

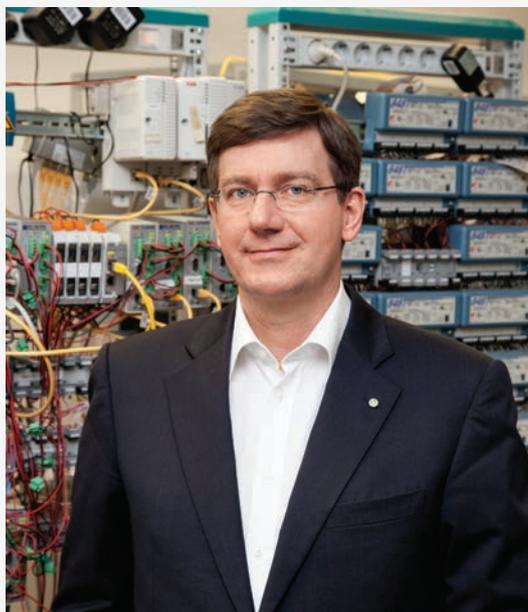
3/2014

## Quarterly Financial Report



- ▶ Revenue up more than 35 %
- ▶ Q3-EBIT more than doubled
- ▶ Excellent contributions from acquisitions

**softing**



**Dear Shareholders, Employees,  
Friends and Partners of Softing,**

Softing once again delivers as promised! I am delighted to present outstanding financial results for the third quarter. Softing boosted revenue by more than 50 % to EUR 19.6 million (previous year: EUR 12.8 million). EBIT more than doubled from EUR 1.1 million to EUR 2.5 million. We also recorded a twofold increase in EPS to around EUR 0.23 in the third quarter (previous year: EUR 0.12).

We therefore posted a jump in revenue of over 35 % in the first nine months to EUR 53 million (previous year: EUR 38 million) and significantly expanded our business volume. EBIT in this period amounted to EUR 4.5 million (previous year: EUR 4.2 million). This includes all extraordinary expenses from our 2014 acquisitions that substantially impacted on earnings in the first six months of the year. Earnings per share for the first three quarters were EUR 0.44 (previous year: EUR 0.46), down slightly on the previous year due to the capital increase of just under 7 %. Incoming orders were up more than 34 %, totaling EUR 53.8 million for the first nine months of the year.

The adjacent table shows the most important key figures at a glance.

In the Automotive Electronics segment, revenue rose by 15 % in the first nine months of 2014 to EUR 21.7 million (previous year: EUR 18.9 million) based on organic growth alone. The increase in Automotive Electronics revenue is primarily attributable to series production in the vehicle diagnosis business. This business saw very high customer demand for legacy products, which we were able to manufacture and deliver without development expenses. In addition, our software development tools for electronic control units enabled us to acquire new customers in Europe and Asia, who will develop software for control units using our tools for years to come.

Revenue in the Industrial Automation segment rose over 60 % to EUR 31.5 million (previous year: EUR 19.4 million). In this segment, the companies acquired in the the first half year helped to boost revenue and EBIT. It is remarkable that not only did we post revenue generated by our new subsidiaries for the first time but our subsidiaries themselves achieved substantial growth year-on-year in their American and Asian markets. These stand in contrast to Germany and the rest of Europe, where we witnessed moderate to no growth.

We are still concerned about the economic environment in Germany and Europe. Whereas the economic climate is difficult, the political situation is just dreadful. A central evil of the crisis over the past 10-15 years is becoming increasingly clear: Southern and Central Europe are in the stranglehold of the unions. Across the board, strikes are being exploited for political purposes. The most recent strikes by train drivers and pilots had nothing to do with wages. All they did was serving political power struggles for spheres

All figures in EUR million	Quarterly report III/2014	Quarterly report III/2013	Nine-month report 2014	Nine-month report 2013
Incoming orders	17.8	12.6	53.8	40.1
Revenue	19.6	12.8	53.2	38.3
Earnings (EBIT)	2.6	1.1	4.3	4.2
Net profit for the year	1.7	0.7	3.0	2.9
Earnings per share in EUR	0.26	0.12	0.47	0.46

of influence. This has caused losses for us all running into hundreds of millions of euros. However, in the political arena there is a complete lack of willingness to limit this shameless misuse of the right to strike. Two Frankfurt courts actually unanimously found in two instances that the train drivers strikes were reasonable and legally unobjectionable. In this chaos, we are tempted to remove and resurrect Margaret Thatcher from her grave with our bare hands!

Wherever you look in Europe there is nothing but state regulation – the trust of our politicians in a liberal market economy, which generated prosperity in the West since the mid-20th century and differentiated us from the socialist planned economy in the East, has all but disappeared. At the same time, Germany is about to nominate a communist minister-president in the federal state of Thuringia who will continue the history of the East German communists (SED), with Social Democrats and Greens groveling before him. Just listen to the words of Günter Schabowski, a former East German communist party official who is intimately familiar with the SED dictatorship: “Who would ever have thought that the posthumous poisonous yeast of the SED would still have so much virulence in the political dough of the Federal Republic?” or, as Wolf Biermann recently called them during a presentation in the German parliament, the “miserable remainder of dragon spawn.”

As a company, we have no choice but to prepare ourselves for this. If policy makers in Germany continue to work against the economy and gainful employment, then we will have to change our regional focuses. Our attention is increasingly being drawn to the US and Asian markets, where we find an economic climate in which it is still worth investing. Therefore, the majority of our ongoing development initiatives targets products which are specifically developed for the US automation market. However, Asia is also of vital importance for us. In November 2014, Softing acquired the remaining equity interest in Psiber Data Pte. Ltd., Singapore, from the local co-founders and minority shareholders, which means that we now control all develop-

ment and marketing activities at Psiber. Our colleagues in Singapore are continuing to expand Psiber's presence in the Asian cable certification markets. Also, the Automotive Electronics segment is building up its market presence in Japan and Korea. We anticipate a whole range of new products at the end of 2015 that will give a substantial boost for additional organic growth starting in 2016.

November has traditionally been trade fair time for Industrial Automation. From November 19 on, we will be showcasing new Softing and OLDI products to US and international customers at the Rockwell Automation Fair in Anaheim, California. Starting November 25, we will then be exhibiting at SPS IPC DRIVES 2014 in Nuremberg, possibly the most important trade fair in our industry in Germany and Europe. We will be presenting new hardware and software products that have already generated a great deal of interest among customers ahead of the fair.

Communication on the capital markets will also be stepped up. Bolstered by its positive KPI's, Softing AG will again present itself to numerous analysts and institutional investors at the German Equity Forum in Frankfurt on November 26. This year, Softing is once again one of the companies that analysts most frequently seek out for discussions. Although we have doubled the number of appointments offered, we still cannot make contact with everyone. We are delighted to report that this interest has also substantially increased the liquidity of our shares.

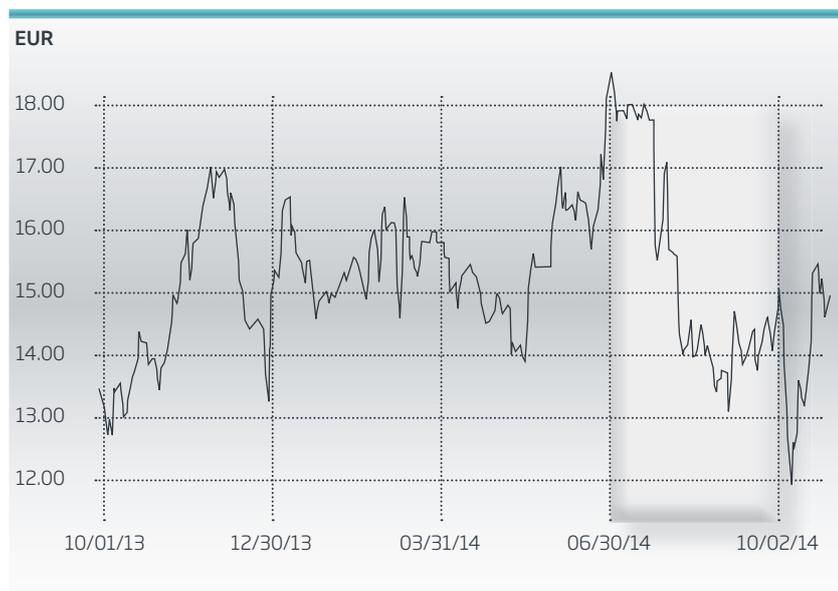
Dear Friends of Softing, we hope and expect that Softing's convincing performance in the coming months will continue to delight you and meet your high expectations.

Sincerely,



Dr. Wolfgang Trier  
(Chief Executive Officer)

## STOCK PRICE – DIRECTORS’ HOLDINGS – FINANCIAL CALENDAR



CLOSING PRICE,  
XETRA

### DIRECTORS’ HOLDINGS AS OF SEPTEMBER 30, 2014

Boards	Shares		Options	
	Sep. 30, 2014 Number	June 30, 2014 Number	Sep. 30, 2014 Number	June 30, 2014 Number
<b>Supervisory Board</b>				
-----				
Dr. Horst Schiessl (chairman), Attorney at Law, Munich	-	-	-	-
Dr. Klaus Fuchs (member of the Supervisory Board), graduate computer scientist / graduate engineer, Helfand	278,820	278,820	-	-
Andreas Kratzer, CPA, Switzerland (member of the Supervisory Board)	10,155	10,155	-	-
<b>Executive Board</b>				
-----				
Dr.-Ing. Dr. rer. oec. Wolfgang Trier, Munich	85,600	85,600	-	-
Maximilian zu Hohenlohe, Pfaffenhofen (until July 31 <sup>st</sup> , 2014)	-	-	-	-

### FINANCIAL CALENDAR

November 28, 2014	Equity Forum in Frankfurt/Main
March 31, 2015	2014 Annual Report
May 15, 2015	Quarterly Report 1/2015
August 14, 2015	Quarterly Report 2/2015
November 13, 2015	Quarterly Report 3/2015

# GROUP MANAGEMENT REPORT

## FOR THE 3/2014 QUARTERLY FINANCIAL REPORT

### Economic Environment

According to the latest forecasts by leading German economic research institutes, the German economy will grow by just 1.3 % in 2014 (projection in the previous quarter: 1.7 %). The forecasts for 2015 have also been cut to 1.3 %. In Europe, the Industrial Automation segment is unable to distance itself from this trend, whereas the Automotive Electronics segment is currently recording strong growth. For 2014 as a whole, Softing therefore estimates that the European Group companies in Industrial Automation will see only a modest increase in revenue, motivated by the behavior of individual customers rather than the economy. On account of the robust economic development in the United States, the Group companies there are not affected and continue to report healthy organic growth. Softing also expects Asia to maintain its good foundations for business.

### Results of operations

Revenue in the Automotive Electronics segment in the first nine months of 2014 rose by 15 % to EUR 21.7 million (previous year: EUR 18.9 million). The Industrial Automation segment recorded a revenue increase of more than 60 % to EUR 31.5 million (previous year: EUR 19.4 million). The increase in revenue in Automotive Electronics is fully attributable to organic growth, whereas Industrial Automation grew by making acquisitions. At EUR 53.2 million, the revenue of the Softing Group in the first nine months of 2014 thus was up EUR 14.9 million year on year (previous year: EUR 38.3 million). EBIT in the reporting period came in at EUR 4.3 million (previous year: EUR 4.2 million).

Earnings for the first nine months in the Industrial Automation segment were impacted by substantial non-recurring expenses caused by the acquisitions of Psiber Data GmbH headquartered in Krailling near Munich as of January 1, 2014 and of Online Development Inc. (OLDI) in Knoxville, Tennessee, United States, in May, as well as by the establishment of a brand new sales office in the United States. However, the two acquisitions already made an above-average contribution to both revenue and earnings in the third quarter. As of September 30, 2014, orders on hand in the Group totaled around EUR 8.0 million (June 30, 2014: EUR 9.2 million). The acquired companies contribute little to orders on hand because they nearly always deliver their products shortly after an order is placed. In the old companies, major customers placed substantial release orders, which allowed revenue to be generated from orders on hand. At Softing, orders on hand mostly rise in the first quarter of the year because it is then that customers place blanket orders for the year in question.

### Net Assets and Financial Position

The equity ratio as of September 30, 2014 was 50 % (December 31, 2013: 65 %). Softing AG successfully placed a total of 451,000 new shares with institutional investors in July 2014 in an accelerated bookbuilding procedure. After the completion of the capital increase, the Company's share capital amounts to EUR 6,959,438. All shares were placed without a discount at the current market price of EUR 16.80. Since this dispensed with the need to hold treasury shares as acquisition currency for the time being, Softing sold a total of 25,298 treasury shares in July at an average price of EUR 18.02 per share. Capital expenditure this year came to around EUR 25.0 million. Aside from EUR 11.0 million, these investments were financed from Softing's own funds. As a consequence of the high investments in new technologies as described and the acquisition of Psiber Data GmbH and Online Development Inc. and the offsetting capital measures, cash and cash equivalents decreased only by EUR 1.6 million to EUR 10.5 million, from EUR 12.2 million as of December 31, 2013.

### Research and Product Development

In the first nine months of 2014, Softing capitalized a total of EUR 3.0 million (previous year: EUR 2.8 million) for the development of new products and the enhancement of existing ones. Other significant amounts were expensed.

### Employees

As of September 30, 2014, the Softing Group had 435 employees (previous year: 343). During the reporting period, no stock options were issued to employees.

### Opportunities for the Company's Future Development

As of the reporting date of September 30, 2014, the Company's risk structure had not deviated significantly from the description in the consolidated financial statements for the year ended December 31, 2013. Material changes are also not expected for the remaining three months of 2014. For more detailed information, we refer to our Group Management Report in the 2013 Annual Report, page 4 et seq. Nevertheless, we refer to the changes in the economic conditions described in the opening section that could affect future revenue and earnings.

### Outlook

Based on the realignment of the U.S. business begun this year and its very strong positioning in its target markets, Softing expects revenue to grow to over EUR 70 million in 2014, with EBIT in a narrower range of EUR 5.5 million to EUR 6.5 million, in spite of the change in the underlying conditions. Comparing the operating segments, the EBIT margin in the Automotive Electronics segment is expected to be higher on account of high-margin call-offs of old products and a lack of extraordinary expenses.

### Events after the Reporting Period

After the reporting date, Softing AG acquired a further 45 % interest in Psiber Data Pte. Ltd. in Singapore from the minority shareholders. As a result, Softing has held 100 % of the shares in this company since November 6, 2014.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as of September 30, 2014 and December 31, 2013

Assets	EUR thousand	09/30/2014	12/31/2013
Cash and cash equivalents		10,514	12,116
Trade receivables		12,564	10,029
Inventories		8,557	4,660
Current income tax assets		91	103
Current financial assets		0	833
Other current assets		1,614	892
<b>Current assets, total</b>		<b>33,340</b>	<b>28,634</b>
Property, plant and equipment		1,454	1,366
Intangible assets		10,483	7,289
Goodwill		30,816	2,439
Deferred tax assets		1,107	509
<b>Non-current assets, total</b>		<b>43,860</b>	<b>11,604</b>
<b>Total assets</b>		<b>77,200</b>	<b>40,238</b>
<b>Equity and liabilities</b>	EUR thousand	09/30/2014	12/31/2013
Trade payables		3,841	2,357
Payables from customer-specific construction contracts		257	176
Provisions and accrued liabilities		533	210
Deferred revenue		2,074	1,598
Income tax liabilities		1,127	586
Short-term borrowings and current portion of long-term borrowings		1,601	195
Other current liabilities		5,555	5,249
<b>Current liabilities, total</b>		<b>14,988</b>	<b>10,370</b>
Deferred taxes		2,574	2,182
Pensions and similar obligations		1,562	1,504
Long-term borrowings without current portion		9,609	0
Other non-current liabilities		9,469	50
<b>Non-current liabilities, total</b>		<b>23,214</b>	<b>3,737</b>
Subscribed capital		6,959	6,443
Capital reserve		12,270	4,396
Treasury shares		-223	-287
Net retained profits (incl. retained earnings)		18,973	15,606
<b>Equity (Group share)</b>		<b>37,979</b>	<b>26,158</b>
Minority interests		1,019	-27
<b>Equity, total</b>		<b>38,998</b>	<b>26,131</b>
<b>Total equity and liabilities</b>		<b>77,200</b>	<b>40,238</b>

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the period from January 1 to September 30, 2014 and 2013

EUR thousand	Quarter III/2014 07/01/2014 - 09/30/2014	Quarter III/2013 07/01/2013 - 09/30/2013	Nine-month report 01/01/2014 - 09/30/2014	Nine-month report 01/01/2013 - 09/30/2013
<b>Revenue</b>	<b>19,619</b>	<b>12,784</b>	<b>53,209</b>	<b>38,283</b>
Other own work capitalized	987	756	3,017	2,797
Other operating income	249	195	528	421
<b>Operating income</b>	<b>20,855</b>	<b>13,735</b>	<b>56,754</b>	<b>41,501</b>
Cost of materials / Cost of purchased services	-7,345	-4,104	-19,293	-10,833
Staff costs	-7,927	-6,239	-23,100	-19,085
Depreciation, amortization and impairment losses	-941	-955	-3,287	-2,641
thereof impairment losses due to purchase price allocation	-79	-	-236	0
Other operating expenses	-2,087	-1,334	-6,497	-4,733
<b>Operating expenses</b>	<b>-18,300</b>	<b>-12,632</b>	<b>-52,177</b>	<b>-37,292</b>
<b>Profit/loss from operations (EBIT)</b>	<b>2,555</b>	<b>1,103</b>	<b>4,577</b>	<b>4,209</b>
Interest income	2	-8	48	93
Interest expense	-147	3	-369	-112
<b>Earnings before income taxes</b>	<b>2,410</b>	<b>1,098</b>	<b>4,256</b>	<b>4,190</b>
Income taxes	-687	-381	-1,211	-1,308
<b>Net profit for the year</b>	<b>1,723</b>	<b>717</b>	<b>3,045</b>	<b>2,882</b>
<b>Other comprehensive income</b>				
Difference from currency translation	-15	-7	0	10
Measurement of securities	0	-1	0	-25
<b>Subtotal of items of other comprehensive income that will be reclassified to profit or loss for the period</b>	<b>-15</b>	<b>-8</b>	<b>0</b>	<b>-15</b>
Profits from the sale of treasury shares	390	0	390	832
<b>Subtotal of items of other comprehensive income that will not be reclassified to profit or loss for the period</b>	<b>390</b>	<b>0</b>	<b>390</b>	<b>832</b>
<b>Total other comprehensive income for the period</b>	<b>375</b>	<b>-8</b>	<b>390</b>	<b>817</b>
<b>Total comprehensive income for the period</b>	<b>2,098</b>	<b>709</b>	<b>3,435</b>	<b>3,699</b>
<b>Net profit for the year attributable to:</b>				
Owners of the parent	1,781	714	3,010	2,873
Minority interests	-58	3	35	9
<b>Net profit for the year</b>	<b>1,723</b>	<b>717</b>	<b>3,045</b>	<b>2,882</b>
<b>Total comprehensive income for the period attributable to:</b>				
Owners of the parent	2,156	706	3,400	3,690
Minority interests	-58	3	35	9
<b>Total comprehensive income for the period</b>	<b>2,098</b>	<b>709</b>	<b>3,435</b>	<b>3,699</b>
Earnings per share (basic)	0.26	0.12	0.47	0.46
Earnings per share (diluted)	0.26	0.12	0.47	0.46
Average number of shares outstanding (basic)	6,519,574	6,136,480	6,508,242	6,256,402
Average number of shares outstanding (diluted)	6,519,574	6,136,480	6,508,542	6,256,402

# CONSOLIDATED STATEMENT OF CASH FLOWS

for the period from January 1 to September 30, 2014 and 2013

EUR thousand	Third quarter 01/01/2014 - 09/30/2014	Third quarter 01/01/2013 - 09/30/2013
<b>Cash flows from operating activities</b>		
Profit (before tax)	4,256	4,190
Depreciation, amortization and impairment losses on fixed assets	3,287	2,641
Other non-cash transactions	-143	10
<b>Cash flows for the period</b>	<b>7,401</b>	<b>6,841</b>
Interest income	-48	-93
Interest expense	369	111
Change in other provisions and accrued liabilities	323	0
Change in trade receivables	972	1,679
Change in other assets	-2,326	840
Change in trade payables	-753	-403
Change in other liabilities	416	-2,376
Interest received	48	93
Income taxes paid	-1,029	-1,308
<b>Cash flows from operating activities</b>	<b>5,371</b>	<b>5,384</b>
Investments in fixed assets	-1,235	-555
Cash paid for investments in internally generated intangible assets	-3,017	-3,046
Repayment for investments in financial assets	833	617
Cash paid for the acquisition of subsidiaries	-21,266	0
less acquired cash and cash equivalents	601	0
<b>Cash flows from investing activities</b>	<b>-24,084</b>	<b>-2,984</b>
Cash paid for dividends	-1,337	-1,709
Cash received from bank borrowings	11,000	0
Repayment of bank loans	-185	0
Cash received from capital increase	7,512	0
Cash received from the sale of treasury shares	454	1,317
Interest paid	-369	-111
<b>Cash flows from financing activities</b>	<b>17,075</b>	<b>-503</b>
<b>Net change in cash and cash equivalents</b>	<b>-1,638</b>	<b>1,897</b>
<b>Effects of exchange rate changes on cash and cash equivalents</b>	<b>36</b>	<b>0</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b>12,116</b>	<b>11,516</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>10,514</b>	<b>13,413</b>

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the period from January 1 to September 30, 2014 and 2013

EUR thousand	Subscribed capital	Capital reserve	Treasury shares	Retained earnings					Attributable to shareholders of Softing AG	Non-controlling interests	Total equity
				Other	Available-for-sale financial assets	Actuarial gains and losses	Currency translation	Total			
As of January 1, 2014	6,443	4,396	-287	16,497	1	-759	-134	15,605	26,157	-26	26,131
Dividend payment				-2,215				-2,215	-2,215		-2,215
Sale of treasury shares			64	390				390	454		454
Actuarial gains and losses						15		15	15		15
Addition from capital increase	516	7,874							8,390		8,390
Measurement of financial instruments				73	-1			72	72		72
Currency translation							2,095	2,095	2,095		2,095
Minority interests										1,010	1,010
Net profit for 2014				3,010				3,010	3,010	35	3,045
<b>As of September 30, 2014</b>	<b>6,959</b>	<b>12,270</b>	<b>-223</b>	<b>17,756</b>	<b>-</b>	<b>-744</b>	<b>1,961</b>	<b>18,973</b>	<b>37,979</b>	<b>1,019</b>	<b>38,998</b>

EUR thousand	Subscribed capital	Capital reserve	Treasury shares	Retained earnings					Attributable to shareholders of Softing AG	Non-controlling interests	Total equity
				Other	Available-for-sale financial assets	Actuarial gains and losses	Currency translation	Total			
As of January 1, 2013	6,443	4,396	-772	13,200	-9	-950	-115	12,126	22,193	-3	22,190
Sale of treasury shares			485	832				832	1,317		1,317
Dividend payment				-1,709				-1,709	-1,709		-1,709
Measurement of financial instruments					-24			-24	-24		-24
Currency translation							9	9	9		9
Minority interests								-	-	-9	-9
Net profit for 2013				2,165				2,882	2,882		2,882
<b>As of September 30, 2013</b>	<b>6,443</b>	<b>4,396</b>	<b>-287</b>	<b>14,488</b>	<b>-33</b>	<b>-950</b>	<b>-106</b>	<b>14,116</b>	<b>24,668</b>	<b>-12</b>	<b>24,656</b>

# CONSOLIDATED SEGMENT REPORTING

for the period from January 1 to September 30, 2014 and 2013

EUR thousand	Quarterly report III/2014 07/01/2014 - 09/30/2014	Quarterly report III/2013 07/01/2013 - 09/30/2013	Nine-month report 2014 01/01/2014 - 09/30/2014	Nine-month report 2013 01/01/2013 - 09/30/2013
<b>Automotive Electronics</b>				
Revenue	6,094	6,263	21,719	18,919
Segment result (EBIT)	1,271	574	3,119	2,303
Depreciation/amortization	323	348	1,052	967
Segment assets			13,617	11,792
Segment liabilities			6,328	4,720
Capital expenditure (not including long-term investments)	587	329	1,316	1,328
<b>Industrial Automation</b>				
Revenue	13,525	6,523	31,490	19,364
Segment result (EBIT)	1,267	529	1,458	1,906
Depreciation/amortization	556	551	2,053	1,507
Segment assets			53,964	12,640
Segment liabilities			15,587	4,574
Capital expenditure (not including long-term investments)	1,174	754	31,926	2,062
<b>Not allocated</b>				
Revenue	0	0	0	0
Segment result (EBIT)	0	0	0	0
Depreciation/amortization	62	56	182	167
Segment assets			9,619	13,805
Segment liabilities			16,287	4,287
Capital expenditure (not including long-term investments)	22	46	19	171
<b>Total</b>				
Revenue	19,619	12,786	53,209	38,283
Segment result (EBIT)	2,554	1,103	4,577	4,209
Depreciation/amortization	941	955	3,287	2,641
Segment assets			77,200	38,237
Segment liabilities			38,202	13,581
Capital expenditure (not including long-term investments)	1,783	1,129	33,261	3,561

# SELECTED EXPLANATORY NOTES TO THE INTERIM REPORT OF SOFTING AG AS OF SEPTEMBER 30, 2014

## 1. General Accounting Policies

The consolidated financial statements of Softing AG as of December 31, 2013 were prepared in accordance with the International Financial Reporting Standards (IFRSs) based on the guidance of the International Accounting Standards Board (IASB) applicable at the reporting date. The condensed interim consolidated financial statements as of September 30, 2014, which were prepared on the basis of International Accounting Standard (IAS) 34 "Interim Financial Reporting", do not contain all of the required information in accordance with the requirements for the presentation of the annual report and should be read in conjunction with the consolidated financial statements of Softing AG as of December 31, 2013. In general, the same accounting policies were applied in the interim financial statements as of September 30, 2014 as in the consolidated financial statements for the 2013 financial year.

## 2. Change in the Basis of Consolidation

Effective January 1, 2014, Softing AG acquired all interests in Psiber Data GmbH ("Psiber"), headquartered in Krailling near Munich, from the shareholders.

Psiber Data GmbH in turn holds a 55% equity interest in Psiber Data Pte Ltd Singapore.

Both entities have been controlled by the Softing Group in accordance with IFRS 10 since January 1, 2014 and are therefore consolidated in the consolidated financial statements of Softing AG.

Furthermore, effective May 22, 2014, Softing AG acquired all interests in Online Development Incorporated („OLDI“) headquartered in Knoxville, Tennessee, from the shareholders.

This entity has been controlled by the Softing Group in accordance with IFRS 10 since May 23, 2014 and is therefore consolidated in the consolidated financial statements of Softing AG.

There were no other changes to the basis of consolidation since December 31, 2013.

## 3. Disclosures Regarding the Acquisition of Psiber Data GmbH

Softing AG acquired all equity interests in Psiber Data GmbH with effect from January 1, 2014. Psiber is a provider of devices for the diagnosis of Ethernet cables, which are used in office installations and data centers as well as in industrial automation.

By acquiring Psiber, Softing will close the strategic gap in mobile devices for diagnosis of Ethernet networks in the automation industry and also enter the market for the diagnosis of copper and optical fiber networks for data centers and office installations.

The purchase price for the equity interests has a fixed and a variable component. It is expected that the entire purchase price (fixed and variable components) will be between EUR 6.0 million and EUR 9.0 million and be settled entirely from existing cash funds.

At the acquisition date, Softing recognized non-current assets in the amount of EUR 2.3 million and current assets totaling EUR 2.9 million. Current liabilities are EUR 2.4 million. The preliminary figure for the goodwill generated from this transaction as of the acquisition date is EUR 8.8 million; the goodwill recorded is non-tax-deductible.

The minority interest in the equity of Psiber was provisionally carried in the amount of EUR 1.0 million. As part of the purchase price allocation, the minority interests have a proportionate share of the remeasured assets and liabilities.

At the present time, the measurement of the assets and liabilities acquired by the Group has not been finalized and the final purchase price is still contingent on the earnings of the next two years. For the purposes of the consolidation of Psiber in the current nine-month report, the information available at present has been included so as to carry the best possible estimates for the purchase price allocation.

#### **4. Disclosures Regarding the Acquisition of Online Development Incorporated**

Softing AG acquired all equity interests in Online Development Incorporated with effect from May 22, 2014. For over 20 years, OLDI has designed and manufactured factory automation products to help industrial customers simplify control and communications tasks. The company is virtually an ideal fit with Softing's product portfolio in its core business of Softing Industrial Automation. OLDI is a Rockwell Automation Global Encompass Partner, a member of the Control System Integrator Association (CSIA) and ODVA and participates in partner programs from IBM, Microsoft, and Oracle. With the acquisition of OLDI Softing will benefit from the growth in the U.S. industrial equipment market. The acquisition will enable Softing to establish a comparatively strong position in two of the world's three largest automation markets, thus reducing its economic dependence on the European market.

The purchase price for the equity interests has a fixed and a variable component. It is expected that the entire purchase price (fixed and variable components) will be between EUR 15.3 million and EUR 21.9 million and be settled both from existing cash funds and borrowings.

At the acquisition date, Softing recognized non-current assets in the amount of EUR 0.1 million and current assets totaling EUR 4.0 million. Current liabilities are EUR 1.9 million. The preliminary figure for the goodwill generated from this transaction as of the acquisition date is EUR 26.9 million; based on today's knowledge, the goodwill recorded is tax-deductible.

At the present time, the measurement of the assets and liabilities acquired by the Group has not been finalized and the final purchase price is still contingent on the earnings of the next three years. For the purposes of the consolidation of OLDI in the current nine-month report, the information available at present has been included so as to carry the best possible estimates for the purchase price allocation.

The two acquisitions contributed revenue of EUR 13.5 million and EBIT of EUR 1.6 million to the statement of comprehensive income for the first nine months of 2014.

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