



SOFTM
comarch group

2009

FIRST QUARTER GROUP REPORT
AS OF MARCH 31, 2009

- Group Revenues of 10,0 million euro (previous year 12.2)
- EBITDA of -0,7 million euro (previous year 0,7)
- EBIT of -1.6 million euro (previous year 0,0)
- Operating Cash Flow of 11.0 million euro (previous year 10.7)

SoftM Software und Beratung AG

GROUP REPORT AS OF MARCH 31, 2008 IN ACCORDANCE WITH IFRS/IAS (NOT AUDITED)

The first quarter of 2009 was dominated by the continuing decline of the economy. According to preliminary predictions, gross domestic product in Germany contracted more in the first three months of 2009 than in the fourth quarter of 2008 (-2.1 percent). The information technology market was unable to withstand this trend. Especially in the hardware business unit, which is more significantly effected by the current economic situation than software and services, market researchers noted significant declines, which were in the double figure range. SoftM as well recorded a significant decline of total revenues to 10.0 million euro (prev. year 12.2) in the first three months. The development in the individual units was varied. In the standard software business unit revenues with self-developed software remained stable while sales of third-party products posted a considerable decline. The consulting business unit recorded a decline, too. Revenues in the IT-infrastructure business unit sank significantly. Due to sales development, the result also sank: EBITDA came to -0.7 million Euro (prev. year 0.7).

Together with the Group parent company Comarch, software development will be strengthened and a nearshoring project will be realized in Poland.

This quarterly report has neither been audited nor subject to an auditor's review.

STANDARD SOFTWARE

The standard software sector – incorporating licensing and service fees for standard software products – generated sales of 4.3 million Euro (previous year 4.9). Sales of self-developed software products remained stable. Revenues from the Java-based ERP II software Semira-

mis even increased compared to the same time-frame of the previous year. The innovative software solution, therefore, was able to counter the general negative market trend. The market research company PAC expects a decline of 5.5% for ERP software in the German market for 2009. The decline of revenues in the standard software unit is attributable to the significantly decreased sales of software provided by third parties, which are merchandized by SoftM.

In February of 2009 SoftM decided on a new market strategy, which will include among other things that the products marketed under the names "Semiramis" and "Sharknex" will be named "SoftM Semiramis" and "SoftM Sharknex" in the future. This will strengthen the SoftM brand.

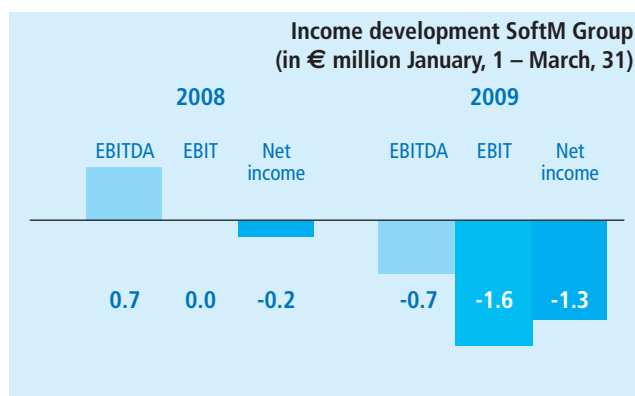
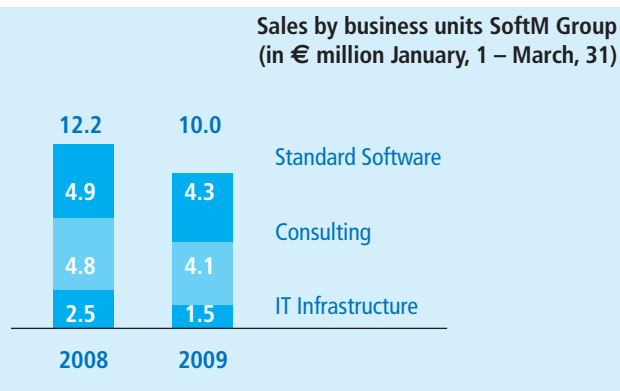
CONSULTING

In the consulting business unit – service and consulting for the introduction and support of standard software - revenues reached 4.1 Million Euro (prev. year 4.8). This decline can be explained by the current economic situation, which has resulted in diminished utilization of the available service capacities. Market researchers have reported in a study for "Market for IT services in Germany" that project oriented services such as consulting or custom application management have been hit especially hard by the effects of the crisis.

IT-INFRASTRUCTURE*

In the business unit IT-infrastructure – product and services for IT infrastructure – revenues were 1.5 million euro (previous year 2.5). This unit was the most affected by the economic situation. As a rule, hardware purchases can be postponed without critical effect on the course of business. Therefore, in all studies on the IT market, it is hardware that is most strongly affected by the present economic crisis.

* Previously designated as "System Integration"



RESULT

In the first quarter of 2009 SoftM realized an operating result before taxes, interest depreciations and amortizations (EBITDA) of -0.7 Million Euro (previous year 0.7). operating result (EBIT) was at -1.6 million euro (previous year 0.0). The result of normal business activities EBT in the first three months was -1.6 million Euro (previous year -0.1). The quarterly result after taxes came to -1.3 million Euro (previous year -0.2). Result per share amounted to -0.20 (previous year -0.05).

SoftM showed an operating cash flow from normal business activities in the first three months of 11.0 million euro (previous year 10.7). Corporate funds on March 31, 2009, were 9.6 million euro (previous year 4.2).

When comparing the result to the previous year a reduction of 0.3 million euro in the capitalization of R&D activities must be taken into consideration.

BASIS OF CONSOLIDATION

The consolidated Group was unchanged as compared to last year.

ACCOUNTING AND VALUATION

In the report at hand the same accounting and valuation methods have been employed as in the Group Report for the year 2008.

Results from equity shares will not be accounted for in the profit and loss statement during the period.

INCOMING ORDERS

Incoming orders for software licensing came to 1.0 million (previous year 1.0 million euro) in the first quarter of 2009. The SoftM Semiramis product booked an increase.

RESEARCH AND DEVELOPMENT

Focus of research and development activities is the continuing development of the new java-based product lines SoftM Semiramis and SoftM SharkNex. SoftM is investing heavily in the development of soft-

ware; together with Group parent company Comarch an additional development team for SoftM Semiramis is being set up in Poland.

At the end of the first quarter the new Semiramis Release 4.5 was completed and released for delivery in February 2009. The focal point here was in the sectors point of sale integration (POS), inventory and internationalization (Polish version), as well as the integration of business intelligence functions ((BI). Parallel to this, work on the Release 5.0, which will be completed in the first quarter of 2010, has begun. Here, improvements in the area of Semiramis system-engines compromise the focal point. One the hand, extensive adaptations will be realized, which will support the "Semiramis Inside Strategy" (SoftM Semiramis as a platform for industry solutions and add-ons) by means of alleviating the integration of partner solutions. On the other hand, additional functions are planned, which will simplify the individualization of the user interface.

The development of Release 8.4 was agreed upon for the new Java based accounting system, SoftM Sharknex. With this release the functionality spectrum in the areas of finance and asset accounting, controlling and BI will be expanded and internationalization will be expedited (versions for Switzerland and the Czech Republic).

For the ERP-product SoftM Suite, which is positioned for the IBM i server system and focuses on the trade and food industries, Release 3.5 with expanded functions for planning as well as for the food industry, has been released for distribution.

For the financial accounting system DKS, among other things, a new interface is being developed, which will be available by the first quarter of 2010.

The software for payroll accounting and HR management TOPAS will implement changes due to the new economic stimulus package II.

The focal point of continued development of the document management system InfoStore was the development of new client modules.

INVESTMENTS

Investment in the first three months of 2009 came to 0.4 million euro (previous year 0.8), of which 0.4 million euro (previous year 0.7) were booked in capitalized development, as well as 0.1 million Euro (previous year 0.1) booked in other fixed assets.

PERSONNEL

The number of staff as of March 31, 2009 was 403 (including freelancers) as compared to 441 in the previous year and 407 at the end of 2008.

ADDITIONAL INFORMATION

In February of 2009 Mr Rolf Delventhal resigned from his post as a member of the Supervisory Board of the SoftM Software und Beratung AG effective as of March 20, 2009. Mr Piotr Piatosa, CEO of Comarch Software AG and member of the Comarch S.A. Management Board was appointed to serve in the interval between March 23, 2009 and the next AGM.

In the middle of May, Prof., Dr. Hans Zangl resigned from his post as a member of the Supervisory Board of the SoftM Software und Beratung AG effective as of June 20, 2009.

At the AGM, which will take place on June 25, 2009, it will be recommended that Mr. Piotr Piastora and Professor Janusz Filipiak, CEO of the Management Board of Comarch S.A. be nominated for the Supervisory Board to replace the two resigning members of the Supervisory Board.

SHARE DEVELOPMENT

As of March 31, 2009 SoftM shares were quoted at 2.19 euro, significantly lower than the 3.40 Euro rate at the end of 2008.

The free float comprised of shares held by senior shareholders and other free float comprised approx. 19% after the capital increase of November 2008 and after the mandatory offer of Comarch Software AG of February 2009 (for more information see the comprehensive representation in the supplementary report of the SoftM 2008 Annual Report .

The own-share holding comprising of 176,011 shares was acquired via mandatory offer by Comarch AG at the end of 2008.

OPPORTUNITY AND RISK REPORT

Opportunity and risks are displayed in detail in the Group Annual Report 2008 and have not changed.

OUTLOOK

The economic situation continued to worsen in the first months of 2009; there is no foreseeable improvement of the situation in the immediate future. Since any predications pertaining to the future course of the economy are unreliable, the Management Board of SoftM AG can draw no reliable conclusions as to the business trends for 2009. SoftM is assuming that Group revenues will decline in relation to the previous year. EBIT is expected by the Board to improve compared to the previous year, however a negative result is expected.

SoftM Software und Beratung AG
Munich, May 2009

The Management Board

Group Balance Sheet

	Quarterly report I/2009 January 01, 2009 – March 31, 2009 €	Annual report January 01, 2008 – December 31, 2008 €
Assets		
Short-term assets		
Cash and cash equivalents	9,622,494.21	2,753,202.38
Accounts receivable from sales and services	7,229,752.17	12,252,156.08
Inventories	356,105.80	175,669.98
Accounts receivable from affiliated companies	0.00	607,237.95
Other receivables and assets	689,056.66	812,997.17
Accrued and deferred items	453,786.70	227,559.62
Total short-term assets	18,351,195.54	16,828,823.18
Langfristige Vermögensgegenstände		
Intangible assets acquired through payment	3,138,586.74	3,601,174.27
Capital development costs	3,520,500.00	3,351,400.00
Goodwill	10,535,687.08	10,535,687.08
Fixed assets	727,690.91	863,603.02
Shares in associated companies	54,371.33	54,371.33
Other investment	27,000.00	27,000.00
Other accounts receivable and assets	153,901.51	153,901.51
Deferred taxes	649,648.97	167,568.00
Total long-term assets	18,807,386.54	18,754,705.21
Total assets	37,158,582.08	35,583,528.39
Liabilities		
Short-term liabilities		
Short-term loans and short-term participation of long-term loans	351,956.78	4,576,664.17
Liabilities from sales and services	1,491,125.68	2,313,736.00
Received advanced payment	51,100.00	51,100.00
Provisions for taxes	260,105.33	350,541.66
Other provisions	5,407,418.92	6,785,183.91
Other short-term liabilities	1,076,337.23	1,181,505.92
Accrued and deferred items	9,446,363.00	7,310.51
Total short-term liabilities	18,084,406.94	15,266,042.17
Long-term liabilities		
Long-term participation of bank liabilities	1,250,000.00	1,250,000.00
Deferred tax liability	1,676,011.73	1,584,769.00
Pension accrual	0.00	20,451.67
Total long-term liabilities	2,926,011.73	2,855,220.67
Minority interest	0.00	0.00
Equity capital		
Subscribed capital	6,480,000.00	6,480,000.00
Capital surplus	13,567,019.88	13,567,019.88
Earned surplus	-3,923,769.50	-2,618,667.81
Reserve for foreign exchange difference	24,913.03	33,913.48
Own shares not designated for redemption	0.00	0.00
Total equity capital	16,148,163.41	17,462,265.55
Total liabilities	37,158,582.08	35,583,528.39

Income Statement

	Quarterly report I/2009 January 01, 2009 – March 31, 2009 €	Quarterly report I/2008 January 01, 2008 – March 31, 2008 €
Revenues	9,964,458.95	12,215,581.66
Other revenues	315,919.88	492,756.98
Changes in work in progress	19,114.16	44,032.11
Capitalized costs of self-constructed assets (development costs)	365,000.00	676,000.00
Costs of purchased materials	-1,332,679.07	-2,746,510.27
Cost for purchased services	-926,741.16	-718,601.31
Personnel expenses	-6,653,579.87	-6,938,774.66
Depreciation of fixed assets and intangible assets	-861,910.46	-697,254.37
Other operating expenses	-2,479,392.76	-2,352,422.36
Operating result (EBIT)	-1,589,810.33	-25,192.22
Net interest income	-6,402.17	-69,547.33
Interest and income from equity participation	0.00	0.00
Result before tax on earnings (EBT)	-1,596,212.50	-94,739.55
Tax on earnings	291,110.81	-131,401.44
Extraordinary income, expense	0.00	0.00
Result after taxes	-1,305,101.69	-226,140.99
Profit attributable to other shareholders	0.00	-13,824.33
Group result	-1,305,101.69	-239,965.32
Result per share*	-0.2014	-0.0370

*Net income per share is calculated on the basis of shares currently in circulation. For 2008 it has been adjusted according to IAS 33.64.

Cash flow

	Quartalsbericht I/2009 01.01. – 31.03.2009 T€	Quartalsbericht I/2008 01.01. – 31.03.2008 T€
Net profit/loss	-1,305	-240
Minority interest	0	14
Consolidated net income/loss incl. minority interest in net income/loss	-1,305	-226
Depreciation on long-term assets	862	697
Increase or reduction in provisions	-1,377	-1,062
Profit/loss from the disposal of long-term assets	0	-3
Increase, decrease in inventories, receivables from goods and services as well as other assets which are not attributable to investment or financing	4,258	3,320
Increase, decrease in liabilities from goods and services as well as other liabilities which are not attributable to investment or financing	8,591	7,951
Other expenditures, not affecting payments	-10	31
Net cash provided by operating activities (operating cash flow)	11,019	10,708
Net cash inflow from asset disposal	0	18
Payments for investment fixed assets	-66	-125
Payments for investment intangible assets	-365	-677
Payments for investments (excl. development expenses)	0	0
Receipts due to investments within short term investment management framework	0	0
Payments for acquisitions of consolidated companies and other business units	-100	0
Cash Flow due to investment activity	-531	-784
Receipts from new equity (increase of share capital, sale of own shares)	607	0
Net cash outflow from granted loans	0	0
Net cash outflow for loan redemption	-4,225	-6,335
Cash flow from financing activities	-3,618	-6,335
Net cash provided by common activities, investing and financing activities	6,870	3,589
Exchange rate, consolidated companies and valuation changes of funds	0	-4
Funds at the beginning of the period	2,753	607
Cash and cash equivalents at end of period	9,623	4,192

Capital and Reserves Development

	Quarterly report I/2009 January 01, 2009 – March 31, 2009 €	Quarterly report I/2008 January 01, 2008 – March 31, 2008 €
Share capital		
Beginning of the period	6,480,000.00	4,980,000.00
Increase	0.00	0.00
Decrease	0.00	0.00
Total share capital	6,480,000.00	4,980,000.00
Capital surplus		
Beginning of the period	13,567,019.88	11,068,684.25
Increase	0.00	0.00
Decrease	0.00	0.00
Total capital surplus	13,567,019.88	11,068,684.25
Group earned equity		
Beginning of the period	-2,618,667.81	2,020,753.66
Difference of exchange rate	0.00	0.00
Current result	-1,305,101.69	-239,965.32
Profit distributions	0.00	0.00
Other changes	0.00	0.00
Total group earned equity	-3,923,769.50	1,780,788.34
Adjustment for currency conversion		
Beginning of the period	33,913.48	-25,484.91
Increase	0.00	30,762.64
Decrease	-9,000.45	0.00
Total adjustment for currency conversion	24,913.03	5,277.73
Own shares not designated for redemption		
Beginning of the period	0.00	-1,520,402.32
Increase	0.00	0.00
Decrease	0.00	0.00
Total own shares not designated for redemption	0.00	-1,520,402.32
Capital and reserves total	16,148,163.41	16,314,348.00

SoftM in figures

SoftM Group (in Mio. €)	January 01, 2009 – March 31, 2009	January 01, 2008 – March 31, 2008
Sales	10.0	12.2
Sales by business unit		
Standard Software	4.3	4.9
Consulting	4.1	4.8
IT-Infrastructure	1.5	2.5
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	-0.7	0.7
Earnings before interest and taxes (EBIT)	-1.6	0.0
Result from common activities (EBT)	-1.6	-0.1
Net income	-1.3	-0.2
Result per share acc. to DVFA/SG (in €)	-0.20	-0.04
Employees (End of period)	403	441



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