BAADER /

# Baader Wertpapierhandelsbank AG

Quarterly Report I / 2003

#### Dear Shareholders,

To a large extent, stock market developments in Q1 2003 were dominated by the political factors relating to the war in Iraq. Shortly before the conflict began, indices hit their lowest points in years, only to recover towards the end of Q1 as the conflict's swift resolution became apparent. With the exception of the falling price of oil, there were no positive stimuli for the economy or business.

Despite their late rally, share indices continued their downward trend in Q1 2003. After adjustment for exchange rate effects, the NASDAQ 100 exhibited the best performance, closing virtually unchanged after three months. The worst performers were the DAX, which closed down -16% and the DJ Stoxx 50, which dropped -13%. The MDAX and the TecDAX each lost around 8%. The Nikkei 225 dropped by 11%, while the Dow Jones fell only 7% over the same period. With the situation as it currently is, there have not been any new issues in Germany to date.

As a result of the cost-cutting measures that were introduced in the last fiscal year and that are now taking effect, Baaderbank was only partially impacted by this trend.

Baaderbank made further acquisitions in Q1 2003. The purchase of and subsequent merger with Gebhard & Schuster Wertpapierhandelshaus AG substantially expanded Baaderbank's market position in German stocks on the Munich and Berlin exchanges. Baader is now the market leader in this area on both stock exchanges. The acquisition of Spütz Börsenservice GmbH significantly expanded market-making in derivatives on the Frankfurt Stock Exchange, while the order books of the Bartmann, Pfeifer and Elsässer brokerage companies improved Baaderbank's positioning in Frankfurt, particularly in market-making for German stocks. These measures have made a major contribution to reducing the Company's previous dependence on trading in foreign stocks. By purchasing order books and equity interests, Baader Wertpapierhandelsbank AG significantly expanded its core competence in market-making, and provided the Company with an even broader base for earnings opportunities in securities trading. The number of order books managed rose to 30,148 as a result of the acquisitions.

#### **Result of operations**

As a result of the continuing difficult environment on the capital markets, which continued to be dominated by low stock market turnover in the first three months of 2003, the loss from ordinary activities declined slightly as against the same period of the previous year to €2,488 thousand. However, this figure improved significantly as against the previous quarter by €14,726 thousand. The restructuring measures introduced are now starting to take effect. As a result, despite the first-time inclusion of Gebhard & Schuster Wertpapierhandelshaus AG and Spütz Börsenservice GmbH in the consolidated financial statements, staff costs declined by 13% year-on-year from €5,136 thousand to €4,468 thousand. Other administrative expenses were also down by 5% on the same period of the previous year from €4,288 thousand to €4,076 thousand. As a result, the consolidated net loss for the period fell to €2,816 thousand.

#### **Net assets**

At €141,420 thousand, total assets as of March 31, 2003 remained roughly constant as against €143,012 thousand as of December 31, 2002. Investment securities fell by €1,495 thousand to €4,694 thousand as certain securities reached their maturity date. The remaining securities were largely unchanged as against the beginning of the year.

The  $\ensuremath{\mathfrak{A}}$ ,741 thousand rise in intangible assets to  $\ensuremath{\mathfrak{S}}$ ,525 thousand is the result of the acquisition of goodwill and the capitalization of acquired rights of use. As of March 31, 2003, the Group's shareholders' equity amounts to  $\ensuremath{\mathfrak{S}}$ 02,562 thousand and its equity ratio to 72.5%.

#### Financial position

On March 31, 2003, current loans and advances to banks and available-for-sale securities and financial instruments amounted to €7,497 thousand, while current deposits from banks totaled €8,488 thousand. Net liquidity thus amounted to €49,009 thousand, meaning that the solvency of the Bank was guaranteed at all times during the period under review.

#### Outlook

Baader Wertpapierhandelsbank AG implemented further restructuring measures, such as the merger of Baader Securities AG, Frankfurt, with the parent company and the closure of the business areas of the companies acquired that do not belong to Baader's core business. The majority of these measures will start to have visible results as of Q3 2003 onwards. Given its excellent liquidity levels and its strong equity base, Baader Wertpapierhandelsbank AG considers itself well equipped to profit from the ongoing market shakeout. Conservative accounting policies and a further reduction in investments mean that no more major writedowns on the investment portfolio are to be expected in the future. A slight improvement in stock market turnover in March and April has made us optimistic for the near future, as – assuming turnover stays at its current level – breaking even in fiscal 2003 does not seem an impossibility.

#### **Accounting policies**

Baader Wertpapierhandelsbank AG makes use of the exempting provision of section 292(a) of the *Handelsgesetzbuch* (HGB – German Commercial Code). The following interim report was prepared in accordance with IAS 34 for the Baader Group as of March 31, 2003 in compliance with the International Accounting Standards/International Financial Reporting Standards (IASs/IFRSs) issued by the International Accounting Standards Board (IASB), as interpreted by the International Financial Reporting Interpretations Committee (IFRIC). The same accounting policies were used to prepare the interim report and determine the comparative figures for last year as were used in the consolidated financial statements as of December 31, 2002.

#### **Basis of consolidation**

In Q1 2003, Baader Wertpapierhandelsbank AG acquired Gebhard & Schuster Wertpapierhandelshaus AG and Spütz Börsenservice GmbH. Gebhard & Schuster Wertpapierhandelshaus AG was merged with Baader Wertpapierhandelsbank AG in March 2003. Spütz Börsenservice GmbH was fully consolidated in the Baader Group.

Baader Wertpapierhandelsbank AG Unterschleissheim Consolidated balance sheet (IAS) for the period January 1 to March 31, 2003

Assets		Mar. 31, 2003	Dec. 31, 2002
	Note	€	€thousands
1. Cash reserve	(8)	2,201.89	0
2. Loans and advances to other banks	(9)	24,343,072.30	27,979
3. Loans and advances to customers	(9)	1,215,643.71	7,289
4. Allowance for losses on loans and	(9)	-926,791.35	-7,242
advances 5. Assets held for trading	(10)	17,882,377.38	18,726
6. Available-for-sale financial instruments	(11)	27,249,537.19	29,187
7. Investments in companies carried at equity	(12)	1,026,500.00	1,026
8. Investment securities	(13)	4,694,325.00	6,189
9. Property and equipment	(14)	28,404,024.10	27,401
10. Intangible assets	(15)	4,786,098.00	784
11. Goodwill	(15)	739,285.68	0
12. Recoverable income taxes	(16)	1,541,680.28	1,572
13. Other assets	(17)	2,560,694.92	2,200
14. Deferred tax assets	(16)	27,901,203.56	27,901
Total assets		141,419,852.66	143,012
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<u>Liabilities and Shareholders'</u> Equity		Mar. 31, 2003	Dec. 31, 2002
<u></u>	Note	€	€thousands
1. Deposits from other banks	(18)	21,607,287.61	15,015
2. Due to customers	(18)	728,999.32	35
3. Provisions	(19)	10,612,583.33	12,224
4. Provisions for taxes	(20)	128,670.18	128
5. Other liabilities and accruals	(21)	4,796,530.54	8,168
6. Deferred tax liabilities	(20)	119,268.96	438
7. Minority interest		864,168.36	935
8. Shareholders' equity			
a) Issued capital		22,573,383.00	22,609
b) Share premium		82,803,355.83	82,783
c) Revaluation reserve		2,100.40	677
d) Consolidated net loss		-2,816,494.87	0
Total liabilities and shareholders' equity		141,419,852.66	143,012

Baader Wertpapierhandelsbank AG Unterschleissheim Consolidated income statement (IAS) for the period January 1 to March 31, 2003

<u>Income Statement</u>			Jan. 1 -	Jan. 1 -
	Notes	€	Mar. 31, 2003 €	Mar. 31, 2002 €thousands
1. Interest income	(1)	12,538.73	<u> </u>	527
2. Interest expense	(1)	-134,027.22		-661
3. Net interest expense	(1)	10 .,027.22	-121,488.49	-134
4. Allowance for losses on loans and advances	(1)		0.00	0
5. Net interest expense after allowance for			-121,488.49	-134
losses on loans and advances			121,100.19	131
6. Fee and commission income	(2)	1,457,000.83		2,084
7. Fee and commission expense	(2)	-1,575,752.58		-3,493
8. Net fee and commission expense	(2)		-118,751.75	-1,409
9. Net trading income	(3)		3,671,467.76	6,779
10. Net income from available-for-sale financial	(4)		975,297.57	1,189
instruments				
11. Net income from investment securities	(5)		95,375.00	302
12. Administrative expenses	(6)		-9,358,877.16	-9,849
13. Loss from operations			-4,856,977.07	-3,122
14. Other operating income	(7)		2,457,246.24	1,509
15. Other operating expenses	(7)		-88,581.46	-116
16. Loss from ordinary activities			-2,488,312.29	-1,729
17. Income taxes on profit (loss)	(7)		-343,507.62	230
from ordinary activities				
18. Net loss for the period before minority			-2,831,819.91	-1,499
interest				
19. Minority interest in net loss		_	70,363.47	81
20. Net loss for the period			-2,761,456.44	-1,418
21. Accumulated losses brought forward			-55,038.43	-292
22. Consolidated net loss			-2,816,494.87	-1,710

	Jan. 1 - Mar. 31, 2003 €	Jan.1 - Mar. 31, 2003 €
Earnings per share	-0.12	-0.06

	Jan. 1 - Mar. 31, 2003 €thousands	Jan. 1 - Mar. 31, 2002 €thousands
Equity as of January 1	106,070	180,813
Issued capital		
- Change in treasury shares	-36	0
Share premium		
- Change in treasury shares	-35	0
- Adjustments from appropriation of profit	0	-2
- Currency translation adjustments	0	+452
- Adjustments from consolidation	+55	+182
Retained earnings		
- Adjustments to appropriated profit	0	+1,127
- Adjustments from consolidation	0	-658
Revaluation reserves		
- Remeasurement	-1,096	-317
- Deferred tax adjustments	+421	+138
Consolidated net loss		
- Net loss for the period Jan. 1 – Mar. 31	-2,817	-1,710
Equity as of March 31	102,562	180,025

## CASH FLOW STATEMENT

	Jan. 1 – Mar. 31, 2003 €thousands	Jan. 1 – Mar. 31, 2002 €thousands
Loss for the period (incl. minority interest in net loss)	-2,761	-1,418
Cash flows from operating activities	-231	-14,583
Cash flows from investing activities	-7,219	764
Cash flows from financing activities	-71	0
Net change in cash and cash equivalents	-7,521	-13,819
Effect of exchange rate adjustments and changes in Group structure	2,064	0
Cash and cash equivalents at beginning of period	15,595	26,573
Cash and cash equivalents at end of period	10,138	12,754
Composition of cash and cash equivalents at March 31		
Loans and advances to other banks – payable on demand Deposits from other banks – payable on demand	18,626 -8,488	78,829 -66,075
Cash and cash equivalents	10,138	12,754

# Notes to the consolidated income statement

# (1) Net interest expense

	Jan. 1 - Mar. 31 2003 €thousands	Jan. 1 - Mar. 31 2002 €thousands	Change in %
Interest income from	13	527	-97.5
<ul> <li>Lending and money market business</li> </ul>	13	525	-97.5
- Fixed-interest securities	0	2	-100.0
Interest expenses	-134	-661	-79.7
Total	-121	-134	+9.7

# $\ensuremath{\textbf{(2)}}\ \textbf{Net fee and commission expense}$

	Jan. 1 -	Jan. 1 -	Change
	Mar. 31, 2003	Mar. 31, 2002	in %
	€thousands	€thousands	
Fee and commission income	1,457	2,084	-30.1
- Securities and issue business	65	35	+85.7
- Brokerage fees	1,392	2,049	-32.1
Fee and commission expenses	-1,576	-3,493	-54.9
- Brokerage fees	-175	-189	-7.4
- Settlement fees	-1,350	-3,129	-56.8
- Securities and issue business	-15	0	+100.0
- Other fee and commission expenses	-36	-175	-79.4
Total	-119	-1,409	+91.6

# (3) Net trading income

	Jan. 1 -	Jan. 1 -	Change
	Mar. 31, 2003	Mar. 31, 2002	in %
	€thousands	€thousands	
Securities trading	3,673	6,777	-45.8
- Interest and dividends	30	34	-11.8
- Securities	2,641	-352	+850.3
- Options and futures	-4	0	-100.0
- Price differences	1,006	7,095	-85.8
Foreign currencies	-2	1	-300.0
Total	3,671	6,778	-45.8

## (4) Net income from available-for-sale financial instruments

	Jan. 1 -	Jan. 1 -	Change
	Mar. 31, 2003	Mar. 31, 2002	in %
	€thousands	€thousands	
Interest and dividend income	258	0	+100.0
- Fixed-interest securities	258	0	+100.0
- Equities/other non-fixed-interest securities	0	0	+0.0
- Investments in associates	0	0	+0.0
Gain on the sale of available-for-sale financial assets			
- Equities/other non-fixed-interest securities	946	571	+65.7
- Investments in associates	0	9	-100.0
	946	562	+68.3
Write-downs/write-ups	-229	618	-137.1
Total	975	1,189	-18.0

## (5) Net income from investment securities

	Jan. 1 - Mar. 31, 2003 €thousands	Jan. 1 - Mar. 31, 2002 €thousands	Change in %
Interest income from	95	302	-68.5
<ul> <li>Lending and money market business</li> </ul>	0	0	+0.0
- Fixed-interest securities	95	302	-68.5
Write-downs	0	0	+0.0
Total	95	302	-68.5

# (6) Administrative expenses

	Jan. 1 - Mar. 31, 2003 €thousands	Jan. 1 - Mar. 31, 2002 €thousands	Change in %
Staff costs	-4,468	-5,136	-13.0
Other administrative expenses	-4,076	-4,288	-4.9
Depreciation, amortization and write-downs on intangible assets and property and equipment	-815	-425	+91.8
Total	-9,359	-9,849	-5.0

# (7) Other income and expenses

	Jan. 1 - Mar. 31, 2003 €thousands	Jan. 1 - Mar. 31, 2002 €thousands	Change in %
Other operating income	2,457	1,509	+62.8
Other operating expenses	-88	-116	-24.1
Taxes	-344	230	-233.1
Total	2,025	1,623	24.8

Segment reporting in the consolidated financial statements of Baader Wertpapierhandelsbank AG as of March 31, 2002 is classified by business segments. Segment reporting by region was dispensed with as a result of the first-time consolidation of Baader Sec. a.s. as of December 31, 2002.

## (8) Segment reporting

in €	Specialist Activities and proprietary trading	Institutional clients	Issues and equity investments	Others/ Consoli- dation	Group
Net interest income/expense	-131,544.95	10,054.74	1.72	0.00	-121,488.49
Allowance for losses	0.00	0.00	0.00	0.00	0.00
Net interest income/expense after allowance for losses on loans and advances	-131,544.95	10,054.74	1.72	0.00	-121,488.49
Net fee and commission income/expense	-12,446.60	-167,396.42	61,091.27	0.00	-118,751.75
Net trading income	3,114,196.54	557,271.22	0.00	0.00	3,671,467.76
Net income/loss from available-for-sale financial instruments	1,203,973.00	0.00	-228,675.43	0.00	975,297.57
Net income from investment securities	95,375.00	0.00	0.00	0.00	95,375.00
Net income/loss from financing activities	4,413,544.54	557,271.22	-228,675.43	0.00	4,742,140.33
Administrative expenses	6,848,701.86	1,959,820.70	550,354.60	0.00	9,358,877.16
Other operating income/expense, net	1,597,601.98	3,958.19	775,411.20	-8,306.59	2,368,664.78
Income/loss from ordinary activities	-981,546.89	-1,555,932.97	57,474.16	-8,306.59	-2,488,312.29
Risk-weighted assets (thousands of €)	7,352	2,191	91,170		98,436
Allocated capital (thousands of €)	33,757	9,241	61,948		100,993
Return on allocated capital based on income before taxes	-3.29%	-16.84%	0.09%		-2.46%
Average number of employees in the quarter	135	21	9	48	213

## Consolidated balance sheet disclosures

## (9) Cash reserve

	Mar. 31, 2003 €thousands	,	Change in %
Cash on hand	2	0	+100.0
Total	2	0	+100.0

## (10) Loans and advances

	Mar. 31, 2003 €thousands	Dec. 31, 2002 €thousands	Change in %
Loans and advances to other banks	24,343	27,979	-3.0
- Payable on demand	18,624	17,513	+6.3
- Other loans and advances	5,719	10,466	-45.4
Loans and advances to customers	1,216	7,289	-83.3
Allowance for losses on loans and advances	-927	-7,242	-87.2
Total	24,632	28,026	-12.1

## (11) Assets held for trading

	Mar. 31, 2003	Dec. 31, 2002	Change
	€thousands	€thousands	in %
Bonds and other fixed-interest securities			
	15	151	-90.1
Equities and other non-fixed-interest securities			
	17,867	18,575	-3.8
Total	17,882	18,726	-4.5

## (12) Available-for-sale financial instruments

	Mar. 31, 2003 €thousands	<i>'</i>	Change in %
Unconsolidated affiliated companies	662	1,624	
Investments in associates	3,372	6,851	-50.8
Equities and other non-fixed-interest securities	12,640	10,054	+25.7
Bonds and debt securities	10,576	10,658	-0.8
Other equity interests	0	0	+0.0
Total	27,250	29,187	-6.6

# (13) Investments in companies carried at equity

	Mar. 31, 2003 €thous ands	Dec. 31, 2002 €thousands	Change in %
Associated companies	1,027	1,027	+0.0
Total	1,027	1,027	+0.0

# (14) Investment securities

	Mar. 31, 2003 €thousands	· · · · · · · · · · · · · · · · · · ·	Change in %
Bonds and other fixed-interest securities	4,694	6,189	-24.2
Total	4,694	6,189	-24.2

# (15) Property and equipment

	Mar. 31, 2003	Dec. 31, 2002	Change
	€thousands	€thousands	in %
Operating and office equipment	3,680	3,786	-2.8
Land and buildings	22,270	22,137	+0.6
Property and equipment under development	2,454	1,478	+66.0
Total	28,404	27,401	+3.7

# (16) Intangible assets

	Mar. 31, 2003 €thousands	Dec. 31, 2002 €thousands	Change in %
Concessions, industrial and similar rights and assets	4,786		+510.5
Goodwill	739	0	+100.0
Total	5,525	784	+604.7

# (17) Recoverable income taxes

	Mar. 31, 2003 €thousands	Dec. 31, 2002 €thousands	Change in %
Claims for actual overpayment of taxes	1,542	1,572	-1.9
Deferred tax assets	27,901	27,901	+0.0
Total	29,443	29,473	-0.1

# (18) Other assets

	Mar. 31, 2003 €thousands	,	Change in %
Other assets	2,318	2,014	+15.1
Prepaid expenses	243	186	+30.6
Total	2,561	2,200	+16.4

# (19) Liabilities

	Mar. 31, 2003	Dec. 31, 2002	Change
	€thousands	€thousands	in %
Deposits from other banks	21,607	15,015	+43.9
- Payable on demand	8,488	1,918	+342.5
- With agreed maturity or notice	13,119	13,097	+0.2
Loans and advances to customers	729	35	+198.3
- Payable on demand	729	35	+198.3
Total	22,336	15,050	+48.4

# (20) Provisions

	Mar. 31, 2003	Dec. 31, 2002	Change
	€thousands	€thousands	in %
Provisions for pensions	3,813	3,891	-2.0
Other provisions	6,799	8,333	-18.4
Total	10,612	12,224	-13.2

## (21) Provisions for taxes

	Mar. 31, 2003 €thousands	Dec. 31, 2002 €thousands	Change in %
Outstanding actual tax payments	129	129	+0.0
Deferred tax liabilities	119	438	-72.8
Total	248	567	-56.3

# (22) Other liabilities and accruals

	Mar. 31, 2003 €thousands	Dec. 31, 2002 €thousands	Change in %
Other liabilities	4,796	8,168	-41.3
Total	4,796	8,168	41.3

#### Other disclosures

## (23) Contingencies and commitments

	Mar. 31, 2003	Dec. 31, 2002	Change
	€thousands	€thousands	in %
Contingent liabilities	267	351	-23.9
- Liabilities on guarantees and warranties	267	351	-23.9
- Liabilities from the granting of security for third-			
party liabilities	0	0	+0.0
Other commitments	0	0	+0.0
- Irrevocable loan commitments	0	0	+0.0

## (24) Trust activities

	Mar. 31, 2003 €thousands	Dec. 31, 2002 €thousands	Change in %
Shares in companies	7	7	+0.0
Trust assets	7	7	+0.0
Shares in companies	7	7	+0.0
Trust liabilities	7	7	+0.0

#### Information on subsidiaries

Name, registered office: Baader Securities a.s., Prague/Czech Republic

Equity interest/Share in voting rights: 100.00%

Name, registered office: Baader Management AG, Unterschleissheim

Equity interest/Share in voting rights: 100.00%

Name, registered office: Baader Securities AG, Frankfurt am Main

Equity interest/Share in voting rights: 100.00%

Name, registered office: IPO GmbH, Unterschleissheim

Equity interest/Share in voting rights: 100.00%

Name, registered office: KST Wertpapierhandels AG, Stuttgart

Equity interest/Share in voting rights: 87.01%

Name, registered office: Spütz Börsenservice GmbH, Frankfurt

Equity interest/Share in voting rights: 100.00%

Name, registered office: Webstock AG, Unterschleissheim

Equity interest/Share in voting rights: 100.00%