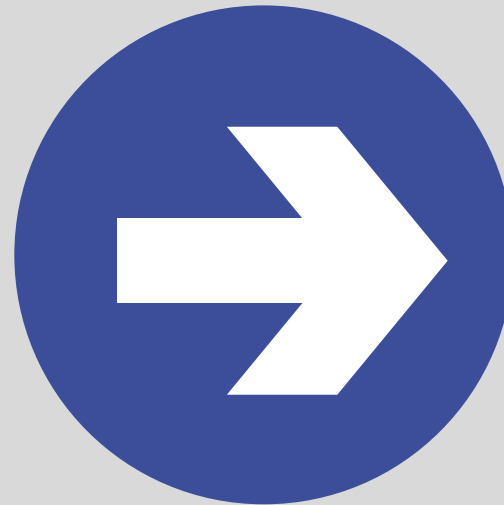




MSV DUISBURG



MSV Duisburg



Exclusive investment opportunity in
German professional football

Why to become an investor?

- ➔ Despite of German shareholder regulation “50+1” we have a very lucrative club investment with a good level of control.
- ➔ club is a football hot spot of Germany (number 17 of the eternal Bundesliga table) with a fan base that has remained stable for decades.
- ➔ central position in Germany’s football-map (10 of 36 Bundesliga clubs max. 150 km away).
- ➔ club’s infrastructure is at first league level.
- ➔ excellent international transport connections.
- ➔ lucrative prospects of success are matched by a moderate investment.
- ➔ club is very open for a strategic investor.
- ➔ contracts of the current team and management are all short term.
- ➔ biggest issues in the club are: no sport expertise and financial stability.

**TO BECOME INVESTOR AND TO GET THE MAJORITY RIGHT NOW
IS THE PERFECT MOMENT.**

Sporting actual state

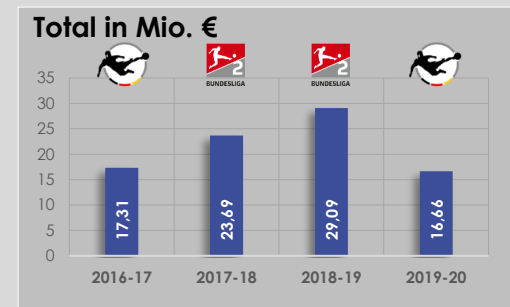
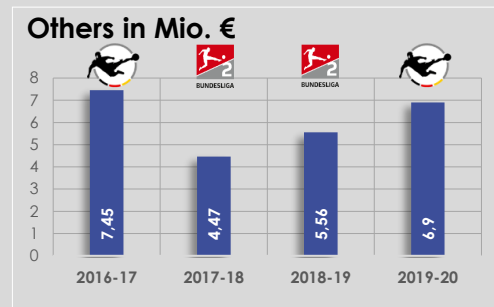
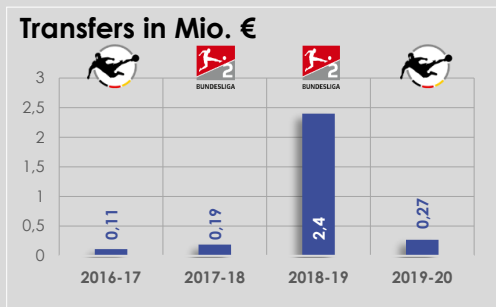
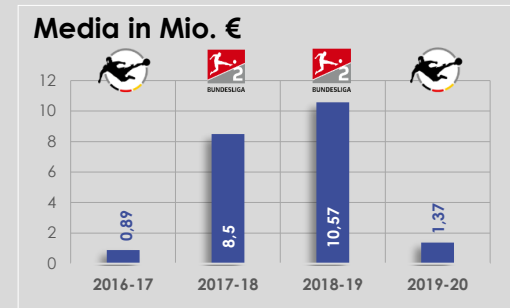
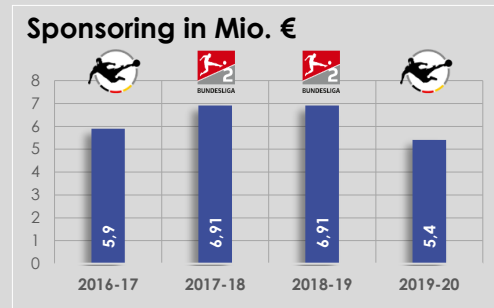
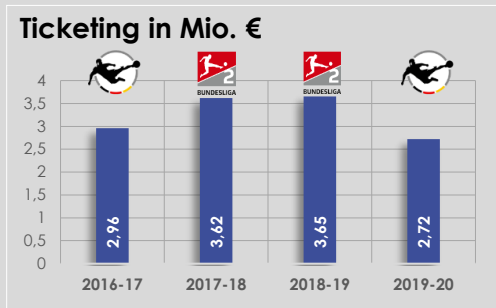
- ➔ Currently playing in the 3. division (9 points away from relegation).
- ➔ Player salaries between 3 and 12 k EUR per month gross.
- ➔ Current team budget is at 5,5 Mio. €.
- ➔ 28 players, 5 coaches, 13 staff employees.
- ➔ The average age of the professional team is 25.5 years.
- ➔ 7 players of the current squad are from the own academy.

		M	G	P	
3rd DIVISION – MATCHDAY 23 of 38	1	SV Elversberg (N)	23	58:18	56
	2	SC Freiburg II	23	31:22	45
	3	SV Wehen Wiesbaden	23	43:27	44
	4	1. FC Saarbrücken	23	36:27	39
	5	SV Waldhof Mannheim	23	38:36	39
	6	Dynamo Dresden (A)	23	41:27	37
	7	VfL Osnabrück	23	45:35	37
	8	TSV 1860 München	23	38:33	34
	9	FC Ingolstadt 04 (A)	23	34:30	34
	10	FC Viktoria Köln	23	32:31	32
	11	SC Verl	23	33:31	31
	12	MSV Duisburg	23	29:30	29
	13	Rot-Weiss Essen (N)	23	28:33	28
	14	Erzgebirge Aue (A)	23	27:32	27
	15	SpVgg Bayreuth (N)	23	20:41	22
	16	VfB Oldenburg (N)	22	26:42	21
	17	Borussia Dortmund II	23	18:34	21
	18	FSV Zwickau	23	19:38	20
	19	SV Meppen	23	23:39	19
	20	Hallescher FC	22	28:41	17

Financial situation

Revenue comparison

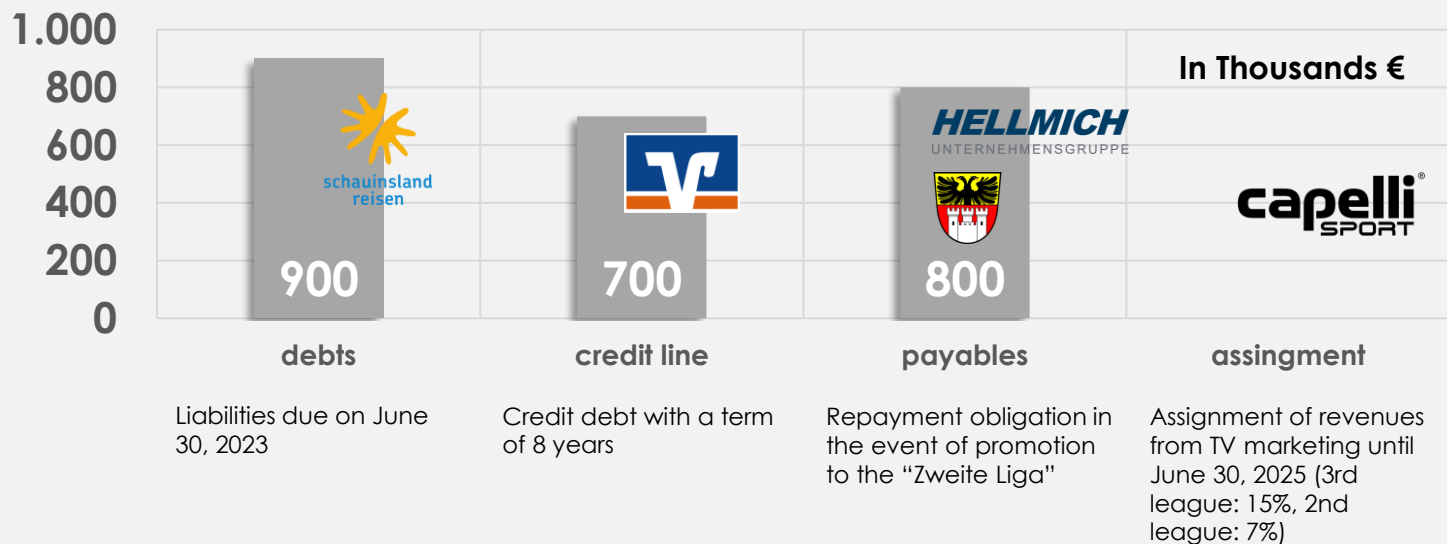
To be updated.



A PROMOTION TO THE “ZWEITE BUNDESLIGA” BRINGS ANOTHER 8 MIO. EUR REVENUE FROM TV RIGHTS.

Financial situation

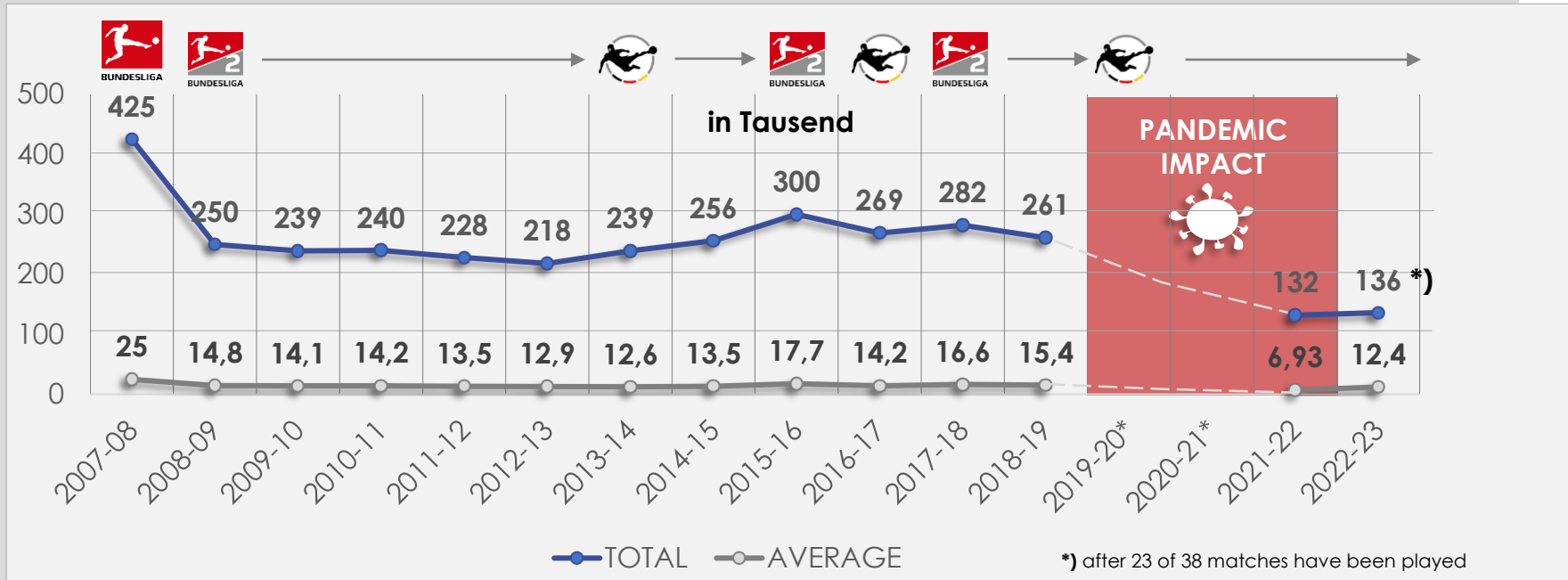
Debts, payables, assignments



The club has a very manageable liability position. Credit lines are long-term and the main amounts are assignments of guaranteed revenues or repayment agreements linked to an improving financial position of the KGaA.

Financial situation

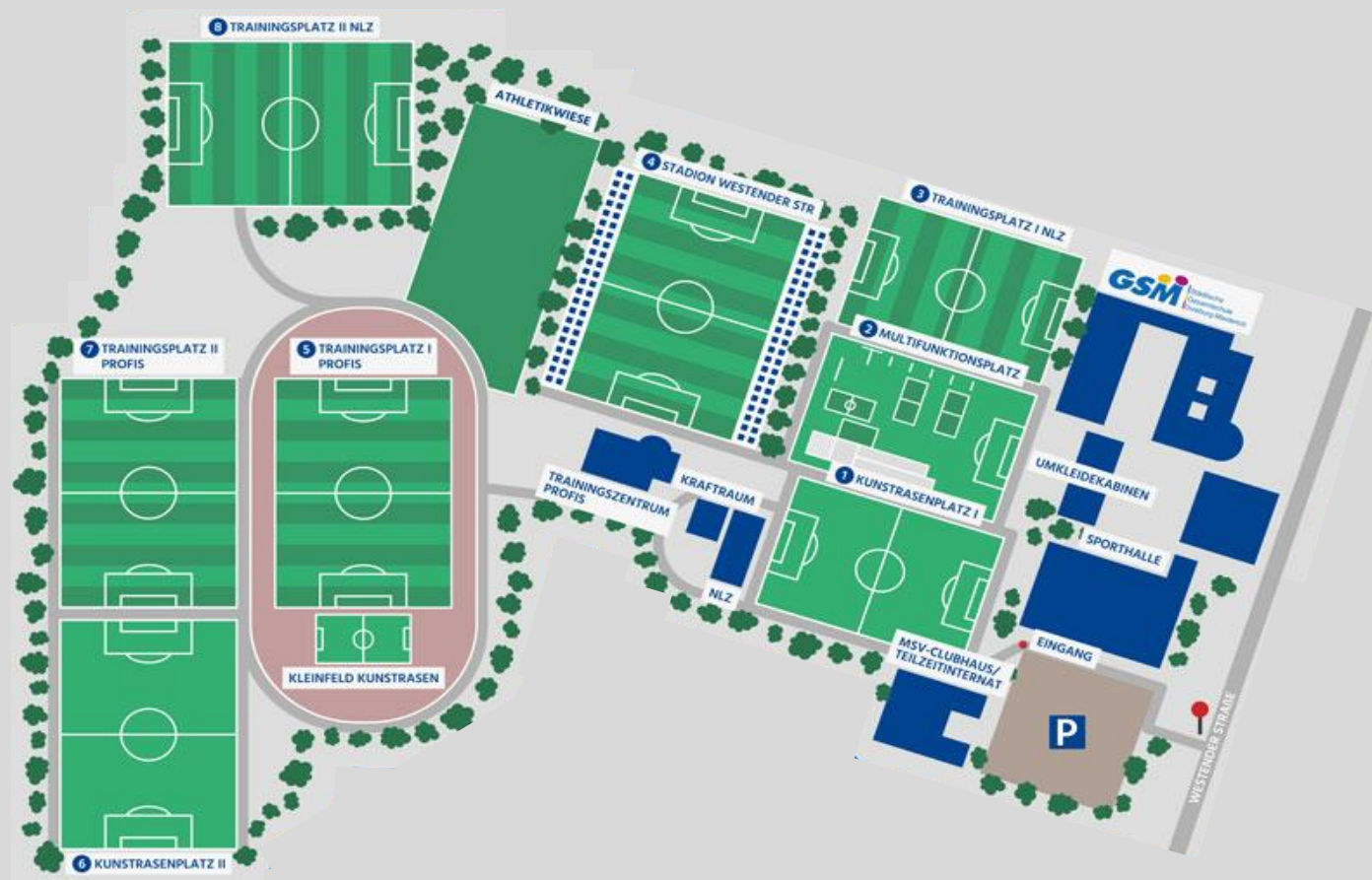
Spectators development



STABLE SPECTATOR AVERAGE – 1ST LEAGUE MAKES THE DIFFERENCE

Sports infrastructure

Training centre



Sports infrastructure

Training centre



Sports infrastructure

Training centre



Strategic partners

The logo for Capelli Sport, featuring the word "capelli" in a large, bold, lowercase sans-serif font, with "SPORT" in a smaller, uppercase sans-serif font below it. A registered trademark symbol (®) is located at the top right of the "i" in "capelli".

Capelli (sporting goods manufacturer):

Famous US-company which is since 2015 strategic partner. They have an equipment contract and they are also shareholder (around 40% shares of the KGaA). Duisburg is their first engagement in Europe. The European headquarter is closely located to the club. They have shares on the media revenues also because they have given the club a loan.

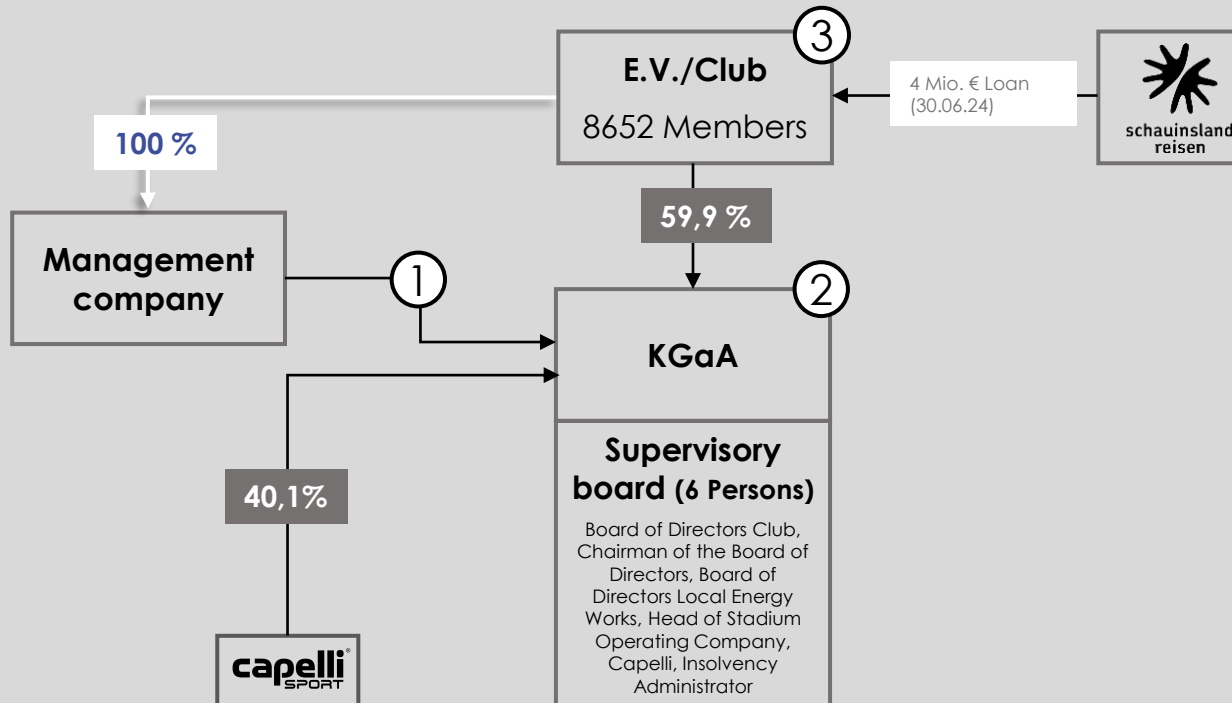
Capelli is the holder of the KGaA merchandising rights

The logo for SportFive, featuring a stylized black and white graphic above the word "SPORTFIVE" in a bold, uppercase sans-serif font. The "S" and "F" are particularly prominent in the graphic.

SportFive (international sports rights marketing company):

The SportFive company has a contract with the club until June 2029 and they hold the marketing rights from the club.

Current club structure



1

Provides the executives directors.

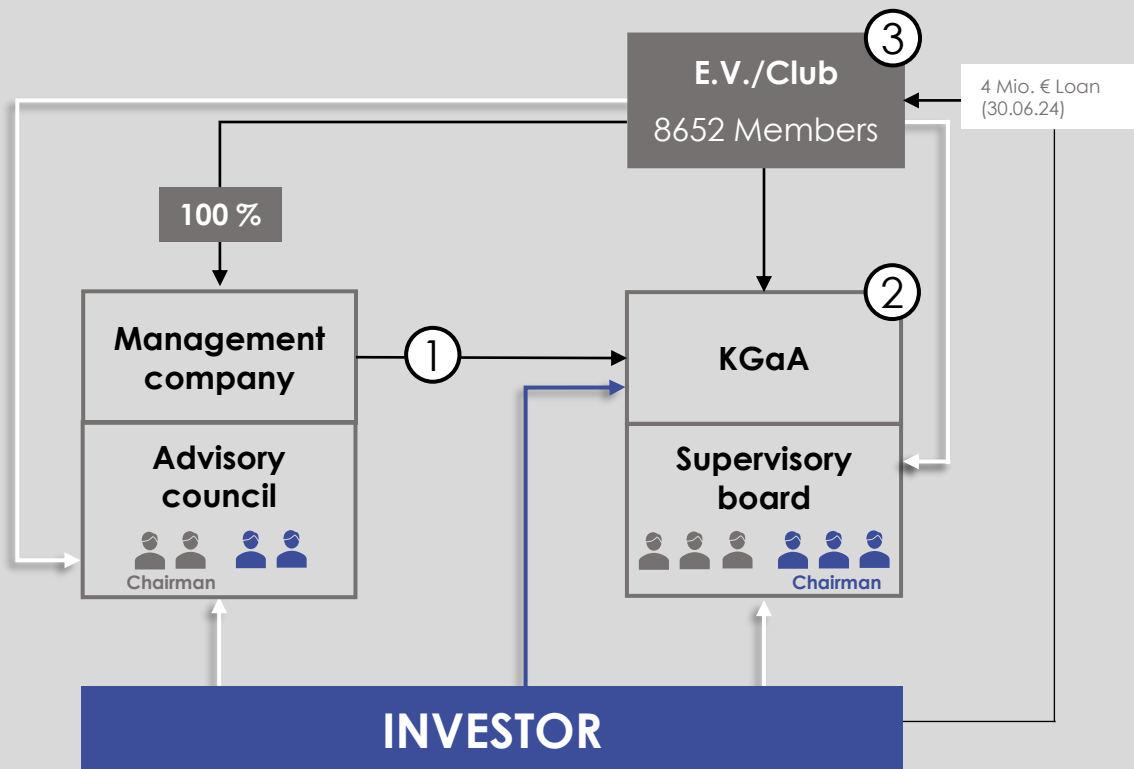
2

Assets: men professional team, women professional team, functional building professional team, functional building academy, brand value.

3

Assets: teams until U15 junior team, 3 artificial lawns, a multifunctional and athletic pitch, clubhouse, restaurant, stadium company shares. 8.000 members.

Future club structure



1

Provides the executives directors.

2

Assets: men professional team, women professional team, functional building professional team, functional building academy, brand value and merchandising rights.

3

Assets: teams until U15 junior team, 3 artificial lawns, a multifunctional and athletic pitch, clubhouse, restaurant, stadium company shares. 8.000 members.

— Representatives in the committees.

— Acquisition of the shares through a capital increase / share purchase

Stadium investment

Home arena



Stadium investment

Capacity:	31.500
Hospitality:	40 VIP-Loges 1.531 Business-seats
Shareholder:	100% City Duisburg
Construction year:	2005
Investment volume:	Around 50 Mio. EUR
Current book value:	Around 27,5 Mio. EUR
Usage agreement:	One season contract with an automatically contract extension for one more season. 3. Liga 350 k EUR per year. 2. Bundesliga 750k EUR (with an average over 16.500 spectators: 50k EUR plus) per year. Rental includes also the club offices for around 25 employees.

THE STADIUM FULFILS ALL CRITERIA FOR THE HIGHEST FIFA CLASSIFICATION EXCEPT IN THE CAPACITY FOR JOURNALISTS.

Entrance

SHAREHOLDER PACKAGES

- ➔ Acquisition of Capelli-Sport share package (40,1 %) – Negotiations with Capelli
- ➔ Takeover of Schauinsland-loan (€4 Mio.) – Negotiations with Schauinsland
- ➔ Purchase of shares up to 9,89% - Negotiations with Presidium & Advisory Board
- ➔ Acquisition of share up to 50,01% - Negotiations with Presidium & Advisory Board and voting from club-members

INSTRUMENTS OF CONTROL

- ➔ New appointments / takeover of the majority in the supervisory board of the KGaA (3 x Club, 3 x investor + chair) → Budget planning / additional investments
- ➔ Establishment of an advisory board for the KGaA's Verwaltungs GmbH (2 x Club + 2 x investor) – Club retains majority here → managing director delegation)

INFAR-STRUCTURE

- ➔ Purchase of Schauinsland-Arena & possibly renewing of the rental contract for the academy ground - Negotiations with the city of Duisburg

Summary

- ➔ The market value of the KGaA is about 30 Mio. EUR (source company valuation by an external Advisory).
- ➔ The current status of the company is a “KGaA” (Limited liability company – in compliance with mandatory 50+1-rule).
- ➔ The city of Duisburg is willing to sell the stadium for a symbolic price.
- ➔ The creditor is open to negotiate new conditions and is very interested in the entry of an experienced investor.
- ➔ For the promotion to the 2. Bundesliga a season budget of around 8 Mio. Euro is needed.
- ➔ Shareholder Capelli is willing to sell his shares in full.

Obrigado pela sua atenção!