



**Consolidated Three-Month  
Financial Report  
April 1 - June 30, 2014  
P&I Personal & Informatik AG**

» NOT WHAT THE CUSTOMER WANTS, RATHER WHAT THE CUSTOMER NEEDS, IS THE KEY TO INNOVATIVE SOLUTIONS.«



A handwritten signature in black ink, appearing to read 'V. Triadis', positioned above the printed name.

Vasilios Triadis  
CEO/Chairman of the Board

## DEAR SHAREHOLDERS, LADIES AND GENTLEMEN,

The first quarter of our financial year is a very special one. It is a quarter of optimism, the source of our inspiration and what motivates us to quickly make this a reality. It is the time when we set our course the new financial year so that this too will be a success. After the exhausting final dash to the end of the 2013/2014 financial year, there is a phase of euphoria that lifts every employee at P&I. This is when we hold our annual division meetings. These are the platform from which we question everything each year, reinvent our company and determine our new product strategy and business model.

Since I was appointed as CEO ten years ago, P&I AG is in its third development phase in terms of its products, business model and its organisational and process structure. In the first five years we were a typical start-up company. On the one hand there was a lot of experimentation, and on the other our software LOGA2001 was successfully launched in Germany and twelve other European countries. We then began the transformation of our company from being a start-up to being a large company with correspondingly efficient structures.

What matters today is “being a pioneer” again. P&I, with its size and market position today, has to become one of the most significant and innovative companies for world class HR software.

We have to resist the temptation to chase down the current mega-trends in mobile IT networking. Rather, we must monitor these trends without reservation or bias, and assess them in terms of their benefit for HR solutions to then integrate them into our software portfolio according to benefit. The technological platforms have today reached such an advanced stage of development that almost anything seems possible. But not everything that is possible makes sense for HR solutions. When watching the market, our employees in research and development are not interested in the question of what the customer wants, but rather what the customer needs. This is the key to innovative solutions.

In this context it is naturally extremely important to employ a combination of excellently trained, experienced employees and highly talented up-and-comers with new ideas in all areas of the company. What helps us in this is that for years we have been running a trainee programme that helps us to find the most talented new staff. This programme is taking place this year as well, and it has already completed its first phase.

The revenue of EUR 25 million achieved in the first quarter shows us that we are well on our way to exceeding revenue of EUR 100 million for this financial year (previous year: EUR 97.1 million). The success to date and the sustainability of our business model, in which innovation is the main driving force, mean that we expect to continue to generate profitable growth in the quarters ahead.

This quarterly report is proof that P&I is still well on its way to maintaining its long-term success. Thank you for your confidence in us.

Yours



Vasilios Triadis  
CEO

## KEY FIGURES

KEY FIGURES FOR THE GROUP (IFRS)	Apr. 1 to Jun. 30, 2014	Apr. 1 to Jun. 30, 2013	Change	Change
EUR thousand				
Revenue	25,017	22,630	2,387	10.5 %
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	10,018	8,074	1,944	24.1 %
Earnings before interest and taxes (EBIT)	9,481	7,509	1,972	26.3 %
Earnings before taxes (EBT)	10,015	7,782	2,233	28.7 %
Consolidated net income	7,405	5,704	1,701	29.8 %
Return on sales	29.6 %	25.2 %	./.	./.
Earnings per share (diluted/basic)	0.98	0.76	0.22	29.8 %
Average FTEs for the period	394	382	12	3.1 %

## HIGHLIGHTS

### REVENUE GROWTH ACCOMPANIED BY INCREASED PROFITABILITY

Consolidated revenue increased by 10.5 % to EUR 25.0 million in the period under review. The P&I Group improved its operating earnings (EBIT) from EUR 7.5 million to EUR 9.5 million and generated an EBIT margin of 37.9 % (previous year: 33.2 %).

### CHANGE IN MAJORITY SHAREHOLDER AND ANNOUNCEMENT OF SQUEEZE-OUT UNDER STOCK COMPANY LAW

In May 2014 Argon GmbH announced that it would be seeking the transfer of the shares held by minority shareholders to Argon GmbH against payment of appropriate cash settlement (a squeeze-out under stock company law) at the next Annual General Meeting of P&I AG. The transfer request was substantiated on July 3 and the cash settlement was set at EUR 70.66 per share.

This is not expected to result in any changes for P&I AG's operating business.

## 1. GENERAL ECONOMIC CONDITIONS

According to the leading economic research institutes, the German economy will be characterised by a recovery in investment spending in 2014. An increase in gross domestic product of 2 % is expected on average for the year and production capacity will break through to normal utilisation levels. Economic growth of 2.5 % is forecast for this boom in 2015. According to the industry association BITKOM, the German high-tech sector is confident for 2014 as an overwhelming number of companies are forecasting growth in revenue. Almost three quarters of IT companies increased their revenues in the first half of 2014. Revenues climbed for IT service providers in particular, followed by software companies.

## 2. ORDERS AND REVENUE

Total orders on hand increased from EUR 74.7 million in the previous year to EUR 79.4 million; long-term services accounted for EUR 13.9 million of this figure. This overall figure includes future maintenance/SaaS income for the coming twelve months in the amount of EUR 42.7 million (previous year: EUR 38.2 million).

From the start of the 2014/2015 financial year, the P&I Group is reporting recurring revenue in its own category for the first time. Under the new presentation model, maintenance income, software as a service (SaaS) income and recurring consulting income, e.g. from service agreements, are compiled under "Recurring revenue". In the same period of the previous year this recurring consulting revenue was reported in the "Consulting" category in the amount of EUR 1.5 million.

Revenue developed as follows:

	Q1 2014/2015 EUR m	Share	Q1 2013/2014 EUR m	Share	Change EUR m
Licences	7.5	30 %	7.0	31 %	0.5
Maintenance	9.7	39 %	8.6	38 %	1.1
Software as a Service (SaaS)	1.0	4 %	0.9	4 %	0.1
Service agreements/application services providing (ASP)	2.0	8 %	1.5	7 %	0.5
Recurring revenue	12.7	51 %	11.0	49 %	1.7
Consulting	4.2	17 %	4.2	19 %	0.0
Other	0.6	2 %	0.4	2 %	0.2
Total revenue	25.0	100 %	22.6	100 %	2.4
Total consulting (recurring and one-shot)	6.2	25 %	5.7	25 %	0.5

Germany accounted for the highest share of licence revenue at EUR 6.2 million. Austria contributed EUR 0.7 million to licence revenue while Switzerland and the Other International segment each accounted for EUR 0.3 million.

Within recurring revenue, maintenance business was up on the same period of the previous year in line with planning on account of licence revenue in previous years. Customer care for existing customers was also expanded.

### 3. RESULTS OF OPERATIONS AND COST DEVELOPMENT

Operating earnings increased by EUR 2.0 million year-on-year to EUR 9.5 million in the first quarter of the 2014/2015 financial year. This corresponds to an EBIT margin of 37.9 % after 33.2 % in the same period of the previous year.

The results of operations are essentially determined by the increase in recurring revenue and licence revenue combined with cost control. Staff costs increased moderately in line with planning as a result of the high level of target attainment and the higher headcount.

The P&I Group's results of operations were positively affected in particular by the successful business performance in the Germany segment. Overall, the results of operations in international business (Austria, Switzerland and Other International segments) developed in line with planning.

The financial result increased in the first quarter of the 2014/2015 financial year on account of the change in the fair value of the free financial guarantee under the financing agreement with Edge Holding GmbH, Frankfurt, and the higher loan interest received. Together with the rise in profit from ordinary activities, tax expenses have also risen to EUR 2.6 million. Consolidated net income amounted to EUR 7.4 million, up EUR 1.7 million year-on-year. Earnings per share climbed to EUR 0.98 in the first quarter (previous year: EUR 0.76).

## 4. RESEARCH AND DEVELOPMENT

An innovative product is a prerequisite for sustainable development. With its products P&I LOGA3 and P&I PLUS, P&I has a valuable brand portfolio in the European software industry. In the area of research and development, a total of EUR 3.7 million (previous year: EUR 3.8 million) was invested in the expansion of P&I LOGA, P&I PLUS, the P&I BIG DATA concept, the change service in accordance with statutory provisions and collective agreement legislation and new technical developments. This corresponds to 14.8 % of revenue (previous year: 16.9 %). The declining share of revenue attributable to research and development expenses is consistent with Group planning. This trend is expected to continue over the coming years as further revenue growth is achieved. The expenses relate to all P&I products and the maintenance of the products acquired. As in previous years, P&I's development costs did not meet the requirements for recognition as an intangible asset.

More detailed information on our research and development activities can be found in the consolidated financial statements for the 2013/2014 financial year (management report, page 21).

## 5. FINANCIAL POSITION AND NET ASSETS

Financial and liquidity planning are updated on a regular basis in order to ensure the liquidity that is required for the Group's day-to-day operations. A loan was granted to the controlling company Argon GmbH in previous financial years. The loan has been extended in several tranches and bears interest at a standard market rate. The cash outflow in the 2014/2015 financial year amounted to EUR 1.4 million as a result of the loan tranches in the first quarter. Under the terms of the profit transfer agreement in place, P&I AG's HGB net income for 2013/2014 has to be transferred. In the first quarter, this was offset against the loan granted under the terms of a netting agreement. As at June 30, 2014, the outstanding loan plus accrued interest had a carrying amount of EUR 28.3 million (March 31, 2014: EUR 50.8 million).

The P&I Group continues to enjoy a solid position with cash and cash equivalents and current financial assets totalling EUR 37.7 million (March 31, 2014: EUR 44.5 million). The Group also has two bonds with a total volume of EUR 4.6 million that are reported as a non-current financial asset in the statement of financial position. The current level of cash and cash equivalents is in line with Group planning and is sufficient to ensure the solid financing of the P&I Group's future business.

The Group does not have any short-term refinancing requirements and has sufficient financing scope for its future corporate development.

The statement of cash flows as at June 30, 2014 shows an operating cash flow of EUR -5.3 million on the back of an increase in consolidated net income (June 30, 2013: EUR -4.0 million). The main reason for this negative cash flow, which is seasonal in nature, is the system used for annual maintenance invoicing. The annual maintenance invoices issued at the start of the calendar year mean that comparatively high payments are received in the fourth quarter of the respective financial year, whereas the corresponding income is realised over the term of the respective agreement. Expenses and payments relating to maintenance business are distributed across the year. This means that there is traditionally a relatively high level of cash and cash equivalents at the end and beginning of the Group's financial year. The associated reversal of deferred income over the year is the main reason for the higher negative operating cash flow coupled with an increase in consolidated income. The offsetting of the net profit reported in the HGB financial statements against the loan granted to Argon GmbH means that this transaction is not shown in the statement of cash flows.

The total assets of the P&I Group fell by EUR 31.1 million as against March 31, 2014 to EUR 96.3 million. This was primarily due to the offsetting of the liability from the profit transfer agreement against the loan granted to Argon GmbH.

The equity ratio increased from 29.9 % (March 31, 2014) to 47.2 %. This was due to the lower level of total assets and the reporting of P&I AG's net income for the period in equity, as the profit transfer only comes into effect at the end of the financial year.

Current liabilities fell by EUR 38.6 million as against March 31, 2014 to EUR 44.1 million. This was primarily attributable to the profit transfer and the reversal of prepaid maintenance income, which is recognised at the start of the calendar year due to the annual invoices that are issued and paid in advance and which is subsequently reversed each month for the purposes of revenue recognition.



## 6. CHANGE IN MAJORITY SHAREHOLDER, TAKEOVER BID AND SQUEEZE-OUT

Edge Holding GmbH, Frankfurt, acquired all shares in Argon GmbH, Munich, effective December 20, 2013. Edge Holding GmbH also made a voluntary public takeover bid for the acquisition of all shares in P&I AG against cash consideration of EUR 50 per share. This offer was increased to EUR 65.00 per share on February 11, 2014.

On May 5, 2014, Argon GmbH sent a formal request in accordance with section 327a(1), sentence 1 Aktiengesetz (AktG – German Stock Corporation Act) to P&I AG asking it to take all measures necessary for its Annual General Meeting to adopt a resolution for the transfer of shares held by the other shareholders (minority shareholders) to Argon GmbH as the principal shareholder in return for adequate cash compensation (a squeeze-out under stock corporation law).

On July 3, 2014, the Management Board of P&I Personal & Informatik AG was informed by Argon GmbH that Argon GmbH has set the amount of the appropriate cash settlement to be paid to the minority shareholders of P&I Personal & Informatik AG at EUR 70.66 per bearer share in accordance with section 327b(1) sentence 1 AktG. Argon GmbH has thus confirmed and substantiated its request of May 5, 2014 in accordance with section 327a(1) sentence 1 AktG.

The transfer resolution is to be adopted at the next Annual General Meeting of P&I Personal & Informatik AG on September 2, 2014.

## 7. CONTROL AND PROFIT TRANSFER AGREEMENT

A control and profit transfer agreement with Argon GmbH, Munich, has been in place since the 2011/2012 financial year. This requires that the HGB net income of P&I AG is transferred to Argon GmbH. The company agreements in place between Argon GmbH and P&I AG (control and profit transfer agreement), the tax entity and the tax sharing agreement remain in place even after the acquisition of Argon GmbH by Edge Holding GmbH.

Following the approval of the annual financial statements by the Annual General Meeting, the external shareholders of P&I AG are to receive a post-tax compensation payment from Argon GmbH totalling EUR 1.55 per P&I share.

The control and profit transfer agreement also stipulates that Argon GmbH shall acquire P&I shares at the request of outstanding shareholders in exchange for cash compensation. Arbitration proceedings have been initiated due to actions brought by shareholders against the control and profit transfer agreement. In the case of the arbitration proceedings in accordance with section 305(4) sentence 3 AktG, the acceptance period will end two months after the date on which the decision on the most recent application is announced in the electronic Federal Gazette (Bundesanzeiger).

Under the terms of the control agreement that remains in place, Argon GmbH can issue instructions to the Management Board of P&I.

Edge Holding GmbH concluded financing agreements amounting to EUR 210,500 thousand in connection with the acquisition of shares in Argon GmbH in December 2013. In January/June 2014, Argon GmbH entered into these financing agreements as a borrower of now EUR 126,649 thousand. As planned, P&I AG and its subsidiaries in Austria and Switzerland were instructed by Argon GmbH to enter into the credit agreements of Edge Holding GmbH and Argon GmbH in the amount of EUR 210,500 thousand in February/March 2014. All movable assets and extensive receivables and rights were assigned to the financing banks as the typical security, and a subordinated obligation to Edge Holding GmbH and Argon GmbH for interest and principal payments was entered into in accordance with an existing liquidity plan. The maximum amount for which the P&I Group could be held liable is the loan amounts less the assets of Edge Holding GmbH and Argon GmbH. The fair value of this obligation from the free financial guarantee of EUR 2,616 thousand is calculated on the basis of a guarantee commission and recognised under non-current financial liabilities as at June 30, 2014.

The loan from the financing agreements of Edge Holding GmbH and Argon GmbH was measured at EUR 199,140 thousand as at the end of the reporting period.

At the instruction of Argon GmbH, P&I granted a non-collateralised loan to Argon GmbH in the 2011/2012 financial year. The loan plus accrued interest is to be repaid by 2025 at the latest. As at March 31, 2014, the loan plus accrued interest amounted to EUR 50.8 million. In the first quarter of the 2014/2015 financial year, this loan was offset against the liability from the profit transfer agreement for 2013/2014 in the amount of EUR 24.2 million (previous year: EUR 17.6 million). New loan tranches in the amount of EUR 1.4 million were granted in the first quarter. This loan amounts to EUR 28.3 million as at June 30, 2014. This includes accrued loan interest of EUR 3.0 million (June 30, 2013: EUR 1.8 million). The financial result for the period under review contains financial income of EUR 0.3 million from these transactions. The loan is not expected to be repaid ahead of schedule.

Under the terms of the agreement concluded with Argon GmbH in June 2014, the net income reported in P&I AG's HGB financial statements for the 2013/2014 financial year in the amount of EUR 24.2 million was offset against the loan granted to Argon GmbH.

In the 2011/2012 financial year, a tax sharing agreement from the 2011/2012 financial year was concluded on the basis of the corporation and commercial tax unity with Argon GmbH, which had existed since the beginning of the financial year. Current and deferred taxes are calculated in accordance with the provisions of IAS 12. The liability from the tax sharing agreement amounts to EUR 7.0 million as at the end of the reporting period. The tax expense resulting from the tax sharing agreement in the period under review amounted to EUR 2.0 million.

The loan granted to Argon GmbH is tested for impairment at regular intervals. The Management Board's risk assessment with respect to the control and profit transfer agreement and the loan granted has not changed since the 2013/2014 annual report.

## 8. EMPLOYEES

In the period under review, the P&I Group had a total of 394 FTEs expressed as an average for the financial year as a whole (previous year: 382). The Group had 274 employees in Germany (June 30, 2013: 267) and 120 in the rest of Europe (June 30, 2013: 115), with the development centre in Slovakia (50 employees; June 30, 2013: 47) constituting the largest individual component of this figure. In Switzerland, the two companies have a total of 38 employees (June 30, 2013: 37). The company in Austria still has 30 employees (June 30, 2013: 30).

## 9. OPPORTUNITIES AND RISKS OF FUTURE DEVELOPMENT

The P&I Group is exposed to the risks that are typical for the industry. These are discussed in detail in the 2013/2014 annual report and continue to apply as described. Please also see the comments in section 7. Control and profit transfer agreement in the interim Group management report and section 12. Contingent liabilities and contingencies in the selected notes to the interim consolidated financial statements.

As the P&I Group places significant emphasis on a careful and cautious approach to potential risks, it uses a Group-wide risk management system to identify, minimise or prevent and control risks.

In the period under review, none of the risks identified and quantified in P&I's risk management system exceeded the defined threshold for the existence of a risk that could endanger the continued existence of the company. The overall risk assessment shows that P&I's risks are limited and manageable. There are no identified risks that could endanger the continued existence of the P&I Group, either at present or in the future.

With the exception of legal structural measures such as the initiated squeeze-out of the remaining shareholders, the change in the majority shareholder is not expected to have an effect on P&I AG's operating business.

Opportunities for improving the Group's earnings power could present themselves if the market recognises the many utilisation options of the P&I LOGA3 solution, the next generation of P&I LOGA, accepts the P&I BIG DATA concept and takes advantage of P&I's innovative service ranges.

## 10. OTHER DEVELOPMENTS

The actions for annulment that were brought against the Annual General Meeting in September 2010 have largely been rejected; the proceedings relating to the resolutions approving the actions of the Management Board and the Supervisory Board are still pending with the Frankfurt Higher Regional Court. These proceedings have been suspended until the regional court has ruled on the resolutions of confirmation adopted by the Annual General Meeting on August 30, 2011. The actions for annulment that were brought against individual resolutions by the Annual General Meeting in August 2011 were rejected in full by the court of first instance. An appeal was not allowed. The plaintiffs have filed an action for non-admission against this ruling with the German Federal Court of Justice.

The Management Board is of the opinion that the outcome of these pending proceedings, both individually and as a whole, will not have an adverse effect on our business activities.

## 11. FORECAST

The P&I Group reported revenue growth and good operating earnings in the period under review. The EBIT margin is slightly above the forecast made for the 2014/2015 financial year.

The Management Board is reiterating its forecast made at the start of the financial year of total revenue in the direction of EUR 100 million with licence revenue at the same level as the previous year, essentially dependent on the performance of major projects. Under these conditions, an EBIT margin in the direction of 35-37 % is realistic given high cost efficiency.

## 12. EVENTS AFTER THE END OF THE REPORTING PERIOD

Please see the "Events after the end of the reporting period" section in the selected notes to the interim consolidated financial statements for details of such events.

# CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## CONSOLIDATED INCOME STATEMENT

CONSOLIDATED INCOME STATEMENT (IFRS)	1st quarter Apr. 1 to Jun. 30, 2014	1st quarter Apr. 1 to Jun. 30, 2013
EUR thousand		
Revenue	25,017	22,630
Cost of sales	7,288	6,709
<b>Gross profit</b>	<b>17,729</b>	<b>15,921</b>
Research and development costs	3,701	3,814
Selling costs	2,737	2,529
Administrative costs	1,338	1,509
Amortisation of customer base	237	236
Other operating income	25	116
Other operating expenses	260	440
<b>Operating earnings (EBIT)</b>	<b>9,481</b>	<b>7,509</b>
Financial income	538	341
Finance expenses	4	68
<b>Earnings before taxes (EBT)</b>	<b>10,015</b>	<b>7,782</b>
Tax expenses	2,610	2,078
<b>Consolidated net income</b>	<b>7,405</b>	<b>5,704</b>
Average number of shares (diluted/basic)	7,531.127	7,531.127
Earnings per share in euro (diluted/basic)	0.98	0.76
Consolidated net income attributable to		
shareholders of the parent company	7,405	5,704
non-controlling shareholders	0	0

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

<b>Consolidated statement of comprehensive income (IFRS)</b>	<b>1st quarter Apr. 1 to Jun. 30, 2014</b>	<b>1st quarter Apr. 1 to Jun. 30, 2013</b>
EUR thousand		
<b>Consolidated net income</b>	<b>7,405</b>	<b>5,704</b>
<b>Items that may be reclassified to profit or loss in subsequent periods</b>		
Currency translation of foreign operations		
of which change in unrealised gains and losses	0	-45
Income tax effects	0	0
<b>Change in the fair value of financial assets available for sale</b>		
of which change in unrealised gains and losses	-18	-31
Income tax effects	5	10
<b>Total</b>	<b>-13</b>	<b>-66</b>
<b>Other comprehensive income</b>	<b>-13</b>	<b>-66</b>
<b>Total comprehensive income</b>	<b>7,392</b>	<b>5,638</b>
Total comprehensive income attributable to		
shareholders of the parent company	7,392	5,638
non-controlling shareholders	0	0

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF JUNE 30, 2014

Consolidated statement of financial position (IFRS)	Jun. 30, 2014	Mar. 31, 2013
EUR thousand		
<b>Assets</b>		
<b>Non-current assets</b>		
Customer base	4,873	5,110
Goodwill	3,904	3,904
Other intangible assets	1,027	1,114
Property, plant and equipment	1,303	1,358
Financial assets	32,974	55,509
Deferred tax assets	106	109
Deferred tax assets from tax sharing agreement	852	902
<b>Total non-current assets</b>	<b>45,039</b>	<b>68,006</b>
<b>Current assets</b>		
Inventories	163	164
Trade receivables	11,181	11,652
Gross amount due from customers for contract work	998	823
Income tax assets	34	0
Other current assets	1,254	2,246
Cash and cash equivalents	37,664	44,547
<b>Total current assets</b>	<b>51,294</b>	<b>59,432</b>
<b>Total assets</b>	<b>96,333</b>	<b>127,438</b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF JUNE 30, 2014

Consolidated statement of financial position (IFRS)	Jun. 30, 2014	Mar. 31, 2013
EUR thousand		
<b>Equity and liabilities</b>		
<b>Equity</b>		
Issued capital	7,700	7,700
Capital reserves	2,334	2,334
Retained earnings	37,189	29,784
Treasury shares	-1,924	-1,924
Cumulative other comprehensive income	183	196
<b>Total equity</b>	<b>45,482</b>	<b>38,090</b>
<b>Non-current liabilities</b>		
Deferred tax liabilities	769	802
Deferred tax liabilities from tax sharing agreement	3,388	3,060
Other non-current liabilities	2,616	2,778
<b>Total non-current liabilities</b>	<b>6,773</b>	<b>6,640</b>
<b>Current liabilities</b>		
Trade payables	2,655	2,675
Liabilities from profit transfer	0	24,244
Tax liabilities	1,245	1,145
Tax liabilities from tax sharing agreement	6,956	5,567
Deferred income	20,904	31,035
Gross amount due to customers for contract work	3,813	3,700
Other current liabilities	8,505	14,342
<b>Total current liabilities</b>	<b>44,078</b>	<b>82,708</b>
<b>Total liabilities</b>	<b>50,851</b>	<b>89,348</b>
<b>Total equity and liabilities</b>	<b>96,333</b>	<b>127,438</b>



## CONSOLIDATED STATEMENT OF CASH FLOWS

<b>CONSOLIDATED STATEMENT OF CASH FLOWS (IFRS)</b>	<b>3 months</b> <b>Apr. 1 to Jun. 30, 2014</b>	<b>3 months</b> <b>Apr. 1 to Jun. 30, 2013</b>
EUR thousand		
<b>Consolidated net income</b>	<b>7,405</b>	<b>5,704</b>
Tax expenses	2,610	2,078
Financial result (financial income less finance costs)	-534	-273
<b>Earnings before interest and taxes (EBIT)</b>	<b>9,481</b>	<b>7,509</b>
Depreciation of property, plant and equipment and amortisation of intangible assets and financial assets	537	565
Change in inventories, trade receivables and other assets not attributable to investment or financing activities	1,308	-417
Change in trade payables and other liabilities not attributable to investment or financing activities	-16,115	-10,966
Losses/gains on the disposal of non-current assets	0	-1
Changes in other non-cash items	163	383
Interest paid	0	-3
Interest received	58	86
Tax payments	-748	-1,128
<b>Cash flow from operating activities</b>	<b>-5,316</b>	<b>-3,972</b>
Payments for investments in property, plant and equipment	-129	-290
Payments for investments in intangible assets	-29	-30
Proceeds from the disposal of property, plant and equipment and intangible assets	1	1
Proceeds from the disposal of current financial assets	0	-100
Payments for investments in non-current financial assets	-1,410	0
<b>Cash flow from investment activities</b>	<b>-1,567</b>	<b>-419</b>
<b>Cash flow from financing activities</b>	<b>0</b>	<b>0</b>
Exchange rate-related changes in value of cash and cash equivalents	0	-83
Change in cash and cash equivalents	-6,883	-4,474
Cash and cash equivalents at beginning of period	44,547	36,886
<b>Cash and cash equivalents at end of period</b>	<b>37,664</b>	<b>32,412</b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Cumulative other comprehensive income						
	Issued capital	Capital reserves	Retained earnings	Treasury shares	Exchange rate effects	Change in the fair value of financial assets available for sale	Total
EUR thousand							
As at March 31, 2013	7,700	450	32,886	-1,924	45	194	39,351
Reversal of partial retirement provision (from first-time adoption of IAS 19R)			176				176
As at April 1, 2013 (after adjustment)	7,700	450	33,062	-1,924	45	194	39,527
Share-based payment		127					127
Consolidated net income April - June 2013			5,704				5,704
Other comprehensive income April - June 2013					-45	-21	-66
<b>Total comprehensive income April - June 2013</b>			<b>5,704</b>		<b>-45</b>	<b>-21</b>	<b>5,638</b>
As at June 30, 2014	7,700	577	38,766	-1,924	0	173	45,292
Share-based payment		1,757					1,757
Consolidated net income July - March 2014			15,262				15,262
Other comprehensive income July - March 2014					60	-37	23
<b>Total comprehensive income July - March 2014</b>			<b>15,262</b>		<b>60</b>	<b>-37</b>	<b>15,285</b>
Profit transfer to Argon GmbH			-24,244				-24,244
As at March 31, 2014	7,700	2,334	29,784	-1,924	60	136	38,090
Consolidated net income April - June 2014			7,405				7,405
Other comprehensive income April - June 2014						-13	-13
<b>Total comprehensive income April - June 2014</b>			<b>7,405</b>			<b>-13</b>	<b>7,392</b>
As at June 30, 2014	7,700	2,334	37,189	-1,924	60	123	45,482

## 1. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

This interim report of the P&I Group has been prepared in condensed form as described in IAS 34 in accordance with the applicable International Financial Reporting Standards (IFRS) adopted by the EU as at June 30, 2014. In preparing the consolidated financial statements, the company additionally applied the requirements of section 315a (1) of the Handelsgesetzbuch (HGB – German Commercial Code).

None of the information contained in these interim consolidated financial statements has been audited or reviewed by an auditor.

The consolidated financial statements are prepared in euro. Unless otherwise indicated, all values are rounded to the nearest thousand euro (EUR thousand). All amounts are rounded in accordance with standard commercial practice, which may give rise to minor discrepancies in totals and percentages.

The accounting policies applied are the same as those used in preparing the consolidated financial statements for the year ended March 31, 2014 with the exception of the following accounting standards that were applied for the first time. These standards are applicable for the first time to financial years beginning on or after January 1, 2014, that are therefore mandatory for the P&I Group from the 2014/2015 financial year onwards:

- Amendment to IAS 27: Separate Financial Statements
- Amendment to IAS 28: Investments in Associates and Joint Ventures
- Amendment to IAS 32: Financial Instruments: Presentation (Offsetting Financial Assets and Financial Liabilities)
- Amendment to IAS 39: Novation of Derivatives and Continuation of Hedge Accounting
- First-time adoption of IFRS 10: Consolidated Financial Statements
- First-time adoption of IFRS 11: Joint Arrangements
- First-time adoption of IFRS 12: Disclosure of Interests in other Entities
- First-time adoption of IFRIC 21: Levies

The other accounting standards effective for the first time in the 2014/2015 financial year did not influence or had only an insignificant effect on the presentation of the net assets, financial position and results of operations in P&I's consolidated financial statements.

The P&I Group's business is not subject to material seasonal fluctuations. The operating cash flow of the P&I Group is characterised by the invoicing system for recurring services, i.e. annual maintenance/SaaS and service agreements, which are invoiced – giving rise to a cash inflow – at the start of the calendar year. However, the income from recurring services is recognised periodically over their term.

The preparation of the interim financial statements requires the use of assumptions and estimates concerning the amount and reporting of the recognised liabilities and assets, income and expenses and contingent liabilities. All of these assumptions and estimates are based on premises that were valid at the date of the interim consolidated financial statements.

## 2. NOTES TO THE INCOME STATEMENT

The items “Other operating income” and “Other operating expenses” contain income and expenses that cannot be allocated to any of the functional areas. In addition to expenses for investor relations and costs for the Supervisory Board, other operating expenses contain compensation payments and write-downs on receivables.

The financial result of EUR 534 thousand (previous year: EUR 273 thousand) essentially includes interest income from the long-term loan to Argon GmbH, income from the reversal of the financial guarantee and interest income on bank balances. (See also section 7. Control and profit transfer agreement in the interim Group management report).

The Group’s tax expenses are calculated on the basis of the combined income tax rate of 31.23 % for P&I AG, which takes into account the trade income tax assessment rate of 432 %, the corporation tax rate of 15 % and the solidarity surcharge of 5.5 %.

The Group’s tax expenses for the first three months of the financial year break down as follows:

EUR thousand	Q1 2014/2015	Q1 2013/2014
Income taxes from tax sharing agreement	2,020	1,440
Deferred tax expense from tax sharing agreement	385	296
<b>Tax expenses from Argon GmbH/P&amp;I AG tax sharing agreement</b>	<b>2,405</b>	<b>1,736</b>
Income taxes	236	372
Deferred tax expense/income (-)	-31	-30
<b>Tax expense</b>	<b>205</b>	<b>342</b>
<b>Group tax expense</b>	<b>2,610</b>	<b>2,078</b>

The deferred tax expense from the tax sharing agreement and the deferred tax expense/income primarily relate to revenue recognition using the percentage-of-completion method, which is not recognised under tax law.

Earnings per share (diluted/basic) amounted to EUR 0.98 (previous year: EUR 0.76).

### 3. SEGMENT EARNINGS

Segment reporting uses the management approach. Information on the breakdown of the individual segments can be found in note 3 of the notes to the consolidated financial statements for the year ended March 31, 2014.

The business segments are as follows:

#### SEGMENT REPORT FOR THE FIRST QUARTER OF 2014/2015

	Germany		Switzerland		Austria		Other international		Elimination		Group	
	Q1. 2014	Q1. 2013	Q1. 2014	Q1. 2013	Q1. 2014	Q1. 2013	Q1. 2014	Q1. 2013	Q1. 2014	Q1. 2013	Q1. 2014	Q1. 2013
EUR thousand												
External revenue	19,488	17,474	2,638	2,725	2,408	2,173	483	258	0	0	25,017	22,630
Internal revenue	58	74	22	22	578	482	1,797	1,805	-2,455	-2,383	0	0
Segment revenue	<b>19,546</b>	<b>17,548</b>	<b>2,660</b>	<b>2,747</b>	<b>2,986</b>	<b>2,655</b>	<b>2,280</b>	<b>2,063</b>	<b>-2,455</b>	<b>-2,383</b>	<b>25,017</b>	<b>22,630</b>
Segment costs before offsetting	11,042	11,036	1,493	1,243	1,629	1,443	835	834	0	0	14,999	14,556
Offsetting of segment costs	343	384	504	602	879	762	729	635	-2,455	-2,383	0	0
EBITDA	<b>8,161</b>	<b>6,128</b>	<b>663</b>	<b>902</b>	<b>478</b>	<b>450</b>	<b>716</b>	<b>594</b>	<b>0</b>	<b>0</b>	<b>10,018</b>	<b>8,074</b>
Depreciation, amortisation and write-downs	270	296	189	186	59	62	19	21	0	0	537	565
EBIT	<b>7,891</b>	<b>5,832</b>	<b>474</b>	<b>716</b>	<b>419</b>	<b>388</b>	<b>697</b>	<b>573</b>	<b>0</b>	<b>0</b>	<b>9,481</b>	<b>7,509</b>
Net finance costs											534	273
Consolidated earnings before taxes											<b>10,015</b>	<b>7,782</b>

## 4. NOTES TO THE STATEMENT OF FINANCIAL POSITION

The non-current financial assets in the amount of EUR 32,974 thousand (March 31, 2014: EUR 55,509 thousand) include a loan plus accrued interest to an affiliated company in the amount of EUR 28,272 thousand (March 31, 2014: EUR 50,788 thousand). The loan is to Argon GmbH and was offset against the profit transfer liability in the first quarter of the 2014/2015 financial year. Please also see section 7. Control and profit transfer agreement in the interim Group management report.

Investments of EUR 158 thousand were made in the 2014/2015 financial year to date (previous year: EUR 320 thousand).

Cash and cash equivalents and current financial assets are composed as follows:

EUR thousand	Jun. 30, 2014	Mar. 31, 2014	Jun. 30, 2013
Cash in hand and bank balances	37,664	44,547	32,410
Current financial assets	0	0	5,100
<b>Total</b>	<b>37,664</b>	<b>44,547</b>	<b>37,510</b>

65 % of the trade receivables of EUR 11,181 thousand were not yet due (March 31, 2014: 66 % of EUR 11,652 thousand).

As at June 30, 2014, the company's share capital was unchanged at EUR 7,700,000 and is divided into 7,700,000 no-par-value bearer shares.

The Annual General Meeting on September 2, 2008 authorised the Management Board, with the approval of the Supervisory Board, to increase the company's share capital by up to EUR 3,850,000 by September 1, 2013 by issuing new shares against cash or non-cash contributions on one or more occasions (Authorised Capital 2008). The Annual General Meeting on September 3, 2013 renewed the authorisation until September 2, 2018 (Authorised Capital 2013).

The cumulative other comprehensive income of EUR 183 thousand (March 31, 2014: EUR 196 thousand) includes the effects of exchange rate differences from the remeasurement of securities and currency translation effects.

As was the case as at March 31, 2014, available-for-sale assets were measured in line with level 1 of the measurement hierarchy for financial instruments as at June 30, 2014. The fair value of non-current financial assets is calculated on the basis of an alternative investment with a similar risk structure and conditions observable on the market that yields identical returns. The fair value of the non-current financial liability is calculated on the basis of a guarantee commission, the guaranteed interest and an assumed amortisation schedule. For further information, please see note 36 to the consolidated financial statements as at March 31, 2014.

As was the case in the consolidated financial statements as at March 31, 2014, there were no material differences between the carrying amount and the fair value of assets and liabilities in the interim consolidated financial statements as at June 30, 2014.

## 5. SHAREHOLDERS AND MEMBERS OF EXECUTIVE BODIES

There were no changes in the shareholders or members of executive bodies in the reporting period.

A current list of members of executive bodies can be found in the 2013/2014 annual report (note 31 to the consolidated financial statements).

## 6. SHARES HELD BY THE COMPANY AND MEMBERS OF EXECUTIVE BODIES

As at June 30, 2014, P&I Personal & Informatik AG held a total of 168,873 treasury shares. The cost of the treasury shares is EUR 1,924 thousand; this amount is deducted from equity.

Argon GmbH instructed P&I AG not to accept the takeover bid for the treasury shares held by P&I.

Convertible bonds or similar securities in accordance with section 160(1) no. 5 AktG were not issued by P&I Personal & Informatik AG or other companies in accordance with section 160(1) no. 2 AktG as at June 30, 2014.

The members of the Management Board and the Supervisory Board did not hold any P&I shares or options as at June 30, 2014.

## 7. DIVIDEND

Please refer to section 7. Control and profit transfer agreement in the interim Group management report.

Under the terms of the control and profit transfer agreement with Argon GmbH, the HGB net income of P&I Personal & Informatik AG is transferred to Argon GmbH. The treasury shares held by P&I AG, which do not participate in dividends, are not taken into account. From the 2011/2012 financial year onwards, compensation payments to the external shareholders are determined by the control and profit transfer agreement concluded between Argon GmbH and P&I.

## 8. EARNINGS PER SHARE

To calculate the earnings per share in accordance with IAS 33, the net profit for the year attributable to shareholders is divided by the weighted average of the ordinary shares outstanding.

As at June 30, 2014, the weighted average number of shares was 7,531,127. This resulted in basic/diluted earnings per share of EUR 0.98 (previous year: EUR 0.76). Earnings per share are not affected by the profit transfer to Argon GmbH or the guaranteed dividend payment to the minority shareholders as both of these transactions constitute appropriations of net profit.

## 9. MANAGEMENT BOARD REMUNERATION

A current overview of Management Board remuneration can be found in the 2013/2014 annual report (note 31 to the consolidated financial statements).

## 10. VOTING RIGHT NOTIFICATIONS IN ACCORDANCE WITH SECTION 26(1) WPHG

In the first quarter of the 2014/2014 financial year, the company received notifications of changes in voting rights in accordance with section 21 et seq. of the Wertpapierhandelsgesetz (WpHG – German Securities Trading Act) as a result of the change in majority shareholder.

For detailed information please see the voting right notifications published in accordance with section 26 WpHG, which are available on the company's website.

## 11. RELATED PARTY DISCLOSURES

A list of related parties can be found in the 2013/2014 annual report (note 32 of the notes to the consolidated financial statements).

The following changes occurred effective December 20, 2013:

Rowan Nominees Limited, London, United Kingdom, replaced Carlyle Offshore Partners II Limited, George Town, Grand Cayman, Cayman Islands, as the ultimate parent company of the Group. As a result, H.C. Starck GmbH, Goslar, was no longer classified as a related party with effect from December 20, 2013, and Casa Reha Betriebs- und Beteiligungsgesellschaft mbH, Oberursel, was classified as a related party for the first time.



The related parties of Carlyle Offshore Partners II Limited and Rowan Nominees Limited are shown for the reporting as at June 30, 2014, while amounts for transactions with H.C. Starck GmbH are no longer disclosed from the 2014/2015 financial year.

The following payments were made to related parties:

EUR thousand	Receivables		Income	
	Jun. 30, 2014	Mar. 31, 2014	3 months 2014/2015	3 months 2013/2014
Argon GmbH, Munich	28,272	50,788	318	253
Edge Holding GmbH, Frankfurt (from December 20, 2013)	0	0	162	0
H.C. Starck GmbH, Goslar (until December 20, 2013)	./.	1	./.	13
Casa Reha Betriebs- und Beteiligungsgesellschaft mbH, Oberursel (from December 20, 2013)	0	0	8	0
<b>Total</b>	<b>28,272</b>	<b>50,789</b>	<b>488</b>	<b>266</b>

EUR thousand	Liabilities		Expense	
	Jun. 30, 2014	Mar. 31, 2014	3 months 2014/2015	3 months 2013/2014
Argon GmbH, Munich	6,956	29,811	2,020	1,440
Edge Holding GmbH, Frankfurt (from December 20, 2013)	2,616	2,778	0	0
<b>Total</b>	<b>9,572</b>	<b>32,589</b>	<b>2,020</b>	<b>1,440</b>

Please refer to section 7. Control and profit transfer agreement in the interim Group management report for details of transactions with Argon GmbH and Edge Holding GmbH.

Until December 20, 2013, H.C. Starck GmbH, Goslar, was an affiliated company of the highest known parent company of Argon GmbH, Carlyle Offshore Partners II, Ltd, which was the majority shareholder until December 20, 2013. The business activities with H.C. Starck GmbH include maintenance and consulting services and software sales.

Since December 20, 2013, Casa Reha Betriebs- und Beteiligungsgesellschaft mbH, Oberursel, has been an affiliated company of the highest known parent company of Argon GmbH, HgCapital LLP, London, which became the new majority shareholder on December 20, 2013. The business activities with Casa Reha Betriebs- und Beteiligungsgesellschaft mbH include maintenance and consulting services and software sales.

The conditions for transactions with related parties are standard market conditions and are comparable with the conditions applied by the company in arm's-length transactions (comparable uncontrolled price method as defined in IAS 24.21).

## 12. CONTINGENT LIABILITIES AND CONTINGENCIES

Information on contingent liabilities can be found in the 2013/2014 annual report. There have been no material changes since this information was published.

For further information, please refer to section 6. Takeover bid and change in majority shareholder and section 7. Control and profit transfer agreement in the interim Group management report.

In the view of the Management Board, the conclusion of the control and profit transfer agreement has not increased the risk to which the company is exposed. Similarly, the Management Board does not currently believe that the loan extended to Argon GmbH increases the risk to the company. The Management Board has duly established that it believes that this loan receivable is recoverable.

Given the current corporate planning of P&I AG, the associated liquidity inflow for Argon GmbH and Edge Holding GmbH, arising from the profit transfer agreement in place between P&I AG and Argon GmbH and Argon GmbH's distribution to Edge Holding GmbH, and the interest and repayment plan for the financing agreement, the Management Board sees no significant risk in entering into these credit agreements and therefore no significant risk of utilisation for the company.

## 13. EVENTS AFTER THE END OF THE REPORTING PERIOD

On July 3, 2014, the Management Board of P&I Personal & Informatik AG was informed by Argon GmbH that Argon GmbH has set the amount of the appropriate cash settlement to be paid to the minority shareholders of P&I Personal & Informatik AG at EUR 70.66 per bearer share in accordance with section 327b(1) sentence 1 AktG. Argon GmbH has thus confirmed and substantiated its request of May 5, 2014 in accordance with section 327a(1) sentence 1 AktG.

At the instruction of Argon GmbH, P&I extended one further loan tranche with a total volume of EUR 3,772 thousand to Argon GmbH until August 14, 2014.

Wiesbaden, August 14, 2014

P&I Personal & Informatik AG



Vasilios Triadis



Martin C. de Groot

## FINANCIAL CALENDAR

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**FINANCIAL CALENDAR**

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September 2, 2014	Annual General Meeting 2014 in Wiesbaden
November 13, 2014	Half-year report for the 2014/2015 financial year

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## CONTACT

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