



# Fyber

**FYBER N.V.**

2017 Half Year Financial Report

**Fyber N.V. (“Fyber” or “the Company”) is a global technology company, developing a next generation platform for the programmatic trading of ads, in a data-driven environment. Our mission is to fuel the creation of quality content by empowering digital publishers and app developers to unlock the true value of their advertising properties through advanced technologies, innovative ad formats and data-driven decision-making. Fyber’s technology platform provides an open-access platform for both digital advertisers and publishers, enabling cross-device advertising with a global reach of more than 1.2 billion unique monthly users.**



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# KEY FIGURES

**26% LFL GROWTH IN H1 YOY | PROFITABLE Q2 2017 |  
2018 FORECAST €360M+ & €15M+ EBITDA  
350+ EMPLOYEES | OFFICES IN BERLIN, TEL AVIV, SAN  
FRANCISCO, NEW YORK, LONDON, BEIJING**

## FINANCIAL PERFORMANCE

in € million	17		16		17		16		16	
	For the six months ended		For the three months ended		For the six months ended		For the three months ended		For the year ended	
	30 Jun 2017	30 Jun 2016	30 Jun 2017	30 Jun 2016	30 Jun 2017	30 Jun 2016	30 Jun 2016	30 Jun 2016	31 Dec 2016	31 Dec 2016
Revenue	119.7	94.8	69.9	52.4	69.9	52.4	52.4	52.4	218.1	218.1
Revenue Share to Third Parties	(84.7)	(66.1)	(49.6)	(36.8)	(49.6)	(36.8)	(36.8)	(36.8)	(155.7)	(155.7)
Gross Margin	35.0	28.7	20.3	15.6	20.3	15.6	15.6	15.6	62.4	62.4
Gross Margin (%)	29.2%	30.3%	29.1%	29.8%	29.1%	29.8%	29.8%	29.8%	28.6%	28.6%
Operational Costs (*)	(38.9)	(30.9)	(19.1)	(15.7)	(19.1)	(15.7)	(15.7)	(15.7)	(67.0)	(67.0)
EBITDA (*)	(3.9)	(2.2)	1.2	(0.1)	1.2	(0.1)	(0.1)	(0.1)	(4.6)	(4.6)

(\*) Adjusted to eliminate one-off impacts such as acquisition-related costs and option plans.

## BREAKDOWN BY TRANSACTION TYPE

	17		16	
	For the six months ended		For the six months ended	
	30 Jun 2017	30 Jun 2016	30 Jun 2016	30 Jun 2016
Programmatic	66%	54%	54%	54%
Direct	34%	46%	46%	46%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

## BREAKDOWN BY SCREEN TYPE

	17		16	
	For the six months ended		For the six months ended	
	30 Jun 2017	30 Jun 2016	30 Jun 2016	30 Jun 2016
Mobile	68%	76%	76%	76%
Desktop	32%	24%	24%	24%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

# STATEMENT FROM THE CEO

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Dear Reader,

We have wrapped up a successful first half of the year. In the second quarter, we continued to deliver on our growth and integration strategy, laser-focused on laying the foundation for a successful full integration, while continuing to foster the stand-alone growth of each of the companies within the group.

We set out to build Fyber into a unified, profitable technology company under one strong brand and management and delivered the first profitable quarter in the history of the Company with an adjusted EBITDA of €1.2 million for the second quarter of 2017. Gross revenue grew 26% during the first half of the year compared to the same period last year, largely due to the strong performance of the programmatic business units – Inneractive and Fyber RTB, as well as the general market growth in mobile, and more specifically in in-app advertising. In H1 2017, more than two thirds of our revenue were generated from mobile, with 95% of mobile revenue generated from in-app environments. To further support our vision of combining video, data and programmatic, we have successfully launched a beta version of our Video Ad Monetization Platform referred to in short as ‘VAMP’.

With the \$18 million credit facility obtained from Bank Leumi in June 2017 and the working credit facility for Fyber GmbH of €7.5 million, the Company is fully financed.

I am extremely proud of our newly established global leadership team which consists of ad tech veterans and international experts. Together, they bring the know-how required to take Fyber to the next level of growth, and the motivation to build an organizational culture of positive and engaged employees with strong affiliation to the Company. It's exciting to see the companies coming together and I have the utmost confidence in our group and its ability to seize the vast market opportunity.

In these past few months we have already capitalized on several quick wins from the integration efforts, including: (1) Establishing Inneractive as a programmatic source of demand on both the Fyber and Heyzap platforms; (2) Merging the direct sales teams which sell to advertising agencies and direct brands; (3) Merging office space in New York, San Francisco, London and Beijing; and (4) Identifying and implementing cross-departmental cost efficiency opportunities.

We intend to continue focusing on scalability, profitability across the different business units and a smooth integration process, rolling out a unified product roadmap and a unified brand over the next months, on the road to having a unified technology and data infrastructure by the end of 2018.

On behalf of the Management Board, I extend my sincere gratitude to all the employees of Fyber for their hard work and dedication, as well as to our partners and investors for their collaboration and trust.

A stylized, handwritten signature in grey ink, consisting of a large, sweeping loop followed by a sharp downward stroke.

**Ziv Elul**  
Chief Executive Officer  
20 September 2017

# REPORT FROM THE MANAGEMENT BOARD

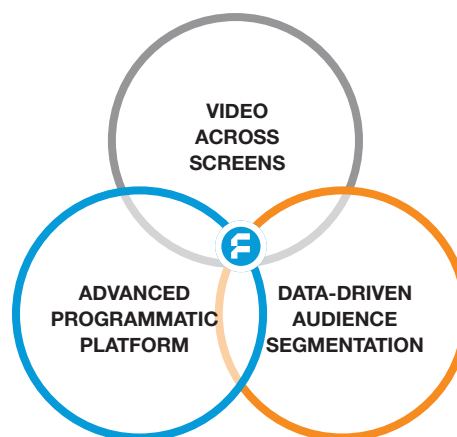
## BUSINESS MODEL

Fyber N.V is listed on the Frankfurt Stock Exchange (Ticker Symbol FBEN), providing shareholders the opportunity to invest in a company entirely focused on one of the most inspiring and dynamic markets. Fyber provides digital publishers and app developers with complete inventory control across all programmatic channels. We are a global technology company with the vision of becoming the leading neutral publisher-facing advertising technology (“ad tech”) company. Fyber connects publishers with advertisers worldwide, enabling them to generate business-critical revenue streams from digital advertising. Our products fuel the creation of quality content by empowering publishers to unlock the true value of their properties through advanced technologies, innovative ad formats and data-driven decision-making.

We offer a full-stack monetization suite, including an ad exchange, ad serving, ad network mediation, along with several publisher tools to centrally manage all monetization strategies. Our automated real-time bidding mechanisms ensure the delivery of relevant, high-paying ads, optimizing the yield for publishers with every ad impression. For transactions placed via the Fyber exchanges, the Company retains a share of the ad spend advertisers spend via the platform. Our technology is channel-neutral and provides an open-access platform for advertisers and publishers. The platforms enable cross-device advertising with a global reach of more than 1.2 billion unique monthly users with a strong focus on video ads.

## PRODUCT FOCUS

By offering a unique cross-screen programmatic video solution for publishers, Fyber is well positioned to become a global, neutral publisher-side powerhouse



- **Video across screens:** variety of video ad units, non-rewarded, rewarded, in-stream, out-stream; on mobile in-app, mobile web and desktop
- **Data-driven audience segmentation:** enabling publishers to offer targeted user segments to their demand-side partners; optimizing the yield they generate from ad impressions by combining data from data management platforms and other third-party data providers, the publisher’s first-party data and Fyber’s own ad performance and engagement data
- **Advanced programmatic platform:** offering programmatic and real-time bidding enabled ad exchanges for mobile in-app, mobile web and desktop inventory; unified auction across RTB and non-RTB demand sources optimizes yield for publishers

## STRATEGY AND OBJECTIVES

Our strategy is designed to create value through the core platforms of Fyber, Heyzap, Fyber RTB and Inneractive. All group companies are highly compatible and complementary, together covering all publisher verticals, from major gaming publishers to leading news outlets, and all relevant ad formats, from innovative video ad units to traditional display formats. All companies share the publisher focus, consolidating several layers of the complex value chain, simplifying and streamlining processes for publishers and thereby optimizing the yield they generate from advertising. This shared approach, the shared vision, and the compatible technology will allow for full integration, generating value from merging the group's companies into one technology infrastructure.

**We are confident in the strategic value of having built a strong position on the supply-side of the digital advertising value chain, supporting publishers with their monetization goals by overcoming the following market imbalances:**

(a) Publishers vs. advertisers: Advertisers tend to have more data on the users they want to target than publishers. By offering the publisher access to data and user segmentation tools we enable them to understand and analyze their user base, form targeted segments and price the ad impressions accordingly.

(b) Publishers vs. the internet giants and social media platforms: Publishers are ultimately competing with the major internet companies for advertising spend. We strengthen their competitive position by enabling them to offer their ad inventory in an optimized way, leveling the playing field against the giants.

**Fyber's growth strategy centers around the following four acquisitions:**

### Fyber

In 2014, we completed the acquisition of Berlin-based Fyber GmbH as the anchor investment in digital advertising technology. At the time, Fyber GmbH was a supply-side platform for gaming developers and freemium apps, monetizing their content with rewarded advertising. The defined vision was to strengthen the existing portfolio and diversify the offering to additionally service non-gaming clients.

### Fyber RTB

In 2015, we acquired Düsseldorf-based Fyber RTB (for-

merly Falk Realtime Ltd.) to strengthen the group's programmatic and ad serving technology. Fyber RTB's strong desktop business enables us to offer cross-screen services, as the other group companies are focused on mobile.



In 2016, we acquired San Francisco-based Heyzap Inc., a provider of SSP and mediation services, making Fyber one of the largest neutral mobile SSPs available today. The Heyzap acquisition put us in a market-leading position for the provision of Mediation services with a focus on rewarded video ad formats.

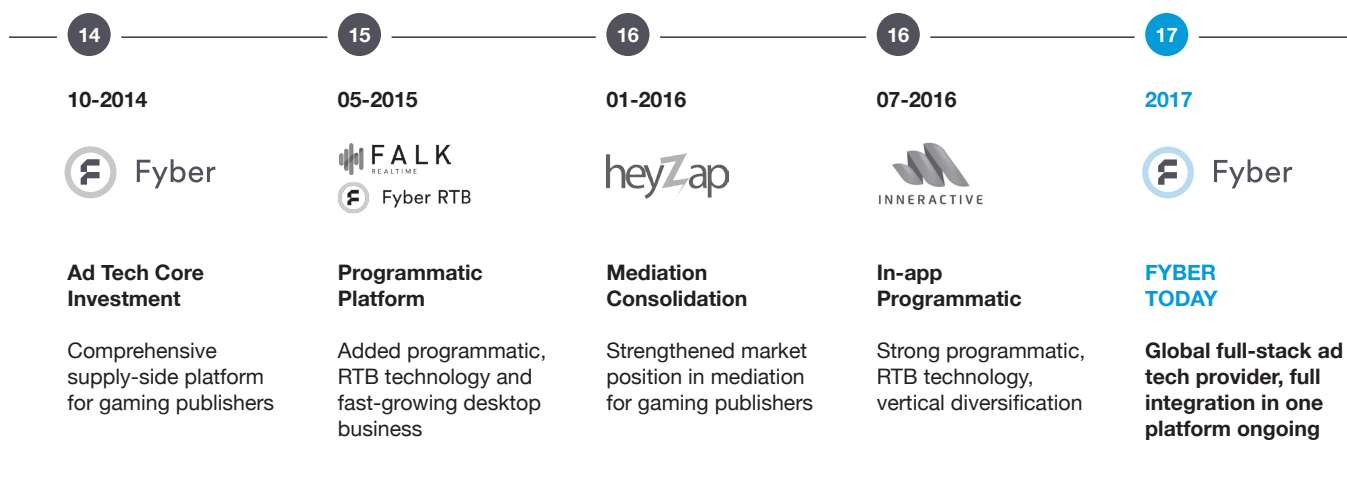


INNERACTIVE

In 2016, we acquired Tel Aviv-based Inneractive Ltd. as part of our strategic plan to expand our offering in programmatic trading and real-time bidding. Inneractive added a strong mobile ad exchange, with the majority of its revenue being outside of the gaming vertical, thus expanding the group's addressable market significantly. Finally, it gave access to additional advertising formats (e.g. outstream video / native video) that the group did not previously provide and strengthened existing capabilities (e.g. interstitial ad formats).

Based on the anchor investment into Fyber and the subsequent additions, the strategy of building a full-stack, publisher-facing offering was successfully executed. The Company now enables desktop publishers, mobile web publisher and app developers to optimize their advertising monetization strategy by providing a comprehensive set of publisher tools, ad formats and platform products (ad exchange, publisher ad server, mediation and more). Going forward, we will focus on organically growing the existing business lines and on increasing efficiency in order to achieve substantial growth both in top-line revenue and EBITDA.

FYBER TODAY



OUR DIFFERENTIATORS

We built our strategy and focused our investment around the fastest-growing areas in ad tech: video advertising, programmatic trading and data-driven audience segmentation. By enhancing our offering in these areas through organic and acquisition-driven growth we were able to secure a strong market position, based on the following key strengths:

- **Broad global reach:** Fyber reaches more than 1.2 billion unique users each month through the apps and digital properties that are integrated with the Company’s platforms.
- **Advanced programmatic capabilities:** Fyber offers programmatic and real-time bidding enabled ad exchanges for mobile in-app, mobile web and desktop inventory; unified auction across RTB and non-RTB demand sources allows different demand types to compete simultaneously, thus optimizing yield for publishers.
- **In-app first but cross-screen:** Much of Fyber’s technology offering has been designed specifically for the in-app environment, which is different from browser-based environments. Across the group companies we successfully support all digital inventory types such as mobile web and desktop. This differentiates us from competitors that originate in desktop and are now migrating to mobile and more specifically, to in-app.
- **Robust video offering:** Video is a technically challenging product and is currently the only digital ad format

with more demand than supply; Fyber supports rewarded and non-rewarded video formats across screens, all designed to facilitate low latency, broad functionality and optimized user experience.

- **Targeting, user segmentation & data analytics:** Fyber’s segmentation products enable publishers to sell targeted user segments to their demand partners, thus optimizing the yield they generate from advertising; Fyber’s differentiated audience product combines first-party data from the publisher, with third-party data from data management platforms and Fyber’s own exchange data to give publishers a detailed view of user segments on their digital properties.

We plan to continue investing in the aforementioned areas, keeping a strong market position through technological leadership.

**We believe that the need for publisher-focused neutral technology creates a significant market opportunity for providers like Fyber.**



# ECONOMIC REVIEW

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## MARKET OVERVIEW

The Company provides publisher-facing technology solutions, in the digital advertising market, with a focus on mobile, video and advanced programmatic trading of digital ads.

The Company confirms the general market environment as presented in detail in the Annual Report 2016. The continuing growth trends in digital advertising allow for a positive outlook on the market and growth opportunity for the Company.

eMarketer estimates the following:

- Total worldwide digital advertising spend will grow 17% YoY in 2017 to almost \$224 billion
- Mobile ad spend will grow 32% YoY to \$142 billion globally
- Mobile programmatic video ad spend in the US alone to grow more than 70% to \$5 billion

At these growth rates we do not view the market opportunity to be a limiting factor for the Company, especially given Fyber's product focus is aligned with the fastest-growing submarkets in ad tech.<sup>1</sup> Mobile, video and especially outstream video, as well as programmatic trading continue to be the strongest drivers of growth in digital advertising.

## Spotlight on Video

Fyber's existing product offering and future product investment is focused on the market opportunity around digital video advertising.

In line with Cisco's prediction that by 2020 80% of the internet traffic will be video, advertisers are continuing to shift ad budgets to this ad format.<sup>2</sup> Digital video ad spend is estimated to grow 23% in 2017 over 2016 to more than \$13 billion in the US alone. For mobile video the growth rate is at more than 33%, confirming it as the fastest-growing ad format.<sup>3</sup>

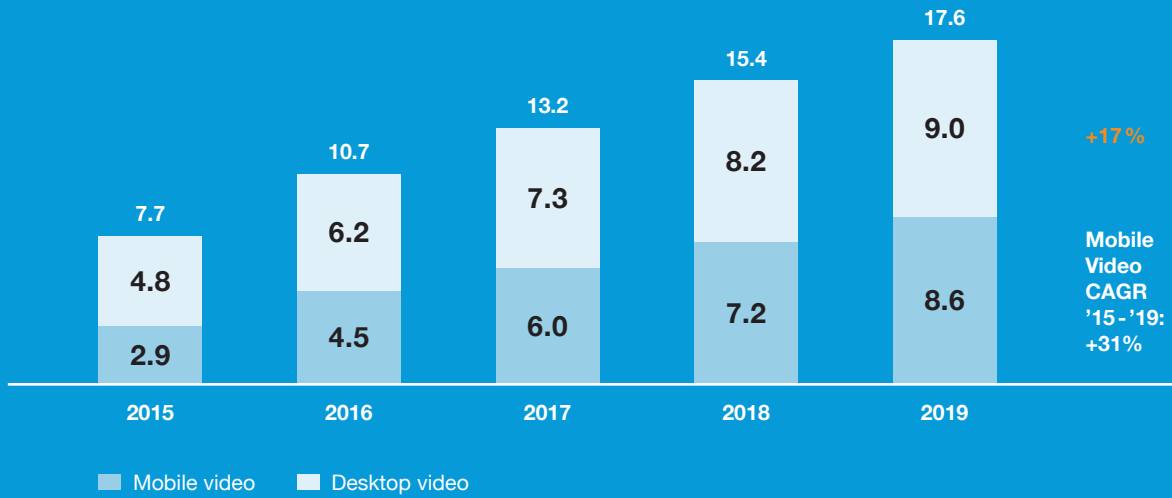
Our offering combines robust video capabilities with a comprehensive publisher platform, enabling publishers to overcome the technical challenges around mobile video along with the additional challenges in digital monetization such as demand fragmentation, yield loss due to manual optimization, and the imbalance of data and information between publishers and advertisers. Providing scale for video ad units via RTB, specifically in mobile in-app environments, is not a commodity, clearly setting us apart in the market.

<sup>1</sup> eMarketer Jun 2017

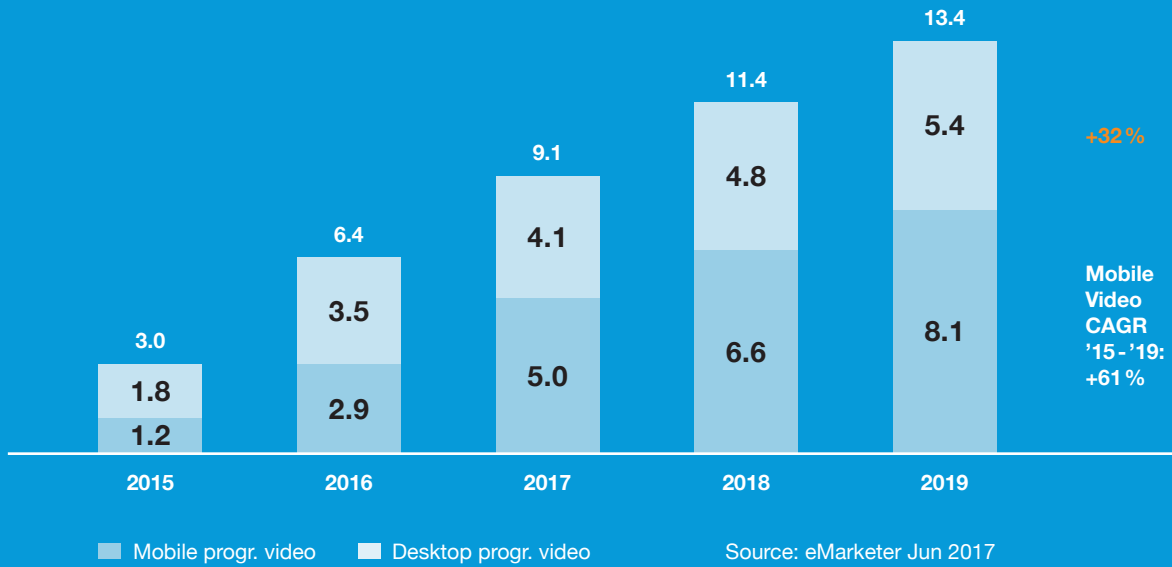
<sup>2</sup> Cisco Systems Jun 2017

<sup>3</sup> eMarketer Apr 2017

US MOBILE AND DESKTOP VIDEO AD SPEND (\$BN)



US PROGRAMMATIC MOBILE AND DESKTOP VIDEO AD SPEND (\$BN)



# BUSINESS PERFORMANCE

## BASIS OF PRESENTATION AND HIGHLIGHTS

Below we report based on pro-forma financials which include the acquisitions of Heyzap and Inneractive as if they had already closed on 1 January 2016 – thus providing a like for like comparison and demonstrating our organic growth.

The reporting structure follows the different buying channels and ad formats our technology platforms support. The first component PROGRAMMATIC vs. DIRECT relates to the use of automated processes to purchase digital advertising, as opposed to the traditional way of using manual insertion orders (IO). The second component VIDEO vs. DISPLAY relates to the type of ad format used by the publishers, and lastly MOBILE vs. DESKTOP relates to the screen type.

We achieved positive adjusted EBITDA\* in Q2 2017, due to the completion of the acquisitions, the identified and partly already implemented synergies and our organic growth. Going forward, the Company's new Management Board, appointed this past July, will focus on further increasing both growth and efficiency in order to expand top-line revenue and EBITDA profit according to the stated guidance (please refer to section 'Forecast Report' below for details).

\*Note: We define adjusted EBITDA as our consolidated earnings before financial income (expense), income taxes, depreciation and amortization, adjusted to eliminate one-off impacts such as acquisition-related costs and deferred price consideration and option plans. Adjusted EBITDA is not a measure calculated in accordance with IFRS. We have included adjusted EBITDA in this form because it is a key metric used by our Management Board and Supervisory Board to evaluate operating performance, generate future operating plans and make strategic decisions regarding the allocation of capital. In particular, we believe that the adjusted EBITDA can act as a useful metric for period-over-period comparisons of our core business. Accordingly, we believe that this metric provides useful information to investors and others in understanding and evaluating our operational results in the same manner our management does.

## FOCUS ON PROGRAMMATIC TRADING

### BREAKDOWN BY TRANSACTION TYPE

	17	16
For the six months ended		
in %	30 Jun 2017	30 Jun 2016
Programmatic	66%	54%
Direct	34%	46%
<b>Total</b>	<b>100%</b>	<b>100%</b>

The developments of the past quarters have confirmed our assumption that the market is moving towards programmatic trading. Advertisers are moving away from buying 'digital real estate' to buying targeted audiences, preferably in real-time. Therefore, we have been focused on products that will allow growth in this segment. As of June 2017, two-thirds of our revenue was generated from programmatic platforms, compared to 54% in the same period last year. Our income from programmatic rose by 53% in comparison to the corresponding period of the previous year. Income from direct deals ("Direct", i.e. ad impressions transacted in a non-programmatic way) was slightly reduced due to our focus on programmatic trading. Going forward, advanced programmatic services, including RTB, will remain a focus for the group.

### REVENUE BY TRANSACTION TYPE

	17	16	16
For the six months ended			
in € million	30 Jun 2017	30 Jun 2016	Change
Programmatic	79.2	51.7	53.2%
Direct	40.5	43.1	(6.0%)
<b>Total</b>	<b>119.7</b>	<b>94.8</b>	<b>26.3%</b>

## PREMIUM VIDEO INVENTORY AS KEY GROWTH DRIVER

### BREAKDOWN BY AD FORMAT TYPE

	17	16
	For the six months ended	
in %	30 Jun 2017	30 Jun 2016
Video	44%	43%
Display	56%	57%
<b>Total</b>	<b>100%</b>	<b>100%</b>

Fyber's video offering ensures high quality video demand and optimized yield for the publishers for each ad impression. We mitigate demand fragmentation by connecting publishers to more than 180 leading Demand-Side Platforms ("DSP") across screens and channels, serving innovative non-rewarded and rewarded video ad units. Many of the world's top demand partners and brands connect to and buy our vast global video inventory.

In H1 2017, around 44% of our revenue was generated from video ad formats compared to 43% in the same period last year. Our income from video ad formats rose by 30% in comparison to the corresponding period of the previous year. Revenue from display formats increased by 24% due to the massive growth of Inneractive's business in China. For the remainder of 2017, we anticipate continued growth in both formats equally.

### REVENUE BY AD FORMAT

	17	16	16
	For the six months ended		
in € million	30 Jun 2017	30 Jun 2016	Change
Video	53.1	40.9	29.8%
Display	66.6	53.9	23.6%
<b>Total</b>	<b>119.7</b>	<b>94.8</b>	<b>26.3%</b>

## CAPITALIZING ON OUR MOBILE EXPERTISE

### BREAKDOWN BY SCREEN TYPE

	17	16
	For the six months ended	
in %	30 Jun 2017	30 Jun 2016
Mobile	68%	76%
Desktop	32%	24%
<b>Total</b>	<b>100%</b>	<b>100%</b>

Mobile is dominating the digital space, both in terms of time spent on devices and advertising spend on mobile. The growth of high-speed mobile networks, more powerful smartphones and first-time sales in emerging markets have seen smartphones become many people's most important, or only, way to access the internet. As users spend more time on mobile, and within mobile mostly within apps as opposed to mobile web, advertisers are following suit and are shifting ad budgets from more traditional media to mobile and specifically in-app environments. As of June 2017, around 70% of our revenue was generated from mobile traffic, in line with our overall strategy.

### REVENUE BY SCREEN TYPE

	17	16	16
	For the six months ended		
in € million	30 Jun 2017	30 Jun 2016	Change
Mobile	81.5	71.9	13.4%
Desktop	38.2	22.9	66.8%
<b>Total</b>	<b>119.7</b>	<b>94.8</b>	<b>26.3%</b>

## PROFITABILITY

	17		16		16	
	For the six months ended		For the three months ended		For the year ended	
in € million	30 Jun 2017	30 Jun 2016	30 Jun 2017	30 Jun 2016	31 Dec 2016	
Revenue	119.7	94.8	69.9	52.4	218.1	
Revenue Share to Third Parties	(84.7)	(66.1)	(49.6)	(36.8)	(155.7)	
Gross Margin	35.0	28.7	20.3	15.6	62.4	
Gross Margin (%)	29.2%	30.3%	29.1%	29.8%	28.6%	
Personnel Cost	(22.0)	(19.1)	(10.9)	(9.3)	(41.0)	
IT Cost	(9.2)	(4.4)	(4.8)	(2.4)	(11.6)	
Other Operating Expenses, net	(9.1)	(10.6)	(4.3)	(5.8)	(13.8)	
EBITDA	(5.3)	(5.4)	0.3	(1.9)	(3.9)	
Stock Option Plan	1.4	1.3	0.9	0.7	2.4	
Other Adjustments	–	1.8	–	1.2	(3.1)	
<b>EBITDA (Adj)</b>	<b>(3.9)</b>	<b>(2.3)</b>	<b>1.2</b>	<b>(0.1)</b>	<b>(4.6)</b>	
EBITDA Margin (%)	(3.3%)	(2.4%)	1.7%	(0.1%)	(2.1%)	

Gross revenue for H1 2017 increased by 26% to €119.7 million, driven by a 53% growth of income from programmatic trading. Revenue for Q2 2017 grew by 33% year-over-year (“YoY”).

Gross margin (€) for H1 2017 increased by 22% to €35.0 million compared to €28.7 million for the same period last year. The average Gross Margin (%) decreased from 30.3% to 29.2% due to (1) the stronger contribution of Fyber RTB, increasing its share of revenue from 21% to 30%; and (2) Inneractive’s ramp-up cost in relation to entering the Chinese market. Going forward, in line with the strategic plan of increasing the share of programmatic revenues, we estimate that gross margin will stabilize at around 28%.

As part of the integration of the four Fyber-owned companies, we are working on realizing the identified synergies, resulting in a positive effect on our operating expenses, which will offset the decrease in gross margin. Overhead expenses (not including the Employee Stock Option Plan) reduced by 6% in the Q2 2017 compared to Q1 2017, equaling 14.3% of revenues compared to 21.3%.

IT cost for the H1 2017 accumulated to €9.2 million, compared to €4.4 million for the same period last year, making up half of other operating expenses. Other expenses remained flat.

Adjusted EBITDA for Q2 2017 was €1.2 million, representing 1.2% of gross revenue. For H1 2017 adjusted EBITDA was – €3.9 million. We estimate the adjusted EBITDA for the second half of the year to be positive and exceed €7 million, resulting in an EBITDA margin of at least 4%.

## CASH FLOW

### CASH FLOW

17

16

in € million	1 Jan – 30 Jun 2017	1 Jan – 31 Dec 2016
Net Cash Flow from Operating Activities	(20.5)	(22.1)
Net Cash Flow from Investing Activities	4.2	(80.3)
Net Cash Flow from Financing Activities	2.5	48.3
Net change in Cash and Cash Equivalents	(13.8)	(54.1)
Opening balance Cash and Cash Equivalents	25.0	79.1
<b>Closing balance Cash and Cash Equivalents and Cash Deposits</b>	<b>11.2</b>	<b>25.0</b>

The high negative investing cash flow in 2016 will be reduced as no new acquisitions are planned. At the same time, earn-out payments for Heyzap (expected \$5 million) have yet to be made. In April 2017, the holders of the Convertible Bonds (“Bonds”) agreed to changes of the Bonds’ terms, including the reduction of the fixed interest rate from 5.0% p.a. to 3.0% p.a., the reduction of the conversion price from €4.20 to €3.00, and the waiver of the July 2017 coupon payment. During this period we secured approximately €25 million of working capital and revolving credit lines from financial institutions to be used for earn-out payments and operating needs. Going forward, we expect positive EBITDA on an ongoing basis, which is expected to cover the ongoing financial cost and higher working capital needs due to expanded business volume. Management therefore has reasonable expectation that Fyber has adequate resources to continue as a going concern for the foreseeable future.

## FINANCIAL AND ASSET POSITION

### FINANCIAL POSITION

17

16

in € thousand	30 Jun 2017	31 Dec 2016
Intangible Assets	245,390	256,990
Other Assets	3,132	3,320
Cash and Cash Deposits	11,204	24,982
Trade and other Receivables	74,308	63,539
Other Financial Assets	11,049	16,796
<b>Total Assets</b>	<b>345,083</b>	<b>365,627</b>
Interest bearing Loans	133,965	138,071
Trade and other Payables	75,053	78,059
Employee Benefits Liabilities	13,827	14,430
Other Liabilities	10,518	10,569
Deferred Tax Liabilities	4,325	4,054
<b>Total Liabilities</b>	<b>237,688</b>	<b>245,183</b>
<b>Total Equity</b>	<b>107,395</b>	<b>120,444</b>

# EQUITY INFORMATION

The Company's shares are traded on the Prime Standard of the Frankfurt Stock Exchange under the symbol 'FBEN' (previously 'RNM') and the ISIN code NL0012377394.

## KEY SHARE DATA

Issuer	<b>Fyber N.V.</b>
Ticker Symbol	<b>FBEN</b>
ISIN	<b>NL0012377394</b>
Market	<b>Frankfurt Stock Exchange, Prime Standard</b>
Currency	<b>Euro</b>
Number of shares	<b>114,533,333</b>
52 weeks low / -high	<b>3,40 / 0,57</b>

Based on the mandatory notifications to the Netherlands Authority for Financial Markets (AFM), upon reaching or exceeding certain thresholds of holdings by the shareholder, the Company is able to provide the below information.

Shareholders Registered above 3% of Voting Rights	<b>% Voting Rights</b>
Former Fyber Shareholders (P+P Pöllath und Partners)	<b>20.3%</b>
Abu Dhabi Securities	<b>18.0%</b>
Altera Absolute Global Master Fund	<b>5.5%</b>
FIL Limited (FIL Investments International, FIL Pension Management)	<b>3.4%</b>

# SUBSEQUENT EVENTS

## Change to Registered Shares

As approved by the Extraordinary General Meeting in April 2017, the Company changed the form of its shares from bearer shares to registered shares. This change took effect on 14 August 2017. The new International Securities Identification Number is NL0012377394.

## Composition of Management Board

The Extraordinary General Meeting on 25 July 2017 approved the appointment of new members to the Management Board, including Ziv Elul as CEO, Daniel Sztern as Deputy CEO, Yaron Zaltsman as CFO and Crid Yu, former member of the Supervisory Board, as COO. Andreas Bodczek (former CEO) and Heiner Luntz (former CFO) stepped down from their positions as per 27 July 2017.

# FORECAST REPORT

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We are confident in Fyber's continued growth both in the short and long term. This growth, along with our ongoing investment in sustaining a leaner, more efficient operation, has been leading the Company towards profitability, which is expected to increase as a percentage of revenue over time.

We anticipate our H2 2017 revenue to exceed €160 million; therefore, we confirm our annual guidance of €280 million, resulting in a YoY growth of at least 28% over 2016. It should be noted that due to seasonality at least two thirds of the revenues of H2 will be generated during the last quarter of the year.

In 2018 we expect further growth of approximately 30%, to an annual revenue of at least €360 million.

As a result of the expected revenue mix from the different product lines we estimate H2 2017 gross margin to be 29%. Gross margin for 2018 is estimated to be around 28%.

As part of the integration of the four Fyber-owned companies, we are expecting cost reductions due to synergies resulting in a positive effect on our operating expenses, which will offset the change in gross margin. We estimate H2 2017 adjusted EBITDA to be positive and exceed €7 million, resulting in an adjusted EBITDA margin of at least 4%. For the full year 2018 we estimate an adjusted EBITDA margin of at least 5%, with the adjusted EBITDA ranging between €15 million and €18 million.

# RISK REPORT

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Risk management is an integral part of Fyber's daily business operations. It is promoted by top-level management and designed to ensure that the most relevant strategic, operational, financial and compliance risks are identified, monitored and managed appropriately.

Our approach to risk management, the main risks per category, and actions we take to manage, control and mitigate the risks are described in the Risk Management section of the Annual Report for the year ended 31 December 2016.

The Management Board reports no update to the Company's risk profile.



# RESPONSIBILITY STATEMENT

With reference to the statement within the meaning of article 5:25d (2c) of the Financial Supervision Act, the Management Board hereby declares that, to the best of their knowledge:

- the interim financial statements prepared in accordance with IAS 34, “Interim Financial Reporting”, give a true and fair view of the assets, liabilities, financial position, profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the interim Management Board report gives a fair review of the information required pursuant to section 5:25d (8)/(9) of the Financial Supervision Act.

Berlin, 20 September 2017

## The Management Board

Ziv Elul | Chief Executive Officer  
 Dani Szttern | Deputy Chief Executive Officer  
 Yaron Zaltsman | Chief Financial Officer  
 Crid Yu | Chief Operating Officer

# EDITORIAL

## FINANCIAL CALENDAR 2017

### RESULTS ANNOUNCEMENTS

<b>Q3 2017 Interim Statement</b>	22 November 2017
<b>Annual Report 2017</b>	28 March 2018
<b>Q1 2018 Interim Statement</b>	16 May 2018
<b>H1 2018 Interim Statement</b>	29 August 2018
<b>Q3 2018 Interim Statement</b>	21 November 2018

<b>Annual General Meeting</b>	26 September 2017
<b>Annual Analyst Meeting</b>	27 November 2017

## ABOUT FYBER N.V. (FORMERLY RNTS MEDIA N.V.)

Fyber is a global technology company, developing a next generation platform for the programmatic trading of ads, in a data-driven environment. Its mission is to fuel the creation of quality content by empowering digital publishers and app developers to unlock the true value of their advertising properties through advanced technologies, innovative ad formats and data-driven decision-making. Fyber’s technology platforms enable cross-device advertising with a global reach of more than 1.2 billion unique monthly users, and has a strong focus on video advertising. Fyber was founded in 2010 as RNTS Media and has offices in Berlin, Tel Aviv, New York, San Francisco, London and Beijing. The Company employs more than 350 people globally and is listed on the Prime Standard of Frankfurt Stock Exchange under the symbol ‘FBEN’.

In 2016 the Company won a number of awards including: Deloitte Technology Fast 500™ 2016 EMEA company; was placed in Gruenderszene’s Top 50 growth ranking 2016, and won the Golden Bridge Gold Award 2016.

# CONSOLIDATED INTERIM INCOME STATEMENT – PRO FORMA

## PRO-FORMA INTERIM INCOME STATEMENT

	17		16		17		16		16	
	For the six months ended		For the three months ended		For the three months ended		For the three months ended		For the year ended	
		Restated <sup>2</sup>							Restated <sup>2</sup>	
in € thousand	30 Jun 2017	30 Jun 2016 <sup>1</sup>	30 Jun 2017	30 Jun 2016 <sup>1</sup>	30 Jun 2017	30 Jun 2016 <sup>1</sup>	30 Jun 2017	30 Jun 2016 <sup>1</sup>	31 Dec 2016 <sup>1</sup>	
Revenue	119,672	94,816	69,947	52,353	69,947	52,353	69,947	52,353	218,120	
Revenue Share to Third Parties	(84,700)	(66,067)	(49,611)	(36,764)	(49,611)	(36,764)	(49,611)	(36,764)	(155,703)	
Gross Margin (€)	34,972	28,749	20,336	15,589	20,336	15,589	20,336	15,589	62,417	
Other Operating Income	151	116	70	14	70	14	70	14	9,352	
Personnel Costs	(21,960)	(19,123)	(10,911)	(9,295)	(10,911)	(9,295)	(10,911)	(9,295)	(40,961)	
Other Operating Expenses	(18,433)	(15,102)	(9,236)	(8,215)	(9,236)	(8,215)	(9,236)	(8,215)	(34,697)	
<b>EBITDA</b>	<b>(5,270)</b>	<b>(5,360)</b>	<b>259</b>	<b>(1,907)</b>	<b>259</b>	<b>(1,907)</b>	<b>259</b>	<b>(1,907)</b>	<b>(3,889)</b>	
Depreciation, Amortization and Impairment	(6,121)	(5,377)	(3,310)	(2,734)	(3,310)	(2,734)	(3,310)	(2,734)	(11,797)	
<b>EBIT</b>	<b>(11,391)</b>	<b>(10,737)</b>	<b>(3,051)</b>	<b>(4,641)</b>	<b>(3,051)</b>	<b>(4,641)</b>	<b>(3,051)</b>	<b>(4,641)</b>	<b>(15,686)</b>	
Finance Income	2,903	107	2,894	60	2,894	60	2,894	60	188	
Finance Expenses	(5,783)	(7,607)	(2,988)	(2,109)	(2,988)	(2,109)	(2,988)	(2,109)	(13,545)	
Foreign Exchange Gains (Losses)	537	(129)	475	(855)	475	(855)	475	(855)	(1,183)	
<b>Loss for the year before Tax</b>	<b>(13,734)</b>	<b>(18,366)</b>	<b>(2,670)</b>	<b>(7,545)</b>	<b>(2,670)</b>	<b>(7,545)</b>	<b>(2,670)</b>	<b>(7,545)</b>	<b>(30,226)</b>	
Income Tax Gain (Expense)	1,976	(695)	2,122	(324)	2,122	(324)	2,122	(324)	(3,096)	
Loss for the Year from Continuing Operations	(11,758)	(19,061)	(548)	(7,869)	(548)	(7,869)	(548)	(7,869)	(33,322)	
Profit for the Year from Discontinued Operations after Tax	–	1,629	–	1,629	–	1,629	–	1,629	3,383	
<b>Loss for the Year after Tax</b>	<b>(11,758)</b>	<b>(17,432)</b>	<b>(548)</b>	<b>(6,240)</b>	<b>(548)</b>	<b>(6,240)</b>	<b>(548)</b>	<b>(6,240)</b>	<b>(29,939)</b>	
<b>Profit (Loss) Attributable to</b>										–
- Owners of the parent	(11,758)	(17,432)	(548)	(6,240)	(548)	(6,240)	(548)	(6,240)	(29,939)	
- Non-Controlling Interest	–	–	–	–	–	–	–	–	–	
<b>Earnings per Share</b>										
- Basic Loss per Share (€)	(0.10)	(0.15)	–	(0.05)	–	(0.05)	–	(0.05)	(0.26)	
- Diluted Loss per Share (€)	(0.10)	(0.15)	–	(0.05)	–	(0.05)	–	(0.05)	(0.25)	

1) Pro-forma information as if Fyber had acquired, both Heyzap Inc. + Inneractive Ltd. as of 1 January 2016

2) Certain amounts shown here do not correspond to the 2016 financial statements and reflect adjustments made (Note 2).

# CONSOLIDATED INTERIM INCOME STATEMENT

## INTERIM INCOME STATEMENT

	17		16		17		16		16	
	For the six months ended		For the three months ended		For the six months ended		For the three months ended		For the year ended	
		Restated <sup>2</sup>				Restated <sup>2</sup>				Restated <sup>2</sup>
in € thousand	30 Jun 2017	30 Jun 2016 <sup>1</sup>	30 Jun 2017	30 Jun 2016 <sup>1</sup>	30 Jun 2017	30 Jun 2016 <sup>1</sup>	30 Jun 2017	30 Jun 2016 <sup>1</sup>	31 Dec 2016 <sup>1</sup>	31 Dec 2016 <sup>1</sup>
Revenue	119,672	59,754	69,947	33,556	176,786	176,786	176,786	176,786	176,786	176,786
Revenue Share to Third Parties	(84,700)	(43,138)	(49,611)	(24,218)	(128,551)	(128,551)	(128,551)	(128,551)	(128,551)	(128,551)
Gross Margin (EUR)	34,972	16,616	20,336	9,338	48,235	48,235	48,235	48,235	48,235	48,235
Other Operating Income	151	116	70	14	9,351	9,351	9,351	9,351	9,351	9,351
Personnel Costs	(21,960)	(14,466)	(10,911)	(6,956)	(35,350)	(35,350)	(35,350)	(35,350)	(35,350)	(35,350)
Other Operating Expenses	(18,433)	(11,148)	(9,236)	(5,902)	(29,627)	(29,627)	(29,627)	(29,627)	(29,627)	(29,627)
<b>EBITDA</b>	<b>(5,270)</b>	<b>(8,882)</b>	<b>259</b>	<b>(3,506)</b>	<b>(7,391)</b>	<b>(7,391)</b>	<b>(7,391)</b>	<b>(7,391)</b>	<b>(7,391)</b>	<b>(7,391)</b>
Depreciation, Amortization and Impairment	(6,121)	(3,236)	(3,310)	(1,664)	(9,286)	(9,286)	(9,286)	(9,286)	(9,286)	(9,286)
<b>EBIT</b>	<b>(11,391)</b>	<b>(12,118)</b>	<b>(3,051)</b>	<b>(5,170)</b>	<b>(16,677)</b>	<b>(16,677)</b>	<b>(16,677)</b>	<b>(16,677)</b>	<b>(16,677)</b>	<b>(16,677)</b>
Finance Income	2,903	107	2,894	60	187	187	187	187	187	187
Finance Expenses	(5,783)	(3,579)	(2,988)	(1,814)	(9,417)	(9,417)	(9,417)	(9,417)	(9,417)	(9,417)
Foreign Exchange Gains (Losses)	537	(97)	475	(1,068)	(1,183)	(1,183)	(1,183)	(1,183)	(1,183)	(1,183)
<b>Loss for the Year before Tax</b>	<b>(13,734)</b>	<b>(15,687)</b>	<b>(2,670)</b>	<b>(7,992)</b>	<b>(27,090)</b>	<b>(27,090)</b>	<b>(27,090)</b>	<b>(27,090)</b>	<b>(27,090)</b>	<b>(27,090)</b>
Income Tax Gain (Expense)	1,976	(332)	2,122	(226)	(2,148)	(2,148)	(2,148)	(2,148)	(2,148)	(2,148)
Loss for the Year from Continuing Operations	(11,758)	(16,019)	(548)	(8,218)	(29,238)	(29,238)	(29,238)	(29,238)	(29,238)	(29,238)
Profi for the Year from Discontinued Operations after Tax	-	1,629	-	1,629	3,383	3,383	3,383	3,383	3,383	3,383
<b>Loss for the Year after Tax</b>	<b>(11,758)</b>	<b>(14,390)</b>	<b>(548)</b>	<b>(6,589)</b>	<b>(25,855)</b>	<b>(25,855)</b>	<b>(25,855)</b>	<b>(25,855)</b>	<b>(25,855)</b>	<b>(25,855)</b>
<b>Earnings per Share</b>										
From Discontinued Operations										
- Basic Loss per Share (€)	-	(0.01)	-	(0.01)	(0.03)	(0.03)	(0.03)	(0.03)	(0.03)	(0.03)
- Diluted Loss per Share (€)	-	(0.01)	-	(0.01)	(0.03)	(0.03)	(0.03)	(0.03)	(0.03)	(0.03)
From Total Operations										
- Basic Loss per Share (€)	(0.10)	(0.13)	-	(0.06)	(0.23)	(0.23)	(0.23)	(0.23)	(0.23)	(0.23)
- Diluted Loss per Share (€)	(0.10)	(0.12)	-	(0.06)	(0.22)	(0.22)	(0.22)	(0.22)	(0.22)	(0.22)

1) Pro-forma information as if Fyber had acquired, both Heyzap Inc. + Inneractive Ltd. as of 1 January 2016

2) Certain amounts shown here do not correspond to the 2016 financial statements and reflect adjustments made (Note 2).

# CONSOLIDATED INTERIM STATEMENT OF OTHER COMPREHENSIVE INCOME

## INTERIM STATEMENT OF OTHER COMPREHENSIVE INCOME

	17	16	17	16	16
	For the six months ended		For the three months ended		For the year ended
in € thousand	30 Jun 2017	30 Jun 2016 <sup>1</sup>	30 Jun 2017	30 Jun 2016 <sup>1</sup>	31 Dec 2016 <sup>1</sup>
<b>Loss for the Year after Tax</b>	(11,758)	(14,390)	(548)	(6,589)	(25,855)
To be reclassified to Profit and Loss in Subsequent Periods					
- Exchange differences on currency translation	(7,695)	(1,481)	(6,480)	(1,473)	2,437
- Income Tax Effect	-	-	-	-	-
Other Comprehensive Income for the Year, net of Tax	(7,695)	(1,481)	(6,480)	(1,473)	2,437
Total Comprehensive Income for the Year	(19,453)	(15,871)	(7,028)	(8,062)	(23,508)
Total Comprehensive Income attributable to:					
- Owners of the Parent	(19,453)	(15,871)	(7,028)	(8,062)	(23,508)
- Non-Controlling Interest	-	-	-	-	-

1) Pro-forma information as if Fyber had acquired, both Heyzap Inc. + Inneractive Ltd. as of 1 January 2016

# CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

## INTERIM FINANCIAL POSITION

	17	16		17	16
in € thousand	30 Jun 2017	31 Dec 2016		30 Jun 2017	31 Dec 2016
<b>Non-current Assets</b>			<b>Equity</b>		
Goodwill	211,391	216,951	Issued Capital	11,453	11,453
Other Intangible Assets	33,999	40,039	Share Premium	184,812	184,812
Property and Equipment	1,478	1,940	Treasury Shares	(4,745)	(5,049)
Non-current Financial Assets	674	504	Other Capital Reserves	23,618	17,518
Deferred Tax Assets	165	-	Legal Reserve	4,259	4,259
	<b>247,707</b>	<b>259,434</b>	Accumulated Deficit	(107,850)	(96,093)
<b>Current Assets</b>			Other Components of Equity	(4,152)	3,544
Inventories	144	271	<b>Equity attributable to Shareholders of the Company</b>	<b>107,395</b>	<b>120,444</b>
Trade and other Receivables	74,308	63,539	<b>Total Equity</b>	<b>107,395</b>	<b>120,444</b>
Other Current Financial Assets	10,375	16,292			
Other Current Assets	1,345	1,109	<b>Non-current Liabilities</b>		
Cash and Cash Equivalents	11,204	24,982	Long-term Employee Benefits Liabilities	421	429
	<b>97,376</b>	<b>106,193</b>	Long-term Borrowings	129,735	136,642
<b>Total Assets</b>	<b>345,083</b>	<b>365,627</b>	Deferred Tax Liabilities	4,325	4,054
			Other non-current Liabilities	8,408	9,425
				<b>142,889</b>	<b>150,550</b>
			<b>Current Liabilities</b>		
			Trade and other Payables	75,053	78,059
			Short-term Employee Benefits Liabilities	13,406	14,001
			Short-term Borrowings	4,230	1,429
			Other Current Liabilities	479	479
			Income Tax Payables	1,602	570
			short term Provisions	29	95
				<b>94,799</b>	<b>94,633</b>
			<b>Total Liabilities</b>	<b>237,688</b>	<b>245,183</b>
			<b>Total Equity and Liabilities</b>	<b>345,083</b>	<b>365,627</b>

# CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

## INTERIM CASH FLOW

17

16

For the six months ended

in € thousand	30 Jun 2017	30 Jun 2016
<b>Loss for the year before Tax</b>	<b>(13,734)</b>	<b>(15,687)</b>
Depreciation, Amortization and Impairment	6,121	3,236
Financial Income and Expenses	2,880	3,472
Cash Flow from Discontinued Operations	-	(1,007)
Other Non-cash Effects	1,006	923
Reimbursement of Virtual Share Program by former Fyber Shareholders	-	4,624
Changes in Provisions, Employee Benefit Obligations	(669)	(7,079)
Changes in Working Capital	(12,208)	(4,912)
<b>Cash generated from Operations</b>	<b>(16,604)</b>	<b>(16,430)</b>
Interest Received	10	-
Interest Paid	(3,782)	(2,650)
Income Tax Paid	(95)	(1,139)
<b>Net Cash Flow from Operating Activities</b>	<b>(20,471)</b>	<b>(20,219)</b>
Purchases of Property and Equipment	(60)	(453)
Purchases, Capitalization of Intangible Assets	(1,517)	(2,373)
Acquisition of a Subsidiary, Net of Cash Acquired	-	(18,097)
Change in Investments and Financial Assets, Net	5,747	(54,705)
<b>Net Cash Flow from Investing Activities</b>	<b>4,170</b>	<b>(75,628)</b>
Proceeds from Long-term Borrowings	-	25,525
Transaction Costs on the Issue of Convertible Bonds	-	(563)
Proceeds from Short-term Borrowings	2,801	-
<b>Net Cash Flow from Financing Activities</b>	<b>2,801</b>	<b>24,962</b>
<b>Net Changes in Cash</b>	<b>(13,500)</b>	<b>(70,885)</b>
Cash at Beginning of Period	24,982	79,123
Net Foreign Exchange Difference	(278)	(30)
Net Changes in Cash	(13,500)	(70,885)
<b>Cash and Cash Equivalents at End of Period</b>	<b>11,204</b>	<b>8,208</b>

# CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGE IN EQUITY

## EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT

in € thousand	Ordinary Shares	Share premium	Treasury Shares	Other capital reserves	Legal reserve	Accumulated deficit	Other components of equity	Total equity
<b>01 Jan 2017</b>	<b>11,453</b>	<b>184,812</b>	<b>(5,049)</b>	<b>17,518</b>	<b>4,259</b>	<b>(96,093)</b>	<b>3,544</b>	<b>120,444</b>
Loss for the Year after Tax from Continuing Operations	-	-	-	-	-	(11,758)	-	(11,758)
Other Comprehensive income for the Period, Net of Tax	-	-	-	-	-	-	(7,695)	(7,695)
<b>Total Comprehensive income for the Year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(11,758)</b>	<b>(7,695)</b>	<b>(19,453)</b>
Share-based Payments	-	-	-	1,031	-	-	-	1,031
Acquisition of Treasury Shares	-	-	304	-	-	-	-	304
Equity Component of the Convertible Bonds, Net of Tax	-	-	-	5,069	-	-	-	5,069
<b>Transactions with Owners</b>	<b>-</b>	<b>-</b>	<b>304</b>	<b>6,100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,404</b>
<b>30 Jun 2017</b>	<b>11,453</b>	<b>184,812</b>	<b>(4,745)</b>	<b>(23,618)</b>	<b>4,259</b>	<b>(107,851)</b>	<b>(4,151)</b>	<b>(107,395)</b>

## EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT

in € thousand	Ordinary Shares	Share premium	Treasury Shares	Other capital reserves	Legal reserve	Accumulated deficit	Other components of equity	Total equity
<b>01 Jan 2016</b>	<b>11,453</b>	<b>184,812</b>	<b>-</b>	<b>13,366</b>	<b>3,965</b>	<b>(69,944)</b>	<b>1,197</b>	<b>144,849</b>
Profit (Loss) for the Year after Tax from Continuing Operations	-	-	-	-	294	(29,532)	-	(29,238)
Profit (Loss) for the Year after Tax from Discontinued Operations	-	-	-	-	-	3,383	-	3,383
Other Comprehensive income for the Period, Net of Tax	-	-	-	-	-	-	2,347	2,347
<b>Total Comprehensive income for the Year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>294</b>	<b>(25,149)</b>	<b>2,347</b>	<b>(23,508)</b>
Share-based Payments	-	-	-	1,715	-	-	-	1,715
Acquisition of Treasury Shares	-	-	(5,049)	-	-	-	-	(5,049)
Equity Component of the Convertible Bond, Net of Tax	-	-	-	2,437	-	-	-	2,437
<b>Transactions with Owners</b>	<b>-</b>	<b>-</b>	<b>(5,049)</b>	<b>4,152</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(897)</b>
<b>31 Dec 2016</b>	<b>11,453</b>	<b>184,812</b>	<b>(5,049)</b>	<b>17,518</b>	<b>4,259</b>	<b>(96,093)</b>	<b>3,544</b>	<b>120,444</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1 - FYBER N.V.

Fyber N.V. (formerly RNTS Media N.V.) is a global provider for advertising technology.

Fyber is incorporated in Amsterdam, The Netherlands, and is registered with the Dutch Chamber of Commerce under the number 54747805. The Company's head-office is at Johannisstraße 20, 10117 Berlin, Germany. The Company's shares are traded on the Prime Standard of the Frankfurt Stock Exchange under the ISIN code NL991237794.

Fyber, headquartered in Germany, developed a mobile advertising supply-side platform helps app developers and publishers monetize their traffic more effectively. It also offers software-based solutions (like real-time bidding and programmatic trading, ad analytics & reporting, yield optimization, ad stack management, audience segmentation tools) to increase performance. In Year 2016, Heyzap Inc., US-based provider of SSP and mediation services has been acquired. In the same year, Inneractive Ltd. headquartered in Tel Aviv, Israel has been acquired. Inneractive is an independent global mobile real-time bidding ad exchange and supply side platform focused on powering native and video ads. Inneractive has offices in San Francisco, New York, London and Beijing.

## NOTE 2 - ACCOUNTING POLICIES

### A. Basis of preparation

The interim condensed consolidated financial statements for the six month period ended 30 June 2017 have been prepared in accordance with IAS 34 Interim Financial Reporting as adopted by the European Union.

The interim condensed consolidated financial statements do not include all the information and disclosures required by International Financial Reporting Standards (IFRS) in the annual financial statements, and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 December 2016.

The accounting policies applied are consistent with the policies applied in the consolidated financial statements for the year ended 31 December 2016 except for the change in accounting policies describe in B.

### B. Change in accounting policies

In order to increase comparability of the financial reporting the Group adopted the practice commonly applied within the industry to present foreign currency gains and losses resulting from transactions denominated in foreign currencies within the finance rather than in the operating result. Further, those gains and losses, which primarily result from currency fluctuation between the Euro and the US Dollar, is presented as a net result. This change increases transparency about the net impact of currency fluctuations to profit and loss of the Group as well as to the actual operating performance of the Group.

Until the end of the financial year 2016, foreign currency gains have been presented in other operating income and foreign currency losses in other operating expenses. Prior year figures have been adjusted respectively.

For H1 2017 foreign currency gains of €4,409 thousands (H1 2016: €3,091 thousands) and foreign currency losses of €3,872 thousands (H1 2016: €3,188 thousands) were reclassified to foreign exchange gains (losses).

### C. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at fair value at acquisition date and the amount of any non-controlling interest in the acquiree. For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in other operating expenses. When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in



host contracts by the acquiree.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the fair value of the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in the income statement.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

#### **D. Recognition of income and expenses**

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the Group and the revenue can be reliably measured, regardless of when payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties.

The service revenue from delivering advertising services is recognized when the service is rendered. This usually occurs when the ad impression was generated which is the ad is fetched from its source and served on the user's device. Depending on the requirements of the specific campaign, further requirements might need to be fulfilled such as the device user has clicked on the ad, downloaded specific content, provided personal data etc.

Operating expenses are recognized either when the corresponding goods are received or services are rendered.

#### **E. Impairment of intangible assets and property and equipment**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's

recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Goodwill and intangible assets with an indefinite useful life are not amortized, but will be tested for impairment annually and when circumstances indicate that they may be impaired. A previously recognized impairment loss for assets excluding goodwill will be reversed when the recoverable amount exceeds the carrying amount of the asset again. The reversal is limited to the amount which would have resulted if previous impairment losses had not been recognized. A recognized impairment loss in goodwill will not be reversed. The group tests annually if goodwill has suffered any impairment in accordance with the accounting policies.

#### **F. Accounting estimates and assumptions**

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the presentation of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amounts and presentation of income and expenses during the period. Management based its assumptions and estimates on past experience and on other factors including the prevailing economic environment available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Actual amounts may differ from these estimates under different assumptions and conditions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. Information regarding the carrying amounts determined with the use of estimates can be found in the comments on the specific line items.

### NOTE 3 - RESTRUCTURING OF CONVERTIBLE BOND AND NET DEBT

On 18 April 2017 the holders of the Convertible Bonds agreed to changes of the Bond's terms proposed by the Group' management. Most notably these were:

- Reduction of the fixed interest rate from 5.0% p.a.
- Reduction of the conversion price from €4.20 to €3.00
- Waiver of the July 2017 coupon payment

The restructuring of the Convertible Bonds has been accounted for as an extinguishment of the existing liability and the recognition of a new liability. The difference between the carrying value of the existing liability and the fair value of the new liability, taking into account all incremental transaction costs is recognized in profit and loss. As a compound financial instrument the Convertible Bonds were upon initial recognition split into a liability and an equity component respectively. The liability component was determined by assuming a market interest rate of 7.8% p.a. Transaction costs for the issue of the bonds of about € 423 thousands were allocated to the liability and the equity component on a pro rata basis. The new liability of € 150,000 thousands were split into equity and liability as follows:

in € thousands	Equity component	Liability component	Total
Principal without accrued interest	21,854	128,146	150,000
Transaction costs	(62)	(361)	(423)
New value at the restructuring date	21,792	127,785	149,577
Deferred tax liabilities	(6,576)	–	(6,576)
	<b>15,216</b>	<b>127,785</b>	<b>143,001</b>

The equity component is recognized in other capital reserves.

After the restructuring of the convertible bonds, net debt developed as follows:

in € thousands	17 30 Jun 2017	16 31 Dec 2016
Long-term borrowings	129,735	136,642
Short-term borrowings	4,230	1,429
Accrued interest payable on convertible bond	–	3,223
Cash and cash equivalents	(11,204)	(24,982)
<b>Net debt / (cash)</b>	<b>122,762</b>	<b>116,312</b>

Long-term borrowings solely consist of the convertible bond liability while short-term borrowings are withdrawn amounts on the working capital facilities.

## NOTE 4 - SELECTED NOTES TO THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

### A. Revenue

The revenues shown in the income statement relate solely to the advertising services realized through Fyber Platform incl. Heyzap, Fyber RTB and Inneractive. Revenues represent the money collected from advertisers while gross margin (€) represents these revenues net of pay-outs to publishers.

### B. Other operating income

Other operating income for H1 2017 of € 151 thousands (H1 2016: € 116 thousands) results primarily from the sublease of otherwise unused office space as well as from the reversal of accruals from prior periods.

### C. Other operating expenses

The following table provides an overview of the material items of other operating expenses:

	17	16
	1 Jan - 30 Jun	1 Jan - 30 Jun
in € thousands	2017	2016
IT	9,195	2,478
Marketing	1,505	799
Professional services and contractors	1,426	1,637
Rent & utilities	1,237	737
Legal & consulting	1,082	1,429
Tax & accounting	1,030	1,016
Travel & entertainment	851	549
Bad debt	512	310
Service fees	495	328
Supervisory board remuneration	390	300
Training & recruiting	293	499
Internal events	267	150
Publisher integration bonus	101	94
Other expenses	49	822
	<b>18,433</b>	<b>11,148</b>

### D. Operating segments

The Group manages its operations along the following four operating segments:

SEGMENT	TYPES OF PRODUCTS AND SERVICES
Fyber Platform	Comprised of the 2014 Fyber acquisition and the 2016 Heyzap acquisition; providing supply side platform and mediation services for mobile publishers predominantly in the gaming industry.
Fyber RTB	Representing the 2015 Falk Realtime acquisition that has grown substantially since then; providing programmatic real time bidding services in the desktop space with a specific focus on video.
Inneractive	Representing the 2016 Inneractive acquisition which provides supply side platform and programmatic services to mobile publishers outside of the gaming industry.
Others	Other services not included in the other segments incl. corporate services.

The financial performance of each segment for H1 2017 and H1 2016 are as follows:

#### 1 JAN - 30 JUN 2017

	Revenue	EBITDA	Net profit / loss
	EUR k	EUR k	EUR k
Fyber Platform	37,384	(6,831)	(10,562)
Fyber RTB	36,041	4,512	2,562
Inneractive	45,475	2,146	(716)
Others	772	(5,097)	(3,042)
<b>Subtotal from continuing operations</b>	<b>119,672</b>	<b>(5,270)</b>	<b>(11,758)</b>
Discontinued operations	-	-	-
	<b>119,672</b>	<b>(5,270)</b>	<b>(11,758)</b>

**1 JAN - 30 JUN 2016**

	Revenue	Adjusted EBITDA	Net profit / loss
	EUR k	EUR k	EUR k
Fyber Platform	38,527	(6,457)	(9,162)
Fyber RTB	19,757	1,461	1,318
Inneractive	-	-	-
Others	1,470	(3,886)	(6,546)
<b>Subtotal from continuing operations</b>	<b>59,754</b>	<b>(8,882)</b>	<b>(8,175)</b>
Discontinued operations	-	-	(1,629)
	<b>59,7545</b>	<b>(8,882)</b>	<b>(14,930)</b>

Reconciliation from the amounts in the income statement to the total amounts of all reportable segments was not prepared since the information of the reportable segments completely match with the amounts shown in the financial statements.

**E. Geographic information**

Breakdown of revenue according to customers' location:

**1 JAN - 30 JUN 2017**

in € thousands	Fyber Platform	Fyber RTB	Inner-active	Other	Total revenue
United States	20,255	14,070	28,601	457	63,383
Europe, Middle East and Africa	10,132	21,961	14,777	280	47,150
Asia-Pacific	5,906	10	2,097	3	8,016
Rest of the world	1,091	-	-	32	1,123
	<b>37,384</b>	<b>36,041</b>	<b>45,475</b>	<b>772</b>	<b>119,672</b>

**1 JAN - 30 JUN 2016**

in € thousands	Fyber Core	Fyber RTB	Inner-active	Other	Total revenue
United States	19,650	10,558	-	1,154	31,362
Europe, Middle East and Africa	10,996	9,179	-	299	20,474
Asia-Pacific	6,850	-	-	-	6,850
Rest of the world	1,031	20	-	17	1,068
	<b>38,527</b>	<b>19,757</b>	<b>-</b>	<b>1,470</b>	<b>59,754</b>