

9-Months Report 2009

CENIT AG Systemhaus

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The logo for CENIT, consisting of the word "cenit" in a bold, lowercase, sans-serif font. The letters are white with a teal outline, set against a teal background.

| CENIT AT A GLANCE (unaudited) | | |
|---|---------------------------|-----------------------|
| At a glance - January 1 until September 30, 2009 | | |
| in Mill. EUR | Sept. 30, 2009 | Sept. 30, 2008 |
| Sales | 63,38 | 56,63 |
| Gross profits | 43,53 | 44,85 |
| EBITDA | 2,77 | 3,88 |
| Operating returns (EBIT) | 1,71 | 2,80 |
| EBT | 1,90 | 3,26 |
| Netincome of the group | 1,73 | 2,56 |
| Result per share (basic) in EURO | 0,21 | 0,31 |
| Result per share (diluted) in EURO | 0,21 | 0,31 |
| Number of employees at end of period | 705 | 726 |
| EBIT - Margin | 2,7% | 4,9% |
| Profit - Margin | 2,7% | 4,5% |
| in Mill. EUR | September 30, 2009 | Dec. 31, 2008 |
| Equity in ratio | 64% | 64% |
| Equity | 27,09 | 25,36 |
| Liabilities | 15,14 | 14,05 |
| Balance sheet total | 42,24 | 39,41 |

GROUP SITUATION REPORT

OVERALL ECONOMIC SITUATION AND BUSINESS SENTIMENT

There are growing indications that the recession is coming to an end. In the US, there are consistent signs of economic recovery, which the IMF attributes to government assistance measures. The ECB calculates that US economic output will still contract slightly during the third quarter, but that it has stabilized overall and thus performed better than had been anticipated during the preceding quarter.

In a report issued this autumn, Germany's leading economic research institutes likewise expect Germany's gross domestic product to grow by 1.2 percent in 2010, despite the fact that the economy had to cope with a massive decline of approx. 5 percent during the current year. According to estimates released by the Rhenish-Westphalian Institute for Economic Research (RWI) and the Munich-based ifo Institute for Economic Research, the major risk factor for the future is that new upheavals in the international financial and banking system cannot be ruled out by any means. The financing conditions for enterprises, which are growing more restrictive as it is, could develop into a credit crunch that would act as a serious impediment to economic recovery. The economic pundits thus recommend that the Federal Government require banks to retain a significantly higher capital ratio and thereby widen the scope for future lending. They also believe that it is high time to develop strategies for phasing out the extraordinary measures taken to combat the financial crisis.

In its recent study on the software and IT services market in Germany, **PAC Paris** (Pierre Audoin Consultant) reaches the conclusion that while investment sentiment in the IT sector will remain muted throughout 2009, many providers of software and IT services will be able to breathe more freely as they feel the effects of recovery during the coming months. This market, which has contracted in many areas ever since the onset of the crisis, will already regain 2008 levels during the coming year 2010.

A poll of 600 IT-reliant enterprises in Germany, which PAC conducted in May of 2009, also indicates an upward trend. Almost one-third of the enterprises polled responded optimistically and expect IT budgets to grow in 2010, while only about 20% expected such budget increases for 2009. Similarly, the number of respondents who expect cost-cutting in their IT segments during 2010 is significantly lower. But larger enterprises were among the most

GROUP SITUATION REPORT

cautious – and they are exactly the ones that make for the lion's share of earnings among IT providers.

According to PAC's forecast, project business will continue to contract, but this can be offset by the strong growth rates that can be achieved in individual outsourcing segments. We too believe that project-related business will remain weak during the coming year.

GROUP SITUATION REPORT

DEVELOPMENT OF RESULTS

CENIT's results during the third quarter show that we have held our ground in an expectedly difficult business environment. With total sales of 63.4 m €, we have again claimed an increase over the previous year, in the order of 12 percent. For the first time, we were able to achieve significant income from software sales again. As a result, we were able to fulfil our expectations for the 3rd Quarter, a period characterized by short-time work in the auto industry and the summer holidays. We are continuing to follow a consistent enterprise policy aimed at sustainability, and in doing so take a careful approach to the challenges that lie ahead. As for our customers, we can in many instances discern resumed investment decisions for new, innovative products. It remains our foremost task to influence these decisions in our favour.

OVERVIEW OF 3RD QUARTER FIGURES

Group-wide sales again increased, attaining 63.4 m € (09/2008: 56.6 m € / 12%) at the end of the 3rd Quarter. The gross surplus amounted 43.5 m € (09/2008: 44.9 m € / -3%). EBITDA attained 2.8 m € (09/2008: 3.9 m € / -28%). EBIT during the reporting period amounted to 1.7 m € (09/2008: 2.8 m € / -39%). The pre-tax result (EBT) was 1.9 m € (09/2008: 3.3 m € / -41%). The consolidated result was 1.7 m € (09/2008: 2.6 m € / -32%). Consolidated EPS (earnings per share) thus derive to 0.21 € per share (09/2008: 0.31 € / -32%).

BREAKDOWN OF EARNINGS

Sales in the services sector grew by 9% to a current 40.2 m € (09/2008: 36.9 m €), making services the strongest contributor to sales with a share of 63%. Sales of CENIT software during the first 9 months of the current business year totalled 5.7 m € (09/2008: 6.3 m € / -9%). Sales of CENIT's proprietary software thus account for approx. 9% of total sales. Thanks in particular to the VAR model, the non-CENIT software business grew by 57% to 16.9 m € (09/2008: 10.8 m €), accounting for 27% of total sales. Other proceeds accrued total 0.5 m €.

GROUP SITUATION REPORT

HOLDINGS – FOREIGN SUBSIDIARIES

CENIT (Switzerland) AG achieved sales of 2.8 m € (09/2008: 3.7 m €), accounting for EBIT of 0.8 m € (09/2008: 2.1 m €).

With sales of 4.1 m € (09/2008: 4.9 m €), CENIT North America attained negative EBIT of –0.6 m € (09/2008: 0.2 m €).

Achieving sales of 0.4 m € (09/2008: 0.5 m €), CENIT SRL in Romania was able to post EBIT of 0.1 m € (09/2008: 0.1 m €).

The CENIT company in Toulouse, France realized sales of 0.3 m € (09/2008: 0.2 m €) and EBIT of 0.02 m € (09/2008: 0.02 m €).

DEVELOPMENT OF COSTS

Other business-related expenditures totalled 10.0 m € (reference period 2008: 11.9 m €).

INVESTMENTS

Investments during the first 9 months of 2009 totalled 0.6 m € (09/2008: 1.1 m €).

CHANGES IN COMPOSITION OF MANAGING AND SUPERVISORY BOARDS

None

EVENTS OF SPECIAL SIGNIFICANCE WHICH COULD AFFECT THE BUSINESS RESULT

None

RISK MANAGEMENT REPORT

There was no inventory risk for the Group during the reporting period. For more information, please refer to the detailed risk analysis contained in the 2008 Annual Report.

GROUP SITUATION REPORT

INTERIM DIVIDEND

No interim dividend was paid out.

DIVIDENDS PAID OR PROPOSED FOR PAYMENT

None

ORDERS SITUATION

Orders in hand totalled 21.1 m € (9/2008: 26.2 m €) and incoming orders were at 56.9 m €. (9/2008: 73.6 m €). These figures do not provide a meaningful basis of comparison however, because after the 2nd Quarter the figures for the second half of the year were heavily influenced by a single large order.

ORDERS OF SPECIAL SIGNIFICANCE

None

LIQUID ASSETS AND SECURITIES

On the balance-sheet date, bank deposits and securities incl. current assets totalled 17.6 m € (31 December 2008: 13.2 m €). The enterprise remains debt-free.

ASSET, FINANCIAL AND EARNINGS SITUATION

The balance-sheet total was 42.2 m €. Trade debtors and other assets totalled 10.5 m €. On the balance-sheet date, the Group's net worth was approx. 27.1 m € (31 December 2008: 25.4 m €), with an equity ratio of 64% (31 December 2008: 64%). The operative cash flow was 2.6 m € (30 September 2008: 4.5 m €).

GROUP SITUATION REPORT

STAFF

On the balance-sheet date, CENIT employed a total of 705 staff (09/2008: 726).

SUPPLEMENTARY REPORT, OPPORTUNITIES AND OUTLOOK

IMF, OECD and ECB agree that the global economy will contract overall during 2009, but recover somewhat toward the end of the year. The general expectation is that the global economy will begin to grow again, although the financial crisis remains to be fully overcome. Against this backdrop, we shall remain cautious, but will nevertheless faithfully pursue our profitable enterprise policy.

| CENIT Aktiengesellschaft Systemhaus | | |
|---|----------------|---------------|
| CONSOLIDATED BALANCE SHEET (in accordance with IFRSs) (unaudited) | | |
| for the period from January 1 to September 30, 2009 | | |
| in EUR k | Sept. 30, 2009 | Dec. 31, 2008 |
| ASSETS | | |
| NON-CURRENT ASSETS | | |
| Intangible assets | 1.286 | 1.505 |
| Property, plant and equipment | 2.362 | 2.449 |
| Investments in an associate | 50 | 51 |
| Income tax receivable | 603 | 583 |
| | 4.301 | 4.588 |
| DEFERRED TAX ASSETS | 154 | 0 |
| | | |
| NON-CURRENT ASSETS | 4.455 | 4.588 |
| CURRENT ASSETS | | |
| Inventories | 1.173 | 1.129 |
| Trade receivables | 10.492 | 15.065 |
| Receivables from associates | 3.986 | 2.977 |
| Current income tax assets | 1.740 | 1.043 |
| Other receivables | 425 | 156 |
| Other financial assets at fair value through profit or loss | 2.960 | 960 |
| Cash | 14.617 | 12.265 |
| Prepaid expenses | 2.388 | 1.231 |
| CURRENT ASSETS | 37.781 | 34.826 |
| | | |
| TOTAL ASSETS | 42.236 | 39.414 |
| | | |

| CENIT Aktiengesellschaft Systemhaus | | |
|--|----------------|---------------|
| CONSOLIDATED BALANCE SHEET (in accordance with IFRSs) (unaudited) | | |
| for the period from January 1 to September 30, 2009 | | |
| in EUR k | Sept. 30, 2009 | Dec. 31, 2008 |
| EQUITY AND LIABILITIES | | |
| EQUITY | | |
| Issued capital | 8.368 | 8.368 |
| Capital reserve | 1.058 | 1.058 |
| Currency translation reserve | -292 | -292 |
| Legal reserve | 419 | 418 |
| Other revenue reserves | 11.051 | 8.140 |
| Net income of the Group attributable to the shareholders of CENIT AG | 6.489 | 7.672 |
| | 27.093 | 25.364 |
| Minority interests | 0 | 0 |
| TOTAL EQUITY | 27.093 | 25.364 |
| NON-CURRENT LIABILITIES | | |
| Deferred tax liabilities | 434 | 516 |
| CURRENT LIABILITIES | | |
| Current liabilities to banks | 0 | 0 |
| Trade payables | 2.669 | 5.069 |
| Liabilities to associates | 0 | 39 |
| Other liabilities | 11.797 | 7.198 |
| Current income tax liabilities | 76 | 1.058 |
| Other provisions | 167 | 170 |
| Deferred income | 0 | 0 |
| | 14.709 | 13.534 |
| TOTAL EQUITY AND LIABILITIES | 42.236 | 39.414 |

| CENIT Aktiengesellschaft Systemhaus | | | |
|--|--------|----------------|----------------|
| CONSOLIDATED INCOME STATEMENT (in accordance with IFRSs) (unaudited) | | | |
| for the period from January 1 to September 30, 2009 | | | |
| in EUR k | | Sept. 30, 2009 | Sept. 30, 2008 |
| 1. REVENUE | | 63.384 | 56.625 |
| 2. Increase or decrease in work in process | | -626 | 2.336 |
| Total operating performance | | 62.758 | 58.961 |
| 3. Other operating income | | 726 | 474 |
| Operating performance | | 63.484 | 59.435 |
| 4. Cost of materials | 19.958 | | 14.584 |
| 5. Personnel expenses | 30.654 | | 29.034 |
| 6. Amortization of intangible assets and depreciation on property, plant and equipment | 1.067 | | 1.082 |
| 7. Other operating expenses | 10.099 | | 11.935 |
| | | 61.778 | 56.635 |
| NET OPERATING INCOME | | 1.706 | 2.800 |
| 8. Other interest and similar income | 216 | | 217 |
| 9. Interest and similar expenses | 17 | | 5 |
| 10. Result from financial instruments at fair value through profit or loss | 0 | | 252 |
| 11. Share of profit of an associate | -1 | | |
| | | 198 | 464 |
| RESULT FROM ORDINARY ACTIVITIES | | 1.904 | 3.264 |
| 12. Extraordinary profit/loss | | 0 | 0 |
| 13. Income taxes | | 175 | 701 |
| 14. NET INCOME OF THE GROUP FOR THE YEAR | | 1.729 | 2.563 |
| 15. thereof attributable to the equity holders of CENIT AG | | 1.729 | 2.563 |
| 16. thereof attributable to minority interests | | 0 | 0 |
| Earnings per share in EUR | | | |
| basic | | 0,21 | 0,31 |
| diluted | | 0,21 | 0,31 |

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| CENIT Aktiengesellschaft Systemhaus | | | |
|--|-------|-------------------|-------------------|
| CONSOLIDATED INCOME STATEMENT (in accordance with IFRSs) (unaudited) | | | |
| for the period from July 1 to September 30, 2009 | | | |
| in EUR k | | 3rd Quarter, 2009 | 3rd Quarter, 2008 |
| 1. REVENUE | | 20.325 | 22.343 |
| 2. Increase of decrease in work of process | | -331 | 274 |
| Total operating performance | | 19.994 | 22.617 |
| 3. Other operating income | | 144 | 152 |
| Operating performance | | 20.138 | 22.769 |
| 4. Cost of materials | 6.342 | | 6.169 |
| 5. Personnel expenses | 9.393 | | 9.690 |
| 6. Amortization of intangible assets and depreciation on property, plant and equipment | 354 | | 527 |
| 7. Other operating expenses | 3.167 | | 4.454 |
| | | 19.256 | 20.840 |
| NET OPERATING INCOME | | 882 | 1.929 |
| 8. Other interest and similar income | 49 | | 61 |
| 9. Interest and similar expenses | 13 | | 2 |
| 10. Result from financial instruments at fair value through profit or loss | 0 | | 153 |
| 11. Share of profit of an associate | -1 | | |
| | | 35 | 212 |
| RESULT FROM ORDINARY ACTIVITIES | | 917 | 2.141 |
| 12. Extraordinary profit/loss | | 0 | 0 |
| 12. Income taxes | | -68 | 580 |
| 13. NET INCOME OF THE GROUP FOR THE YEAR | | 985 | 1.561 |
| 14. thereof attributable to the shareholders of CENIT AG | | 985 | 1.561 |
| 15. thereof attributable to minority interests | | 0 | 0 |
| Earnings per share in EUR | | | |
| basic | | 0,12 | 0,19 |
| diluted | | 0,12 | 0,19 |

| CENIT Aktiengesellschaft Systemhaus | | |
|--|---------------|---------------|
| CONSOLIDATED STATEMENT OF CASH FLOWS (in accordance with IFRSs) (unaudited) | | |
| for the period from January 1 to September 30, 2009 | | |
| in EUR k | Sept. 30,2009 | Sept. 30,2008 |
| Cash flow from operating activities | | |
| Earnings before tax | 1.904 | 3.264 |
| Adjusted for: | | |
| Amortization and depreciation | 1.067 | 1.082 |
| Losses on disposals of non-current assets | 13 | 2 |
| Gains on disposals of non-current assets | 3 | 0 |
| Share of profit of associates | 1 | 0 |
| Other non-cash expenses and income | -179 | 371 |
| Change in other financial assets | 0 | 0 |
| Interest income | -216 | -217 |
| Interest expenses | 17 | 5 |
| Net operating income before changes in net working capital | 2.610 | 4.507 |
| Increase/decrease in trade receivables and other current, non-monetary assets | 1.294 | -6.369 |
| Increase/decrease in inventories | -44 | -2.653 |
| Increase/decrease in current liabilities and provisions | 3.285 | 5.092 |
| Interest paid | -17 | -5 |
| Interest received | 216 | 217 |
| Income taxes paid | -2.367 | -2.324 |
| Net cash flow from operating activities | 4.977 | -1.535 |
| Cash flow from investing activities | | |
| Acquisition of property, plant and equipment and intangible assets | -631 | -1.150 |
| Purchase of investments in an associate | 0 | -2.167 |
| Acquisition of shares in fully consolidated entities | 0 | |
| Gain on disposal of property, plant and equipment | 5 | 0 |
| Change in other financial assets that are not allocable to cash and cash equivalents | -2.000 | 8.320 |
| Net cash paid for investing activities | -2.626 | 5.003 |
| Cash flow from financing activities | | |
| Repayment of longterm bank loans | 0 | 0 |
| Dividends paid to shareholders | 0 | -4.184 |
| Change in convertible bond | 0 | 0 |
| Net cash paid for financing activities | 0 | -4.184 |
| Net increase/decrease in cash and cash equivalents | 2.352 | -716 |
| Cash and cash equivalents at the beginning of the period | 12.265 | 8.995 |
| Cash and cash equivalents at the end of the period | 14.617 | 8.279 |

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| CENIT Aktiengesellschaft Systemhaus | | | | | | | | | |
|--|----------------|-----------------|------------------------------|---------------|------------------------|--|---------------|--------------------|---------------|
| CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (in accordance with IFRSs) (unaudited) | | | | | | | | | |
| as of September 30, 2009 | | | | | | | | | |
| Equity attributable to equity holders of the parent | | | | | | | | | |
| in EUR k | Issued capital | Capital reserve | Currency translation reserve | Legal reserve | Other revenue reserves | Net income of the Group attributable to shareholders of CENIT AG | Total | Minority interests | Total |
| As of January 1, 2008 | 8.368 | 1.058 | -372 | 418 | 6.483 | 10.222 | 26.177 | 0 | 26.177 |
| Exchange differences | | | 80 | | | | 80 | | 80 |
| Net income of the Group for the year | | | | | | 3.334 | 3.334 | | 3.334 |
| Total income recognized for the period | 0 | 0 | 80 | 0 | 0 | 3.334 | 3.414 | 0 | 3.414 |
| Reversal of minority interests | | | | | 124 | | 124 | 64 | 188 |
| Acquisition of residual share | | | | | -167 | | -167 | -64 | -231 |
| Dividend distribution | | | | | | -4.184 | -4.184 | | -4.184 |
| Allocations to the other revenue reserve | | | | | 1.700 | -1.700 | | | 0 |
| | | | | | | | | | |
| As of Dec. 31, 2008 | 8.368 | 1.058 | -292 | 418 | 8.140 | 7.672 | 25.364 | 0 | 25.364 |
| Exchange differences | | | 1 | | | | 1 | | 1 |
| Net income of the Group for the year | | | | | | 1.729 | 1.729 | 0 | 1.729 |
| Total income recognized for the period | 0 | 0 | 1 | 0 | 0 | 1.729 | 1.730 | 0 | 1.730 |
| Reversal of minority interests | | | | | | | 0 | | 0 |
| Acquisition of residual share | | | | | | | 0 | | 0 |
| Transfer from stock options | | 0 | | | | | 0 | | 0 |
| Dividend distribution | | | | | | | 0 | | 0 |
| Allocation to the other revenue reserve | | | | | 2.900 | -2.900 | | | 0 |
| Allocation to the legal revenue reserve | | | | 1 | 11 | -12 | 0 | | 0 |
| Capital increase from company funds | | | | | | | 0 | | 0 |
| | | | | | | | | | |
| As of September 30, 2009 | 8.368 | 1.058 | -291 | 419 | 11.051 | 6.489 | 27.094 | 0 | 27.094 |

CENIT AG Systemhaus – 9-Months Report 2009

CENIT Aktiengesellschaft Systemhaus
Segment Reporting by Business Unit (in accordance with IFRSs) (ungeprüft)
for the period from January 1 to September 30, 2009

| in EUR k | | EIM | PLM | not allocated | Group |
|---|------------|--------|--------|---------------|---------------|
| External sales | Q1-Q3 2009 | 19.687 | 43.698 | 0 | 63.384 |
| | Q1-Q3 2008 | 17.668 | 38.957 | 0 | 56.625 |
| EBIT | Q1-Q3 2009 | 2.083 | -377 | 0 | 1.706 |
| | Q1-Q3 2008 | 2.474 | 327 | 0 | 2.800 |
| Share of profit of an associate | Q1-Q3 2009 | 0 | -1 | 0 | -1 |
| | Q1-Q3 2008 | 0 | -1 | 0 | -1 |
| Other interest result and financial result | Q1-Q3 2009 | 0 | 0 | 199 | 199 |
| | Q1-Q3 2008 | 0 | 0 | 464 | 464 |
| Income taxes | Q1-Q3 2009 | 0 | 0 | 175 | 175 |
| | Q1-Q3 2008 | 0 | 0 | 701 | 701 |
| Net income of the Group | Q1-Q3 2009 | 2.083 | -377 | 23 | 1.728 |
| | Q1-Q3 2008 | 2.474 | 327 | -238 | 2.563 |
| Segment assets | Q1-Q3 2009 | 4.547 | 17.546 | 20.093 | 42.186 |
| | Q1-Q3 2008 | 4.693 | 21.524 | 12.332 | 38.549 |
| Investment in an associate | Q1-Q3 2009 | 0 | 50 | 0 | 50 |
| | Q1-Q3 2008 | 0 | 51 | 0 | 51 |
| Segment liabilities | Q1-Q3 2009 | 3.773 | 10.848 | 522 | 15.143 |
| | Q1-Q3 2008 | 3.130 | 9.326 | 1.446 | 13.902 |
| Investments in property, plant and equipment and intangible assets | Q1-Q3 2009 | 300 | 332 | 0 | 631 |
| | Q1-Q3 2008 | 383 | 767 | 0 | 1.150 |
| Amortization and depreciation | Q1-Q3 2009 | 218 | 848 | 0 | 1.067 |
| | Q1-Q3 2008 | 206 | 877 | 0 | 1.082 |

EIM=Enterprise Information Management; PLM = Project Lifecycle Management

CENIT AG Systemhaus – 9-Months Report 2009

CENIT Aktiengesellschaft Systemhaus

Segment Report by Region (in accordance with IFRSs) for the period from January 1 to September 30, 2009 (ungeprüft)

| in EUR k | | Germany | Switzerland | North America | Romania | France | not allocated | Consolidation | Group |
|---|------------|---------|-------------|---------------|---------|--------|---------------|---------------|---------------|
| Internal sales | Q1-Q3 2009 | 3.375 | 529 | 236 | 370 | 344 | 0 | -4.854 | 0 |
| | Q1-Q3 2008 | 2.358 | 1.814 | 222 | 527 | 194 | 0 | -5.114 | 0 |
| External sales | Q1-Q3 2009 | 56.837 | 2.273 | 4.273 | 2 | 0 | 0 | 0 | 63.384 |
| | Q1-Q3 2008 | 50.043 | 1.867 | 4.716 | 0 | 0 | 0 | 0 | 56.625 |
| Segment assets | Q1-Q3 2009 | 20.582 | 3.095 | 1.571 | 84 | 33 | 20.093 | -3.272 | 42.186 |
| | Q1-Q3 2008 | 26.850 | 2.336 | 1.183 | 122 | 3 | 12.332 | -4.276 | 38.549 |
| Investment in an associate | Q1-Q3 2009 | 50 | 0 | 0 | 0 | 0 | 0 | 0 | 50 |
| | Q1-Q3 2008 | 53 | 0 | 0 | 0 | 0 | 0 | -2 | 51 |
| Investments in property, plant and equipment and intangible assets | Q1-Q3 2009 | 571 | 4 | 5 | 23 | 28 | 0 | 0 | 631 |
| | Q1-Q3 2008 | 1.068 | 5 | 66 | 11 | 0 | 0 | 0 | 1.150 |

INFORMATION ON SHARES AND OPTIONS HELD BY BOARD MEMBERS AND EMPLOYEES IN ACCORDANCE WITH § 160 Para. 1 No. 2 AND 5 AktG [Stock Corporations Act]

CENIT's Managing and Supervisory Boards hold subscription rights to 39,000 share options. CENIT employees hold subscription rights to 160,000 share options.

Directors' Holdings:

Share Portfolio as at 30.09.2009

Total number of shares: 8,367,758

Managing Board:

Kurt Bengel: 0

Christian Pusch: 0

Supervisory Board:

Andreas Schmidt: 191,792

Hubert Leyboldt: 1,600

Andreas Karrer: 0

Financial Calendar:

09 November 2009

German Equity Forum, Frankfurt