# **TIPTEL AG**

First Interim report of the TIPTEL Group for the period from January 1 to March 31, 2006









#### Letter to the Shareholders

#### Dear shareholders and business friends,

TIPTEL started the year 2006 with a positive trend. In the first three months of 2006 the TIPTEL Group stated an enjoyable turnover development. With 9.53 MEUR the revenues increased compared to the 2005 reference value of 8.20 MEUR significantly by 16.2 per cent. Mainly this growth can be attributed to the DECT business sector which earned a plus of 1.9 MEUR in the quarter's comparison.

On the earnings' side TIPTEL achieved earnings before interest and taxes (EBIT) of 0.36 MEUR and thus an EBIT margin of 3.8 per cent. In the 2006 business year TIPTEL plans an EBIT margin of 2.5 per cent in total. The first quarter of 2006 therefore lies with 1.3 percentage points above the company's annual target. Nevertheless, the increase rate of the first quarter cannot offhand be transferred to the following quarters. With the basis of the achieved EBIT margin of 3.8 per cent in the first quarter we are confident to reach the planned EBIT margin of 2.5 per cent for the total business year.

On the products' side we have continued our strategy from the past business year also in the first quarter of 2006. As complete supplier in the telecommunications sector we focus unchanged on a balanced relationship between growth and classic business sectors in the product development. Thus, at the beginning of the year we successfully introduced the message centre tiptel 545 pro to the market. With this reasonably priced professional solution we mainly address small enterprises and office communities which are interested in giving a professional first impression upon incoming calls. This is guaranteed optimally by the possible selection of subscribers by keystroke, by personal mailboxes and a music-on-hold function which imports music or information messages to the PABX system.

With the tiptel 63 system and the tiptel 65 system we further graded up our modular PABX system tiptel 6000 business in January. These system telephones offer the approved functions and quality but have been completely revised regarding form and design. At the same time, by connecting the newly introduced multi-function card tiptel 6130 to the tiptel 6000 business a professional call and voicemail management as well as VoIP voice compression and echo suppression is possible.

At the occasion of this year's CeBIT we presented further system telephones for the PABX family tiptel 30xx. The tiptel 83 system and the tiptel 85 system offer utmost ease of use and professional functions such as busy signals for other internal extensions. In addition, at Hanover we introduced reasonably priced solutions in the Voice-over-IP sector for small and medium-sized enterprises interested in reducing their telephone costs. Connected to an existing ISDN PABX system the VoIP/ISDN gateway tiptel 40 VoIP allows free SIP calls to users of the same network. The tiptel cyberBox 250 is a reasonable upgrading for PABX systems or even single telephones which even brings Skype\* pleasure to mobile phones without being locally restricted. And with the new USB telephones tiptel 117 USB phone and tiptel 118 USB phone Internet telephony via the Skype\* network will become even more comfortable. Finally, at the CeBIT we also presented a new family of comfort-telephones comprising two analogue telephones: the tiptel 140 and the tiptel 160. These telephones are optimised for connection to PABX systems but they can also be used as single telephones directly at analogue telephone mainlines.

At the beginning of March the tiptel *easy*DECT XL<sub>2</sub>, an optimal solution for all people who depend on easy use due to health reasons, was awarded with the GGT seal of approval and the overall score 1.9 (good). This is a certificate of the "Deutsche Gesellschaft für Gerontotechnik" (German Society for Geronto-technics) for high-quality products which fulfil the special requirements of elderly people in handling technical devices.

At the beginning of the year we proved that we do not only comply with qualitatively highest requirements but also give high priority to environmental regulations. Already by January 1 we prepared our production for lead-free processes which are necessary in order to comply with the EU directive valid from July 1, 2006 concerning the Restriction of Use of Certain Hazardous Substances in Electrical and Electronic Equipment (RoHS) for electric and electronic devices newly put in circulation. By this early measure we guaranteed that the new environmental regulation does not have any impact on the usual high product quality.

Supported by the business development of the first quarter 2006 we are operatively on a good way. We are confident that this will be confirmed in the further course of the year. However, the EBIT margin of 3.8 per cent achieved in the first quarter will not be transferable to the total year but we still expect to reach the forecast of 2.5 per cent.

Yours,

Werner Materna

Management Board

Werner Stone

<sup>\*</sup>Skype is a registered trademark and Internet telephony service of Skype Technologies S.A., Luxembourg. Skype Technologies S.A. does not have any connection to TIPTEL AG neither commercially nor organisationally.

### Business development

In the first quarter of 2006 the TIPTEL Group could significantly increase the turnover from 8.20 MEUR to 9.53 MEUR. Mainly the **DECT** sector contributed to this positive development. Here, the turnover improved to 2.75 MEUR (previous year: 0.85 MEUR). The reason for this high turnover increase are deliveries of consumer products to a major European telecommunications provider which also reflect in the turnover of the Benelux countries.

Only the sectors **Analogue** and **Other** decreased in the first three months of 2006 with 3.13 MEUR (Q1/2005: 4.07 MEUR) and 0.46 MEUR (Q1/0.55 MEUR) compared to previous year's quarter.

In contrast, the TIPTEL Group could achieve slight increases in the other business sectors. In the **ISDN** sector the company reached revenues of 1.95 MEUR after 1.80 MEUR in the previous year's quarter, while the turnover in the sector of **Made-to-order production** improved to 1.21 MEUR (previous year: 0.91 MEUR). In the business sector of **Security Technology** the turnover was with 0.03 MEUR on previous year's level (0.02 MEUR).

Turnover according to	01.01. to	01.01. to
business sectors	31.03.2006	31.03.2005
	KEUR	KEUR
ISDN	1,948	1,804
DECT	2,748	851
Analogue	3,132	4,065
Security technology	25	23
Made-to-order-production	1,213	911
Other	461	547
Total amount	9,527	8,201

Upon considering the individual regions a different development is shown. Thus, mainly in the foreign countries the TIPTEL Group could increase the turnovers compared to previous year's quarter. In the Benelux countries the revenues significantly increased by 66.7 per cent from 2.25 MEUR to 3.75 MEUR and in other European countries from 1.44 MEUR to 1.58 MEUR. On the home market the turnover declined with 4.20 MEUR compared to previous year's period (4.51 MEUR).

Turnover in the primary segment	01.01. to	01.01. to
of TIPTEL Group in a survey	31.03.2006	31.03.2005
	KEUR	KEUR
Germany	4,198	4,506
Benelux countries	3,754	2,253
Other European countries	1,575	1,442
Total amount	9,527	8,201

### Earnings situation and cost development

At the end of the reporting period TIPTEL noted an EBITDA of 0.49 MEUR after 0.59 MEUR in the previous year. In the first quarter the EBIT amounted to 0.36 MEUR (Q1/2005: 0.39 MEUR). By March 31, 2006 the period's loss amounted to –0.06 MEUR after 0.11 MEUR in the previous year. The period's result includes a reversal of provisions affecting earnings to the amount of 0.22 MEUR, provisions which in the previous periods led to expenses in the personnel sector (see also "Other important incidents"). Regarding this period's result it has also to be observed that other shareholders are entitled to a result of 0.13 MEUR. The period's result before other shareholders amounts to 0.07 MEUR (Q1/2005: 0.11 MEUR).

The material cost quota increased from 46.3 per cent to 57.0 per cent. This change is largely due to the disproportionally increased sales revenues in the DECT sector and the therewith connected higher material expenses. TIPTEL could reduce the personnel expenses, the other operational expenses and the depreciations on fixed assets from a total sum of 4.47 MEUR to 4.34 MEUR.

With an EBITDA margin of 5.2 per cent achieved after the first three months of 2006 (previous year: 7.2 per cent) and an EBIT margin of 3.8 per cent (previous year: 4.8 per cent) the margin development can be presented as follows in the longer-term survey:

Survey of the EBIT and	EBIT	EBIT margin
EBIT margin development	in KEUR	in per cent
2003 p.a.	-785	-2.3
2004 p.a.	360	+1.1
2005 p.a.	401	+1.3
Q1/2006	360	+3.8

Survey of the EBITDA and	EBITDA	EBITDA margin
EBITDA margin development	in KEUR	in per cent
2003 p.a.	515	+1.5
2004 p.a.	1,157	+3.5
2005 p.a.	1,091	+3.6
Q1/2006	491	+5.2

### Assets and financial situation

By March 31, 2006 the balance sheet total of the TIPTEL Group increased from 17.22 MEUR to 18.66 MEUR.

Net worth and capital structure	31.03.2006	31.12.2005
Assets		
Short-term assets	10,437	9,175
Long-term assets	8,227	8,048
Liabilities		
Short-term liabilities	9,098	7,793
Long-term liabilities	8,802	8,747
Equity capital	764	683
Balance sheet total	18,664	17,223

Fundamental changes on the assets' side are the increase of the intangible assets by 0.24 MEUR, the increase of the account receivables by 0.51 MEUR and an inflow of liquid funds of 0.25 MEUR.

On the liabilities' side the equity capital of the TIPTEL Group improved by 11.9 per cent to 0.76 MEUR. The thereof resulting equity capital ratio of 4.1 per cent means a slight improvement compared to the end of the 2005 business year (4.0 per cent). In the reporting period the short-term debts increased from 7.79 MEUR to 9.10 MEUR. The main reason for this were the accounts payable which increased to 3.95 MEUR in the months from January to March (31.12.2005: 2.62 MEUR). The rise is basically linked with the increased deliveries of DECT consumer products.

In the first quarter of 2006 the financial situation of the TIPTEL Group presented as follows. The inflow from ordinary business activities increased to 0.38 MEUR by March 31, 2006 (Q1/2005: 0.30 MEUR), while the outflow for investments nearly remained unchanged with 0.32 MEUR compared to previous year's quarter (0.32 MEUR). The cash-flow from financing activities improved from –0.16 MEUR to 0.18 MEUR.

#### Orders-on-hand

By March 31, 2006 the orders-on-hand for TIPTEL AG and DFG amounted to 3.96 MEUR in total (comparable previous year's figure: 3.06 MEUR).

### Investments / Research & Development

In the first quarter of 2006 the investments in intangible assets and fixed assets amounted to 0.32 MEUR (previous year: 0.32 MEUR). Here, investments were mainly made in the development of new products.

The expenses in the sector of research and development amounted to 0.49 MEUR in total (previous year: 0.54 MEUR). Herein included are capitalised self-constructed assets according to IAS 38 to the amount of 0.29 MEUR (previous year: 0.31 MEUR).

#### Staff

At the cut-off dated the TIPTEL Group employed 250 persons in total (previous year: 260), there-of 213 persons in Germany (previous year: 224).

### **Investor Relations**

The TIPTEL share finished the first Xetra trading day of the 2006 business year at a price of 1.10 EUR. In the further course of the quarter the share reached its peak on January 15 with 1.38 EUR before quoting a price of 1.13 EUR at the cut-off date. After the end of the reporting period the share price increased a few days after the publication of the annual report to its preliminary annual peak of 1.48 EUR.

In the first quarter 2006 the preparation of the annual financial statement and the annual report 2005 were in the focus of our investor relations activities. Here, we especially concentrated on the growth subject Voice over IP in order to give our shareholders and other interested parties an impression of what is behind this trend.

The Annual General Meeting of TIPTEL AG planned for June 7, 2006 at Duisburg will be recalled by publication in the eBundesanzeiger on March 31, 2006 due to a significantly increased number of shareholders' notices to attend the Annual General Meeting compared to previous meetings; TIPTEL AG has to assume that the capacity of the meeting place will be inadequate. The Annual General Meeting will be summoned newly at a later point in time and the shareholders of TIPTEL AG will receive the new invitations from their deposit managing banks. We would appreciate to welcome you personally at this year's Annual General Meeting. The Management Board and the Supervisory Board will then explain the business development 2005 in detail and will inform about the development of the current business year.

If you like to receive even more detailed information regarding the TIPTEL AG, all information is available on our homepage under www.tiptel.de.

### Other important incidents

In the framework of the annual report 2005 of TIPTEL AG the company reported about patent disputes and a future-oriented agreement regarding the use of licences to which the Supervisory Board still has to agree. This agreement was now approved by the Supervisory Board and was integrated into an patent-licence-contract.

Furthermore, in the annual report 2005 TIPTEL AG reported about the cancellation of the collectively-agreed wages scales based on the scales for the industry by February 28, 2006 and the therewith connected risk of industrial action measures. The Management Board, the employees and the IG Metall (trade union) agreed by a new contractual regulation to a new collectively-agreed wages scales together with other agreements. Thus, among others, from June 1, 2006 the valid collective agreements of the metal and electronic industry NRW (North-Rhine-Westphalia) in their respective version are effective.

### Incidents after the end of the reporting period

No special incidents occurred after the end of the reporting period.

#### Future business outlook

In total, the business figures of the first three months of 2006 met the framework of our expectations. We will continue our successful strategy regarding product development and will further on focus on a balanced relationship between innovative and classic communications solutions. Thus, in the current 2006 business year we will invest gradually in the growth of the sectors VoIP, PABX systems and telephones. Here, also in future we would like to offer to our customers the usual high-quality products which correspond to their individual requirements.

Moreover, we will still adapt our organisational structures and optimise our costs. The general strategy should lead to a significant increase of the EBIT margin from 1.3 per cent to 2.5 per cent at the end of the 2006 business year.

### Additional explanations:

- 1. The balancing and valuation methods as well as the means of calculation used for the year up to December 31, 2005 remained unchanged for the period up to March 31, 2006.
- 2. The interim report of the TIPTEL Group for the period of January 1 to March 31, 2006 is in accordance with the International Financial Reporting Standards (IFRS) in connection with IAS 34.
- 3. Compared to the consolidated annual financial statement by December 31, 2005 the basis of consolidation remained unchanged.
- 4. As to the evaluation of the essential chances and risks for the future development under consideration of the further unstable market situation no significant changes result concerning the statements of the annual report 2005.

# Consolidated profit and loss account of TIPTEL AG as of Januar 1 to March 31, 2006

	erim Report 1/2006 01.01.2006 31.03.2006	Interim Report I/2005 01.01.2005 to 31.03.2005	3-Month- Report 01.01.2006 to 31.03.2006	3-Month- Report 01.01.2005 to 31.03.2005
	KEUR	KEUR	KEUR	KEUR
1. Revenues	9,527	8,201	9,527	8,201
Other operating income	311	135	311	135
3. Changes in inventories				
finished and unfinished goods	78	136	78	136
4. Other capitalized service	290	309	290	309
5. Costs of materials	-5,511	-3,932	-5,511	-3,932
6. Personnel expenses	-2,895	-2,996	-2,895	-2,996
7. Depreciation on fixed assets				
and intangible assets	-131	-198	-131	-198
8. Other operating expenses	-1,312	-1,278	-1,312	-1,278
9. Profit from operating activities	357	377	357	377
10. Interest income	-114	-123	-114	-123
11. Foreign currency exchanges gains/loss	s –4	6	-4	6
12. Other income/expenses	7	9	7	9
13. Result before income taxes	246	269	246	269
14. Income taxes	-180	-163	-180	-163
15. Annual profit	66	106	66	106
16. Earnings entitled to				
other shareholders	-129	_	-129	_
17. Earnings entitled to				
group shareholders	-63	106	-63	106
Earnings per share (basic)				
in EUR	-0.01	0.02	-0.01	0.02
Weighted average shares				
outstanding (basic)	5,220,972	5,220,972	5,220,972	5,220,972

# Consolidated Balance Sheet of TIPTEL AG as of March 31, 2006

	As of 31.03.2006	As of 31.12.2005
	KEUR	KEUR
ASSETS		
A Current assets		
I. Liquid funds	559	313
II. Trade accounts receivable	2,658	2,151
III. Inventories	6,287	6,014
IV. Financial receivables	554	416
V. Other current assets	379	281
Total current assets	10,437	9,175
B Non current assets		
I. Property, plant and equipment	2,063	2,105
II. Intangible assets	2,587	2,352
III. Financial assets	1,637	1,637
IV. According to equity accounting investments	6	6
V. Deferred taxes	1,934	1,948
Total non current assets	8,227	8,048
Total Assets	18,664	17,223
A Current liabilities	0.050	0.044
I. Trade accounts payable	3,952	2,616
II. Financial liabilities	1,792	1,661
III. Income tax payable	109	18
IV. Other Provisions and accruals	2,212	2,298
V. Other liabilities	1,033	1,200
Total current liabilities	9,098	7,793
B Non current liabilities		
I. Financial liabillities	2,248	2,249
II. Deferred tax liabilities	777	725
III. Provisions for pensions	3,229	3,224
IV. Other liabilities	2,548	2,549
Total non current liabilities	8,802	8,747
C Shareholders' equity		
I. Subscribed capital	13,347	13,34
II. Capital reserve	540	540
III. Balance sheet loss	-5,547	-5,484
IV. Accumulated other comprehensive loss	-8,041	-8,056
V. Minority interests	465	336
Total shareholders' equity	764	683
Total Liabilities	18,664	17,223

# Consolidated cash-flow statement of TIPTEL AG as of January 1 to March 31, 2006

		01.01. to 31.03.2006	01.01. to 31.03.2005
		KEUR	KEUR
1.	Group net profit (+) for the year prior to		
	tax on profits	+ 246	+ 269
2.	Depreciation (+) / write-ups (-) on fixed assets	+ 131	+ 198
3.	Interest increase (+)	+ 114	+ 124
4.	Increase (+) / decrease (-) in provisions	./. 81	+ 278
5.	Profit (-) / loss (+) from disposal of fixed assets	./. 0	./. 1
6.	Outflow (–) for interest	./. 19	./. 23
7.	Outflow (–) for tax on profits	./. 24	./. 29
8.	Increase (-) / decrease (+) in inventories,		
	receivables and other assets	./. 1,168	./. 743
9.	Increase (+) / decrease (-) in accounts payable		
	from goods and services and other liabilities		
	(without financing and investing activities)	+ 1,184	+ 230
10.	Cash-flows from operating activities	+ 383	+ 303
11.	Inflow (+) from tangible asset disposals	+ 0	+ 2
12.	Outflow (-) for investments in fixed assets	./. 34	./. 19
13.	Outflow (-) for investments in intangible assets	./. 290	./. 315
14.	Inflow (+) from financial asset disposals	+ 0	+ 10
15.	Inflow (+) from interest received	+ 0	+ 0
16.	Cash-flows from investing activities	./. 324	./. 322
17.	Inflow (+) from increase in borrowings	+ 375	+ 73
18.	Outflow (-) for repayments on borrowings	./. 100	./. 133
19.	Outflow (–) from interest	./. 88	./. 97
20.	Cash-flows from financing activities	+ 187	./. 157
21.	Change in cash and cash equivalents		
	affecting cash-flow	+ 246	./. 176
22.	Cash and cash equivalents at beginning of period	313	533
23.	Cash and cash equivalents at end of period	559	357
	- thereof liquid assets	535	282
	- thereof pledged assets	24	75

# Schedule of TIPTEL group equity capital as of March 31, 2005

	Subscribed capital	Capital- Reserve	Accumulated other comprehensive loss	Balance sheet loss	Total
	KEUR	KEUR	KEUR	KEUR	KEUR
As of 31.12.2004	13,347	540	-8,302	-4,688	897
Transfers			453	-453	0
Net profit for the period				106	106
Other neutral change			15		15
As of 31.03.2005	13,347	540	-7,834	-5,035	1,018

# Schedule of TIPTEL group equity capital as of March 31, 2006

	Subscribed capital	Capital- reserve	Accummulated other comprehensive loss	Balance sheet loss	Shares of other share- holders	Total
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
As of 31.12.2005	13,347	540	-8,056	-5,484	336	683
Net profit for the period				-63	+129	66
Currency translation			15	•	·	15
As of 31.03.2006	13,347	540	-8,041	-5,547	465	764

# Segment reporting

PRIMARY SEGMENT 2006 (G	EOGRAPHI	CAL SEGN	IENT)			
	Rest of Germany	Benelux	Europe	Interseg- ment Transfer	Elimi- nations	Total
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Earnings						
Sales revenue with third parties	4,198	3,754	1,575	0		9,527
Inter-segment transfer	1,173	236	190	+1,599		0
Total revenue with third parties	5,371	3,990	1,765	-1,599		9,527
Segment result from						
ordinary activity	-8	378	-20		7	357
Interest income						-114
Foreign currency exchange gains/loss						-4
Other income/expenses						7
Income taxes						-180
Annual profit						66
Other Information						
Segment assets	19,087	4,021	3,281		-9,659	16,730
Segment debts	13,335	4,210	4,356		-4,777	17,124
Purchase costs for						
fixed tangible assets	34					34
Purchase costs for			-		-	
fixed intangible asset	290					290
Depreciation	106	11	13			130

	ISDN	DECT	Analogue	Others	Security- technology	Made-to- order production	Total
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Earnings							
Sales revenue with third parties	1,948	2,748	3,132	461	25	1,213	9,527
Inter-segment transfer							
Total revenue with third parties	1,948	2,748	3,132	461	25	1,213	9,527
Segment result from							
ordinary activity	-232	187	47	186	6	163	357
Interest income							-114
Foreign currency exchange gains/loss							-4
Other income/expenses							-
Income taxes							-180
Annual profit							66
Other Information							
Segment assets	3,420	4,826	5,500	810	44	2,130	16,73
Segment debts	3,501	4,939	5,629	829	45	2,181	17,12
Purchase costs for	•						
fixed tangible assets	7	10	11	2		4	34
Purchase costs for							
fixed intangible assets	209		81				29
Depreciation	60	7	58	5	·		130

	Rest of Germany	Benelux	Europe	Interseg- ment Transfer	Elimi- nations	Total
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR
Earnings						
Sales revenue with third parties	4,506	2,253	1,442	0		8,201
Inter-segment transfer	1,704	118		+1,822		0
Total revenue with third parties	6,210	2,371	1,442	-1,822		8,201
Segment result from						
ordinary activity	129	200	-12		60	377
Interest income						-123
Foreign currency exchange gains/loss						6
Other income/expenses						9
Income taxes						-163
Annual profit						106
Other Information						
Segment assets	21,927	2,696	2,650		-10,297	16,976
Segment debts	15,008	3,616	3,824		-5,173	17,275
Purchase costs for						
fixed tangible assets	16	1	2			19
Purchase costs for						<u> </u>
fixed intangible assets	315					315
Depreciation	175	11	12		-	198

	ISDN	DECT	Analogue	Others	Security- technology	Made-to- order production	Gesam
	KEUR	KEUR	KEUR	KEUR	KEUR	KEUR	KEUF
Earnings							
Sales revenue with third parties	1,805	851	4,065	546	23	911	8,20
Inter-segment transfer							
Total revenue with third parties	1,805	851	4,065	546	23	911	8,20
Segment result from							
ordinary activity	197	109	-157	141	1	86	377
Interest income							-12
Foreign currency exchange gains/loss							(
Other income/expenses							
Income tax							-16
Annual profit							100
Other Information							
Segment assets	3,736	1,762	8,414	1,131	47	1,886	16,97
Segment debts	3,801	1,793	8,562	1,151	48	1,919	17,27
Purchase costs for							
fixed tangible assets	4	2	9	1		3	1
Purchase costs for							
fixed intangible assets	258	1	55			1	31
Depreciation	57	5	125	9		1	19

#### Shareholder structure

TIPTEL AG shows the following shareholder structure by March 31, 2006:

Erhard Schäfer 11.5 per cent Free float 88.5 per cent

### **Directors Holdings**

The following shares were held by members of the Management Board and the Supervisory Board by March 31, 2006:

### **Management Board**

Werner Materna 300

### **Supervisory Board**

Erhard Schäfer 600,460 Rudolf Breiden 10 Ulrike Theiner 101

No TIPTEL shares were held by the other members of the executive bodies at the above mentioned cut-off date. No suscription rights were conferred on members of the executive bodies or other employees.

### Service

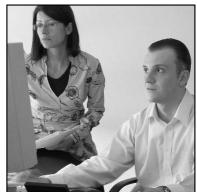
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### Dates for interim reports in 2006

August 31, 2006 Interim report 02/2006 November 30, 2006 Interim report 03/2006









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