ANNUAL FINANCIAL STATEMENT 2009

RÜCKER

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Group management report

Group activity / industrial segment

The Rücker Group with the Rücker AG and its six domestic and 19 foreign subsidiaries is doing business mainly in the field of virtual design concerning research, counselling, planning and development of vehicles, airplanes, plants, machinery, rail vehicles and ships as well as with the connected technical documentation. Focal point of the activities is the preparation and validation of constructional data by means of state-of-the-art CAD systems under application of time-efficient development strategies. The services are performed on the base of work contracts or by means of transfer of employees.

The customers of the Rücker Group are international corporate Groups of the automotive and aviation industries and in the industries of mechanical engineering, railroad engineering and shipbuilding, as well as the suppliers of these. All rely on quality and competence. To those we provide competences, continually being developed further, within the globally acting network of the Rücker Group.

The trend to outsource development services was clearly weaker in the year 2009. The reason for this is the global financial and economic crisis and its negative influence on our customers' business. Our customer cancelled projects or postponed them into the future because of the degraded economic situation. That, in turn, resulted in distinct losses in sales for the Rücker Group.

Towards the end of the business year the number of customer inquiries rose. However, these did not cause additional sales, yet. Regarding the economy as a whole we are expecting a reduction of the gross domestic product in Germany of about 5% in the year 2009 and a growth of 1.4% for the year 2010.

Just when these circumstances will become perceivable as in increase in orders and whether this will be sustained cannot be seriously estimated at the moment. However, in the medium term it is to be assumed that the business model of the Rücker AG and its subsidiaries will lead to increases in sales because of new propulsion systems, eco-friendly mobility, new safety regulations and the increasing part of electronics in passenger cars.

Market and competition

The market for development services was characterized in the reporting year by reduced order volumes. The global financial and economic crisis caused slumps in sales with many car manufacturers, our main Group of customers. Therefore the manufacturers cut down their budgets for research and development with the effect that clearly fewer projects were awarded to the Rücker Group. The premiums for the abandonment of older cars, resolved by some countries' governments, brought in the year 2009 in some segments (compact cars and foreign manufacturers) discernibly increased sales figures, but no increased development expenses.

In the aviation industries the receding business with travellers and cargo also caused reduced numbers of new orders. The manufacturers reacted with the postponement of development projects.

The markets on which our customers act are extremely competitive. Therefore competition in the segments served by the Rücker Group intensified further and is still marked by company co-operations and mergers. However, with the international positioning the Company is well guarded to meet these increased challenges successfully in the future, too.

The market for engineering services is basically marked by potentials for growth resulting from the increasing multitude of models and the increased share of outsourcing from our customers. The automotive industry is challenged to develop new, especially environmentally friendly products, like, for example, cars with hybrid or electro engines. New CO_2 standards, predetermined by governments, are to be implied by the manufacturers. Additional safety regulations and increased communication are also motors of the demand in development.

All in all the volume of R & D for 2008 within the German automotive industry is estimated at about 18 billion Euro, the major part of this still being processed by the manufacturers themselves. Here, the volume was clearly reduced by about 20%. This, in turn, affected the Group's business correspondingly.

The industries of plant engineering, shipbuilding and railroad engineering could not escape the negative tendencies in the year 2009, despite positive prospects.

The market chances in the segment of aviation are positive because of the rather long-ranged projects, even if business developed in the opposite direction in the year 2009. The tourism industry, for example, is expected to grow within the next 10 years twice as fast as the global economy, mainly because of the developments in China and India and because of the high demand to replace highly fuel consuming aircrafts with new more economic and more silent models. All in all the order volume of the Rücker Group followed roughly the total market. Therefore, existing market shares were defended.

The main business of the Rücker Group is based on framework contracts. On that base projects can be processed revolvingly, so that the number of orders at a given date can be no indicator for the future volume of sales.

Within our industry there is exceptionally high pressure of competition and prices if order volumes are being postponed.

Still many suppliers are competing in the market for development services. The market shares of these companies are, as is the market share of the Rücker Group, within the single-digit percentage range.

Resources

The utilization rate of the main part of the operating units of the Rücker Group was during the year 2009 definitely lower that last year. Capacities were adjusted in the year 2009 mainly by the reduction of the number of subcontractors employed. The number of own and outside employees was in average during the year 2,130 (previous year: 2,532). The employees of the Rücker Group are mainly qualified graduated engineers, design engineers and engineering drawers. The number of employed own and outside graduated engineers, design engineers and engineering drawers was reduced as at the end of 2009 by 310 to 2,086 employees.

Additionally, capacities were adjusted at most locations by the introduction of short-time work. Educative measures further increased the possibilities of employment for the graduated engineers, design engineers and engineering drawers. This resulted in a further increase of resource flexibility regarding place, time and industry, which, in turn, caused reduced under-utilization.

Focus of investment

During the year 2008 we invested further into the extension of the IT infrastructure and into test facilities (1.8 million Euro as opposed to 4.5 million Euro in the year 2008). Because of the reduced business volume investments were also drastically reduced as compared to the previous year.

Research and development

Research and Development both play a major role within the industries in which the Rücker Group operates. Therefore we were again integrated into research and development projects of our customers in the year 2009.

The Rücker companies are certified according to the following standards:

DIN EN ISO 9001, DIN EN ISO 9100: 2003, DIN EN ISO/IEC 17025, SS EN ISO 14001

The EASA approval (European Aviation Safety Agency) was already awarded in the beginning of 2007 and permits us to become active for new circles of customers.

Business development/ income situation

All in all the course of business was marked by a distinctive negative situation of incoming orders for the Rücker Group in the year 2009. The level of business activity, globally receding during the year, did influence the awarding of contracts from our customers. They reduced the level of research and development. Therefore we clearly fell below the volume of business in the year 2009 and compared to the year 2008. Sales fell by 25.5% from 176.3 million Euro in the year 2008 to 131.3 million Euro in the year 2009.

The managing board reacted to that with the adjustment of capacities and with the reduction of personnel and fixed expenses, which resulted already in the third quarter in a clearly positive EBIT. Thus the Group result (EBIT) for 2009 was reduced in total from 11.0 million Euro to 3.7 million Euro. The reason lies within the receding business, which could only partially absorbed by saving measures. The Group’s net income for the year was about 1.5 million Euro as at December 31, 2009 und therefore below the last year’s von 6.5 million Euro (by 79.6%).

The reason for the reduction in sales by 25.5% is the lack of orders caused by the economic crisis. In the long term the volume is expected to regain strength. The manufacturers need new models in order to fortify market shares and to win new markets. Additionally there is a shortening of development cycles, since the intervals between market launch of a model and its replacement by a new one become increasingly shorter. Short development cycles mean for the Rücker Group a further increase in demand for development services.

Also the airplane manufacturers work to develop more economic, more environmentally friendly and more silent models and will in the future demand corresponding development services from suppliers like the Rücker Group.

In the year 2009 the Rücker Group achieved 68% of its sales within Germany, after 65% in the year 2008. The reduction of sales was more pronounced abroad with 31.1%, since some customer projects were being repatriated to Germany. This had also corresponding influence on the contribution to results from abroad, which was reduced from 5.6 million Euro to almost naught. The debasement of sales and results in the Group was accompanied by a reduction of the EBIT margin. It fell from 6.2% to 2.8% in the year 2009. The net yield was reduced from 3.7% to 1.1%.

In January 2009 all shares in the Korean subsidiary Rücker Korea Ltd., Inchon, South Korea, were sold. Rücker Automotive France S.A.S., Paris, France was dissolved to the end of the year. The sales price for Rücker Korea was the takeover of the liabilities and the repayment of existing bank lines of Rücker Korea.

In order to further promote the international Group strategy the Rücker GmbH, Area Kaluga, City of Kaluga, Russian Federation, was founded in the business year 2009.

Net assets and financial position

The balance sheet total of the Rücker Group was with 79.6 million Euro (previous year 91.8 million Euro) clearly lower than last year. The tangible fixed assets were 20.4 million Euro (previous year 22.7 million Euro). The reduction was mainly caused by higher depreciation as compared to the investments made in the year under report. Intangible assets fell by 0.3 million Euro. Deferred taxes on the asset side were increased by 0.1 million Euro.

Because of the low sales volume trade receivables were reduced by 3.7 million Euro and the cash and cash equivalents fell by 5.2 million Euro to 17.4 million Euro.

The largest debt item is the shareholders' equity with 34.7 million Euro (previous year 35.4 million Euro). The reduction is mainly caused by the capital reserves, which were reduced by 1.1 million Euro. This was an effect of the lower net profit for the business year 2009. Pension commitments were increased mainly because of the adjustment of the interest rate from 2.8 million Euro to 3.2 million Euro. Current and non-current liabilities to banks were reduced by 2.6 million Euro. Other liabilities were significantly lower than last year (13.5 million Euro as compared to 22.1 million Euro in the last year). With an equity ratio of 43.6% (previous year 38.6%) the Rücker Group has a solid financing structure, both in the segment-specific comparison as well as compared to other middle market stocks. The equity covered more than the non-current assets, namely 106% of it.

The financing of the Group is being secured by the use of factoring, leasing, bank lines and the cash flow from current business operations.

The operative cash flow was reduced as compared to 2007 from 16.6 million Euro to 3.0 million Euro, together with the already mentioned losses in liquid funds. Opposed to the positive operative cash flow were outflows of funds from investment activities in the amount of 2.8 million Euro and from financing activities in the amount of 5.5 million Euro. The latter were mainly caused by payments of dividends (2.5 million Euro) and the repayment of credits (in balance 2.9 million Euro).

The acquisition of shares in the Czech company Rücker Immobilien spol. s r.o., Mlada Boleslav, Czechia, at a price of 2.9 million Euro in the year 2008 resulted in an outflow of liquidity in the year 2009 of 1.4 million Euro because of corresponding contractual agreements. The remaining purchase price of 0.5 million Euro is disclosed under Other liabilities.

Chances and risks for the future development

In the year 2009 the financial crisis affected the real economy even stronger than last year. Among others this caused negative effects on the customers in the automotive industry. Thus our customers and their suppliers might get into difficult situations, which could influence our business, too. Insolvency risks for the customers accumulate towards the end of a recession, because of cyclical reasons, as long as not enough credits are provided by the banks. In the current situation the risk assessment of our customers is extremely important.

Even if the Rücker Group is also oriented towards other industries apart from automotive and aviation, still the largest part of the sales is being generated with customers from these segments. Should these customers cut down their expenses for research and development or their investments further, or should these customers process their projects increasingly internally instead awarding them to external service providers, the Rücker Group would be subject to additional price pressure because of the aggravated competition. The affection of the capacity utilization would negatively influence the net worth, the financial situation and the income situation of the Group.

Negative effects may also occur from the dependency from a few main customers, if these defer projects or award them to competitors. The management board reacts to this with flexible resources and a corresponding customer management, by which cyclic developments are partially levelled out.

Under-utilization may occur here which might be compensated only partially or for a short time. Similar effects would have a reduction in the multitude of models by the manufacturers. The dependency from a few main customers shall be reduced by the development of business with suppliers and customers of the OEM.

The Rücker Group's development could be infringed by problems with the recruitment of qualified personnel since it is difficult to find engineers who can be employed for the customer orders. This situation is being countered with improved applicant's marketing, training and the organization and maintenance of an applicant's data base (also internationally).

The above-mentioned customer risks existed already in previous years and became partially real in the year 2009. They were even increased because of the volatile sales figures as compared to the previous year. The management board took measures to minimize the effects: Adjustment of capacities by reduction of subcontractors, employment of short-time work, training and transfer into other Group units and reduction of fixed costs and personnel costs. A quantification of the risks is not possible because of the uncertainty of the occurrence and because of the existence of the counteracting instruments.

In order to be able to take early countermeasures against the outlined risks we implemented in the year 2000 a risk management system in the whole Group, which was further improved in the year 2009. This system is integrated into our current reporting system. All operating units in Germany and abroad report monthly deviations to the business plan and newly arising risks and assess these. This is an integrated process between operating unit, Group controlling, management board and supervisory board. Important risks are reported to the management board, which for its part informs the supervisory board at the overrun of certain threshold values in order to be able to take countermeasures timely. The counter measures are the tapping of new potentials with existing customers, acquisition of new customers and the adjustment of capacities and costs.

Chances are in the multitude of planned new models in the aviation and automotive industries with emphasis on eco-friendly locomotion, optimisation of consumption and in the industries of plant engineering, railroad engineering and shipbuilding.

The safety regulations to protect traffic participants are being further aggravated by EU requirements. Emergency breaking systems, lane assistance, monitoring of tyre pressure, daytime running lights are topics which will further utilize our capacities.

Alternative propulsion concepts like hybrid drives and electro drives and the optimisation of the combustion process will further improve the environmental balance of mobility. New, lighter materials will accordingly support this goal and will also cause increased development expenses.

Aims and methods of the risk management as well as risks of price adjustment, default and liquidity

Principally there is a low risk inclination in the application of financial instruments. During the business year 2009 no hedging was made of which we would have to report within the risk reporting of financial instruments.

For factoring, leasing and bank lines the risk of changing interest rates is immanent. The management makes sure that the interest rates are in a mixture of short-, medium- and long-term levels. Therefore interest rate changing risks have little influence on the net profit of the year. As compared to the previous year the share of long-term financing was slightly increased on the cost of short-term financing. Financial risks would occur if credit lines would not be prolonged. The management makes sure by tight contact and information to all banks working for us to minimize that risk. Furthermore, there are meetings with external banks. The dependency from financing institutes is also being reduced by the cash flow, generating corresponding liquidity. In order to minimize the risk to be dependant on one source the financing is made by several means. In total the current and non-current finance and bank liabilities were by about 2.6 million Euro lower than in the year 2008. The cash and cash equivalents were reduced by 5.2 million Euro.

With the bank lines granted it was mostly refrained from giving collateral. The financing collateralised with real estate is presented within the notes. In the course of the factoring receivables are sold to the financial institutes. With leasing liabilities the respective asset gives collateral. The terms of financial liabilities is reported within the notes. The management board analyses the term of certain financial instruments and ensures timely prolongation as far as these means are still needed.

Because of the conservative structure of the financial policy there are no material changes in market prices for the financial instruments. The same applies to currency risks, since the company operates at 85% within the Euro zone and the currency risks from other areas are mainly levelled out by the fact that outside the Euro zone invoicing and payment is usually made in the national currency. All this causes a strongly reduced currency risk, so that additional hedging is not deemed necessary.

Receivables in the main business in Germany are generally handled by factoring. With this the risks of default for receivables from main customers is immediately transferred to the financing company at the time of invoicing, save for a retaining sum, and correspondingly reduced. The remaining risks of default are being countered by the agreement and monitoring of periods of payment, prepayments, granted credit lines and by active management of receivables. The economic and financial situation of the factors is continually being monitored. As far as there are still risks of default discernible appropriate valuation adjustments are made. Because of the economic framework the risk of default was further increased. Accordingly important is the active monitoring of due-dates of receivables from customers.

Remuneration report

The remuneration of members of the management board is composed from several parts. The members of the management board are entitled, on the base of the agreed service contracts, to a fixed and to an annually variable remuneration as well as to supplementary payments and to vested rights to future pension payments from an employer's pension scheme. Contracts with the members of the management board are closed for a fixed term of three to five years. The variable remuneration for the management board is either calculated as percentage of the year-EBIT or is oriented at the current profit situation.

The members of the management board have a company car at their disposal. Furthermore, there are insurances for members of the management board against accidents, for legal expenses and a D & O liability insurance. These insurances were contracted in the name of the company, i.e. not individually.

Within the current contracts with members of the management board there is no cap of the variable remuneration provided for in the case of extraordinary, not foreseeable developments or in order to limit the performance bonus because of the prematurely ending of the work as member of the management board as a result of a change of control.

Options or subscription rights as well as other remunerations with long binding effect were not granted in the year 2009. The stock option plan that had started in the year 2000 is expired. The option granted to active members of the management board in the course of that plan expired as at December 31, 2009. Mr. Rücker holds 4,931,765 pieces of shares indirectly via the Nosta GmbH, Mr. Vogt holds 2,600 pieces of shares.

The remuneration of the members of the management board is composed as follows:

kEUR	2009 W. Rücker	2009 J. Vogt	2008 W. Rücker	2008 J. Vogt
Remuneration independent on performance incl. benefit in money's worth	586	350	597	363
Remuneration dependent on performance	280	100	480	300
Other earnings		4		0
	866	**454**	**1,077**	**663**
Total management board		**1,320**		**1,740**

The remuneration does not contain the expenses for accident insurance, insurance against legal expenses, and a D&O insurance in the amount of kEUR 48 (previous year: kEUR 47).

As in the last year pension payments were made to former members of the management board in the amount of kEUR 34. The amount of pension commitments for former members of the management board is kEUR 692 (previous year: kEUR 629).

The remuneration of the members of the supervisory board was provided for within section 19 of the articles of corporation of the Rücker AG. Each member of the supervisory board receives, besides the reimbursement of expenses, a fixed annual remuneration in the amount of kEUR 15; the chairman of the supervisory board receives double remuneration, the deputy chairman 1.5 times the remuneration. Additionally, each member of the supervisory board receives a variable remuneration in the amount of EUR 300.00 per 0.01 EUR of distributed dividend, calculated on the dividends per share bearing dividend.

The members of the supervisory board disclaimed for the year 2009 10% of the basic annual remuneration.

The remuneration of the members of the supervisory board is composed as follows:

kEUR	2009 Mr. Mielert	2009 Mr. Happich	2009 Mr. Gerhardt
Remuneration independent on performance incl. benefit in money's worth	27	20	14
Remuneration dependent on performance	9	9	9
Other earnings	0	1	0
	36	**30**	**23**
Total supervisory board			**89**

kEUR	2008 Mr. Mielert	2008 Mr. Happich	2008 Mr. Gerhardt
Remuneration independent on performance incl. benefit in money's worth	30	23	15
Remuneration dependent on performance	9	9	9
Other earnings	0	1	0
	39	**33**	**24**
Total supervisory board			**96**

Additionally, there is an insurance via the company against legal expenses from financial losses and a D&O insurance.

No payments were made to former members of the management board or the supervisory board, except for the pension payments for former members of the pension board.

Additional information according to section 315, paragraph 4, HGB

1. The subscribed capital of the Rücker AG was 8,379,194 Euro as at December 31, 2009. It is divided into 8,379,194 individual bearer shares without nominal value. The share in the capital stock allotted to each individual share was as at December 31, 2009 like in the previous year 1.00 Euro.
2. The management board does not know of any limitations of the voting rights.
3. The chairman of the management board holds through Nosta GmbH 58.86% of the shares in the company. Mr. Heinz Ferchau, Germany, holds 10.74% of the shares in the Rücker AG. No other share ownership of more than 10% of the capital stock is known.
4. As far as the management board knows there are no shares with special rights.

5. As far as employees are participated in the capital they are not subject to any kind of voting right control.
6. The articles of incorporation provide for the supervisory board to appoint the members of the management board. The provisions of sections 84 and 85 AktG (German Stock Corporation Law) do apply. Changes of the articles of incorporation require the resolution of the general meeting of the shareholders. The provisions of sections 179 – 181 AktG do apply. The articles of incorporation provide for the supervisory board to resolve changes of the articles of incorporation concerning only the form. Resolutions concerning a change of the articles of incorporation require a majority of three quarters of the stock capital represented at the general meeting of the shareholders.
7. The management board is authorized to increase the stock capital of the company, with the approval of the supervisory board, until June 30, 2011 by 4 million Euro at most by means of issue of new shares. The company is authorized to acquire own shares until December 8, 2010. This authorization is limited to the acquisition of 837,919 shares. These resolutions of the shareholders' meeting of June 9, 2009 are laid out in detail within the management report.
8. There is no company's agreement subject to the condition of a change of control subsequent to a takeover bid.
9. There is no compensation agreement with the members of the management board or the employees in the case of a takeover bid.

Material features of the internal control system and of the risk management system regarding the process of accounting

The material features of the internal control system existing at the Rücker AG and of the risk management system regarding the process of (Group-) accounting can be described as follows:

- The Rücker AG is marked by clear structures regarding organisation, the company, controls and monitoring.
- In order to be able to holistically analyse and control risk factors affecting income and risks for the continuation of the company there are planning systems, reporting systems, controlling systems and rapid alert systems, all tuned to each other throughout the Group.
- All functions in each field of the process of accounting are clearly allocated (e.g. financial accounting and controlling).
- The EDP systems used within the accounting are protected against unauthorized access.
- In the field of the financial systems mainly standard software adapted to the needs of the companies is used.
- An adequate internal guideline management was implemented and is being adjusted if necessary (for example there is a risk management guideline valid throughout the Group).

- All departments participating in the process of accounting comply to the requirements regarding quality and quantity.
- Completeness and correctness of accounting data are priory examined by plausibility analyses.
- The existing Group wide risk management system is being continually adopted to current developments and examined with regard to its efficiency.
- The four-eyes-principle and the separation of functions is generally observed with all processes relevant for the accounting.
- The supervisory board addresses among others material questions of the accounting, the risk management, the audit assignment and its focal points.

The internal control system and risk management system with regard to the process of accounting, whose material features are described above, makes sure that business transactions and matters are being correctly recorded, prepared and recognized within the balance sheet and that they are thus being transferred into the external accounting.

The clear monitoring and control structures and the organisational and company structures as well as the sufficient infrastructure of the accounting regarding personnel and materials are the basis for the efficient work of all areas participating in the accounting. Clear internal and statutory guidelines provide for a uniform and orderly accounting process. The risk detection by the risk management system ensures the orderly accounting.

The internal control system and risk management system of the Rücker AG makes sure that the accounting of the company and of all companies included into the consolidated financial statements is made uniformly and in accordance to the statutory provisions and to the internal guidelines. The Group risk management system, which complies to legal requirements, has the particular task to identify risks early, to assess them and to communicate them appropriately. This ensures early information for the addressee of the report.

Subsequent report

There were no occurrences of material importance incurred after the end of the business year.

Outlook

The development of the global economy will be positive again after the recession of the year 2009. In total a growth of about 2% of the global economy is expected, after the reduction of 2.5% in the previous year. In Germany, a growth of the economic activities of 1.4% is expected after the recession of about 5%. Currently it is not clear whether this development will be sustainable, since there are still risk like high unemployment rates and lacking supply of credits which might lead to the turning of the positive trend or to the impediment and weakening of the economic recovery.

For the automotive industry the effects of the financial and economic crisis are especially hard. Around the world the markets were strongly receding and could only partially be stabilized for certain periods by special measures. In the meantime in many countries these measures were phased out so that there the new year started with much lower sales figures. The markets will only recover if the consumers regain trust into the future. This already takes place in emerging nations like China, but not in a distinguishable way in the European economic area. A further decline in demand could influence the investments of our customers into research and development negatively.

It is important for the big manufacturers of cars, airplanes, ships and plants, being our customers, to keep designing products, which can successfully be sold in the global markets. This has clear influence in their demand of development capacities, supplied, for example, by the Rücker Group in Germany and abroad. Most important topics are the environment, safety and communication. The expenses for research and development means for the manufacturers an investment into the future, designed to secure the competitiveness. Enlargements of the ranges of models were announced in order to meet the demand of more individual mobility. Therefore the long-term volume of research and development services should be a stable trend or even increase during the years 2010 and 2011, as soon as the manufacturers see positive market prospects again and the sales figures start recovering.

The prognosis for these years is for the Rücker Group constricted, because of the uncertainty of the economic environment. There is no clarity yet of the sustainability of the economic recovery.

As far as the economic activity recovers effectively from the low levels of the year 2009 sales and results of the Rücker AG and its subsidiaries might develop correspondingly. In improved income situation in the subsidiaries integrated into the consolidated financial statements of the Rücker AG would have positive effects on the net value, the financial situation and the income situation of the Group. The latter depends on the sustainability of the economic recovery and its influence on the awarding practices of the customers.

Declaration of the management board of the Rücker AG according to section 312 paragraph 3 AktG (German Stock Corporation Law)

The report on the relations to affiliated companies of the Rücker AG, as prepared by the management board of the Rücker AG finishes with the following final clause:

We declare concludingly that our company received an appropriate consideration out of all legal transactions concluded during the Business Year 2009 considering the circumstances known to us at the moment of conclusion. No measurements were taken or omitted which would have discriminated our company.

Wiesbaden, March 5, 2010

Rücker Aktiengesellschaft

……………………..	……………………..
Wolfgang Rücker	Jürgen Vogt
-Director-	-Director-

Corporate Governance

Declaration of compliance of management board and supervisory board of the Rücker AG

Pursuant to Section 161 AktG (German Stock Corporation Law) on the Observance of the German Corporate Governance Code in the Version of June 18, 2009

According to section 161 AktG the management board and the supervisory board of a corporation quoted at the stock exchange are obliged to declare once a year whether the recommendations of the "Regierungskommission Deutscher Corporate Governance Kodex" (Government Commission German Corporate Governance Code), published by the Federal Ministry of Justice in the official part of the electronic Federal Official Gazette were, and still are, complied to or else which recommendations were, or are, not complied to. This declaration is to be made permanently accessible to the shareholders

The code contains regulations of different degrees of legally binding effects. Besides representations of the current stock corporation law the codes contains recommendations from which the companies may deviate. However, in that case the companies are obliged to disclose this annually. Further, the code contains suggestions from which deviations are permitted without obligation to explain.

The management board and the supervisory board of the Rücker AG issued the last declaration of compliance according to section 161 AktG in February 2009. The management board and the supervisory board of the Rücker AG declare that the recommendations of the "Regierungskommission Deutscher Corporate Governance Kodex" in the version of June 18, 2009 are, and will be, met - with the following exceptions:

- The recommendation to take into consideration both positive and negative developments regarding the design of the variable parts of the remuneration for members of the management board and to consider a perennial base for the calculation of the variable parts of the remuneration within the total structure of remuneration was not implemented for all members of the management board because of existing contracts (number 4.2.3 paragraph 2)

- Because of the long-standing collaboration with the members of the management board no limitation of the payments after the pre-term ending of activities as a member of the management board or because of extraordinary developments was stipulated. There is no

"Change-of-Control" regulation. Therefore the methods of calculation suggested within the Code are not relevant (number 4.2.3 paragraphs 3,4,5)

- The supervisory board did not start any special committees because the low number of members (numbers 5.3.1 through 5.3.3)

- No age limit with the suggestions for the election of members of the supervisory board was considered since this represents an unnecessary limitation of the rights of our shareholders in the right to elect the representatives into the supervisory board (number 5.4.1).

The corresponding regulations are laid down within Rücker AG's supervisory board's Code of Procedure of June 8, 2004, revised on November 6, 2008 and within the Rücker AG's management board's Code of Procedure of November 28, 2003.

Wiesbaden, in February 2010

For the management board	For the supervisory board
……………………..	……………………..
Wolfgang Rücker	Tomas Mielert

Report of the management board and the supervisory board of the Rücker AG on Corporate Governance

On February 19, 2010 the management board and the supervisory board issued the declaration according to section 161 AktG, according to which the Rücker AG will in the future comply to the recommendations of the German Corporate Governance Code in the version of June 18, 2009, with four exceptions.

The current declaration of compliance as well as former declarations of compliance are being made accessible on www.ruecker.de.

Management and control structure

The supervisory board

The supervisory board comprises three members and committed itself to a Code of Procedures.

The management board

The management board comprises the chairman of the management board and the financial director. The management board of the Rücker AG committed itself to a Code of Procedures governing the board's work, especially with respect to the resorts of the individual board members and the required majority to make resolutions (version November 28, 2003).

The management board conducts the business of the company in joint responsibility and decides on the business aims, the general strategic orientation, the company's policy and the organization of the Group. Parts of this are especially the control of the Group and of the financial resources, the development of the personnel strategy, the filling of the Group's management positions and the development of executives and the Group's presentation to the capital market and to the public. The management board conducts the business with the aim of sustainable creation of value in its own responsibility and in the interest of the Group, therefore under consideration of the shareholders' interests, the employees' interests and of the interest of other groups related to the business (stakeholders).

Remuneration report for the management board and the supervisory board

The following information on the remuneration of the management board is legally compulsory information of the notes to the financial statements according to section 314 paragraph 1 number 6a sentence 1 HGB (German Commercial Code) and it is to be given according to the guideline of section § 314 paragraph 1 Nr. 6a sentence 1 HGB as well as because of the guidelines of the Corporate Governance Code.

System of the management board's remuneration and review

The remuneration of the members of the management board comprises several parts. The members are entitled on the base of their service contracts to a fixed and to an annually variable remuneration, as well as to additional compensations and to vested rights to future payments from a company pension scheme. The structure of the remuneration system as well as the adequacy of the remuneration is regularly reviewed and determined by the supervisory board.

Within the current management contracts no limitation of the variable remuneration for extraordinary, not foreseen developments (cap) and on the limitation of the commitment to perform because of the premature end of activities as member of the management board on the occasion of a change of control (severance cap) is provided for.

The company bears the expense for the liability insurance D&O for members of the management board and of the supervisory board and executives. No retention was stipulated with the D&O insurance. Further, the expenses for the liability insurance against economic loss for the members of the management board the supervisory board is being paid for by the company.

Options or other subscription rights as well as other salaries with long-term effects were not granted in the year 2009. The stock option programme introduced in the year 2000 is expired. As at December 31, 2009 no options granted in the course of this program circulated any more.

Mr. Rücker holds via the Nosta GmbH 4,931,765 pieces of shares, Mr. Vogt holds 2,600 pieces of shares. (Further information on the stock option programme is depicted within the notes to the consolidated statements).

Remuneration of members of the management board

kEUR	**2009**	**2009**	**2008**	**2008**
	W. Rücker	**J. Vogt**	**W. Rücker**	**J. Vogt**
Remuneration independent on performance incl. benefit in money's worth	586	350	597	363
Remuneration dependent on performance	280	100	480	300
Other earnings		4		0
	866	**454**	**1,077**	**663**
Total management board		**1,320**		**1,740**

The remuneration does not contain the expenses for accident insurance, insurance against legal expenses, and a D&O insurance in the amount of kEUR 48 (previous year: kEUR 47). As in the last year pension payments were made to former members of the management board in the amount of kEUR 34. The amount of pension commitments for former members of the management board is kEUR 692 (previous year: kEUR 629).

Remuneration of the supervisory board

The remuneration of the members of the supervisory board is provided for within section 19 of the articles of incorporation of the Rücker AG. Each member of the supervisory board receives besides the reimbursement of expenses a fixed annual remuneration in the amount of kEUR 15, the chairman twice the sum, the deputy chairman 1.5 times the sum. Further, each member of the supervisory board receives a variable remuneration in the amount of EUR 300.00 per each 0.01 EUR of distributed dividend.

The members of the supervisory board dispensed with 10% of the basis remuneration in the year 2009.

kEUR	2009	2009	2009
	Mr. Mielert	Mr. Happich	Mr. Gerhardt
Remuneration independent on performance incl. benefit in money's worth	27	20	14
Remuneration dependent on performance	9	9	9
Other earnings	0	1	0
	36	**30**	**23**
Total supervisory board			**89**

kEUR	2008	2008	2008
	Mr. Mielert	Mr. Happich	Mr. Gerhardt
Remuneration independent on performance incl. benefit in money's worth	30	23	15
Remuneration dependent on performance	9	9	9
Other earnings	0	1	0
	39	**33**	**24**
Total supervisory board			**96**

Additionally, there is an insurance via the company against legal expenses from financial losses and a D&O insurance.

Mr. Mielert holds 25,000 pieces of shares, Mr. Happich 10.100 pieces of shares.

Shareholders and general meeting of shareholders

The shareholders of the Rücker AG protect their rights in the general meeting of shareholders. There, they exercise their right to vote, too. By means of the financial calendar, published in the Internet under www.ruecker.de the shareholders are kept informed of important deadlines.

The shareholders have the possibility to exercise their voting rights personally within the general meeting of shareholders or to appoint an authorized person according to own choice or to use the company's deputy of voting rights, who is bound by directives.

The chairman of the general meeting of the shareholders is generally the chairman of the supervisory board.

Accounting and year-end audit

The preparation of the consolidated financial statements for the Rücker AG is being made under consideration of the International Accounting Standards and of the International Financial Reporting Standards (IAS/IFRS).

The selection of the year-end auditor is made according to the legal requirements by the general meeting of shareholders. Before the submittal of election proposals a declaration of independence is being requested from the intended auditor. On the base of a fee contract the supervisory board commits the auditor to audit the consolidated financial statements and the financial statements of the Rücker AG.

Management of risks

Particulars to the risk management are presented within the management report of the financial statements.

Transparency

The Rücker AG's management board and supervisory board give a high standing to the transparency of the management of the business. Our shareholders, all participants in the financial markets, financial analysts, associations of shareholders and the media are being regularly and currently informed of the situation and of material business changes in the company. We mainly use the Internet for the comprehensive, equal and early information.

The reporting on the situation and the results of the Rücker AG is made by

- quarterly reports
- semi-annual financial reports
- the business report
- annual document
- the general meeting of the shareholders

- press conference on the financial statements
- telephone conferences
- events with financial analysts.

The times of the regularly financial reporting are combined within the financial calendar. If facts capable of considerably influencing the stock exchange price of the Rücker AG occur outside of the regular reporting intervals, these are being published by means of ad-hoc-announcements.

The ad-hoc-announcements are available in the Internet under www.ruecker.de.

Persons with management functions, particularly members of the managing board and the supervising board of the Rücker AG, as well as persons in close relationship to these, are obliged according to section 15a Wertpapierhandelsgesetz (Security Trading Law) to disclose dealings with shares in the Rücker AG or with financial instruments referring to these shares. Information on respective dealings we have published in the Internet under www.ruecker.de.

Directors' dealings

In the year 2009 no directors' dealings transactions according to section 15a Security Trading Law were reported.

Consolidated statement of financial position

kEUR	31/12/2009	31/12/2008
A 1 Intangible assets	10,358	10,659
A 2 Property, plant and equipment	20,354	22,734
A 3 Financial assets	640	958
A 4 Deferred tax assets	1,512	1,421
Non-current assets	**32,864**	**35,772**
A 5 Inventories (work in progress)	0	9
A 6 Trade receivables	19,548	23,242
A 7 Other receivables	8,540	8,371
A 8 Current recoverable income taxes	286	906
A 9 Cash and cash equivalents	17,404	22,597
A 10 Prepaid expenses	929	943
Current assets	**46,707**	**56,068**
Assets	**79,571**	**91,840**
P 1 Subscribed capital	8,379	8,379
P 2 Capital reserves	14,678	14,686
P 3 Treasury shares	-186	-199
P 4 Retained earnings	11,439	12,266
P 5 Non-controlling interests	394	311
Shareholders' equity	**34,704**	**35,443**
P 6 Financial liabilities	9,368	10,125
P 7 Provisions for pensions	3,209	2,847
P 8 Other provisions	740	685
P 9 Deferred tax liabilities	690	827
Non-current liabilities	**14,007**	**14,484**
P 10 Current financial liabilities	9,127	10,992
P 11 Trade payables	6,150	6,149
P 12 Income tax liabilities	1,017	1,269
P 13 Government grants	0	13
P 14 Provisions	439	59
P 15 Other liabilities	13,461	22,087
P 16 Deferred income	666	1,344
Current liabilities	**30,860**	**41,913**
Shareholders' equity and liabilities	**79,571**	**91,840**

Consolidated income statement

	kEUR	2009	2008
G 1	**Revenues**	**131,322**	**176,345**
G 2	Cost of sales	-113,793	-146,837
	Gross profit	**17,529**	**29,508**
G 3	Other operating income	5,519	5,538
G 4	Selling expenses	-2,981	-4,531
G 5	General and administrative expenses	-14,657	-18,020
G 6	Other operating expenses	-1,709	-1,481
	Operating result (EBIT)	**3,701**	**11,014**
G 7	Financial result	-1,636	-1,884
	Result before income taxes	**2,065**	**9,130**
G 8	Income taxes	-603	-2,649
	Profit after income taxes	**1,462**	**6,481**
	Profit attributable to shareholders of the parent company	1,413	6,268
	Profit attributable to non-controlling interests	49	213
	Earnings per share		
	Average number of shares (basic)	8,355,088	8,354,779
	Earnings per share in EUR (basic)	0.17	0.75
	Average number of shares (diluted)	8,355,088	8,370,564
	Earnings per share in EUR (diluted)	0.17	0.75

Consolidated statement of comprehensive income

kEUR	2009	2008
Net income	**1,462**	**6,481**
Exchange differences on translation of foreign subsidiaries	449	-1,453
Change in fair value of financial instruments, gross	3	-13
Change in fair value of financial instruments, taxes	-1	4
Change in fair value of pension commitments, gross	-201	427
Change in fair value of pension commitments, taxes	62	-132
Other comprehensive income, after taxes	**312**	**-1,167**
Comprehensive income	**1,774**	**5,314**
thereof attributable to		
shareholders of the parent company	1,725	5,101
non-controlling interests	49	213

Consolidated statement of changes in equity

kEUR	Subscribed capital	Capital reserves	Treasury shares	Retaind earnings	Other comprehensive income: Currency translation	Other comprehensive income: Financial instruments	Other comprehensive income: Provisions for pensions	Non-contr. interest	Total equity
As at 31/12/2007	**8.379**	**14.686**	**-158**	**9.701**	**87**	**-5**	**-125**	**215**	**32.780**
Net income for the year				6.268				213	6.481
Dividend				-2.506				-104	-2.610
Other comprehensive income									
- gross					-1.453	-13	-132		-1.598
- Deferred taxes						4	427		431
Share buy-back			-41						-41
Reclassification of negative non-controlling interest				13				-13	0
As at 31/12/2008	**8.379**	**14.686**	**-199**	**13.476**	**-1.366**	**-14**	**170**	**311**	**35.443**
Net income for the year				1.413				49	1.462
Dividend				-2.506				-36	-2.542
Other comprehensive income									
- gross					449	3	-201		251
- Deferred taxes						-1	62		61
Sale of treasury shares		-8	8						0
Others			5					24	29
Reclassification of negative non-controlling interest				-46				46	0
As at 31/12/2009	**8.379**	**14.678**	**-186**	**12.337**	**-917**	**-12**	**31**	**394**	**34.704**

Consolidated statement of cash flows

kEUR			2009	2008
1.		Profit/Loss after income taxes (including non-controlling interests)	1,462	6,481
2.	+/-	Depreciation/ appreciation of fixed assets	4,742	5,856
3.	+/-	Increase/decrease of provisions	417	-741
4.	+/-	Other expenses/ income recognized directly in equity	-136	795
5.	-/+	Gains/Loss from the disposal fixed assets	379	-329
6.	-/+	Increase/decrease of inventories, trade receivables and other assets not attributable to investment or financing activities	4,091	455
7.	+/-	Increase/decrease of trade liabilities and of other debts not attributable to investment or financing activities	-7,977	4,098
8.	**=**	**Cash flow from operating activities (total of 1 to 7)**	**2,978**	**16,615**
9.		Proceeds from disposal of property, plant and equipment	267	160
10.	-	Cash outflows for investments in property, plant and equipment	-1,316	-2,561
11.	+	Proceeds from disposal of intangible assets	55	814
12.	-	Cash outflows for investments in intangible assets	-477	-1,889
13.	+	Proceeds from disposals of financial assets	369	369
14.	-	Cash outflows for investments in financial assets	-93	-51
15.	-	Cash outflows from the sale of consolidated companies and other business units	-239	0
16.	-	Cash outflows for investments in fully consolidated subsidiaries and business units	-1,400	-987
17.	**=**	**Cash flow from investment activities (total of 9 to 16)**	**-2,834**	**-4,145**
18.		Proceeds from equity contributions	5	0
19.	-	Cash outflow to company's owners and minority interests	-2,542	-2,650
20.	+	Proceeds from issue of bonds and from the raising of (financial-) credits	1,995	2,478
21.	-	Payments from the redemption of loans and (financial-) credits	-4,940	-6,123
22.	**=**	**Cash flow from financing activities (total of 18 to 21)**	**-5,482**	**-6,295**
23.		**Change in cash and cash equivalents (total of lines 8, 17 and 22)**	**-5,338**	**6,175**
24.	+/-	Effect of changes of exchange rate, consolidated group, valuations on cash and cash equivalents	145	-362
25.	+	Cash and cash equivalents at the beginning of the year	22,597	16,784
26.	**=**	**Cash and cash equivalents at the end of the year (total of 23 to 25)**	**17,404**	**22,597**
Additional information:				
Interest paid:			830	1,292
Taxes on income paid:			317	1,615
Interest received:			163	253
Received taxes on income:			780	135

Notes to the consolidated financial statements

A – Description of business activities

The Rücker AG, Kreuzberger Ring 40, 65205 Wiesbaden (Germany), (hereinafter referred to as "Rücker AG" or "company") supplies worldwide development services by means of virtual design for companies of the automotive, components supplying, aviation and the electronics industries. The locations are mainly in Germany. However, the Rücker Group is also represented in many countries of Europe, Asia and North and South America.

B - General

The consolidated financial statements of Rücker AG, Wiesbaden, as of December 31, 2009 were prepared in accordance with the regulations under commercial law as set forth in section 315 a HGB (Handelsgesetzbuch - German Commercial Code) as well as with the standards of the International Accounting Standards Board (IASB), London, as to be applied within the European Union, effective on balance sheet date. All International Financial Reporting Standards (IFRS) effective for the business year 2009 as well as all International Accounting Standards (IAS) and interpretations of the International Financial Reporting Interpretations Committee (IFRIC), formerly Standing Interpretations Committee (SIC), were applied in the form adopted for use by the European Union.

The compulsory application for the first time of the following new or revised standards did not have material influence on the net value, the financial position and the income position or on the result per share:

- „Improvements to IFRS (2008)"
- Changes of IAS 1 – Presentation of Financial Statements
- Changes of IAS 23 – Borrowing Cost
- Changes of IFRS 7 – Financial Instruments: Disclosures
- IFRS 8 – Operating Segments
- IFRIC 13 – Customer Loyalty Programmes

The group currency is Euro (EUR). The consolidated financial statements were prepared in thousand Euro. All amounts are stated in thousand Euro (kEUR) if not stated otherwise.

Newly issued accounting standards not prematurely applied

The IASB issued the following standards, interpretations and changes of existing standards, which do not have to be applied compulsively. Therefore, the Rücker AG did not apply those prematurely for the consolidated financial statements as at December 31, 2009. The application of these IFRS generally postulates that they were adopted by the EC in the course of an IFRS acceptance procedure (endorsement).

Changes in the "Annual Improvement Process"

In the course of the Annual Improvements Process the IASB issued on April 16, 2009 the second standard "*Improvements to IFRSs"*. This standard contains several changes in eight existing standards, which are not performed in the course of other major projects. The changes are to be applied for business years beginning on or after January 1, 2010.

IFRS 3 – Business Combinations and IAS 27 Consolidated and Separate Financial Statements

The revised version of IFRS 3 and IAS 27 were issued in January 2008 by the IASB and they were implemented into European Law by the EC on June 3, 2009. They are to be applied compulsory for business years beginning on or after July 1, 2009.

IFRS 9 – Financial Instruments

The IASB issued a new standard on the classification and assessment of financial instruments on November 12, 2009. With this the first of the three phases of the IASB project on the revision of IAS 39 "Financial Instruments: Recognition and Measurement" finished. The new provisions are to be applied compulsory from January 1, 2013 on.

The following new or revised standards and interpretations were not applied prematurely in the year 2009:

- IFRS 1 (newly structured 2008) – First-time adoption of IFRS
- Changes of IFRS1 (2009)- Additional Exemptions for First-time Adopters
- Changes of IFRS 2 (2009) – Group Cash settled Share-based Payment Transactions
- Changes of IAS 24 – Related Party Disclosures
- Changes of IAS 32 – Financial Instruments: Presentation
- Changes of IAS 39 (2009) – Eligible Underlying Transactions
- IFRIC 12 – Service Concession Arrangements
- Changes of IFRIC 14 (2009) – Prepayments of a Minimum Funding Requirement

- IFRIC 15 – Agreement for the Construction of Real Estate
- IFRIC 16 – Hedges of Net Investments in a Foreign Operation
- IFRIC 17 – Distribution of Non-cash Assets to Owner
- IFRIC 18 – Transfers of Assets from Customer
- IFRIC 19 – Extinguishing Financial Liabilities with Equity Instruments

The application of the provisions named will have no material influence on the presentation of the consolidated financial statements, according to current assessment.

C - Fundamental accounting policies

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are disclosed at acquisition cost and they are amortized and depreciated on a straight-line basis over their estimated useful lives. The useful lives of intangible assets are two to five years, of buildings including inheritable building rights 25 to 50 years and of furniture and office equipment two to 20 years.

The Rücker AG regularly tests for impairment and considers all events or circumstances indicating impairment and requiring a new estimation of the useful lives. Except for the goodwill all intangible assets of the Group are amortized regularly.

Computer software developed or acquired for internal use is amortized over the estimated useful life, which is, as a rule, not longer than five years.

Internally generated software is disclosed according to IAS 38 at the cost of acquisition or production, as far as the following prerequisites are met: The earliest possible time for capitalization is the technical feasibility of the project, connected with the probability of the commercial success and of a future economic benefit.

Mergers

According to IFRS 3 the acquisition costs of a merger are being distributed at the time of the acquisition by capitalization of identifiable assets, liabilities and contingencies of the acquired company at current fair values.

Goodwill

IFRS 3 in accordance with IAS 36 “Impairment of assets“ (revised 2004) and IAS 38 “Intangible assets“ (revised 2004) was applied for the first time during the business year 2004 for goodwill. The required impairment test was made as of January 1, 2004 (IFRS opening statement of financial position) and subsequently annually on December 31. The impairment test is made by comparison of the carrying amount of the cash-generating units with its recoverable amount. The recoverable amount of the cash-generating units is the higher of either fair value less costs to sell or value in use (discounted cash flows of a cash-generating unit). The recoverable amount is calculated on the basis of its fair value less costs to sell. For this purpose the DCF-method is applied.

For the calculation of the fair values of the goodwills the company has also to consider material projections of future cash flows as well as of the discount rate in future periods. The projection of future cash flows is based on the company’s budgets and the current business plans for the next business year. Previous experiences as well as future expectations are taken into consideration. Base for the terminal value is the first and only plan year, clarified from special effects. The discount interest rate is determined on the base of the relevant market data.

Impairment of assets

Tangible and intangible assets (except for goodwill) are depreciated or amortized on a regular basis. If matters or circumstances indicate that the book value of an asset might be less than its recoverable amount this asset is examined for impairment. An impairment loss is realized if the book value of an asset exceeds the recoverable amount. The recoverable amount is the higher of fair value less costs to sell and the value in use of an asset.

The fair value less costs to sell is the amount realizable from a sale at generally accepted market terms, less cost of realization. The value in use is the present value of the estimated future cash flows expected from the continual usage of the asset and its disposal at the end of its effective life. The recoverable amount is established for each individual asset, or, if this is not possible, for the cash-generating unit to which the asset belongs.

Finance lease

According to IAS 17 the beneficial ownership in leased assets is attributed to the Group if the Group bears substantially all the risks and rewards incidental to ownership (finance lease). In the balance sheet the company recognizes finance leases as assets and liabilities with equal amounts. This is the fair value of the leased item at the commencement of the lease term or the present value of the minimum lease payments, whichever is lower. The depreciation methods and useful lives of the capitalized assets correspond to those of comparable acquired assets. The liabilities for leased assets corresponding to the assets are disclosed under other liabilities. The interest share of the leasing payments is being recorded during the whole leasing term within the statement of profit and loss.

As far as with leasing contracts the beneficial ownership remains with the lessor (operating lease), the leased items are presented in the balance sheet of the lessor. The lease payments in the full amount are recognised as expenses.

Financial instruments

Under the term “financial instruments” liquid funds, available-for-sale financial assets, trade receivables, trade payables, other debts and liabilities from finance lease contracts are summarized with Rücker.

Rücker considers cash equivalent all liquid financial assets including all receivables due on first call from factors with an initial term of up to three months.

Certain trade receivables are being transferred to non-affiliated factors for a factoring fee. The default risk is being transferred, too.

As far as the conditions of IAS 39.20 are met, the trade receivables are taken out of the trade receivables and other receivables from the factors are recorded.

Financial instruments are classified either as financial assets or financial liabilities with the initial entering according to the economic content of the contractual agreement.

With Rücker, financial instruments are classified as follows according to IAS 39 and IFRS 7:

- held-to-maturity investments
- financial assets or financial liabilities held for trading
- loans and receivables
- available-for-sale financial assets
- financial liabilities measured at amortised cost
- financial assets or financial liabilities at fair value through profit or loss

Financial assets with fixed or determinable payments and fixed terms, which the company intends and is able to keep until their final maturities are being classified as financial investments to be “held to maturity“. Financial assets or liabilities mainly acquired to gain profits from short-term fluctuations of prices or exchange rates are classified as financial assets “held for trade“. Available for sale investments are financial assets which are not derivative, but classified as “available for sale” and which are not (a) loans and receivables or (b) investments held to maturity or (c) financial assets or liabilities at fair value through profit or loss.

Held to maturity investments are presented as non-current assets except if they are due within twelve months after the balance sheet date. Financial assets held for trading are shown as current assets. Available for sale financial assets are classified as current assets if they are due within twelve months after the balance sheet date.

When a financial asset is recognised initially it is measured at cost, which corresponds to the fair value of the consideration given; transaction costs are included. Financial assets available for sale or those held for trading are measured in subsequent years at their fair values without any deduction of transaction costs that may incur on sale and at their quoted price at balance sheet date.

Gains and losses arising from the valuation of a available for sale financial asset with its fair value are recorded directly in equity less deferred taxes, until the financial asset is realized, called in or otherwise disposed of or until for this financial asset an impairment was determined. At this time the cumulative gain or loss, previously recognized in equity is recognized in profit or loss of the period. Changes in the fair value of financial assets held for trading are recognized in the financial result. Held-to-maturity investments are measured at amortised costs using the effective interest method.

Market value of financial instruments

The company determines the fair value of financial instruments based on the following methods and assumptions:

Cash and cash equivalents

The book value of cash and cash equivalents disclosed within the balance sheet corresponds to their market value.

Investments carried as non-current assets

The valuation of marketable debt and equity securities is based on the corresponding quoted prices. Non-marketable financial investments are recognized at acquisition cost.

Current and non-current loan capital

Current loan capital is valued at its repayment amount. The discounting of non-current financial commitments of the Rücker AG is made by the loan capital rates for comparable credit transactions (leasing). Non-interest bearing liabilities are recognized at fair value.

Capitalization of hedging contexts

Hedging policy of the Group is to conclude only derivatives in order to hedge interest and currency risks. As at December 31, 2009 no hedges existed within the Rücker Group for risks from interest transactions or foreign currency transactions.

As far as the employed derivative financial instruments are effective hedges of the cash flows in the framework of hedging contexts according to the regulations of IAS 39 the fluctuation of the fair value during the derivative’s term do not affect the period’s results. As far as the employed financial instruments do not qualify as effective hedges according to IAS 39 all fluctuations of the market value affect the statement of profit and loss immediately.

Foreign currency sensitivity

If the Euro was 10% increased compared to foreign currencies, the result for the period would have been kEUR 1.350 (previous year: kEUR 6,272), a descent of the Euro by 10% it would have been about kEUR 1.568 (previous year: kEUR 6,737).

Inventories (work in progress)

Among the inventories working hours for service orders not yet charged are being disclosed (work in progress).

Borrowing costs are not included into the production cost of inventories but recorded as expenses during the respective period.

Trade receivables and other receivables

Trade receivables and other receivables are capitalized at acquisition cost respectively considering value adjustments to the lower market value. Non-interest bearing receivables of a term of more than one year, for example from the tax authorities, are capitalized at present value. With the establishment of the valuation adjustment the managing board relies on its knowledge of the customers' payment behaviour, previous experiences and other indications.

Non-current other assets

Non-interest bearing claims for reimbursement are being discounted.

Prepaid expenses

Prepaid expenses are payments before the balance sheet date being expenses for a certain time after that date and from which a future benefit is expected.

Provision for pensions

The valuation of pension obligation bases on the present value of potential pension method for achievement oriented benefit plans in accordance with IAS 19. The recording of actuarial gains and losses under consideration of deferred taxes is set off against the equity not affecting operating results. The interest share from the changes of the pension obligation is disclosed within the group income statement within the net interest income.

Government grants

Investment allowances and subsidies were accrued in the last year. The dissolution was made according to the assumed effective life of the assets concerned and in favour of the other operating income. Investment subsidies are connected to a series of requirements. Further, during the reporting year, the Rücker Group collected affecting net income mainly grants from support programs of the European Social Fund for qualification measurements during the periods of short-time work. The grants require several conditions which are met, according to today's knowledge.

Other provisions and accruals

Tax accruals and other provisions and accruals are made according to IAS 37, as far as from a past event a current legal or actual commitment toward third parties arises which probably leads to a future outflow of assets and if this outflow can be assessed reliably.

Non-current provisions with a remaining term of more than one year are disclosed at their performance amount discounted to the balance sheet date.

Liabilities

Liabilities are disclosed at their repayment amount. Liabilities with a remaining term of more than one year are being capitalized at their performance amount discount to the balance sheet date.

Deferred income

Deferrals refer to inflows before the balance sheet date, which are income for a certain time after that date.

Tax accrual and deferral

Deferred taxes are being capitalized according to the asset-and-liability-method. With this, future tax effects of differences between the valuations within the tax balance sheet and the consolidated balance sheet, tax loss carry forwards and amounts creditable against future tax liabilities are being capitalized as deferred taxes. Claims and liabilities of deferred taxes are valued at the tax rate valid at time when the temporary accounting differences will presumably invert. The effects of changes in tax rates on the calculated deferred taxes will be entered affecting net income within the period in which the respective change will become legally effective.

As far as the realization of deferred taxes is more on the improbable side the lower attributable current value will be capitalized.

Claims and liabilities of deferred taxes are entered into the balance sheet as non-current assets, respectively liabilities. They are not being discounted.

Treasury shares

The capitalization of treasury shares is made on the base of the acquisition cost method, in which the acquisition costs are deducted openly from the equity. Income from the sale of treasury shares is allocated to the capital reserves not affecting operating result. Losses from the sale of treasury shares up to the amount of formerly capitalized income are set off against the capital reserves. Exceeding losses are set off against the net profit for the year.

Revenues

Revenues from the service business were recognised according to IAS 18 regarding the stage of completion of the transaction at the end of the reporting period, if:

a) the amount of revenue can be measured reliably;

b) it is sufficiently probable that the economic benefits associated with the transaction will flow to the entity;

c) the stage of completion of the transaction at the end of the reporting period can be measured reliably;

d) the cost incurred for the transaction and the costs to complete the transaction can be measured reliably.

Determining the degree of completion is made according to the number of work hours performed until the end of the reporting period.

Contingent liabilities and assets

Contingent liabilities are not disclosed within the consolidated financial statements. They are stated within the notes, except if the outflow of resources embodying economic benefits is remote.

Contingent assets are not disclosed within the consolidated financial statements. However, they are being disclosed within the notes if the inflow of economic benefit is probable.

Estimations and assumptions

The preparation of the financial statements in conformity with the IFRS requires estimations and assumptions by the management. These affect the amounts disclosed within the balance sheet, the disclosure of contingent claims and liabilities at closing date and the disclosure of income and expenses during the period under report. The actual result may differ from these estimations and assumptions.

Stock option plan

Employee participation schemes are capitalized at the time of granting according to IFRS 2 (share-based payment) at the current market value attributable. The Rücker AG applies IFRS 2 for the first time to stocks, stock options and other equity instruments granted after November 7, 2002 and which were not yet exercisable at the date of the standard's entering into force (January 1, 2005).

The market value of the option rights issued during the years 2000 to 2002 was established at the moment of issue according to the Black-Scholes-option price model.

The options granted in the course of this program expired as at December 31, 2009.

D – Principles of consolidation and consolidated group

Principles of consolidation

The consolidated financial statements comprise the Rücker Aktiengesellschaft and its subsidiaries. The results of the subsidiaries are being included into the consolidated financial statements from the respective moment of acquisition on. For all companies the business year is the calendar year.

The **capital consolidation** is made under application of the acquisition method. A resulting difference will be, as far as possible, attributed to the acquired assets and liabilities. A further difference is disclosed as goodwill if on the asset's side. A further difference on the capital side will be entered into the statement of profit and loss after another examination. Since the goodwill is disclosed in the respective national currency the consolidation might cause minor differences in comparison to last year's balance sheet values.

In the course of the **consolidation of debt** inter-group receivables and liabilities are being cancelled. Within the consolidated income statement the expenses and the income are disclosed after the setting off of inter group processes.

Inter-group gains and losses are being eliminated in the course of the **elimination of intermediate results**.

Deferred taxes are being calculated on consolidation effects.

Currency translation

Transactions and reserves in foreign currency

Transactions in foreign currency are translated at the current market price at the date of the transaction. Monetary assets and liabilities in foreign currency are translated at the current market price at balance sheet date. Translation differences from the translation of balance sheet items are recorded within the statement of profit and loss.

Annual financial statements of foreign participations

The functional currency of all foreign subsidiaries is the respective national currency. The translation of foreign, not Euro-based financial statements, was made as follows:

The equity capital of consolidated companies are capitalized at historic prices, the assets, the provisions and liabilities as well as accruals and deferrals are capitalized at the respective market price on reporting day. Income and expenses are translated at the annual average market price. Resulting translation differences are disclosed under a separate item within the shareholders’ capital.

The exchange rates of important currencies as compared to the Euro changed as follows:

		Closing rate at balance sheet date		Average rate for the period	
1 EUR		31.12.2009	31.12.2008	31.12.2009	31.12.2008
Switzerland	CHF	1.4836	1.4850	1.5100	1.5815
China	CNY	9.8350	9.4956	9.5278	10.1896
Czech Republic	CZK	26.4730	26.8750	26.4349	24.8473
Mexico	MXN	18.9223	19.2333	18.7987	16.2269
Poland	PLN	4.1045	4.1535	4.3276	3.4975
Brazil	BRL	2.5113	3.2436	2.7674	2.6628
Sweden	SEK	10.2520	10.8700	10.6190	9.5760
Romania	RON	4.2363	4.0225	4.2399	3.6678
USA	USD	1.4406	1.3917	1.3948	1.4658

Consolidated group

The group of consolidated companies comprises the following associated companies:

Company	Corporate Seat	Capital Share in %
Rücker GmbH	Wiesbaden, Germany	100,0
Rücker Akademie GmbH	Wiesbaden, Germany	100,0
Rücker EKS GmbH	Weingarten, Germany	53,1
Rücker Aerospace GmbH	Hamburg, Germany	100,0
CPG Cabin Production Group GmbH	Hamburg, Germany	100,0
VR-Leasing Malakon GmbH & Co Immo. KG	Eschborn, Germany	85,0
Rücker do Brasil Ltda.	Sao Bernardo do Campo, Brazil	100,0
Rücker Vehicle Design (Shanghai) Co.,Ltd.	Shanghai, China	100,0
Rücker France SARL	Toulouse, France	100,0
Rücker-Sier GIE	Blagnac, France	51,0
Rücker Italia S.R.L.	Robassomero, Italy	100,0
Star Design de Mexico S.A. de C.V.	Mexico City, Mexico	100,0
Rücker Ges.m.b.H.	Grambach, Austria	100,0
Wolfgang Rücker Ges.m.b.H.	Wien, Austria	100,0
Rücker Beteiligungs-GmbH	Wien, Austria	100,0
Rücker Polska Sp. z oo	Warschau, Poland	100,0
Rücker Design S.R.L.	Iasi, Romania	100,0
Rücker Nord AB	Göteborg, Sweden	100,0
Rücker GmbH	Arbon, Switzerland	100,0
Rücker SR spol. s r.o.	Bratislava, Slovakia	100,0
Rücker Lypsa S.L.	Barcelona, Spain	100,0
Rücker CR spol. s r.o.	Mlada Boleslav, Czechia	100,0
Rücker Immobilien spol.s r.o	Mlada Boleslav, Czechia	100,0
Star Design of Alabama Inc.	Birmingham, USA	100,0
Silver AeroSpace B.V.	Haarlem, The Netherlands	80,0

In January 2009 all shares in the Korean subsidiary Rücker Korea Ltd., Inchon, South Korea, were sold. The dissolution of Rücker Korea resulted in a loss of kEUR -278.

The Rücker Automotive France S.A.S., Paris, France, was dissolved on November 30, 2009. The dissolution of the company did not affect the Group statement of profit and loss.

The carrying amounts of Rücker Korea were at the time of sale:

kEUR	Fair value at the sales date
Intangible assets	14
Property, plant and equipment	89
Trade receivables	700
Other receivables	106
Claims on tax refunds	29
Prepaid expenses	10
Assets (without cash)	**948**
Non-current financial liabilities	455
Other non-current provisions	85
Trade payables	60
Other liabilities	342
Income tax liabilities	1
Liabilities	**943**
Net assets	**5**
Sales price	**0**
Within the cash flow statement the disposal is considered under investment activities as follows:	
Sales price	0
Less liquid funds disposed of	-239
Cash outflows	-239
Less other net assets	-5
Less currency differences on equity since first-time consolidation	-59
Plus non-controlling interests	25
Loss from deconsolidation	**-278**

On July 15, 2008 the Rücker AG acquired 51 per cent of the shares in the newly founded Rücker-Sier GIE, Toulouse, France. Because of the immateriality with respect to the presentation of the Group's net value, financial situation and income situation the Rücker-Sier GIE had been included into the consolidated financial statements at acquisition cost until March 31, 2009. On April 1, 2009 the company was included for the first time into the consolidated Group. The acquisition cost was kEUR 51. The company's sales for the year 2009 were kEUR 2,857, the profit was kEUR 34.

Companies included at acquisition cost:

Company	Corporate Seat	Capital Share in %
Star Design (UK) Ltd.	Cambridge, Great Britain	99.9
Rücker GmbH	Kaluga, Russian Federation	51.0

The subsidiaries included at acquisition cost are individually and combined not material for the presentation of the net worth, the financial and income situation of the group. They are contained within the available-for-sales financial assets.

On June 26, 2009 the amount of kEUR 0.1 for 51% of the shares in the newly founded Rücker GmbH, Kaluga, Russian Federation, was paid in.

The Rücker GmbH, being a subsidiary, is included into the consolidated financial statements of Rücker AG, Wiesbaden, being the topmost parent company (HR B 11178 of the Local Court Wiesbaden). The Rücker AG is obliged to directly share the losses of Rücker GmbH because of the existing control agreement and profit and loss transfer agreement according to section 302 AktG (German Stock Corporation Law). The respective declarations were disclosed according to section 325 HGB (German Commercial Law) at the commercial register of the Rücker GmbH. The shareholders of the Rücker GmbH resolved on November 13, 2009 unanimously to exercise the escape clause of section 264 paragraph 3 HGB for the business year 2009 and to refrain from preparing a management report for the business year 2009 according to section 289 HGB. Further it was resolved to not disclose the financial statements for the year 2009.

The Rücker Aerospace GmbH and the Rücker Akademie GmbH, being subsidiaries, are included into the consolidated financial statements of Rücker AG, Wiesbaden, being the topmost parent company (HR B 11178 of the Local Court Wiesbaden). The Rücker AG is obliged to directly share the losses of Rücker Aerospace GmbH and of the Rücker Akademie GmbH because of the existing control agreement and profit and loss transfer agreement according to section 302 AktG (German Stock Corporation Law). The respective declarations were disclosed according to section 325 HGB (German Commercial Law) at the commercial registers of the Rücker Aerospace GmbH as well as of the Rücker Akademie GmbH. The shareholders of the Rücker Aerospace GmbH and of the Rücker Akademie GmbH resolved on November 13, 2009 unanimously to exercise the escape clause of section 264 paragraph 3 HGB for the business year 2009 and to refrain from preparing a management report for the business year 2009 according to section 289 HGB. Further it was resolved to not disclose the financial statements for the year 2009.

E – Explanations on statement of financial position

A 1 Intangible assets

The goodwill was initially created with the acquisition of the following companies:

kEUR	31.12.2009	31.12.2008
Rücker Nord	3,931	3,708
Rücker Lypsa	4,547	4,547
Rücker Immobilien	137	135
	8,615	**8,390**

The changes of goodwill of Rücker Nord and of Rücker Immobilien results from differences from currency translation as compared to the previous year. Each company is a cash-generating unit. The Rücker Nord and the Rücker Lypsa mainly offer development services. Business object of the Rücker Immobilien is the letting of flats and commercial spaces. On the base of the underlying information no need to depreciate the goodwills was identified.

Basic assumptions for the calculation of the obtainable amount

With the calculation as of December 31, 2009 of the attributable market value less cost of sales (by means of the DCF method) of the cash-generating units there are assessment uncertainties for the underlying assumptions particularly regarding:

- EBIT
- Discount factor (interest rate) and
- Growth rate underlying the extrapolation of cash flow forecasts outside the budgeted period.

The level of EBIT forming the basis of the planning is determined for all cash-generating units by means of the annual planning period.

The discount rates mirror the current market assessments regarding the specific risks attributable to the different cash-generating units. The discount rate was assessed on the base of the average weighted capital costs customary in the industry.

For purposes of the impairment test the discounting of the expected cash flows was made at discounting rates after taxes of 8.15% p.a. with the Rücker Lypsa (previous year: 8.01%), with the Rücker Nord the rate was 8.18% (previous year: 8.03%) and it was 6.91% with the Rücker Immobilien (previous year: 7.69%).

The growth rate within the planning of the perpetuity assumes a sustained growth of 1% p.a.

Sensitivity of the assumptions made

The management is of the opinion that no according to reasonable discretion generally possible change of one of the basic assumptions made for the determination of the use value of the cash-generating units Rücker Nord and Rücker Immobilien could lead to the book value materially exceeding the obtainable amount of the cash-generating units. With respect to the cash-generating unit Rücker Lypsa we have to point out that a negative change of the gross profit margin and of the ratio of sustainable growth within the terminal value would cause the obtainable amount to not correspond to the book value.

The management also considered the continuous technological change and the possible presence of new competitors as parameters of influence regarding the assumptions of the growth rate. However, because of the aspects mentioned it might generally be possible according to reasonable discretion that another growth rate as the already considered one of 1% occurs. Would the long-term growth rate fall by 0.5 percentage points a demand to depreciate the goodwill of the cash-generating unit Rücker Lypsa would be created.

A 1 Intangible assets

kEUR	Acquired and internally generated software	Goodwill	Total
Cost			
At January 1, 2008	16,953	20,005	36,958
Additions from the consolidated group		151	151
Additions	1,929	0	1,929
Disposals	-2,139	0	-2,139
Currency translation	-142	-778	-920
At December 31, 2008	**16,601**	**19,378**	**35,979**
Additions from the consolidated group	0	0	0
Additions	501	0	501
Disposals	-733	0	-733
Disposal from the consolidated group	-55	-156	-197
Currency translation	106	287	393
At December 31, 2009	**16,420**	**19,509**	**35,929**
Accumulated amortization			
At January 1, 2008	14,594	11,192	25,786
Additions	1,492	0	1,492
Disposals	-1,628	0	-1,628
Currency translation	-126	-204	-330
At December 31, 2008	**14,332**	**10,988**	**25,320**
Additions	853	0	853
Disposals	-570	0	-570
Disposal from the consolidated group	-41	-156	-197
Currency translation	103	62	165
At December 31, 2009	**14,677**	**10,894**	**25,571**
Net carrying amounts			
At December 31, 2008	**2,269**	**8,390**	**10,659**
At December 31, 2009	**1,743**	**8,615**	**10,358**
Amounts included for Finance lease			
At December 31, 2008	**161**	**0**	**161**
At December 31, 2009	**33**	**0**	**33**

A 2 Property, plant and equipment

kEUR	Land, leasehold rights and buildings	Technical equipment, plant and machinery	Other equipment, fixtures and furnitures	Con-struction in progress	Total
Cost					
At January 1, 2008	13,946	2,037	32,741	58	48,782
Additions from the consolidated group	3,230	0	0	0	3,230
Additions	120	208	3,333	16	3,677
Disposals	-281	-290	-4,591	0	-5,162
Reclassifications	0	0	58	-58	0
Currency translation	-355	-4	-310	0	-669
At December 31, 2008	**16,660**	**1,951**	**31,231**	**16**	**49,858**
Additions from the consolidated group	0	0	0	0	0
Additions	1	151	1,399	160	1,711
Disposals	0	-7	-2,272	0	-2,279
Disposal from the consolidated group	0	0	-213	0	-213
Reclassifications	0	0	16	-16	0
Currency translation	90	2	240	0	332
At December 31, 2009	**16,751**	**2,097**	**30,401**	**160**	**49,409**
Accumulated depreciation					
At January 1, 2008	3,674	1,518	22,886	0	28,078
Additions	465	212	3,683	0	4,360
Disposals	-281	-290	-4,439	0	-5,010
Currency translation	-71	-5	-228	0	-304
At December 31, 2008	**3,787**	**1,435**	**21,902**	**0**	**27,124**
Additions	616	182	3,090	0	3,888
Disposals	0	-3	-2,017	0	-2,020
Disposal from the consolidated group	0	0	-124	0	-124
Currency translation	18	2	167	0	187
At December 31, 2009	**4,421**	**1,616**	**23,018**	**0**	**29,055**
Net carrying amounts					
At December 31, 2008	**12,873**	**516**	**9,330**	**16**	**22,734**
At December 31, 2009	**12,330**	**481**	**7,383**	**160**	**20,354**
Amounts included for Finance lease					
At December 31, 2008	**0**	**82**	**2,381**	**0**	**2,463**
At December 31, 2009	**0**	**157**	**1,388**	**0**	**1,545**

A 3 Financial assets

The loans to and receivables from third parties are mainly claims from subsidies. The available-for-sales securities contain besides marketable debt issues and dividend papers also participations and shares in affiliated companies not included into the consolidated financial statements.

kEUR	**31.12.2009**	**31.12.2008**
Loans and receivables third parties	459	741
Available-for-sale securities	181	217
	640	**958**

The development of the financial assets was as follows:

kEUR	**Loans and receivables third parties**	**Available-for-sale securities**	**Total**
Cost			
At January 1, 2008	1,109	348	1,457
Additions	0	51	51
Disposals	-369	0	-369
Reclassifications	0	-29	-29
Currency translation	1	-22	-21
At December 31, 2008	**741**	**348**	**1,089**
Additions	89	4	93
Disposals	-369	0	-369
Disposal because of initial consolidation	0	-51	-51
Currency translation	0	8	8
At December 31, 2009	**461**	**309**	**770**
Accumulated amortization and valuations not affecting income			
At January 1, 2008	0	105	105
Valuation not affecting income	0	13	13
Amortization	0	15	15
Currency translation	0	-2	-2
At December 31, 2008	**0**	**131**	**131**
Valuation not affecting income	0	-3	-3
Amortization	0	0	0
Currency translation	2	0	2
At December 31, 2009	**2**	**128**	**130**
Net carrying amounts			
At December 31, 2008	**741**	**217**	**958**
At December 31, 2009	**459**	**181**	**640**

A 5 Inventories

kEUR	31.12.2009	31.12.2008
Work in progress	0	9
	0	**9**

A 6 Trade receivables

Receivables are valued at nominal value less allowances for doubtful accounts.

kEUR	31.12.2009	31.12.2008
Gross trade receivables	22,702	26,667
Individual value adjustments	-3,154	-3,425
	19,548	**23,242**

Age structure of the net receivables:

kEUR	31.12.2009	31.12.2008
up to 30 days	17,349	20,309
up to 60 days	393	1,229
up to 90 days	922	450
older than 90 days	884	1,254
	19,548	**23,242**

The development of allowances was as follows:

kEUR	
At January 1, 2008	3,937
Consumption and income from retransferral	-672
Additions	160
At December 31, 2008	3,425
Consumption and income from retransferral	-572
Additions	301
At December 31, 2009	**3,154**

A 7 Other receivables

kEUR	31.12.2009	31.12.2008
Other receivables from third parties	8,540	8,364
Other receivables from affiliates	0	7
	8,540	**8,371**

A 9 Cash and cash equivalents

kEUR	31.12.2009	31.12.2008
Cash in hand	37	37
Bank balances	11,314	12,540
Receivables from the factor due on first request	6,053	10,020
	17,404	**22,597**

P 1 – P 5 Issued capital

The issued capital of Rücker AG is EUR 8,379,194 as of December 31, 2009. It has not changed compared to the previous year. It is divided into 8,379,194 individual no-par-value bearer shares. Every share grants one voting right.

The part of the capital stock attributed to the individual share is EUR 1.00.

Authorized capital

The managing board is authorized by the articles of incorporation and depending on the supervisory board's approval to increase the company's nominal capital until June 30, 2011 by up to 4,000 kEUR at the most by issuing new bearer shares denominated for the bearer against cash and / or contribution in kind once or several times.

Furthermore, the managing board is authorized depending on the supervisory board's approval in the course of utilization once or several times of the nominal capital

a) to exclude the shareholders' subscription right for contribution in kind with a capital increase;

b) to exclude the shareholders' subscription right for contribution in cash or in kind with a capital increase for the purpose of the acquisition of companies or participations in companies; the acquisition of a company or of a participation may only be made if the subject of the target company is substantially within the frame of the company's purpose according to section 2, paragraph 1, of the articles of incorporation or within the well understood interest of the company,

c) to exclude the shareholders' subscription right in order to exempt possible residual amounts with the determination of subscription ratios.

The management board was authorized, with the approval of the supervisory board, to determine the further particulars of the corresponding capital increases as well as the conditions of issuing stocks and to determine the contents of the stock options. In particular the management board was authorized, with the approval of the supervisory board, to restrict the shareholders' stock options to an indirect stock option according to section 186, paragraph 5, sentence 1, AktG (German Stock Corporation Law). The supervisory board was authorized to change the articles of incorporation with respect to the capital increase from authorized capital.

Contingent capital

Associated with the creation of a stock option plan the special meeting of shareholders resolved on March 27, 2000 a contingent increase in authorised capital (contingent capital I) up to 615,000 EUR, divided in up to 615,000 individual bearer shares, by issuing new shares. In the business years from 2000 until 2002 three tranches with overall 611,300 subscription rights were issued. As at December 31, 2009 there are no more subscription rights. The stock option program launched in the year 2000 is expired.

Capital reserves

The group's capital reserves contain mainly transfers into the capital reserve of the Rücker AG, resulting from the issuing of the shares in the course of the initial public offer and from the acquisition of subsidiaries. Further than that the reserves result from additions to and distribution of the revenue reserves in connection with additions and disposals of own shares and of the share options in previous years.

Retained earnings

The retained earnings comprise the net results of former years after the distribution of dividends and the profit of the current year as well as the negative shares attributable to minority shareholders. Further, correcting items are included from the currency translation and adjustments not affecting income from financial instruments and pension commitments.

Treasury shares

On June 12, 2008 the general meeting of shareholders authorized the managing board to acquire shares for the company until December 11, 2008 for the legally approved purposes, especially in order to do the following under exclusion of the subscription right of the shareholders:

- offer these to third parties in the course of business mergers or the acquisition of companies or parts of companies or participations;
- service claims in the delivery of shares in connection to the stock option plan Rücker 2000. As far as own shares are intended to be transferred to members of the company's managing board the decision on this remains with the supervisory board;

- sell these with the supervisory board’s approval at a price not materially below the stock market price of the company’s shares at the time of sale;
- call them in without the requirement of a further shareholders’ resolution.

The authorization is limited to the acquisition of 837,919 shares with a proportionate share in the capital stock of 837,919 Euro. This represents 10% of the capital stock. The authorization may be executed wholly or in instalments, once or several times, in the pursuit of one or several purposes. The authorization may not be used by the company for the purpose of trading in own shares. The authorization came into effect on June 12, 2008 and was valid until December 11, 2009.

On June 9, 2009 the general meeting of shareholders authorized the managing board to acquire shares for the company until December 8, 2010 for the legally approved purposes, especially in order to do the following:

- offer these to third parties in the course of business mergers or the acquisition of companies or parts of companies or participations ;
- service claims in the delivery of shares in connection to the stock option plan Rücker 2000. As far as own shares are intended to be transferred to members of the company’s managing board the decision on this remains with the supervisory board;
- sell these with the supervisory board’s approval at a price not materially below the stock market price of the company’s shares at the time of sale;
- call them in without the requirement of a further shareholders’ resolution.

The authorization is limited to the acquisition of 837,919 shares with a proportionate share in the capital stock of 837,919 Euro (10% of the capital stock). The authorization may be executed wholly or in instalments, once or several times, in the pursuit of one or several purposes. The authorization may not be used by the company for the purpose of trading in own shares. The authorization came into effect on June 10, 2009 and was valid until December 8, 2010.

As at balance sheet date there were 23.039 (previous year: 24,739) pieces of own shares in the possession of the group.

P6 Non-current financial liabilities

kEUR	31.12.2009	31.12.2008
Loans from banks	8,598	8,793
Loans from third parties	47	27
Leasing liabilities intangible fixed assets	10	18
Leasing liabilities tangible fixed assets	713	1,287
	9,368	**10,125**

P 10 Current financial liabilities

kEUR	31.12.2009	31.12.2008
Loans from banks	8,013	9,537
Loans from third parties	184	245
Leasing liabilities intangible fixed assets	25	81
Leasing liabilities tangible fixed assets	905	1,129
	9,127	**10,992**

Development of the non-current and current bank liabilities and other financial liabilities.

	Loans due to		Finance lease liabilities		Total
kEUR	banks	third parties	intangible assets	property, plant & equipment	
At January 1, 2008	20,426	478	168	2,655	23,727
Addition	2,242	131	40	1,118	3,531
Repayment	-4,338	-337	-109	-1,357	-6,141
At December 31, 2008	**18,330**	**272**	**99**	**2,416**	**21,117**
Addition	1,946	116	24	395	2,481
Repayment	-3,502	-157	-88	-1,193	-4,940
Repayment consolidation group	-163	0	0	0	-163
At December 31, 2009	**16,611**	**231**	**35**	**1,618**	**18,496**

The payments for the liabilities will develop as follows according to current knowledge:

kEUR	Book value 31.12.2009	Cash-Flow 2010	Cash-Flows 2011 to 2013	Cash-Flows 2014 to 2018
Loans from banks	16,613	8,013	4,674	3,924
Loans from third parties	231	184	47	0
Leasing liabilities intangible fixed assets	35	25	10	0
Leasing liabilities tangible fixed assets	1,616	905	553	160
	18,495	**9,127**	**5,284**	**4,084**

Due dates of non-current liabilities to banks and of other financial liabilities

kEUR	31.12.2009	31.12.2008
Year n + 2	1,927	2,243
Year n + 3	1,277	1,596
Year n + 4	2,080	1,266
Year n + 5	752	903
Subsequent years	3,332	4,117
	9,368	**10,125**

Of which due dates of non-current leasing liabilities

kEUR	31.12.2009	31.12.2008
Year n + 2	394	749
Year n + 3	153	262
Year n + 4	16	125
Year n + 5	16	13
Subsequent years	144	156
	723	**1,305**

Within the loans from banks (current and non-current) a real estate loan is included in the amount of kEUR 5.531 (previous year: kEUR 6,005), interest bearing at a rate of 4.95% per year (previous year: 5.27%). It is repayable at a monthly annuity instalment of kEUR 64 (previous year: kEUR 65).

For the bank loans the group gave the following collateral:

- First mortgages in a total amount of EUR 0.7 million on one piece of land
- Encumbrance of real property in a total amount of EUR 9.0 million on one piece of land
- Encumbrance of real property in a total amount of EUR 1.35 million on one piece of land.

P 7 Provisions for pensions

The pension obligation exist as follows:

kEUR	31.12.2009	31.12.2008
As at the end of the period	6,499	5,895
Plan Assets according to IAS 19	-3,289	-3,028
	3,209	**3,117**

Of the asset value of the year 2009 the sum of kEUR 2,358 (previous year kEUR 2,141) is pawned.

Changes of pension obligation

kEUR	31.12.2008	31.12.2007
As at the beginning of the period (DBO)	5,875	5,895
Current working time expenses (incl. interest expenses)	521	503
Paid old-age benefits	-98	-96
Actuarial losses (previous year profits)	201	-427
	6,499	**5,875**

The pension benefits are partially secured by liability life-insurance policies. The expected interest of the fund assets corresponds to the minimum interest stated by the insurance company.

Personnel provision expenses within the income statement

kEUR	31.12.2008	31.12.2007
Current working time expenses	168	179
Interest expenses (incl. within net interest income)	353	324
	521	**503**

The current expenses for service time are recorded within general and administrative expenses.

Actuarial information

	2009	2008	2007	2006
Discount rate	5.80%	6.00%	5.50%	4.25%
Increase of current pension payments	1.50%	1.50%	1.50%	1.50%
Calculation base: Guideline table	2005 G	2005 G	2005 G	2005 G
Trend of income	1.50%	1.50%	1.50%	1.50%
Employee turnover:				
Rücker AG	0.00%	0.00%	0.00%	0.00%
Rücker GmbH	3.00%	4.00%	5.00%	5.00%
Rücker Akademie GmbH	0.00%	0.00%	0.00%	0.00%
Rücker Aerospace GmbH	16.70%	0.00%	11.00%	11.00%
Expected interest yield of fund´s assets	4.40%	4.60%	4.60%	4.10%
Active members	108	112	116	125
Retired expectancies	104	105	105	98
Persons on old age pensions	49	45	40	39

The differences between the expected values of the pension expectancies and the pension provisions and their actual values were as follows in the past years:

	2010	2009	2008	2007	2006
Expectancy´s present value		6,499	5,875	5,895	7,662
Expectancy´s present values e	6,838	6,291	6,312	8,064	7,855
Deviation		208	-437	-2,170	-193
Deviation in %		3.20%	-7.00%	-18.06%	-2.46%
Plan Assets		-3,290	-3,028	-2,778	-2,567
Plan Assets expected	-2,286	-3,294	-	-	-
Provisions for pensions net		3,209	2,847	3,117	5,095

The high deviation in the year 2007 results from a changed interest rate from 4.25% in the year 2006 to 5.5% in the year 2007.

In the past years no expected plan assets were established because of the character of the plan assets (eligible insurance contracts).

The actuarial gains and losses after consideration of deferred taxes developed as follows:

in kEUR	
Accumulated actuarial losses as at 31/12/2006	-1,700
Related deferred taxes	680
Net as at 31/12/2006	-1,020
Adjustment deferred taxes because of changed tax rate 2007	-153
Actuarial profits 2007	1,519
Related deferred taxes	-471
Net actuarial losses as at 31/12/2007	-125
Net as at 31/12/2008	427
Related deferred taxes	-132
Net actuarial profit as at 31/12/2008	170
Net as at 31/12/2009	**-201**
Related deferred taxes	**62**
Net actuarial profit as at 31/12/2009	**31**
Thereof disclosed within capitalized income and expenses	31

The pension payments have the following expected maturities:

kEUR	
Year 2010	159
Year 2011	235
Year 2012	253
Year 2013	266
Years 2014 to 2019	2,358

P 8 + P 14 Provisions

P 8 Non-current provisions

kEUR	31.12.2009	31.12.2008
Provisions for employees	353	443
Other provisions and accruals	387	242
	740	**685**

P 14 Current provisions

kEUR	31.12.2009	31.12.2008
Current provisions for litigation risks	0	0
Other provisions	439	59
	439	**59**

Other non-current provisions

kEUR	Personell provisions	Other provisions	Total
At January 1, 2008	443	242	685
Addition	32	115	147
Retransfer	-69	-16	-85
Usage	0	-24	-24
Currency effects	32	70	102
Retransfer from the consolidated group	-85	0	-85
At December 31, 2009	**353**	**387**	**740**
Maturity in 2 to 5 years	348	387	735
Maturity after 5 years	5	0	5

Current provisions

kEUR	Other provisions	Total
At January 1, 2009	59	59
Addition	526	526
Retransfer	-49	-49
Usage	-97	-97
At December 31, 2009	**439**	**439**
Maturity up to 1 year	439	439

P 11 Trade payables, current

kEUR	31.12.2009	31.12.2008
Trade liabilities	4,854	4,798
Trade liabilities to affiliated companies, not consolidated	54	54
Liabilities for outstanding invoices	1,225	1,254
Trade liabilities - for affiliates	17	43
	6,150	**6,149**

P 15 Other liabilities, current

kEUR	31.12.2009	31.12.2008
Other liabilities to third parties	2,988	4,198
Liabilities other taxes	4,064	5,418
Other liabilities to employees - Holiday	1,469	1,391
Other liabilities to employees - Profit sharing	677	2,901
Other liabilities to employees - Overtime	2,230	3,104
Other liabilities to employees - Severance payments	52	674
Other liabilities to employees - Others	343	882
Other liabilities from social security	695	915
Other liabilities to affiliated persons	943	2,604
	13,461	**22,087**

A 4 + P 9 Deferred taxes

Deferred taxes are capitalized for temporary differences between tax balance sheet and IFRS-balance sheet, as well as consolidation effects and for accumulated losses brought forward.

The deferred tax assets and tax liabilities are attributed to the following balance sheet Items:

kEUR	31.12.2009 Assets	31.12.2009 Liabilities	31.12.2009 Net
Intangible assets	105	42	63
Tangible fixed assets	811	1,867	-1,056
Other financial assets	5	0	5
Trade receivables	5	165	-160
Long term bank and other finance liabilities	293	0	293
Pension commitments	237	0	237
Other long term provisions and accruals	58	79	-21
Short term bank and other finance liabilities	333	0	333
Trade payables	2	0	2
Other liabilities	425	0	425
Short term provisions and accruals	108	0	108
Value adjustments on loans	0	352	-352
Value adjustments on receivables	0	1	-1
Tax loss carryforwards	946	0	946
Subtotal	3,328	2,506	822
thereof eligible for netting out	-1,816	-1,816	0
Total	**1,512**	**690**	**822**

kEUR	31.12.2008 Assets	31.12.2008 Liabilities	31.12.2008 Net
Intangible assets	91	36	55
Tangible fixed assets	69	1,213	-1,144
Other financial assets	0	0	0
Inventories	65	248	-183
Trade receivables	133	82	51
Long term bank and other finance liabilities	457	0	457
Pension commitments	145	0	145
Other long term provisions and accruals	0	0	0
Short term bank and other finance liabilities	459	0	459
Trade payables	2	0	2
Other liabilities	41	0	41
Short term provisions and accruals	729	325	404
Accrued expenses and other commitments	1	0	1
Value adjustments on loans	0	493	-493
Value adjustments on receivables	0	110	-110
Tax loss carry-forwards	909	0	909
Subtotal	3,101	2,507	594
therof eligible for netting out	-1,680	-1,680	0
Total	**1,421**	**827**	**594**

On December 31, 2009 there are tax loss carry forwards within Germany in the amount of approx. EUR 1.0 million (previous year: EUR 2.9 million), which can be set off unlimitedly with future taxable profits and for which deferred taxes in the amount of EUR 0.3 million (previous year: EUR 0.9 million) were capitalized. Further tax loss carry forwards in the amount of EUR 9.8 million (previous year: EUR 9.8 million) exceeding are currently not usable. Because of the positive income expectations deferred taxes in the amount of EUR 0.6 million (previous year: 0 million) were calculated for loss carry-forwards from companies abroad in the amount of EUR 2.3 million. These can be set off with taxable future profits according to the respective tax laws within a period of up to 15 years. For loss carry forwards in the amount of EUR 2.8 million (previous year: EUR 2.5 million) no deferred taxes were capitalized.

For domestic companies there is in principle a tax rate of about 31% applicable (previous year: 31%). The foreign tax rates are between 3.55% and 35% (in the previous year: 4% to 35%).

Transition from the expected to the actual tax expenditures

kEUR	31.12.2009	31.12.2008
Profit before taxes	2,065	9,130
Expected taxes on income	640	2,830
Differences caused by tax rate	-281	-481
Tax free income	-19	-7
Expenses not tax deductible	365	405
Effects of using previously not valued loss carry-forwards	190	70
Use of previously not valued loss carry-forwards	-15	-120
Tax refunds/ payment of taxes for prior years	-41	-616
Tax burden from prior years	33	110
Deferred taxes unrelated to accounting period	-232	186
Adjustment loss carryforwards after field audit	0	300
Others	-37	-28
Actual Tax Expenditures	**603**	**2,649**

F- Explanations on the income statement

Preparation according to the 'nature of expense' method

Within the 'cost-of-sales' method personnel expenses, cost of materials and depreciation are distributed as follows:

kEUR	01.01. - 31.12. 2009	01.01. - 31.12. 2008
Personnel expenses	**89,958**	**112,699**
thereof in cost of sales line G 2	79,506	99,834
thereof in selling expenses line G 4	2,123	2,374
thereof in general and administration expenses line G 5	8,329	10,491
Cost of materials in cost of sales line G 2	**2,407**	**2,718**
Total depreciation and amortization	**4,741**	**5,852**
Scheduled depreciation and amortization	**4,741**	**5,221**
thereof in cost of sales line G 2	3,753	4,224
thereof in selling expenses line G 4	46	43
thereof in general and administration expenses line G 5	942	954
Scheduled amortization of intangible assets	**853**	**1,005**
thereof in cost of sales line G 2	586	769
thereof in selling expenses line G 4	12	4
thereof in general and administration expenses line G 5	255	232
Scheduled depreciation of property, plant and equipment	**3,888**	**4,216**
thereof in cost of sales line G 2	3,167	3,457
thereof in selling expenses line G 4	34	38
thereof in general and administration expenses line G 5	687	721
Unscheduled depreciation and amortization	**0**	**631**
thereof in cost of sales G 2	0	620
thereof in general and administration expenses line G 5	0	11

G 1 Revenues

In the following overview of the main customers with whom the Group achieved more than 10% of the sales each are presented:

kEUR	01.01. - 31.12. 2009	01.01. - 31.12. 2008
Customer A	27,637	36,959
Customer B	24,339	27,269
Customer C	14,388	20,962
Other Customers	64,958	91,155
	131,322	**176,345**

G 3 Other operating income

kEUR	01.01. - 31.12. 2009	01.01. - 31.12. 2008
Rental income	2,022	2,010
Income from grants from public authorities	1,473	1,201
Currency translation profits	436	360
Others	1,588	1,967
Total other operating income	**5,519**	**5,538**

G 6 Other operating expenses

kEUR	01.01. - 31.12. 2009	01.01. - 31.12. 2008
Currency translation losses	509	632
Other operating expenses - affiliates	254	496
Repairs and maintenance	44	65
Losses from the disposal of fixed assets	45	34
Losses from the disposal of intangible assets	108	0
Losses form Deconsolidation Rücker Korea	278	0
Other taxes	76	7
Others	395	247
Total other operating expenses	**1,709**	**1,481**

G 7 Financial result

kEUR	01.01. - 31.12. 2009	01.01. - 31.12. 2008
Interest income	146	272
Differences from exchanges rates on financial instruments	37	241
Total financial income	**183**	**513**
Losses from the sale of securities	4	18
Interest expenses for loans from third parties	678	1,080
Interest expenses from pensions	353	324
Interest expenses from leasing	143	186
Commission on guarantees - related parties	129	229
Other financial expenses	512	560
Total financial expenses	**1,819**	**2,397**
Financial result	**-1,636**	**-1,884**

G 8 Income taxes

kEUR	01.01. - 31.12. 2009	01.01. - 31.12. 2008
Income taxes	134	1,424
Deferred taxes	469	1,225
Total tax expenses	**603**	**2,649**

Earnings per share

The following table shows the calculation of the Earnings per share (basic and diluted):

	01.01. - 31.12. 2009	01.01. - 31.12. 2008
Net profit for the year distributable to shareholders (in kEUR)	1,413	6,268
Average number of shares - basic - (pieces)	8,355,088	8,354,779
Net earnings per share - basic - (in EUR)	**0.17**	**0.75**
Average number of shares - diluted - (pieces)	8,355,088	8,370,564
Net earnings per share - diluted - (in EUR)	**0.17**	**0.75**

For the calculation of the diluted earnings per share the treasury-stock-method was applied.

G – Segment reporting

In the year 2009 the segment reporting was made according to the regulations of IFRS 8 for the first time. As opposed to the consolidated financial statements for the business year 2008, for which the reporting was made according to IAS 14, the segments have slightly changed. While there is a separation into “Euro” and “Non-Euro” within the primary segment reporting according to IFRS 8, the separation according to IFRS 8 is made into the segments “National” and “International”. According to these distinguishing features the monitoring and control of the activities of the Rücker Group is made. The operative units of the Rücker Group provide almost exclusively engineering services. The main customers are enclosed within the information on the sales revenues (G1). Assets and liabilities on segment level are not disclosed, since this information is no part of the internal reporting. The intra Group transfer prices are generally stipulated at conditions customary in the market. Last year’s figures were adapted correspondingly.

kEUR	12-month report 2009 01/01/ - 30/12/			
	National	**International**	**Elimination**	**Group**
External sales	89,067	42,255		131,322
Sales within the group	2,529	4,621	-7,150	0
Segment sales	**91,596**	**46,876**	**-7,150**	**131,322**
Interest revenue	191	120	-165	146
Interest expense	-623	-220	165	-678
Depreciation and amortization	-3,250	-1,491		-4,741
Income tax expense (-) /income (+)	-661	58		-603
Net income for the period	**1,397**	**65**		**1,462**

	12-month report 2008 01/01/ - 30/12/			
	National	**International**	**Elimination**	**Group**
External sales	115,041	61,304		176,345
Sales within the group	3,751	7,871	-11,622	0
Segment sales	**118,792**	**69,175**	**-11,622**	**176,345**
Interest revenue	275	316	-319	272
Interest expense	-922	-477	319	-1,080
Depreciation and amortization	-3,759	-1,462		-5,221
Income tax expense (-) /income (+)	-1,360	-1,289		-2,649
Net income for the period	**879**	**5,602**		**6,481**

H – Other information

Litigation and claims for damages

The company has litigations in the ordinary course of the business. The managing board assumes that these litigations will probably have no material effects on the financial situation of the group or the group result exceeding the amounts already provided for.

Contingencies and other financial commitments

Contingencies

The total amount of all contingencies against third parties was as at December 31, 2009 kEUR 0 as in the previous year.

Future minimum lease payments for operating leasing with outside third parties:

kEUR	2009	2008
Year n + 1	353	212
Year n + 2	160	135
Year n + 3	31	82
Year n + 4	1	12
Year n + 5	0	1
Total minimum payments for operating leasing	**545**	**442**

Other financial commitments from non-current leasing and maintenance contracts:

kEUR	2009	2008
Year n + 1	6,286	6,851
Year n + 2	3,475	4,086
Year n + 3 and later	9,922	14,045
Total other non-current financial liabilities	**19,683**	**24,982**

Events subsequent to the balance sheet date

Incidences of material importance did not occur after the end of the business year and which were not considered within the consolidated financial statements or within the consolidated management report.

Number of employees

The number of employees was during the year in average:

	2009	2008
Employees	1,899	2,142
Employees in management	92	90
	1,991	2,232
Subcontractors and others	139	300
	2,130	**2,532**
thereof domestic:	1,394	1,526
thereof abroad:	736	1,006

Management board

The management board comprises the following persons:

Wolfgang Rücker, Merchant, Wiesbaden
– Chief Executive Officer (Chairman) –

Jürgen Vogt, Master's Degree in Business Administration, Wiesbaden
– Chief Financial Officer –

Authorized to represent the company are both directors jointly or each one together with an authorized representative.

Remuneration of the management board

kEUR	2009	2009	2008	2008
	W. Rücker	J. Vogt	W. Rücker	J. Vogt
Remuneration independent on performance incl. benefit in money's worth	586	350	597	363
Remuneration dependent on performance	280	100	480	300
Other earnings		4		0
	866	**454**	**1,077**	**663**
Total management board		**1,320**		**1,740**

The remuneration for the management board do not contain expenses for the accident insurance, the legal costs insurance and the D&O general liability insurance in the amount of kEUR 48 (previous year: kEUR 47). These insurances are on the company. They were not negotiated for a certain individual person.

Pension payments to former members of the management board were made in the amount of kEUR 34 as last year. The amount of the pension commitments for former members of the board is kEUR 692 (previous year: kEUR 629).

The stock option program launched in the year 2000 is expired. No options granted in the course of this program are circulating.

Remuneration of the supervisory board

kEUR	2009	2009	2009
	Mr. Mielert	**Mr. Happich**	**Mr. Gerhardt**
Remuneration independent on performance incl. benefit in money's worth	27	20	14
Remuneration dependent on performance	9	9	9
Other earnings	0	1	0
	36	**30**	**23**
Total supervisory board			**89**

kEUR	2008	2008	2008
	Mr. Mielert	**Mr. Happich**	**Mr. Gerhardt**
Remuneration independent on performance incl. benefit in money's worth	30	23	15
Remuneration dependent on performance	9	9	9
Other earnings	0	1	0
	39	**33**	**24**
Total supervisory board			**96**

Additionally the members of the supervisory board are covered by a company insurance against legal costs and by a company D&O insurance.

Key management personnel compensation

in kEUR	2009	2008
Salaries and other short term benefits	2,053	2,689
Payments after the end of the employment relationship	116	274
	2,169	**2,963**

Supervisory Board

Name, Function	Profession, other assignments
Tomas Mielert - Chairman of the Supervisory Board -	Lawyer, tax consultant, auditor, Hofheim im Taunus and Wiesbaden Further supervisory or advisory assignments: Ffynnon 23, Vermögensverwaltungs AG, Königstein, Member of supervisory board MTV Capital Invest AG, Frankfurt/M. Chairman of supervisory board, until Oct.2009 IMP Computersysteme AG, Berlin Member of supervisory board
Dipl.-Ing. Otto Happich -Deputy chairman -	Entrepreneur, Wuppertal Member of the company Johann Knupp GmbH & Co.KG Solingen to Dec.31,2009 Partner of the company Metapoint Partners Peabody, MA, USA Further supervisory or advisory assignments: K3 Industries GmbH & Co KG aA, Wuppertal Chairman of supervisory board and Member of the company
Dr. Wolfgang Gerhardt MdB	Member of the German House of Parliament Member of the Foreign Committee (Auswärtiger Ausschuss) Chairman of the management board of the Friedrich-Naumann-Foundation President of the board of trustees of the Foundation Bundespräsident Theodor Heuss Haus Advisory board Bundesverband Mittelständische Wirtschaft (BVMW) Advisory board Bundesverband Privater Spielbanken (BupriS) Further supervisory or advisory assignments: ALTE LEIPZIGER Lebensversicherung a.G, Oberursel HALLESCHE Krankenversicherung a.G, Stuttgart

Fees for statutory auditors

The fees incurred and recorded as expenses during the business year for the BDO Deutsche Warentreuhand AG, Wiesbaden, being the statutory auditor of the annual financial statements and of the annual consolidated financial statements and of financial statements of German subsidiaries, were kEUR 189 (previous year: kEUR 145), for other acknowledgment and assessment services kEUR 0 (previous year: kEUR 12), for tax advisory kEUR 7 (previous year: kEUR 4) and other advisory services kEUR 0 (previous year: kEUR 36).

Declaration of conformity with the German Corporate Governance Code in accordance with § 161 AktG

The Board of Management and the supervisory board submitted the mandatory declaration of conformity and made it available to the shareholders on the website of the Rücker AG.

Proposed appropriation of profit

Managing board and supervisory board suggest to the general shareholders' meeting to distribute a dividend out of the net profit for the year of the Rücker AG.

Capital management

The group manages its capital with the aim to maximize the income of those involved into the company by optimisation of the ratio of equity capital to loan capital. With this it is guaranteed that all group companies may operate under the going-concern-assumption. The aim is to fortify the structure of the equity capital and to facilitate a dividend distribution oriented on the company's situation.

The capital structure of the group consists of equity capital and of loan capital. The equity capital consists of issued stocks, the capital reserves and the revenue reserves. The ratio of equity capital to the balance sheet total (equity ratio) was 43.6% as at December 31, 2009 (previous year: 38.6%).

The managing board examines the capital structure twice a year. In the course of this examination the capital costs are being analysed for costs for equity capital and costs for loan capital. On the base of the findings the total capital structure of the group is being adjusted by dividend distributions, issuing of new stocks and stock buybacks and by the raising of new and repayment of existing debts. The Group's strategy as a whole remains unchanged as compared to the business year 2008.

Risk management

In order to detect risks early there is a unified risk management system within the whole group of the Rücker AG. The system pilots the registration, valuation and reporting of risks and chances. Main aim of the risk management system of the Rücker AG is to guarantee that especially developments or risks threatening the continued existence of the company are being detected by the organs of the company (supervisory board and managing board) and by the operational management as early as possible in order to lastingly secure the continued existence of the company by the timely launching of sufficient measurements. The financial executive is in charge with the central risk management function of the Rücker AG.

The operational management is responsible for the implementation of the risk management process. With this the decentralized company units are responsible for the timely identification, assessment, communication and covering of risks and chances in the place of occurrence. In the course of the monthly reporting both new risks and the change of already registered risks are being reported. Additionally ratios are being analysed on the base of the monthly financial statements in order to recognize risks early.

Management of market risks, risks of default and liquidity risks

To factoring, leasing and bank lines applies the risk of changing interest rates is immanent. The management makes sure that the interest rates are in a mixture of short-, medium- and long-term levels. Therefore interest rate changing risks have little influence on the net profit of the year. As compared to the previous year the share of non-current financing was slightly increased on the cost of current financing. Financial risks would occur if credit lines would not be prolonged. This particular risk was increased further by the economic crisis. The management makes sure by tight contact and information to all banks working for us to minimize that risk. The dependency from financing institutes is also being reduced by the cash flow, generating corresponding liquidity. In order to minimize the risk to be dependant on one source the financing is made by several means. In total the current and non-current finance and bank liabilities were by about 2.6 million Euro lower than in the year 2008. The liquid funds and cash equivalents were reduced by 5.2 million Euro.

With the bank lines granted it was mostly refrained from giving collateral. In the course of the factoring receivables are sold to the financial institutes. With leasing liabilities the respective asset gives collateral. The management board analyses the term of certain financial instruments and ensures timely prolongation as far as these means are still needed. The contractually stipulated remaining terms for loans and leasing liabilities are disclosed under the information on current and non-current bank liabilities and other financial liabilities (P6 and P10). Trade liabilities and other liabilities have remaining term of up to one year.

Because of the conservative structure of the financial policy there are no material changes in market prices for the financial instruments. The same applies to currency risks, since the company operates at 85% within the Euro zone and the currency risks from other areas are mainly levelled out by the fact that outside the Euro zone invoicing and payment is usually made in the national currency. All this causes a strongly reduced currency risk, so that additional hedging is not deemed necessary.

Receivables in the main business in Germany are generally handled by factoring. With this the risks of default for receivables from main customers is immediately transferred to the financing company at the time of invoicing, save for a retaining sum, and correspondingly reduced. The remaining risks of default are being countered by the agreement and monitoring of periods of payment, prepayments, granted credit lines and by active management of receivables. The economic and financial situation of the factors is continually being monitored. As far as there are still risks of default discernible appropriate valuation adjustments are made. Because of the economic framework the risk of default was further increased. Accordingly important is the active monitoring of due-dates of receivables from customers. As at balance sheet date no material losses of receivables occurred. This risk will also in the future still considered low as the receivables are partially transferred to the factors. The default risk for the trade receivables existing at balance sheet date is covered by the value adjustments made in the amount of kEUR 3.154 (previous year: kEUR 3.425). The book value of kEUR 34.141 (previous year: kEUR 41.626) of the trade receivables, other receivables and receivables from factors disclosed within the balance sheet considers the maximum default risk. With the loans handed out, available-for-sale securities and the other assets this risk is to be neglected because of the little relevance for the consolidated financial statements. Cash in banks is being invested in the short-term and not within the risk-oriented field.

Concentration of the credit risk

Significant concentrations of the credit risk may occur mainly in connection with means of payment, cash equivalents and receivables. The company invests its liquid funds only with financial institutes of excellent credit standing.

Receivables result mainly from engineering services for car manufacturers and aviation companies. The managing board also monitors the factor’s credit risk for sold receivables.

Credit is only granted after the examination of the financial situation of the customers; collateral is generally not required. The managing board monitors the risk of default and has made valuation adjustments as far as necessary.

Stock option plan

The special meeting of shareholders resolved on March 27, 2000 the "Aktienoptionsplan Rücker 2000" ("Stock option plan Rücker 2000"). This option plan intends the issue of unalienable stock options for up to 615,000 common stocks to members of the managing board of Rücker AG, to members of the management of affiliated companies of Rücker AG and to branch heads and equated managers and to employees in managerial positions of Rücker AG and/or affiliated companies.

The option rights were to be issued until the end of 2003 in three annual tranches. The volume per tranche was limited to 50.0% of the total volume of the stock option plan. The issue was made in the years 2000, 2001 and 2002.

The exercise of the option rights is possible within five years after the end of the waiting period, which is two years after the allocation of the respectively granted option rights. The managing board may determine a longer waiting period of up to seven years with the consent of the supervisory board. The extension of the waiting period was not made with the option rights granted yet.

The exercise of the option rights is exclusively permitted within one of three possible exercise periods within a calendar year. Each exercise period lasts ten stock exchange work days, beginning with the respectively first stock exchange work day after the day of the ordinary general meeting of the shareholders, the day after the publication of the company data and balance sheet data for the 1st half year and the 3rd quarter of a year. As far as the end of a waiting period falls into an exercise period, this exercise period ends with the tenth stock exchange workday after the end of this waiting period.

The exercise price corresponds to the closing price of the Rücker AG share of stock at the Frankfurt Stock Exchange, Prime Standard, on the day of the granting of the option right by conclusion of the option rights contract, plus a premium of 5.0% as performance goal. Differing from this corresponds the exercise price for option rights issued before exchange market listing to the initial offering price at introduction of the Rücker AG share of stock into the Frankfurt Stock Exchange, plus a premium of 10.0% as performance goal.

The following table shows the stock development of the outstanding option rights during the business years 2008 and 2009:

	Number of Subscription Rights of Shares of the Rücker AG	Average Exercise Price in EUR
Number as at January 1, 2008	121,325	5.83
Forfeited during the Business Year 2008	94,450	6.64
Number as at December 31, 2008	26,875	3.00
Exercised during the Business Year 2009	1,700	3.00
Forfeited during the Business Year 2009	25,175	3.00
Number as at December 31, 2009	**0**	

During the business years 2003 through 2009 no further option rights were granted.

The following table shows the allocated options as at December 31, 2009:

	Pieces of Options	**Exercise Price in EUR**
Allotted during the Year 2000	208,216	22.00
Allotted during the Year 2001	214,550	6.72
Allotted during the Year 2002	188,534	3.00
Total of allotted options	**611,300**	
thereof		
- forfeited in previous years	476,875	
- exercised in previous years	107,550	
- forfeited in 2009	25,175	
- exercised in 2009	1,700	
Number as at December 31, 2009	**0**	

Market value establishment according to the Black-Scholes-Option price model

	As at 2002
Risk free investment rate of interest	5.0%
Expected dividend yield	1.6%
Expected volatility	58%
Expected term	42 months
Market price (Fair Value)	**1.04 €**

1.700 stock options from the allocation of the year 2002 were exercised during the business year 2009. The respective market prices of the shares of stock refers to the exercise day.

Exercised on	Price in Euro	Pieces
18.08.2009	4.55	1,700
		1,700

Other information on financial assets and liabilities

kEUR ASSETS	Fair Value 2009	Book Value 2009	Fair Value 2008	Book Value 2008
Cash in hand	37	37	37	37
Bank balances	11,314	11,314	12,540	12,540
Receivables from the factor	6,053	6,053	10,020	10,020
Lendings and receivables to third parties	459	459	741	741
Available-for-sale-securities	181	181	217	217
Trade receivables net from third parties	19,548	19,548	23,242	23,242
Trade receivables from affiliates	0	0	0	0
Other receivables from third parties	8,540	8,540	8,364	8,364
Other receivables from affiliates	0	0	7	7
	46,132	**46,132**	**55,168**	**55,168**
LIABILITIES	**2009**	**2009**	**2008**	**2008**
Loans from banks	16,611	16,611	18,330	18,330
Loans from third parties	231	231	272	272
Leasing liabilities intangible fixed assets	33	35	107	99
Leasing liabilities tangible fixed assets	1,521	1,618	2,609	2,416
Trade liabilities - to third parties	4,854	4,854	4,798	4,798
- to affiliated companies	54	54	54	54
Liabilities for outstanding invoices	1,225	1,225	1,254	1,254
Trade liabilities for affiliates	17	17	43	43
Other liabilities to third parties	2,988	2,988	4,198	4,198
Liabilities other taxes	4,064	4,064	5,418	5,418
Other liabilities to affiliated persons	943	943	2,604	2,604
	32,541	**32,640**	**39,687**	**39,486**

At the end of the year 2009 the interest rate stipulated for fixed-interest loans corresponded roughly to the current market interest rates. Therefore the book values are mainly identical with the market values for the loans.

Related parties

The chairman of the executive board owns through a company, which is at 100% attributable to him, 58.86% of the 8,379,194 issued stocks. Therefore the chairman of the managing board has dominating influence on the management of the Rücker Group.

Between the group and affiliated companies, respectively persons, the following material business transactions took place:

in kEUR	**31.12.2009**	**31.12.2008**
Group with supervisory board		
Remuneration and expenses	89	96
Liabilities from remuneration	42	65
Counselling expenses	132	143
Liabilities from counselling	2	6
Group with chairman of the management Board		
Commission on guaranty expenses	129	229
Rental expenses Troisdorf	0	2
Liabilities from remuneration	300	500
Receivable overpayment	0	8
Received loan from Rücker Ges.m.b.H, Wien	0	500
Repayment for the loan from Rücker Ges.m.b.H, Wien	0	-500
Interest for loans	0	2
Bank expenses and fees	0	4
Payment of the purchase price Rücker Immobilien	1,400	1,000
Liabilities from purchase price, Rücker Immobilien	479	1,740
Dividend liabilities Rücker Immobilien previous years	38	37
Group with management board		
Other liabilities from remuneration	100	300
Other operating income	0	1
Group with Nosta		
Translation services, expenses	96	79
Lease car, expenses	25	47
Group with Rücker Immobilien (until 30.9.08)		
Lease	0	225

Directors' dealings

During the year 2009 no directors' dealings transactions according to section 15a WpHG (German Securities Trade Act) were reported.

Notification on voting rights in the Rücker AG according to section 21 paragraph 1 WpHG

The BEKO Holding AG, Nöhagen, Austria, informed us according to section 21 paragraph 1 WpHG on December 9, 2009 that its share in the voting rights in the Rücker AG, Kreuzberger Ring 40, Wiesbaden, Germany, ISIN: DE0007041105, WKN: 704110, fell below the threshold of 3% of the voting rights on December 2, 2009 and is now 2.95%. This equals 247,449 voting rights.

The CROSS Industries AG, Wels, Austria, informed us according to section 21 paragraph 1 WpHG on December 21, 2009 that its share in the voting rights in the Rücker AG, Kreuzberger Ring 40, Wiesbaden, Germany, ISIN: DE0007041105, WKN: 704110, fell below the threshold of 3% on November 24, 2009. The company holds no voting rights any more.

The Pierer GmbH, Wels, Austria, informed us according to section 21 paragraph 1 WpHG on December 21, 2009 that its share in the voting rights in the Rücker AG, Kreuzberger Ring 40, Wiesbaden, Germany, ISIN: DE0007041105, WKN: 704110, fell below the threshold of 5% on November 24, 2009. The company holds no voting rights any more.

The Knünz GmbH, Dornbirn, Austria, informed us according to section 21 paragraph 1 WpHG on December 21, 2009 that its share in the voting rights in the Rücker AG, Kreuzberger Ring 40, Wiesbaden, Germany, ISIN: DE0007041105, WKN: 704110, fell below the threshold of 3% on November 24, 2009. The company holds no voting rights any more.

Stefan Pierer, Austria, informed us according to section 21 paragraph 1 WpHG on December 21, 2009 that his share in the voting rights in the Rücker AG, Kreuzberger Ring 40, Wiesbaden, Germany, ISIN: DE0007041105, WKN: 704110, fell below the threshold of 3% on November 24, 2009. He holds no voting rights any more.

Dr. Rudolf Knünz, Austria, informed us according to section 21 paragraph 1 WpHG on December 21, 2009 that his share in the voting rights in the Rücker AG, Kreuzberger Ring 40, Wiesbaden, Germany, ISIN: DE0007041105, WKN: 704110, fell below the threshold of 3% on November 24, 2009. He holds no voting rights any more.

The managing board of the Rücker AG authorized the publication of the consolidated financial statements on March 5, 2010.

Wiesbaden, March 5, 2010

Rücker Aktiengesellschaft

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Wolfgang Rücker	Jürgen Vogt
- Director -	- Director --

Responsibility Statement

To the best of our knowledge, and in accordance with the applicable reporting principles, we are asserting that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the group, and the group management report includes a fair review of the development and performance of the business and the position of the group, together with a description of the principal opportunities and risks associated with the expected development of the group.

Wiesbaden, March 5, 2010

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Wolfgang Rücker	Jürgen Vogt
- Director -	- Director -

„ **Auditors' Opinion**

We have audited the consolidated financial statements prepared by the Rücker AG, Wiesbaden, consisting of statement of financial position, statement of profit and loss, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes - as well as the group management report for the Business Year from January 1, 2009 to December 31, 2009. The preparation of the consolidated financial statements and the group management report according to the International Financial Reporting Standards (IFRS), as to be applied within the European Union, and to the regulations to be applied additionally according to section 315a paragraph 1 HGB (German Commercial Code) is the responsibility of the company's statutory representatives. Our responsibility is to express an opinion on the consolidated financial statements and the group management report based on our audit.

We conducted our audit of the consolidated financial statements in accordance with section 317 HGB and the German generally accepted standards for the audit of consolidated financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW). These standards require that we plan and perform the audit such that material misstatements affecting the presentation of net assets, financial positions and results of operations conveyed by the consolidated financial statements under observance of applicable accounting requirements and by the group management report detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the group of companies, and evaluations of possible misstatements, are taken into account in the determination of audit procedures. The effectiveness of the accounting related internal control system and the evidence supporting disclosures in the consolidated financial statements and the group management report are examined primarily on a test basis within the framework of the audit. The audit includes assessment of the financial statements of the companies integrated into the consolidated financial statements, definition of the consolidated group, the applied principles of accounting and consolidation and of the main assessment of the statutory representatives as well as evaluating the overall presentation of the consolidated financial statements and the group management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit did not result in any objections.

In our opinion on the base of the knowledge obtained during the audit, the consolidated financial statements comply to the International Financial Reporting Standards (IFRS), as to be applied within the European Union, and to the regulations to be applied additionally according to section 315a paragraph 1 HGB (German Commercial Code) and present, in compliance with these regulations, a true and fair view of the net assets, financial positions and results of operations of the group of companies. The group management report is in accordance with the consolidated financial statements and overall conveys a correct presentation of the group's situation and represents the chances and risks of the future development correctly."

Wiesbaden, March 5, 2010

BDO Deutsche Warentreuhand
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Schumacher	Alten
Auditor	Auditor

Disclaimer

This report contains forward-looking statements that are based on management's current estimations of future developments. Such statements are subject to certain risks and uncertainties. Should one of these uncertainty factors or other unforeseeable circumstances materialize or the assumptions on which the statements are made prove to be incorrect, the actual results could deviate materially from the results stated or implicitly expressed in these statements. We therefore neither have the intention nor undertake any obligation to continuously update forward-looking statements as these originate exclusively based on the circumstances on the day of their publication.