reimbursement for granting contractual marketing rights.

The share of prior-period income in other operating income amounted to EUR 11,948 thousand (previous year: EUR 1,898 thousand).

DEVELOPMENT OF SIGNIFICANT OPERATING EXPENSES

Personnel expenses

In financial year 2021/2022, personnel expenses amounted to EUR 219,688 thousand (previous year: EUR 205,604 thousand).

Personnel expenses for the professional squad increased by 3.48% year on year to EUR 181,021 thousand in financial year 2021/2022 (previous year: EUR 174,927 thousand). The base salary rose by EUR 10,179 thousand to EUR 120,666 thousand. Performance-based bonuses of EUR 22,222 thousand were paid out to the professional squad in financial year 2021/2022 (previous year: EUR 28,742 thousand) as a result of the successful second-place finish in the Bundesliga (69 points) and for qualifying directly for the group stage of the UEFA Champions League in the 2022/2023 season.

In the reporting period, personnel expenses related to the retail and administration areas increased by EUR 4,132 thousand year on year to EUR 23,411 thousand.

Personnel expenses in relation to amateur and youth football amounted to EUR 15,256 thousand during the current 2021/2022 financial year (previous year: EUR 11,398 thousand). The increase was due to further signings in the youth teams and the second team's promotion to the third division.

Depreciation, amortisation and write-downs

Depreciation, amortisation and write-downs amounted to EUR 107,303 thousand during the reporting period. This was EUR 2,834 thousand below the figure as at 30 June 2021 and included write-downs of EUR 9,090 thousand.

During the period from 1 July 2021 to 30 June 2022, intangible fixed assets – which consist primarily of Borussia Dortmund's player registrations – were amortised in the amount of EUR 87,615 thousand (previous year: EUR 98,017 thousand).

Furthermore, EUR 9,090 thousand in write-downs of intangible fixed assets to their fair values were recognised (previous year: EUR 1,591 thousand).

Depreciation and write-downs of tangible fixed assets remained roughly level at EUR 10,598 (previous year: EUR 10,529 thousand).

Other operating expenses

Other operating expenses increased by EUR 62,119 thousand or approximately 67.77% across all items of other operating expenses, from EUR 91,663 thousand in the previous year to EUR 153,782 thousand in the reporting period.

The largest increase under this item was seen in transfer deals, which rose by EUR 38,918 thousand to EUR 48,483 thousand. In contrast to the previous year, when carrying amounts were only derecognised for the players Ömer Toprak and Dženis Burnić as well as for the former coach Lucien Favre, this year carrying amounts were derecognised for the players Leonardo Balerdi, Thomas Delaney, Jadon Sancho, Jeremy Toljan, Sergio Gómez, Tobias Raschl and coach Enrico Maaßen. This item also includes the expenses directly connected with a transfer deal.

Expenses from match operations increased by EUR 4,574 thousand to EUR 45,979 thousand (previous year: EUR 41,405 thousand). This is attributable primarily to the higher catering and match day expenses in comparison with the previous year, when just three home matches were played with strict limits on stadium capacity. This season, home matches were attended by an average of roughly 38,000 spectators.

Advertising expenses increased by EUR 1,959 thousand. These included agency commissions payable to marketing firm SPORTFIVE Germany GmbH. The increase correlates directly with the increase in advertising income.

Administrative expenses increased during the financial year ended by EUR 10,124 thousand to EUR 32,939 thousand. This is due to the EUR 5,269 thousand in legal and consultancy expenses directly associated with the capital increase, as well as higher travel and entertainment expenses connected with the increase in travel activities. In accordance with the Articles of Association, the general partner of Borussia Dortmund GmbH & Co. KGaA, Borussia Dortmund Geschäftsführungs-GmbH, received, by virtue of the cost and profit allocation in connection with its business activities in the financial year

ended, remuneration of EUR 5,981 thousand (previous year: EUR 3,818 thousand) that was also recognised under administrative expenses.

Other expenses increased by EUR 6,033 thousand to EUR 10,849 thousand. This was due primarily to higher losses on the disposal of intangible fixed assets and higher write-downs on receivables.

The share of prior-period expenses in other operating expenses amounted to EUR 89 thousand (previous year: EUR 604 thousand).

Financial result

The financial result for financial year 2021/2022 amounted to EUR 4,955 thousand (previous year: EUR -262 thousand) and breaks down as follows:

Income and expenses from profit and loss transfer agreements

(EUR '000)	Net profit/loss 01/07/2021 to 30/06/2022	Net profit/loss 01/07/2020 to 30/06/2021
BVB Stadionmanagement GmbH	92	42
besttravel dortmund GmbH	308	100
BVB Merchandising GmbH	2,230	-748
BVB Event & Catering GmbH	2,011	725
BVB Fußballakademie GmbH	982	140
	5,623	259

Furthermore, interest income of EUR 301 thousand was recognised and related primarily to compounding in connection with transfer deals.

Interest expenses amounted to EUR 1,050 thousand and comprised financing charges of EUR 324 thousand and discounting effects of EUR 726 thousand.

Investment income amounted to EUR 81 thousand (previous year: EUR 0 thousand).

Taxes on income

EUR 38 thousand in tax income (previous year: EUR 342 thousand in tax income) was reported under taxes on income.

ANALYSIS OF CAPITAL STRUCTURE

DEVELOPMENT AND PERFORMANCE OF THE BUSINESS

As at 30 June 2022, total assets amounted to EUR 466,263 thousand, representing an increase of EUR 12,518 thousand as compared to 30 June 2021.

Fixed assets amounted to EUR 334,810 thousand, down EUR 64,093 thousand on the figure as at 30 June 2021. The additions amounted to EUR 67,752

thousand (of which EUR 65,526 thousand to intangible fixed assets) and are attributable primarily to investments in the professional squad.

This was offset by disposals amounting to EUR 24,542 thousand and depreciation amounting to EUR 107,303 thousand. This included EUR 9,090 thousand in write-downs. There were no reversals of write-downs.

BALANCE SHEET

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

ASSETS	30/06/2022		30/06/2021	
	EUR '000	Shareholding %	EUR '000	Shareholding %
A. FIXED ASSETS				
I. Intangible fixed assets				
1. Purchased concessions, industrial and similar rights and assets, and licences in such rights and assets	148,106	31.8	203,935	45.0
2. Prepayments	300	0.1	68	0.0
	148,406	31.9	204,003	45.0
II. Tangible fixed assets				
1. Land, land rights and buildings including buildings on third-party land	161,056	34.5	167,784	36.9
2. Other equipment, operating and office equipment	12,308	2.6	14,682	3.2
3. Prepayments and assets under construction	548	0.1	259	0.0
	173,912	37.2	182,725	40.1
III. Long-term financial assets				
1. Shares in affiliated companies	12,052	2.6	12,052	2.6
2. Equity investments	417	0.1	96	0.0
3. Other loans	23	0.0	27	0.0
	12,492	2.7	12,175	2.6
	334,810	71.8	398,903	87.7
B. CURRENT ASSETS				
I. Inventories				
Merchandise	46	0.0	67	0.2
II. Receivables and other assets				
1. Trade receivables	98,749	21.2	32,740	7.2
2. Receivables from affiliated companies	2,521	0.5	1,570	0.3
3. Other assets	6,776	1.5	2,303	0.5
	108,046	23.2	36,613	8.0
III. Cash-in-hand, bank balances	10,452	2.2	3,466	0.7
	118,544	25.4	40,146	8.9
C. PREPAID EXPENSES	12,909	2.8	14,696	3.2
	466,263	100.0	453,745	100.0

Current assets increased by EUR 78,398 thousand from the figure as at 30 June 2021 to EUR 118,544 thousand as at the balance sheet date. This increase was due primarily to the EUR 66,009 thousand increase in trade receivables to EUR 98,749 thousand (previous year: EUR 32,740 thousand) on the back of the rise in transfer

receivables included in that item, in particular resulting from the transfer of Jadon Sancho to Manchester United, as well as the EUR 4,473 thousand increase in other assets to EUR 6,776 thousand (previous year: EUR 2,303 thousand).

The other assets mainly include subsidies already accounted for and insurance reimbursement claims.

BALANCE SHEET

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund

EQUITY AND LIABILITIES	30/06/2022		30/06/2021	
	EUR '000	Shareholding %	EUR '000	Shareholding %
A. EQUITY				
I. Subscribed capital	110,396	23.7	92,000	20.3
less nominal value of treasury shares	-19	0.0	-19	0.0
Issued capital	110,377	23.7	91,981	20.3
II. Capital reserves	212,403	45.5	144,337	31.8
III. Revenue reserves				
1. Reserve for treasury shares	19	0.0	19	0.0
2. Other revenue reserves	147,662	31.7	147,662	32.5
	147,681	31.7	147,681	32.5
IV. Net accumulated losses	-161,517	-34.6	-126,141	-27.8
	308,944	66.3	257,858	56.8
B. PROVISIONS				
1. Provisions for taxes	0	0.0	36	0.0
2. Other provisions	5,160	1.1	10,265	2.3
	5,160	1.1	10,301	2.3
C. LIABILITIES				
1. Liabilities to banks	0	0.0	58,792	12.9
2. Trade payables	96,984	20.8	97,864	21.6
3. Liabilities to affiliated companies	8,441	1.8	7,367	1.6
4. Other liabilities	27,536	5.9	17,113	3.8
of which from taxes: EUR 9,401 thousand (previous year: EUR 6,898 thousand)				
of which in relation to social security: EUR 46 thousand (previous year: EUR 38 thousand)				
	132,961	28.5	181,136	39.9
D. DEFERRED INCOME	19,198	4.1	4,450	1.0
	466,263	100.0	453,745	100.0

Cash-in-hand and bank balances rose from EUR 3,466 thousand as at 30 June 2021 to EUR 10,452 thousand as at 30 June 2022.

Prepaid expenses decreased by EUR 1,787 thousand to EUR 12,909 thousand (previous year: EUR 14,696 thousand). This was due in particular to the deduction of payments to be accrued in the context of player loans.

The Company's share capital increased by EUR 18,396 thousand to EUR 110,396 thousand by issuing 18,396,220 new no-par value ordinary bearer shares (previous year: EUR 92,000 thousand). The capital reserves increased from EUR 144,337 thousand as at 30 June 2021 to EUR 212,403 thousand.

The revenue reserves remained unchanged at EUR 147,681 thousand.

The annual financial statements for the financial year from 1 July 2020 to 30 June 2021 were adopted at the Annual General Meeting on 2 December 2021. The net accumulated losses for the year of EUR 126,141 thousand reported in the Company's annual financial statements for the 2020/2021 financial year were carried forward to new account in financial year 2021/2022.

Taking into account net income for the year, Borussia Dortmund's equity therefore amounted to EUR 308,944 thousand as at 30 June 2022 (previous year: EUR 257,858 thousand). This corresponds to an equity ratio of 66.26% (previous year: 56.83%).

Provisions decreased by a total of EUR 5,141 thousand to EUR 5,160 thousand (previous year: EUR 10,301 thousand), of which the other provisions declined from EUR 10,265 thousand to EUR 5,160 thousand. This is primarily attributable to the decrease in staff-related provisions. No provisions for litigation and liability risks relating to legal proceedings were recognised as at 30 June

2022. The net loss reported for the year meant that no tax provisions were recognised as at 30 June 2022 (previous year: EUR 36 thousand).

Liabilities decreased by a total of EUR 48,175 thousand to EUR 132,961 thousand (previous year: EUR 181,136 thousand). The current financial liabilities amounting to EUR 58,792 thousand that had been reported as at 30 June 2021 were fully repaid to EUR 0 thousand in the first half of the current financial year using the proceeds from the capital increase. Consequently, the Company did not report any current liabilities to banks as at 30 June 2022.

By contrast, liabilities to affiliated companies rose by EUR 1,074 thousand to EUR 8,441 thousand (previous year: EUR 7,367 thousand) and other liabilities by EUR 10,423 thousand to EUR 27,536 thousand (previous year: EUR 17,113 thousand). The increase in other liabilities is due in particular to the rise in staff-related liabilities not yet due and wage and value added tax not yet due. In addition, other liabilities increased due to fees collected on behalf of third parties in connection with season ticket sales and liabilities to the general partner. This was offset by the payment of residual credits to season ticket holders for the 2019/2020 season.

Trade payables remained virtually level year on year at EUR 96,984 thousand (30 June 2021: EUR 97,864 thousand). The liabilities from transfer deals included in that item also remained level year on year, amounting to EUR 87,111 thousand as at 30 June 2022 (previous year: EUR 87,683 thousand).

Deferred income increased by EUR 14,748 thousand year on year to EUR 19,198 thousand as at the balance sheet date (30 June 2021: EUR 4,450 thousand). This increase is due primarily to payments from the sale of season tickets, which had been suspended in the previous two financial years due to the COVID-19 pandemic.

ANALYSIS OF CAPITAL EXPENDITURE

In the past financial year, Borussia Dortmund invested EUR 65,526 thousand in intangible fixed assets. The entirety of this amount was invested in the player base.

Cash payments for tangible fixed assets during the same period amounted to EUR 1,700 thousand and primarily include investments in the Dortmund-Brackel training ground and in SIGNAL IDUNA PARK.

Future investments will focus on improving the stadium experience. The digitalisation of SIGNAL IDUNA PARK includes installing new LED advertising boards and scoreboards. In addition, the Kitchen Tower, a logistics centre connected to SIGNAL IDUNA PARK, will improve deliveries to the hospitality areas.

ANALYSIS OF LIQUIDITY

As at 30 June 2022, Borussia Dortmund held unrestricted cash funds of EUR 10,452 thousand.

As at 30 June 2022, Borussia Dortmund also had access to an additional EUR 120,000 thousand in overdraft facilities which had not been drawn down

as at the end of the reporting period. This is secured against EUR 30,075 thousand in sponsorship income and a EUR 60,000 thousand registered land charge in relation to the property located at Strobelallee 50, 54, 44139 Dortmund ("Stadium plot of land").

Cash flows from operating activities amounted to EUR 60,717 thousand and are calculated as follows:

EUR '000	2021/2022	2020/2021
Net income/net loss for the period	-35,376	-76,479
Depreciation, amortisation and write-downs/ reversals of write-downs of fixed assets	107,303	110,137
Non-cash expenses and income	23,986	4,156
Increase/decrease in provisions	-5,103	2,049
Interest expense	1,050	642
Interest income	-301	-121
Income taxes	-38	-342
Gain/loss on disposal of fixed assets	118	0
Increase/decrease in inventories, trade receivables and other assets not attributable to investing or financing activities	-69,625	12,769
Increase/decrease in trade receivables and other liabilities not attributable to investing or financing activities	39,026	-11,848
Interest paid	-324	-602
Income taxes received	0	408
Cash flows from operating activities	60,716	40,769

NET ASSETS

Borussia Dortmund's total assets increased from EUR 453,745 thousand to EUR 466,263 thousand. Fixed assets declined by EUR 64,093 thousand, which was due primarily to amortisation, write-downs and disposals relating to the player base.

Trade and other financial receivables increased by EUR 71,433 thousand to EUR 108,046 thousand, in particular due to transfer deals.

Prepaid expenses decreased by EUR 1,787 thousand to EUR 12,909 thousand. This resulted mainly from the deduction of payments to be accrued in the context of player loans.

OVERALL ASSESSMENT OF FINANCIAL POSITION AND PERFORMANCE AND BUSINESS DEVELOPMENT

Borussia Dortmund ended the 2021/2022 financial year with a net loss for the year of EUR 35,376 thousand.

Taking into account the net loss for the year, the equity ratio is calculated at 66.26%. As at 30 June 2022, Borussia Dortmund held unrestricted cash funds of EUR 10,452 thousand. As at the balance sheet date, Borussia Dortmund had access to an additional EUR 120,000 thousand in overdraft facilities which had not been drawn down.

The ongoing COVID-19 pandemic continued to weigh heavily on profitability and ultimately earnings in the 2021/2022 season. Although income from match operations and conference, catering and miscellaneous income increased year on year as lawmakers relaxed the restrictions on spectator capacity, they still fell far short of pre-pandemic levels. Given this, business development during financial year 2021/2022 was less than satisfactory.

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

As part of its risk management system, Borussia Dortmund has an accounting process-related internal control system that defines appropriate structures and implements them within the organisation. The aim is to ensure proper and effective accounting and financial reporting in accordance with the applicable accounting principles. 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 access and roles concept is implemented that controls and documents the access rules.
- An adequate system of internal guidelines has been established and is adapted, expanded and updated on a continuous basis.
- 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 newly established Compliance, Risk Management and Internal Audit department applies a target-oriented and systematic approach to conduct independent, risk-based and objective audit activities to assess the effectiveness of corporate management, risk management and the control processes and help improve them.
- The management receives reports at scheduled intervals throughout the process or more frequently if necessary.
- The Audit Committee of the Supervisory Board deals with the key accounting issues, risk management and the audit assignment, among other things, and regularly reports to the Supervisory Board on these.

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 in good time on the basis of applicable legal rules and regulations and accounting requirements. For financial year 2021/2022, the management of Borussia Dortmund has assessed the effectiveness of the accounting process-related internal control system and considers it to be viable. It must be taken into consideration as a matter of principle that an internal control system, no matter its structure, can never provide absolute certainty that material accounting misstatements will be avoided or detected.

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.

The sections below focus on possible future developments or events which could cause Borussia Dortmund to perform either better than expected (opportunities) or worse than expected (risks). The respective impact of opportunities and risks are generally presented separately and are not offset against one other. Generally speaking, risks and opportunities are assessed over a mid-length term of three years. All risks of loss to which the Company is exposed (individual and cumulative risks) are monitored and managed within the risk management system. Borussia Dortmund assessed the identified opportunities with respect to their impact on budgeted earnings figures in the context of existing planning and reporting processes. Opportunities are considered and documented in a process that is independent of Borussia Dortmund's risk management system.

The consolidated group for risk management purposes is identical to the consolidated group in the consolidated financial statements.

A functioning control and monitoring system is essential for identifying risks early and for assessing and counteracting them. 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 immediately. 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 Company-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.

In financial year 2021/2022, refinements were made to Borussia Dortmund's risk management system as part of IDW AuS 340 (revised version), the newly revised standard for audits of the risk early warning system promulgated by the Institute of Public Auditors in Germany (IDW). These primarily concerned implementing a risk-bearing capacity concept and improving the measurement methods by performing risk quantification including risk aggregation. The existing internal risk policy was expanded and refined to include these aspects.

The currency and detail of the regular risk reports given to the governing bodies of Borussia Dortmund keep them informed of the Group's current risk profile. Reports are submitted to management on a quarterly or (depending on urgency) ad hoc basis.

This ensures that the Company's decision-makers have adequate flexibility to be able to monitor and manage risks.

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 their potential consequences.

In consultation with the departments and risk owners, each risk is given a qualitative rating of between 1 and 4, with 1 indicating a low level of risk and 4 indicating a very high level of risk.

A risk impact assessment is carried out both before and after the identification and development of countermeasures to reduce the risk. The risk impact assessments are weighted before and after countermeasures based on a ratio of 1:2, with weighting prioritising the probability and consequences of each risk after countermeasures take effect. In mathematical terms, the risk impact assessment (before countermeasures) is derived by adding the probability of the risk and its consequences

before countermeasures, while the assessment (after countermeasures) is derived by adding the probability of the risk and its consequences, and multiplying this figure by two.

Example

Before countermeasures:			
Probability	2	2+3=5	5
Consequences	3		
After countermeasures:			
Probability	1		
Consequences	2	(1+2)x2=6	6
TOTAL			11

If the assessment of an individual risk falls within the top third of the scale (a score of 17 to 24), Borussia Dortmund classifies it as a high-priority risk. Particular attention is paid to such risks, since they are capable of having a material adverse and long-term effect on the Company’s assets, liabilities, financial position and profit or loss. There are currently 28 (previous year: 26) risks that are classified as high priority.

The currency and detail of the regular risk reports given to the governing bodies of Borussia Dortmund keep them informed of the Group’s current risk profile.

In the context of applying the amendments to IDW AuS 340 (revised version) to evidence its risk-bearing capacity, Borussia Dortmund has conducted a quantitative assessment of its risks classified as high-priority in the qualitative risk inventory procedure outlined. The expected loss value (net basis) from the risk quantification of risks classified as high-priority was also compared with a threshold value of EUR 1,000 thousand that Borussia Dortmund has defined as material. Risks that – on a solely quantitative basis – may not have a material impact on the net assets, financial position and results of operation may nevertheless be managed and treated as high-priority risks since they are of overriding significance for Borussia Dortmund.

This ensures that the Company’s decision-makers have adequate flexibility to be able to monitor and manage risks.

Categorisation of risks

In accordance with the recommendations under German Accounting Standard DRS 20, and to ensure ease of reference, Borussia Dortmund divides its risks into main categories. The nine defined main categories (strategic risk, personnel risk, macroeconomic risk, competitive risk, liquidity risk, interest rate risk, credit risk, resources risk and ecological risk) as at the end of the reporting period are presented and explained in greater detail below. All 61 risks that could have a direct impact on the Company fall within these categories. In comparison with the previous year (61 risks), the total number of risks identified was unchanged.

Two new risks (more stringent legal regulations, political developments) were added to the 26 risks that had been classified as high-priority in the past period. No high-priority risks were removed.

Further to the notes on opportunities and risks in the 2020/2021 Annual Report, the focus during the current reporting period (financial year 2021/2022) was primarily on the persistent impact of the COVID-19 pandemic, which continues to impact almost all risk categories, as well as impact of the war in Ukraine that began in the third quarter of the 2021/2022 financial year and comes as a defining crisis for the world and for Germany.

The following is a discussion of the 28 high-priority risks in their respective categories.

In accordance with the amendments to IDW AuS 340 (revised version), Borussia Dortmund has subjected the 28 risks classified as high-priority under the risk inventory to an internal quantitative assessment (assignment of certain probability intervals and calculation of specific losses for every high-priority risk, where possible) so as to evidence Borussia Dortmund’s risk-bearing capacity. Risk-bearing capacity is specified as the maximum level of risk that the Company can bear over time without jeopardising its status as a going concern. For this purpose, the overall risk exposure is compared against available equity and the prevailing liquid assets.

Category 1 – strategic risk

We define strategic risk as risk arising from incorrect business decisions, poor implementation of decisions or the inability to adapt to changes in the corporate environment. Strategic risk also arises from unexpected changes in market conditions and the environment in which the Company operates, which bring with them negative consequences for the Company's assets, liabilities, financial position and profit or loss.

This category includes four high-priority risks:

The risk that financial planning is dependent on sporting success describes the risk that failing to achieve planned sporting objectives could lead to a lack of adequate income or proceeds. To account for any and all developments both on and off the pitch, the Company revises and updates its longstanding financial and liquidity planning at least three times per year based on the latest premises. It is all the more important for planning projections to be modified on a permanent basis, especially during the COVID-19 pandemic and the war in Ukraine, when the external conditions are changing faster than ever before. In addition to the income statement and the statement of financial position, this also includes the development of Borussia Dortmund's liquidity. It allows the management to monitor the current and future financial position of the Company at all times and to take any necessary action. Due to developments with regard to income from international TV marketing in particular, the amount that a club is certain to receive for a given subsequent season varies greatly from a second-place finish to a seventh-place finish in the Bundesliga. Qualifying for the UEFA Champions League guarantees much higher proceeds than qualifying for the UEFA Europa League or UEFA Europa Conference League, let alone if the team fails to qualify for any international competition at all. Given this, the goal in the short to medium term is to increase the variability of personnel expenses in the professional squad with regard to sporting

performance, particularly in the UEFA competitions and the qualification for these competitions. The objective of a corresponding worst case scenario is not to predict the future but rather to provide an overview of various contingencies and their effects and to better assist the management in its strategic planning.

Share price performance describes the performance of a security, an index, shares or a portfolio, but also the performance of the management of an investment fund with respect to its investment objectives. The Group is very conscious of the risk associated with the performance of Borussia Dortmund's shares and continually analyses the Company's value on the capital market and the consequences of it being undervalued. A key component of this risk is the impact of these factors on potential corporate action in the future and the Company's appeal to business partners. This risk is countered through continual communication with the capital market. The shares have been listed on the Prime Standard segment of the Frankfurt Stock Exchange since May 2014 and were also admitted to trading on the SDAX. As a result of the restructuring of the DAX and other indices, Borussia Dortmund left the SDAX with effect as at 20 September 2021. During the current financial year, Borussia Dortmund revised its investor presentation and again held several roadshows in Europe and the United States, either on site or in virtual form on account of the COVID-19 pandemic, in an effort to keep existing investors up to date and bring any prospective investors on board. On 16 September 2021, Borussia Dortmund, with the consent of the Supervisory Board, resolved to increase its capital by means of a rights issue against cash contributions utilising the existing authorised capital. The share capital was increased by EUR 18,396 thousand from its current level of EUR 92,000 thousand to EUR 110,396 thousand by issuing 18,396,220 new no-par value ordinary bearer shares. The issue price per new share amounted to EUR 4.70. The subscription ratio was

set at 5:1. Borussia Dortmund generated gross issue proceeds of EUR 86,462 thousand from the capital increase. Borussia Dortmund used the proceeds from the capital increase to repay its financial liabilities. They will also be used to offset any losses arising due to the impact of any as yet unexpected further COVID-19-related measures or restrictions on the Company's business activities and liquidity fluctuations, and invest in the professional squad. This capital increase by means of a rights issue was successfully implemented and the resulting cash inflow received in October 2021. The capital increase did not change the fundamental shareholder structure, which features a high free float and key strategic partners.

Borussia Dortmund considers the third risk in this category to be the risk of conflicting goals of sporting and commercial success. It is important that Borussia Dortmund continues to pursue balanced business policies with the aim of ensuring that the club remains competitive and also focussed on meeting the Group's performance indicators. Borussia Dortmund will continue to avoid financial risks that could arise on account of uncertain sporting successes. As in previous years, Borussia Dortmund further counters this risk by setting strict budgets for the individual divisions and undertaking corporate planning on a revolving basis using various planning scenarios. Furthermore, the Company also uses planning scenarios to calculate various earnings and liquidity effects potentially presenting additional opportunities for financial investment or shortfalls. It is of fundamental importance to permanently modify the planning projections and to balance the need to remain competitive on the pitch and ensure economic stability and success on the one hand with the corresponding countermeasures that have already been taken to reduce the likelihood of the risk occurring on the other, especially during the COVID-19 pandemic and the war in Ukraine, when the external conditions are changing faster than

ever before. The transfer business remains a key action area for Borussia Dortmund and is one of the most important sources of income in the business of football. Achieving high sums for transfers often involves a loss of sporting quality within the squad, but after carefully weighing up all of the athletic and business aspects it is possible that value-driven transfers may also be concluded contrary to the Company's sporting interests, as was the case this financial year with the transfer of the player Jadon Sancho to Manchester United (see the ad hoc disclosure dated 1 July 2021).

IT cyber risks are the fourth high-priority risk in this category. These risks are closely linked with protecting confidential information. They are generally understood as the risks posed while navigating a digital and interconnected world (cyberspace). In specific terms, on the one hand IT cyber risks involve the possibility of wilful and targeted cyber attacks on data and IT systems. The consequences of these attacks can include: compromising data confidentiality (e.g., data losses, data espionage), loss of system or data integrity (e.g., data corruption by means of malware), compromising IT system or data availability (e.g., internal business interruption, outages in external communications). On the other hand, IT cyber risks arise from the opportunity for large volumes of information to be disseminated widely, cheaply and at breakneck speed (e.g., e-mail campaigns against the Company, calls on social media to boycott the Company) and from social hacking. Cyber criminals are increasingly targeting German businesses, and the number of attacks is increasing dramatically each year. In line with the generally elevated threat situation, Borussia Dortmund is also observing more and more requests from dubious places in the IT landscape (network, firewall, etc.). Borussia Dortmund seeks to counter these IT cyber risks by reducing the risk of occurrence through investments in data security and data protection. That includes expanding the firewall to protect

against external attacks, enhancing network security by means of network segmentation and continually pressing ahead with Project Security, a general initiative to identify and address potential security vulnerabilities.

Category 2 – personnel risk

The importance of human resources to companies is growing. The Company's success is largely dependent on the commitment, motivation and skills of both its sporting personnel and managerial/administrative staff.

This category currently includes five high-priority risks:

Protecting confidential information is also very much so directly connected with IT cyber risks and is a subject that remains in the public eye. Never before has data protection posed so many challenges. In particular, the increasing internationalisation of day-to-day business operations necessitates a detailed understanding of the respective data protection regulations applicable in individual countries. In addition, technical progress harbours many pitfalls, especially in relation to online data. Hackers stepped up their attacks in recent years, releasing the personal data of politicians, celebrities and others. Action has to be taken to prevent the unauthorised access and manipulation of data. Confidential data that is processed, transferred or stored online must be encrypted. The data should remain encrypted and protected even if the online application is compromised. The Head of IT, the heads of the individual application areas and the data protection officers are responsible for initiating the data; the developers and administrators are responsible for implementation. To meet the increased requirements for cyber security and IT in general, action was taken to significantly increase staffing levels in IT. Although protecting confidential information for the most part concerns the IT landscape as referred to

above, it also involves for instance protecting the hard copies of individual employees' personnel files against unauthorised access by means of a clear key concept, laying down specific rules for post room staff when opening incoming mail, or ensuring that all employees sign a non-disclosure agreement.

The risk of periods during which professional players are unable to play (rest periods) can have a major impact on the Company's success, because they mean that team managers are unable to play the best possible team for the entire season, putting sporting goals in jeopardy. The absence of key players in particular is often difficult to compensate for. The reasons for rest periods include personal match bans, injury, excessive stress or a COVID-19 virus infection. The systematic implementation of DFL's hygiene concept minimises the risk that the professional squad and the coaching and support staff will contract the COVID-19 virus. Excessive stress may arise more frequently going forward, particularly since the coming season will feature a tight schedule of fixtures due to the 2022 World Cup in Qatar (to be held in the winter) and UEFA's reform of the Champions League, which from the 2024/2025 season onwards will feature ten group matches instead of the previous six, even though Borussia Dortmund seeks to minimise player absences by means of individual workload management based on data analysis. We deliberately ensure that back-ups are available for every position within the squad so that we can absorb the absence of any individual player.

The world of sport has witnessed a number of terrible accidents in recent years. The tragic loss of human life takes precedence – that goes without saying – but the economic consequences for the businesses involved have also been immense. There thus continues to be a risk of travel and other accidents, terrorist attacks and miscellaneous; therefore, Borussia Dortmund continues to classify this risk as high priority.

The high-priority risk of legal transgressions by professional players covers risks arising from misconduct by the professional squad. This includes doping, placing prohibited bets or inappropriate behaviour on social media. The consequences of such misconduct may include match suspensions and reputational damage for players and the club, or legal disputes. The action that Borussia Dortmund takes to mitigate this risk includes systematic education and preventative measures to raise awareness among the professional squad and help them avoid such misconduct.

The risk resulting from a lack of willingness to transfer is also classified as a high-priority risk. The ongoing impact of the COVID-19 pandemic has caused financial difficulties for many clubs in Germany and around the world. This could increasingly lead to situations in which other clubs are unwilling to meet the salary expectations of players whom Borussia Dortmund intends to transfer, making it difficult for Borussia Dortmund to find a suitable buyer. However, the early termination of the contract with Roman Bürki, which was originally set to run until 30 June 2023, is one example proving that mutual agreement is possible.

Category 3 – macroeconomic risk

Macroeconomic risk arises as a result of Borussia Dortmund's dependence on general economic and political developments.

There are currently eight high-priority risks that fall under macroeconomic risks:

After roughly two years, the COVID-19 pandemic remains ever-present in 2022. The vaccination and booster campaign in Germany is making progress, but not as quickly as the federal government had forecast. The market launch of an inactivated vaccine as an alternative to the existing mRNA vaccines did not meet with the anticipated response

among the general public. Approximately 75.9% of people in Germany have received their first vaccine dose, and 59.8% have received two or three doses (data correct as at 7 June 2022). The pandemic continues to affect Borussia Dortmund primarily in match operations and public catering. Borussia Dortmund could at least welcome back an average of approximately 38,000 spectators to matches at SIGNAL IDUNA PARK over the 2021/2022 season in line with the changing Corona Protection Regulations. That said, Borussia Dortmund cannot yet return to the sales levels seen in the pre-pandemic financial years. The functional health and safety protocol ensured the continuation of match operations with the exception of occasional match postponements, and as such there was never any real threat to the distribution of TV marketing income. Despite the pandemic, Borussia Dortmund never lost its appeal for sponsors, which is reflected in new sponsorship agreements being signed and existing partnerships being extended. However, to be ready for any losses that might arise due to the impact of as yet unexpected further COVID-19-related measures or restrictions on the Company's business activities and liquidity fluctuations, Borussia Dortmund resolved and successfully implemented a capital increase utilising the existing authorised capital. The Company received the resulting cash inflow at the beginning of October 2021. As was to be expected, the transfer market was somewhat subdued during the transfer periods in the 2021/2022 season. However, high transfer proceeds were generated for players in individual cases. In the case of Borussia Dortmund, this was particularly true with regard to Jadon Sancho's transfer to Manchester United. As before, Borussia Dortmund factors into its financial and liquidity planning various scenarios and assumptions, in particular various stadium capacities and transfer activities, and regularly adjusts these to account for current conditions. This enables Borussia Dortmund to identify any liquidity bottlenecks early on and take appropriate action to secure liquidity, such as by maintaining suitable

overdraft facilities. Borussia Dortmund considers this further confirmation that it was right to establish the outbreak of epidemics/pandemics as a stand-alone and overarching individual risk so as to account for the consequences of the COVID-19 pandemic. Furthermore, this individual risk impacts almost all other existing risks. From Borussia Dortmund's perspective, society overcoming the pandemic remains the key factor in returning the Company's sales and earnings to normal.

Borussia Dortmund has classified unfavourable macroeconomic developments accompanied by high unemployment and slow economic growth or an economic downturn, as a further risk in this category.

Given the current crisis, the Hamburg Institute of International Economics (HWWI) has updated its forecast for economic development in Germany. The war in Ukraine, problems with supply chains and inflation have had considerable adverse effects on the German economy. Investments, exports and consumer spending have been weighed by the greater uncertainties, restrictions on trading relations and a drop in real purchasing power. Given these conditions, economic growth of just 1.75% is anticipated for 2022, followed – assuming that the crises gradually ease – by 2.5% for 2023. By contrast, a further escalation poses the risk of recession – for instance if Russian oil and gas is cut off at short notice. The sharp price rises for energy and other commodities and foodstuffs have fuelled an inflationary increase in consumer prices. To date, the labour market has been less affected. In fact, the number of people in work has returned to its pre-crisis level. (Source: Hamburg Institute of International Economics [HWWI], 2 June 2022).

The risk of right-wing extremism is a societal risk that continues to increase. Borussia Dortmund continues to stand firmly against right-wing extremism and discrimination. Borussia Dortmund counters this risk through prevention efforts and

disciplinary action, acting in concert with a broad network of cooperation partners. By clearly speaking out against racism and discrimination as well as by working to combat right-wing attitudes, anti-Semitism and hate speech and to ensure that the lessons of the past are never forgotten, Borussia Dortmund will continue to fulfil its social responsibility by ensuring that the atmosphere in and outside the stadium is welcoming, cosmopolitan and diverse.

The increased willingness of certain individuals to commit violence and defame and insult others at stadiums is a risk that will continue to require the utmost attention. The propensity for violence in football remained an issue in the reporting period, particularly as spectators returned to the stadiums. Prevention efforts and security plans ensure that groups which frequently resort to violence can be identified in advance, helping to prevent altercations to the greatest extent possible. Borussia Dortmund will continue to counter this risk with enhanced security checks, camera surveillance, stadium bans and criminal complaints. Additional stadium safety measures will continue to include specific structural changes to entrances going forward. Furthermore, Borussia Dortmund and other clubs from North Rhine-Westphalia have joined forces in the "Stadionallianz gegen Gewalt" initiative in an effort to curb fan violence. They work together with the police with the aim of identifying, isolating and bringing offenders to justice more quickly.

In connection with the dispute about who should cover the costs of providing security at home matches, the clubs of the first and second Bundesliga divisions voted on 3 December 2019 that the costs incurred by the Bremen police should be borne in full by SV Werder Bremen. The clubs also resolved that SV Werder Bremen could defer a partial amount of 50% until a final ruling on the legal dispute was issued by the Federal Constitutional Court, and to reject a fund model of any kind. Passing these costs on to the Bundesliga

clubs would present an earnings and liquidity risk for those clubs, Borussia Dortmund included.

The categorisation of social media activities as a high-priority risk reflects the fact that new technologies not only have potential for development, but also harbour risk potential.

Social media is no longer used solely for communicating with fans and followers, but increasingly also serves as an advertising platform for marketing and sponsoring-related activities. Borussia Dortmund has vastly expanded its digital presence, among other things due to the restrictions at times placed on direct contact with fans as a result of the ongoing COVID-19 pandemic. This also includes monitoring those activities appropriately.

In order to safeguard the Company's image and prevent the unauthorised disclosure of internal information, all Borussia Dortmund employees must adhere to the Company's social media guidelines.

More stringent legal regulations has now been classified as high-priority risk due to the plethora of new rules and regulations. As a non-exhaustive list, this includes the ramifications of the German Act Implementing the Second EU Shareholder Rights Directive (ARUG II), the new EU regulation on sustainability reporting, and amendments to the German Money Laundering Act (GwG) and the German Supply Chain Act (LkSG). Such tightening of laws and regulations usually involves a significantly higher administrative workload for Borussia Dortmund, which ties up human resources. Where necessary, greater use is also made of advisory services.

Another risk newly classified as high priority is the risk arising from political developments. This was triggered by the outbreak of war in Ukraine, with all of the humanitarian and economic consequences it entails. Like the COVID-19 pandemic, the war in Ukraine also has an impact on virtually all of the existing risks.

In addition to the COVID-19 pandemic, another grave crisis enveloped Germany and the rest of the world in the middle of the third quarter of the 2021/2022 financial year: the outbreak of war in Ukraine. Everyone at Borussia Dortmund is deeply dismayed by the horrific developments. Moreover, the war in Ukraine is adversely affecting the overall economic situation in Germany, as consumers are seeing their purchasing power diminish in the face of rising commodity, energy and food prices and consequently higher inflation as a result of the conflict. This has also impacted Borussia Dortmund. Borussia Dortmund has terminated advertising contacts with Russian or Russian-linked sponsors. Borussia Dortmund is standing up for the people of Ukraine, in particular through fundraising campaigns and the charity match held at SIGNAL IDUNA PARK on 26 April 2022 between Borussia Dortmund and Ukrainian top-flight club Dynamo Kyiv. The aim was to take a stand against the war and champion peace in Europe, and the net proceeds were donated to carefully selected organisations to help Ukraine.

Category 4 – competitive risk

Competitive risk relates to factors stemming from competition in the domestic and international professional football business.

This category includes seven high-priority risks:

Interruptions to match operations can have immense economic ramifications because nearly all of Borussia Dortmund's sales categories are dependent on or influenced by match operations. The ongoing COVID-19 pandemic has underscored how economically dependent the club is on a trouble-free season. The 2021/2022 season was completed without major scheduling issues thanks to the systematic implementation of DFL's health and safety protocol – even if the majority of matches were played in front of only small numbers of spectators.

The second risk classified as high-priority in this category is the change in income from TV marketing. After DFL Deutsche Fußball Liga's auctions for TV rights led to a steady rise in income from TV marketing in recent years, the COVID-19 pandemic meant that the auction for the 2021/2022 to 2024/2025 seasons did not bring as much income for the clubs of the first and second Bundesliga divisions as in previous rights periods; in total, roughly EUR 4.4 billion will be distributed over this period. This provides a solid planning basis, but also a notable reduction – in particular compared with pre-pandemic levels and the English Premier League. Specifically, the international marketing of the German Football League (DFL Deutsche Fußball Liga) continues to fall short of the ambitious expectations. Future instalments of TV marketing income to be paid by DFL Deutsche Fußball Liga to the clubs will continue to depend on maintaining match operations or contractual and timely payments by media partners.

UEFA's Financial Fair Play Regulations, which were launched in 2011 with the aim of improving the financial health of European football, have now been fundamentally revised. Now renamed the Financial Sustainability Regulations, they are aimed at making European football more resilient to external shocks, promote sound investments and make football more sustainable in general. At the core of the new regulations are three pillars – cost control, stability and solvency. Based on the "squad cost controls", clubs may in principle only spend a specific percentage of their income on squad costs, including transfers and consulting fees. In addition, the number of audits of clubs' solvency has increased to four per year – one by national license inspectors and three by financial experts from UEFA. Potential penalties extend beyond financial sanctions and may involve forfeiting points, incurring transfer bans and being disqualified from tournaments. The risk of failing to comply with the Financial Sustainability Regulations and potential exclusion from international competitions or

potential financial sanctions would have serious financial consequences for Borussia Dortmund. The now very lucrative distributions available from UEFA and the international prestige derived from taking part in UEFA competitions underscore the importance of both qualifying and obtaining the requisite licences for international club competitions. To minimise this risk therefore, compliance with the relevant requirements and target/actual comparisons are constantly reviewed.

As past experience has demonstrated, the risk of key players switching clubs can materialise at any time at Borussia Dortmund. The departure of key players who are part of the club's future plans would not only weaken the team at certain positions, but also as a whole. Even if success rarely rests on the shoulders of any single player, the roster should be planned so that any unexpected departures do not leave holes that would need to be filled at short notice with players of equal quality. In an attempt to mitigate the sporting consequences of key players switching clubs, Borussia Dortmund plans its roster well in advance, including by binding players to long-term contracts, uses its high transfer proceeds to reinvest in the squad and employs a wide network of scouts.

The further risk in this category is the risk of a potential stadium catastrophe. Going forward, the Company will continue to regularly assess the quality and reliability of security staff and specifically train them in the prevention of catastrophes. Structural improvements to SIGNAL IDUNA PARK for the purposes of enhancing security, safeguarding and monitoring the access roads, and safeguarding the property during visits on non-match days are just some of the countermeasures currently being implemented by Borussia Dortmund to provide security at the stadium.

Borussia Dortmund uses the summer break each year to invest in SIGNAL IDUNA PARK as well as

for construction work and refurbishments. The stadium has been expanded three times since opening in 1974 with a capacity of 54,000. The continual repair and maintenance work – the paramount focus of which is always structural integrity and safety – ensures that the stadium meets the latest standards in terms of safety, security and comfort. Compared to many other Bundesliga stadiums that were constructed for the 2006 World Cup, SIGNAL IDUNA PARK is one of the Bundesliga's oldest stadiums in use. Given that Borussia Dortmund regularly invests large sums in SIGNAL IDUNA PARK and in light of the increasing requirements applicable to stadiums, including with respect to spectator safety, the club has classified capital expenditures needed for SIGNAL IDUNA PARK as a high-priority risk. The current investments in SIGNAL IDUNA PARK that extend beyond purely maintenance purposes serve in particular to digitalise and modernise the stadium and comply with the requirements as part of EURO 2024, however the highest priority remains to uphold and ensure safety standards for visitors to SIGNAL IDUNA PARK – particularly in light of the COVID-19 pandemic and its economic consequences.

The risk of consequential damage arising from mining, which also affects SIGNAL IDUNA PARK, represents another high-priority risk. Coal mining has ceased in Germany. While the memories remain, so do the pitfalls, because the effects of mining never fully disappear. Hardly any other federal state is faced with as many sinkholes as North Rhine-Westphalia. It is estimated that the state has some 60,000 abandoned mining shafts and tunnels. The exact number is not known because mining in the region dates back to the Middle Ages. Only half of all pits and tunnels have been recorded. Borussia Dortmund uses the properties adjacent to SIGNAL IDUNA PARK for car parks or to store products and equipment needed for match operations. The southwest container and logistics area is located on land with uncertain topography, which is why

sinkholes and similar subsidence could not be ruled out. By completing the construction work to upgrade the container area, these dangers have been removed. Nevertheless, any construction project must first undergo a survey of the potential for consequential mining damage.

Category 5 – liquidity risk

Liquidity risks include all risks in connection with cash flows and financial burdens.

This category includes four high-priority risks:

The loss of significant financial backers and sponsors due to insolvency could also have a material adverse effect on Borussia Dortmund's liquidity in the future. Attention continues to be placed on the potential loss of significant financial backers and sponsors and the introduction of corresponding countermeasures precisely because of the ongoing COVID-19 crisis and the outbreak of war in Ukraine and the associated adverse economic consequences for the German and global economy. Borussia Dortmund continuously revises its longstanding accounts receivable management system in line with the prevailing conditions and increasing globalisation. There is currently nothing to indicate the loss of a significant financial backer/sponsor connected with Borussia Dortmund. Borussia Dortmund is in close contact with its key partners and its marketing firm SPORTFIVE Germany GmbH, with which it maintains a close relationship built on trust. On the one hand, this is also evident from the individual solutions that Borussia Dortmund has found with its partners to compensate for cancelled (hospitality) services. On the other hand, with the pandemic and the war in Ukraine ongoing, Borussia Dortmund also agreed an early extension to its partnership with strategic partner SIGNAL IDUNA until 30 June 2031. Various new sponsorship contracts and contract extensions continue to suggest that existing and prospective partners will remain open to entering into sponsorship arrangements post-pandemic.

Due to the ongoing COVID-19 crisis and the outbreak of war in Ukraine, the risk of bad debts due to insolvency remains classified as a high-priority risk.

In Germany and around the world, the ongoing COVID-19 pandemic and in particular the outbreak of war in Ukraine have caused one of the sharpest economic downturns since the Second World War. This will also continue to impact the solvency of companies and football clubs alike. Borussia Dortmund anticipates that problems could arise with regard to trade receivables. The primary objective continues to be keeping bad debts to a minimum and to ensure that the Company has the liquidity it needs at all times. That is why it is all the more important to follow through on the action already taken, such as conducting credit checks on foreign businesses or changing the general contractual framework to include high up-front payments. Dunning procedures are likewise particularly vital. Similarly, Borussia Dortmund, its partners and its marketing firm SPORTFIVE Germany GmbH remain in close contact with respect to receivables for advertising income. In addition to the measures already referred to, factoring arrangements for transfer receivables can also be used as a means of managing liquidity.

Borussia Dortmund places utmost importance on maintaining its liquidity and, after assessing its risks during the ongoing COVID-19 pandemic and the war in Ukraine, therefore continues to classify the risk associated with this as high priority. The financial and liquidity planning apparatus that has been in place for many years considers a variety of scenarios and different premises, and is regularly adjusted to account for current conditions. The scenarios calculated covered in

particular different levels of success achieved by the team and various external conditions – in particular those attributable to COVID-19 – in order to identify any liquidity bottlenecks early and to initiate appropriate countermeasures designed to secure liquidity. These include the capital increase that was successfully implemented this financial year. Furthermore, an overdraft facility of EUR 120,000 thousand was available at the end of the reporting period; for the coming financial year, Borussia Dortmund's overdraft facility will amount to EUR 75,000 thousand.

In order to keep the risk associated with the volume of player salaries as low as possible, the club budgets personnel expenses with transfer deals in mind at the beginning of each season. The primary focus is on the fixed components of the players' remuneration, since these are independent of the team's performance during a given season. Variable remuneration components are also considered when planning the budget, but generally only apply once certain sporting objectives are achieved that in turn generate additional income. The personnel expenses incurred are continuously monitored, extrapolated on the basis of current circumstances, and reported to the management. In addition, the goal in the short to medium term is to increase the variability of personnel expenses in the professional squad with regard to sporting performance (particularly in the UEFA competitions/qualifying for these competitions) and the associated effects on earnings and liquidity, so as to cushion any potential shortfalls by reducing personnel expenses.

The Group is not presently exposed to any high-priority risks in the **interest rate risk, credit risk, resources risk and ecological risk** categories.

OPPORTUNITIES

By once again directly qualifying for the UEFA Champions League, the club again has the opportunity to consolidate its standing as one of Europe's top teams and to once more share in the profits distributed for participating in the lucrative competition.

Borussia Dortmund's approach to its squad is one of continuity, but it also has an eye to creating new momentum and structures in its personnel choices. After an in-depth analysis of the season attended by Marco Rose as well as Hans-Joachim Watzke (Chairman of the Management), Michael Zorc (Sporting Director), Sebastian Kehl (Head of the Professional Squad) and Matthias Sammer (external advisor), Borussia Dortmund decided to part ways with Marco Rose and his assistant coaches early. Edin Terzić, who as caretaker coach led Borussia Dortmund to victory in the DFB Cup last year and most recently served as technical director, will coach the professional squad from the coming season on a contract that runs until 30 June 2025. Borussia Dortmund is convinced that Edin Terzić, who knows the club, the surroundings and most of the squad, will make exactly the right adjustments to be able to offer fans sporting success, to get back to projecting that "Borussia Dortmund feeling" and to make a fresh start on the pitch. Alongside Edin Terzić, the coaching staff is rounded out by Peter Hermann, a professional with a wealth of experience, and Sebastian Geppert, who was already one of Terzić's assistants in the 2020/2021 season and has chalked up success in youth football.

After 44 years playing for and working at the club, Sporting Director Michael Zorc is leaving Borussia Dortmund. Sebastian Kehl will take over from

Michael Zorc as sporting director from 1 July 2022. Sebastian Kehl was Borussia Dortmund's Head of the Professional Squad from the beginning of the 2018/2019 season, gaining valuable experience and – working alongside Michael Zorc – gradually immersing himself in all things relevant to the role of sporting director. Going forward, he will bring his own ideas to bear. Sebastian Kehl's contract (like that of Youth Academy director Lars Ricken) currently runs until June 2025. This long-term focus at level of sporting management offers Borussia Dortmund a solid basis for planning and gives those in positions of responsibility the opportunity to keep building on the strong and trusting relationships they already enjoy and to unlock the potential for improvement that is there to see.

Borussia Dortmund chalked up yet another more than solid season in the Bundesliga with 69 points and a second-place finish, and again secured automatic qualification for the UEFA Champions League. By contrast, the team's performance in the cup competitions was anything but satisfactory. The team's potential is nevertheless high. It now needs to be tapped over the entire season and across all tournaments. Borussia Dortmund has signed five international players (including three Germany internationals) to long-term contracts: centre backs Niklas Süle and Nico Schlotterbeck, who will shore up the defence, forward Karim Adeyemi, whose speed brings more variability to the team's offensive play, seasoned striker Sébastien Haller, whose his physical presence and finishing ability are ideally suited for his intended role as a traditional centre forward, and defensive midfielder Salih Özcan, who is

known for his exceptional tackling skills and high-quality headers. The healthy mix of grit, leadership and young ambition in the squad as well as consistency in its management is expected to help the team unlock its full potential and achieve the greatest possible success on the pitch. Borussia Dortmund has an excellent team, a fact that is not lost on other top European clubs. Accordingly, there is always the possibility of lucrative transfers.

Borussia Dortmund sees further potential in its youth setup, where it lays the foundation for its sporting success. To this end, the club added new offices for the sports management team at the Brackel training ground. This investment will help to further consolidate all the areas under the direction of the Sports department. Borussia Dortmund hopes the direct proximity to the training ground will help it work with greater efficiency and purpose and further optimise its pipeline of talented youngsters for the senior team. In the past season, Jamie Bynoe-Gittens, Lion Semić and Tom Rothe, another three of the club's youth standouts, made the jump to the senior side and celebrated making their professional débuts in the Bundesliga. Other talented youngsters are also set to make the senior team. Borussia Dortmund also strives for continuity in its youth football and agreed an early contract extension until 30 June 2026 with U19 coach Mike Tullberg, who won the league title with his team this season and has already proven his ability to nurture players individually.

Borussia Dortmund maintains close and longstanding partnerships with its sponsors. During times of crises, this continuity was also a reflection of the close and trusting relationships. This is also evident from the individual solutions that Borussia Dortmund has found with its partners to compensate for cancelled (hospitality) services. The majority of (hospitality) services that Borussia Dortmund was unable to render due to the ongoing COVID-19 pandemic were compensated for by means of other (advertising) services, meaning that Borussia Dortmund's partners have asserted practically no compensation claims. These good relationships built on trust and the solidarity displayed during crises also provide planning security. In addition, Borussia Dortmund and the SIGNAL IDUNA Group have sent out a strong signal during the COVID-19 pandemic and the war in Ukraine, and have extended their partnership early until 30 June 2031. Borussia Dortmund also extended various other sponsorship relationships and entered into new contracts. Borussia Dortmund assumes that its advertising income will continue to grow in the coming financial year. The club has lost none of its appeal, despite the pandemic.

Borussia Dortmund could at least welcome back an average of approximately 38,000 spectators to matches at SIGNAL IDUNA PARK over the 2021/2022 season in line with the changing Corona Protection Regulations. The club hopes that developments in the pandemic during the coming season will permit a return to full stadium capacity

throughout the entire season and sees this as a major opportunity to once again fully interact with its fans directly. Since personal contact has been at times restricted during the ongoing COVID-19 pandemic, communicating digitally with fans continues to be more important than ever. New digital formats were and will be created for this reason. This increased focus on digital communications affords us the opportunity to strengthen the bonds our fans have with the club despite there sometimes being restrictions on

stadium attendance, and to grow Borussia Dortmund's fan base. One example this financial year was the 2021 Virtual Summer Tour, with Borussia Dortmund making virtual stops in nine countries across three continents between 10 and 18 July 2021 to bring the club even closer to and connect with its international fan communities and partners and give all fans (not just) from the nine participating countries the chance to immerse themselves in the world of Borussia Dortmund.

OVERALL ASSESSMENT OF THE RISKS AND OPPORTUNITIES

With regard to the risks discussed in this report and the review of the overall risk position, no risks were identified in the past financial year as at the end of the reporting period that could lead 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.

The internal application of the amendments to IDW AuS 340 (revised version) on evidencing risk-bearing capacity has shown that there is no threat to Borussia Dortmund's status as a going concern with respect to its net assets, financial position and results of operations.

REPORT ON EXPECTED DEVELOPMENTS

EXPECTED GENERAL ECONOMIC ENVIRONMENT

In addition to the COVID-19 pandemic, another grave crisis enveloped Germany and the rest of the world in the middle of the third quarter of the 2021/2022 financial year: the outbreak of war in Ukraine. Everyone at Borussia Dortmund is deeply dismayed by the horrific developments. Moreover, the war in Ukraine is adversely affecting the overall economic situation in Germany, as consumers are seeing their purchasing power diminish in the face of rising commodity, energy and food prices and consequently higher inflation as a result of the conflict. This has also impacted Borussia Dortmund. There is a threat of recession, which could also have an adverse effect on sponsorship interest and demand for tickets.

The pandemic also remains ever-present, with the summer wave of COVID-19 causing infection rates to rise. The significant drop in the number of PCR tests carried out means that the number of

unreported cases is likely to be a lot higher, although the majority of cases do seem to be somewhat milder. Nevertheless, professional football will play its part to help combat the COVID-19 pandemic in the event of a spike in infections and/or a rise in the hospitalisation rate.

On the pitch, Borussia Dortmund finished the 2021/2022 season in second place with 69 points, qualifying directly for the lucrative group stage of the UEFA Champions League in the coming season. Borussia Dortmund has thus qualified for an international cup competition for the thirteenth time in a row since the 2010/2011 season.

As well as setting the course for sporting success, Borussia Dortmund has also made a material contribution to earnings at the beginning of the 2022/2023 season with the transfer of player Erling Haaland to Manchester City.

EXPECTED DEVELOPMENT OF THE COMPANY

Income from match operations and catering are inextricably linked to the number of spectators permitted at SIGNAL IDUNA PARK. Even though lawmakers removed the capacity restrictions as at the end of the 2021/2022 season, the uncertainties surrounding the COVID-19 pandemic remain – particularly as regards spectator numbers. Given the current infection rates and barring any policy decisions to the contrary, Borussia Dortmund assumes that it will be able to welcome significantly more spectators to SIGNAL IDUNA PARK in the 2022/2023 season than the average of approximately 38,000 spectators who attended home matches this season. Borussia Dortmund therefore expects that ticket and catering income will rise as against the past season. Whether income can return to pre-pandemic levels depends on further

developments in the COVID-19 pandemic and the lifting of restrictions on spectator numbers.

Qualifying for the group stage of the UEFA Champions League continues to place Borussia Dortmund in a better financial position. Playing and delivering positive performances in the competition not only generates income, it can also widen the club's media and brand coverage, which promotes the club's interaction with existing fans and encourages others to begin following Borussia Dortmund. The club intends to promote these effects with a progressive internationalisation strategy that is regularly tailored to current trends. In light of this, Borussia Dortmund aims to further expand and professionalise its digital presence. Borussia Dortmund thereby responds to social trends and to a large degree leverages the

attractiveness of the Borussia Dortmund brand. The growing international awareness of the brand that this gives rise to allows the club to tap foreign markets. This includes the 2021 Virtual Summer Tour, during which Borussia Dortmund made virtual stops in nine countries across three continents between 10 and 18 July 2021 to bring the club even closer to and connect with its international fan communities and partners and give all fans (not just) from the nine participating countries the chance to immerse themselves in the world of Borussia Dortmund.

Since the 2020/2021 season, Borussia Dortmund has had two different kit sponsors. The team wears kits bearing the logo of Evonik Industries AG in all international club competitions, friendlies staged abroad and DFB Cup matches, while 1&1 Telecommunication SE is the kit sponsor for Bundesliga matches. This innovative sponsorship model was developed as part of the internationalisation strategy and promises further sales potential going forward, since it allows the club and its respective partners to target specific markets.

In the 2022/2023 season, Borussia Dortmund once again marketed its virtual advertising boards. SIGNAL IDUNA PARK's advertising boards can be digitally overlaid in the broadcast signal to target the respective TV audiences when broadcasting matches abroad. For Borussia Dortmund's international partners in particular, this is an attractive and increasingly popular way to reach their customers worldwide. Going forward, Borussia Dortmund will therefore continue investing in the expansion of LED advertising boards in and around SIGNAL IDUNA PARK.

Despite the ongoing COVID-19 pandemic and the ensuing economic decline, professional football in Germany has not lost any of its allure. Borussia Dortmund also maintains close and longstanding partnerships with its sponsors. Borussia Dortmund

remains just as appealing as ever: despite the COVID-19 pandemic and the war in Ukraine, the club signed various new sponsorship contracts and extended existing partnerships. Of particular note here is the early extension until 30 June 2031 of the club's partnership with SIGNAL IDUNA Group, which dates back to 1974.

As one financial year draws to a close it is customary for season tickets to go on sale for the next season. Season ticket sales had to be put on hold in the past two years due to the uncertainties surrounding COVID-19, but have now recommenced, and the customary limit of 55,000 season tickets sold was reached.

Despite restrictions on spectator numbers imposed in response to the pandemic, Borussia Dortmund met almost all of its contractual service obligations in the hospitality areas during the 2021/2022 season. Given the current infection rates and barring any policy decisions to the contrary, it assumes that it will likewise be able to do so in the 2022/2023 season. As such, Borussia Dortmund will also operate in a demanding market and competitive environment in the coming season.

Particular focus will be placed on income from TV marketing in connection with the expected general economic environment.

The media rights currently allocated relate to the 2021/2022 to 2024/2025 seasons. The clubs can expect income averaging EUR 1.1 billion for these four seasons, corresponding to EUR 4.4 billion in total. The distribution of the TV marketing income was resolved in December 2020. Greater stability and more solidarity are the objectives. In light of the decline in income from national media rights, the consolidation being seen on international markets and the significant decrease in sales at the club level during the COVID-19 pandemic, the objective of the distribution system is primarily to ensure stability during this period of uncertainty, while setting the course for the future and promoting solidarity at the

same time. This offers Bundesliga clubs a solid planning basis during the current difficult situation. DFL Deutsche Fußball Liga GmbH also informed the clubs of the first and second Bundesliga divisions about the specific expected distribution volume for the 2022/2023 season. Borussia Dortmund can expect income of approximately EUR 80,000 thousand. The announced disbursements of the TV funds will allow for a good degree of planning. Nevertheless, a 2022/2023 season without interruptions as well as timely payments by partners in line with their contracts is essential for ensuring the amount and timing of the envisaged distribution payouts.

The COVID-19 pandemic is also affecting international TV marketing from UEFA competitions. The pandemic-related losses for clubs competing in the UEFA Champions League amount to EUR 416.5 million in the 2019/2020 season and EUR 57.3 million in the 2020/2021 season. So as to stretch the adverse effects out over a longer period, it was decided that the EUR 416.5 million would be withheld from distributions in equal shares (of EUR 83.4 million) over five seasons from 2019/2020 to 2023/2024 and the EUR 57.3 million in equal shares (of EUR 14.3 million) over four seasons from 2020/2021 to 2023/2024. In specific terms, UEFA will make the deductions before distributing funds to the clubs. The planned distributions nevertheless remain highly attractive.

Marketing the stadium unlocks further income potential. This includes organising stadium tours and hosting external events in the hospitality areas. Football training courses are also on offer. Given the current infection rates and barring any policy decisions to the contrary, Borussia Dortmund expects that it will be able to offer external events and football courses without any major conditions being imposed, and thus will be able to generate the corresponding income. Nevertheless, opportunities to generate income here are also dictated by political decisions and official stipulations.

Transfer deals are an important part of Borussia Dortmund's business and, as in previous years, represent a significant source of income. However, in view of the developments in the economic environment, Borussia Dortmund on principle only takes transfer income into limited account in its planning. The transfer policy nevertheless presents significant opportunities to generate substantial income. Consequently, transfer deals are always assessed against the background of the current season. High transfer sums often go hand in hand with a drop in quality within the team, but it cannot be ruled out that value-driven transfers will be concluded contrary to the Company's sporting interests. Given Borussia Dortmund's sustained success, its players are increasingly piquing the interest of other top clubs.

The ongoing COVID-19 pandemic and also the war in Ukraine continue to impact events on the transfer market. Based on the past two summer transfer windows, it can be assumed that the economic uncertainty and decline in income experienced by clubs around the world will continue to temporarily reduce the overall transfer fees received for players. Despite the expected potential losses and the uncertainty as the situation continues to unfold, the European leagues remain attractive for talented young players. Besides that, Borussia Dortmund has an excellent team. An active transfer market can be expected all the same in the summer of 2022, with some very lucrative deals in the pipeline. From Borussia Dortmund's perspective, a notable example is the transfer of the player Erling Haaland to Manchester City in July 2022.

Overall assessment of expected performance

The COVID-19 crisis and also the war in Ukraine continue to overshadow the economic activities of German companies, forcing them to confront the major challenge of having to operate in a highly uncertain environment. The war in Ukraine is causing commodity, energy and food prices to rise, which is fuelling inflation and reducing the purchasing power of consumers. There is a risk of recession. The restrictions imposed on businesses and professional football as a result of the COVID-19 pandemic are viewed as moderate at present, but professional football will nevertheless step in to help combat the COVID-19 pandemic in the event of a

spike in infections and/or a rise in the hospitalisation rate. This will shape economic planning for some time to come. Borussia Dortmund will persevere through these still uncertain times thanks to the economically sound foundation it has built up and the specific countermeasures it has taken. There is a high forecasting risk stemming from the strong dependence on political decisions and the further course of the COVID-19 pandemic and the war in Ukraine. Thus, any statements regarding the future performance of the Company remain subject to a high degree of uncertainty.

EXPECTED RESULTS OF OPERATIONS

Expected earnings trend

The ongoing COVID-19 pandemic and the war in Ukraine continue to pose major challenges for Germany and the world. The consequences of the war in Ukraine – rising commodity, energy and food prices leading to higher inflation and reduced purchasing power – are being felt by all businesses and citizens in all walks of life. The restrictions imposed on professional football in response to the COVID-19 pandemic are currently viewed as moderate. However, a spike in infections could adversely affect the earnings trend for Borussia Dortmund GmbH & Co. KGaA and its subsidiaries in the 2022/2023 financial year.

The projections for the new season are generally that there will be no significant restrictions on match operations, meaning that the income from match operations and public catering will likely increase as against the previous season.

Despite the economic uncertainties, Borussia Dortmund expects moderate activity on the transfer market with some very lucrative transfer deals in the offing, setting up net transfer income as a significant earnings driver.

The club traditionally pursues a more conservative approach when factoring success on the pitch and any associated earnings contributions into the forecast.

Management currently forecasts net profit of between EUR 1,000 thousand and EUR 6,000 thousand for the 2022/2023 financial year.

In this planning scenario, which is subject to significant uncertainty, the result from operating activities (EBIT) will fall short of the forecast net profit for the year by the estimated financial result and tax expense of EUR 8,000 thousand. The operating result (EBITDA) would be around EUR 96,000 thousand higher than the result from operating activities (EBIT) due to depreciation and amortisation and would probably amount to between EUR 89,000 thousand and EUR 94,000 thousand.

Expected sales trend

In the past financial year, Borussia Dortmund generated sales of EUR 419,646 thousand. Sales are expected to increase to approximately EUR 435,000

thousand in the coming reporting period, which will likely be due to growth in almost all sales categories. However, restrictions imposed in response to the COVID-19 pandemic or a further escalation in the war in Ukraine could at any time adversely affect almost all sales categories at Borussia Dortmund GmbH & Co. KGaA.

Expected trend for significant operating expenses

Cost management continues to be Borussia Dortmund's highest priority. Operating cost-effectively makes a material contribution to earnings, and Borussia Dortmund is unwavering in its efforts to achieve further optimisation.

Personnel expenses account for approximately half of all operating expenditure. Portions of these personnel expenses are also dependent upon the club's sporting success, because the professional squad is compensated on the basis of its

performance, meaning that these expenditures are always commensurate with the club's success, which itself is a source of income. The goal in the short to medium term is to make personnel expenses in the professional squad more variable with regard to sporting performance, particularly in the UEFA competitions and the qualification for these competitions.

The other operating expenses are also partly dependent on the number of matches and the club's success on the pitch. Any efforts at cost optimisation aside, there may therefore be an increase in operating expenses that goes hand-in-hand with a material increase in income and corresponding contribution to earnings.

Due to the ongoing war in Ukraine, it can be expected that there will be further rises in commodity, energy and food prices that will cause operating expenses to grow year on year, in particular in catering and match operations.

EXPECTED DIVIDEND

In light of the fact that the Company reports a net loss for the financial year, the management does not

intend to propose to the Annual General Meeting any dividend distribution for financial year 2021/2022.

EXPECTED FINANCIAL POSITION

Capital expenditure and financial planning

The highest priorities for developing the club's core business will be making the club more competitive and improving its infrastructure.

Borussia Dortmund is currently pursuing a more active transfer policy, although transfer expenses will generally only be incurred in the same amount as the offsetting transfer income. Likewise, promising investments will once again be made in digitalising and modernising SIGNAL IDUNA PARK. Nevertheless, the ongoing COVID-19 pandemic and the war in Ukraine will continue to impact the Company's investment activities.

In order to mitigate and avoid financial risk, Borussia Dortmund in principle pursues a

conservative and extremely prudent capital expenditure strategy and will not count on any uncertain sporting successes.

Expected liquidity trend

Due to the assumptions made, Borussia Dortmund expects cash flows from operating activities in financial year 2022/2023 to amount to EUR 101,000 thousand. This figure is subject to change due in particular to transfer deals or if actual events differ from the forward-looking statements in the forecast concerning the club's sporting success or on account of the effects of the COVID-19 pandemic and the war in Ukraine. Free cash flow is expected to amount to EUR -10,000 thousand.

OVERALL ASSESSMENT OF EXPECTED PERFORMANCE

The coming 2022/2023 financial year will continue to be overshadowed by potential economic consequences stemming from the COVID-19 pandemic and the war in Ukraine. Due to the positive results of operations in the financial years prior to the COVID-19 pandemic, increased equity of EUR 308,944 thousand due to the successfully implemented capital increase (30 June 2021: EUR 257,858 thousand), corresponding to an equity

ratio of approximately 66.26% (30 June 2021: 56.83%) – despite another net loss for the year as at 30 June 2022, and the Company's long-term focus, Borussia Dortmund considers itself prepared to handle the still uncertain economic situation. The management is continuously reassessing the situation as it pertains to the COVID-19 pandemic and the consequences of the war in Ukraine.

OTHER DISCLOSURES

The notes contain disclosures pursuant to § 160 (1) no. 2 AktG.

REPORT IN ACCORDANCE WITH § 315a (1) HGB IN THE VERSION PURSUANT TO ARTICLE 83 (1) SENTENCE 2 EGHGB

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

1. As at 30 June 2022, the share capital of Borussia Dortmund GmbH & Co. KGaA amounts to EUR 110,396,220.00 and is divided into 110,396,220 no-par value ordinary bearer shares. All of the shares have been admitted to trading on the Regulated Market (Prime 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 10.00% of the voting rights as at 30 June 2022:

- 1) Ballspielverein Borussia 09 e.V. Dortmund, Dortmund, Germany: 12.85% of the voting rights (of which 4.61% held directly and 8.24% held indirectly by including the voting rights of Bernd Geske, Germany, pursuant to § 22 (2) and henceforth § 34 (2) WpHG)
- 2) Bernd Geske, Meerbusch, Germany: 12.85% of the voting rights (of which 8.24% held directly and 4.61% held indirectly by including the voting rights of Ballspielverein Borussia 09 e.V. Dortmund, Dortmund, Germany, pursuant to § 34 (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 currently for a term until 30 June 2022 (after the original agreement ending on 30 June 2017 was

extended). 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 Article 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 Annual General Meeting, which, in accordance with § 133 (1) of the AktG, must be passed by a simple majority of votes and also, in accordance with Article 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 changes 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 (4) 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 changes 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 of the AktG. The Supervisory Board is authorised in accordance with Article 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. By virtue of a resolution adopted by the Annual General Meeting on 2 December 2022, the general partner was authorised for a period of five years, with the consent of the Supervisory Board, to increase the Company's share capital by issuing up to 22,079,244.00 new shares.
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 Directors – has issued the following concluding declaration:

"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) of the AktG were either undertaken or omitted during the financial year."

DISCLAIMER

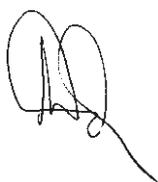
This management report contains forward-looking statements. Such statements are based on current estimates and are by nature subject to risks and

uncertainties. Actual results may differ from the statements made in this report.

Dortmund, 19 August 2022

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien

Borussia Dortmund Geschäftsführungs-GmbH



Hans-Joachim Watzke
Managing Director (Chairman)



Thomas Treß
Managing Director



Carsten Cramer
Managing Director



ANNUAL FINANCIAL STATEMENTS

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund



ANNUAL FINANCIAL STATEMENTS for the period from 1 July 2021 to 30 June 2022

BALANCE SHEET

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

EUR '000	30/06/2022	30/06/2021
ASSETS		
A. FIXED ASSETS		
I. Intangible fixed assets		
1. Purchased concessions, industrial and similar rights and assets, and licences in such rights and assets	148,106	203,935
2. Prepayments	300	68
	148,406	204,003
II. Tangible fixed assets		
1. Land, land rights and buildings including buildings on third-party land	161,056	167,784
2. Other equipment, operating and office equipment	12,308	14,682
3. Prepayments and assets under construction	548	259
	173,912	182,725
III. Long-term financial assets		
1. Shares in affiliated companies	12,052	12,052
2. Equity investments	417	96
3. Other loans	23	27
	12,492	12,175
	334,810	398,903
B. CURRENT ASSETS		
I. Inventories		
Merchandise	46	67
II. Receivables and other assets		
1. Trade receivables	98,749	32,740
2. Receivables from affiliated companies	2,521	1,570
3. Other assets	6,776	2,303
	108,046	36,613
III. Cash-in-hand, bank balances		
	10,452	3,466
	118,544	40,146
C. DEFERRED INCOME		
	12,909	14,696
	466,263	453,745

EUR '000	30/06/2022	30/06/2021
EQUITY AND LIABILITIES		
A. EQUITY		
I. Subscribed capital	110,396	92,000
less nominal value of treasury shares	-19	-19
Issued capital	110,377	91,981
II. Capital reserves	212,403	144,337
III. Revenue reserves		
1. Reserve for treasury shares	19	19
2. Other revenue reserves	147,662	147,662
	147,681	147,681
IV. Net accumulated losses	-161,517	-126,141
	308,944	257,858
B. PROVISIONS		
1. Provisions for taxes	0	36
2. Other provisions	5,160	10,265
	5,160	10,301
C. LIABILITIES		
1. Liabilities to banks	0	58,792
2. Trade payables	96,984	97,864
3. Liabilities to affiliated companies	8,441	7,367
4. Other liabilities	27,536	17,113
of which from taxes: EUR 9,401 thousand (previous year: EUR 6,898 thousand)		
of which in relation to social security: EUR 46 thousand (previous year: EUR 38 thousand)		
	132,961	181,136
D. DEFERRED INCOME	19,198	4,450
	466,263	453,745

INCOME STATEMENT

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

EUR '000	01/07/2021 – 30/06/2022	01/07/2020 – 30/06/2021
1. Sales	419,646	323,497
2. Other operating income	21,173	7,327
	440,819	330,824
3. Personnel expenses		
a) Wages and salaries	-213,835	-200,010
b) Social security, post-employment and other employee benefit costs of which for post-employment: EUR 158 thousand (previous year: EUR 226 thousand)	-5,853	-5,594
	-219,688	-205,604
4. Amortisation and write-downs of intangible fixed assets and depreciation and write-downs of tangible fixed assets	-107,303	-110,137
5. Other operating expenses	-153,782	-91,663
6. Income from other long-term equity investments	81	0
7. Income from profit and loss transfer agreements - all of which from affiliated companies -	5,623	1,007
8. Expenses from profit and loss transfer agreements - all of which from affiliated companies -	0	-748
9. Other interest and similar income of which from compounding: EUR 294 thousand (previous year: EUR 120 thousand)	301	121
10. Interest and similar expenses of which from discounting: EUR 726 thousand (previous year: EUR 40 thousand)	-1,050	-642
11. Earnings before taxes	-34,999	-76,842
12. Taxes on income	38	342
13. Earnings after taxes	-34,961	-76,500
14. Other taxes	-415	21
15. Net loss for the year	-35,376	-76,479
16. Tax loss carryforward	-126,141	-49,662
17. Net accumulated losses	-161,517	-126,141

**NOTES Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund
for the financial year from 1 July 2021 to 30 June 2022**

(hereinafter "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 financial year from 1 July 2021 to 30 June 2022 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"). Borussia Dortmund GmbH & Co. KGaA has its registered office at Rheinlanddamm 207 – 209, 44137 Dortmund, Germany, and is listed in the commercial register of the Local Court (*Amtsgericht*) of Dortmund under the number HRB 14217. There is an additional obligation in accordance with Article 4 Regulation (EU) No 1606/2002 to prepare consolidated financial statements applying international financial reporting standards (IFRS) 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 in principle 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.

The annual financial statements are presented in thousands of euros.

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.

As a result of the fact that Ballspielverein Borussia 09 e.V. Dortmund (hereinafter "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.

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 generally measured at cost, taking into account the decisions of the Federal Fiscal Court (*Bundesfinanzhof*, "BFH") of 26 August 1992 (I R 24/91) and of 14 December 2011 (I R 108/10), the FIFA regulations contained in FIFA circular no. 769 of 24 August 2001, which came into force on 21 September 2001, and DFL circular no. 52 of 20 March 2015, and are amortised on a straight-line basis in accordance with the term of the individual

contracts for professional players. Write-downs may arise for assets measured at their lower fair value.

Tangible fixed assets are measured at cost less accumulated depreciation. Depreciation and amortisation are based on the economic useful lives of assets. Low-value fixed assets with a value up to EUR 1,000.00 are expensed directly upon initial measurement.

Long-term financial assets were measured at cost or the lower fair value in case of permanent impairment; they are not subject to amortisation.

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 is made for the overall credit and interest-rate risk while separate allowances are recognised for identifiable individual risks. Because transfer receivables must be measured in full on an item-by-item basis, general valuation allowances are not recognised for them.

Cash-in-hand and bank balances

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

Prepaid expenses

Prepaid expenses are future expenses that have been paid prior to the reporting date. 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 taxes

Deferred tax assets and liabilities resulting from differences in the carrying amounts in the financial accounts and in the tax accounts – particularly with regard to player registrations – are netted against each other if certain conditions are met. Irrespective of their date of realisation, deferred tax assets were recognised on loss carryforwards in the amount of the excess deferred tax liabilities. As in the previous year, deferred taxes are measured using the average tax rate of 32.81%.

Deferred income

Deferred income is income that was received prior to the reporting date but that is not earned until after the reporting date. The amounts are reversed pro rata over the periods to which they relate or at a point in time.

Foreign currency translation

Bank balances and assets and liabilities denominated in foreign currency with a residual term of less than one year are translated at the mean spot rate on the balance sheet date.

NOTES TO THE BALANCE SHEET

Fixed assets

As at the balance sheet date, Borussia Dortmund's fixed assets break down as follows:

EUR '000	30/06/2022	30/06/2021
Intangible fixed assets	148,406	204,003
Tangible fixed assets	173,912	182,725
Long-term financial assets	12,492	12,175
	334,810	398,903

Intangible fixed assets

Intangible fixed assets amounted to EUR 148,406 thousand. These consist of purchased player registrations (EUR 147,350 thousand; previous year: EUR 203,067 thousand), as well as trademark rights, computer software and prepayments. The additions recognised in financial year 2021/2022 related to prepayments and player registrations, which were attributable primarily to the new signings of the players Gregor Kobel, Donyell Malen and Soumaïla Coulibaly as well as subsequent costs.

This was partly offset by amortisation and write-downs of EUR 96,705 thousand in the reporting period. This included EUR 9,090 thousand in write-downs of assets to fair value.

The carrying amounts of the players Jadon Sancho, Jeremy Toljan, Sergio Gómez, Thomas Delaney, Leonardo Balerdi, Chris Führich and Tobias Raschl were derecognised in connection with transfer deals. Furthermore, the contract with the player Roman Bürki was terminated early as at 30 June 2022 by mutual agreement. In addition, Borussia Dortmund reached an agreement on the early termination of the contracts with the coaching staff of the professional squad.

Tangible fixed assets

Tangible fixed assets amounted to EUR 173,912 thousand as at 30 June 2022. That figure included land and buildings amounting to EUR 161,056 thousand, of which EUR 120,225 thousand was attributable to the stadium building.

Tangible fixed assets also included EUR 12,308 thousand in fixtures, operating and office equipment. These related primarily to SIGNAL IDUNA PARK and the Rheinlanddamm sports management offices.

Additions to tangible fixed assets amounted to EUR 1,903 thousand in the financial year, EUR 1,019 thousand less than capital expenditures in the previous year. These comprised primarily investments in the Dortmund-Brackel training ground and additions to operating and office equipment related to SIGNAL IDUNA PARK. In particular, the new public address system was brought online in the financial year.

Long-term financial assets

Long-term financial assets include the 100% shareholdings in BVB Stadionmanagement GmbH, BVB Merchandising GmbH, BVB Event & Catering GmbH, besttravel dortmund GmbH, BVB Fußballakademie GmbH and BVB Asia Pacific Pte. Ltd., as well as the 33.33% shareholding in Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH.

Please refer to the list of shareholdings for more information.

Long-term financial assets also include loans to employees and minority interests.

The Company has entered into a profit and loss transfer agreement with its subsidiaries BVB Merchandising GmbH, BVB Stadionmanagement GmbH, BVB Fußballakademie GmbH and besttravel dortmund 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 pursuant to § 284 (3) HGB:

FIXED ASSETS

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

EUR '000	Change in cost				As at 30/06/2022
	As at 30/06/2021	Additions	Reclassification	Disposals	
I. Intangible fixed assets					
1. Purchased concessions, industrial and similar rights and assets, and licences in such rights and assets	447,932	65,226	68	106,549	406,677
2. Prepayments	68	300	-68	0	300
	448,000	65,526	0	106,549	406,977
II. Tangible fixed assets					
1. Land, land rights and buildings including buildings on third-party land	224,254	22	0	0	224,276
2. Other equipment, operating and office equipment	49,963	811	664	19	51,419
3. Prepayments and assets under construction	259	1,070	-664	117	548
	274,476	1,903	0	136	276,243
III. Long-term financial assets					
1. Shares in affiliated companies	12,052	0	0	0	12,052
2. Equity investments	96	321	0	0	417
3. Other loans	27	2	0	6	23
	12,175	323	0	6	12,492
	734,651	67,752	0	106,691	695,712

ANNUAL FINANCIAL STATEMENTS
for the financial year from 1 July 2021 to 30 June 2022

Change in depreciation, amortisation and write-downs					Carrying amounts	
As at 30/06/2021	Additions	Write- downs	Disposals	As at 30/06/2022	As at 30/06/2022	As at 30/06/2021
243,997	87,615	9,090	82,131	258,571	148,106	203,935
0	0	0	0	0	300	68
243,997	87,615	9,090	82,131	258,571	148,406	204,003
56,470	6,750	0	0	63,220	161,056	167,784
35,281	3,848	0	18	39,111	12,308	14,682
0	0	0	0	0	548	259
91,751	10,598	0	18	102,331	173,912	182,725
0	0	0	0	0	12,052	12,052
0	0	0	0	0	417	96
0	0	0	0	0	23	27
0	0	0	0	0	12,492	12,175
335,748	98,213	9,090	82,149	360,902	334,810	398,903

Current assets

Current assets are made up as follows:

EUR '000	30/06/2022	30/06/2021
Inventories	46	67
Trade receivables	98,749	32,740
Receivables from affiliated companies	2,521	1,570
Other assets	6,776	2,303
Cash-in-hand, bank balances	10,452	3,466
	118,544	40,146

Inventories represent the material value of decorative shares in the form of printed physical share certificates.

Trade receivables includes transfer receivables amounting to EUR 89,952 thousand (previous year: EUR 18,584 thousand). The increase is due in particular to transfer receivables not yet due as part of the transfer of Jadon Sancho to Manchester United.

Trade receivables with a term of more than one year amounted to EUR 62,459 thousand (previous year: EUR 8,857 thousand). These include primarily transfer receivables.

The other assets mainly include subsidies already accounted for and insurance reimbursement claims. No bank balances have been pledged as security for loans.

Prepaid expenses

Prepaid expenses amounted to EUR 12,909 thousand (previous year: EUR 14,696 thousand) and

consisted primarily of prepaid personnel expenses amounting to EUR 7,700 thousand and services amounting to EUR 4,357 thousand.

Equity

EUR '000	30/06/2022	30/06/2021
Issued capital	110,377	91,981
Capital reserves	212,403	144,337
Revenue reserves	147,681	147,681
Net accumulated losses	-161,517	-126,141
	308,944	257,858

In the first half of financial year 2021/2022, the Company, with the consent of the Supervisory Board, resolved and successfully implemented a capital increase against cash contributions. The Company's share capital increased by EUR 18,396 thousand to EUR 110,396 thousand by issuing 18,396,220 new no-par value ordinary bearer shares. The new shares were offered at a

subscription ratio of 5:1 at an issue price of EUR 4.70 and were fully placed. Borussia Dortmund generated gross issue proceeds of EUR 86,462 thousand from the capital increase and the resulting cash inflow was received in early October 2021. The transaction costs incurred in this connection were recognised in the income statement.

As at 30 June 2022, the Company's subscribed capital amounted to EUR 110,396 thousand and was divided into 110,396,000 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 19 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 in the same amount is also presented.

Due to the capital increase, the capital reserves increased from EUR 144,337 thousand as at 30 June 2021 to EUR 212,403 thousand.

The annual financial statements for the financial year from 1 July 2020 to 30 June 2021 were adopted at the Annual General Meeting on 2 December 2021. The net accumulated losses for the year of EUR 126,141 thousand reported in the Company's annual financial statements for the 2020/2021 financial year were carried forward to new account in financial year 2021/2022.

Changes in equity were as follows:

Changes in equity

EUR '000	30/06/2021	Additions/ withdrawals	Dividend	Net loss for the year	30/06/2022
Issued capital	91,981	18,396	0	0	110,377
Capital reserves	144,337	68,066	0	0	212,403
Revenue reserves	147,681	0	0	0	147,681
Net accumulated losses	-126,141	0	0	-35,376	-161,517
	257,858	86,462	0	-35,376	308,944

After authorised capital was decreased by the cash capital increase in autumn 2021, the Annual General Meeting on 2 December 2021, with the approval of the general partner, increased the Authorised Capital 2020. By virtue of a resolution adopted by the Annual General Meeting on the same date, the Company was also authorised for

a period of five years to increase the share capital by issuing up to 22,079,244 new shares. The new authorised capital may only be used for cash capital increases.

Further disclosures required in accordance with § 160 AktG are given in the following overview:

	Transactions in own/treasury shares	Total treasury shares	Total share capital EUR	Share in total capital in %	Selling price EUR
07/2021 – 12/2021	0				0.00
As at 31/12/2021		18,900	18,900.00	0.017	
01/2022 – 06/2022	0				0.00
As at 30/06/2022		18,900	18,900.00	0.017	

Provisions

EUR '000	30/06/2022	30/06/2021
Provisions for taxes	0	36
Other provisions	5,160	10,265
	5,160	10,301

The other provisions amounted to EUR 5,160 thousand as at the balance sheet date (previous year: EUR 10,265 thousand) and consisted mainly of provisions for outstanding invoices (EUR 3,064

thousand) and for staff-related obligations (EUR 1,518 thousand). The net loss reported for the year meant that no tax provisions were recognised (previous year: EUR 36 thousand).

Liabilities

The maturities and security granted in respect of liabilities reported at 30 June 2022 are shown in the following overview:

EUR '000	Total 30/06/2022	of which with a residual term of		
		less than 1 year	1 – 5 years	more than 5 years
Liabilities to banks	0	0	0	0
Trade payables	96,984	67,430	29,554	0
Liabilities to affiliated companies	8,441	8,441	0	0
Other liabilities	27,536	25,680	193	1,663
of which from taxes EUR 9,401 thousand (previous year: EUR 6,898 thousand)				
of which social security EUR 46 thousand (previous year: EUR 38 thousand)				
	132,961	101,551	29,747	1,663

EUR '000	Total 30/06/2021	of which with a residual term of		
		less than 1 year	1 – 5 years	more than 5 years
Liabilities to banks	58,792	58,792	0	0
Trade payables	97,864	61,894	35,970	0
Liabilities to affiliated companies	7,367	7,367	0	0
Other liabilities	17,113	17,113	0	0
of which from taxes EUR 6,898 thousand (previous year: EUR 9,870 thousand)				
of which social security EUR 38 thousand (previous year: EUR 35 thousand)				
	181,136	145,166	35,970	0

Using the proceeds from the capital increase, liabilities to banks were repaid in full and now amount to EUR 0 thousand (previous year: EUR 58,792 thousand). As at 30 June 2022, Borussia Dortmund had access to EUR 120,000 thousand in overdraft facilities which had not been drawn down as at the balance sheet date. This is secured against EUR 30,075 thousand in sponsorship income and a EUR 60,000 thousand registered land charge in relation to the property located at Strobelaallee 50, 54, 44139 Dortmund ("Stadium plot of land"). For the coming financial year, Borussia Dortmund's overdraft facility will amount to EUR 75,000 thousand.

Deferred income

The increase in deferred income from EUR 4,450 thousand as at 30 June 2021 to EUR 19,198 thousand as at the balance sheet date was due primarily to proceeds from season ticket sales, which had been suspended in the two preceding financial years due to the COVID-19 pandemic. In addition, the deferred income included proceeds

Trade payables amounted to EUR 96,984 thousand, and included transfer payables of EUR 87,111 thousand (previous year: EUR 87,683 thousand). Trade payables with a residual term of more than one year amounted to EUR 29,554 thousand (previous year: EUR 35,970 thousand).

Other liabilities consisted mainly of wage and value added tax not yet due, fees received on behalf of third parties, and staff-related liabilities not yet due.

They also include liabilities to the general partner amounting to EUR 3,850 thousand (previous year: EUR 2,132 thousand).

from sponsorship agreements for future seasons as well as compensation relating to services that were not rendered under sponsorship agreements in the 2019/2020 and 2020/2021 seasons due to the pandemic. The amounts are reversed pro rata over the periods to which they relate or at a point in time.

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:

EUR '000	Total 30/06/2022	of which with a residual term of		
		less than 1 year	1 – 5 years	more than 5 years
Marketing fees	33,672	8,191	25,481	0
Rental and leasing	8,135	2,914	3,056	2,165
Other financial obligations	5,585	1,705	3,701	179
	47,392	12,810	32,238	2,344
Purchase commitments	67,445	35,070	32,375	0

Furthermore, there are contingent liabilities from guarantees related to BVB Merchandising GmbH (EUR 288 thousand) and to besttravel dortmund GmbH (EUR 279 thousand). Based on past experience, it is unlikely that claims on these guarantees will be asserted.

In addition, a total of EUR 40,460 thousand in variable payment obligations under existing agreements with conditions precedent were reported as at 30 June 2022, of which EUR 11,453 thousand had a residual term of less than one year.

NOTES TO THE INCOME STATEMENT

Sales

	2021/2022 EUR '000	2020/2021 EUR '000	2021/2022 in %	2020/2021 in %
Match operations	22,655	554	5.40	0.17
Advertising	126,157	106,609	30.06	32.96
TV marketing	145,070	186,655	34.57	57.70
Transfer deals	110,201	23,148	26.26	7.15
Conference, catering, miscellaneous	15,563	6,531	3.71	2.02
	419,646	323,497	100.00	100.00

Borussia Dortmund's sales rose by EUR 96,149 thousand from EUR 323,497 thousand to EUR 419,646 thousand in the 2021/2022 financial year and break down as follows:

Income from match operations increased by EUR 22,101 thousand from EUR 554 thousand to EUR 22,655 thousand in financial year 2021/2022. This is due to the fact that Borussia Dortmund was able to welcome back an average of approximately 38,000 spectators to the 23 competitive matches

held at SIGNAL IDUNA PARK across all competitions. In the previous year, just three matches were open to a limited number of spectators. All of the other fixtures were held behind closed doors due to the restrictions imposed in response to the pandemic.

Borussia Dortmund generated advertising income of EUR 126,157 thousand in the past financial year (previous year: EUR 106,609 thousand), corresponding to growth of 18.34% and a 30.06%

share (second-largest) of total sales. This was due in particular to the hospitality areas, which, unlike in the previous year, were now back at full capacity. As in the previous year, the strategic partnerships with the two primary sponsors Evonik Industries AG and 1&1 Telecommunication SE as well as with the equipment supplier, PUMA SE, remain the foundation for sponsorship income. The holder of the stadium's naming rights, SIGNAL IDUNA (partnership extended early until 30 June 2031), the sleeve sponsor, Opel Automobile GmbH, and the ten Champion Partners continue to contribute greatly to income from advertising. Furthermore, advertising income includes bonuses for sporting success, in particular for the second-place Bundesliga finish, which directly qualified the team for the group stage of the UEFA Champions League in the 2022/2023 season.

In financial year 2021/2022, income from TV marketing once again represented the highest share of sales (34.57%); however, it declined by EUR 41,585 thousand year on year to EUR 145,070 thousand. The decrease was attributable to both national and international TV marketing income and to the marketing of national cup competitions. Income from national TV marketing amounted to EUR 78,503 thousand (previous year: EUR 97,826 thousand), down EUR 19,323 thousand against the prior-year reporting period. The 2021/2022 season was the first covered by the media rights newly allocated by the German Football League (DFL Deutsche Fußball Liga GmbH) for seasons from 2021/2022 to 2024/2025, under which clubs can expect income averaging EUR 1.1 billion (total of EUR 4.4 billion), with the distributions increasing with each passing season. This constitutes a reduction of 5.17% on the previous allocation period, in which EUR 4.64 billion was paid out to the clubs (also with increasing distributions). This general reduction and the fact that a more lucrative final year of the old allocation period is being compared with the first year of the new media rights allocation period cause a decline in income from national TV marketing.

Income from international TV marketing for competing in the UEFA Champions League and knockout round play-offs in the UEFA Europa League amounted to EUR 62,741 thousand in the financial year ended (previous year: EUR 78,698 thousand). The year-on-year decline of EUR 15,957 thousand is due primarily to the team's elimination in the group stage of the UEFA Champions League and the fewer bonus points during the group stage. This could not be offset by participating in the UEFA Europa League since the team exited that tournament early in the knockout round play-offs. In the domestic cup competition, Borussia Dortmund reached the round of 16 after having won the DFB Cup in the previous year. Income from domestic cup competitions thus amounted to EUR 3,790 thousand (previous year: EUR 10,131 thousand).

Income from transfer deals rose by EUR 87,053 thousand to EUR 110,201 thousand (previous year: EUR 23,148 thousand) This includes primarily transfer income from the departures of the players Jadon Sancho (Manchester United), Leonardo Balerdi (Olympique Marseille), Thomas Delaney (Sevilla FC), Sergio Gómez (SD Huesca), Jeremy Toljan (U.S. Sassuolo), Chris Führich (SC Paderborn) and Tobias Raschl (Spielvereinigung Greuther Fürth) as well as subsequent transfer income. The prior-year figure comprised the transfers of players Dženis Burnić to 1. FC Heidenheim and Ömer Toprak to SV Werder Bremen, as well as subsequent income from transfer deals already completed.

Conference, catering and miscellaneous income increased by EUR 9,032 thousand to EUR 15,563 thousand (previous year: EUR 6,531 thousand) This year-on-year growth is due primarily to higher income from hospitality catering, external events and advance booking fees due to a relaxing of the requirements imposed in response to the pandemic. The release fees for national team players of EUR 4,694 thousand (previous year: EUR 2,268 thousand) also grew as against the previous year due in particular to national team player releases in the context of the 2020 European Championship, which was held in 2021.

Other operating income

Other operating income increased by EUR 13,846 thousand year on year to EUR 21,173 thousand.

During the current financial year, this consisted mainly of subsidies already accounted for, income from the reversal of provisions and from the reimbursement for granting contractual marketing rights, and insurance reimbursements.

In the previous year, this item had included income from insurance reimbursements, income from the reversal of provisions and income from the reimbursement for granting contractual marketing rights.

The share of prior-period income in other operating income amounted to EUR 11,948 thousand (previous year: EUR 1,898 thousand).

Personnel expenses

Personnel expenses for the professional squad increased by 3.48% year on year to EUR 181,021 thousand in financial year 2021/2022 (previous year: EUR 174,927 thousand). Base salaries increased by EUR 10,179 thousand to EUR 120,666 thousand. Performance-based bonuses of EUR 22,222 thousand were paid out to the professional squad in financial year 2021/2022 (previous year: EUR 28,742 thousand) as a result of the successful second-place finish in the Bundesliga (69 points) and for qualifying directly for the group stage of the UEFA Champions League in the 2022/2023 season.

In the reporting period, personnel expenses related to the retail and administration areas increased by EUR 4,132 thousand year on year to EUR 23,411 thousand.

Personnel expenses in relation to amateur and youth football amounted to EUR 15,256 thousand during the current 2021/2022 financial year (previous year: EUR 11,398 thousand). The increase was due to further signings in the youth teams and the second team's promotion to the third division.

EUR '000	2021/2022	2020/2021
Match operations	158,799	146,185
Retail and administration	23,411	19,279
Amateur and youth football	15,256	11,398
	197,466	176,862

In financial year 2021/2022, personnel expenses (including bonuses for sporting success) increased to EUR 219,688 thousand from EUR 205,604 thousand in the previous year.

Other operating expenses

EUR '000	2021/2022	2020/2021
Match operations	45,979	41,405
Advertising	13,325	11,366
Transfer deals	48,483	9,565
Retail	2,207	1,696
Administration	32,939	22,815
Other	10,849	4,816
	153,782	91,663

Other operating expenses increased by EUR 62,119 thousand or approximately 67.77% across all items of other operating expenses, from EUR 91,663 thousand in the previous year to EUR 153,782 thousand in the reporting period.

The largest increase under this item was seen in transfer deals, which rose by EUR 38,918 thousand to EUR 48,483 thousand. In contrast to the previous year, when residual carrying amounts were only derecognised for the players Ömer Toprak and Dženis Burnić as well as for the former coach Lucien Favre, this year residual carrying amounts were derecognised for the players Leonardo Balerdi, Thomas Delaney, Jadon Sancho, Jeremy Toljan, Sergio Gómez, Tobias Raschl and coach Enrico Maaßen. This item also includes the expenses directly connected with a transfer deal.

Expenses from match operations increased by EUR 4,574 thousand to EUR 45,979 thousand (previous year: EUR 41,405 thousand). This is attributable primarily to the higher catering and match day expenses in comparison with the previous year, when just three home matches were played with strict limits on stadium capacity. This season, home matches were attended by an average of roughly 38,000 spectators.

Advertising expenses increased by EUR 1,959 thousand. These included agency commissions payable to marketing firm SPORTFIVE Germany GmbH. The increase correlates directly with the increase in advertising income.

Administrative expenses increased during the financial year ended by EUR 10,124 thousand to EUR 32,939 thousand. This is due mainly to the EUR 5,269 thousand in legal and consultancy expenses directly associated with the capital increase, as well as higher travel and entertainment expenses connected with the increase in travel activities. In accordance with the Articles of Association, the general partner of Borussia Dortmund GmbH & Co. KGaA, Borussia Dortmund Geschäftsführungs-GmbH, received, by virtue of the cost and profit allocation in connection with its business activities in the financial year ended, remuneration of EUR 5,981 thousand (previous year: EUR 3,818 thousand) that was also recognised under administrative expenses.

Other expenses increased by EUR 6,033 thousand to EUR 10,849 thousand. This was due primarily to higher losses on the disposal of intangible fixed assets and higher write-downs on receivables.

The share of prior-period expenses in other operating expenses amounted to EUR 89 thousand (previous year: EUR 604 thousand).

Financial result

The financial result for financial year 2021/2022 amounted to EUR 4,955 thousand (previous year: EUR -262 thousand) and breaks down as follows:

Income and expenses from profit and loss transfer agreements

EUR '000	Net profit/loss 01/07/2021 to 30/06/2022	Net profit/loss 01/07/2020 to 30/06/2021
BVB Stadionmanagement GmbH	92	42
besttravel dortmund GmbH	308	100
BVB Merchandising GmbH	2,230	-748
BVB Event & Catering GmbH	2,011	725
BVB Fußballakademie GmbH	982	140
	5,623	259

Furthermore, interest income of EUR 301 thousand was recognised and related primarily to compounding in connection with transfer deals. Interest expenses amounted to EUR 1,050 thousand and comprised financing charges of EUR 324 thousand and discounting effects of EUR 726 thousand.

Investment income amounted to EUR 81 thousand (previous year: EUR 0 thousand).

Taxes on income

EUR 38 thousand in tax income (previous year: EUR 342 thousand in tax income) was reported under taxes on income.

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*, "AktG") on 20 September 2021 and made it permanently available to shareholders on the website at <https://aktie.bvb.de/eng/Corporate-Governance/Statement-of-Compliance>.

General partner

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

in the commercial register of the Local Court of Dortmund, HRB No. 14206. The managing directors of this company are Hans-Joachim Watzke (Chairman), Thomas Treß (each of whom has sole power of representation) and Carsten Cramer (joint power of representation).

The management remuneration is as follows:

EUR '000	2021/2022	2020/2021
Dipl.-Kfm. Hans-Joachim Watzke (Chairman)		
Fixed components		
Fixed remuneration	2,200	1,905
Other remuneration	42	41
Dipl.-Kfm. Thomas Treß		
Fixed components		
Fixed remuneration	952	905
Other remuneration	33	61
Carsten Cramer		
Fixed components		
Fixed remuneration	970	873
Other remuneration	31	33
	4,228	3,818

As in the previous year, the management did not receive any performance-based remuneration for the 2021/2022 financial year.

SUPERVISORY BOARD

The names of the members of the Company's Supervisory Board in the 2021/2022 financial year, their occupations and their further responsibilities on other management bodies are listed below:

SUPERVISORY BOARD of Borussia Dortmund GmbH & Co. KGaA

Christian Kullmann	Ulrich Leitermann	Bernd Geske	Judith Dommermuth	Björn Gulden	Dr. Reinhold Lunow	Silke Seidel	Bodo Löttgen	Prof. Dr. Bernhard Pellens	Gerd Pieper
Chairman (since 25 September 2021 / Deputy Chairman of the Supervisory Board until 24 September 2021)	Deputy Chairman (since 25 September 2021)							(since 2 December 2021)	Retired (Chairman of the Supervisory Board until 24 September 2021)

FULL REMUNERATION PAYABLE FOR 2021/2022 [EUR '000]

45	37	24	24	24	24	27	24	21	11
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OCCUPATIONS [as at 30 June 2022]

Chairman of the Executive Board of Evonik Industries AG, Essen	Chairman of the Managing Boards of group parent companies of the SIGNAL IDUNA Group, Dortmund (SIGNAL Krankenversicherung a.G., Dortmund; SIGNAL IDUNA Lebensversicherung a.G., Hamburg; SIGNAL IDUNA Unfallversicherung a.G., Dortmund; SIGNAL IDUNA Allgemeine Versicherung AG, Dortmund)	Managing partner of Bernd Geske Lean Communication, Meerbusch	Managing partner of JUVIA Verwaltungs GmbH, Cologne	Chief Executive Officer of PUMA SE, Herzogenaurach	Medical Director of Praxisklinik Bornheim, Bornheim	Senior Executive at Dortmunder Stadtwerke AG and Managing Director of Hohenbuschei Beteiligungsgesellschaft mbH, Westfalentor 1 GmbH and Dortmund Logistik GmbH, all in Dortmund	Chair of the CDU parliamentary group in the state parliament of North Rhine-Westphalia, detective chief inspector (<i>Kriminalhauptkommissar</i>) (ret.), public administration graduate	Professor of International Corporate Accounting at Ruhr University Bochum, Academic Director of the Institute of Management (ifu) at Ruhr University Bochum and Honorary Professor at Tongji University in Shanghai, China	Privateer; former Managing Director of Stadt-Parfümerie Pieper GmbH, Herne
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OTHER FUNCTIONS on statutory supervisory boards and comparable German or foreign supervisory bodies of commercial enterprises [as at 30 June 2022]

Member and Chairman of the Supervisory Board of Dortmunder Volksbank eG, Dortmund	Member of the Supervisory Board of LVM Landwirtschaftlicher Versicherungsverein Münster a. G. in Münster (non-listed company)	Member of the Supervisory Board of LVM Krankenversicherungs-AG in Münster (non-listed company)
Member and Chairman of the Supervisory Board of Sana Kliniken AG, Ismaning	Member of the Supervisory Board of Tchibo GmbH, Hamburg	
	Chairman of the Board Salling Group A/S, Braband, Denmark (since 6 March 2020)	Member of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund
	Member of the Supervisory Board at Essity (Aktiebolag), Stockholm, Sweden (since 24 March 2022)	

At its meeting on 2 December 2021, the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA resolved to form an Audit Committee and appointed its members. Dr Bernhard Pellens was elected

Chairman of the Audit Committee, Mr Ulrich Leitermann as Deputy Chairman of the Audit Committee and Ms Silke Seidel as a member of the Audit Committee.

Employees

The average number of employees during the year was 475 (previous year: 462):

Average number of salaried employees	2021/2022	2020/2021
of which in the Athletics Department	195	233
of which trainees	5	2
of which other	275	227
	475	462

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 %	Equity (EUR '000) as at 30/06/2022	Net profit/loss (EUR'000) 01/07/2021 to 30/06/2022
Shares in affiliated companies					
BVB Stadionmanagement GmbH*	Dortmund	52	100.00	66	92
besttravel dortmund GmbH*	Dortmund	50	100.00	144	308
BVB Merchandising GmbH*	Dortmund	75	100.00	10,881	2,230
BVB Event & Catering GmbH*	Dortmund	25	100.00	25	2,011
BVB Asia Pacific Pte. Ltd.	Singapur	66	100.00	255	35
BVB Fußballakademie GmbH*	Dortmund	50	100.00	456	982
Equity investments					
Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH**	Dortmund	52	33.33	959	60

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

** Profit/loss of Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH for financial year 2021 and equity as at 31 December 2021.

The affiliated companies are fully included in the consolidated financial statements; Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH is accounted for using the equity method. 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

Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, audited the annual and consolidated financial statements of Borussia Dortmund GmbH & Co. KGaA and conducted further statutory and voluntary audits at subsidiaries. The auditors

reviewed the half-yearly financial report as at 31 December 2021 and carried out mandatory audits and reviews as part of the DFL licensing procedure pursuant to the DFL licensing regulations. The auditors were also tasked with conducting a limited

assurance engagement on the separate non-financial Group report. For details of the auditors' fees, please see the notes to the consolidated financial statements. The disclosures

are not made in this report due to the exemption under § 285 no. 17 HGB for entities preparing consolidated financial statements.

Notifiable shareholdings (under § 160 (1) no. 8 AktG in conjunction with § 33 (1) and (2) WpHG)

Of the shareholdings in our Company, the following were notified to us pursuant to § 33 (1) of the German Securities Trading Act (*Wertpapierhandelsgesetz*, "WpHG") and published with the following content pursuant to § 40 (1) WpHG in financial year 2021/2022:

Mr Ralph Dommermuth notified us on 3 March 2022 that his voting interest in Borussia Dortmund GmbH & Co. KGaA amounted to 5.03% on 2 March 2022 (5,550,000 voting rights/shares) and that all of these voting rights were attributable to him (Mr Ralph Dommermuth) pursuant to § 34 WpHG via Ralph Dommermuth Beteiligungen GmbH, and furthermore that the chain of subsidiaries is as follows, beginning with the ultimate controlling person or entity:

- Ralph Dommermuth
- Ralph Dommermuth Verwaltungs GmbH
- Ralph Dommermuth GmbH & Co. KG Beteiligungsgesellschaft
- Ralph Dommermuth Beteiligungen GmbH with a voting interest of 5.03%

Lansdowne European Absolute Opportunities Fund Limited, George Town, Grand Cayman, Cayman Islands, notified us on 1 March 2022 that its voting interest in Borussia Dortmund GmbH & Co. KGaA amounted to 2.98% on 23 February 2022 (3,294,053 shares) and that all of these voting rights were attributable to Lansdowne European Absolute Opportunities Fund Limited pursuant to § 34 WpHG,

and furthermore that the chain of subsidiaries is as follows, beginning with the ultimate controlling person or entity:

- Lansdowne European Absolute Opportunities Fund Limited
- Lansdowne European Absolute Opportunities Master Fund Limited
- Lansdowne Partners International Ltd., George Town, Grand Cayman, Cayman Islands, notified us on 1 March 2022 that its voting interest in Borussia Dortmund GmbH & Co. KGaA amounted to 2.98% on 23 February 2022 (3,294,053 shares) and that all of these voting rights were attributable to Lansdowne Partners International Ltd. pursuant to § 34 WpHG, and furthermore that the chain of subsidiaries is as follows, beginning with the ultimate controlling person or entity:
 - Lansdowne Partners International Ltd.
 - Lansdowne Partners Limited
 - Lansdowne Partners (UK) LLP
 - Lansdowne Partners International Limited
 - Lansdowne General Partner I Limited
 - Lansdowne European Absolute Opportunities Fund LP

PUMA SE, Herzogenaurach, Germany, notified us on 11 October 2021, that its share of voting rights in Borussia Dortmund GmbH & Co. KGaA amounted to 5.32% on 8 October 2021 (5,876,495 voting rights or shares) and that all of their voting rights were held directly by PUMA SE in accordance with § 33 WpHG.

Shareholdings by members of governing bodies

As at 30 June 2022, one member of management held 7,045 no-par value shares in the Company. As at the same date, the members of the Supervisory Board held a total of 9,092,009 no-par value shares. As at 31 December 2021, members of management

and the Supervisory Board held a total of 9,099,054 no-par value shares, which corresponds to more than 1% of the shares issued by Borussia Dortmund GmbH & Co. KGaA.

Expected dividend

In light of the fact that the Company is again reporting a net loss for the financial year, the management does not intend to propose to the

Annual General Meeting any dividend distribution for financial year 2021/2022.

Report on post-balance sheet date events

Capital expenditure

The contracts of the players Niklas Süle, Nico Schlotterbeck, Karim Adeyemi and Salih Özcan, that were concluded before 30 June 2022, went into force as planned on 1 July 2022.

Borussia Dortmund signed striker Sébastien Haller from Ajax Amsterdam. The 28-year-old Ivory Coast international signed a contract that runs until 30 June 2026. The player is undergoing chemotherapy to treat a malignant testicular tumour and has been placed on medical leave for an indefinite period of time.

To compensate for the long-term absence of Sébastien Haller, Borussia Dortmund have signed Anthony Modeste from Bundesliga rivals 1. FC Cologne. The 1.87-metre tall striker signed a contract through to 30 June 2023.

Transfer deals

The transfer of the player Erling Haaland to Manchester City was completed as planned on 1 July 2022.

Match operations

On 29 October 2021, the DFB Executive Committee adopted the new fixture calendar for the 2022/2023 season. This stipulated that Bundesliga

matches would start on the weekend of 5 to 7 August 2022, one week earlier than in the previous year. The 34th and final Bundesliga match day is scheduled for 27 May 2023. For the first time ever, the Bundesliga's match operations will be interrupted mid-season from November to December 2022 on account of the FIFA World Cup in Qatar.

The DFB Cup began one week before the Bundesliga, with the first round beginning on 29 July 2022. Borussia Dortmund advanced to the next round with a 0:3 away win against TSV 1860 Munich.

The first match day of the group stage of the UEFA Champions League will be held on 6/7 September 2022. The draw for the group stage will be held on 25 August 2022. Borussia Dortmund is seeded in the third pot.

Borussia Dortmund will be able to utilise SIGNAL IDUNA PARK's full capacity for the first time during the upcoming UEFA Champions League season and host 81,365 spectators per match.

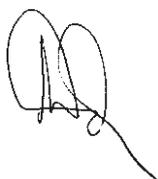
Other

Beginning in the 2022/2023 season, Borussia Dortmund's Champion Partner General Logistics Systems Germany GmbH & Co. OHG (GLS) will be the club's sleeve sponsor for national and international competitions.

Dortmund, 19 August 2022

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien

Borussia Dortmund Geschäftsführungs-GmbH



Hans-Joachim Watzke
Managing Director (Chairman)



Thomas Treß
Managing Director



Carsten Cramer
Managing Director

INDEPENDENT AUDITOR'S REPORT

To Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund/Germany

REPORT ON THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND OF THE MANAGEMENT REPORT

Audit Opinions

We have audited the annual financial statements of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund/Germany, which comprise the balance sheet as at 30 June 2022 and the statement of profit and loss for the financial year from 1 July 2021 to 30 June 2022, and the notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the management report of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund/Germany, for the financial year from 1 July 2021 to 30 June 2022. In accordance with the German legal requirements, we have not audited the content of the corporate governance statement or the sustainability report referred to in the management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at 30 June 2022 and of its financial performance for the financial year from 1 July 2021 to 30 June 2022 in compliance with German Legally Required Accounting Principles, and
- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and appropriately

presents the opportunities and risks of future development. Our audit opinion on the management report does not cover the content of the corporate governance statement and the sustainability report referred to in the management report.

Pursuant to Section 322 (3) sentence 1 German Commercial Code (HGB), we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.

Basis for the Audit Opinions

We conducted our audit of the annual financial statements and of the management report in accordance with Section 317 HGB and the EU Audit Regulation (No. 537/2014; referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the management report.

Key Audit Matters in the Audit of the Annual Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the financial year from 1 July 2021 to 30 June 2022. These matters were addressed in the context of our audit of the annual financial statements as a whole and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In the following we present the key audit matters we have determined in the course of our audit:

1. measurement of player registrations and complete recognition of liabilities from transfers,
2. existence and accuracy of transfer receivables and determination of results from these transfers, and
3. completeness and accuracy of personnel expenses of the professional squad.

Our presentation of these key audit matters has been structured as follows:

- a) description (including reference to corresponding information in the annual financial statements)
- b) auditor's response

1. Measurement of player registrations and complete recognition of liabilities from transfers

a) In the annual financial statements of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund/Germany, (hereinafter: Borussia Dortmund), player registrations in the amount of mEUR 148.1 (31.8% of balance sheet total) are disclosed under intangible fixed assets as of 30 June 2022. In the past financial year, player registrations decreased by mEUR 55.9 due to additions of mEUR 65.2, disposals of mEUR 24.4 and amortizations of mEUR 96.7. Trade payables include liabilities from transfers in the amount of mEUR 87.1. The determination of the acquisition costs of the player registrations is based on individual and complex transfer agreements between the selling club and Borussia Dortmund as well as contracts concluded with player agents in this context.

In our view, the accounting of player registrations is of particular importance for our audit, as the individuality and complexity of the contractual clauses give rise to the risk that the valuation upon initial recognition of the respective player registration and the recognition of the associated transfer liability may not be in the correct

amount. In addition, there is a fundamental risk that the subsequent measurement of the player's registration and the associated full recognition of the transfer liability may not be appropriate, which may result from the occurrence of contingent contractual provisions or contractual adjustments.

The disclosures of the executive directors regarding intangible fixed assets and trade payables are included in the sections Intangible Assets and Liabilities of the notes to the annual financial statements.

b) As part of our audit, we first obtained an understanding of the process established by the executive directors for determining player registrations and transfer liabilities and their accounting. For the additions of player registrations during the financial year, we assessed the accounting of the player registrations with regard to the determination of the acquisition costs and the associated liabilities on the basis of inspections of the material transfer and agent agreements.

As part of the subsequent measurement, we assessed whether conditions had arisen in the financial year 2021/2022 for the material transfer and agent agreements that led to subsequent acquisition costs and additional liabilities from transfer transactions, and whether these were recognized in the balance sheet accordingly.

In addition, we examined the material contract adjustments or contract extensions for subsequent acquisition costs and additional liabilities and the need for useful life adjustments.

2. Existence and accuracy of transfer receivables and determination of results from these transfers

a) Transfer receivables in the amount of mEUR 90.0 are reported under trade receivables in Borussia Dortmund's annual financial statements. The transfer result in the financial year 2021/22 amounts to mEUR 64.5. Gross transfer fees of mEUR 108.9 were offset by transfer expenses of mEUR 24.0 and outgoing residual carrying amounts of player registrations of mEUR 20.4.

Due to the individuality and complexity of the contractual clauses, the accounting of transfer fees from transfer transactions is demanding and there is a fundamental risk for the annual financial statements that, in the case of player registration disposals, the receivables from transfer transactions and the associated transfer fees are reported at too high a level or are not reported on an accrual basis and that the corresponding transfer expenses and outgoing residual carrying amounts are reported at too low a level or are incompletely derecognized. Against this background and due to the amount of the transfer receivables, transfer revenues and transfer expenses, we considered the transfer transactions carried out in the financial year to be of particular significance for our audit.

The information and explanations provided by the executive directors on the transfer receivables, transfer fees and transfer expenses are contained in sections on current assets, sales revenues and other operating expenses in the notes to the annual financial statements.

b) In performing our audit, we first obtained an understanding of the process established by the Company for accounting for and reporting transfer transactions and transfer receivables.

We recorded and analyzed the stock of transfer receivables and realized transfer fees from player transfers of the professional squad by inspecting the transfer and agent agreements concluded for this purpose. The accuracy of the transfer receivables and transfer fees recognized in the balance sheet was assessed by reviewing the determination of receivables on the basis of the contractual clauses.

We also assessed the complete and correct determination of the corresponding transfer expenses by inspecting the contracts on which the transfers are based. To this end, we also examined whether any residual carrying amounts of the player registrations for the transferred players had been fully derecognized from the intangible fixed assets.

When inspecting the transfer contracts for player transfers, we focused on the date of realization in order to verify the correct accrual of receivables and related transfer income.

3. Completeness and accuracy of personnel expenses of the professional squad

a) In Borussia Dortmund's annual financial statements, personnel expenses include the salaries of the professional squad. In addition to fixed basic salaries, these also include performance-related compensation such as points bonuses and annual performance bonuses as well as individual special and one-time payments. From our point of view, the complete and correct accounting of the personnel expenses of the professional squad was of particular importance for our audit, as the personnel expenses for the professional squad could not be recorded in full or in the correct amount due to the individually agreed compensation components and compensation amounts.

The information and explanations provided by the executive directors on personnel expenses are contained in the section on personnel expenses of the notes to the financial statements.

b) As part of our audit, we obtained an understanding of the Company's process for determining the

salary payments of the professional squad and the presentation of salaries in the annual financial statements. Our further audit procedures included, in particular, an inspection and assessment of the currently applicable employment contracts with their remuneration components and amounts as well as individual termination agreements by performing a consistency check between the respective employment contracts and the corresponding salary calculations for license players and months deliberately selected from a risk perspective. With regard to the variable compensation components, we tested the extent to which the contractually agreed conditions for the variable compensation components had been met for these selected contracts. In addition, we examined whether events occurred that should have led to higher expenses. With regard to agreed special or one-time payments, we examined whether they were recognized under personnel expenses for the correct period, irrespective of the date of payment.

Other Information

The executive directors and the supervisory board are responsible for the other information. The other information comprises

- the report of the supervisory board,
- the non-financial Group report pursuant to sections 315b and 315c of the German Commercial Code (HGB), to which reference is made in the Group management report,
- the other parts of the sustainability report referred to in the group management report; these parts are not expected to be made available to us until after the date of the auditor's report,
- the corporate governance statement referred to in the management report,

- the executive directors' confirmation regarding the annual financial statements and the management report pursuant to Section 264 (2) sentence 3 and Section 289 (1) sentence 5 HGB and in accordance with Section 297 (2) sentence 4 or Section 315 (1) sentence 5 HGB on the consolidated financial statements and the group management report,
- all other parts of the annual report which is expected to be presented to us after the date of this auditor's report,
- but not the annual financial statements, not the audited content of the management report and not our auditor's report thereon.

The supervisory board is responsible for the report of the supervisory board. The executive directors

and the supervisory board are responsible for the statement according to Section 161 German Stock Corporation Act (AktG) concerning the German Corporate Governance Code, which is part of the corporate governance statement and to which reference is made in the management report. Otherwise the executive directors are responsible for the other information.

Our audit opinions on the annual financial statements and on the management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

Responsibilities of the Executive Directors and the Supervisory Board for the Annual Financial Statements and the Management Report

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis

In connection with our audit, our responsibility is to read the other information identified above and, in doing so, to consider whether the other information

- is materially inconsistent with the annual financial statements, with the management report or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.
- evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material

uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.

- evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- evaluate the consistency of the management report with the annual financial statements, its conformity with German law, and the view of the Company's position it provides.
- perform audit procedures on the prospective information presented by the executive directors in the management report. On the

basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements for the current period and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Report on the Audit of the Electronic Reproductions of the Annual Financial Statements and of the Management Report prepared for Publication Pursuant to Section 317 (3a) HGB

Audit Opinion

We have performed an audit in accordance with Section 317 (3a) HGB to obtain reasonable assurance whether the electronic reproductions of the annual financial statements and of the management report (hereinafter referred to as "ESEF documents") prepared for publication, contained in the provided file, which has the SHA-256 value 5ED0659C258F42079B4CF5247A37968F4C8E28D D5D98BC9488C45DA54FB17F7D, meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB ("ESEF format"). In accordance with the German legal requirements, this audit only covers the conversion of the information contained in the annual financial statements and the management report into the ESEF format, and therefore covers neither the information contained in these electronic reproductions nor any other information contained in the file identified above.

In our opinion, the electronic reproductions of the annual financial statements and of the management report prepared for publication contained in the provided file identified above meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB. Beyond this audit opinion and our audit opinions on the accompanying annual financial statements and on the accompanying management report for the financial year from 1 July 2021 to 30 June 2022 contained in the "Report on the Audit of the Annual Financial Statements and of the Management Report" above, we do not express any assurance opinion on the information contained within these electronic reproductions or on any other information contained in the file identified above.

Basis for the Audit Opinion

We conducted our audit of the electronic reproductions of the annual financial statements and of the management report contained in the provided file identified above in accordance with Section 317 (3a) HGB and on the basis of the IDW Auditing Standard: Audit of the Electronic Reproductions of Financial Statements and Management Reports Prepared for Publication Purposes Pursuant to Section 317 (3a) HGB (IDW AuS 410 (10.2021)). Our responsibilities in this context are further described in the "Auditor's Responsibilities for the Audit of the ESEF Documents" section. Our audit firm has applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1).

Responsibilities of the Executive Directors and the Supervisory Board for the ESEF Documents

The executive directors of the Company are responsible for the preparation of the ESEF documents based on the electronic files of the annual financial statements and of the management report according to Section 328 (1) sentence 4 no. 1 HGB.

In addition, the executive directors of the Company are responsible for such internal controls that they have considered necessary to enable the preparation of ESEF documents that are free from material intentional and unintentional non-compliance with the requirements for the electronic reporting format pursuant to Section 328 (1) HGB.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Auditor's Responsibilities for the Audit of the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.

- obtain an understanding of internal control relevant to the audit of the ESEF documents in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.

- evaluate the technical validity of the ESEF documents, i.e. whether the provided file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815 in the version in force at the balance sheet date, on the technical specification for this electronic file.

- evaluate whether the ESEF documents enable a XHTML reproduction with content equivalent to the audited annual financial statements and to the audited management report.

Further information pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor by the general meeting on 2 December 2021. We were engaged by the supervisory board on 2 December 2021. We have been the auditor of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund/Germany, since the financial year 2021/2022.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

OTHER MATTER – USE OF THE AUDITOR’S REPORT

Our auditor’s report must always be read together with the audited annual financial statements and the audited management report as well as with the audited ESEF documents. The annual financial statements and the management report converted into the ESEF format – including the versions to be published in the Federal Gazette – are merely

electronic reproductions of the audited annual financial statements and the audited management report and do not take their place. In particular, the ESEF report and our audit opinion contained therein are to be used solely together with the audited ESEF documents made available in electronic form.

GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT

The German Public Auditor responsible for the engagement is René Kadlubowski.

Düsseldorf/Germany, 19 August 2022
Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed:	Signed:
(René Kadlubowski)	(Christian Renzelmann)
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

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 principal opportunities and risks associated with the expected development of the Company.

Dortmund, 19 August 2022

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien

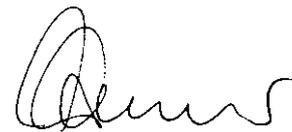
Borussia Dortmund Geschäftsführungs-GmbH



Hans-Joachim Watzke
Managing Director (Chairman)



Thomas Treß
Managing Director



Carsten Cramer
Managing Director



GROUP MANAGEMENT REPORT

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund



GROUP MANAGEMENT REPORT Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund
for the 2021/2022 financial year
(hereinafter also "Borussia Dortmund" or the "Group")

BUSINESS TREND

Looking back on financial year 2021/2022

ATHLETIC PERFORMANCE

COVID-19 pandemic

The effects of the COVID-19 pandemic continued to be felt in the 2021/2022 financial year. Borussia Dortmund could at least welcome back an average of approximately 38,000 spectators to matches at SIGNAL IDUNA PARK over the 2021/2022 season in line with the changing Corona Protection Regulations. On a positive note, the last four Bundesliga home matches could each be played to an almost sell-out crowd – even if the regulatory requirements imposed in response to COVID-19 prevented us from reaching pre-pandemic attendance levels this season.

Bundesliga

Borussia Dortmund chalked up 69 points in the 2021/2022 Bundesliga season to finish in second place behind FC Bayern Munich. As runners-up, Borussia Dortmund qualified directly for the group stage of the UEFA Champions League in the 2022/2023 season.

**UEFA Champions League/
UEFA Europa League**

After winning three of six fixtures in the group stage of the UEFA Champions League, Borussia Dortmund finished third in group C with the same number of points as second-place Sporting Lisbon. As such, Borussia Dortmund was eliminated from the UEFA Champions League and instead transferred to the UEFA Europa League. In the knockout round play-offs, Borussia Dortmund was unable to clinch victory over subsequent finalists Glasgow Rangers and exited the competition after two matches.

DFB Cup

Borussia Dortmund beat SV Wehen Wiesbaden and FC Ingolstadt in the first two rounds of the DFB Cup, before being knocked out by FC St. Pauli in the round of 16.



DFB cup 1st round
7 August 2021
SV Wehen Wiesbaden - BVB 0:3



1st match day
14 August 2021
BVB - Eintracht Frankfurt 5:2

PERFORMANCE INDICATORS

Various financial and non-financial indicators are used to measure performance. Borussia Dortmund uses these internally-defined performance

indicators to guide its entrepreneurial actions and to select the focus of its internal reporting.

Financial performance indicators

From a wide range of possible financial indicators, Borussia Dortmund focuses on those specific indicators that in the past few years were primarily used to steer the Company.

First and foremost is revenue. Management uses this indicator to internally manage the Company, knowing full well that this indicator alone is not sufficiently meaningful. Nevertheless, it provides a clear indication of the Company's economic strength, especially when compared against that of competitors or when monitoring the Company's long-term revenue trend.

A further financial performance indicator is consolidated total operating proceeds. These are calculated as total revenue plus the gross transfer proceeds generated. This indicator is used to reflect the Group's earnings power and as a source of funding for ordinary activities.

The result from operating activities (EBIT) and net profit or loss for the year are also used to manage the Company. These financial performance

indicators play a key role in preparing the budget for the coming financial year(s), in interim controlling with respect to the earnings performance and when looking back on a particular financial year.

Another key performance indicator is the operating result (EBITDA). This is due to the considerable level of investment activity and the associated increase in depreciation, amortisation and write-downs. As a result, EBITDA (EBIT adjusted for depreciation, amortisation and write-downs) has been selected to better benchmark the Company's annual performance.

These indicators are rounded out by cash flows from operating activities and free cash flow, both of which the Company uses for internal planning purposes.

Free cash flow is defined as cash flows from operating activities plus cash flows from investing activities and is a key indicator used to ensure that cash flows from operating activities are sufficient to cover investments. Because Borussia Dortmund's strategic objective is to maximize sporting success without incurring new debt, free cash flow is a key



DFL-Supercup
17 August 2021
BVB - Bayern München 1:3



2nd match day
21 August 2021
SC Freiburg - BVB 2:1

indicator for the club. In light of steadily growing transfer sums, free cash flow is thus becoming increasingly important. Furthermore, it is an indicator used to determine whether Borussia Dortmund has sufficient funds to finance the steady dividend payments to its shareholders. Therefore, Borussia Dortmund strives to continuously optimise free cash flow.

Non-financial performance indicators

Borussia Dortmund's only non-financial performance indicator is the reach of its brand.

The reach of Borussia Dortmund's brand is determined by a number of criteria that, when taken together, are representative of the brand's reach.

Some of these criteria are measurable, while others are not. Nevertheless, they are a reflection of the Company's appeal.

The number of criteria varies and they are thus exchangeable. While any one factor may be of relevance during a given season, this may not

necessarily be the case in subsequent years. New media in particular constantly provides new value drivers: for instance, the number of Facebook fans or page impressions represent relevant indicators.

Measurable criteria include, for example, the number of season tickets sold, attendance figures and television broadcast hours.

Awards, surveys and studies represent possible criteria that cannot be measured quantitatively. Another "soft" criterion is the deliberate selection of sponsors whose products and brand images are aligned with the Borussia Dortmund brand.

Borussia Dortmund's decision-makers receive reports about all criteria on a regular basis. Furthermore, taken as a whole, these are an indicator of the success of the Company's strategic alignment.

Compared to the previous year, there were no changes to Borussia Dortmund's control system.



3rd match day
27 August 2021
BVB - TSG Hoffenheim 3:2



4th match day
11 September 2021
Bayer Leverkusen - BVB 3:4

DEVELOPMENT OF THE MARKET AND COMPETITIVE ENVIRONMENT

Sponsorships

Borussia Dortmund again had two kit sponsors for the 2021/2022 season. Evonik Industries AG is the kit sponsor for all international club competitions, friendlies staged abroad and DFB Cup matches. 1&1 Telecommunication SE is the kit sponsor for Borussia Dortmund's Bundesliga appearances.

Borussia Dortmund and the SIGNAL IDUNA Group extended their partnership early until 30 June 2031, opening a new chapter in their long shared history that dates back to 1974.

Borussia Dortmund added General Logistics Systems Germany GmbH & Co. OHG (GLS) as a new Champion Partner for the 2021/2022 season. In addition to being Borussia Dortmund's official logistics partner, GLS is also the club's sleeve sponsor for international competitions and the DFB Cup.

Borussia Dortmund and Sky Deutschland GmbH entered into a comprehensive and long-term cooperation agreement covering content, sales and marketing for a minimum of four years beginning with the 2021/2022 season.

Borussia Dortmund also extended its partnership with the online sports betting company bwin, which

joined on as a Champion Partner in 2017, by a further three seasons until 30 June 2024.

Borussia Dortmund is also extending its partnership with Radeberger Gruppe KG in place since 2008, which means that Brinkhoff's beer will continue to be served at SIGNAL IDUNA PARK at least until the end of the season in 2028.

Furthermore, Borussia Dortmund is continuing its successful partnership with European IT security company ESET. The cooperation with this Champion Partner, which also acts as Borussia Dortmund's IT security partner, was extended by two more years until 30 June 2025.

Borussia Dortmund signed a far-reaching partnership agreement with its newest Premium Partner, the sports brand KETTLER, for an initial term of one year.

Borussia Dortmund extended the contract with its Premium Partner REWE Dortmund SE & Co. KG until 30 June 2026.

A two-year extension was also agreed with Eurowings, which has been a Borussia Dortmund Premium Partner since the 2016/2017 season. The stand-out symbol of this partnership is the team



1st match day UCL
15 September 2021
Besiktas Istanbul - BVB 1:2



5th match day
19 September 2021
BVB - Union Berlin 4:2

Airbus, which flies Borussia Dortmund to its European away matches, as well as the fan Airbus, which was rolled out in May 2022 in a special black and yellow paint scheme that the team's fans had a hand in designing.

Borussia Dortmund and ATLAS, Europe's largest safety footwear manufacturer, extended their premium partnership by five years until 30 June 2027.

Borussia Dortmund and Frostkrone Food Group, partners since January 2017, also extended their partnership by a further two years until 30 June 2023. Frostkrone in particular also sponsored Borussia Dortmund's foray into e-football in October 2020.

Dortmunder Stadtwerke AG (DSW21) will remain a partner of Borussia Dortmund's until at least the end of the 2023/2024 season.

Since April 2022, Borussia Dortmund has operated "BVBBusinessNetzwerk", an exclusive network that brings together valuable B2B contacts on a whole new level and further deepens the club's friendly relationships with sponsors, partners and customers – and between those groups.

Despite the restrictions on spectator numbers imposed in response to the pandemic, Borussia Dortmund met almost all of its contractual service obligations in the hospitality areas during the 2021/2022 season. Given the current infection

rates and barring any policy decisions to the contrary, it assumes that it will likewise be able to do so in the 2022/2023 season.

Transfer deals

Six players left Borussia Dortmund in the summer of 2021. Jadon Sancho transferred to Manchester United. After loaning Leonardo Balerdi last season, Ligue 1 side Olympique Marseille exercised its buy option to permanently secure the defender's services. Thomas Delaney now competes in the Champions League with La Liga's Sevilla FC. Sergio Gómez had spent both the 2019/2020 and 2020/2021 seasons on loan to Spanish side SD Huesca, and Borussia Dortmund has now reached an agreement to transfer him to Belgian championship record-holders RSC Anderlecht on a permanent basis. Jeremy Toljan permanently joined Serie A side U.S. Sassuolo after spending two years on loan with the club. Łukasz Piszczek ended his career after eleven years at BVB.

During the winter transfer window, Borussia Dortmund loaned midfielder Ansgar Knauff to Europa League champions Eintracht Frankfurt until 30 June 2023. Tobias Raschl transferred to Bundesliga rivals Spielvereinigung Greuther Fürth. In March 2022, Borussia Dortmund and goalkeeper Roman Bürki agreed to prematurely terminate their contract, which ran until 30 June 2023, with effect from the end of the current season.

In May 2022, Borussia Dortmund reached an agreement with top-flight English club Manchester City to transfer striker Erling Haaland with effect



6th match day
25 September 2021
Bor. M'gladbach - BVB 1:0



2nd match day UCL
28 September 2021
BVB - Sporting Lissabon 1:0

as at 1 July 2022. Steffen Tigges is another striker leaving Borussia Dortmund. He will join Bundesliga rivals 1. FC Cologne at the start of the coming season. Goalkeeper Marwin Hitz will be plying his trade at Swiss first division side FC Basel. Borussia Dortmund will not be renewing the contracts with Axel Witsel and Dan-Axel Zagadou, which expire on 30 June 2022, and the two players will leave for other teams.

Marin Pongračić and Reinier Jesus Carvalho will also be leaving Borussia Dortmund when their loans end on 30 June 2022. Marcel Schmelzer ended his career after 17 years at the club.

Capital expenditure

Borussia Dortmund signed three new players in the summer of 2021. Dutch international Donyell Malen joined Borussia Dortmund from PSV Eindhoven, signing a contract that runs until 30 June 2026. In addition, the club welcomed goalkeeper Gregor Kobel from Bundesliga rivals VfB Stuttgart, granting the 24-year-old a contract that runs until 30 June 2026. Borussia Dortmund also loaned Marin Pongračić from VfL Wolfsburg until 30 June 2022.

Furthermore, Borussia Dortmund welcomed back Marius Wolf from 1. FC Cologne and Immanuel Pherai from PEC Zwolle following spells on loan. In February 2022, Borussia Dortmund signed Germany international Niklas Süle from the 2022/2023 season on a four-year free transfer from championship record-holders FC Bayern Munich. In May 2022, Borussia Dortmund

announced the signing of Germany international Nico Schlotterbeck from Bundesliga rivals SC Freiburg. The centre back signed a contract that runs from the start of the 2022/2023 season until 30 June 2027. Furthermore, Borussia Dortmund signed striker Karim Adeyemi from Austrian champions RB Salzburg. The Germany international likewise signed a contract until 30 June 2027. Midfielder and Turkey international Salih Özcan transferred to Borussia Dortmund from Bundesliga rivals 1. FC Cologne after signing a contract that runs until 30 June 2026. Borussia Dortmund signed goalkeeper Alexander Meyer from second-division SSV Jahn Regensburg to serve as number two behind Gregor Kobel. The contract runs until 30 June 2024.

TV Marketing

One of the main tasks of the German Football League (DFL Deutsche Fußball Liga GmbH) is to allocate media exploitation rights at national and international level for first and second Bundesliga division matches as well as for the Super Cup and relegation/promotion play-offs. DFL e.V. distributes the resulting income to recipients including the clubs of the first and second Bundesliga divisions. The media rights to German professional football are allocated every four years for four seasons at a time. The tendering process for the media rights, which is reviewed by competition regulator the German Federal Cartel Office, is open, transparent and non-discriminatory.



7th match day
2 October 2021
BVB - FC Augsburg 2:1



8th match day
16 October 2021
BVB - FSV Mainz 05 3:1

The media rights currently allocated relate to the 2021/2022 to 2024/2025 seasons. The clubs can expect income averaging EUR 1.1 billion for these four seasons, corresponding to EUR 4.4 billion in total. The distribution of the TV marketing income was resolved in December 2020. Greater stability and more solidarity are the objectives. In light of the decline in income from national media rights, the consolidation being seen on international markets and the significant decrease in revenue at the club level during the COVID-19 pandemic, the objective of the distribution system is primarily to ensure stability during this period of uncertainty, while setting the course for the future and promoting solidarity at the same time. This offers Bundesliga clubs a solid planning basis during the current difficult situation. Nevertheless, seasons without interruptions as well as timely payments by partners in line with their contracts are essential for ensuring the amount and timing of the envisaged distribution payouts.

The COVID-19 pandemic is also affecting international TV marketing from UEFA competitions. The pandemic-related losses for clubs competing in the UEFA Champions League amount to EUR 416.5 million in the 2019/2020 season and EUR 57.3 million in the 2020/2021 season. So as to stretch the adverse effects out over a longer period, it was decided that the EUR 416.5 million would be withheld from distributions in equal shares (of EUR 83.4 million) over five seasons from 2019/2020 to 2023/2024 and the

EUR 57.3 million in equal shares (of EUR 14.3 million) over four seasons from 2020/2021 to 2023/2024. In specific terms, UEFA will make the deductions before distributing funds to the clubs. Nevertheless, the potential income from UEFA competitions remains extremely lucrative. Borussia Dortmund benefited from the distributions by competing in the group stage of the UEFA Champions League and the knockout round play-offs of the UEFA Europa League this season. It will do the same in the coming season after having again qualified for the group stage of the UEFA Champions League.

For the 2024/2025 season, the UEFA Champions League will follow a new format. A total of 36 teams will play eight matches in a single league, signalling a departure from the six matches played under the current format's 32-team group stage. This will likely further boost the international TV marketing income generated from competing in the UEFA Champions League.

Match operations

Borussia Dortmund could at least welcome back an average of approximately 38,000 spectators to matches at SIGNAL IDUNA PARK over the 2021/2022 season in line with the changing Corona Protection Regulations. On a positive note, the last four Bundesliga home matches could each be played to an almost sell-out crowd – even if the regulatory requirements imposed in response to COVID-19 prevented us from reaching pre-pandemic attendance levels this season.



3rd match day UCL
19 October 2021
Ajax Amsterdam - BVB 4:0



9th match day
23 October 2021
Arminia Bielefeld - BVB 1:3

Given the current infection rates and barring any policy decisions to the contrary, Borussia Dortmund assumes that it will be able to welcome significantly more spectators to SIGNAL IDUNA PARK in the 2022/2023 season than it could this season, which would have a positive effect on ticketing and catering income in comparison with the figures for the past season.

As one financial year draws to a close it is customary for season tickets to go on sale for the next season. Season ticket sales had to be put on hold in the past two years due to the uncertainties surrounding COVID-19, but have now recommenced, and the customary limit of 55,000 season tickets sold was reached.

Other

After an in-depth analysis of the season attended by Marco Rose as well as Hans-Joachim Watzke (Chairman of the Management), Michael Zorc (Sporting Director), Sebastian Kehl (Head of the Professional Squad) and Matthias Sammer (external advisor), Borussia Dortmund decided to part ways with Marco Rose and his assistant coaches early. Edin Terzic, who as caretaker coach led the team to victory in the DFB Cup last year and most recently served as technical director, will coach the professional squad from the coming season on a contract that runs until 30 June 2025. As head coach, Edin Terzic will be joined by Peter Hermann and Sebastian Geppert who will round off the coaching staff.

After 44 years playing for and working at the club, Sporting Director Michael Zorc is leaving Borussia Dortmund effective 30 June 2022. From 1 July 2022 he will be replaced as Sporting Director by Sebastian Kehl, who since the start of the 2018/2019 season has worked as Head of the Professional Squad. His contract runs until 30 June 2025.

U19 coach Mike Tullberg, who won the league title with his team this season, has extended his contract early until 30 June 2026.

On 16 September 2021, Borussia Dortmund, with the consent of the Supervisory Board, resolved to increase its capital by means of a rights issue against cash contributions utilising the existing authorised capital. The share capital was increased by EUR 18,396 thousand from its current level of EUR 92,000 thousand to EUR 110,396 thousand by issuing 18,396,220 new no-par value ordinary bearer shares. The issue price per new share amounted to EUR 4.70. The subscription ratio was set at 5:1. Borussia Dortmund generated gross issue proceeds of EUR 86,462 thousand from the capital increase. Borussia Dortmund used the proceeds from the capital increase to repay its financial liabilities. They will also be used to offset any losses arising due to the impact of any as yet unexpected further COVID-19-related measures or restrictions on the Company's business activities and liquidity fluctuations during the pandemic, and



DFB cup 2nd round
26 October 2021
BVB - FC Ingolstadt 2:0



10th match day
30 October 2021
BVB - 1. FC Köln 2:0

invest in the professional squad. This capital increase by means of a rights issue was successfully implemented and the resulting cash inflow received in October 2021.

At its meeting on 20 September 2021, the Supervisory elected its Deputy Chairman Christian Kullmann to serve as its new Chairman, effective 25 September 2021. Christin Kullmann replaced Gerd Pieper, left the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA at the end of 24 September 2021. Ulrich Leitermann will take over as the Deputy Chairman. At the virtual Annual General Meeting held on 2 December 2021, Dr Bernhard Pellens, Professor of International Corporate Accounting and Academic Director of the Institute of Management (ifu) at Ruhr University Bochum, was elected to the Supervisory Board with 86% of the vote.

At its meeting on 2 December 2021, the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA resolved to form an Audit Committee and appointed its members. Dr Bernhard Pellens was

elected Chairman of the Audit Committee, Mr Ulrich Leitermann as Deputy Chairman of the Audit Committee and Ms Silke Seidel as a member of the Audit Committee.

The girl's and women's football programme at Borussia Dortmund successfully kicked off its inaugural 2021/2022 season in the local league. Instead of acquiring the licence of another professional club, we are organically developing and promoting girl's and women's football from within our club. The BVB women won every competitive match in their first local league season, making the convincing leap to the county league where they will compete in the coming season.

At the start of September 2021, BVB's official Twitch channel, which now has more than 70,000 followers, celebrated its one-year anniversary.

In the current financial year, Borussia Dortmund published its fifth Sustainability Report* entitled "United by Borussia! Borussia leads the way!" at <https://verantwortung.bvb.de/2019/en/home-en/>.

** In accordance with the statutory requirements, the Sustainability Report does not fall under the scope of Deloitte GmbH Wirtschaftsprüfungsgesellschaft's audit of the consolidated financial statements.*



4th match day UCL
3 November 2021
BVB - Ajax Amsterdam 1:3



11th match day
6 November 2021
Rasenballsport Leipzig - BVB 2:1

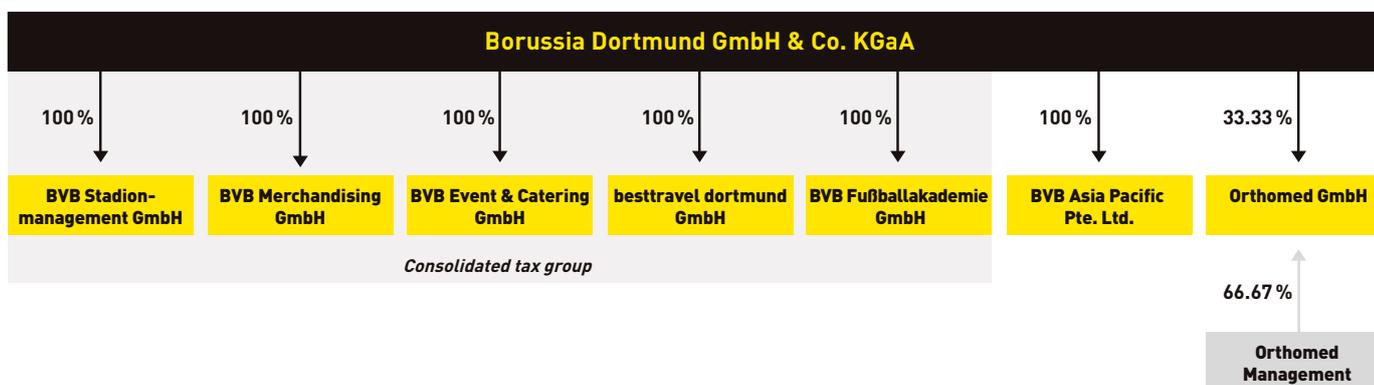
GENERAL INFORMATION ABOUT THE COMPANY

GROUP STRUCTURE AND BUSINESS OPERATIONS

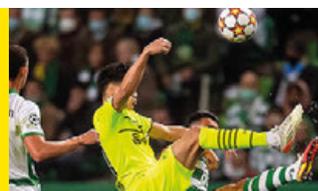
In addition to its core activities of playing football and marketing SIGNAL IDUNA PARK, Borussia Dortmund has established football-related lines of business. The Company currently holds indirect and direct equity investments in the following companies: BVB Stadionmanagement GmbH (100.00%), BVB Merchandising GmbH (100.00%), BVB Event & Catering GmbH (100.00%), BVB Asia

Pacific Pte. Ltd. (100.00%), besttravel dortmund GmbH (100.00%), BVB Fußballakademie GmbH (100.00%) and Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH (Orthomed GmbH) (33.33%).

Some of these companies have concluded profit and loss transfer agreements with the parent.



12th match day
20 November 2021
BVB - VfB Stuttgart 2:1



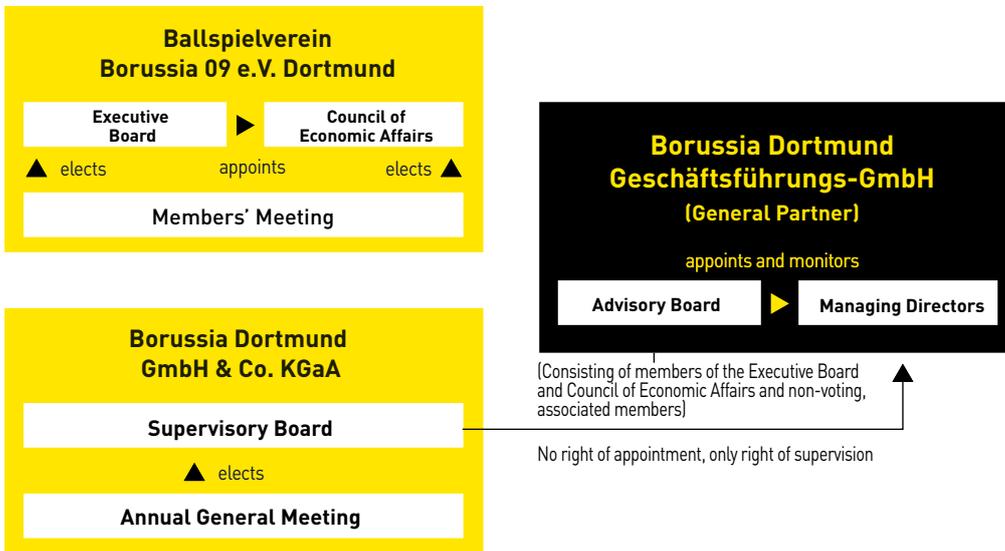
5th match day UCL
24 November 2021
Sporting Lissabon - BVB 3:1

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 for its part represented by Managing Directors Hans-Joachim Watzke (Chairman), Thomas Treß and Carsten

Cramer; 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. 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 to define 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 members of the Company's Supervisory Board in the 2021/2022 financial year, their right to remuneration, their occupations and their further responsibilities on other management bodies are listed below:



13th match day
 27 November 2021
 VfL Wolfsburg - BVB 1:3



14th match day
 4 December 2021
 BVB - Bayern München 2:3

SUPERVISORY BOARD of Borussia Dortmund GmbH & Co. KGaA

Christian Kullmann	Ulrich Leitermann	Bernd Geske	Judith Dommermuth	Björn Gulden	Dr. Reinhold Lunow	Silke Seidel	Bodo Löttgen	Prof. Dr. Bernhard Pellens	Gerd Pieper
Chairman (since 25 September 2021 / Deputy Chairman of the Supervisory Board until 24 September 2021)	Deputy Chairman (since 25 September 2021)							(since 2 December 2021)	Retired (Chairman of the Supervisory Board until 24 September 2021)

FULL REMUNERATION PAYABLE FOR 2021/2022 (EUR '000)

45	37	24	24	24	24	27	24	21	11
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OCCUPATIONS (as at 30 June 2022)

Chairman of the Executive Board of Evonik Industries AG, Essen	Chairman of the Managing Boards of group parent companies of the SIGNAL IDUNA Group, Dortmund (SIGNAL Krankenversicherung a.G., Dortmund; SIGNAL IDUNA Lebensversicherung a.G., Hamburg; SIGNAL IDUNA Unfallversicherung a.G., Dortmund; SIGNAL IDUNA Allgemeine Versicherung AG, Dortmund)	Managing partner of Bernd Geske Lean Communication, Meerbusch	Managing partner of JUVIA Verwaltungs GmbH, Cologne	Chief Executive Officer of PUMA SE, Herzogenaurach	Medical Director of Praxisklinik Bornheim, Bornheim	Senior Executive at Dortmunder Stadtwerke AG and Managing Director of Hohenbuschei Beteiligungsgesellschaft mbH, Westfalentor 1 GmbH and Dortmund Logistik GmbH, all in Dortmund	Chair of the CDU parliamentary group in the state parliament of North Rhine-Westphalia, detective chief inspector (<i>Kriminalhauptkommissar</i>) (ret.), public administration graduate	Professor of International Corporate Accounting at Ruhr University Bochum, Academic Director of the Institute of Management (ifu) at Ruhr University Bochum and Honorary Professor at Tongji University in Shanghai, China	Privateer; former Managing Director of Stadt-Parfümerie Pieper GmbH, Herne
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OTHER FUNCTIONS on statutory supervisory boards and comparable German or foreign supervisory bodies of commercial enterprises (as at 30 June 2022)

Member and Chairman of the Supervisory Board of Dortmund Volksbank eG, Dortmund	Member and Chairman of the Supervisory Board of Sana Kliniken AG, Ismaning	Chairman of the Board Salling Group A/S, Braband, Denmark (since 6 March 2020)	Member of the Supervisory Board of Tchibo GmbH, Hamburg	Member of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund	Member of the Supervisory Board of LVM Landwirtschaftlicher Versicherungsverein Münster a. G. in Münster (non-listed company)	Member of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund (until 21 November 2021)	Member of LVM Krankenversicherungs-AG in Münster (non-listed company)
		Member of the Board of Essity (Aktiebolag), Stockholm, Sweden (since 24 March 2022)					



6th match day UCL
7 December 2021
BVB - Besiktas Istanbul 5:0

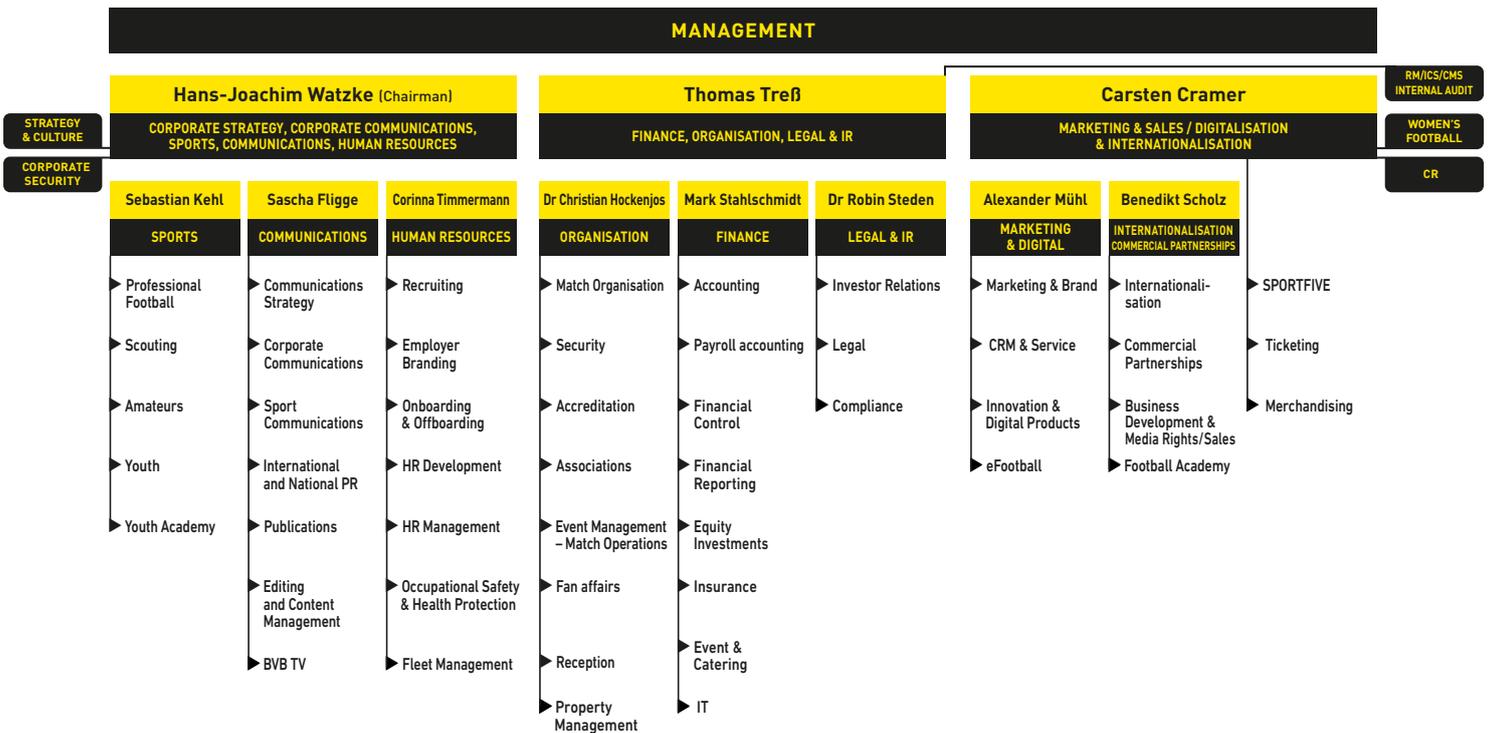


15th match day
11 December 2021
VfL Bochum - BVB 1:1

At its meeting on 2 December 2021, the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA resolved to form an Audit Committee and appointed its members. Dr Bernhard Pellens was elected Chairman of the Audit Committee, Mr Ulrich Leitermann as Deputy Chairman of the Audit Committee and Ms Silke Seidel as a member of the Audit Committee.

Within Borussia Dortmund GmbH & Co. KGaA there are eight independent functional areas below the management level, namely, "Sports", "Communications", "Human Resources", "Organisation", "Finance", "Legal & IR", "Marketing & Digital" and "Internationalisation/Commercial Partnerships". The responsible employees during the reporting period 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



16th match day
 15 December 2021
 BVB - Greuther Fürth 3:0



17th match day
 18 December 2021
 Hertha BSC - BVB 3:2

INTERNAL MANAGEMENT AND CONTROL SYSTEM

Sports management

Going forward, we will continue to focus on achieving success on the pitch 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 makeup 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 also establishing a presence in European competitions going forward.

Financial management

Borussia Dortmund uses the result from operating activities and the operating result as indicators for measuring the economic success of the Company. Borussia Dortmund derives its result from operating activities from earnings before interest and taxes (EBIT) and its operating result from earnings before interest, taxes and depreciation and amortisation (EBITDA). The Company continuously monitors both the operating result (EBITDA) and the result from operating activities (EBIT) of the segments on the basis of monthly comparisons of the budgeted and actual figures. To optimise these indicators, the main factors to be leveraged are revenue, which

can be additionally improved in the major revenue categories of match operations, advertising, TV marketing and net transfer income, as well as operating expenses, which can be lowered through disciplined 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 (EBITDA) and the result from operating activities (EBIT), a positive free cash flow is therefore the most important financial objective of our Company. We seek to optimise these cash flows.

In the coming years, Borussia Dortmund 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. One of the main ways in which we will reach these objectives is by improving the operating result and making effective investments.

The management uses the result from operating activities (EBIT), the operating result (EBITDA) and the net profit/loss for the year to manage the Company.



18th match day
8 January 2022
Eintracht Frankfurt - BVB 2:3



19th match day
14 January 2022
BVB - SC Freiburg 5:1

CORPORATE STRATEGY

Borussia Dortmund pursues 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 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 marketing, advertising, match operations, transfer deals, conference, catering and miscellaneous activities, 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 compared to other European football clubs.
- 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. Borussia Dortmund uses its sporting and financial success to assume responsibility, which is tied closely to Dortmund and the surrounding region, and recognises sustainable development as a guiding principle at global level. What it means for Borussia Dortmund is to act in a way that satisfies the needs of today without restricting the opportunities of future generations, while giving equal consideration to the three dimensions of sustainability – economic efficiency, social equity and environmental viability.



DFB cup round of 16
18 January 2022
FC St. Pauli - BVB 2:1



20th match day
22 January 2022
TSG Hoffenheim - BVB 2:3

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
- Structuring our business activities and relationships sustainably

Financial performance and business development are 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 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 the long term. In such cases, management weighs the opportunities and risks to find a solution that does adequate justice to the Company's strategic objectives.

Advertising plays a key role in this context. Over the years, advertising 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 Group (ending 2031) and PUMA International Sports Marketing B.V. (ending 2028), the Company's chief partners, as well as the two primary sponsors 1&1 Telecommunication SE and Evonik Industries AG (both ending 2025).

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



21st match day
6 February 2022
BVB - Bayer Leverkusen 2:5



22nd match day
13. Februar 2022
Union Berlin - BVB 0:3

DIVIDEND POLICY

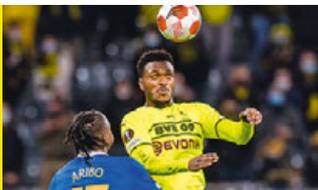
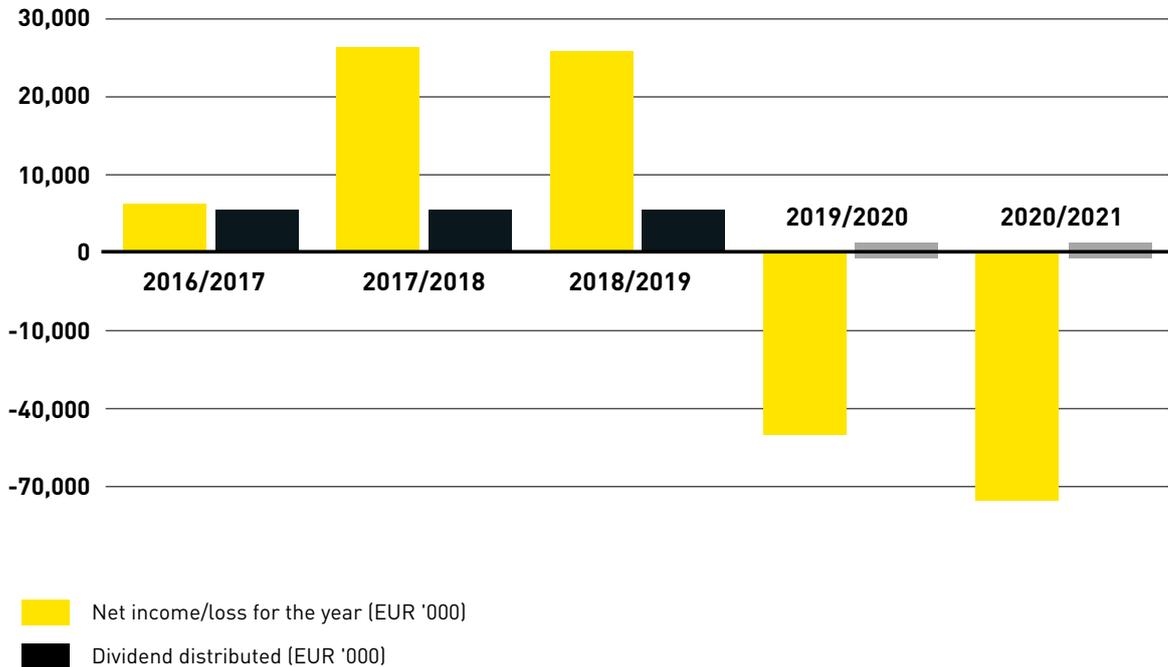
Two key indicators are assessed to shape Borussia Dortmund's dividend policy.

On the one hand, Borussia Dortmund assesses its earnings situation, and in the financial years before COVID-19 it generated a net profit. The Company reported a net loss for the current financial year, in particular on account of the continuing effects of the COVID-19 pandemic.

On the other hand, free cash flow is used to ensure that cash flows from operating activities are sufficient to cover investments.

In order to remain competitive, Borussia Dortmund intends to use its net income for the year and cash and cash equivalents primarily for investments. The primary focus is on strengthening the professional squad, modernising SIGNAL IDUNA PARK and expanding the training ground in Dortmund-Brackel. Despite these investments, it is Borussia Dortmund's aim to continue distributing a dividend to its shareholders every year, provided it generates a net profit.

Dividend distribution



UEFA Europa League
 17 February 2022
 BVB - FC Rangers 2:4



23rd match day
 20 February 2022
 BVB - Borussia M'gladbach 6:0

SEPARATE NON-FINANCIAL GROUP REPORT

Please see the 2021/2022 Sustainability Report with regard to the disclosures within the meaning of §§ 289b, 315b of the German Commercial Code (*Handelsgesetzbuch*, "HGB"). The Sustainability Report includes the Group's non-financial report for the 2021/2022 financial year within the

meaning of §§ 315b, 315c in conjunction with §§ 289c to 289e HGB, which was subject to a limited assurance engagement. As at 31 October 2022, the Sustainability Report will be published online at <https://verantwortung.bvb.de/en>.*

CORPORATE GOVERNANCE DECLARATION PURSUANT TO § 315D HGB

Pursuant to § 315d of the German Commercial Code (*Handelsgesetzbuch*, "HGB"), listed German stock corporations (*Aktiengesellschaften*) must prepare a corporate governance declaration. This declaration includes the declaration of conformity with the German Corporate Governance Code, and presents the corporate governance practices and the working principles of the management and the Supervisory Board and its committees. The corporate governance declaration is not included in the management report and is instead published online

at <https://aktie.bvb.de/eng/Corporate-Governance/Corporate-Governance-Declaration>*.

The separate non-financial Group report is published online at <https://aktie.bvb.de/eng/Corporate-Governance/sustainability-report>.*

**In accordance with the statutory requirements, Deloitte GmbH Wirtschaftsprüfungsgesellschaft has neither substantively audited the cross-references nor the information to which the cross-references refer.*



UEFA Europa League
24 February 2022
FC Rangers - BVB 2:2



24th match day
27 February 2022
FC Augsburg - BVB 1:1

POSITION OF THE COMPANY

DEVELOPMENT OF PERFORMANCE INDICATORS

Development of financial performance indicators

In the 2021/2022 financial year, Borussia Dortmund's financial performance indicators – revenue, consolidated total operating proceeds, operating result (EBITDA), result from operating activities (EBIT), net profit/net loss for the year, cash flows from operating activities and free cash flow – were as follows:

Revenue

Revenue amounted to EUR 351,645 thousand in the reporting period. In the Annual Report as at 30 June 2021, Borussia Dortmund forecast revenue of EUR 374,000 thousand.

Consolidated total operating proceeds

Consolidated total operating proceeds (total revenue plus gross transfer proceeds generated) amounted to EUR 456,886 thousand in the reporting period.

As at 30 June 2021, Borussia Dortmund had forecast that consolidated total operating proceeds would amount to approximately EUR 484,000 thousand in financial year 2021/2022.

Operating result (EBITDA)

EBITDA amounted to EUR 80,761 thousand in the past financial year; the forecast for the full 2021/2022 financial year in the Annual Report dated 30 June 2021 had projected EBITDA to exceed the result from operating activities (EBIT) by approximately EUR 107,000 thousand.

Result from operating activities (EBIT)

In the past financial year, the result from operating activities amounted to EUR -29,181 thousand and the net loss for the year totalled EUR 35,059 thousand. The report on expected developments dated 30 June 2021 forecast a net loss for the year of between approximately EUR 12,000 thousand and EUR 17,000 thousand. The result from operating activities (EBIT) for the full 2021/2022 financial year was forecast at approximately EUR 2,000 thousand below the net loss for the year.

Cash flows from operating activities

Cash flows from operating activities amounted to EUR 35,071 thousand in the 2021/2022 financial year.

Borussia Dortmund forecasted as at 30 June 2021 that it would generate cash flows from operating activities of approximately EUR 30,000 thousand for the full 2021/2022 financial year.

Free cash flow

Free cash flow in the 2021/2022 financial year amounted to EUR -16,293 thousand. The report on expected developments for the 2021/2022 financial year dated 30 June 2021 had forecast free cash flow of EUR -26,000 thousand.

The forecasts prepared as at 30 June 2021 could not be met due in particular to the ongoing restrictions imposed in response to the COVID-19 pandemic and the early elimination from international cup competitions.



25th match day
16 March 2022
FSV Mainz 05 - BVB 0:1



26th match day
13 March 2022
BVB - Arminia Bielefeld 1:0

Borussia Dortmund Group (IFRS)

EUR '000	2021/2022	2020/2021
Revenue	351,645	334,171
Consolidated total operating proceeds	456,886	358,577
Operating result (EBITDA)	80,761	38,950
Result from operating activities (EBIT)	-29,181	-72,093
Net profit/net loss for the year	-35,059	-72,810
Cash flows from operating activities	35,071	15,947
Free cash flow	-16,293	-46,075

Development of non-financial performance indicators

The past financial year was marked by a number of social challenges, thrusting professional football from one crisis to the next in quick succession. Despite the ongoing pandemic, catastrophic flooding in Germany and the war in Ukraine, Borussia Dortmund once again championed its values and took a stand.

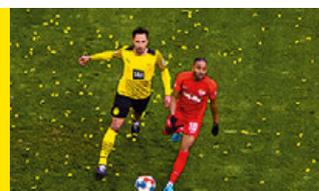
With regard to events in Europe, Borussia Dortmund demonstrated solidarity and has pooled its strengths to help those suffering as a result of the war in Ukraine. Borussia Dortmund has teamed up with the BVB Department for Fan Affairs, Fan-Projekt Dortmund e.V., the fanzine schwartzgelb.de and the "Bündnis Südtribüne" fan initiative to launch a large-scale fundraising campaign for people in Ukraine affected by the war. A charity match against Dynamo Kyiv was then held in April 2022, which raised EUR 400,000. Borussia Dortmund also helped out those in its own region affected by the catastrophic flooding, holding another charity match in Hagen, with the proceeds going to the City of Hagen. Like several

other cities, Hagen suffered massive flood damage. The response to the pandemic did not just involve acts of solidarity between the fan community and BVB's "leuchte auf" foundation, it also included twice turning the stadium into a vaccination centre.

This is proof that football remains a social force that must be strengthened and protected. The club also pushed forward with its efforts to combat discrimination. True to the guiding principle "United by Borussia", Borussia Dortmund has for many years organised projects that promote a culture of remembrance and education and has taken a stand for social diversity. "Changing the Chants", an EU-funded cooperation project between the Anne Frank House in Amsterdam and Dutch first-division club Feyenoord Rotterdam, was presented to an international audience at a press conference in Oświęcim, Poland, in the past financial year. The outcome of the project was to develop guidelines for combating anti-Semitism in football. The gravity that Borussia Dortmund attaches to its work in this



27th match day
20 March 2022
1. FC Köln - BVB 1:1



28th match day
2 April 2022
BVB - Rasenballsport Leipzig 1:4

area was further underscored after a 20-strong BVB delegation visited Israel in May 2022 and the stadium hosted the first symposium on "Anti-Semitism in Professional Football", organised by DFL Deutsche Fußball Liga GmbH, the World Jewish Congress and the Central Council of Jews in Germany. For Borussia Dortmund, it is incredibly important to ensure that our efforts at fighting anti-Semitism are a permanent and consistent feature so that we can set out in concrete terms how we assume social responsibility.

How important it is for professional football to meet social and environmental challenges and play an active role in addressing them is also underscored by the fact that sustainability guidelines are anchored in the German Football League (DFL) licensing procedure. The resolution was adopted at the DFL Members Assembly in May 2022. This satisfied the demand made by the "Future of Professional Football" task force to include a clear commitment to sustainability in all its dimensions in the preamble to the statutes of DFL e.V. The criteria bring together sustainability in all its dimensions, reflecting environmental, economic and social requirements placed on the clubs. Borussia Dortmund believes that revising the licensing procedure is the right move and an important step for each individual club and the Bundesliga as a whole. The sustainability criteria will apply for the first time to the licensing procedure for the 2023/2024 season.

In addition to the social dimension of sustainability, Borussia Dortmund also takes its environmental responsibility seriously. With this in mind, the club formed additional cross-disciplinary project groups that will increasingly tackle the issues related to the use of resources in match operations and mobility. In cooperation with Dortmund's municipal utilities authority (DSW21), Borussia Dortmund is expanding its KombiTicket combined match/transport ticket for both individual matches and season tickets. They will now cover the entire state of North Rhine-Westphalia, thereby increasing the use of public transport and helping to cut CO2 emissions. The tickets had previously only been valid within the VRR transport authority region. Borussia Dortmund is also helping make employees' daily commute more environmentally friendly by offering the chance to lease a bicycle via Borussia Dortmund on a subsidised basis.

The club's environmental commitment also includes educational projects in the region organised as part of the BVB KidsClub and the BVB Foundation. The BVB Educational Garden, Stadt.Nah.Tour and Borsig-Bienen projects are primarily aimed at environmental education for children and young people in the topic areas of "our natural surroundings", "biodiversity" and "environmental protection".

The stadium presents Borussia Dortmund with major energy challenges that need to be addressed in a structured way that factors in feasibility and economic



29th match day
8 April 2022
VfB Stuttgart - BVB 0:2



30th match day
16 April 2022
BVB - VfL Wolfsburg 6:1

efficiency. In September 2021, we reviewed all properties, beginning with their energy consumption. We have finished documenting the actual energy performance. The corresponding measures to achieve the structural and technical modernisation of the stadium have been developed and will be implemented and pursued in stages beginning from the start of the new financial year. Plans to expand the e-charging infrastructure are also ongoing and are expected to be completed by autumn 2022.

In addition to regular meetings of its internal sustainability working group, Borussia Dortmund invited its partners and sponsors to a first sustainability round table at the stadium in June 2022. This included presenting Borussia Dortmund's sustainability strategy and outlining the progress made in updating the DFL licensing procedure. The first round table finished on a successful note with a host of positive insights, a lively discussion and an expanded network.

How sustainable are professional sports clubs? The international team at the London-based Global Sustainability Benchmark in Sports (GSBS) has set itself the task of finding out. The independent non-profit uses a scientific approach to analyse the sustainability performance of major clubs and associations.

Borussia Dortmund took first place in "Best Corporate Performance" and the special category "Best Total Performance", outperforming other clubs such as Juventus Turin and Real Betis Sevilla.

In September 2021, Borussia Dortmund joined the UN's Global Compact, the world's largest initiative for sustainable and responsible corporate governance. In joining the initiative, Borussia Dortmund has committed to acting in line with the UN Global Compact's ten principles on human rights, labour standards and fighting corruption and to working to achieve the UN's sustainable development goals. Using learning formats, the UN Global Compact helps companies to act responsibly and promote solutions to address global challenges.

You can find all you need to know about sustainable development at Borussia Dortmund in our 2021/2022 Sustainability Report*, which will be available from 31 October 2022 at <https://verantwortung.bvb.de/en>.

** In accordance with the statutory requirements, the Sustainability Report does not fall under the scope of Deloitte GmbH Wirtschaftsprüfungsgesellschaft's audit of the consolidated financial statements.*



31st match day
23 April 2022
Bayern München - VfL Bochum 3:1



32nd match day
30 April 2022
BVB - VfL Bochum 3:4

RESULTS OF OPERATIONS

During the reporting period (1 July 2021 to 30 June 2022), Borussia Dortmund generated revenue of EUR 351,645 thousand (previous year: EUR 334,171 thousand), EUR 17,474 thousand more than in the previous year. Net transfer income amounted to EUR 61,866 thousand (previous year: EUR 15,401 thousand).

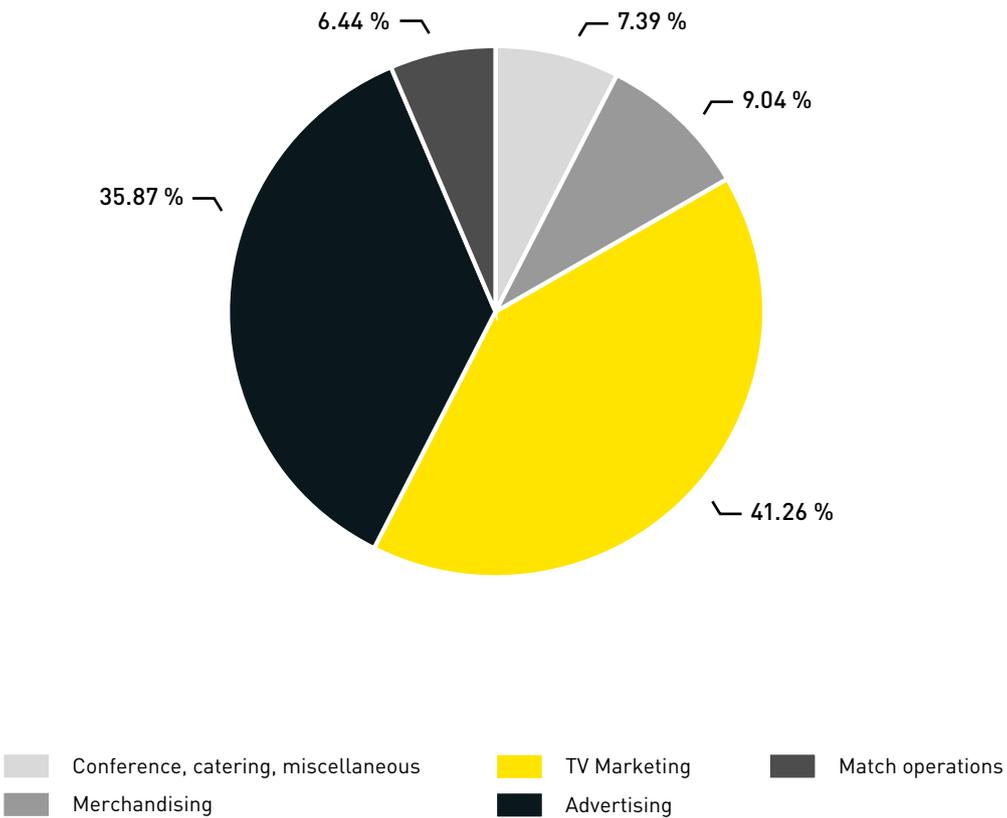
Earnings before taxes amounted to EUR -33,368 thousand (previous year: EUR -73,152 thousand); the result from operating activities (EBIT)

amounted to EUR -29,181 thousand (previous year: EUR -72,093 thousand).

During the current reporting year, the operating result (EBITDA) amounted to EUR 80,761 thousand (previous year: EUR 38,950 thousand).

Borussia Dortmund generated a net loss of EUR 35,059 thousand during the 2021/2022 financial year (previous year: net loss of EUR 72,810 thousand).

Borussia Dortmund Group – Revenue in percent



33rd match day
 7 May 2022
 Greuther Fürth - BVB 1:3



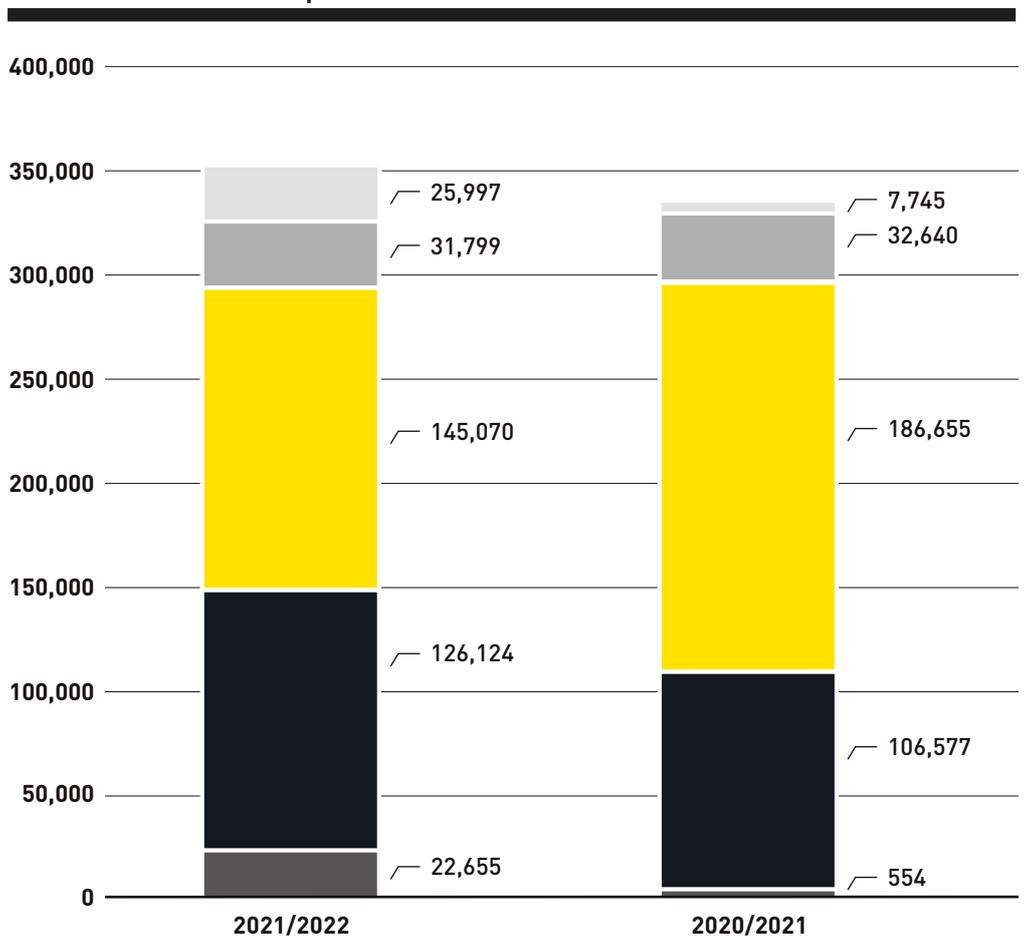
34th match day
 14 May 2022
 BVB - Hertha BSC 2:1

REVENUE TREND

Borussia Dortmund generated revenue of EUR 351,645 thousand in the 2021/2022 financial year, representing an increase of EUR 17,474 thousand or 5.23%. On the one hand, the increase in income is attributable in particular to higher income from match operations and from conference, catering

and miscellaneous due to the relaxation by lawmakers of restrictions on spectator numbers, and on the other hand to growth in advertising income. This was countered by almost constant merchandising income and a decline in TV marketing income.

Borussia Dortmund Group – Revenue in EUR '000



Conference, catering, miscellaneous
 TV Marketing
 Match operations

 Merchandising
 Advertising

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

Income from match operations

Income from match operations increased by EUR 22,101 thousand to EUR 22,655 thousand in financial year 2021/2022.

Income from match operations for domestic competitions rose by EUR 17,186 thousand to EUR 17,730 thousand.

Borussia Dortmund could at least welcome back an average of approximately 42,000 spectators to the 17 Bundesliga home matches played at SIGNAL IDUNA PARK over the 2021/2022 season in line with the changing Corona Protection Regulations. In the previous year, only a small number of spectators had been permitted to attend just three Bundesliga home matches.

The income from domestic and international cup competitions increased by EUR 4,167 thousand. No income was generated in this area in the previous year due to the pandemic. This season, SIGNAL IDUNA PARK hosted an average of approximately 26,000 spectators at the six national and international cup matches held at home (including the DFL Super Cup).

Borussia Dortmund generated income of EUR 758 thousand from friendlies and ticket proceeds generated by the club's other teams in this financial year (previous year: EUR 9 thousand) in the context of changing Corona Protection Regulations. Unlike before COVID, the pandemic prevented the squad from travelling to Asia or the United States for preseason tours.

Income from advertising

Borussia Dortmund generated advertising income of EUR 126,124 thousand in the past financial year (previous year: EUR 106,577 thousand), corresponding to growth of 18.34% and a 35.87% share (second-largest) of total revenue.

Advertising income increased in particular due to the fact that, unlike in the previous year, the hospitality areas were operating at full capacity at each of the 23 home matches played. As a result, income grew by EUR 12,075 thousand in this area. Income generated with Champion Partners, Premium Partners and Partners and income from match-day marketing also increased, while the less successful sporting performance caused a decline in bonuses received.

The strategic partnerships with the two primary sponsors Evonik Industries AG and 1&1 Telecommunication SE as well as with the equipment supplier, PUMA SE, remain the foundation for sponsorship income. The holder of the stadium's naming rights, SIGNAL IDUNA (partnership extended early until 30 June 2031), the sleeve sponsor, Opel Automobile GmbH, and the ten Champion Partners continue to contribute greatly to income from advertising.

Furthermore, advertising income includes bonuses for sporting success, in particular for the second-place Bundesliga finish, which directly qualified the team for the group stage of the UEFA Champions League in the 2022/2023 season.

Income from TV marketing

In financial year 2021/2022, income from TV marketing once again represented the highest share of revenue (41.26%); however, it declined by EUR 41,585 thousand year on year to EUR 145,070 thousand. The decrease was attributable to both national and international TV marketing income and to the marketing of national cup competitions.

Income from domestic TV marketing amounted to EUR 78,503 thousand (previous year: EUR 97,826 thousand), down EUR 19,323 thousand against the prior-year reporting period. The 2021/2022 season was the first covered by the media rights newly allocated by the German Football League (DFL Deutsche Fußball Liga GmbH) for seasons from

2021/2022 to 2024/2025, under which clubs can expect income averaging EUR 1.1 billion (total of EUR 4.4 billion), with the distributions increasing with each passing season. This constitutes a reduction of 5.17% on the previous allocation period, in which EUR 4.64 billion was paid out to the clubs (also with increasing distributions). This general reduction and the fact that a more lucrative final year of the old allocation period is being compared with the first year of the new media rights allocation period cause a decline in income from national TV marketing.

Income from international TV marketing for competing in the UEFA Champions League and knockout round play-offs in the UEFA Europa League amounted to EUR 62,741 thousand in the financial year ended (previous year: EUR 78,698 thousand). The year-on-year decline of EUR 15,957 thousand is due primarily to the team's elimination in the group stage of the UEFA Champions League and the fewer bonus points during the group stage. This could not be offset by participating in the UEFA Europa League since the team exited that tournament early in the knockout round play-offs.

In the domestic cup competition, Borussia Dortmund reached the round of 16 after having won the DFB Cup in the previous year. Income from domestic cup competitions thus amounted to EUR 3,790 thousand (previous year: EUR 10,131 thousand).

Merchandising

Income from merchandising decreased slightly by EUR 841 thousand to EUR 31,799 thousand in the past 2021/2022 financial year. In the previous year, EUR 32,640 thousand had been recognised for this item. The brick-and-mortar fan shops saw revenue increase as against the previous year, which was overshadowed by fan shop closures in response to the COVID-19 pandemic. By contrast, revenue in the online business declined due in part to the higher revenue at the brick-and-mortar fan shops.

Conference, catering and miscellaneous income

Borussia Dortmund's conference, catering and miscellaneous income increased by EUR 18,252 thousand from EUR 7,745 thousand in the previous year to EUR 25,997 thousand. This also included revenue from advance booking fees, rental and lease income, release fees for national team players, income from players on loan, and training compensation.

Conference and catering income, which comprises income generated by the hospitality areas, public catering services and events, increased by EUR 11,047 thousand from EUR 661 thousand in the previous year to EUR 11,708 thousand.

In comparison with the previous year, when the lack of spectators at 21 of 24 home matches and fewer customers at the first three Bundesliga home fixtures meant that only limited revenue was generated, both in public and hospitality catering, this year the hospitality areas were again operating at full capacity and an average of approximately 38,000 spectators were in attendance at SIGNAL IDUNA PARK, resulting in revenue growth of EUR 8,804 thousand year on year. Events outside of match operations such as private celebrations, corporate events, trade fairs and stadium tours also resumed in the past financial year, which caused this income to increase by EUR 2,243 thousand year on year.

Advance booking fees and postage for match and season tickets also increased in line with the higher spectator numbers and recommencement of season ticket sales for the 2022/2023 season, rising by EUR 3,059 thousand to EUR 3,766 thousand in the reporting period from 1 July 2021 to 30 June 2022 (previous year: EUR 707 thousand).

The release fees for national team players of EUR 4,694 thousand (previous year: EUR 2,268 thousand) grew as against the previous year due in particular to national team player releases in the context of the 2020 European Championship, which was held in 2021.

The income from players on loan and training compensation decreased slightly year on year, declining by EUR 378 thousand to EUR 1,237 thousand. This comprised mainly the loan of player Ansgar Knauff to Eintracht Frankfurt and training compensation for various players, in particular for Achraf Hakimi. In the previous year, the income was mainly recognised for the loans of players Leonardo Balerdi, Jeremy Toljan and Sergio Gómez.

Net transfer income

Net transfer income rose by EUR 46,465 thousand to EUR 61,866 thousand. This includes primarily transfer proceeds from the departures of the players Jadon Sancho (Manchester United), Leonardo Balerdi (Olympique Marseille), Thomas Delaney (Sevilla FC), Sergio Gómez (SD Huesca), Chris Führich (SC Paderborn) and Tobias Raschl (Spielvereinigung Greuther Fürth) as well as subsequent transfer proceeds less residual carrying amounts and selling costs incurred.

Gross transfer proceeds amounted to EUR 105,241 thousand (previous year: EUR 24,406 thousand). The

residual carrying amounts amounted to EUR 19,366 thousand (previous year: EUR 7,720 thousand) and transfer costs amounted to EUR 24,009 thousand (previous year: EUR 1,285 thousand).

In the previous financial year, Jeremy Toljan transferred to U.S. Sassuolo, Ömer Toprak to Werder Bremen and Dženis Burnić to 1. FC Heidenheim. Borussia Dortmund also generated subsequent transfer fees. Furthermore, Mario Götze left to join PSV Eindhoven on a free transfer.

Other operating income

Other operating income increased by EUR 13,163 thousand year on year to EUR 23,540 thousand. In the current financial year as in the previous year, this included primarily subsidies already accounted for or granted, gains from the reversal of provisions and from reimbursement for granting contractual marketing rights, and insurance reimbursements. Other operating income includes prior-period income in the amount of EUR 13,492 thousand (previous year: EUR 2,608 thousand).

DEVELOPMENT OF SIGNIFICANT OPERATING EXPENSES

Cost of materials

Cost of materials increased by a total of EUR 3,052 thousand to EUR 22,641 thousand.

This figure included the cost of goods sold for both BVB Event & Catering GmbH and BVB Merchandising GmbH. The increase is mainly attributable to the higher cost of materials in catering at BVB Event & Catering GmbH, which corresponds to the increase in catering income as a result of the easing of spectator restrictions. The slight decrease in merchandising income also resulted in a slight decline in cost of materials at BVB Merchandising GmbH.

Personnel expenses

In financial year 2021/2022, personnel expenses amounted to EUR 231,218 thousand (previous year: EUR 215,650 thousand).

Personnel expenses for the professional squad increased by 3.48% year on year to EUR 181,021 thousand in financial year 2021/2022 (previous year: EUR 174,927 thousand). The base salary rose by EUR 10,179 thousand to EUR 120,666 thousand. Performance-based bonuses of EUR 22,222 thousand were paid out to the professional squad in financial year 2021/2022 (previous year: EUR 28,742 thousand) as a result of the successful second-place finish in the Bundesliga (69 points) and for qualifying directly for the group stage of the UEFA Champions League in the 2022/2023 season.

In the reporting period, personnel expenses related to the retail and administration areas increased by EUR 5,616 thousand year on year to EUR 34,941 thousand.

Personnel expenses in relation to amateur and youth football amounted to EUR 15,256 thousand during the current 2021/2022 financial year (previous year: EUR 11,398 thousand). The increase was due to further signings in the youth teams and the second team's promotion to the third division.

Depreciation, amortisation and write-downs

Depreciation, amortisation and write-downs declined by EUR 1,101 thousand to EUR 109,942 thousand in the reporting period.

During the period from 1 July 2021 to 30 June 2022, intangible assets – which consist primarily of Borussia Dortmund's player registrations – were amortised in the amount of EUR 96,586 thousand (previous year: EUR 97,440 thousand). This includes EUR 9,090 thousand in write-downs of intangible assets to their fair values (previous year: EUR 4,810 thousand).

Depreciation and write-downs of property, plant and equipment declined from EUR 13,603 thousand to EUR 13,356 thousand.

Other operating expenses

Other operating expenses increased by EUR 16,671 thousand from EUR 85,760 thousand in the previous year to EUR 102,431 thousand in the reporting period.

Expenses from match operations increased by EUR 3,388 thousand to EUR 40,344 thousand (previous year: EUR 36,956 thousand). This is attributable primarily to the higher catering and match day expenses in comparison with the previous year, when just three home matches were played with strict limits on stadium capacity. This season, home matches were attended by an average of roughly 38,000 spectators.

Advertising expenses rose from EUR 1,701 thousand to EUR 12,409 thousand. These included agency commissions payable to marketing firm SPORTFIVE Germany GmbH. The increase correlates directly with the increase in advertising income.

Transfer expenses declined slightly by EUR 110 thousand to EUR 4,094 thousand. These primarily include loan and training compensation.

Administrative expenses increased during the financial year ended by EUR 4,490 thousand to EUR 27,297 thousand. This is due to higher travel and entertainment expenses as a result of increased travel activities, as well as higher insurance expenses. In accordance with the Articles of Association, the general partner of Borussia Dortmund GmbH & Co. KGaA, Borussia Dortmund Geschäftsführungs-GmbH, received, by virtue of the cost and profit allocation in connection with its business activities in the financial year ended, remuneration of EUR 5,981 thousand (previous year: EUR 3,818 thousand) that was also recognised under administrative expenses.

Other expenses increased by EUR 6,665 thousand to EUR 11,264 thousand. This was due primarily to higher losses on the disposal of intangible fixed assets and higher write-downs on receivables.

Financial result

The financial result for financial year 2021/2022 amounted to EUR -4,187 thousand (previous year: EUR -1,059 thousand) and breaks down as follows:

The investment income amounted to EUR 60 thousand (previous year: EUR 81 thousand).

Interest income amounted to EUR 1,137 thousand (previous year: EUR 287 thousand) and related primarily to compounding and restatements relating to subsequent measurement in accordance with IFRS 9.

The interest expense amounted to EUR 5,384 thousand (previous year: EUR 1,427 thousand) and comprised discounting in the context of measuring receivables under IFRS 9 (EUR 4,381 thousand), the interest expense in the context of lease accounting under IFRS 16 (EUR 675 thousand) and financing fees (EUR 328 thousand).

Tax expense

A tax expense of EUR 1,691 thousand (previous year: EUR 342 thousand in tax income) was reported under taxes on income in the reporting period.

ANALYSIS OF CAPITAL STRUCTURE

DEVELOPMENT AND PERFORMANCE OF THE BUSINESS

As at 30 June 2022, total assets amount to EUR 455,055 thousand, representing an increase of EUR 4,536 thousand as compared to 30 June 2021.

Non-current assets decreased by EUR 31,363 thousand to EUR 358,440 thousand as follows:

The EUR 69,036 thousand decrease in intangible assets is due to disposals and reclassifications of non-current intangible assets to assets held for sale (EUR 47,066 thousand) and amortisation and write-downs (EUR 87,496 thousand). This was partly

offset by additions of EUR 65,526 thousand that related in their entirety to the player base.

Additions of EUR 2,473 thousand were made to property, plant and equipment. The additions were offset by EUR 118 thousand in disposals and EUR 13,356 thousand in depreciation. The additions were attributable mainly to the investments to expand the training ground and in the stadium.

Trade receivables and other financial receivables increased by EUR 65,048 thousand to EUR 105,376 thousand as at the end of the reporting period. This

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

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

ASSETS	30/06/2022		30/06/2021	
	EUR '000	in %	EUR '000	in %
Non-current assets				
Intangible assets	124,398	27.3	193,434	42.9
Property, plant and equipment	172,453	37.9	183,454	40.7
Investments accounted for using the equity method	382	0.1	402	0.1
Financial assets	344	0.1	27	0.0
Trade and other financial receivables	59,531	13.1	10,392	2.3
Prepaid expenses	1,332	0.3	2,094	0.5
	358,440	78.8	389,803	86.5
Current assets				
Inventories	4,416	1.0	6,806	1.5
Trade and other financial receivables	45,845	10.1	29,936	6.7
Tax assets	14	0.0	85	0.0
Cash and cash equivalents	10,571	2.3	1,725	0.4
Prepaid expenses	11,740	2.5	12,708	2.8
Assets held for sale	24,029	5.3	9,456	2.1
	96,615	21.2	60,716	13.5
	455,055	100.0	450,519	100.0

was due primarily to the increase in transfer receivables, in particular from transferring player Jadon Sancho to Manchester United.

Cash and cash equivalents amounted to EUR 10,571 thousand as at the end of the reporting period (previous year: EUR 1,725 thousand).

Assets held for sale rose by EUR 14,573 thousand to EUR 24,029 thousand (previous year: EUR 9,456 thousand). The EUR 33,119 thousand in reclassifications to assets held for sale were partly offset by disposals of EUR 9,456 thousand and write-downs of EUR 9,090

thousand, which were recognised under depreciation and amortisation.

Inventories declined by EUR 2,390 thousand from EUR 6,806 thousand in the previous year to EUR 4,416 thousand.

Prepaid expenses decreased by EUR 1,730 thousand to EUR 13,072 thousand (previous year: EUR 14,802 thousand). This was due in particular to the deduction of payments to be accrued in the context of player loans.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

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

EQUITY AND LIABILITIES	30/06/2022		30/06/2021	
	EUR '000	in %	EUR '000	in %
Equity				
Subscribed capital	110,396	24.2	92,000	20.4
Reserves	170,218	37.4	140,750	31.2
Treasury shares	-113	0.0	-113	0.0
Equity attributable to the owners of the parent company	280,501	61.6	232,637	51.6
Non-current liabilities				
Lease liabilities	12,530	2.8	16,819	3.7
Trade payables	29,554	6.5	37,250	8.3
Other financial liabilities	1,856	0.4	208	0.1
Deferred tax liabilities	0	0.0	0	0.0
Deferred income	20	0.0	0	0.0
	43,960	9.7	54,277	12.1
Current liabilities				
Financial liabilities	0	0.0	56,900	12.6
Provisions	0	0.0	2,333	0.5
Lease liabilities	4,649	1.0	4,241	1.0
Trade payables	68,978	15.2	64,103	14.2
Other financial liabilities	37,042	8.1	30,901	6.9
Tax liabilities	4	0.0	40	0.0
Deferred income	19,921	4.4	5,087	1.1
	130,594	28.7	163,605	36.3
	455,055	100.0	450,519	100.0

As at 30 June 2022, Borussia Dortmund's equity amounted to EUR 280,501 thousand. This corresponds to an equity ratio of 61.64% (previous year: 51.64%). The issue of 18,396,220 new no-par value ordinary bearer shares of the Company increased the subscribed capital by EUR 18,396 thousand to EUR 110,396 thousand and the capital reserves (recognised under reserves) by EUR 64,527 thousand (after deducting directly attributable costs). The reserves were reduced by the net loss for the year of EUR 35,059 thousand.

Changes in current and non-current liabilities were as follows:

Borussia Dortmund reported liabilities of EUR 174,554 thousand as at 30 June 2022 (previous year: EUR 217,882). This represents a decrease of EUR 43,328 thousand.

Changes in total current and non-current liabilities were as follows:

Lease liabilities decreased from EUR 21,060 thousand to EUR 17,179 thousand in the reporting period. The repayments of lease liabilities of EUR 4,423 thousand were partly offset by expansion of the vehicle fleet (EUR 543 thousand).

Non-current trade payables declined by EUR 7,696 thousand to EUR 29,554 thousand, due in particular to the lower non-current liabilities from transfer deals. Current trade payables increased by EUR 4,875 thousand to EUR 68,978 thousand.

Other financial liabilities rose by EUR 7,789 thousand to EUR 38,898 thousand as at the end of the reporting period. This was due in particular to the increase in payroll tax and VAT not yet due, fees collected on behalf of third parties in connection with the sale of season tickets, and liabilities to the general partner. This was offset by the payment of residual credits to season ticket holders for the 2019/2020 season.

Tax liabilities decreased to EUR 4 thousand (previous year: EUR 40 thousand).

Deferred income increased by EUR 14,854 thousand to EUR 19,941 (previous year: EUR 5,087 thousand). This increase is due primarily to payments from the sale of season tickets, which had been suspended in the previous two financial years due to the COVID-19 pandemic.

Borussia Dortmund did not recognise any liabilities to banks as at the end of the reporting period. The current financial liabilities amounting to EUR 56,900 thousand that had been reported as at 30 June 2021 were fully repaid to EUR 0 thousand in the first half of the current financial year using the proceeds from the capital increase.

Provisions amounted to EUR 0 thousand as at 30 June 2022. Provisions of EUR 2,333 thousand had been recognised in the previous year for litigation and liability risks relating to legal proceedings.

ANALYSIS OF CAPITAL EXPENDITURE

In the past financial year, Borussia Dortmund invested EUR 65,526 thousand in intangible assets. 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 1,719 thousand and primarily include investments in the Dortmund-Brackel training ground and in SIGNAL IDUNA PARK.

Future investments will focus on improving the stadium experience. The digitalisation of SIGNAL IDUNA PARK includes installing new LED advertising boards and scoreboards. In addition, the "Kitchen Tower", a logistics centre connected to SIGNAL IDUNA PARK, will improve deliveries to the hospitality areas.

ANALYSIS OF LIQUIDITY

As at 30 June 2022, Borussia Dortmund held unrestricted cash funds of EUR 10,571 thousand. Borussia Dortmund also had access to an additional EUR 120,000 thousand in overdraft facilities which had not been drawn down as at the end of the reporting period.

Cash flows from operating activities amounted to EUR 35,071 thousand (previous year: EUR 15,947 thousand).

NET ASSETS

Borussia Dortmund's total assets increased from EUR 450,519 thousand to EUR 455,055 thousand. Fixed assets declined by EUR 79,740 to EUR 297,577 thousand, due primarily to amortisation, write-downs and disposals that related to the player base, as well as reclassifications to assets held for sale.

Trade and other financial receivables increased by EUR 65,048 thousand to EUR 105,376 thousand, in particular due to transfer deals.

Prepaid expenses decreased by EUR 1,730 thousand to EUR 13,072 thousand. This resulted mainly from the deduction of payments to be accrued in the context of player loans.

OVERALL ASSESSMENT OF FINANCIAL POSITION AND PERFORMANCE AND BUSINESS DEVELOPMENT

Borussia Dortmund ended the 2021/2022 financial year with a net loss for the year of EUR 35,059 thousand.

Taking into account the net loss for the year, the equity ratio is calculated at 61.64%. As at 30 June 2022, Borussia Dortmund held unrestricted cash funds of EUR 10,571 thousand. At the end of the reporting period, Borussia Dortmund had access to an additional EUR 120,000 thousand in overdraft facilities which had not been drawn down.

The ongoing COVID-19 pandemic continued to weigh heavily on profitability and ultimately earnings in the 2021/2022 season. Although income from match operations and conference, catering and miscellaneous income increased year on year as lawmakers relaxed the restrictions on spectator capacity, they still fell far short of pre-pandemic levels. Given this, business development during financial year 2021/2022 was less than satisfactory.

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

As part of its risk management system, Borussia Dortmund has an accounting process-related internal control system that defined appropriate structures and implemented them within the organisation. The aim is to ensure proper and effective accounting and financial reporting in accordance with the applicable accounting principles. 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 access and roles concept is implemented that controls and documents the access rules.
- An adequate system of internal guidelines has been established and is adapted, expanded and updated on a continuous basis.
- 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 newly established Compliance, Risk Management and Internal Audit department applies a target-oriented and systematic approach to conduct independent, risk-based and objective audit activities to assess the effectiveness of corporate management, risk management and the control processes and help improve them.
- The management receives reports at scheduled intervals throughout the process or more frequently if necessary.
- The Audit Committee of the Supervisory Board deals with the key accounting issues, risk management and the audit assignment, among other things, and regularly reports to the Supervisory Board on these.

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 in good time on the basis of applicable legal rules and regulations and accounting requirements. For financial year 2021/2022, the management of Borussia Dortmund has assessed the effectiveness of the accounting process-related internal control system and considers it to be viable. It must be taken into consideration as a matter of principle that an internal control system, no matter its structure, can never provide absolute certainty that material accounting misstatements will be avoided or detected.

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.

The sections below focus on possible future developments or events which could cause Borussia Dortmund to perform either better than expected (opportunities) or worse than expected (risks). The respective impact of opportunities and risks are generally presented separately and are not offset against one other. Generally speaking, risks and opportunities are assessed over a mid-length term of three years. All risks of loss to which the Company is exposed (individual and cumulative risks) are monitored and managed within the risk management system. Borussia Dortmund assessed the identified opportunities with respect to their impact on budgeted earnings figures in the context of existing planning and reporting processes. Opportunities are considered and documented in a process that is independent of Borussia Dortmund's risk management system.

The consolidated group for risk management purposes is identical to the consolidated group in the consolidated financial statements.

A functioning control and monitoring system is essential for identifying risks early and for assessing and counteracting them. 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 immediately. 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 Company-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.

In financial year 2021/2022, refinements were made to Borussia Dortmund's risk management system as part of IDW AuS 340 (revised version), the newly revised standard for audits of the risk early warning system promulgated by the Institute of Public Auditors in Germany (IDW). These primarily concerned implementing a risk-bearing capacity concept and improving the measurement methods by performing risk quantification including risk aggregation. The existing internal risk policy was expanded and refined to include these aspects.

The currency and detail of the regular risk reports given to the governing bodies of Borussia Dortmund keep them informed of the Group's current risk profile. Reports are submitted to management on a quarterly or (depending on urgency) ad hoc basis.

This ensures that the Company's decision-makers have adequate flexibility to be able to monitor and manage risks.

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 their potential consequences.

In consultation with the departments and risk owners, each risk is given a qualitative rating of

between 1 and 4, with 1 indicating a low level of risk and 4 indicating a very high level of risk.

A risk impact assessment is carried out both before and after the identification and development of countermeasures to reduce the risk. The risk impact assessments are weighted before and after countermeasures based on a ratio of 1:2, with weighting prioritising the probability and consequences of each risk after countermeasures take effect. In mathematical terms, the risk impact assessment (before countermeasures) is derived by adding the probability of the risk and its consequences before countermeasures, while the assessment (after countermeasures) is derived by adding the probability of the risk and its consequences, and multiplying this figure by two.

Example

Before countermeasures:			
Probability	2	2+3=5	5
Consequences	3		
After countermeasures:			
Probability	1		
Consequences	2	(1+2)x2=6	6
TOTAL			11

If the assessment of an individual risk falls within the top third of the scale (a score of 17 to 24), Borussia Dortmund classifies it as a high-priority risk. Particular attention is paid to such risks, since they are capable of having a material adverse and long-term effect on the Company's assets, liabilities, financial position and profit or loss. There are currently 28 (previous year: 26) risks that are classified as high priority.

The currency and detail of the regular risk reports given to the governing bodies of Borussia Dortmund keep them informed of the Group's current risk profile. In the context of applying the amendments to IDW AuS 340 (revised version) to evidence its

risk-bearing capacity, Borussia Dortmund has conducted a quantitative assessment of its risks classified as high-priority in the qualitative risk inventory procedure outlined. The expected loss value (net basis) from the risk quantification of risks classified as high-priority was also compared with a threshold value of EUR 1,000 thousand that Borussia Dortmund has defined as material. Risks that – on a solely quantitative basis – may not have a material impact on the net assets, financial position and results of operation may nevertheless be managed and treated as high-priority risks since they are of overriding significance for Borussia Dortmund.

This ensures that the Company's decision-makers have adequate flexibility to be able to monitor and manage risks.

Categorisation of risks

In accordance with the recommendations under German Accounting Standard DRS 20, and to ensure ease of reference, Borussia Dortmund divides its risks into main categories. The nine defined main categories (strategic risk, personnel risk, macroeconomic risk, competitive risk, liquidity risk, interest rate risk, credit risk, resources risk and ecological risk) as at the end of the reporting period are presented and explained in greater detail below.

All 61 risks that could have a direct impact on the Company fall within these categories. In comparison with the previous year (61 risks), the total number of risks identified was unchanged.

Two new risks (more stringent legal regulations, political developments) were added to the 26 risks that had been classified as high-priority in the past period. No high-priority risks were removed.

Further to the notes on opportunities and risks in the 2020/2021 Annual Report, the focus during the current reporting period (financial year 2021/2022) was primarily on the persistent impact of the

COVID-19 pandemic, which continues to impact almost all risk categories, as well as impact of the war in Ukraine that began in the third quarter of the 2021/2022 financial year and comes as a defining crisis for the world and for Germany.

The following is a discussion of the 28 high-priority risks in their respective categories.

In accordance with the amendments to IDW AuS 340 (revised version), Borussia Dortmund has subjected the 28 risks classified as high-priority under the risk inventory to an internal quantitative assessment (assignment of certain probability intervals and calculation of specific losses for every high-priority risk, where possible) so as to evidence Borussia Dortmund's risk-bearing capacity. Risk-bearing capacity is specified as the maximum level of risk that the Company can bear over time without jeopardising its status as a going concern. For this purpose, the overall risk exposure is compared against available equity and the prevailing liquid assets.

Category 1 – strategic risk

We define strategic risk as risk arising from incorrect business decisions, poor implementation of decisions or the inability to adapt to changes in the corporate environment. Strategic risk also arises from unexpected changes in market conditions and the environment in which the Company operates, which bring with them negative consequences for the Company's assets, liabilities, financial position and profit or loss.

This category includes four high-priority risks:

The risk that financial planning is dependent on sporting success describes the risk that failing to achieve planned sporting objectives could lead to a lack of adequate income or proceeds. To account for any and all developments both on and off the pitch, the Company revises and updates its longstanding financial and liquidity planning at least three times

per year based on the latest premises. It is all the more important for planning projections to be modified on a permanent basis, especially during the COVID-19 pandemic and the war in Ukraine, when the external conditions are changing faster than ever before. In addition to the income statement and the statement of financial position, this also includes the development of Borussia Dortmund's liquidity. It allows the management to monitor the current and future financial position of the Company at all times and to take any necessary action. Due to developments with regard to income from international TV marketing in particular, the amount that a club is certain to receive for a given subsequent season varies greatly from a second-place finish to a seventh-place finish in the Bundesliga. Qualifying for the UEFA Champions League guarantees much higher proceeds than qualifying for the UEFA Europa League or UEFA Europa Conference League, let alone if the team fails to qualify for any international competition at all. Given this, the goal in the short to medium term is to increase the variability of personnel expenses in the professional squad with regard to sporting performance, particularly in the UEFA competitions and the qualification for these competitions. The objective of a corresponding worst case scenario is not to predict the future but rather to provide an overview of various contingencies and their effects and to better assist the management in its strategic planning.

Share price performance describes the performance of a security, an index, shares or a portfolio, but also the performance of the management of an investment fund with respect to its investment objectives. The Group is very conscious of the risk associated with the performance of Borussia Dortmund's shares and continually analyses the Company's value on the capital market and the consequences of it being undervalued. A key component of this risk is the

impact of these factors on potential corporate action in the future and the Company's appeal to business partners. This risk is countered through continual communication with the capital market. The shares have been listed on the Prime Standard segment of the Frankfurt Stock Exchange since May 2014 and were also admitted to trading on the SDAX. As a result of the restructuring of the DAX and other indices, Borussia Dortmund left the SDAX with effect as at 20 September 2021. During the current financial year, Borussia Dortmund revised its investor presentation and again held several roadshows in Europe and the United States, either on site or in virtual form on account of the COVID-19 pandemic, in an effort to keep existing investors up to date and bring any prospective investors on board. On 16 September 2021, Borussia Dortmund, with the consent of the Supervisory Board, resolved to increase its capital by means of a rights issue against cash contributions utilising the existing authorised capital. The share capital was increased by EUR 18,396 thousand from its current level of EUR 92,000 thousand to EUR 110,396 thousand by issuing 18,396,220 new no-par value ordinary bearer shares. The issue price per new share amounted to EUR 4.70. The subscription ratio was set at 5:1. Borussia Dortmund generated gross issue proceeds of EUR 86,462 thousand from the capital increase. Borussia Dortmund used the proceeds from the capital increase to repay its financial liabilities. They will also be used to offset any losses arising due to the impact of any as yet unexpected further COVID-19-related measures or restrictions on the Company's business activities and liquidity fluctuations, and invest in the professional squad. This capital increase by means of a rights issue was successfully implemented and the resulting cash inflow received in October 2021. The capital increase did not change the fundamental shareholder structure, which features a high free float and key strategic partners.

Borussia Dortmund considers the third risk in this category to be the risk of conflicting goals of sporting and commercial success. It is important that Borussia Dortmund continues to pursue balanced business policies with the aim of ensuring that the club remains competitive and also focussed on meeting the Group's performance indicators. Borussia Dortmund will continue to avoid financial risks that could arise on account of uncertain sporting successes. As in previous years, Borussia Dortmund further counters this risk by setting strict budgets for the individual divisions and undertaking corporate planning on a revolving basis using various planning scenarios. Furthermore, the Company also uses planning scenarios to calculate various earnings and liquidity effects potentially presenting additional opportunities for financial investment or shortfalls. It is of fundamental importance to permanently modify the planning projections and to balance the need to remain competitive on the pitch and ensure economic stability and success on the one hand with the corresponding countermeasures that have already been taken to reduce the likelihood of the risk occurring on the other, especially during the COVID-19 pandemic and the war in Ukraine, when the external conditions are changing faster than ever before. The transfer business remains a key action area for Borussia Dortmund and is one of the most important sources of income in the business of football. Achieving high sums for transfers often involves a loss of sporting quality within the squad, but after carefully weighing up all of the athletic and business aspects it is possible that value-driven transfers may also be concluded contrary to the Company's sporting interests, as was the case this financial year with the transfer of the player Jadon Sancho to Manchester United (see the ad hoc disclosure dated 1 July 2021).

IT cyber risks are the fourth high-priority risk in this category. These risks are closely linked with protecting confidential information. They are generally understood as the risks posed while navigating a digital and interconnected world (cyberspace). In specific terms, on the one hand IT cyber risks involve the possibility of wilful and targeted cyber attacks on data and IT systems. The consequences of these attacks can include: compromising data confidentiality (e.g., data losses, data espionage), loss of system or data integrity (e.g., data corruption by means of malware), compromising IT system or data availability (e.g., internal business interruption, outages in external communications). On the other hand, IT cyber risks arise from the opportunity for large volumes of information to be disseminated widely, cheaply and at breakneck speed (e.g., e-mail campaigns against the Company, calls on social media to boycott the Company) and from social hacking. Cyber criminals are increasingly targeting German businesses, and the number of attacks is increasing dramatically each year. In line with the generally elevated threat situation, Borussia Dortmund is also observing more and more requests from dubious places in the IT landscape (network, firewall, etc.). Borussia Dortmund seeks to counter these IT cyber risks by reducing the risk of occurrence through investments in data security and data protection. That includes expanding the firewall to protect against external attacks, enhancing network security by means of network segmentation and continually pressing ahead with Project Security, a general initiative to identify and address potential security vulnerabilities.

Category 2 – personnel risk

The importance of human resources to companies is growing. The Company's success is largely dependent on the commitment, motivation and skills of both its sporting personnel and managerial/administrative staff.

This category currently includes five high-priority risks:

Protecting confidential information is also very much so directly connected with IT cyber risks and is a subject that remains in the public eye. Never before has data protection posed so many challenges. In particular, the increasing internationalisation of day-to-day business operations necessitates a detailed understanding of the respective data protection regulations applicable in individual countries. In addition, technical progress harbours many pitfalls, especially in relation to online data. Hackers stepped up their attacks in recent years, releasing the personal data of politicians, celebrities and others. Action has to be taken to prevent the unauthorised access and manipulation of data. Confidential data that is processed, transferred or stored online must be encrypted. The data should remain encrypted and protected even if the online application is compromised. The Head of IT, the heads of the individual application areas and the data protection officers are responsible for initiating the data; the developers and administrators are responsible for implementation. To meet the increased requirements for cyber security and IT in general, action was taken to significantly increase staffing levels in IT. Although protecting confidential information for the most part concerns the IT landscape as referred to above, it also involves for instance protecting the hard copies of individual employees' personnel files against unauthorised access by means of a clear key concept, laying down specific rules for post room staff when opening incoming mail, or ensuring that all employees sign a non-disclosure agreement.

The risk of periods during which professional players are unable to play (rest periods) can have

a major impact on the Company's success, because they mean that team managers are unable to play the best possible team for the entire season, putting sporting goals in jeopardy. The absence of key players in particular is often difficult to compensate for. The reasons for rest periods include personal match bans, injury, excessive stress or a COVID-19 virus infection. The systematic implementation of DFL's hygiene concept minimises the risk that the professional squad and the coaching and support staff will contract the COVID-19 virus. Excessive stress may arise more frequently going forward, particularly since the coming season will feature a tight schedule of fixtures due to the 2022 World Cup in Qatar (to be held in the winter) and UEFA's reform of the Champions League, which from the 2024/2025 season onwards will feature ten group matches instead of the previous six, even though Borussia Dortmund seeks to minimise player absences by means of individual workload management based on data analysis. We deliberately ensure that back-ups are available for every position within the squad so that we can absorb the absence of any individual player.

The world of sport has witnessed a number of terrible accidents in recent years. The tragic loss of human life takes precedence – that goes without saying – but the economic consequences for the businesses involved have also been immense. There thus continues to be a risk of travel and other accidents, terrorist attacks and miscellaneous; therefore, Borussia Dortmund continues to classify this risk as high priority.

The high-priority risk of legal transgressions by professional players covers risks arising from misconduct by the professional squad. This includes doping, placing prohibited bets or inappropriate behaviour on social media. The consequences of such misconduct may include

match suspensions and reputational damage for players and the club, or legal disputes. The action that Borussia Dortmund takes to mitigate this risk includes systematic education and preventative measures to raise awareness among the professional squad and help them avoid such misconduct.

The risk resulting from a lack of willingness to transfer is also classified as a high-priority risk. The ongoing impact of the COVID-19 pandemic has caused financial difficulties for many clubs in Germany and around the world. This could increasingly lead to situations in which other clubs are unwilling to meet the salary expectations of players whom Borussia Dortmund intends to transfer, making it difficult for Borussia Dortmund to find a suitable buyer. However, the early termination of the contract with Roman Bürki, which was originally set to run until 30 June 2023, is one example proving that mutual agreement is possible.

Category 3 – macroeconomic risk

Macroeconomic risk arises as a result of Borussia Dortmund's dependence on general economic and political developments.

There are currently eight high-priority risks that fall under macroeconomic risks:

After roughly two years, the COVID-19 pandemic remains ever-present in 2022. The vaccination and booster campaign in Germany is making progress, but not as quickly as the federal government had forecast. The market launch of an inactivated vaccine as an alternative to the existing mRNA vaccines did not meet with the anticipated response among the general public. Approximately 75.9% of people in Germany have received their first vaccine dose, and 59.8% have received two or three doses

(data correct as at 7 June 2022). The pandemic continues to affect Borussia Dortmund primarily in match operations and public catering. Borussia Dortmund could at least welcome back an average of approximately 38,000 spectators to matches at SIGNAL IDUNA PARK over the 2021/2022 season in line with the changing Corona Protection Regulations. That said, Borussia Dortmund cannot yet return to the revenue levels seen in the pre-pandemic financial years. The functional health and safety protocol ensured the continuation of match operations with the exception of occasional match postponements, and as such there was never any real threat to the distribution of TV marketing income. Despite the pandemic, Borussia Dortmund never lost its appeal for sponsors, which is reflected in new sponsorship agreements being signed and existing partnerships being extended. However, to be ready for any losses that might arise due to the impact of as yet unexpected further COVID-19-related measures or restrictions on the Company's business activities and liquidity fluctuations, Borussia Dortmund resolved and successfully implemented a capital increase utilising the existing authorised capital. The Company received the resulting cash inflow at the beginning of October 2021. As was to be expected, the transfer market was somewhat subdued during the transfer periods in the 2021/2022 season. However, high transfer proceeds were generated for players in individual cases. In the case of Borussia Dortmund, this was particularly true with regard to Jadon Sancho's transfer to Manchester United. As before, Borussia Dortmund factors into its financial and liquidity planning various scenarios and assumptions, in particular various stadium capacities and transfer activities, and regularly adjusts these to account for current conditions. This enables Borussia Dortmund to identify any liquidity bottlenecks early on and take appropriate action to secure liquidity, such as by

maintaining suitable overdraft facilities. Borussia Dortmund considers this further confirmation that it was right to establish the outbreak of epidemics/pandemics as a stand-alone and overarching individual risk so as to account for the consequences of the COVID-19 pandemic. Furthermore, this individual risk impacts almost all other existing risks. From Borussia Dortmund's perspective, society overcoming the pandemic remains the key factor in returning the Company's revenue and earnings to normal.

Borussia Dortmund has classified unfavourable macroeconomic developments accompanied by high unemployment and slow economic growth or an economic downturn, as a further risk in this category.

Given the current crisis, the Hamburg Institute of International Economics (HWWI) has updated its forecast for economic development in Germany. The war in Ukraine, problems with supply chains and inflation have had considerable adverse effects on the German economy. Investments, exports and consumer spending have been weighed by the greater uncertainties, restrictions on trading relations and a drop in real purchasing power. Given these conditions, economic growth of just 1.75% is anticipated for 2022, followed – assuming that the crises gradually ease – by 2.5% for 2023. By contrast, a further escalation poses the risk of recession – for instance if Russian oil and gas is cut off at short notice. The sharp price rises for energy and other commodities and foodstuffs have fuelled an inflationary increase in consumer prices. To date, the labour market has been less affected. In fact, the number of people in work has returned to its pre-crisis level. (Source: Hamburg Institute of International Economics [HWWI], 2 June 2022).

The risk of right-wing extremism is a societal risk that continues to increase. Borussia Dortmund

continues to stand firmly against right-wing extremism and discrimination. Borussia Dortmund counters this risk through prevention efforts and disciplinary action, acting in concert with a broad network of cooperation partners. By clearly speaking out against racism and discrimination as well as by working to combat right-wing attitudes, anti-Semitism and hate speech and to ensure that the lessons of the past are never forgotten, Borussia Dortmund will continue to fulfil its social responsibility by ensuring that the atmosphere in and outside the stadium is welcoming, cosmopolitan and diverse.

The increased willingness of certain individuals to commit violence and defame and insult others at stadiums is a risk that will continue to require the utmost attention. The propensity for violence in football remained an issue in the reporting period, particularly as spectators returned to the stadiums. Prevention efforts and security plans ensure that groups which frequently resort to violence can be identified in advance, helping to prevent altercations to the greatest extent possible. Borussia Dortmund will continue to counter this risk with enhanced security checks, camera surveillance, stadium bans and criminal complaints. Additional stadium safety measures will continue to include specific structural changes to entrances going forward. Furthermore, Borussia Dortmund and other clubs from North Rhine-Westphalia have joined forces in the "Stadionallianz gegen Gewalt" initiative in an effort to curb fan violence. They work together with the police with the aim of identifying, isolating and bringing offenders to justice more quickly.

In connection with the dispute about who should cover the costs of providing security at home matches, the clubs of the first and second Bundesliga divisions voted on 3 December 2019

that the costs incurred by the Bremen police should be borne in full by SV Werder Bremen. The clubs also resolved that SV Werder Bremen could defer a partial amount of 50% until a final ruling on the legal dispute was issued by the Federal Constitutional Court, and to reject a fund model of any kind. Passing these costs on to the Bundesliga clubs would present an earnings and liquidity risk for those clubs, Borussia Dortmund included.

The categorisation of social media activities as a high-priority risk reflects the fact that new technologies not only have potential for development, but also harbour risk potential.

Social media is no longer used solely for communicating with fans and followers, but increasingly also serves as an advertising platform for marketing and sponsoring-related activities. Borussia Dortmund has vastly expanded its digital presence, among other things due to the restrictions at times placed on direct contact with fans as a result of the ongoing COVID-19 pandemic. This also includes monitoring those activities appropriately.

In order to safeguard the Company's image and prevent the unauthorised disclosure of internal information, all Borussia Dortmund employees must adhere to the Company's social media guidelines.

More stringent legal regulations has now been classified as high-priority risk due to the plethora of new rules and regulations. As a non-exhaustive list, this includes the ramifications of the German Act Implementing the Second EU Shareholder Rights Directive (ARUG II), the new EU regulation on sustainability reporting, and amendments to the German Money Laundering Act (GwG) and the German Supply Chain Act (LkSG). Such tightening of laws and regulations usually involves a

significantly higher administrative workload for Borussia Dortmund, which ties up human resources. Where necessary, greater use is also made of advisory services.

Another risk newly classified as high priority is the risk arising from political developments. This was triggered by the outbreak of war in Ukraine, with all of the humanitarian and economic consequences it entails. Like the COVID-19 pandemic, the war in Ukraine also has an impact on virtually all of the existing risks.

In addition to the COVID-19 pandemic, another grave crisis enveloped Germany and the rest of the world in the middle of the third quarter of the 2021/2022 financial year: the outbreak of war in Ukraine. Everyone at Borussia Dortmund is deeply dismayed by the horrific developments. Moreover, the war in Ukraine is adversely affecting the overall economic situation in Germany, as consumers are seeing their purchasing power diminish in the face of rising commodity, energy and food prices and consequently higher inflation as a result of the conflict. This has also impacted Borussia Dortmund. Borussia Dortmund has terminated advertising contacts with Russian or Russian-linked sponsors. Borussia Dortmund is standing up for the people of Ukraine, in particular through fundraising campaigns and the charity match held at SIGNAL IDUNA PARK on 26 April 2022 between Borussia Dortmund and Ukrainian top-flight club Dynamo Kyiv. The aim was to take a stand against the war and champion peace in Europe, and the net proceeds were donated to carefully selected organisations to help Ukraine.

Category 4 – competitive risk

Competitive risk relates to factors stemming from competition in the domestic and international professional football business.

This category includes seven high-priority risks:

Interruptions to match operations can have immense economic ramifications because nearly all of Borussia Dortmund's streams of revenue are dependent on or influenced by match operations. The ongoing COVID-19 pandemic has underscored how economically dependent the club is on a trouble-free season. The 2021/2022 season was completed without major scheduling issues thanks to the systematic implementation of DFL's health and safety protocol – even if the majority of matches were played in front of only small numbers of spectators.

The second risk classified as high-priority in this category is the change in income from TV marketing. After DFL Deutsche Fußball Liga's auctions for TV rights led to a steady rise in income from TV marketing in recent years, the COVID-19 pandemic meant that the auction for the 2021/2022 to 2024/2025 seasons did not bring as much income for the clubs of the first and second Bundesliga divisions as in previous rights periods; in total, roughly EUR 4.4 billion will be distributed over this period. This provides a solid planning basis, but also a notable reduction – in particular compared with pre-pandemic levels and the English Premier League. Specifically, the international marketing of the German Football League (DFL Deutsche Fußball Liga) continues to fall short of the ambitious expectations. Future instalments of TV marketing income to be paid by DFL Deutsche Fußball Liga to the clubs will continue to depend on maintaining match operations or contractual and timely payments by media partners.

UEFA's Financial Fair Play Regulations, which were launched in 2011 with the aim of improving

the financial health of European football, have now been fundamentally revised. Now renamed the Financial Sustainability Regulations, they are aimed at making European football more resilient to external shocks, promote sound investments and make football more sustainable in general. At the core of the new regulations are three pillars – cost control, stability and solvency. Based on the "squad cost controls", clubs may in principle only spend a specific percentage of their income on squad costs, including transfers and consulting fees. In addition, the number of audits of clubs' solvency has increased to four per year – one by national license inspectors and three by financial experts from UEFA. Potential penalties extend beyond financial sanctions and may involve forfeiting points, incurring transfer bans and being disqualified from tournaments. The risk of failing to comply with the Financial Sustainability Regulations and potential exclusion from international competitions or potential financial sanctions would have serious financial consequences for Borussia Dortmund. The now very lucrative distributions available from UEFA and the international prestige derived from taking part in UEFA competitions underscore the importance of both qualifying and obtaining the requisite licences for international club competitions. To minimise this risk therefore, compliance with the relevant requirements and target/actual comparisons are constantly reviewed.

As past experience has demonstrated, the risk of key players switching clubs can materialise at any time at Borussia Dortmund. The departure of key players who are part of the club's future plans would not only weaken the team at certain positions, but also as a whole. Even if success rarely rests on the shoulders of any single player,

the roster should be planned so that any unexpected departures do not leave holes that would need to be filled at short notice with players of equal quality. In an attempt to mitigate the sporting consequences of key players switching clubs, Borussia Dortmund plans its roster well in advance, including by binding players to long-term contracts, uses its high transfer proceeds to reinvest in the squad and employs a wide network of scouts.

The further risk in this category is the risk of a potential stadium catastrophe. Going forward, the Company will continue to regularly assess the quality and reliability of security staff and specifically train them in the prevention of catastrophes. Structural improvements to SIGNAL IDUNA PARK for the purposes of enhancing security, safeguarding and monitoring the access roads, and safeguarding the property during visits on non-match days are just some of the countermeasures currently being implemented by Borussia Dortmund to provide security at the stadium.

Borussia Dortmund uses the summer break each year to invest in SIGNAL IDUNA PARK as well as for construction work and refurbishments. The stadium has been expanded three times since opening in 1974 with a capacity of 54,000. The continual repair and maintenance work – the paramount focus of which is always structural integrity and safety – ensures that the stadium meets the latest standards in terms of safety, security and comfort. Compared to many other Bundesliga stadiums that were constructed for the 2006 World Cup, SIGNAL IDUNA PARK is one of the Bundesliga's oldest stadiums in use. Given that Borussia Dortmund regularly invests large sums in SIGNAL IDUNA PARK and in light of the

increasing requirements applicable to stadiums, including with respect to spectator safety, the club has classified capital expenditures needed for SIGNAL IDUNA PARK as a high-priority risk. The current investments in SIGNAL IDUNA PARK that extend beyond purely maintenance purposes serve in particular to digitalise and modernise the stadium and comply with the requirements as part of EURO 2024, however the highest priority remains to uphold and ensure safety standards for visitors to SIGNAL IDUNA PARK – particularly in light of the COVID-19 pandemic and its economic consequences.

The risk of consequential damage arising from mining, which also affects SIGNAL IDUNA PARK, represents another high-priority risk. Coal mining has ceased in Germany. While the memories remain, so do the pitfalls, because the effects of mining never fully disappear. Hardly any other federal state is faced with as many sinkholes as North Rhine-Westphalia. It is estimated that the state has some 60,000 abandoned mining shafts and tunnels. The exact number is not known because mining in the region dates back to the Middle Ages. Only half of all pits and tunnels have been recorded. Borussia Dortmund uses the properties adjacent to SIGNAL IDUNA PARK for car parks or to store products and equipment needed for match operations.

The southwest container and logistics area is located on land with uncertain topography, which is why sinkholes and similar subsidence could not be ruled out. By completing the construction work to upgrade the container area, these dangers have been removed. Nevertheless, any construction project must first undergo a survey of the potential for consequential mining damage.

Category 5 – liquidity risk

Liquidity risks include all risks in connection with cash flows and financial burdens.

This category includes four high-priority risks:

The loss of significant financial backers and sponsors due to insolvency could also have a material adverse effect on Borussia Dortmund's liquidity in the future. Attention continues to be placed on the potential loss of significant financial backers and sponsors and the introduction of corresponding countermeasures precisely because of the ongoing COVID-19 crisis and the outbreak of war in Ukraine and the associated adverse economic consequences for the German and global economy. Borussia Dortmund continuously revises its longstanding accounts receivable management system in line with the prevailing conditions and increasing globalisation. There is currently nothing to indicate the loss of a significant financial backer/sponsor connected with Borussia Dortmund. Borussia Dortmund is in close contact with its key partners and its marketing firm SPORTFIVE Germany GmbH, with which it maintains a close relationship built on trust. On the one hand, this is also evident from the individual solutions that Borussia Dortmund has found with its partners to compensate for cancelled (hospitality) services. On the other hand, with the pandemic and the war in Ukraine ongoing, Borussia Dortmund also agreed an early extension to its partnership with strategic partner SIGNAL IDUNA until 30 June 2031. Various new sponsorship contracts and contract extensions continue to suggest that existing and prospective partners will remain open to entering into sponsorship arrangements post-pandemic.

Due to the ongoing COVID-19 crisis and the outbreak of war in Ukraine, the risk of bad debts due to insolvency remains classified as a high-priority risk.

In Germany and around the world, the ongoing COVID-19 pandemic and in particular the outbreak of war in Ukraine have caused one of the sharpest economic downturns since the Second World War. This will also continue to impact the solvency of companies and football clubs alike. Borussia Dortmund anticipates that problems could arise with regard to trade receivables. The primary objective continues to be keeping bad debts to a minimum and to ensure that the Company has the liquidity it needs at all times. That is why it is all the more important to follow through on the action already taken, such as conducting credit checks on foreign businesses or changing the general contractual framework to include high up-front payments. Dunning procedures are likewise particularly vital. Similarly, Borussia Dortmund, its partners and its marketing firm SPORTFIVE Germany GmbH remain in close contact with respect to receivables for advertising income. In addition to the measures already referred to, factoring arrangements for transfer receivables can also be used as a means of managing liquidity.

Borussia Dortmund places utmost importance on maintaining its liquidity and, after assessing its risks during the ongoing COVID-19 pandemic and the war in Ukraine, therefore continues to classify the risk associated with this as high priority. The financial and liquidity planning apparatus that has been in place for many years considers a variety of scenarios and different premises, and is regularly adjusted to account for current conditions. The scenarios calculated covered in

particular different levels of success achieved by the team and various external conditions – particularly those attributable to COVID-19 – in order to identify any liquidity bottlenecks early and to initiate appropriate countermeasures designed to secure liquidity. These include the capital increase that was successfully implemented this financial year. Furthermore, an overdraft facility of EUR 120,000 thousand was available at the end of the reporting period; for the coming financial year, Borussia Dortmund's overdraft facility will amount to EUR 75,000 thousand.

In order to keep the risk associated with the volume of player salaries as low as possible, the club budgets personnel expenses with transfer deals in mind at the beginning of each season. The primary focus is on the fixed components of the players' remuneration, since these are independent of the team's performance during a given season. Variable remuneration components are also considered when planning the budget, but generally only apply once certain sporting objectives are achieved that in turn generate additional income. The personnel expenses incurred are continuously monitored, extrapolated on the basis of current circumstances, and reported to the management. In addition, the goal in the short to medium term is to increase the variability of personnel expenses in the professional squad with regard to sporting performance (particularly in the UEFA competitions/qualifying for these competitions) and the associated effects on earnings and liquidity, so as to cushion any potential shortfalls by reducing personnel expenses.

The Group is not presently exposed to any high-priority risks in the **interest rate risk**, **credit risk**, **resources risk** and **ecological risk** categories.

OPPORTUNITIES

By once again directly qualifying for the UEFA Champions League, the club again has the opportunity to consolidate its standing as one of Europe's top teams and to once more share in the profits distributed for participating in the lucrative competition.

Borussia Dortmund's approach to its squad is one of continuity, but it also has an eye to creating new momentum and structures in its personnel choices. After an in-depth analysis of the season attended by Marco Rose as well as Hans-Joachim Watzke (Chairman of the Management), Michael Zorc (Sporting Director), Sebastian Kehl (Head of the Professional Squad) and Matthias Sammer (external advisor), Borussia Dortmund decided to part ways with Marco Rose and his assistant coaches early. Edin Terzic, who as caretaker coach led Borussia Dortmund to victory in the DFB Cup last year and most recently served as technical director, will coach the professional squad from the coming season on a contract that runs until 30 June 2025. Borussia Dortmund is convinced that Edin Terzic, who knows the club, the surroundings and most of the squad, will make exactly the right adjustments to be able to offer fans sporting success, to get back to projecting that "Borussia Dortmund feeling" and to make a fresh start on the pitch. Alongside Edin Terzic, the coaching staff is rounded out by Peter Hermann, a professional with a wealth of experience, and Sebastian Geppert, who was already one of Terzic's assistants in the 2020/2021 season and has chalked up success in youth football.

After 44 years playing for and working at the club, Sporting Director Michael Zorc is leaving Borussia Dortmund. Sebastian Kehl will take over from Michael Zorc as sporting director from 1 July 2022. Sebastian Kehl was Borussia Dortmund's Head of the Professional Squad from the beginning of the 2018/2019 season, gaining valuable experience and – working alongside Michael Zorc – gradually immersing himself in all things relevant to the role of sporting director. Going forward, he will bring his own ideas to bear. Sebastian Kehl's contract (like that of Youth Academy director Lars Ricken) currently runs until June 2025. This long-term focus at level of sporting management offers Borussia Dortmund a solid basis for planning and gives those

in positions of responsibility the opportunity to keep building on the strong and trusting relationships they already enjoy and to unlock the potential for improvement that is there to see.

Borussia Dortmund chalked up yet another more than solid season in the Bundesliga with 69 points and a second-place finish, and again secured automatic qualification for the UEFA Champions League. By contrast, the team's performance in the cup competitions was anything but satisfactory. The team's potential is nevertheless high. It now needs to be tapped over the entire season and across all tournaments. Borussia Dortmund has signed five international players (including three Germany internationals) to long-term contracts: centre backs Niklas Süle and Nico Schlotterbeck, who will shore up the defence, forward Karim Adeyemi, whose speed brings more variability to the team's offensive play, seasoned striker Sébastien Haller, whose his physical presence and finishing ability are ideally suited for his intended role as a traditional centre forward, and defensive midfielder Salih Özcan, who is known for his exceptional tackling skills and high-quality headers. The healthy mix of grit, leadership and young ambition in the squad as well as consistency in its management is expected to help the team unlock its full potential and achieve the greatest possible success on the pitch. Borussia Dortmund has an excellent team, a fact that is not lost on other top European clubs. Accordingly, there is always the possibility of lucrative transfers.

Borussia Dortmund sees further potential in its youth setup, where it lays the foundation for its sporting success. To this end, the club added new offices for the sports management team at the Brackel training ground. This investment will help to further consolidate all the areas under the direction of the Sports department. Borussia Dortmund hopes the direct proximity to the training ground will help it work with greater efficiency and purpose and further optimise its pipeline of talented youngsters for the senior team. In the past season, Jamie Bynoe-Gittens, Lion Semić and Tom Rothe, another three of the club's youth standouts, made the jump to the senior side and celebrated making their professional débuts

in the Bundesliga. Other talented youngsters are also set to make the senior team. Borussia Dortmund also strives for continuity in its youth football and agreed an early contract extension until 30 June 2026 with U19 coach Mike Tullberg, who won the league title with his team this season and has already proven his ability to nurture players individually.

Borussia Dortmund maintains close and longstanding partnerships with its sponsors. During times of crises, this continuity was also a reflection of the close and trusting relationships. This is also evident from the individual solutions that Borussia Dortmund has found with its partners to compensate for cancelled (hospitality) services. The majority of (hospitality) services that Borussia Dortmund was unable to render due to the ongoing COVID-19 pandemic were compensated for by means of other (advertising) services, meaning that Borussia Dortmund's partners have asserted practically no compensation claims. These good relationships built on trust and the solidarity displayed during crises also provide planning security. In addition, Borussia Dortmund and the SIGNAL IDUNA Group have sent out a strong signal during the COVID-19 pandemic and the war in Ukraine, and have extended their partnership early until 30 June 2031. Borussia Dortmund also extended various other sponsorship relationships and entered into new contracts. Borussia Dortmund assumes that its advertising income will continue to grow in the coming

financial year. The club has lost none of its appeal, despite the pandemic.

Borussia Dortmund could at least welcome back an average of approximately 38,000 spectators to matches at SIGNAL IDUNA PARK over the 2021/2022 season in line with the changing Corona Protection Regulations. The club hopes that developments in the pandemic during the coming season will permit a return to full stadium capacity throughout the entire season and sees this as a major opportunity to once again fully interact with its fans directly. Since personal contact has been at times restricted during the ongoing COVID-19 pandemic, communicating digitally with fans continues to be more important than ever. New digital formats were and will be created for this reason. This increased focus on digital communications affords us the opportunity to strengthen the bonds our fans have with the club despite there sometimes being restrictions on stadium attendance, and to grow Borussia Dortmund's fan base. One example this financial year was the 2021 Virtual Summer Tour, with Borussia Dortmund making virtual stops in nine countries across three continents between 10 and 18 July 2021 to bring the club even closer to and connect with its international fan communities and partners and give all fans (not just) from the nine participating countries the chance to immerse themselves in the world of Borussia Dortmund.

OVERALL ASSESSMENT OF THE RISKS AND OPPORTUNITIES

With regard to the risks discussed in this report and the review of the overall risk position, no risks were identified in the past financial year as at the end of the reporting period that could lead 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.

The internal application of the amendments to IDW AuS 340 (revised version) on evidencing risk-bearing capacity has shown that there is no threat to Borussia Dortmund's status as a going concern with respect to its net assets, financial position and results of operations.

REPORT ON EXPECTED DEVELOPMENTS

EXPECTED GENERAL ECONOMIC ENVIRONMENT

In addition to the COVID-19 pandemic, another grave crisis enveloped Germany and the rest of the world in the middle of the third quarter of the 2021/2022 financial year: the outbreak of war in Ukraine. Everyone at Borussia Dortmund is deeply dismayed by the horrific developments. Moreover, the war in Ukraine is adversely affecting the overall economic situation in Germany, as consumers are seeing their purchasing power diminish in the face of rising commodity, energy and food prices and consequently higher inflation as a result of the conflict. This has also impacted Borussia Dortmund. There is a threat of recession, which could also have an adverse effect on sponsorship interest and demand for tickets.

The pandemic also remains ever-present, with the summer wave of COVID-19 causing infection rates to rise. The significant drop in the number of PCR tests carried out means that the number of

unreported cases is likely to be a lot higher, although the majority of cases do seem to be somewhat milder. Nevertheless, professional football will play its part to help combat the COVID-19 pandemic in the event of a spike in infections and/or a rise in the hospitalisation rate.

On the pitch, Borussia Dortmund finished the 2021/2022 season in second place with 69 points, qualifying directly for the lucrative group stage of the UEFA Champions League in the coming season. Borussia Dortmund has thus qualified for an international cup competition for the thirteenth time in a row since the 2010/2011 season.

As well as setting the course for sporting success, Borussia Dortmund has also made a material contribution to earnings at the beginning of the 2022/2023 season with the transfer of player Erling Haaland to Manchester City.

EXPECTED DEVELOPMENT OF THE COMPANY

Income from match operations and catering are inextricably linked to the number of spectators permitted at SIGNAL IDUNA PARK. Even though lawmakers removed the capacity restrictions as at the end of the 2021/2022 season, the uncertainties surrounding the COVID-19 pandemic remain – particularly as regards spectator numbers. Given the current infection rates and barring any policy decisions to the contrary, Borussia Dortmund assumes that it will be able to welcome significantly more spectators to SIGNAL IDUNA PARK in the 2022/2023 season than the average of approximately 38,000 spectators who attended home matches this season. Borussia Dortmund therefore expects that ticket and catering income will rise as against the past season. Whether income can return to pre-pandemic levels depends on

further developments in the COVID-19 pandemic and the lifting of restrictions on spectator numbers.

Qualifying for the group stage of the UEFA Champions League continues to place Borussia Dortmund in a better financial position. Playing and delivering positive performances in the competition not only generates income, it can also widen the club's media and brand coverage, which promotes the club's interaction with existing fans and encourages others to begin following Borussia Dortmund. The club intends to promote these effects with a progressive internationalisation strategy that is regularly tailored to current trends. In light of this, Borussia Dortmund aims to further expand and professionalise its digital presence. Borussia Dortmund thereby responds to social

trends and to a large degree leverages the attractiveness of the Borussia Dortmund brand. The growing international awareness of the brand that this gives rise to allows the club to tap foreign markets. This includes the 2021 Virtual Summer Tour, during which Borussia Dortmund made virtual stops in nine countries across three continents between 10 and 18 July 2021 to bring the club even closer to and connect with its international fan communities and partners and give all fans (not just) from the nine participating countries the chance to immerse themselves in the world of Borussia Dortmund.

Since the 2020/2021 season, Borussia Dortmund has had two different kit sponsors. The team wears kits bearing the logo of Evonik Industries AG in all international club competitions, friendlies staged abroad and DFB Cup matches, while 1&1 Telecommunication SE is the kit sponsor for Bundesliga matches. This innovative sponsorship model was developed as part of the internationalisation strategy and promises further revenue potential going forward, since it allows the club and its respective partners to target specific markets.

In the 2022/2023 season, Borussia Dortmund once again marketed its virtual advertising boards. SIGNAL IDUNA PARK's advertising boards can be digitally overlaid in the broadcast signal to target the respective TV audiences when broadcasting matches abroad. For Borussia Dortmund's international partners in particular, this is an attractive and increasingly popular way to reach their customers worldwide. Going forward, Borussia Dortmund will therefore continue investing in the expansion of LED advertising boards in and around SIGNAL IDUNA PARK.

Despite the ongoing COVID-19 pandemic and the ensuing economic declines, professional football in Germany has not lost any of its allure. Borussia Dortmund also maintains close and longstanding partnerships with its sponsors. Borussia Dortmund remains just as appealing as ever: despite the COVID-19 pandemic and the war in Ukraine, the

club signed various new sponsorship contracts and extended existing partnerships. Of particular note here is the early extension until 30 June 2031 of the club's partnership with SIGNAL IDUNA Group, which dates back to 1974.

As one financial year draws to a close it is customary for season tickets to go on sale for the next season. Season ticket sales had to be put on hold in the past two years due to the uncertainties surrounding COVID-19, but have now recommenced, and the customary limit of 55,000 season tickets sold was reached.

Despite restrictions on spectator numbers imposed in response to the pandemic, Borussia Dortmund met almost all of its contractual service obligations in the hospitality areas during the 2021/2022 season. Given the current infection rates and barring any policy decisions to the contrary, it assumes that it will likewise be able to do so in the 2022/2023 season.

As such, Borussia Dortmund will also operate in a demanding market and competitive environment in the coming season.

Particular focus will be placed on income from TV marketing in connection with the expected general economic environment.

The media rights currently allocated relate to the 2021/2022 to 2024/2025 seasons. The clubs can expect income averaging EUR 1.1 billion for these four seasons, corresponding to EUR 4.4 billion in total. The distribution of the TV marketing income was resolved in December 2020. Greater stability and more solidarity are the objectives. In light of the decline in income from national media rights, the consolidation being seen on international markets and the significant decrease in revenue at the club level during the COVID-19 pandemic, the objective of the distribution system is primarily to ensure stability during this period of uncertainty, while setting the course for the future and promoting solidarity at the same time. This offers Bundesliga clubs a solid planning basis during the current difficult situation. DFL Deutsche Fußball Liga GmbH also informed

the clubs of the first and second Bundesliga divisions about the specific expected distribution volume for the 2022/2023 season. Borussia Dortmund can expect income of approximately EUR 80,000 thousand. The announced disbursements of the TV funds will allow for a good degree of planning. Nevertheless, a 2022/2023 season without interruptions as well as timely payments by partners in line with their contracts is essential for ensuring the amount and timing of the envisaged distribution payouts.

The COVID-19 pandemic is also affecting international TV marketing from UEFA competitions. The pandemic-related losses for clubs competing in the UEFA Champions League amount to EUR 416.5 million in the 2019/2020 season and EUR 57.3 million in the 2020/2021 season. So as to stretch the adverse effects out over a longer period, it was decided that the EUR 416.5 million would be withheld from distributions in equal shares (of EUR 83.4 million) over five seasons from 2019/2020 to 2023/2024 and the EUR 57.3 million in equal shares (of EUR 14.3 million) over four seasons from 2020/2021 to 2023/2024. In specific terms, UEFA will make the deductions before distributing funds to the clubs. The planned distributions nevertheless remain highly attractive.

Marketing the stadium unlocks further income potential. This includes organising stadium tours and hosting external events in the hospitality areas. Football training courses are also on offer. Given the current infection rates and barring any policy decisions to the contrary, Borussia Dortmund expects that it will be able to offer external events and football courses without any major conditions being imposed, and thus will be able to generate the corresponding income. Nevertheless, opportunities to generate income here are also dictated by political decisions and official stipulations.

Transfer deals are an important part of Borussia Dortmund's business and, as in previous years, represent a significant source of income. However, in view of the developments in the economic environment, Borussia Dortmund on principle only takes transfer income into limited account in its planning. The transfer policy nevertheless presents significant opportunities to generate substantial income. Consequently, transfer deals are always assessed against the background of the current season. High transfer sums often go hand in hand with a drop in quality within the team, but it cannot be ruled out that value-driven transfers will be concluded contrary to the Company's sporting interests. Given Borussia Dortmund's sustained success, its players are increasingly piquing the interest of other top clubs.

The ongoing COVID-19 pandemic and also the war in Ukraine continue to impact events on the transfer market. Based on the past two summer transfer windows, it can be assumed that the economic uncertainty and decline in income experienced by clubs around the world will continue to temporarily reduce the overall transfer fees received for players. Despite the expected potential losses and the uncertainty as the situation continues to unfold, the European leagues remain attractive for talented young players. Besides that, Borussia Dortmund has an excellent team. An active transfer market can be expected all the same in the summer of 2022, with some very lucrative deals in the pipeline. From Borussia Dortmund's perspective, a notable example is the transfer of the player Erling Haaland to Manchester City in July 2022.

Overall assessment of expected performance

The COVID-19 crisis and also the war in Ukraine continue to overshadow the economic activities of German companies, forcing them to confront the major challenge of having to operate in a highly uncertain environment. The war in Ukraine is causing commodity, energy and food prices to rise, which is fuelling inflation and reducing the purchasing power of consumers. There is a risk of recession. The restrictions imposed on businesses and professional football as a result of the COVID-19 pandemic are viewed as moderate at present, but professional football will nevertheless step in to help combat the COVID-19

pandemic in the event of a spike in infections and/or a rise in the hospitalisation rate. This will shape economic planning for some time to come. Borussia Dortmund will persevere through these still uncertain times thanks to the economically sound foundation it has built up and the specific countermeasures it has taken. There is a high forecasting risk stemming from the strong dependence on political decisions and the further course of the COVID-19 pandemic and the war in Ukraine. Thus, any statements regarding the future performance of the Company remain subject to a high degree of uncertainty.

EXPECTED RESULTS OF OPERATIONS

Expected earnings trend

The ongoing COVID-19 pandemic and the war in Ukraine continue to pose major challenges for Germany and the world. The consequences of the war in Ukraine – rising commodity, energy and food prices leading to higher inflation and reduced purchasing power – are being felt by all businesses and citizens in all walks of life. The restrictions imposed on professional football in response to the COVID-19 pandemic are currently viewed as moderate. However, a spike in infections could adversely affect the earnings trend for Borussia Dortmund GmbH & Co. KGaA and its subsidiaries in the 2022/2023 financial year.

The projections for the new season are generally that there will be no significant restrictions on match operations, meaning that the income from match operations and public catering will likely increase as against the previous season.

Despite the economic uncertainties, Borussia Dortmund expects moderate activity on the transfer market with some very lucrative transfer deals in the offing, setting up net transfer income as a significant earnings driver.

The club traditionally pursues a more conservative approach when factoring success on the pitch and any associated earnings contributions into the forecast.

Management currently forecasts consolidated net profit of between EUR 2,000 thousand and EUR 7,000 thousand for the 2022/2023 financial year.

Due to the non-material financial and tax result in this highly uncertain planning scenario, the result from operating activities (EBIT) will correspond to the forecast consolidated net profit for the year. The operating result (EBITDA) would be around EUR 99,000 thousand higher than the result from operating activities (EBIT) due to depreciation and amortisation and would probably amount to between EUR 101,000 thousand and EUR 106,000 thousand.

Expected revenue trend and consolidated total operating proceeds

In the past financial year, Borussia Dortmund generated revenue of EUR 351,645 thousand and consolidated total operating proceeds of EUR 456,886 thousand. A revenue-related increase of roughly EUR 394,000 thousand is expected for the

coming reporting period, which will likely result from increases in all income areas. Borussia Dortmund forecasts consolidated total operating proceeds of approximately EUR 489,000 thousand on the back of what are likely to be material transfer fees. However, restrictions imposed in response to the COVID-19 pandemic or a further escalation in the war in Ukraine could at any time adversely affect almost all revenue streams at Borussia Dortmund GmbH & Co. KGaA and its subsidiaries.

Expected trend for significant operating expenses

Cost management continues to be Borussia Dortmund's highest priority. Operating cost-effectively makes a material contribution to earnings, and Borussia Dortmund is unwavering in its efforts to achieve further optimisation.

Personnel expenses account for approximately half of all operating expenditure. Portions of these personnel expenses are also dependent upon the club's sporting success, because the professional

squad is compensated on the basis of its performance, meaning that these expenditures are always commensurate with the club's success, which itself is a source of income. The goal in the short to medium term is to make personnel expenses in the professional squad more variable with regard to sporting performance, particularly in the UEFA competitions and the qualification for these competitions.

The other operating expenses are also partly dependent on the number of matches and the club's success on the pitch. Any efforts at cost optimisation aside, there may therefore be an increase in operating expenses that goes hand-in-hand with a material increase in income and corresponding contribution to earnings.

Due to the ongoing war in Ukraine, it can be expected that there will be further rises in commodity, energy and food prices that will cause operating expenses to grow year on year, in particular in catering and match operations.

EXPECTED DIVIDENDS

In light of the fact that the Company reports a net loss for the financial year, the management does not intend

to propose to the Annual General Meeting any dividend distribution for financial year 2021/2022.

EXPECTED FINANCIAL POSITION

Capital expenditure and financial planning

The highest priorities for developing the club's core business will be making the club more competitive and improving its infrastructure.

Borussia Dortmund is currently pursuing a more active transfer policy, although transfer expenses will generally only be incurred in the same amount as the offsetting transfer income. Likewise, promising investments will once again be made in digitalising and modernising SIGNAL IDUNA PARK. Nevertheless, the ongoing COVID-19 pandemic and the war in Ukraine will continue to impact the Company's investment activities.

In order to mitigate and avoid financial risk, Borussia

Dortmund in principle pursues a conservative and extremely prudent capital expenditure strategy and will not count on any uncertain sporting successes.

Expected liquidity trend

Due to the assumptions made, Borussia Dortmund expects cash flows from operating activities in financial year 2022/2023 to amount to EUR 45,000 thousand. This figure is subject to change due in particular to transfer deals or if actual events differ from the forward-looking statements in the forecast concerning the club's sporting success or on account of the effects of the COVID-19 pandemic and the war in Ukraine. Free cash flow is expected to amount to EUR 0 thousand.

OVERALL ASSESSMENT OF EXPECTED PERFORMANCE

The coming 2022/2023 financial year will continue to be overshadowed by potential economic consequences stemming from the COVID-19 pandemic and the war in Ukraine. Due to the positive results of operations in the financial years prior to the COVID-19 pandemic, increased equity of EUR 280,501 thousand due to the successfully implemented capital increase (30 June 2021: EUR 232,637 thousand), corresponding to an equity

ratio of approximately 61.64% (30 June 2021: 51.64%) – despite another consolidated net loss for the year as at 30 June 2022, and the Company's long-term focus, Borussia Dortmund considers itself prepared to handle the still uncertain economic situation. The management is continuously reassessing the situation as it pertains to the COVID-19 pandemic and the consequences of the war in Ukraine.

OTHER DISCLOSURES

The notes contain disclosures pursuant to § 160 (1) no. 2 AktG.

REPORT IN ACCORDANCE WITH § 315a (1) HGB IN THE VERSION PURSUANT TO ARTICLE 83 (1) SENTENCE 2 EGHGB

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

1. As at 30 June 2022, the share capital of Borussia Dortmund GmbH & Co. KGaA amounts to EUR 110,396,220.00 and is divided into 110,396,220 no-par value ordinary bearer shares. All of the shares have been admitted to trading on the Regulated Market (Prime 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 10.00% of the voting rights as at 30 June 2022:

- 1) Ballspielverein Borussia 09 e.V. Dortmund, Dortmund, Germany: 12.85% of the voting rights (of which 4.61% held directly and 8.24% held indirectly by including the voting rights of Bernd Geske, Germany, pursuant to § 22 (2) and henceforth § 34 (2) WpHG)
- 2) Bernd Geske, Meerbusch, Germany: 12.85% of the voting rights (of which 8.24% held directly and 4.61% held indirectly by including the voting rights of Ballspielverein Borussia 09 e.V. Dortmund, Dortmund, Germany, pursuant to § 34 (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 currently for a term until 30 June 2022 (after the original agreement ending on 30 June 2017 was extended). 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 Article 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 Annual General Meeting, which, in accordance with § 133 (1) of the AktG, must be passed by a simple majority of votes and also, in accordance with Article 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 changes 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 (4) 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 changes 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 of the AktG. The Supervisory Board is authorised in accordance with Article 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. By virtue of a resolution adopted by the Annual General Meeting on 2 December 2022, the general partner was authorised for a period of five years, with the consent of the Supervisory Board, to increase the Company's share capital by issuing up to 22,079,244.00 new shares.
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 Directors – has issued the following concluding declaration:

"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) of the AktG were either undertaken or omitted during the financial year."

DISCLAIMER

This Group 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, dated 19 August 2022

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien
Borussia Dortmund Geschäftsführungs-GmbH



Hans-Joachim Watzke
Managing Director (Chairman)



Thomas Treß
Managing Director



Carsten Cramer
Managing Director



CONSOLIDATED FINANCIAL STATEMENTS

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund



CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

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

EUR '000	Note	30/06/2022	30/06/2021
ASSETS			
Non-current assets			
Intangible assets	(1)	124,398	193,434
Property, plant and equipment	(2)	172,453	183,454
Investments accounted for using the equity method	(3)	382	402
Financial assets	(4)	344	27
Trade and other financial receivables	(5)	59,531	10,392
Prepaid expenses	(15)	1,332	2,094
		358,440	389,803
Current assets			
Inventories	(6)	4,416	6,806
Trade and other financial receivables	(5)	45,845	29,936
Tax assets		14	85
Cash and cash equivalents	(7)	10,571	1,725
Prepaid expenses	(15)	11,740	12,708
Assets held for sale	(8)	24,029	9,456
		96,615	60,716
		455,055	450,519
EQUITY AND LIABILITIES			
Equity			
	(9)		
Subscribed capital		110,396	92,000
Reserves		170,218	140,750
Treasury shares		-113	-113
Equity attributable to the owners of the parent company		280,501	232,637
Non-current liabilities			
Lease liabilities	(12)	12,530	16,819
Trade payables	(13)	29,554	37,250
Other financial liabilities	(14)	1,856	208
Deferred income	(15)	20	0
		43,960	54,277
Current liabilities			
Financial liabilities	(11)	0	56,900
Provisions	(10)	0	2,333
Lease liabilities	(12)	4,649	4,241
Trade payables	(13)	68,978	64,103
Other financial liabilities	(14)	37,042	30,901
Tax liabilities		4	40
Deferred income	(15)	19,921	5,087
		130,594	163,605
		455,055	450,519

The relevant sections in the notes to the consolidated statement of financial position can be found on the following pages:

(1) – p. 203 | (2) – p. 204 | (3) (4) – p. 206 | (5) – p. 207 | (6) (7) (8) – p. 208 | (9) – p. 209 | (10) (11) (12) – p. 210
(13) (14) – p. 211 | (15) – p. 212

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

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

EUR '000	Note	2021/2022	2020/2021
Revenue	(16)	351,645	334,171
Net transfer income	(17)	61,866	15,401
Other operating income	(18)	23,540	10,377
Cost of materials	(19)	-22,641	-19,589
Personnel expenses	(20)	-231,218	-215,650
Depreciation, amortisation and write-downs	(21)	-109,942	-111,043
Other operating expenses	(22)	-102,431	-85,760
Result from operating activities		-29,181	-72,093
Net income/loss from investments in associates	(3)	60	81
Finance income	(23)	1,137	287
Finance costs	(23)	-5,384	-1,427
Financial result		-4,187	-1,059
Profit before income taxes		-33,368	-73,152
Income taxes	(24)	-1,691	342
Consolidated net loss for the year		-35,059	-72,810
Items that were subsequently reclassified to profit or loss		0	0
Total comprehensive income		-35,059	-72,810
Consolidated net loss for the year attributable to:			
- Owners of the parent:		-35,059	-72,810
Total comprehensive income attributable to:			
- Owners of the parent:		-35,059	-72,810
Earnings per share (in EUR) (basic/diluted)	(32)	-0.33	-0.79

The relevant sections in the notes to the consolidated statement of financial position can be found on the following pages:

(3) – p. 206 | (16) (17) (18) (19) – p. 213 | (20) (21) (22) – p. 214 | (23) (24) – p. 215 | (32) – p. 224

CONSOLIDATED STATEMENT OF CASH FLOWS

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

EUR '000	Note	2021/2022	2020/2021
Profit before income taxes		-33,368	-73,152
Depreciation, amortisation and write-downs of non-current assets	(21)	109,942	111,043
Gain/loss on disposals of non-current assets		-81,720	-16,242
Other non-cash expenses/income		-3,927	286
Transfer costs		24,009	1,286
Interest income	(23)	-1,137	-287
Interest expense	(23)	5,384	1,427
Net income/loss from investments in associates	(23)	-60	-81
Changes in other assets not classified as from investing or financing activities		4,772	-95
Changes in other liabilities not classified as from investing or financing activities		11,496	-6,811
Interest received		8	0
Interest paid		-328	-1,427
Cash flows from operating activities		35,071	15,947
Payments for investments in intangible assets		-79,390	-88,314
Net proceeds from transfers		29,982	29,699
Payments for investments in property, plant and equipment		-1,719	-3,414
Proceeds from disposals of property plant and equipment		0	1
Proceeds from financial assets		146	5
Payments for investments in financial assets		-383	0
Dividends received		0	1
Cash flows from investing activities		-51,364	-62,022
Cash receipts from issue of capital		86,462	0
Proceeds from finance raised		0	56,900
Repayments of financial liabilities		-56,900	0
Repayments of lease liabilities		-4,423	-4,386
Cash flows from financing activities		25,139	52,514
Change in cash and cash equivalents		8,846	6,439
Cash and cash equivalents at the beginning of the period		1,725	-4,714
Cash and cash equivalents at the end of the period		10,571	1,725
Definition of cash and cash equivalents			
Bank balances and cash-in-hand	(7)	10,571	1,725
Utilisation of overdraft facilities		0	0
Cash and cash equivalents at the end of the period		10,571	1,725

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

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

EUR '000 <i>see note (9)</i>	Subscribed capital	Reserves		Treasury shares	Equity attributable to the owners of the parent company	Consolidated equity
		Capital reserves	Other revenue reserves			
1 July 2020	92,000	142,843	70,717	-113	305,447	305,447
Distributions to shareholders	0	0	0	0	0	0
Transactions with shareholders	0	0	0	0	0	0
Consolidated net loss for the year	0	0	-72,810	0	-72,810	-72,810
Other gains/losses incurred during the period, after taxes	0	0	0	0	0	0
Total comprehensive income	0	0	-72,810	0	-72,810	-72,810
30 June 2021	92,000	142,843	-2,093	-113	232,637	232,637
1 July 2021	92,000	142,843	-2,093	-113	232,637	232,637
Issue of ordinary shares	18,396	64,527	0	0	82,923	82,923
Transactions with shareholders	18,396	64,527	0	0	82,923	82,923
Consolidated net loss for the year	0	0	-35,059	0	-35,059	-35,059
Other gains/losses incurred during the period, after taxes	0	0	0	0	0	0
Total comprehensive income	0	0	-35,059	0	-35,059	-35,059
30 June 2022	110,396	207,370	-37,152	-113	280,501	280,501

NOTES to the consolidated financial statements of Borussia Dortmund GmbH & Co.
Kommanditgesellschaft auf Aktien, Dortmund for the financial year from 1 July 2021 to 30 June 2022
(hereinafter also "Borussia Dortmund" or the "Group")

BASIC PRINCIPLES

General disclosures

Borussia Dortmund GmbH & Co. KGaA (hereinafter also "Borussia Dortmund" or the "Group") has its registered office at Rheinlanddamm 207 – 209, 44137 Dortmund, Germany, and is listed in the commercial register of the Local Court (*Amtsgericht*) of Dortmund under the number HRB 14217. Borussia Dortmund's professional squad has competed in the Bundesliga's first division for more than four decades. Borussia Dortmund also operates Group companies that sell merchandise, organise and host match-day and non-match-day events, and provide Internet and travel services. Borussia Dortmund also holds an interest in a medical rehabilitation centre.

The general partner, BVB Geschäftsführungs-GmbH, Dortmund, 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), Thomas Treß and Carsten Cramer; its sole shareholder is Ballspielverein Borussia 09 e.V. Dortmund.

The consolidated financial statements are presented in thousands of euros.

The subtotals contained in the consolidated statement of comprehensive income for the result from operating activities (EBIT) and the financial result are used to provide detailed information.

By a resolution dated 19 August 2022, the consolidated financial statements and the Group management report were authorised by the Company's management for submission to the Supervisory Board.

Accounting policies

These consolidated financial statements for the financial year from 1 July 2021 to 30 June 2022, 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 § 315e 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 2021/2022 financial year:

Standard	New and amended Standards and Interpretations	Published by IASB	Mandatory application (IASB)	Effect on Group
IFRS 16	Amendment to extend the application period of the amendment that provides lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification	31 March 2021	1 April 2021	Immaterial

Accounting standards issued by the IASB, but not yet applied by the Company:

Standard	New and amended Standards and Interpretations	Published by IASB	Mandatory application (IASB)	Expected effect on Group
IFRS 3	Reference to the Conceptual Framework	14 May 2020	1 January 2022	Immaterial
IFRS 17	Insurance Contracts	14 May 2017	1 January 2023	None
IAS 1*	Classification of Liabilities as Current or Non-current	19 November 2021	No earlier than 1 January 2024	Immaterial
IAS 1	Amendments regarding disclosure of accounting policies	12 February 2021	1 January 2023	Immaterial
IAS 8	Amendments regarding definition of accounting estimates	12 February 2021	1 January 2023	Immaterial
IAS 12*	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	7 May 2021	1 January 2023	Immaterial
IAS 16	Property, Plant and Equipment — Proceeds before Intended Use	14 May 2020	1 January 2022	Immaterial
IAS 37	Onerous Contracts — Cost of Fulfilling a Contract	14 May 2020	1 January 2022	Immaterial
IFRS 10 and IAS 28*	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	11 September 2014/ 18 December 2014	TBA	Immaterial
Improvements to IFRS 2018 - 2020	Improvements to IFRS 1, IFRS 9, IFRS 16 and IAS 41	1 September 2020	1 January 2022	Immaterial

* Standards not yet adopted by the EU

Scope of consolidated financial statements

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

The list of shareholdings as at 30 June 2022 was as follows:

Shareholdings (30 June 2022)

	Registered office	Share capital (EUR '000)	Shareholding %	Equity (EUR '000) as at 30/06/2022	Net profit/loss (EUR '000) 01/07/2021 to 30/06/2022
Fully consolidated companies					
BVB Stadionmanagement GmbH*	Dortmund	52	100.00	66	92
besttravel dortmund GmbH*	Dortmund	50	100.00	144	308
BVB Merchandising GmbH*	Dortmund	75	100.00	10,881	2,230
BVB Event & Catering GmbH*	Dortmund	25	100.00	25	2,011
BVB Asia Pacific Pte. Ltd.	Singapore	66	100.00	255	35
BVB Fußballakademie GmbH*	Dortmund	50	100.00	456	982
Investments accounted for using the equity method					
Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH**	Dortmund	52	33.33	959	60

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

** Included in the consolidated financial statements as at 30 June 2022 as an associate on the basis of the net profit/loss reported as at 31 December 2021.

Shareholdings (30 June 2021)

	Registered office	Share capital (EUR '000)	Shareholding %	Equity (EUR '000) as at 30/06/2021	Net profit/loss (EUR '000) 01/07/2020 to 30/06/2021
Fully consolidated companies					
BVB Stadionmanagement GmbH*	Dortmund	52	100.00	66	42
besttravel dortmund GmbH*	Dortmund	50	100.00	144	100
BVB Merchandising GmbH*	Dortmund	75	100.00	10,881	-748
BVB Event & Catering GmbH*	Dortmund	25	100.00	25	725
BVB Asia Pacific Pte. Ltd.	Singapore	66	100.00	220	27
BVB Fußballakademie GmbH*	Dortmund	50	100.00	431	140
Investments accounted for using the equity method					
Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH**	Dortmund	52	33.33	1,027	81

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

** Included in the consolidated financial statements as at 30 June 2021 as an associate on the basis of the net profit/loss reported as at 31 December 2020.

No interim financial statements were prepared for Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH (Orthomed GmbH) as at 30 June 2022 due to the fact that there would be no material impact on the consolidated financial statements.

Please refer to Note 33 for disclosures on transactions with related parties.

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.

Subsidiaries are entities controlled by the Group. The Group controls an entity if the Group is exposed to or has rights to variable returns from its investment in the entity and if the Group has the ability to influence those returns through its control over the entity. The financial statements of subsidiaries are included in the consolidated financial statements as at the date control begins and until the time the Group no longer controls the entity.

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.

The Group's interests in investments accounted for using the equity method relate to shareholdings in associates.

Associates are entities over which the Group has a significant influence but does not control or jointly manage the entities' financial and operating policies.

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 and receivables intended for factoring 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 in accordance with IAS 38 and amortised on a straight-line basis over the term of the individual contracts or at their lower recoverable amount.

Agent and brokerage commissions and other expenses in connection with contract extensions or players acquired on free transfers are recognised as intangible assets. If these contractual obligations are subject to certain conditions precedent, they are recognised on the date the conditions are met. The intangible assets are amortised on a straight-line basis over the remaining term of the individual contracts.

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

The useful lives and the methods of amortisation are reviewed at the end of each financial year.

Property, plant and equipment

Property, plant and equipment is carried at cost less accumulated depreciation and impairment losses.

Subsequent expenses are recognised only if it is probable that the future economic benefits associated with the expenses will flow to the Group.

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 expert. The changes in accounting policies resulted as a consequence of an expert review of the remaining useful life of the stadium property, which since 1 July 2013 will be depreciated over 40 years (previously: 19.5 years). Annual depreciation amounted to EUR 3,034 thousand.

Land is carried at amortised cost and impaired if necessary.

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.

Depreciation is calculated in order to allocate the cost of items of property, plant and equipment, less their estimated residual carrying amounts, on a straight-line basis over their estimated useful lives. Depreciation is generally recognised in profit or loss. Unless it is sufficiently clear that ownership will transfer to the Group at the end of the lease, leased assets are depreciated over the term of the lease or their useful lives, whichever is shorter. Land is not depreciated.

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

	Useful life in years
Stadium	40
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.

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, both at the level of the individual assets and at the level of the cash-generating units. A cash-generating unit is the smallest identifiable group of assets that generate cash flows, which are independent of cash flows generated by other assets to the furthest extent possible. 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.

Leases

The Group's leases relate in particular to developed land and leased operating and office equipment.

Under the standard, lessees recognise a right-of-use asset (representing their right to use an underlying asset) and a lease liability (representing their obligation to make lease payments).

Pursuant to the exemptions under IFRS 16, Borussia Dortmund has opted to not apply the accounting requirements to leases with a term of 12 months or less and to leases for which the underlying asset is of low value.

Right-of-use assets recognised in accordance with IFRS 16 are measured at cost as at the commencement date and are generally discounted at the rate implicit in the lease. That amount is reduced by cumulative depreciation and amortisation and, where appropriate, write-downs and impairment losses. Due to the existing lease agreements, Borussia Dortmund is entitled to control the use of various assets against payment of the lease obligations.

Financial instruments

Financial instruments under IFRS are classified in line with the format of the statement of financial position. The table under Note 31 provides a reconciliation of the individual classes and categories of IFRS 9 to the items of the statement of financial position and the fair values of the financial instruments disclosed therein.

Under IFRS 9, financial assets are classified into one of three categories depending on their use and the solely payments of principal and interest (SPPI) test: "at amortised cost"; "at fair value through other comprehensive income (FVOCI)"; and "at fair value through profit or loss (FVTPL)". Financial assets are classified on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. The business model is determined at the portfolio level and is based on management's intentions and past transaction patterns. The cash flows are reviewed on the basis of the individual 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:

To the extent possible, Borussia Dortmund uses observable market inputs to calculate the fair value of an asset or liability. Based on the input factors used in the valuation techniques, the fair values are assigned to different levels in the fair value hierarchy:

Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., the price) or indirectly (i.e., can be derived from the price).

Level 3: Unobservable inputs of the asset or liability.

If the inputs used to measure the fair value of an asset or liability can be categorised to different levels of the fair value hierarchy, the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. Borussia Dortmund recognises reclassifications between different levels of the fair value hierarchy at the end of the reporting period in which the change occurs.

Financial liabilities are generally measured at amortised cost using the effective interest method.

a) Financial assets measured at fair value through profit or loss

Financial assets measured at fair value through profit or loss include financial assets whose cash flows do not comprise solely payments of principal and interest on the principal amount outstanding. This also includes financial assets that are not held in either the "hold" or "hold and sell" business models. Gains and losses resulting from these financial assets are recognised through profit or loss.

Receivables that can potentially be sold as part of factoring are recognised at fair value through profit or loss on the basis of the business model in accordance with the requirements of IFRS 9. The fair value is measured by discounting the cash flows. The measurement models take into account the present value of the expected payments, discounted using a risk-adjusted discount rate. Borussia Dortmund regularly receives an individually-calculated discount rate from the factor (30 June 2022: 3.50%). Thus, the fair value would increase (decrease) at the same rate if the discount rate were lower (higher).

b) Financial assets measured at amortised cost

Financial assets that are measured at amortised cost are non-derivative financial assets with contractual payments that are solely payments of principal and interest on the principal amount outstanding and that are held for the purposes of collecting the contractual cash flows, such as trade receivables and cash

and cash equivalents ("hold" business model). Cash and cash equivalents primarily include cash-in-hand, cheques and demand deposits with banks, which are subject to an insignificant risk of changes in value.

After initial recognition, these financial assets are measured at amortised cost using the effective interest method less loss allowances. Gains and losses are recognised in the consolidated net profit when the loans and receivables are impaired or derecognised. The interest effect resulting from the application of the effective interest rate method and currency translation effects are also recognised in profit or loss.

c) Financial assets measured at fair value through other comprehensive income

Financial assets that are measured at fair value through other comprehensive income are non-derivative financial assets with contractual payments that are solely payments of principal and interest on the principal amount outstanding and that are held for the purposes of collecting the contractual cash flows and selling financial assets, for instance to meet predefined liquidity targets ("hold and sell" business model). This category also includes equity instruments that are not held for trading and for which the option was exercised to recognise changes in fair value through other comprehensive income.

After initial measurement, the financial assets in this category are measured at fair value through

other comprehensive income and any unrealised gains or losses are recognised in other comprehensive income. Upon disposal of debt instruments in this category, the cumulative gains and losses from the fair value measurement recognised in other comprehensive income are reclassified to profit or loss. Interest received from financial assets measured at fair value through other comprehensive income are generally recognised through profit or loss using the effective interest rate method. The changes in the fair value of equity instruments measured at fair value through other comprehensive income are not recognised through profit or loss and instead are reclassified to revenue reserves upon disposal. Dividends are recognised through profit or loss when the legal claim to payment arises.

Impairment of financial assets

At the end of every reporting period, a loss allowance is recognised for financial assets that are not measured at fair value through profit or loss. This loss allowance reflects the expected credit losses for these instruments. The expected credit loss model consists of three stages: a loss allowance is recognised at an amount equal to the 12-month expected credit losses (stage 1), at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition (stage 2), or in the case of credit-impaired financial assets (stage 3). A financial asset is considered to be credit-impaired once there are objective substantial indications, such as the debtor's significant financial difficulty,

or knowledge of an application for bankruptcy or past due event. If the asset appears uncollectible, it and the loss allowance are derecognised.

When reporting trade receivables, Borussia Dortmund uses the simplified approach whereby expected credit losses are recognised over the entire remaining term upon recognition. Expected credit losses are calculated using the simplified approach, broken down by risk group and taking into account historical default rates. The allocation to the respective risk groups is based on the shared credit risk characteristics. At Borussia Dortmund, these are receivables from transfer deals on the one hand, and other trade receivables related primarily to ticketing, merchandising and sponsorships on the other. Credit loss rates specific to the risk clusters are calculated on the basis of the historical credit loss rates for the past three financial years and taking into account forward-looking macroeconomic indicators (gross domestic product) as well as an assessment of the economic impact of the COVID-19 pandemic.

Under the simplified approach, loss allowances are recognised on an individual basis if one or more events occur that have a detrimental impact on the creditworthiness of the debtor. These events include default in payment, impending insolvency or concessions by the debtor due to payment difficulties. Trade receivables are written off immediately if their recoverability is no longer expected with sufficient probability. This is the case, for example, when the debtor is in default.

Receivables from transfer deals represent a concentration of risk, which is hedged using transfer rights.

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 directly in other comprehensive income are also recognised in other comprehensive income.

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 ratified by the Bundesrat as at the end of the reporting period using a rate of income tax of 32.81% (previous year: 32.81%).

Inventories

Inventories consist principally of 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.

Ordinary shares

The costs directly attributable to the issue of ordinary shares are deducted from equity (net of taxes, if applicable).

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

Provisions must be recognised where a present legal or constructive obligation arises from a past event, which is expected to result in an outflow of resources and whose amount can be reliably estimated.

The Group applies these accounting procedures when recognising provisions for litigation and liability risks. The Group makes assumptions when determining the probability that liability will arise, the amount of any claims that could be asserted and the duration of any legal proceedings.

The recognition and measurement of provisions for litigation and liability risks entail uncertainty. The outcome of court proceedings in particular is difficult to predict. Therefore, provisions are measured on the basis of the best estimate of the liability and are recognised at the amount that will most likely be needed to settle the obligation as at the reporting date.

Financial liabilities

Under IFRS 9, financial liabilities include borrowings and are recognised initially at fair value plus transaction costs directly attributable to the issue of the financial liabilities. 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 11, 12, 13, 14 and 26 *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 measured on the basis of the consideration set out in contracts with customers. The Group recognises revenue when (or as) it transfers control over a good or a service to a customer.

Type of product/ service	Primarily	Revenue recognition in accordance with IFRS 15
Match operations	Ticket proceeds	Revenue is recognised at a point in time (date of match).
Advertising	Sponsorship agreements	Revenue is recognised over time in line with the term of the agreement; performance-based bonuses are recognised at a point in time.
TV marketing	Centralised national/international TV marketing	Revenue is recognised over time; performance-based bonuses are recognised at a point in time.
Merchandising	Sale of fan merchandise/granting of licences	Revenue from fan merchandise is recognised at a point in time. Revenue from licences is recognised over time in line with the term of agreement.
Conference, catering, miscellaneous	Related to match-day operations	Revenue is recognised at a point in time.

Transfer proceeds are recognised as the net gain on disposal less any residual carrying amount and presented separately in the "net transfer income" item in the statement of comprehensive income.

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.

Management of financial risks

The Group finances itself primarily from long-term leases, trade payables, season tickets paid for in advance and payments from sponsors. Furthermore, as at 30 June 2022, Borussia Dortmund has a EUR 120,000 thousand overdraft facility at its disposal, which is secured against EUR 30,075 thousand in sponsorship income and a EUR 60,000 thousand registered land charge in relation to the property located at Strobelallee 50, 54, 44139 Dortmund ("Stadium plot of land"). For the coming financial year, Borussia Dortmund's overdraft facility will amount to EUR 75,000 thousand.

The related risks arising comprise fair value risks (interest-rate-related cash flow risks), liquidity risks, credit risks and currency/exchange rate risks. The methods of managing the individual types of risk are described in the following.

Exchange rate risk:

The Group is exposed to transactional foreign currency risks to the extent that the quotations of currencies in which disposal and acquisition transactions as well as receivables and credit

transactions are carried out do not match the functional currency of the Group companies. The aforementioned transactions are primarily conducted on the basis of euros (EUR) and pounds sterling (GBP). Currency forwards are concluded to hedge the cash flows.

Sensitivity analysis (exchange rate risks):

Sensitivity analyses are used to assess the impact of a strengthening (weakening) of the exchange rate as of June 30 on equity or the statement of comprehensive income.

Interest rate risks

Interest rate risks relate to the risk that the interest rate associated with an interest-bearing financial instrument will deviate from the market interest rate due to future market developments. Interest rate risks can therefore arise from floating-rate loans, among other things. These risks are hedged using appropriate interest hedging instruments. Because Borussia Dortmund currently does not have any floating-rate loans or interest rate swaps, there is no necessity for hedges.

Sensitivity analysis (interest rate risk)

Sensitivity analyses are used to measure how sensitive financial ratios are to small changes in input parameters. Because Borussia Dortmund currently does not have any floating-rate loans or interest rate swaps, there is no necessity to perform sensitivity analyses.

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. Any liquidity risks are countered through appropriate forms of financing. The elements of financing falling due in the short term are subject to continuous monitoring on the basis of the relevant corporate planning. Please refer to Note 30 for disclosures on the maturities of contractual cash flows.

The COVID-19 crisis has led to greater focus being placed on liquidity planning and management. The financial and liquidity planning apparatus that has been in place for many years considers a variety of planning scenarios and different premises, and is regularly adjusted to account for current conditions. Weekly target/actual comparisons enable Borussia Dortmund to devise and implement suitable liquidity management measures if necessary. These included in particular the capital increase that was successfully implemented this financial year and the existing overdraft facility of EUR 120,000 thousand as at the end of the reporting period. For the coming financial year, Borussia Dortmund's overdraft facility will amount to EUR 75,000 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 26.

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 are 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 12 include detailed disclosures on leases.

Disclosures on deferred taxes are included, *inter alia*, in Note 24 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 previously recognised valuation allowances. This could negatively impact the results of operations. Please refer to Note 5 for disclosures on carrying amounts.

Note 10 includes detailed disclosures on provisions.

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 to actually 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 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

Borussia Dortmund has four 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 transfer deals, catering, TV marketing, advertising and match operations. The second segment consists of the separate merchandising business, which is carried out by BVB Merchandising GmbH, a legally independent entity.

The wholly owned Group subsidiaries BVB Event & Catering GmbH and besttravel dortmund GmbH are also classified as reportable segments.

BVB Event & Catering GmbH is responsible for conducting stadium tours, providing and arranging for event staffing services and planning, organising, catering, steering and conducting events of all types in its own name and on behalf of third parties. besttravel dortmund GmbH is responsible for arranging travel by air, rail and ship, as well as package tours offered to private customers by travel agents. It also organises and conducts events such as sports travel, conferences and incentive trips, and arranges hotel and car hire bookings.

Internal reporting is based on the accounting provisions of the German Commercial Code (*Handelsgesetzbuch*, "HGB").

OPERATING SEGMENTS

EUR '000	Borussia Dortmund KGaA		BVB Merchandising GmbH		BVB Event & Catering GmbH		besttravel dortmund GmbH		Total	
	2021/2022	2020/2021	2021/2022	2020/2021	2021/2022	2020/2021	2021/2022	2020/2021	2021/2022	2020/2021
Total revenue	419,646	323,497	33,086	33,395	15,546	2,032	1,137	887	469,415	359,811
of which match operations	22,655	554	0	0	0	0	0	0	22,655	554
of which advertising	126,157	106,609	0	0	0	0	0	0	126,157	106,609
of which TV marketing	145,070	186,655	0	0	0	0	0	0	145,070	186,655
of which transfer deals	110,201	23,148	0	0	0	0	0	0	110,201	23,148
of which merchandising	0	0	33,086	33,395	0	0	0	0	33,086	33,395
of which conference, catering, miscellaneous	15,563	6,531	0	0	15,546	2,032	1,137	887	32,246	9,450
Total revenue	419,646	323,497	33,086	33,395	15,546	2,032	1,137	887	469,415	359,811
of which external	418,065	322,338	31,799	32,640	8,754	503	352	42	458,970	355,523
of which internal	1,581	1,159	1,287	755	6,792	1,529	785	845	10,445	4,288
Financial result	4,955	-262	1	0	0	0	-4	-5	4,952	-267
Share of profit from equity investments	81	0	0	0	0	0	0	0	81	0
of which profit transfer	5,623	1,007	0	0	0	0	0	0	5,623	1,007
of which loss absorption	0	-748	0	0	0	0	0	0	0	-748
Net interest income/expense	-749	-521	1	0	0	0	-4	-5	-752	-526
of which interest expense	-1,050	-642	0	0	0	0	-4	-5	-1,054	-647
of which interest income	301	121	1	0	0	0	0	0	302	121
Depreciation, amortisation and write-downs	-107,303	-110,137	-522	-692	-22	-25	-21	-21	-107,868	-110,875
Segment profit before taxes *	-41,037	-77,080	2,230	-748	2,011	724	308	100	-36,488	-77,004
Capital expenditure	81,413	91,663	4	6	0	0	0	0	81,417	91,669
Segment assets **	466,263	453,745	15,846	17,474	5,851	4,684	740	569	488,700	476,472
Segment liabilities	157,319	195,887	4,965	6,593	5,826	4,659	596	425	168,706	207,564
Investments accounted for using the equity method	96	96	0	0	0	0	0	0	96	96
Income from investments in associates	81	0	0	0	0	0	0	0	81	0

* Before profit or loss transfer.

** KGaA segment includes EUR 24,029 thousand (previous year: EUR 9,456 thousand) in assets held for sale.

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

RECONCILIATION of the segments to the statement of financial position and the consolidated statement of comprehensive income

EUR '000	Total		Other adjustments		Consolidated financial statements	
	2021/2022	2020/2021	2021/2022	2020/2021	2021/2022	2020/2021
Total revenue	469,415	359,811	-117,770	-25,640	351,645	334,171
of which match operations	22,655	554	0	0	22,655	554
of which advertising	126,157	106,609	-33	-32	126,124	106,577
of which TV marketing	145,070	186,655	0	0	145,070	186,655
of which transfer deals	110,201	23,148	-110,201	-23,148	0	0
of which merchandising	33,086	33,395	-1,287	-755	31,799	32,640
of which conference, catering, miscellaneous	32,246	9,450	-6,249	-1,705	25,997	7,745
Total revenue	469,415	359,811	-117,770	-25,640	351,645	334,171
of which external	458,970	355,523	-107,325	-21,352	351,645	334,171
of which internal	10,445	4,288	-10,445	-4,288	0	0
Financial result	4,952	-267	-9,139	-792	-4,187	-1,059
Share of profit from equity investments	81	0	-21	81	60	81
of which profit transfer	5,623	1,007	-5,623	-1,007	0	0
of which loss absorption	0	-748	0	748	0	0
Net interest income/expense	-752	-526	-3,495	-614	-4,247	-1,140
of which interest expense	-1,054	-647	-4,330	-780	-5,384	-1,427
of which interest income	302	121	835	166	1,137	287
Depreciation, amortisation and write-downs	-107,868	-110,875	-2,074	-168	-109,942	-111,043
Segment profit before taxes *	-36,488	-77,004	3,120	3,852	-33,368	-73,152
Capital expenditure	81,417	91,669	75	59	81,492	91,728
Segment assets **	488,700	476,472	-33,645	-25,953	455,055	450,519
Segment liabilities	168,706	207,564	5,848	10,318	174,554	217,882
Investments accounted for using the equity method	96	96	286	306	382	402
Income from investments in associates	81	0	-21	81	60	81

* Before profit or loss transfer.

** KGaA segment includes EUR 24,029 thousand (previous year: EUR 9,456 thousand) in assets held for sale.

The table below provides a detailed reconciliation of segment profit or loss before taxes, segment assets and segment liabilities:

EUR '000	Segment profit or loss before taxes		Segment assets		Segment liabilities	
	2021/2022	2020/2021	2021/2022	2020/2021	2021/2022	2020/2021
Segments total	-36,488	-77,004	488,700	476,472	168,706	207,564
Other companies	1,109	210	4,132	0	3,355	0
Other IFRS adjustments	2,700	1,454	-15,284	-9,288	0	0
IFRS 16 adjustments	1,413	1,165	17,812	20,280	17,179	21,060
IFRS 9 adjustments	-2,904	248	-3,973	-26	0	0
IFRS 15 adjustments	-43	-70	27	69	26	103
Consolidation of long-term financial assets	0	0	-10,176	-9,961	0	0
Stadium buildings plus other assets	845	845	-26,183	-27,027	0	0
Other consolidation	0	0	0	0	-14,712	-10,845
	-33,368	-73,152	455,055	450,519	174,554	217,882

The Borussia Dortmund GmbH & Co. KGaA segment exceeded the 10% threshold stipulated in IFRS 8.34 for two customers by a total of EUR 148,080 thousand (previous year: two customers, EUR

181,291 thousand). In the past, no bad debts in excess of 2,5 % have been reported for these customers. The allocation of revenue items is presented in the table below:

EUR '000	Borussia Dortmund KGaA		BVB Merchandising GmbH		BVB Event & Catering GmbH		besttravel dortmund GmbH		Total	
	2021/2022	2020/2021	2021/2022	2020/2021	2021/2022	2020/2021	2021/2022	2020/2021	2021/2022	2020/2021
Total revenue – 10% threshold	148,080	181,291	0	0	0	0	0	0	148,080	181,291
of which match operations	57	0	0	0	0	0	0	0	57	0
of which advertising	55	54	0	0	0	0	0	0	55	54
of which TV marketing	143,280	178,774	0	0	0	0	0	0	143,280	178,774
of which merchandising	0	0	0	0	0	0	0	0	0	0
of which conference, catering, miscellaneous	4,688	2,463	0	0	0	0	0	0	4,688	2,463

NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(1) Intangible assets

EUR '000	30/06/2022	30/06/2021
Player registrations	123,622	192,442
Industrial property rights and similar rights	776	992
	124,398	193,434

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 3.55 years (30 June 2021: 2.44 years).

Changes in intangible assets were as follows:

EUR '000	Player registrations	Industrial property rights and similar rights	Total
Cost			
As at 30 June 2020	404,189	3,561	407,750
Additions	58,738	0	58,738
Disposals	41,862	0	41,862
Reclassification to assets held for sale	3,849	0	3,849
As at 30 June 2021	417,216	3,561	420,777
Additions	65,526	0	65,526
Disposals	79,514	68	79,582
Reclassification to assets held for sale	-90,987	0	-90,987
As at 30 June 2022	312,241	3,493	315,734
Depreciation, amortisation and write-downs			
As at 30 June 2020	175,875	2,208	178,083
Additions	92,269	361	92,630
Disposals	40,965	0	40,965
Reclassification to assets held for sale, disposals	2,405	0	2,405
As at 30 June 2021	224,774	2,569	227,343
Additions	87,348	148	87,496
Disposals	65,635	0	65,635
Reclassification to assets held for sale, disposals	-57,868	0	-57,868
As at 30 June 2022	188,619	2,717	191,336
Carrying amounts			
As at 30 June 2020	228,314	1,353	229,667
As at 30 June 2021	192,442	992	193,434
As at 30 June 2022	123,622	776	124,398

(2) Property, plant and equipment

EUR '000	30/06/2022	30/06/2021
Land, land rights and buildings including buildings on third-party land	140,858	147,014
Other equipment, operating and office equipment	31,595	36,440
	172,453	183,454

Property, plant and equipment primarily relates to the stadium, the BVB FanWelt service centre, the Rheinlanddamm plot of land and the administration building located there, and the plot of land at Strobelallee 81. The facilities at the training ground in Dortmund-Brackel, the youth academy, the football academy, the catering areas at the stadium, the administrative headquarters and the associated operating and office equipment constitute further components of this item.

In the current financial year, investments were made in the training ground in Dortmund-Brackel and in SIGNAL IDUNA PARK.

The investments made in the Dortmund-Brackel training ground related in particular to medical devices, a backstop fence and athletic equipment.

The investments in SIGNAL IDUNA PARK related primarily to the hospitality areas and the new public address system that was brought online.

The items of property, plant and equipment recognised in the statement of financial position as a result of a lease consist of buildings and other facilities (e.g., sport pitches and outdoor grounds) at the Dortmund-Brackel training ground and the youth centre.

In addition, the flood lighting system and the advertising boards in the upper stands at SIGNAL IDUNA PARK as well as the Borussia Dortmund fan shops were also included in the property, plant and equipment recognised under leases.

As at 30 June 2022, the following right-of-use assets at the Dortmund-Brackel training ground related to the corresponding items in the statement of financial position:

	Net carrying amounts
EUR '000	30/06/2022
Buildings	11,813
Operating and office equipment	1,291
	13,104

In the previous year, assets with net carrying amounts of EUR 14,169 thousand were recognised, of which EUR 12,661 thousand was attributable to buildings and EUR 1,508 thousand to operating and office equipment.

Borussia Dortmund reported additions for right-of-use assets recognised under property, plant and equipment amounting to EUR 552 thousand (previous year: EUR 1,106 thousand). This was offset by depreciation and write-downs of EUR 3,019 thousand (previous year: EUR 3,285 thousand).

Current and non-current lease liabilities are presented minus payments already made.

The interest expense incurred for these items amounted to EUR 675 thousand (previous year: EUR 772 thousand) and is reported under finance costs in the consolidated statement of comprehensive income.

There is an option to purchase the training ground in Dortmund-Brackel once the lease there expires in 2023.

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 2020	259,871	95,999	355,870
Additions	351	4,114	4,465
Disposals	0	1,002	1,002
As at 30 June 2021	260,222	99,111	359,333
Additions	98	2,375	2,473
Disposals	117	34	151
As at 30 June 2022	260,203	101,452	361,655
Depreciation, amortisation and write-downs			
As at 30 June 2020	107,102	55,731	162,833
Additions	6,106	7,497	13,603
Disposals	0	557	557
As at 30 June 2021	113,208	62,671	175,879
Additions	6,137	7,219	13,356
Disposals	0	33	33
As at 30 June 2022	119,345	69,857	189,202
Carrying amounts			
As at 30 June 2020	152,769	40,268	193,037
As at 30 June 2021	147,014	36,440	183,454
As at 30 June 2022	140,858	31,595	172,453

(3) Investments accounted for using the equity method

The investment in Orthomed Medizinisches Leistungs- und Rehabilitationszentrum GmbH (33.33%) with its HGB financial statements as at 31 December 2021 is reported here.

EUR '000	30/06/2022	30/06/2021
Non-current assets	520	557
Current assets	831	973
Non-current liabilities	160	165
Current liabilities	232	338
Net assets	959	1,027
Group's share of net assets (33.33%)	320	342
Goodwill	59	59
Dividends received after 31 December 2021	0	0
Carrying amount of interest in associate	379	402
Revenue	4,432	4,138
Profit/loss from continuing operations	181	242
Comprehensive income (33.33%)	60	81
Group's share of comprehensive income (33.33%)	60	81

EUR '000	2021	2020
Cash flows from operating activities	21	620
Cash flows from investing activities	-67	-40
Cash flows from financing activities	-261	-12
Net change in cash and cash equivalents	-307	568

(4) Financial assets

Financial assets relate primarily to long-term, interest-bearing borrowings and minority interests.

Please refer to Note 31 for information on the fair values of financial assets.

(5) Trade and other financial receivables

Trade and other financial receivables amounted to EUR 105,376 thousand (previous year: EUR 40,328 thousand).

Of that figure, EUR 7,388 thousand (previous year: EUR 2,737 thousand) related to other financial receivables and EUR 97,988 thousand to trade receivables (previous year: EUR 37,591 thousand).

Trade receivables included EUR 86,889 thousand in transfer receivables (previous year: EUR 22,187 thousand).

In accordance with IFRS 15, the Group recognises an asset related to products sold with a right of return on the basis of the expected returns. This corresponds to the refund liability. As at 30 June 2022, the asset for the right of return of products amounted to EUR 27 thousand (previous year: EUR 60 thousand).

Non-current

EUR '000	30/06/2022	30/06/2021
Trade receivables	59,531	10,392

Non-current trade receivables are discounted using the effective interest method and measured at

amortised cost. Please refer to Note 31 for information on the fair values of financial assets.

Current

EUR '000	30/06/2022	30/06/2021
Trade receivables	40,868	28,381
Less allowances	-2,411	-1,182
Net trade receivables	38,457	27,199
Other financial receivables	7,388	2,737
	45,845	29,936

Current trade receivables and other assets do not bear interest and mostly have a maturity of up to

three months. Please refer to Note 31 for information on the fair values of financial assets.

(6) Inventories

EUR '000	30/06/2022	30/06/2021
Inventories/merchandise	5,506	7,235
Less write-downs	-1,090	-429
Net inventories	4,416	6,806

The carrying amount of inventories carried at fair value less costs to sell was EUR 3,806 thousand (previous year: EUR 1,292 thousand).

Impairments of inventories are carried in the cost of materials.

(7) Cash and cash equivalents

EUR '000	30/06/2022	30/06/2021
Bank balances and cash-in-hand	10,571	1,725

Bank balances have been subject to immaterial negative interest rates since financial year 2020/2021.

(8) Assets held for sale

Non-current assets are classified as "held for sale" and "measured at the lower of carrying amount and fair value less costs to sell" if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

By virtue of contractual arrangements and current transfer market conditions relating to the pending sale of transfer rights in one of the upcoming transfer windows, non-current intangible assets

(player registrations) were written down by EUR 9,090 thousand (previous year: EUR 4,810 thousand) to their fair value less costs to sell (meaning the gross transfer proceeds to be collected less transfer costs) and reclassified as held for sale. The carrying amount of assets held for sale amounted to EUR 24,029 thousand (previous year: EUR 9,456 thousand). The write-down was recognised under depreciation and amortisation.

(9) Equity

In the first half of financial year 2021/2022, the Company, with the consent of the Supervisory Board, resolved and successfully implemented a capital increase against cash contributions. The Company's share capital increased by EUR 18,396 thousand to EUR 110,396 thousand by issuing 18,396,220 new no-par value ordinary bearer shares. The new shares were offered at a subscription ratio of 5:1 at an issue price of EUR 4.70 and were fully placed. Borussia Dortmund generated gross issue proceeds of EUR 86,462 thousand from the capital increase and the resulting cash inflow was received in early October 2021. The directly attributable transaction costs of EUR 3,539 thousand incurred in connection with the capital increase were recognised outside profit or loss and offset against capital reserves (net of tax effects), leading to an increase of EUR 64,527 thousand in capital reserves.

As at 30 June 2022, the Company's subscribed capital amounted to EUR 110,396 thousand and was divided into 110,396,000 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 19 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 in the same amount is also presented.

As in the previous year, at the end of the reporting period the Company's holding of its own securities consisted of 18,900 no-par value shares.

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 1 July 2020	92,000,000	-18,900	91,981,100
Change in treasury shares		0	
as at 30 June 2021	92,000,000	-18,900	91,981,100
Issue of ordinary shares	18,396,220		18,396,220
Change in treasury shares		0	
as at 30 June 2022	110,396,220	-18,900	110,377,320

After authorised capital was decreased by the cash capital increase in autumn 2021, the Annual General Meeting on 2 December 2021, with the approval of the general partner, increased the Authorised Capital 2020. By virtue of a resolution

adopted by the Annual General Meeting on the same date, the Company was also authorised for a period of five years to increase the share capital by issuing up to 22,079,244 new shares. The new authorised capital may only be used for cash capital increases.

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. At the end of the reporting period, capital reserves amounted to EUR 207,370 thousand.

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.

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	30/06/2022	30/06/2021
Equity of shareholders	280,501	232,637
Share in total capital	61.64 %	51.64 %

(10) Provisions

Due to utilisations and reversals, the provisions for litigation and liability risks decreased from EUR 2,333 thousand in the previous year to EUR 0 thousand as at 30 June 2022.

(11) Financial liabilities

Financial liabilities amounting to EUR 56,900 thousand were repaid in full following the capital increase and now amount to EUR 0 thousand.

(12) Lease liabilities

The payment obligations under leases are due for payment as follows:

EUR '000	30/06/2022	30/06/2021
Less than 1 year	5,170	4,932
Between 1 and 5 years	7,332	11,106
More than 5 years	6,687	7,763
	19,189	23,801
Future finance charges from leases	-2,010	-2,741
Present value of liabilities from leases	17,179	21,060

The change in the maturity structure of the present values of lease liabilities was as follows:

EUR '000	30/06/2022	30/06/2021
Less than 1 year	4,649	4,241
Between 1 and 5 years	6,296	9,735
More than 5 years	6,234	7,084
	17,179	21,060

(13) Trade payables

Trade payables amounted to EUR 98,532 thousand (previous year: EUR 101,353 thousand), of which EUR 87,363 thousand (previous year: EUR 87,683 thousand) related to liabilities from

transfer deals. Liabilities from transfer deals declined due to payments made in connection with transfer agreements.

(14) Other financial obligations

EUR '000	30/06/2022	30/06/2021
Non-current		
Other	1,856	208
	1,856	208
Current		
Other taxes	9,471	6,971
Other	27,571	23,930
	37,042	30,901
Total other financial liabilities	38,898	31,109

Current other financial liabilities increased year on year by EUR 6,141 thousand. The increase is due in particular to the rise in staff-related liabilities not yet due and wage and value added tax not yet due. In addition, other liabilities increased due to fees collected on behalf of third parties in connection with season ticket sales and liabilities to the general partner. This was offset by the payment of residual credits to season ticket holders

for the 2019/2020 season. Other financial liabilities also include refund liabilities amounting to EUR 47 thousand (previous year: EUR 103 thousand). The refund liability relates to the customer's right to return products within 30 days of purchase. A refund liability and a corresponding adjustment of revenue is recognised at the time of sale for products for which a return is expected.

(15) Prepaid expenses and deferred income

Prepaid expenses

EUR '000	30/06/2022	30/06/2021
Non-current		
Deferred income related to professional squad	616	867
Other advance payments	716	1,227
	1,332	2,094
Current		
Deferred income related to professional squad	6,713	8,722
Insurance premiums	787	538
Other advance payments	4,240	3,448
	11,740	12,708

Deferred income

EUR '000	30/06/2022	30/06/2021
Non-current		
Advance payments received from ticket sales	3	0
Advance payments received from sponsors	17	0
	20	0
Current		
Advance payments received from ticket sales	16,930	22
Advance payments received from sponsors	2,170	4,447
Other advance payments	821	618
	19,921	5,087

Current deferred income as reported amounted to EUR 19,921 thousand (previous year: EUR 5,087 thousand) and consisted primarily of proceeds from the sale of season tickets, which had been suspended in the previous two financial years due to the COVID-19 pandemic.

In addition, current deferred income also includes proceeds from sponsorship agreements relating to the 2022/2023 season and compensation relating to services that were not rendered under sponsorship agreements in the 2019/2020 and 2020/2021 seasons due to the pandemic. Deferred income is reversed pro rata over the periods to which it relates or at a point in time.

NOTES TO THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(16) Revenue

EUR '000	2021/2022	2020/2021
Match operations	22,655	554
Advertising	126,124	106,577
TV Marketing	145,070	186,655
Merchandising	31,799	32,640
Conference, catering, miscellaneous	25,997	7,745
	351,645	334,171

Revenue is generated primarily in Germany. It includes prior-period revenue of EUR 1,134 thousand (previous year: EUR 2,155 thousand). The prior-period income recognised in the financial year related primarily to TV marketing.

(17) Net transfer income

EUR '000	2021/2022	2020/2021
Gross transfer proceeds	105,241	24,406
Transfer costs	-24,009	-1,285
Net transfer proceeds	81,232	23,121
Residual carrying amount	-19,366	-7,720
Net transfer income	61,866	15,401

(18) Other operating income

Other operating income increased year on year from EUR 10,377 thousand to EUR 23,540 thousand and consisted mainly of subsidies already accounted for or granted amounting to EUR 13,778 thousand, income from insurance reimbursements amounting to EUR 1,748 thousand, income from the reversal of provisions amounting to EUR 1,483 thousand as

well as income from reimbursements for granting contractual marketing rights amounting to EUR 1,281 thousand.

The share of prior-period income in other operating income amounted to EUR 13,492 thousand (previous year: EUR 2,608 thousand).

(19) Cost of materials

Cost of materials increased from EUR 19,589 thousand to EUR 22,641 thousand. This item consisted mainly of the cost of goods sold for BVB Event & Catering GmbH (EUR 4,362 thousand;

previous year: EUR 625 thousand) and BVB Merchandising GmbH (EUR 18,279 thousand; previous year: EUR 18,901 thousand).

(20) 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	2021/2022	2020/2021
Wages and salaries	223,432	207,025
Social security contributions	7,786	8,625
	231,218	215,650

During financial year 2021/2022, EUR 3,004 thousand was paid into the German statutory retirement pension system (previous year: EUR 2,647 thousand).

(21) Depreciation and amortisation

EUR '000	2021/2022	2020/2021
Amortisation of intangible assets	96,586	97,440
Depreciation of property, plant and equipment	13,356	13,603
	109,942	111,043

(22) Other operating expenses

EUR '000	2021/2022	2020/2021
Match operations	40,344	36,956
Advertising	12,409	10,708
Transfer deals	4,094	4,204
Retail	7,023	6,486
Administration	27,297	22,807
Other	11,264	4,599
	102,431	85,760

In accordance with the Articles of Association, the general partner of Borussia Dortmund GmbH & Co. KGaA, Borussia Dortmund Geschäftsführungs-GmbH, received, by virtue of the cost and profit allocation in connection with its business activities in the financial year ended, remuneration of EUR 5,981 thousand (previous year: EUR 3,818 thousand) that was recognised under administrative expenses.

Other operating expenses include prior-period expenses in the amount of EUR 178 thousand (previous year: EUR 776 thousand).

(23) Financial result

EUR '000	2021/2022	2020/2021
Net income/loss from investments in associates (see Note (3))	60	81
Finance income		
Interest income in accordance with IFRS 9	1,129	252
Other interest income	8	35
	1,137	287
Finance costs		
Financing charges and other interest	-328	-554
Interest expenses for lease liabilities	-675	-772
Interest expenses in accordance with IFRS 9	-4,381	-101
	-5,384	-1,427
	-4,187	-1,059

(24) Income taxes and deferred taxes

In financial year 2021/2022, EUR 1,691 thousand in tax expenses (previous year: tax income of EUR 342 thousand) was reported under taxes on income.

The deferred tax assets and liabilities reported in the consolidated statement of financial position relate to the following items:

EUR '000	Net as at 30/06/2021	Recognised in profit or loss	Net as at 30/06/2022	Deferred tax assets	Deferred tax liabilities
Intangible assets	3,824	-8,084	-4,260	0	-4,260
Property, plant and equipment	-7,192	-1,031	-8,223	0	-8,223
Trade receivables and other assets	194	1,174	1,368	1,368	0
Trade payables	-15,197	15,385	188	188	0
Tax loss carry-forwards	18,371	-7,444	10,927	10,927	0
	0	0	0	12,483	-12,483

EUR '000	Net as at 30/06/2020	Recognised in profit or loss	Net as at 30/06/2021	Deferred tax assets	Deferred tax liabilities
Intangible assets	5,477	-1,653	3,824	3,824	0
Property, plant and equipment	-6,166	-1,026	-7,192	0	-7,192
Trade receivables and other assets	275	-81	194	194	0
Trade payables	-16,686	1,489	-15,197	0	-15,197
Tax loss carry-forwards	17,100	1,271	18,371	18,371	0
	0	0	0	22,389	-22,389

The income tax expense was made up as follows:

EUR '000	2021/2022	2020/2021
Income taxes		
Current period	-1,815	-60
Prior period	124	402
Deferred tax benefit/expense in connection with the creation or reversal of temporary differences	7,444	-1,271
Tax loss carryforwards not yet utilised	-7,444	1,271
	-1,691	342

At the end of the reporting period, the Group had corporation tax loss carry-forwards amounting to EUR 155,160 thousand (previous year: EUR 118,937 thousand) and trade tax loss carry-forwards amounting to EUR 126,706 thousand (previous year: EUR 100,069 thousand) for which no deferred tax assets have been recognised. The tax loss carry-forwards have an unlimited carry-forward period.

The expected income tax expense which would theoretically result from applying the weighted average tax rate of 32.81% (previous year: 32.81%) can be reconciled with the actual income tax benefit reported in the consolidated statement of comprehensive income as follows:

EUR '000	2021/2022	2020/2021
Consolidated net profit before income taxes	-33,368	-73,152
<i>Theoretical tax rate in %</i>	<i>32.81</i>	<i>32.81</i>
Expected tax benefit from income taxes	10,948	24,001
Effects from tax additions and subtractions	-2,025	988
Change in ability to utilise tax loss carry-forwards	-8,923	-24,989
Prior-year taxes	124	402
Other tax effects	-1,815	-60
Tax payment/benefit as reported in the consolidated statement of comprehensive income	-1,691	342
<i>Actual tax rate in %</i>	<i>5.07</i>	<i>-0.47</i>

(25) Consolidated statement of cash flows

Cash and cash equivalents reported in the statement of financial position amounted to EUR 10,571 thousand (previous year: EUR 1,725 thousand). Using the proceeds from the capital increase, liabilities to banks were repaid in full and now amount to EUR 0 thousand (previous year: EUR 56,900 thousand).

Cash flows from operating activities amounted to EUR 35,071 thousand (previous year: EUR 15,947

thousand) and cash flows from investing activities amounted to EUR -51,364 thousand (previous year: EUR -62,022 thousand).

Net cash flows from investing activities included transfer proceeds, netted directly against payments linked to transfers amounting to EUR 7,903 thousand (previous year: EUR 5,071 thousand).

The changes in financial liabilities reported under cash flows from financing activities were as follows:

Reconciliation of change in liabilities to cash flows from financing activities in accordance with IAS 7.44 as at 30 June 2022

EUR '000	Equity			Liabilities/derivatives			
	Subscribed capital	Reserves	Treasury shares	Financial liabilities	Lease liabilities	Other financial liabilities	Total
Balance as at 30 June 2021	92,000	140,750	-113	56,900	21,060	33,442	344,039
Cash receipts from issue of capital	18,396	68,066	0	0	0	0	86,462
Repayments of financial liabilities	0	0	0	-56,900	0	0	-56,900
Repayment of lease liabilities	0	0	0	0	-4,423	0	-4,423
Total change in cash flows from financing activities	18,396	68,066	0	-56,900	-4,423	0	25,139
Other changes							
related to liabilities							
Change in other financial liabilities	0	0	0	0	0	5,456	5,456
Change in lease liabilities	0	0	0	0	542	0	542
related to equity							
Consolidated net loss for the year	0	-35,059	0	0	0	0	-35,059
Costs of capital increase	0	-3,539	0	0	0	0	-3,539
Total other changes related to liabilities	0	0	0	0	542	5,456	5,998
Total other changes related to equity	0	-38,598	0	0	0	0	-38,598
Balance as at 30 June 2022	110,396	170,218	-113	0	17,179	38,898	336,578

Reconciliation of change in liabilities to cash flows from financing activities in accordance with IAS 7.44 as at 30 June 2021

EUR '000	Equity			Liabilities/derivatives			
	Subscribed capital	Reserves	Treasury shares	Financial liabilities	Lease liabilities	Other financial liabilities	Total
Balance as at 30 June 2020	92,000	213,560	-113	8,031	24,404	39,115	376,997
Proceeds from finance raised	0	0	0	56,900	0	0	56,900
Repayment of lease liabilities	0	0	0	0	-4,386	0	-4,386
Total change in cash flows from financing activities	0	0	0	56,900	-4,386	0	52,514
Other changes							
related to liabilities							
Change in financial liabilities	0	0	0	-8,031	0	0	-8,031
Change in other financial liabilities	0	0	0	0	0	-5,673	-5,673
Change in lease liabilities	0	0	0	0	1,042	0	1,042
related to equity							
Consolidated net loss for the year	0	-72,810	0	0	0	0	-72,810
Total other changes related to liabilities	0	0	0	-8,031	1,042	-5,673	-12,662
Total other changes related to equity	0	-72,810	0	0	0	0	-72,810
Balance as at 30 June 2021	92,000	140,750	-113	56,900	21,060	33,442	344,039

OTHER DISCLOSURES

FINANCIAL RISKS

(26) Credit 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	30/06/2022	30/06/2021
Financial assets, receivables and other financial receivables	105,734	40,440
Cash and cash equivalents	10,571	1,725

The change in loss allowances on the basis of the expected credit losses for trade receivables as at 30 June 2022 is presented in the table below:

EUR '000	2021/2022	2020/2021
Loss allowances as at 1 July in accordance with IFRS 9	1,182	3,982
Transfers recognised in profit or loss	1,448	497
Reversals recognised in profit or loss	-255	-626
Items recognised outside profit or loss	-116	-2,675
Loss allowances in accordance with IFRS 9	158	4
Loss allowances as at 30 June	2,417	1,182

The loss allowances recognised related almost exclusively to trade receivables.

The maturities of trade receivables, including other financial receivables, as at the end of the reporting period were as follows:

Maturity analysis of receivables

EUR '000	30/06/2022	30/06/2021
Not yet due	102,341	38,893
Less than 30 days past due	2,633	870
Between 30 and 89 days past due	358	565
More than 90 days past due	44	0
	105,376	40,328

Cash and cash equivalents relate to bank balances and short-term investments in the form of overnight and time deposits. Borussia Dortmund only deposits money at banks with investment grade ratings. Furthermore, the creditworthiness of the banks is regularly monitored on the basis of credit default swaps (CDS).

Due to the short investment term and the creditworthiness of the banks, cash and cash

equivalents are subject to a low level of credit risk. Thus, as in the previous year, no material loss allowances had been recognised.

The table below contains information on the credit risk and the expected credit losses according to the classes of receivables defined by Borussia Dortmund as at 30 June 2022:

30 June 2022

EUR '000	Gross carrying (EUR '000)	Default rate (%)	Expected credit losses (EUR'000)
Receivables from transfer deals	39,399	0.35	138
Other trade receivables	11,140	0.35	39
	50,539		177

30 June 2021

EUR '000	Gross carrying (EUR '000)	Default rate (%)	Expected credit losses (EUR'000)
Receivables from transfer deals	17,584	0.08	14
Other trade receivables	15,416	0.08	12
	33,000		26

(27) Exchange rate risk

As at 30 June 2022, Borussia Dortmund had a financial liability amounting to GBP 5,000 thousand that is exposed to exchange rate risk. In order to fully hedge the currency risk, a EUR/GBP currency forward with a matching maturity and a notional volume of GBP 5,000 thousand has been entered into, which is not part of an IFRS 9 hedge accounting relationship.

As at the end of the reporting period, the fair value of the currency forward amounted to EUR 252 thousand and is recognised under other financial assets. Due to the congruence with the hedged item, there is no effect on OCI in the consolidated statement of comprehensive income.

(28) Interest rate risk

As in the previous year, Borussia Dortmund's portfolio only included non-derivative financial instruments bearing fixed interest as at 30 June 2022. Of those, only the financial instruments that are measured at

fair value through profit or loss are subject to interest rate risk. Please refer to the disclosures on receivables intended for factoring and measured at fair value in Note 31.

Carrying amounts of non-derivative interest-bearing financial instruments

EUR '000	30/06/2022		30/06/2021	
	Fixed interest	Variable interest	Fixed interest	Variable interest
Financial assets, receivables and other financial receivables	105,399	0	40,440	0
Financial liabilities from leases	17,179	0	21,060	0

(29) Net gains/losses

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

Measurement category in accordance with IFRS 9

EUR '000	2021/2022	2020/2021
Financial assets measured at amortised cost	120	-13
Of which net interest expense/income	120	-13
Financial assets measured at fair value through profit or loss	-3,372	252
Of which net interest expense/income	-3,372	252
Financial liabilities measured at amortised cost	-995	-1,379
Of which net interest expense/income	-995	-1,379
Net gains/losses from financial instruments	-4,247	-1,140
Of which net interest expense/income	-4,247	-1,140

(30) 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 in 2022

EUR '000	Lease liabilities	Trade and other financial liabilities	Total
2022/2023	5,170	101,412	106,582
2023/2024	2,956	16,286	19,242
2024/2025	1,888	9,762	11,650
2025/2026	1,442	3,610	5,052
2026/2027	1,045	0	1,045
2027 and beyond	6,688	0	6,688
	19,189	131,070	150,259

Maturities of contractual cash flows from financial liabilities in 2021

EUR '000	Lease liabilities	Trade and other financial liabilities	Total
2021/2022	4,931	83,360	88,291
2022/2023	4,939	37,052	41,991
2023/2024	2,846	302	3,148
2024/2025	1,873	52	1,925
2025/2026	1,448	52	1,500
2026 and beyond	7,763	0	7,763
	23,800	120,818	144,618

(31) Fair values of financial instruments by class and category

The table below provides a reconciliation of the individual classes and categories of IFRS 9 to the items of the statement of financial position and the fair values as at 30 June 2022:

Measurement category in accordance with IFRS 9

EUR '000	Carrying amount 30/06/2022	Fair value 30/06/2022
ASSETS		
At amortised cost		
Non-current financial assets	344	344
Non-current trade and other receivables	11,903	11,903
Current trade and other receivables	45,845	45,845
Cash and cash equivalents	10,571	10,571
At fair value through profit or loss		
Receivables intended for factoring	47,628	47,628
	116,291	116,291

Measurement category in accordance with IFRS 9

EUR '000	Carrying amount 30/06/2022	Fair value 30/06/2022
LIABILITIES		
At amortised cost		
Other non-current financial liabilities	1,856	1,856
Non-current lease liabilities	12,530	n/a
Non-current trade payables	29,554	29,554
Current lease liabilities	4,649	n/a
Current trade payables	68,978	68,978
Other current financial liabilities	37,042	37,042
	154,609	137,430

Measurement category in accordance with IFRS 9

EUR '000	Carrying amount 30/06/2021	Fair value 30/06/2021
ASSETS		
At amortised cost		
Non-current financial assets	27	27
Non-current trade and other receivables	5,775	5,775
Current trade and other receivables	29,936	29,936
Cash and cash equivalents	1,725	1,725
At fair value through profit or loss		
Receivables intended for factoring	4,617	4,617
	42,080	42,080

Measurement category in accordance with IFRS 9

EUR '000	Carrying amount 30/06/2021	Fair value 30/06/2021
LIABILITIES		
At amortised cost		
Other non-current financial liabilities	208	208
Non-current lease liabilities	16,819	n/a
Non-current trade payables	37,250	37,250
Other trade payables	56,900	56,900
Current lease liabilities	4,241	n/a
Current trade payables	64,103	64,103
Other current financial liabilities	33,234	33,234
	212,755	191,695

Any necessary transfers between the levels of the fair value hierarchy take place as at the end of the financial year in which the event triggering them occurs. There were no reclassifications in the current financial year. The fair value of receivables earmarked for factoring is assigned to level 3 and the fair value of all other financial instruments specified above is assigned to level 2.

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 are discounted to present value and accrue interest. In these cases, the carrying amounts largely correspond to fair value.

The table below presents the effect on earnings of the change in fair value of receivables intended for factoring recognised in the income statement as at the end of the reporting period:

EUR '000	
Carrying amount of receivables intended for factoring (1 July 2021)	4,617
Additions	51,000
Disposals	-4,617
Gains/losses recognised through profit or loss	-3,372
Carrying amount of receivables intended for factoring (30 June 2022)	47,628

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" 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.

(32) 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. The weighted average number

of shares outstanding in financial year 2021/2022 amounted to 105,557,762. 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.

(33) 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 37 and 39 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	2021/2022	2020/2021
Transactions with BV. Borussia 09 e.V. Dortmund		
Rental income	291	291
Income from other services	146	187
Income from ticket sales	2	0
Transactions with Borussia Dortmund Geschäftsführungs-GmbH		
Expense from costs recharged	6,177	4,127
of which from executive remuneration falling due	4,180	3,818
Transactions with Orthomed GmbH		
Expense from other services	328	322

EUR '000	30/06/2022	30/06/2021
Other current and non-current assets		
Intercompany account with BV. Borussia 09 e.V. Dortmund	88	63
Other current liabilities		
Intercompany account with Borussia Dortmund Geschäftsführungs-GmbH	3,843	2,126

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, sponsorship, events and travel services) amounting to EUR 297 thousand (previous year: EUR 102 thousand). These transactions were conducted at arm's length.

(34) Other financial obligations

EUR '000	30/06/2022	Total	Due after		
			less than 1 year	1-5 years	more than 5 years
Rental and lease payments		482	235	217	30
Marketing fees		33,673	8,192	25,481	0
Other obligations		3,059	787	2,141	131
		37,214	9,214	27,839	161
Purchase commitments		67,445	35,070	32,375	0

In financial year 2021/2022, EUR 1,136 thousand in rental and lease payments were expensed for leases within the meaning of IFRS 16.6.

EUR '000	30/06/2021	Total	Due after		
			less than 1 year	1-5 years	more than 5 years
Rental and lease payments		893	582	271	40
Marketing fees		38,700	7,259	31,441	0
Other obligations		2,986	844	2,007	135
		42,579	8,685	33,719	175
Purchase commitments		16,000	5,500	10,500	0

In financial year 2020/2021, EUR 1,060 thousand in rental and lease payments were expensed for leases within the meaning of IFRS 16.6.

The minimum lease payments relate mostly to lease agreements for offices and various motor vehicles. The purchase commitments relate primarily to the acquisition of intangible assets.

In addition, a total of EUR 40,460 thousand (previous year: EUR 33,846 thousand) in variable payment obligations under existing agreements with conditions precedent were reported as at 30 June 2022, of which EUR 11,453 thousand (previous year: EUR 18,400 thousand) were due in less than one year.

(35) Events after the end of the reporting period

Events after the end of the reporting period

Capital expenditure

The contracts of the players Niklas Süle, Nico Schlotterbeck, Karim Adeyemi and Salih Özcan, that were concluded before 30 June 2022, went into force as planned on 1 July 2022.

Borussia Dortmund signed striker Sébastien Haller from Ajax Amsterdam. The 28-year-old Ivory Coast international signed a contract that runs until 30 June 2026. The player is undergoing chemotherapy to treat a malignant testicular tumour and has been placed on medical leave for an indefinite period of time.

To compensate for the long-term absence of Sébastien Haller, Borussia Dortmund have signed Anthony Modeste from Bundesliga rivals 1. FC Cologne. The 1.87-metre tall striker signed a contract through to 30 June 2023.

Transfer deals

The transfer of the player Erling Haaland to Manchester City was completed as planned on 1 July 2022.

Match operations

On 29 October 2021, the DFB Executive Committee adopted the new fixture calendar for the 2022/2023 season. This stipulated that Bundesliga matches would start on the weekend of 5 to 7 August 2022,

one week earlier than in the previous year. The 34th and final Bundesliga match day is scheduled for 27 May 2023. For the first time ever, the Bundesliga's match operations will be interrupted mid-season from November to December 2022 on account of the FIFA World Cup in Qatar.

The DFB Cup began one week before the Bundesliga, with the first round beginning on 29 July 2022. Borussia Dortmund advanced to the next round with a 0:3 away win against TSV 1860 Munich.

The first match day of the group stage of the UEFA Champions League will be held on 6/7 September 2022. The draw for the group stage will be held on 25 August 2022. Borussia Dortmund is seeded in the third pot.

Borussia Dortmund will be able to utilise SIGNAL IDUNA PARK's full capacity for the first time during the upcoming UEFA Champions League season and host 81,365 spectators per match.

Other

Beginning in the 2022/2023 season, Borussia Dortmund's Champion Partner General Logistics Systems Germany GmbH & Co. OHG (GLS) will be the club's sleeve sponsor for national and international competitions.

(36) Average number of salaried employees

	2021/2022	2020/2021
of which in the Athletics Department	195	233
of which trainees	9	8
of which other	623	565
	827	806

(37) Management

The management remuneration is as follows:

Management remuneration

EUR '000	2021/2022	2020/2021
Dipl.-Kfm. Hans-Joachim Watzke (Chairman)		
Fixed components		
Fixed remuneration	2,200	1,905
Other remuneration	42	41
Dipl.-Kfm. Thomas Treß		
Fixed components		
Fixed remuneration	952	905
Other remuneration	33	61
Carsten Cramer		
Fixed components		
Fixed remuneration	970	873
Other remuneration	31	33
	4,228	3,818

The members of management received remuneration within the meaning of IAS 24.17 (a) in the 2021/2022 financial year.

EUR 24 thousand in employer contributions to the German statutory retirement pension system were incurred (previous year: EUR 23 thousand).

The management did not receive any performance-based remuneration for the 2021/2022 financial year or the previous year.

(38) Auditors' fees

These were reported in accordance with the classification set out in IDW AcP HFA 36.

EUR '000	2021/2022	2020/2021
Audit services	277	277
Other audit-related work	73	50
Tax advisory services	0	1
Other services	0	0

Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, audited the annual and consolidated financial statements of Borussia Dortmund GmbH & Co. KGaA and conducted further statutory and voluntary audits at subsidiaries. The auditors reviewed the half-yearly financial report as at 31 December 2021 and carried out mandatory audits and reviews as part of the DFL licensing procedure pursuant to the DFL licensing

regulations. The auditors were also tasked with conducting a limited assurance engagement on the separate non-financial Group report.

The other advisory services relate to confirmations in connection with licensing procedures.

Advisory services relating to the General Data Protection Regulation were reported under other services in the previous year.

(39) Supervisory Board

The names of the members of the Company's Supervisory Board in the 2021/2022 financial year, their occupations and their further responsibilities on other management bodies are listed below:

SUPERVISORY BOARD of Borussia Dortmund GmbH & Co. KGaA

Christian Kullmann	Ulrich Leitermann	Bernd Geske	Judith Dommermuth	Bjørn Gulden	Dr. Reinhold Lunow	Silke Seidel	Bodo Löttgen	Prof. Dr. Bernhard Pellens	Gerd Pieper
Chairman (since 25 September 2021 / Deputy Chairman of the Supervisory Board until 24 September 2021)	Deputy Chairman (since 25 September 2021)							(since 2 December 2021)	Retired (Chairman of the Supervisory Board until 24 September 2021)

FULL REMUNERATION PAYABLE FOR 2021/2022 [EUR '000]

45	37	24	24	24	24	27	24	21	11
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OCCUPATIONS [as at 30 June 2022]

Chairman of the Executive Board of Evonik Industries AG, Essen	Chairman of the Managing Boards of group parent companies of the SIGNAL IDUNA Group, Dortmund (SIGNAL Krankenversicherung a.G., Dortmund; SIGNAL IDUNA Lebensversicherung a.G., Hamburg; SIGNAL IDUNA Unfallversicherung a.G., Dortmund; SIGNAL IDUNA Allgemeine Versicherung AG, Dortmund)	Managing partner of Bernd Geske Lean Communication, Meerbusch	Managing partner of JUVIA Verwaltungs GmbH, Cologne	Chief Executive Officer of PUMA SE, Herzogenaurach	Medical Director of Praxisklinik Bornheim, Bornheim	Senior Executive at Dortmund Stadwerke AG and Managing Director of Hohenbuschei Beteiligungsgesellschaft mbH, Westfalentor 1 GmbH and Dortmund Logistik GmbH, all in Dortmund	Chair of the CDU parliamentary group in the state parliament of North Rhine-Westphalia, detective chief inspector (<i>Kriminalhauptkommissar</i>) (ret.), public administration graduate	Professor of International Corporate Accounting at Ruhr University Bochum, Academic Director of the Institute of Management (ifu) at Ruhr University Bochum and Honorary Professor at Tongji University in Shanghai, China	Privateer; former Managing Director of Stadt-Parfümerie Pieper GmbH, Herne
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OTHER FUNCTIONS on statutory supervisory boards and comparable German or foreign supervisory bodies of commercial enterprises [as at 30 June 2022]

Member and Chairman of the Supervisory Board of Dortmunder Volksbank eG, Dortmund	Member and Chairman of the Supervisory Board of Sana Kliniken AG, Ismaning	Chairman of the Board Salling Group A/S, Braband, Denmark (since 6 March 2020)	Member of the Supervisory Board of Tchibo GmbH, Hamburg	Member of the Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund	Member of the Supervisory Board of LVM Landwirtschaftlicher Versicherungsverein Münster a. G. in Münster (non-listed company)	Member of the Supervisory Board of LVM Krankenversicherungs-AG in Münster (non-listed company)	Member of the Advisory Board of Borussia Dortmund Geschäftsführungs-GmbH, Dortmund (until 21 November 2021)
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At its meeting on 2 December 2021, the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA resolved to form an Audit Committee and appointed its members. Dr Bernhard Pellens was elected Chairman of the Audit

Committee, Mr Ulrich Leitermann as Deputy Chairman of the Audit Committee and Ms Silke Seidel as a member of the Audit Committee.

(40) Exercise of the exemption option pursuant to § 264 (3) HGB

The preparation of consolidated financial statements effectively exempts BVB Merchandising GmbH and BVB Event & Catering GmbH from the obligation to prepare annual financial statements within the meaning of § 264 (3) HGB.

(41) Notifiable shareholdings

(under § 160 (1) no. 8 AktG in conjunction with § 33 (1) and (2) WpHG)

Of the shareholdings in our Company, the following were notified to us pursuant to § 33 (1) of the German Securities Trading Act (*Wertpapierhandelsgesetz*, "WpHG") and published with the following content pursuant to § 40 (1) WpHG in financial year 2021/2022:

Mr Ralph Dommermuth notified us on 3 March 2022 that his voting interest in Borussia Dortmund GmbH & Co. KGaA amounted to 5.03% on 2 March 2022 (5,550,000 voting rights/shares) and that all of these voting rights were attributable to him (Mr Ralph Dommermuth) pursuant to § 34 WpHG via Ralph Dommermuth Beteiligungen GmbH, and furthermore that the chain of subsidiaries is as follows, beginning with the ultimate controlling person or entity:

- Ralph Dommermuth
- Ralph Dommermuth Verwaltungs GmbH
- Ralph Dommermuth GmbH & Co. KG Beteiligungsgesellschaft
- Ralph Dommermuth Beteiligungen GmbH with a voting interest of 5.03%

Lansdowne European Absolute Opportunities Fund Limited, George Town, Grand Cayman, Cayman Islands, notified us on 1 March 2022 that its voting interest in Borussia Dortmund GmbH & Co. KGaA amounted to 2.98% on 23 February 2022 (3,294,053 shares) and that all of these voting rights were attributable to Lansdowne European Absolute Opportunities Fund Limited pursuant to § 34 WpHG, and furthermore that the chain of subsidiaries is as

follows, beginning with the ultimate controlling person or entity:

- Lansdowne European Absolute Opportunities Fund Limited
- Lansdowne European Absolute Opportunities Master Fund Limited

Lansdowne Partners International Ltd., George Town, Grand Cayman, Cayman Islands, notified us on 1 March 2022 that its voting interest in Borussia Dortmund GmbH & Co. KGaA amounted to 2.98% on 23 February 2022 (3,294,053 shares) and that all of these voting rights were attributable to Lansdowne Partners International Ltd. pursuant to § 34 WpHG, and furthermore that the chain of subsidiaries is as follows, beginning with the ultimate controlling person or entity:

- Lansdowne Partners International Ltd.
- Lansdowne Partners Limited
- Lansdowne Partners (UK) LLP
- Lansdowne Partners International Limited
- Lansdowne General Partner I Limited
- Lansdowne European Absolute Opportunities Fund LP

PUMA SE, Herzogenaurach, Germany, notified us on 11 October 2021, that its share of voting rights in Borussia Dortmund GmbH & Co. KGaA amounted to 5.32% on 8 October 2021 (5,876,495 voting rights or shares) and that all of their voting rights were held directly by PUMA SE in accordance with § 33 WpHG.

(42) Shareholdings by members of governing bodies

As at 30 June 2022, one member of management held 7,045 no-par value shares in the Company. As at the same date, the members of the Supervisory Board held a total of 9,092,009 no-par value shares. As at 31 December 2021, members of management and the Supervisory Board held a total of 9,099,054 no-par value shares, which corresponds to more than 1% of the shares issued by Borussia Dortmund GmbH & Co. KGaA.

(43) 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") in the reporting year and made it permanently available to shareholders on the website at <https://aktie.bvb.de/eng/Corporate-Governance/Statement-of-Compliance>.

Dortmund, 19 August 2022

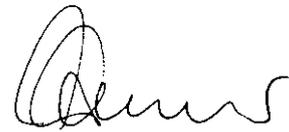
Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien
Borussia Dortmund Geschäftsführungs-GmbH



Hans-Joachim Watzke
Managing Director (Chairman)



Thomas Treß
Managing Director



Carsten Cramer
Managing Director

INDEPENDENT AUDITOR'S REPORT

To Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund/Germany

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND OF THE GROUP MANAGEMENT REPORT

Audit Opinions

We have audited the consolidated financial statements of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund/Germany, and its subsidiaries (the Group) which comprise the consolidated balance sheet as at 30 June 2022, the consolidated statement of profit and loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the financial year from 1 July 2021 to 30 June 2022, and the notes to the consolidated financial statements, including a summary of significant accounting policies. In addition, we have audited the group management report of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund/Germany, for the financial year from 1 July 2021 to 30 June 2022. In accordance with the German legal requirements, we have not audited the content of the corporate governance statement or the sustainability report referred to in the group management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the IFRS as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB and, in compliance with these requirements, give a true and fair view of the assets, liabilities and financial position of the Group as at 30 June 2022 and of its financial performance for the financial year from 1 July 2021 to 30 June 2022, and
- the accompanying group management report as a whole provides an appropriate view of the Group's position. In all material respects, this group management report is consistent with the consolidated financial statements, complies with

German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the group management report does not cover the content of the consolidated corporate governance statement and the sustainability report referred to in the group management report.

Pursuant to Section 322 (3) sentence 1 German Commercial Code (HGB), we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the group management report.

Basis for the Audit Opinions

We conducted our audit of the consolidated financial statements and of the group management report in accordance with Section 317 HGB and the EU Audit Regulation (No. 537/2014; referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the consolidated financial statements and on the group management report.

Key Audit Matters in the Audit of the Consolidated Financial Statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year from 1 July 2021 to 30 June 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In the following we present the key audit matters we have determined in the course of our audit:

1. measurement of player registrations and complete recognition of liabilities from transfers,
2. existence and accuracy of transfer receivables and determination of results from these transfers, and
3. completeness and accuracy of personnel expenses of the professional squad.

Our presentation of these key audit matters has been structured as follows:

- a) description (including reference to corresponding information in the consolidated financial statements)
- b) auditor's response

1. Measurement of player registrations and complete recognition of liabilities from transfers

a) In the consolidated financial statements of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund/Germany, (hereinafter: Borussia Dortmund), player registrations in the amount of mEUR 123.6 are reported under intangible assets and player registrations of mEUR 24.0 are reported under assets held for sale as of 30 June 2022 (27.2% and 5.3% of balance sheet total, respectively). In the past financial year, player registrations under intangible assets decreased by mEUR 68.8. Additions of mEUR 65.5 were offset by disposals of mEUR 13.9 and amortization of mEUR 87.3. In addition, player registrations of mEUR 33.1 were reclassified to assets held for sale. After this reclassification, an impairment loss of mEUR 9.1 was recognized. Trade payables include liabilities from transfers in the amount of mEUR 87.4. The determination of acquisition costs of the player registrations is based on individual and complex transfer agreements between the selling club and Borussia Dortmund as well as contracts concluded with player agents in this context.

In our view, the accounting of player registrations is of particular importance for our audit, as the

individuality and complexity of the contractual clauses give rise to the risk that the valuation upon initial recognition of the respective player registration and the recognition of the associated transfer liability may not be in the correct amount. In addition, there is a fundamental risk that the subsequent measurement of the player's registration and the associated full recognition of the transfer liability may not be appropriate, which may result from the occurrence of contingent contractual provisions or contractual adjustments.

The disclosures of the executive directors regarding intangible assets, assets held for sale and trade payables are included in the sections 1, 8 and 13 of the notes to the consolidated financial statements.

b) As part of our audit, we first obtained an understanding of the process established by the executive directors for determining player registrations and transfer liabilities and their accounting. For the additions of player registrations during the financial year, we assessed the accounting of the player registrations with regard to the determination

of the acquisition costs and the associated liabilities on the basis of inspections of the material transfer and agent agreements.

As part of the subsequent measurement, we assessed whether conditions had arisen in the financial year 2021/22 for the material transfer and agent agreements that led to subsequent

acquisition costs and additional liabilities from transfer transactions, and whether these were recognized in the balance sheet accordingly.

In addition, we examined the material contract adjustments or contract extensions for subsequent acquisition costs and additional liabilities and the need for useful life adjustments.

2. Existence and accuracy of transfer receivables and determination of results from these transfers

a) Transfer receivables in the amount of mEUR 86.9 are reported under trade receivables in Borussia Dortmund's consolidated financial statements. The transfer result in the financial year 2021/22 amounts to mEUR 61.9. Gross transfer fees of mEUR 105.2 were offset by transfer expenses of mEUR 24.0 and outgoing residual carrying amounts of player registrations of mEUR 19.4.

Due to the individuality and complexity of the contractual clauses, the accounting of transfer fees from transfer transactions is demanding and there is a fundamental risk for the consolidated financial statements that, in the case of player registration disposals, the receivables from transfer transactions and the associated transfer fees are reported at too high a level or are not reported on an accrual basis and that the corresponding transfer expenses and outgoing residual carrying amounts are reported at too low a level or are incompletely derecognized. Against this background and due to the amount of the transfer receivables, transfer revenues and transfer expenses, we considered the transfer transactions carried out in the financial year to be of particular significance for our audit.

The information and explanations provided by the executive directors on the transfer receivables, transfer fees and transfer expenses are contained in sections 5 and 17 of the notes to the consolidated financial statements.

b) In performing our audit, we first obtained an understanding of the process established by the Company for accounting for and reporting transfer transactions and transfer receivables.

We recorded and analyzed the stock of transfer receivables and realized transfer fees from player transfers of the professional squad by inspecting the transfer and agent agreements concluded for this purpose. The accuracy of the transfer receivables and transfer fees recognized in the balance sheet was assessed by reviewing the determination of receivables on the basis of the contractual clauses.

We also assessed the complete and correct determination of the corresponding transfer expenses by inspecting the contracts on which the transfers are based. To this end, we also examined whether any residual carrying amounts of the player registrations for the transferred players had been fully derecognized in the intangible assets.

When inspecting the transfer contracts for player transfers, we focused on the date of realization in order to verify the correct accrual of receivables and related transfer income.

3. Completeness and accuracy of personnel expenses of the professional squad

a) In Borussia Dortmund's consolidated financial statements, personnel expenses include the salaries of the professional squad. In addition to fixed basic salaries, these also include performance-related compensation such as points bonuses and annual performance bonuses as well as individual special and one-time payments. From our point of view, the complete and correct accounting of the personnel expenses of the professional squad was of particular importance for our audit, as the personnel expenses for the professional squad could not be recorded in full or in the correct amount due to the individually agreed compensation components and compensation amounts.

The information and explanations provided by the executive directors on personnel expenses are contained in section 20 of the notes to the consolidated financial statements.

b) As part of our audit, we obtained an understanding of the Company's process for determining the

salary payments of the professional squad and the presentation of salaries in the consolidated financial statements. Our further audit procedures included, in particular, an inspection and assessment of the currently applicable employment contracts with their remuneration components and amounts as well as individual termination agreements by performing a consistency check between the respective employment contracts and the corresponding salary calculations for license players and months deliberately selected from a risk perspective. With regard to the variable compensation components, we tested the extent to which the contractually agreed conditions for the variable compensation components had been met for these selected contracts. In addition, we examined whether events occurred that should have led to higher expenses. With regard to agreed special or one-time payments, we examined whether they were recognized under personnel expenses for the correct period, irrespective of the date of payment.

Other Information

The executive directors and the supervisory board are responsible for the other information. The other information comprises

- the report of the supervisory board,
- the non-financial Group report pursuant to sections 315b and 315c of the German Commercial Code (HGB), to which reference is made in the Group management report,
- the other parts of the sustainability report referred to in the group management report; these parts are not expected to be made available to us until after the date of the auditor's report,
- the corporate governance statement referred to in the group management report,

- the executive directors' confirmation regarding the annual financial statements and the management report pursuant to Section 264 (2) sentence 3 and Section 289 (1) sentence 5 HGB and regarding the consolidated financial statements and the group management report pursuant to Section 297 (2) sentence 4 and Section 315 (1) sentence 5 HGB,
- all other parts of the annual report, which is expected to be made available to us after the date of this auditor's report,
- but not the consolidated financial statements, not the audited content of the group management report and not our auditor's report thereon.

The supervisory board is responsible for the report of the supervisory board. The executive directors

and the supervisory board are responsible for the statement according to Section 161 German Stock Corporation Act (AktG) concerning the German Corporate Governance Code, which is part of the consolidated corporate governance statement and to which reference is made in the group management report. Otherwise the executive directors are responsible for the other information.

Our audit opinions on the consolidated financial statements and on the group management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information identified above and, in doing so, to consider whether the other information

- is materially inconsistent with the consolidated financial statements, with the group management report or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

Responsibilities of the Executive Directors and the Supervisory Board for the Consolidated Financial Statements and the Group Management Report

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRS as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB, and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position and financial performance of the Group. In addition, the executive directors are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate

the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the executive directors are responsible for the preparation of the group management report that as a whole provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a group management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the group management report.

The supervisory board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the group management report.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the group management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the consolidated financial statements and on the group management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this group management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the consolidated financial

statements and of the group management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures relevant to the audit of the group management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems.
- evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the

related disclosures in the consolidated financial statements and in the group management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.

- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRS as adopted by the EU and with the additional requirements of German commercial law pursuant to Section 315e (1) HGB.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express audit opinions on the consolidated financial statements and on the group management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinions.
- evaluate the consistency of the group management report with the consolidated financial statements, its conformity with German law, and the view of the Group's position it provides.

- perform audit procedures on the prospective information presented by the executive directors in the group management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the current period and are therefore the key audit matters. We describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter.

OTHER LEGAL AND REGULATORY REQUIREMENTS

Report on the Audit of the Electronic Reproductions of the Consolidated Financial Statements and of the Group Management Report prepared for Publication Pursuant to Section 317 (3a) HGB

Audit Opinion

We have performed an audit in accordance with Section 317 (3a) HGB to obtain reasonable assurance whether the electronic reproductions of the consolidated financial statements and of the group management report (hereinafter referred to as "ESEF documents") prepared for publication, contained in the provided file, which has the SHA-256 value 8C3DADDA557AD718C42010191E1FEB3E3F0071D92B899BE8DF0930CF543FA89E, meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB ("ESEF format"). In accordance with the German legal requirements, this audit only covers the conversion of the information contained in the consolidated financial statements and the group management report into the ESEF format, and therefore covers neither the information contained in these electronic reproductions nor any other information contained in the file identified above.

In our opinion, the electronic reproductions of the consolidated financial statements and of the group management report prepared for publication contained in the provided file identified above meet, in all material respects, the requirements for the electronic reporting format pursuant to Section 328 (1) HGB. Beyond this audit opinion and our audit opinions on the accompanying consolidated financial statements and on the accompanying group management report for the financial year from 1 July 2021 to 30 June 2022 contained in the "Report on the Audit of the Consolidated Financial Statements and of the Group Management Report" above, we do not express any assurance opinion on the information contained within these electronic reproductions or on any other information contained in the file identified above.

Basis for the Audit Opinion

We conducted our audit of the electronic reproductions of the consolidated financial statements and of the group management report contained in the provided file identified above in accordance with Section 317 (3a) HGB and on the basis of the IDW Auditing Standard: Audit of the Electronic Reproductions of Financial Statements and Management Reports Prepared for Publication Purposes Pursuant to Section 317 (3a) HGB (IDW AuS 410 (10.2021)). Our responsibilities in this context are further described in the "Group Auditor's Responsibilities for the Audit of the ESEF Documents" section. Our audit firm has applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1).

Responsibilities of the Executive Directors and the Supervisory Board for the ESEF Documents

The executive directors of the parent are responsible for the preparation of the ESEF documents based on the electronic files of the consolidated financial statements and of the group management report according to Section 328 (1) sentence 4 no. 1 HGB and for the tagging of the consolidated financial statements according to Section 328 (1) sentence 4 no. 2 HGB.

In addition, the executive directors of the parent are responsible for such internal controls that they have considered necessary to enable the preparation of ESEF documents that are free from material intentional and unintentional non-compliance with the requirements for the electronic reporting format pursuant to Section 328 (1) HGB.

The supervisory board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Group Auditor’s Responsibilities for the Audit of the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the audit. We also

- identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
- obtain an understanding of internal control relevant to the audit of the ESEF documents in order to design audit procedures that are appropriate in the circumstances, but not for

the purpose of expressing an assurance opinion on the effectiveness of these controls.

- evaluate the technical validity of the ESEF documents, i.e. whether the provided file containing the ESEF documents meets the requirements of the Delegated Regulation (EU) 2019/815 in the version in force at the balance sheet date, on the technical specification for this electronic file.
- evaluate whether the ESEF documents enable a XHTML reproduction with content equivalent to the audited consolidated financial statements and to the audited group management report.
- evaluate whether the tagging of the ESEF documents with Inline XBRL technology (iXBRL) in accordance with the requirements of Articles 4 and 6 of the Delegated Regulation (EU) 2019/815, in the version in force at the balance sheet date, enables an appropriate and complete machine-readable XBRL copy of the XHTML reproduction.

Further information pursuant to Article 10 of the EU Audit Regulation

We were elected as Group auditor by the general meeting on 2 December 2021. We were engaged by the supervisory board on 2 December 2021. We have been the Group auditor of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien, Dortmund/Germany, without interruption since the financial year 2021/22.

We declare that the audit opinions expressed in this auditor’s report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

OTHER MATTER – USE OF THE AUDITOR’S REPORT

Our auditor’s report must always be read together with the audited consolidated financial statements and the audited group management report as well as with the audited ESEF documents. The consolidated financial statements and the group management report converted into the ESEF format – including the versions to be published in the

Federal Gazette – are merely electronic reproductions of the audited consolidated financial statements and the audited group management report and do not take their place. In particular, the ESEF report and our audit opinion contained therein are to be used solely together with the audited ESEF documents made available in electronic form.

GERMAN PUBLIC AUDITOR RESPONSIBLE FOR THE ENGAGEMENT

The German Public Auditor responsible for the engagement is René Kadlubowski.

Düsseldorf/Germany, 19 August 2022

Deloitte GmbH

Wirtschaftsprüfungsgesellschaft

Signed:

(René Kadlubowski)

Wirtschaftsprüfer

(German Public Auditor)

Signed:

(Christian Renzelmann)

Wirtschaftsprüfer

(German Public Auditor)

RESPONSIBILITY STATEMENT

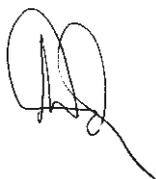
To the best of our knowledge, and in accordance with the applicable accounting principles, the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group, and the management

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, 19 August 2022

Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien

Borussia Dortmund Geschäftsführungs-GmbH



Hans-Joachim Watzke
Managing Director (Chairman)



Thomas Treß
Managing Director



Carsten Cramer
Managing Director



FINANCIAL CALENDAR

11 November 2022

Disclosure of the quarterly financial report –
Q1 fiscal year 2022/2023

21 November 2022

Annual shareholders meeting 2022

For more information, go to: <http://aktie.bvb.de/eng>

FINANCIAL CALENDAR / PUBLICATION DETAILS



PUBLICATION DETAILS

Published by

Borussia Dortmund GmbH & Co. KGaA
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Design

Uwe W. Landskron
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www.K-werk.de

Photography

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Printed by

Lensing Druck GmbH & Co. KG
Feldbachacker 16
44149 Dortmund



