Abstract from antwerpes ag's annual report 2002

7. Annual Financial Statement

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Cologne, March 2003

7.1 Summarized Management Report and Group Report of antwerpes ag Cologne, for the 2002 business year.

Preliminary remark

The antwerpes group ("antwerpes" or "group") comprises antwerpes Aktiengesellschaft ("antwerpes ag") and its subsidiaries antwerpes & partner Aktiengesellschaft ("antwerpes & partner"), DocCheck Medical Services Gesellschaft mit beschränkter Haftung ("DocCheck"), Geisselmann Medizinbedarf Gesellschaft mit beschränkter Haftung ("Geisselmann"), antwerpes.korte consulting GmbH ("antwerpes.korte") and medicalpicture GmbH ("medicalpicture"). DocCheck Medical Services Limited ("DocCheck Ltd.") and antwerpes Romania SRL ("antwerpes Romania"), which are also part of the antwerpes group, are currently being wound-up.

antwerpes ag performs the function of a management holding and is domiciled in Cologne. Its service and consulting business is transacted by its subsidiaries. The explanatory notes in the annex therefore appear jointly with those of the group. Unless express reference is made to the AG, all comments should be understood to relate to the group. Pursuant to §292a German Commercial Code (HGB), the group accounts have been produced with discharging effect according to the International Accounting Standards (IAS) of the International Accounting Standards Committee (IASC), London. The interpretations of the Standing Interpretations Committee (SIC) of the IASC, London, have been complied with.
The ag's and the group's business year spanned the period from January 1, 2002 to December 31, 2002.

7.1.1 Group development and situation

1. Market and competitive environment

Due to the prevailing weak economy in Germany, the competitive environment for the products and services of antwerpes ag showed signs of deterioration in the 2002 business year. Cost pressures within the companies led to cutbacks in marketing budgets and hence to falling turnover with some clients.
In this weaker environment antwerpes was able to expand its position in the health care market due to the development and stronger intertwining of the individual business segments. There seems to be no other market player with a comparable portfolio.
Outside the health care market, antwerpes has made it into the league of larger market players in its role as an Internet agency, due to its stable development of the last three years. However, as the market in general is in decline, antwerpes is unable to translate this improved market position into rising turnover figures at present.

2. Services and products

antwerpes' strategic focus is still on major clients in the health care and business-to-business sectors. For these clients antwerpes continued to expand its portfolio of products and services in the 2002 business year.
The focus of antwerpes & partner ag with offices in Cologne, Berlin and Basel is on the services business with the segments Classical and Digital Communication. Classical Communication provides communication concepts for the health care industry in the fields of printing, direct marketing and events, while Digital Communication develops and implements Internet, Intranet and Extranet applications.
The Product Development unit, also belonging to antwerpes & partner, develops and markets MafoMaker - a web-based online and offline market research tool.

DocCheck Medical Services GmbH operates the access service for more than 600 websites and boasts over 200,000 users in the health care industry. Based on the access service, DocCheck develops products and services that generate transactions between its users and the health care industry such as clinical studies, market research or direct marketing.

Albert Geisselmann Medizinbedarf GmbH is the e-commerce and logistics service provider of the antwerpes group. Via its e-commerce platform DocCheckShop, Geisselmann sells medical equipment and smaller medical technology systems, mostly to the just under 200,000 registered DocCheck users. Moreover, Geisselmann performs logistical tasks as part of the antwerpes group's project business.

medizinstudent.de GmbH operates the largest German portal for medical students and serves as a bridgehead to future DocCheck users, and hence to the health care industry's prospective clients.

antwerpes.korte consulting advises clients on strategy development and implementation. antwerpes.korte performs all merger & acquisition transactions for the antwerpes group.

medicalpicture GmbH operates Germany's leading web-based image database with over 15,000 objects from the fields of medicine, pharmaceuticals and science. Apart from the syndication of visual media, medicalpicture offers the industry media management solutions and services.

This portfolio of services enables antwerpes to develop strategies for its clients, translate them into traditional and digital marketing concepts and perform the accruing logistical tasks. For clients in the health care industry it can additionally provide the appropriate target group channel via DocCheck.

3. Development of turnover and incoming orders

The antwerpes group posted a turnover of EUR 3.2 million in each of the first three quarters, and the figure went up to EUR 3.7 million by the fourth quarter. Total turnover amounted to EUR 13.3 million, which was 13 per cent down on the previous year's figure.

All business segments were affected by diminished turnover: In the Classical Communication sector turnover fell by 16 per cent to EUR 3.9 million, in the Digital Communication sector by 7 per cent to EUR 5.2 million, in the Tools and Commerce sector (DocCheck, Geisselmann, Medical New Media) turnover went down 12 per cent to EUR 4.2 million.

Incoming orders saw a stable development in the course of the business year, with a rising trend towards the end of the third quarter. Despite shrinking budgets and a difficult market environment, antwerpes was able to acquire new clients and budgets in the course of the year.

4. Development of individual locations

The antwerpes group has a presence in four locations: Cologne, Berlin, Basel and Weil im Schönbuch.

In Cologne antwerpes ag (holding only), antwerpes & partner ag, DocCheck Medical Services GmbH, antwerpes.korte consulting GmbH and medicalpicture GmbH generated a joint turnover of EUR 11.8 million with a staff of 73. In Berlin antwerpes & partner ag made a turnover of EUR 1.9 million with 21 employees. Newly founded in July 2002, the Basel branch of antwerpes & partner ag achieved a turnover of EUR 0.08 million with one staff member. Albert Geisselmann Medizinbedarf GmbH in Weil im Schönbuch posted turnover of EUR 2.8 million and employed 16 staff members (all turnover data is non-consolidated).

5. Operating result and cash flow

Thanks to its functioning early-warning system, antwerpes was able to react in good time to falling turnover by reducing costs. Hence it could ensure its profitability and a positive cash flow also for the 2002 business year. In the first half of 2002 it posted a slightly positive operating profit, in the second half of 2002 its margins were almost comparable to those of the previous year again. In total, it generated operating earnings before interest, taxes and depreciation (EBITDA) of EUR 1.4 million (previous year: EUR 1.9 million), earnings before interest and taxes (EBIT) amounted to EUR 0.4 million (previous year: EUR 0.8 million). This includes EUR 0.3 million in unscheduled write-downs effected on goodwill capitalized own performance. Ordinary operating earnings amounted to EUR 1.4 million (previous year: EUR 2 million), and a profit of 12 cents per share was achieved.

In the course of the year antwerpes generated a clear operating cash flow of EUR 2.6 million (previous year: EUR 3.9 million). Its liquid funds (financial investments in the form of fixed-term deposits and highly fungible, short-term capital market securities) went up 7 per cent from EUR 28.7 million to EUR 30.9 million.

6. New participations

One change occurred in the antwerpes portfolio of participations in 2002:

Acquisition of 51 per cent of the shares in medicalpicture GmbH, Cologne.

On April 1, 2002 antwerpes ag purchased a 51 per cent participation in medicalpicture GmbH. The participation price was paid in cash. The remaining 49 per cent of medicalpicture shares are held by Thomas Schmidt, founder and director of medicalpicture GmbH.

7. Personnel

antwerpes turnover development was mirrored by the development of its personnel.

At the end of the year antwerpes employed 111 staff members, as opposed to 125 at the end of 2001. On average, 111 staff members were employed in the antwerpes group in 2002 as opposed to 135 in 2001. Staff reductions were due to natural fluctuation. Average per-capital turnover went up slightly from EUR 114,000 in 2001 to EUR 119,000 in 2002.

8. Research and development

antwerpes' research and development activities are concentrated in Cologne. The Product Development unit of antwerpes & partner ag updated the online market research tool MafoMaker, and DocCheck Medical Services GmbH developed new services for users and companies, based on its DocCheck portal.

7.1.2 Development and situation of the AG

antwerpes ag performs the functions of a management holding and is domiciled in Cologne. Since April 17, 2000 its shares have been listed on the New Market at the Frankfurt Stock Exchange. At the end of the year antwerpes ag employed nineteen staff members. antwerpes ag offers to perform administrative corporate functions for its subsidiaries, including, inter alia:

- Management
- Accounting
- Controlling
- Facility management
- Human resources
- Organizational development
- Front office duties
- Corporate communications

Depending on their degree of participation and location, the subsidiaries make use of these corporate functions in varying degrees of intensity.

The revenues of these activities generated by antwerpes ag amounted to EUR 3.1 million and were hence on par with the previous year's level.

In addition to revenues from operating business, the investment of liquid funds generated an interest yield of EUR 1 million, while profit and loss transfer agreements yielded revenues of EUR 1.2 million and expenditures of EUR 0.4 million. The annual result amounted to EUR 1 million or 17.5

cents per share. Depending on how the business develops in the first quarter of 2003, the Management Board will decide by mid-March whether to suggest distributing a dividend or not.
The future business development of antwerpes ag is coupled with the economic development of the antwerpes group.

1. Important events in the 2002 business year

Change in the Supervisory Board of antwerpes ag

The chairman of the Supervisory Board of antwerpes ag, PD Dr. Dr. Christian Dierks, resigned from office on July 31, 2002. At the suggestion of antwerpes ag, the Local Court of Cologne appointed the Supervisory Board member Mr. Michael Thiess to replace Dr. Dierks. In its meeting of August 28, 2002 the Supervisory Board elected Mr. Michael Thiess as the new chairman.

7.1.3 Risks

The future business development of antwerpes is exposed to risks. These risks may endanger the growth, financial situation and future business development of antwerpes. Within the framework of its risk management system, the executive management of antwerpes regularly examines and evaluates potential risks and decides on risk prevention or limitation measures.
The executive management of antwerpes has identified the following major risks:

1. Dependency on major clients

Dependency on major clients is an inherent business risk of antwerpes ag, as focussing on lucrative major clients is part of its business strategy. However, the turnover share of individual major clients exceeds 25 per cent in the business segments of Digital and Classical Communication and is therefore too large in the company's opinion. Due to the difficult market environment, the company not only strives to reduce the turnover shares of individual clients by acquiring new clients or budgets but is also progressing with diversification into other business segments.

2. Adjustment of distribution structures

Diversification into other business segments and the difficult market environment also call for an adjustment of distribution structures within the antwerpes group so that it can see profitable future growth. A stronger disentanglement of departmental responsibilities already increased distribution pressure in the second half of 2002.

3. Market decline and larger price pressure

For the business year 2003 there is a danger that demand for the development and realization of digital media will decline. antwerpes has reacted to this market decline on a companywide level by vertical diversification (e.g. DocCheck, Geisselmann, medicalpicture) and internationalization (e.g. creation of a branch in Switzerland).

Market decline also means that clients exert more price pressure. Hence, the company is working on a further optimization of manufacturing processes in order to increase productivity.

4. Dependency of the holding and subsidiaries on key persons

The success of the antwerpes group's business activities is contingent upon some key persons. If we are unable to bind these key persons to our company or if some of these key persons should be incapacitated on a permanent basis, this could endanger the success of our business. Mr. Kellner's appointment as the Management Board member for Digital Communication and Dr. Antwerpes' appointment to the Supervisory Board of antwerpes & partner ag in June 2002 has further reinforced the personal independence of subsidiary management from holding management.

7.1.5 Important occurrences subsequent to the balance sheet date

None

7.1.6 Outlook

In the difficult 2002 business year antwerpes saw a stable development and never lost sight of profitability. The painful decline in turnover is slightly offset by the high growth rates of the past few years: Turnover for 2002 is still almost 200 per cent up on the figure for 1999. Antwerpes sees great potential in its markets – health care and marketing communication - and wants to continue its profitable growth from this good starting point. This growth is to be generated by combining and enlarging the existing business segments, rapidly expanding into neighboring business segments and accelerating internationalization. Its outstanding staff and healthy financial position provide an excellent foundation for this.

7.2 Balance Sheet

Balance Sheet according IAS/ Assets

Group Balance Sheet/Assets	Notes	01/01/-12/31/2002 €	01/01/-12/31/2001 €
Short term assets			
Liquid funds	9	20,841,420	28,705,949
Short-term investments	8	9,979,500	0
Trade debtors	6	2,092,910	2,645,450
Amounts owed by group undertakings		42,132	107,099
Stocks	5	224,130	279,936
Prepaid expenses and deferred charges and other short-term assets	10	67,680	26,902
Short term assets, total		**33,247,772**	**31,765,336**
Tangible fixed assets	3	1,731,140	1,870,006
Intangible fixed assets	1	278,035	403,708
Long-term investments	4	178,391	171,494
Goodwill	2	608,508	791,975
Other assets	7	351,024	299,961
Total assets		**36,394,870**	**35,302,480**

Group Balance Sheet/Equity and liabilities	Notes	Notes	01/01/02-12/31/02	01/01/01-12/31/01
Short term liabilities				
Short-term loans and short-term participations in long-term loans			17,204	61
Trade creditors	16		368,815	525,197
Payments received on account			430,398	115,216
Provisions for liabilities and charges	15		729,231	836,111
Income tax liabilities	15		280,009	151,310
Deferred income and other short-term liabilities			1,009,283	896,387
Amounts owed to group undertakings			29,148	12,589
Total short-term liabilities			**2,864,088**	**2,536,871**
Deferred taxes	18		66,200	77,500
Minority shareholdings			238,925	190,253
Special reserve for benefits from investment in capital asset	14		23,673	0
Equity				
Subscribed capital	11		5,904,312	5,904,312
Capital reserve			28,179,620	28,179,620
Unappropriated profit/accumulated deficit			2,298,642	1,586,808
Revenue reserves			72,686	72,686
Contra items for capital	12		-3,245,570	-3,245,570
Own shares	13		-7,706	0
Total equity (less minority shareholdings)			**33,201,984**	**32,497,856**
Total equity and liabilities			**36,394,870**	**35,302,480**

Group assets schedule to 31 December 2002

	acquisition and production costs				depreciation and amortization of fixed assets				Balance Sheet	
	Value 01/01/02	Additions	Disposals	Value 12/31/02	Value 01/01/01	Additions	Disposals write-ups	Value 12/31/02	12/31/02	12/31/01
	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR	EUR
I. Intangible assets										
1. Franchises, trademarks, licences and similar rights and licences to such rights	617,336	61,065	0	678,401	213,628	186,738	0	400,366	278,035	403,708
2. Goodwill	859,772	92,452	0	952,224	67,797	275,919	0	343,716	608,508	791,975
	1,477,108	153,517	0	1,630,625	281,425	462,657	0	744,082	886,543	1,195,683
II. Tangible assets										
Other equipment, operational and office equipment	3,274,508	381,996	131,080	3,525,424	1,404,502	513,320	123,538	1,794,284	1,731,140	1,870,006
III. Financial assets										
1. shares in affiliated companies non-consolidated	4,205	0	0	4,205	0	0	0	0	4,205	4,205
2. investments	193,874	0	0	193,874	26,585	14,567	21,464	19,688	174,186	167,289
	198,079	0	0	198,079	26,585	14,567	21,464	19,688	178,391	171,494
	4,949,695	535,513	131,080	5,354,128	1,712,512	990,544	145,002	2,558,054	2,796,074	3,237,183

7.3 Group Profit and Loss Account

Group Profit and Loss Account		Notes	01/01 - 12/31/02	01/01 - 12/31/01
1. Sales (net)		1	13,277,619	15,405,021
2. Other operating income		3	196,081	529,302
3. Differences between opening and closing stocks of finished and unfinished goods			-34,718	-119,667
4. Own work capitalised			0	181,973
5. Cost of materials				
	a) Cost of raw materials and supplies and			
	goods purchased for resale		2,501,466	3,233,803
	b) Cost of external services		1,510,117	1,687,615
			4,011,583	4,921,418
6. Staff costs				
	a) Wages and salaries		4,858,029	5,384,331
	b) Social security contributions		908,693	880,670
			5,766,722	**6,265,001**
7. Amortisation of intangible fixed assets and				
depreciation of tangible fixed assets		2	990,206	1,023,948
8. Other operating expenses		4	2,331,463	3,038,040
9. Income from participating interests			22,515	90,705
10. EBIT			**361,523**	**838,927**
for information: EBITDA			1,351,729	*1,862,875*
11. Interest and similar income			1,110,042	1,196,539
12. Interest and similar expenses			65,268	35,075

13. Profit before tax (and minority shareholdings)		**1,406,297**	**2,000,391**
14. Personal income tax and tax on earnings	5	682,931	687,929
15. Results before minority shareholdings		**723,366**	**1,312,462**
16. Minority shareholdings		11,532	22,114
17. Consolidated net income		**711,834**	**1,290,348**
18. Accumulated benefit/Accumulated deficit brought forward		1,586,808	318,411
19. Placement in revenue reserve			
a) in statutory reserves		0	20,966
b) in other earnings revenues		0	985
20. Balance sheet profit		2,298,642	1,586,808
Net income per share according to IAS 33 (basic)		***0,12***	***0,22***
Net income per share according to IAS 33 (diluted)		***0,12***	***0,22***
Weighted average shares outstanding (basic)		*5,902,812*	*5,904,312*
Weighted average shares outstanding (diluted)		*5,902,812*	*5,904,312*

7.4 Appendix on the fiscal year

Notes on consolidated financial statements of antwerpes ag
for the year ended December 31, 2002

7.4.1 STRUCTURE AND BUSINESS ACTIVITIES OF THE COMPANY

1. The Antwerpes group ("Antwerpes" or "group") comprises Antwerpes Aktiengesellschaft ("Antwerpes AG" or "AG") and its subsidiaries Antwerpes & Partner Aktiengesellschaft ("Antwerpes & Partner" or "A & P"), DocCheck Medical Services Gesellschaft mit beschränkter Haftung ("DocCheck GmbH" or "DocCheck"), antwerpes.korte consulting Gesellschaft mit beschränkter Haftung ("antwerpes.korte consulting GmbH" or "antwerpes.korte"), DocCheck Medical Services Limited ("DocCheck Ltd." or "Ltd."), Antwerpes Romania SRL ("antwerpes SRL" or "Romania"), medicalpicture GmbH ("medicalpicture") and Albert Geisselmann Medizinbedarf Gesellschaft mit beschränkter Haftung ("Geisselmann GmbH" or "Geisselmann"). For detailed information on the group structure, see section D, "Principles of consolidation".

2. **Antwerpes AG** performs the functions of a management holding and is domiciled in Cologne. Its service and consulting business is transacted by its subsidiaries.

3. **Antwerpes & Partner AG** operates as a full-service agency in the multimedia sector. In this context, it supports clients both with traditional advertising activities and through all stages of the implementation of Internet, Intranet and Extranet measures.

4. **DocCheck GmbH** offers services and products tailored to the health care market in the Internet. In this context, it operates a health care portal with a total of 200,000 registered users as per the end of 2002.

5. **antwerpes.korte consulting GmbH** is a strategic consulting firm in the pharmaceuticals/health care sector. It develops e-business concepts and corporate strategies for its clients and supports their implementation.

6. **DocCheck Ltd.** was founded to expand DocCheck, a business model that had been successfully established in Germany, to English-speaking markets. The company is currently being wound up.

7. **Antwerpes SRL** mainly provided programming services to the German subsidiaries and is currently being wound up.

8. **medicalpicture GmbH** offers a web-based image database with over 20,000 objects from the fields of medicine, health, fitness, pharmaceuticals and science.

9. With **Geisselmann,** antwerpes offers an e-commerce solution for surgery needs in Germany.

7.4.2 ACCOUNTING PRINCIPLES

1. Pursuant to §292a German Commercial Code (HGB), the group accounts were produced with discharging effect according to the standards of the International Accounting Standards Committee (IASC), London, in force on the balance sheet date, and to the interpretations of the Standing Interpretations Committee (SIC) of the IASC, London.

The reporting currency is the euro (EUR).

2. The group accounts according to IAS are based on the audited individual accounts of Antwerpes AG (parent company), Antwerpes & Partner AG, DocCheck GmbH, antwerpes.korte consulting GmbH, medicalpicture GmbH, and Geisselmann GmbH.

The business year both for the group and individual accounts of Antwerpes AG spans the period from January 1 to December 31 of each year.

7.4.3 SCOPE OF CONSOLIDATION

1. The group accounts encompass affiliated companies which are controlled by the parent company. The exercise of control is assumed as soon as the parent company holds 50 per cent of the subsidiary's voting rights, or can determine the subsidiary's financial or business policies, or constitute a majority of the subsidiary's supervisory or administrative boards. IAS group accounts were generated for the first time for the year ended December 31, 1999.

Apart from antwerpes ag as the parent company, the following companies were included in the group accounts:

Company	Shareholding
antwerpes & partner Aktiengesellschaft, Cologne	100%
DocCheck Medical Services GmbH, Cologne	100%
antwerpes.korte consulting GmbH, Cologne	51%
medicalpicture GmbH, Cologne	51%
Albert Geisselmann Medizinbedarf GmbH, Weil im Schönbuch	51%

2. According to IAS 28, section no. 8, the 30% participation in medizinstudent.de GmbH ("medizinstudent.de") and the indirect 30% participation in Albert Geisselmann GmbH, Eilenburg, have been consolidated using the equity method.

3. Pursuant to the materiality clause of the IASC, DocCheck Ltd. and antwerpes romania SRL have not been consolidated.

7.4.4 Principles of consolidation

1. Pursuant to IAS 22, section no. 18 - 20, the relevant acquisition date was used as the initial capital consolidation date.

The shares in DocCheck GmbH were acquired on November 15, 1999, those in antwerpes & partner ag on December 30, 1999, the majority shareholding in Geisselmann GmbH on November 17, 2000, the majority shareholding in antwerpes.korte consulting GmbH with effect from January 1, 2001, and the majority shareholding in medicalpicture GmbH with effect from April 1, 2002.

2. The shares in the fully consolidated subsidiaries were offset against the companies' capital on the initial consolidation date according to the proportional participation book value method. In accordance with this method, the following goodwill values were calculated:

Company	Goodwill at initial consolidation in EUR '000	Book value Goodwill on 12-31-2002 in EUR '000	Useful economic life in years
DocCheck Medical Services GmbH	29	20	10
antwerpes.korte consulting GmbH	74	65	15
medicalpicture GmbH	92	88	15
Albert Geisselmann Medizinbedarf GmbH	756	436	15
Total	951	609	

Goodwill values are written down across their estimated useful economic life. It is assumed that the goodwill value of DocCheck Medical Services GmbH will be exhausted within ten years, and the goodwill value of Geisselmann GmbH, antwerpes.korte consulting GmbH, and medicalpicture GmbH within 15 years.

Pursuant to IAS 36, as part of the annual impairment test, an unscheduled write-down of EUR 213,000 was effected on the goodwill value of Geisselmann GmbH (cf. F.2 "Write-downs on intangible assets"). The unscheduled write-down of EUR 20,000 effected on the goodwill value of antwerpes.korte consulting GmbH in the 3rd quarter of 2002 was adjusted due to the no longer relevant purchasing intentions of the participation on December 31, 2002.

The annual accounts of the companies included in the group accounts are based on uniform accounting and valuation principles.

All major transactions and balances within the group were consolidated pursuant to IAS 27 in the context of consolidation. Receivables and liabilities between the consolidated companies were consolidated. Intragroup turnover and other intragroup earnings were offset against the corresponding expenditures.

7.4.5 Explanatory notes on the group balance sheet

1. The development of fixed assets, shown in a separate appendix of the group accounts, is an integral part of the annex.

Intangible assets include self-developed and purchased software and goodwill values. Purchased intangible assets are capitalized at the cost of acquisition and will be written down, as planned, on a linear basis over the anticipated useful life of three years. Self-generated intangible assets to the amount of EUR 182,000 meet the capitalization requirements of IAS 38, are capitalized accordingly and will be written down as planned on a linear basis over the anticipated useful life of six years. Where the realizable amount of an asset falls short of the book value, an unscheduled write-down has been effected pursuant to IAS 36.

2. The **goodwill values** result from the consolidation of DocCheck GmbH, antwerpes.korte consulting GmbH, medicalpicture GmbH and Geisselmann GmbH. They will be written down over the period of their useful economic life of 10 to 15 years.

3. Pursuant to IAS 16, tangible assets have been valued at costs of acquisition or manufacture, less scheduled write-downs. Write-downs are effected according to the linear method, applying by analogy the fiscal simplification rules of section R 44 (2) Income Tax Directive (EstR) in conjunction with IAS 16. According to §6 (2) Income Tax Act (EstG) in conjunction with IAS 16 low-value assets have been written down in full in the year of acquisition. Operational and office equipment is written down over a period of 3 to 25 years. The book value of tangible assets as per the end of the business year has been reviewed. Where the realizable amount of an asset falls short of the book value, an unscheduled write-down has been effected. The development of the fixed assets, broken down by balance sheet items, up to the balance sheet date - December 31, 2002 - is shown in the enclosed analysis of fixed asset investments. No tangible assets have been written down on an unscheduled basis. According to the regulations on the treatment of financial leasing, tenant fixtures and fittings to the original amount of EUR 162,000 were capitalized pursuant to IAS 17.12 and IAS 17.19 and written down on a linear basis over their anticipated useful life of ten years.

4. **Financial assets** include the at-equity consolidated participations in medizinstudent.de GmbH, Essen, and Albert Geisselmann GmbH, Eilenburg. In addition, they include the participations in DocCheck Ltd. and antwerpes romania S. R. L. - valued at costs of acquisition pursuant to IAS 39. According to IAS 28.6, in the case of the at-equity consolidated participation in medizinstudent.de GmbH, Essen, the acquisition costs of EUR 168,000 were reduced by the pro-rata annual result of EUR 0 (previous year: EUR –13,000) and write-downs on goodwill values of EUR 15,000 (previous year: EUR 13,000) were taken into account. In the case of the at-equity consolidated participation in Albert Geisselmann GmbH, Eilenburg, the proportionate profit carry-forward of EUR 11,000 and proportionate annual results for 2001 and 2002 of EUR 6,000 and EUR 5,000 respectively were added to the book value.

5. The inventories include unfinished products assessed and valued at EUR 164,000 (previous year: EUR 232,000) according to IAS 2. They have been valued at costs of manufacture. Where the costs of manufacture exceed the applicable value on the balance sheet date, write-downs have been effected. Costs of manufacture were calculated progressively. The calculation of the costs of manufacture included costs of individual materials, individual manufacturing costs and appropriate shares of the requisite production overheads. Interest on borrowed capital was not accounted for. Unlike in previous years, inventories now also include finished products for which no orders were placed (previously listed under receivables).

Work in progress for which total contract costs and expected contract proceeds can be confidently estimated, have been valued on the basis of the calculated degree of completion, according to the Percentage of Completion method (POC) of IAS 11. Accordingly, it is listed under receivables and client advance payments and turnover proceeds, delimiting additional or reduced costs in per cent. For details, see section L.4, part-profit realization.

6. All receivables have a residual term of **under one year**. Receivables and other assets are shown at nominal values.

7. Other a**ssets** include interest referrals and tax receivables.

8. The investment of liquid funds in a fixed-interest public debenture bond and a floating rate note led to an increase in the item current-asset securities **while reducing the** item "liquid funds". Pursuant to IAS 39.68, the securities are financial assets available for sale, shown at their current value.

9. **Liquid funds** encompass cash in banks and cash on hand, shown at their nominal value.

10. Deferred charges and prepaid expenses include expenditures before the balance sheet date for the following business year.

11. The subscribed capital totaled EUR 5,904,000 as per December 31, 2002 and was subdivided into 5,904,312 individual shares worth one euro each. The shares are issued to the bearer. Table 1 on page 18 illustrates the development of shareholders' equity in the course of the year.

By an AGM resolution of May 16, 2001, the Management Board is authorized to increase the company's share capital in the period up to March 15, 2006 with the Supervisory Board's approval, once or repeatedly, up to a total of EUR 2,952,156 by issuing new individual bearer shares for a cash or non-cash contribution (**approved capital**) and, with the approval of the Supervisory Board, to determine the terms and conditions of the share issue. Moreover, the Management Board is authorized to decide on a preclusion of the shareholders' legal subscription right, with the approval of the supervisory board. The shareholders' legal subscription right may be precluded.

By an AGM resolution of May 16, 2001, the share capital shall be conditionally increased by up to EUR 590,431 by issuing up to 590,431 new shares with participation rights from the start of the business year in which they were issued.

The conditional capital increase serves the sole purpose of granting subscription rights to Management Board members and staff members of antwerpes ag and to directors and staff of companies affiliated with antwerpes ag. The Management Board and - if subscription rights are granted to Management Board members - the supervisory board are authorized to grant subscription rights to entitled shareholders. The conditional capital increase shall only be effected if the holders of granted subscription rights actually exercise such rights (more details on the granting of subscription rights under section I.6 Stock Options).

12. Pursuant to IAS 22.12 in conjunction with IAS 8, the shareholders' equity shown in the balance sheet was corrected under the item "equalization of capital supply" by EUR 3,246,000 (cf. section L.3).
13. This equalization item refers to own shares purchased by antwerpes ag in June 2002 by authorization of the AGM of May 16, 2001. These shares were originally intended to finance a new participation.

The stock of own shares on December 31, 2002 is composed of 1,500 individual shares and accounts for a total of EUR 1,500 of the share capital. The market value on December 31, 2002 was EUR 6,990 (cf. section L.7).

14. The special item for subsidies from fixed-asset investments includes an investment subsidy that will be reversed proportionately to the write-downs on subsidized asset investments. In the business year EUR 14,000 of the original investment subsidy of EUR 37,000 was reversed with an effect on results (cf. F.3).

15. Provisions are made for uncertain liabilities from past business transactions or events, where the date or amount of the financial outflow is uncertain on the balance sheet date. They are shown at the fulfillment value most likely to occur.

Provisions for taxes amounted to EUR 280,000 (previous year: EUR 151,000) as per December 31, 2002 and mainly pertain to trade tax.

The composition of other provisions is shown in the chart below. All provisions have a residual term of under one year.

	As per 01.01.2002 EUR	Consumption EUR	Retransfer EUR	Transfer EUR	As per 12.31.2002 EUR
Personnel					
a) Management bonuses	160,343.24	-134,106.26	-19,136.98	158,444.00	165,544.00
b) Bonuses	147,029.86	-511.30	0	9,000.00	155,518.56
c) Vacation provisions	137,892.48	-137,892.48	0	129,200.00	129,200.00
d) Travel expenses	10,686.13	-399.05	-10,077.38	1,590.30	1,800.00
e) Social insurance against occupational accidents	22,106.56	-21,654.61	-251.95	20,262.00	20,462.00
f) Artists' social security fund	8,168.13	0	-8,168.13	500.00	500.00
g) Disabled persons levy	7,464.98	-5,931.08	-1,533.90	11,100.00	11,100.00
Administration and operating costs					
h) Accounting and auditing costs	188,290.51	-188,290.51	0	164,000.00	164,000.00
i) Unpaid invoices	68,618.17	-68,618.17	0	0	0
j) Supervisory board emoluments	19,446.04	-18,423.46	-1,022.58	9,166.67	9,166.67
k) Pursued costs	7,780.00	-7,780.00	0	37,110.00	37,110.00
l) Legal expenses	58,284.20	-17,737.00	-30,577.00	9,029.80	19,000.00
m) Pending losses	0	0	0	0	0
n) Others	0	0	0	15,830.00	15,830.00
Total	**836,110.30**	**-601,343.92**	**-70,767.92**	**565,232.77**	**729,231.23**

16. **Liabilities are shown at the repayment amount**. All liabilities have a residual term of up to one year. No liabilities were secured on the balance sheet date by means of lien or similar rights.

According to the regulations on the treatment of financial leasing, leasing liabilities of EUR 136,000 (previous year: EUR 150,000) were reported as liabilities for the business year pursuant to IAS 17.12.

- of which due within one year	EUR 15,000
- of which due after more than one and less than five years	EUR 70,000
- of which due after more than five years	EUR 51,000
Total	EUR 136,000

The leasing liabilities pertain to the tenant fixtures and fittings mentioned in section E.3.

17. Other liabilities are composed as shown in the chart below:

	EUR ‘000	EUR ‘
	2002	2001
Wage and church tax	200	203
Turnover tax	170	326
Social security	115	159
Wages and salaries	51	47
Employee travel costs	2	6
Other liabilities	474	155
	1,012	896

18. Deferred tax liabilities result from temporary discrepancies between HGB-based (German Commercial Code) **valuations of the individual accounts - used for tax purposes -** and IAS-based valuations of the group accounts (cf. notes under L.).

7.4.6 NOTES ON GROUP PROFIT AND LOSS ACCOUNT

1. The group profit and loss account was generated according to the total costs method.

Pursuant to IAS 11 in conjunction with IAS 18, contract projects have been valued according to the Percentage of Completion method. Unless the result of a project could be reliably estimated, proceeds have only been posted up to the amount of probably realizable incurred project costs. The contract costs are posted under expenditure in the period of their occurrence. There were no pending losses from manufacturing orders on the balance sheet date. Profits were realized, if the requirements for identifying the degree of completion, the assessment of total contract costs and total contract proceeds and their recoverability were met. Hence, in the period under review turnover realizations amounting to EUR 82,000 (previous year: EUR 76,000) were effected.

2. **Write-downs** on intangible and fixed assets include write-downs on goodwill values of EUR 296,000 (previous year: EUR 58,000).

3. Other operating income was largely generated by the release of provisions. Other operating income includes income from the reversal of a special item for subsidies from fixed-asset investments worth EUR 14,000 (previous year: EUR 0).

4. Other operating expenditure was largely generated by advertising, travel, auditing and accounting costs and rent expenditure.

5. The calculation of deferred taxes is based on a composite tax rate of 39.9%, composed of a corporation tax rate of 25%, a solidarity surcharge of 5.5% on corporation tax and a trade tax of 18.37%, which is deductible for the calculation of corporation tax.

Composition and development of deferred taxes:

	Deferred tax liabilities 2002 in EUR '000	Deferred tax liabilities 2001 in EUR '000
Intangible assets	40	70
Inventories	-7	-20
Trade receivables	35	36
Other securities	6	0
Provisions	-6	-3
Advance payments received	-2	-6
Loss carry-forwards	0	0
Total	**66**	**77**

7.4.7 INFORMATION ON FUNDS STATEMENT

The group funds statement shows how cash funds changed in the course of the year under review due to the inflow and outflow of funds.

In compliance with IAS 7, a distinction is made between cash flows from operating activities, investment and financing activities. The cash flows from normal operating activities have been stated in accordance with the indirect method.

Ref. no.		Funds Statement (in EUR)	01.01.2002 - 12.31.2002	01.01.2001 - 12.31.2001
1		**Periodical net income before extraordinary result**	**711,834**	**1,290,348**
2	+	Write-downs on tangible and intangible assets	990,206	915,045
3	-	Allocations from financial investments	-21,464	0
4	+	Loss due to the outflow of fixed assets	3,311	36,385
5	+/-	Increase/decrease provisions	21,820	354,237
6	-/+	Increase/decrease receivables	617,507	-163,721
7	-/+	Increase/decrease of other assets	-51,062	1,106,359
8	-/+	Increase/decrease of inventories	55,805	-58,484
9	-/+	Increase/decrease acrrued income	-40,778	7,832
10	+/-	Increase/decrease deferred income	0	0
11	+/-	Decrease/increase deferred tax assets	0	522,975
12	-/+	Decrease/increase deferred tax liabilities	-11,300	-198,043
13	+/-	Increase/decrease in trade accounts payable and other liabilities	336,926	62,234
		Cash flow from operating activities	**2,612,805**	**3,875,167**
14	-	Outpayments for investments in property, plant, equipment and intangible assets	-530,943	-1,636,939
15	-	Outpayments for investments in participations/shares in aff. comp.	0	-168,946
16	+/-	Decrease/increase short-term investment of funds	0	14,853,750
17	-	Decrease of short-term financial investments due to exchange rate and valuation	0	-123,000
18	+	Inpayment from investment subsidies	23,673	0
		Cash flow from investment activities	**-507,270**	**12,924,865**

19	+/-	Repayment of overdraft	0	-8,011
20	-	Outpayment from the purchase of own shares	-7,706	0
21	+	Inpayment based on loans	17,142	0
	Cash flow from financing activities		**9,436**	**-8,011**
	Change in cash fund through payments		**2,114,971**	**16,792,021**
22	+ Cash fund at the beginning of the period		28,705,949	11,913,928
	Cash fund at the end of the period		**30,820,920**	**28,705,949**
	Cash fund composed of:			
	-	Liquid funds	20,841,420	28,705,949
	-	Securities	9,979,500	0

7.4.8 Segment reporting

Segment reporting for group accounts 2002 in EUR

	Digital Communication	Classical Communication	DocCheck, Commerce & Logistic	Holding/ Others	Total
Turnover of the units	5,289,176	3,859,265	4,036,280	92,898	**13,277,619**
Intragroup turnover	0	4,159	268,212	3,088,447	**3,360,818**
Result before taxes	607,213	385,452	-363,944	777,576	**1,406,297**
Total assets	4,578,086	2,906,115	2,217,697	26,692,972	**36,394,870**
Number of employees	53	21	24	13	**111**

Total assets include fixed assets, current assets, deferred charges and prepaid expenses

The segments of **Digital Communication** and **Classical Communication** belong to the subsidiary antwerpes & partner ag.
The segment of Digital Communication includes the Berlin plant. **DocCheck, Geisselmann, medicalpicture,** as well as the **Product** Development unit and the **Digital Medical Team**, which belong to the subsidiary antwerpes & partner ag, jointly represent the DocCheck, Commerce & Logistic segment.
Holding/Others includes the entire administrative and service business of antwerpes ag and antwerpes.korte consulting GmbH.
Due to the currently homogenous territory of operations, **no geographical segmentation** was performed.
Intragroup services were valued at cost price plus a mark-up and management fee at cost price plus interest.

7.4.9 ADDITIONAL INFORMATION

1. Financial instruments

The range of original f**inancial instruments** (receivables, liabilities, liquid funds) is shown in the balance sheet. There were no significant differences between book and market values. As a rule, these instruments may entail credit, default and interest risks. There were no significant risks for the group's original financial instruments on the balance sheet date. The company is mainly exposed to possible default risks in the case of its trade receivables. The company regularly assesses the creditworthiness of its clients and, due to its clientele structure, it has hardly experienced any occurrences of credit default in the past. The group companies have concluded no contracts based on interest rate derivatives. On the balance sheet date there was no significant interest risk.

On December 31, 2002 the group companies had no significant receivables or liabilities in foreign currencies, meaning that there was no exchange rate risk on the balance sheet date.

There were no financial instruments used for trade or speculation purposes on the balance sheet date.

2. Number of employees

On December 31, 2002 the number of employees working for the company totaled 111. The annual average number of staff employed was 112 (without trainees and Management Board members).

3. Relations with associates

In addition to the companies included in the group accounts, the following companies and persons are associated with the group according to IAS 24 (cf. I.5).

Dr. Frank Antwerpes, CEO	47.00%	2,775,274
Jan Antwerpes, CFO	15.69%	926,140
Johannes Kersten, SB antwerpes & partner	7.83%	462,031
Hermann Korte, MB member	1.29%	76,038
Roland Ortloff, DIR. Geisselmann	0.75%	44,312
Edelgard Lessing, old shareholder	0.43%	25,555
Dr. Dr. Christian Dierks, SB chairman up to 07.31.2002	0.01%	866
Michael Thiess, SB chairman from 07.31.2002	0.00%	100
Dr. Joachim Pietzko, SB member	0.01%	866
Winfried Leimeister, SB member	0.00%	0

The executive bodies of antwerpes ag had the following interests in group companies or other companies:

Executive bodies of antwerpes ag Management Board	Membership of other controlling bodies
Dr. Frank Nicolas Antwerpes,	
Cologne	Antwerpes & Partner AG, Cologne (chairman of the Management Board up to 06.28.2002)
Chairman of the Management	
Board, CEO	Antwerpes & Partner AG, Cologne (chairman of the Supervisory Board from 06.28.2002)
	DocCheck Medical Services GmbH, Cologne (director)
Jan Antwerpes, Cologne	Antwerpes & Partner AG, Cologne (member of the Management Board)
CFO	
Hermann Korte, Cologne	Antwerpes & Partner AG, Cologne (member of the Supervisory Board)
Member of the Management	
Board, Manager M&A	antwerpes.korte consulting GmbH, Cologne (director)
Supervisory Board	
PD Dr. Dr. Christian Dierks,	
Berlin, attorney	Antwerpes & Partner AG, Cologne
Chairman of the	
Supervisory Board until	
07.31.2002	(chairman of the Supervisory Board until 06.28.2002)

Michael Thiess, Feldkirchen, consultant Chairman of the Supervisory Board from 08.01.2002	Member of the Advisory Board until 03.15.2002
Dr. Joachim Pietzko, Cologne, attorney Deputy chairman of the Supervisory Board	
Winfried Leimeister, Cologne, tax consultant Member of the Supervisory Board	

<u>Other bodies :</u>
<u>Advisory Board up to 03.15.2002</u>

Dr. Ronaldo Schmitz
Volker Keitel
Michael Thiess

<u>Others</u>

Dr. Johannes Kersten	Antwerpes & Partner AG, Cologne (member of the Supervisory Board)

Tanja Antwerpes, Head of Classic Communication unit	Antwerpes & Partner AG, Cologne (member of the Management Board)
Stefan Kellner, Cologne, Head of Digital Communication unit	Member of the Management Board of Antwerpes & Partner AG, Cologne, from 06.28.2002
Roland Ortloff, Weil im Schönbuch	Director, Albert Geisselmann Medizinbedarf GmbH, Weil im Schönbuch
Thomas Schmidt, Cologne	Director, medicalpicture GmbH, Cologne

4. Management emoluments

The Management Board of antwerpes ag received the following emoluments in 2002:

Name of MB member	Fixed emoluments in EUR	Bonus received in EUR	Number of granted stock options as per 12.31.2002
Dr. Frank Nicolas Antwerpes, CEO	165,139	54,603	
Jan Antwerpes, CFO	119,125	37,528	
Hermann Louis Korte, Manager M&A	51,239		14,000
Total:	**335,503**	**92,131**	**14,000**

5. Supervisory Board emoluments

The supervisory board of antwerpes ag received the following emoluments in 2002 :

Name of SB member	Fixed emoluments in EUR
PD Dr. Dr. Christian Dierks, SB chairman until 07.31.2002	5,833
Michael Thiess, SB chairman from 07.31.2002	4,167
Dr. Joachim Pietzko, SB deputy chairman	5,000
Winfried Leimeister	5,000
Total:	20,000

Consulting agreements have been signed with PD Dr. Dr. Dierks and Dr. Pietzko for legal consulting activities. In the 2002 business year transactions with PD Dr. Dr. Dierks totaled EUR 10,000 and with Dr. Pietzko EUR 5,000.

6. Per share performance

Pursuant to IAS 33 the calculation of per-share performance is based on the share capital of antwerpes ag, as calculated by the average number of shares in the business year - a total of 5,902,812 individual shares. Calculated according to this method, the undiluted per share performance equaled EUR 0.12.

7. Shareholdings

Shareholdings in antwerpes ag as per 12.31.2002

Name and domicile	Share in the capital per 12.31.2002	Currency	Shareholders' equity 12.31.2002	Profit/loss for 2002
DocCheck Medical Services GmbH, Cologne	100%	EUR	514,000	0*
antwerpes & partner ag, Cologne	100%	EUR	298,000	0*
DocCheck Medical Services Ltd., London	100%	GBP	2	0**
antwerpes romania SRL., Bucharest	100%	ROL '000	210,978	0**
Albert Geisselmann Medizinbedarf GmbH, Weil im Schönbuch	51%	EUR	323,000	26
antwerpes.korte. consulting GmbH, Cologne	51%	EUR	100,000	-8
medicalpicture GmbH, Cologne	51%	EUR	36,000	-40
medizinstudent.de GmbH, Essen	30%	EUR	31,000	0
Albert Geisselmann Medizinbedarf GmbH, Eilenburg	33%	EUR	75,000	15

* after transfer of profits to antwerpes ag

** Company is being wound-up

8. Stock Options

According to the AGM resolution of May 16, 2001, the company grants certain staff members subscription rights for buying a share in antwerpes ag by conclusion of a stock option agreement. According to the employee's status, the company offers certain employees agreements pertaining to the granting of stock options (stock option agreement). As per December 31, 2002, 104,000 (previous year: 88,000) stock options were issued. The portfolio change results both from a change in staff size as per December 31, 2002, and from the additional issue of 20,000 stock options in 2002.

Exercising a subscription right is subject to whether the following goals have been achieved:

- The antwerpes ag share has outperformed the Nemax All Share Index.
- The current share price must be higher than the benchmark price, in the context of which the benchmark is
- the issuing price established according to the bookbuilding method for the antwerpes ag share on stock market flotation, if subscription rights are granted up to five days prior to stock market flotation
- the average Xetra closing price on the twenty trading days prior to the first day of the subscription period, if one or two subscription rights are granted in one subscription period.

The company's share price went down markedly following the issue of stock options. For this reason, no fair value assessment was effected in the annual accounts, as an intrinsic value plus a current value (= fair value) of 0 EUR was to be assumed in this respect.
Composition of stock options as per 12.31.2002

Portfolio of stock options as per 12.31.2002:	104,000
- of which for the management	57,750
- of which for employees	46,250
- of which with a waiting period until initial exercise on 05.31.2004	8,000
- of which with a waiting period until initial exercise on 05.31.2005	6,000
- of which with a waiting period until initial exercise on 05.31.2006	3,000
- of which with a waiting period until initial exercise on 05.31.2007	3,000

9. Notices according to §20 German Stock Corporation Act (AktG) or §21 Securities Trading Act (WpHG)

There were no notices according to §20 (1) or (4) AktG or §21 (1) or (1) (a) WpHG in the business year.

10. Conversion of foreign currencies

The balance sheet items of antwerpes & partner ag, Basel branch, Switzerland, were converted according to the closing rate, the expenditure and earning items according to the average rate. Currency differences of EUR 439 were recorded with an effect on net income as per December 31, 2002.

11. Statement on compliance with the Corporate Government Codex

The Management Board and supervisory board of antwerpes ag made a statement on compliance with the Corporate Government Codex according to §161 Stock Corporation Law (AktG) on December 23, 2002, and made it available to shareholders on the website of antwerpes ag in the "investors" section.

7.4.10 OTHER FINANCIAL OBLIGATIONS

The following other financial obligations existed as per 12.31.2002:

Rent:	EUR 4,805,000
Leasing:	EUR 49,000
Total:	EUR **4,854,000**
- of which due within one year	EUR 603,000
- of which due after more than one and less than five years	EUR 2,359,000
- of which due after more than five years	EUR 1,892,000

The rent contract for the branch in Basel, Switzerland, which can be terminated by giving three months' notice to the end of the month, has incurred financial obligations worth EUR 23,000 for the following year.

7.4.11 SUMMARY OF MAIN ACCOUNTING, VALUATION AND CONSOLIDATION PRINCIPLES ACCORDING TO IAS

1. General remarks

Pursuant to §292a German Commercial Code (HGB), the group accounts of antwerpes ag for the year ended December 31, 2002, were produced with discharging effect according to the International Accounting Standards Committee (IAS). The provisions of the German Commercial Code (HGB) and the German Stock Corporation Act (AktG) differ in some key aspects from those of the IAS. The main differences, which could be relevant for an assessment of the company's assets, financial position and results, are listed below.

2. Self-developed software

Pursuant to IAS 38, the costs of manufacturing self-developed software may, subject to certain conditions, be listed an asset and written down over the normal useful life of the software in question. According to HGB, self-developed software that falls under fixed assets may not be listed as an asset. In 2002, after proportionate write-downs worth EUR 30,000 (previous year: EUR 6,000), the company listed self-developed software worth EUR 182,000 (previous year: EUR 182,000) as an asset in the group accounts pursuant to IAS with an effect on results. Due to declining license proceeds unscheduled write-downs to the amount of EUR 45,000 were effected on self-developed software. Other development costs are included in other operating expenditures and in personnel expenditures and thus reduced profits in the business year.

3. Equalization of capital supply

In the context of the business combination antwerpes & partner ag and antwerpes ag, a capital supply equalization item was added to the balance sheet with a group capital-reducing effect, in accordance with IAS 22.12.

4. Part-profit realization

Under commercial law, part-profit realization for production contracts is generally only permissible within very strict limits. Hence, only the Completed Contract method is basically possible. In contrast, IAS 11 in conjunction with IAS 18, allows for the realization of turnover and corresponding profits according to the so-called Percentage of Completion method (POC), if the requirements for identifying the degree of completion, the assessment of total contract costs and total contract proceeds and their recoverability are met. The degree of completion was determined by analogy to the performance status. In the period under review part-profit realization resulted in the following changes:

Changes due to application of POC:

	EUR
Inventories	-18,000
Trade receivables	+87,000
Provisions for outstanding costs	-6,000
Advance payments received	-9,000
Change to the result	**+54,000**

6. Current asset securities

For financial assets that are available for sale IAS 39 provides a one-off option for recording valuation gains and losses. According to this, proceeds can be attributed to equity either with or without an effect on results. As per December 31, 2002 gains resulting from the valuation of current-asset securities worth EUR 16,000 were recorded with an effect on results.

7. Own shares

According to the German Commercial Code (HGB) own shares must be listed under fixed or current assets. The liabilities side must feature provisions for own shares. According to SIC – 16 own shares must be listed in the balance sheet at acquisition costs and deducted from equity.

Cologne, 11 March 2003

The Management Board of antwerpes ag

Dr. Frank Nicolas Antwerpes
Member of the Management Board

Jan Antwerpes
Member of the Management Board

Hermann Louis Korte
Member of the Management Board

Statement of shareholders' equity pursuant to IAS 1, Section no. 86-89 (in EUR)

	Subscribed capital	Capital reserves	Revenue reserve	Statutable reserve	Other revenue reserve	Balance sheet profit	Capital supply equalisation	Own shares	Total
Balance as per 12.31.2002	5,904,312	28,179,620	18,287	0	32,448	318,411	-3,245,570	0	31,207,508
Annual result as per 12.31.2002	0	0	20,966	985	0	1,268,397	0	0	1,290,348
Balance as per 12.31.2001	5,904,312	28,179,620	39,253	985	32,448	1,586,808	-3,245,570	0	32,497,856
Purchase of own shares								-7,706	-7,706
Annual result as per 12.31.2002						711,834			711,834
Balance as per 12.31.2002	5,904,312	28,179,620	39,253	985	32,448	2,298,642	-3,245,570	-7,706	33,201,984

7.5 Auditor's Certificate

for the annual group accounts as per December 31, 2002 (group balance sheet total: EUR 36,394,870; group profit for the year: EUR 711,834) and the group report for the 2002 business year of antwerpes ag, Cologne:

We have audited the group accounts produced by antwerpes ag, consisting of the balance sheet, profit and loss account, the annex including the statement of changes to shareholders' equity and fund statement, as well as the group report for the business year from January 1 to December 31, 2002. The production of the group accounts and group report are the responsibility of the company's Management Board. Our task is to assess, on the basis of our audit, whether the group accounts meet the requirements of the International Accounting Standards (IAS) or not.

We performed our audit of the group accounts according to the German auditing regulations and in compliance with generally accepted German accounting principles laid down by the Institute of Auditors (IDW). In accordance with these principles, audits shall be planned and implemented in such a manner that it is possible to judge with adequate certainty whether the group accounts are free of major inaccuracies or not. For the specification of audit procedures due account is taken of information on the group's business activities, the legal and economic environment and of anticipated possible errors. In the context of the audit, the effectiveness of the internal account monitoring system and evidence of the data supplied in the group accounts and group report are mainly judged on the basis of samples. The audit also comprises the assessment of annual accounts of the companies included in the group accounts, the scope of consolidation, the applied accounting principles and the main assessments of the legal representatives as well as the appraisal of the overall presentation of the group accounts and the group report. We believe that this is a sufficiently sound basis for our appraisal.

Our audit has given no rise to any objections.

We are convinced that the group accounts of antwerpes ag, Cologne, prepared in compliance with the IAS, convey a true and fair picture of the group's assets, financial position and results and the cash flows that occurred in the business year. Together with the other information provided in the group accounts, the group report conveys an accurate impression of the group's situation and accurately reflects the risks of its future development.

In addition, we confirm that the group accounts and group report for the business year from January 1 to December 31, 2002, meet the requirements for discharging the company from preparing group accounts also under German law. We audited the compliance of group accounting procedures with the 7th EU Directive, which is necessary for discharging the group from this obligation under commercial law, according to the DRSC DRS 1 accounting standard.

Cologne, 12 March 2003

HERFORT VAN KERKOM HOWER STREIT

Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft

M. Wickert	W. van Kerkom
Auditor	Auditor

7.6. Statement of compliance with art. 161 Stock Corporation Law:

antwerpes ag has always attached great importance to the principles of a value-orientated and transparent corporate management and monitoring. For us, the German Corporate Governance Codex sets a positive signal for the capital market. Based on the recommendations of the Corporate Governance Codex, the Management Board of antwerpes ag has already taken measures this year that will eventually lead to the full implementation of the decisive provisions of the Codex. The Management Board and Supervisory Board of antwerpes ag hereby declare that the practices recommended in the German Corporate Governance Codex in the version of February 26, 2002 have largely been complied with in the decisive provisions. More details are set out below. The Management Board and Supervisory Board regularly examine whether further recommendations and suggestions of the Codex will be applicable to antwerpes ag in future.

Management Board and Supervisory Board of antwerpes ag, Cologne, December 23, 2002

Notes on deviations from the provisions of the Corporate Governance Codex based on the contents of February 26, 2002

2. Shareholders and Annual General Meeting

2.2 Annual General Meeting

2.2.2 When new shares are issued, shareholders shall always have a subscription right proportionate to their share in the capital.

Note of antwerpes ag:
antwerpes ag always guarantees its shareholders a subscription right proportionate to their share when new shares are issued. According to an AGM resolution of May 16, 2001, however, this subscription right may be restricted or precluded in the case of a conditional or authorised capital increase.

In the case of an authorised capital increase the legal subscription right may be precluded
(1) to equalise peak amounts,
(2) to issue shares as employee shares to staff members of the company,
(3) to gain contributions in kind, in particular in the form of participations in companies or parts of companies,
(4) to open up new capital markets, in particular outside Germany
(5) if the company's shares are listed on the stock market and the issue price of the shares is not considerably below the stock market price and the increase in share capital amounts to no more than 590,431 euros.

The preclusion of subscription rights serves to ensure the future development of the company. Hence this measure is also in the immediate interests of the shareholders, as it enables a stronger use of the capital market and enables the company to obtain further corporate participations in the course of its expansion in exchange for own shares and hence to conserve its own liquidity.

The conditional capital serves to grant subscription rights (stock options) to members of the Management Board and staff members of the antwerpes group.
It lies in the immediate interests of the company to issue stock options because this boosts staff loyalty to the company and group, and motivates staff members to improve their performance.

3. Collaboration of Management Board and Supervisory Board

3.8 (...) If the company takes out a Directors & Officers insurance for the Management Board and Supervisory Board, an appropriate excess shall be specified.

Notes of antwerpes ag:
The company has taken out a Directors & Officers insurance without specifying an excess. In the opinion of the Management Board and Supervisory Board, Directors & Officers insurances only cover part of the liability risks of the executive bodies of corporations anyway.

4. Management Board

4.2 Composition and emoluments

4.2.3 (...) Stock options or comparable schemes (e.g. phantom stocks) shall serve as variable pay elements with a long-term incentive effect. They shall be tied to benchmarks specified in advance such as the development of share indexes or the achievement of certain stock price goals. A belated modification of these goals shall be ruled out. The benefits under a stock option scheme must be appropriate. The specific provisions of a stock option scheme or comparable bonus system shall be announced in a suitable manner.

Notes of antwerpes ag:
At antwerpes ag stock options are only issued to Management Board members who are not simultaneously major shareholders (>500,000 shares). The Management

Board and Supervisory Board believe that stock options would not be an additional incentive for major shareholders. Option schemes are announced in the business report.

5. Supervisory Board

5.3 Appointment of committees

5.3.1 Depending on specific circumstances and the number of its members, the Supervisory Board shall appoint qualified committees. They shall serve to make the Supervisory Board's work more effective and to deal with complex issues. The individual committee chairmen shall report regularly to the Supervisory Board about the work of the committees.

Notes of antwerpes ag on 5.3 and all other provisions that refer to the appointment of committees:
Due to the size of the Supervisory Board of antwerpes ag (three members) appointing committees would not make sense.

5.4 Composition and emoluments

5.4.5 (...) The members of the Supervisory Board shall receive both fixed and performance-oriented pay components. Performance-oriented emoluments should also contain elements relating to the company's long-term success.

Notes of antwerpes ag:
So far, the emoluments for Supervisory Board members of antwerpes ag has included no performance-oriented component.

7.7 Supervisory Board Report

In accordance with the tasks allocated to us by law and the Articles of Association, the Supervisory Board has constantly monitored the Management Board's administration of the company and was informed of the business situation by the Management Board in four meetings and regular written and verbal reports.

The focal issues of the Supervisory Board meetings in the 2002 business year were:

- Presentation of reports by the Management Board on the quarterly accounts, on the situation of the company, on business development and on activities in the field of mergers & acquisitions
- Preparation of the AGM on May 16, 2002
- Implementation of the Corporate Governance Codex in antwerpes ag

Despite a difficult market environment and declining turnover, the Management Board of antwerpes ag was able to ensure a stable business development in the 2002 business year, thanks to its strategy of focusing on the health care and business to business sectors and diversifying and internationalizing the services and product portfolio. Due to targeted cost management, the decline in turnover brought no operating losses and was accompanied by a positive cash flow. The Supervisory Board will assist the Management Board in achieving its growth and expansion goals for the 2003 business year.

The reports of Herfort, van Kerkom, Hower, Streit Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, on their audit of annual and group accounts and the business report were submitted to all members of the Supervisory Board. In the Supervisory Board's balance sheet meeting of March 12, 2003, the reports were discussed in detail in the presence of the auditor. The Supervisory Board had no objections, concurred with the findings of the auditor and approved the annual accounts and business report prepared by the Management Board on March 18, 2003; hence these accounts have been adopted. The group accounts and group report prepared by the Management Board were also approved. The Supervisory Board agreed to the Management Board's suggestion to distribute a dividend of EUR 0.10 per share to the shareholders.

The Supervisory Board wishes to thank the Management Board and all staff members for their commitment and excellent performance and wishes them all the best for the challenges facing them in the business year 2003.

Cologne, March 2003

Michael Thiess
Chairman of the Supervisory Board