## TECHNOLOGY CONNECTS

Q1 2013 INTERIM REPORT



## Overview of Key Figures 2013

|   |             | -                     |                    |          |
|---|-------------|-----------------------|--------------------|----------|
|   |             |                       |                    | Change   |
|   |             | Q1 2013               | Q1 2012            | in %     |
| Order situation   |             |                       |                    |          |
| Order book (31 March)                                   | EUR million | 229.1                 | 227.7              | 0.6      |
|   |             |                       |                    |          |
| Income statement  |             |                       |                    |          |
| Revenue   | EUR million | 159.3                 | 159.7              | -0.3     |
| Gross profit 1  | EUR million | 91.0                  | 90.8               | 0.2      |
| Adjusted EBITA <sup>2)</sup>                            | EUR million | 28.3                  |                    | -2.9     |
| Adjusted EBITA margin                                   | %           | 17.8                  | 18.3               | 0.5 pts. |
| EBITA   | EUR million | 28.3                  |                    | -3.0     |
| Adjusted profit for the period <sup>2)</sup>            | EUR million | 17.3                  | 17.3               | 0        |
| Adjusted EPS  | EUR         | 0.54                  | 0.54               | 0        |
| Profit for the period                                   | EUR million | 15.8                  | 16.3               | -3.0     |
| EPS   | EUR         | 0.50                  | 0.51               | -2.0     |
| Pro-forma adjusted EPS                                  | EUR         | 0.54                  | 0.54               | 0        |
| Number of shares (weighted)                             |             | 31,862,400            | 31,862,400         | -        |
| Cash flow   |             |                       |                    |          |
| Operating cash flow                                     | EUR million | 9.8                   | 19.7               | -50.3    |
| Operating net cash flow                                 | EUR million | 7.6                   | 16.1               | -53.3    |
| Cash flow from investing activities                     | EUR million | -6.4                  | -6.0               | 7.3      |
| Cash flow from financing activities                     | EUR million | 1.6                   | -3.7               | _        |
|   |             |                       |                    |          |
|   |             |                       |                    | Change   |
|   |             | 31 March 13           | 31 Dec 12          | in %     |
| Balance sheet   |             |                       |                    |          |
| Totals assets   | EUR million | 720.3                 | 692.1              | 4.1      |
| Total equity  | EUR million | 305.6                 | 288.3              | 6.0      |
| Equity ratio  | %           | 42.4                  | 41.7               | 0.7 pts. |
| Net debt  | EUR million | 200.3                 | 199.0              | 0.6      |
|   |             |                       |                    |          |
| Employees   |             |                       |                    |          |
| Core workforce  |             | 3,846                 | 3,497              | 10.0     |
| Share data  |             |                       |                    |          |
| IPO   |             | 8. April 2011         |                    |          |
| Stock exchange  |             | Frankfurt Stock       | Exchange, Xetra    |          |
|   |             | Regulated Mar         | ket (Prime Standar | d), MDAX |
| Market segment  |             |                       |                    |          |
| ISIN  |             | DE000A1H8BV           | 3                  |          |
|   |             | DE000A1H8BV<br>A1H8BV | /3                 |          |
| ISIN  |             |                       | 3                  |          |
| ISIN<br>Security identification number                  | EUR         | A1H8BV                | 3<br>              |          |
| ISIN<br>Security identification number<br>Ticker symbol | EUR         | A1H8BV<br>NOEJ        | '3<br>             |          |

<sup>1)</sup> Revenue including changes in inventories less raw materials.

<sup>2)</sup> Adjusted by depreciation from PPA adjustments.

3) Xetra closing price.

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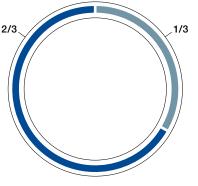
NORMA Group is an international market and technology leader in advanced engineered joining technology. We offer about 30,000 highquality products and solutions to approximately 10,000 customers. We manufacture a wide range of innovative engineered joining technology solutions in three product categories: Clamp, Connect and Fluid. Headquartered in Maintal, we operate a worldwide network with 19 manufacturing centres and numerous sales and distribution sites across Europe, the Americas and Asia-Pacific.

NORMA Group has been defining the direction of the market with its cleverly engineered innovations for over 60 years. Our inventory of industrial property rights in nearly 200 patent families, high standards for quality and the personal commitment of our approximately 4,500 employees make us the world's leader in the area of engineered joining technology. We feel at home in many different industries.

## Two Strong Distribution Channels

DISTRIBUTION OF SALES BY SALES CHANNELS

Engineered Joining Technology Tailored, high-tech products developed to meet specific requirements of individual OEM customers



**Distribution Services** High-quality standardised brand products for a variety of applications

#### ENGINEERED JOINING TECHNOLOGY (EJT)

The EJT marketing strategy focuses on customised, engineered solutions which meet the specific application requirements of original equipment manufacturers (OEM). Our EJT products are built on our extensive engineering expertise and proven leadership in the field. We develop innovative, value-adding solutions for a wide range of application areas and markets. No matter whether it's a single component, a multi-component unit or a complex system, all of our products are individually tailored to the exact requirements of our industrial customers. In our experience, once a customer includes one of our engineered joining solutions in their end product, it becomes an integral component of the system.

#### **DISTRIBUTION SERVICES (DS)**

In DS, we sell a wide variety of high-quality, standardised joining technology products for a broad range of applications through various distribution channels to customers such as distributors, OEM aftermarket customers, technical wholesalers and hardware stores. The DS way-to-market benefits not only from our extensive geographic presence and global manufacturing, distribution and sales capacities, but also from its well-known brands, the custom-ised packaging as well as our marketing expertise and the high availability of the products at the point of sale. We distribute DS products through our own global distribution network and representatives in 100 countries. We market our joining technology products under our well-known brand names:

 NORMA Group brands

 Image: Contract of the second second

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## NORMA Group on the Stock Market

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## STOCK MARKET DEVELOPMENTS MARKED BY POLITICAL UNCERTAINTY

The European financial markets eased beginning of 2013 also due to the agreement in the USA to avoid the fiscal cliff. The German stock market was characterized by a positive trend and the DAX rose to a new record high of 8,151. However, owing to the debt crisis in Cyprus and the political situation in Italy this rally stopped in March.

## NORMA GROUP SHARE CONTINUED TO PERFORM POSITIVELY

Also at the beginning of 2013, the NORMA Group share continued its upward trend and rose from EUR 21.00 as at 31 December 2012 to EUR 24.59 as at 31 March 2013, an increase of 17.1 %. The market capitalization was EUR 783.5 million compared to EUR 669.1 million as at 31 December 2012.

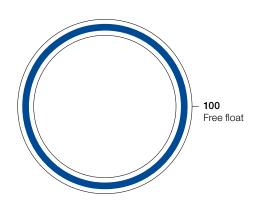
The development of our share significantly exceeded the SDAX and the MDAX. The SDAX was 5,698 marks as at 31 March 2013 and thus 8.5% higher than as at 31 December 2012. The MDAX reached 13,322 marks (+11.8%).

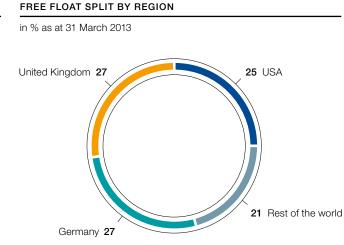


#### SHARE PRICE PERFORMANCE INDEXED TO 100 IN COMPARISON TO THE SDAX AND MDAX

#### SHAREHOLDER STRUCTURE

in % as at 31 March 2013





#### INCREASE IN TRADING VOLUME

The average (Xetra) trading volume of the NORMA Group share was 100,397 shares per day in the period January until March 2013 and thus significantly higher than in the previous year (67,060 shares per day). The total trading volume was 110,334 shares per day compared to 104,690 shares in the period January until March 2012. This means we ranked 49th in the MDAX in trading volume in March.

## CHANGES IN SHAREHOLDER STRUCTURE DUE TO HIGHER FREE FLOAT

At the end of 2012, the main shareholder 3i Group plc and funds managed by 3i still held 5.3 million shares (16.7%). At the beginning of 2013 3i sold all residual shares of NORMA Group. Thus their share ownership fell to 0%.

As a result, the free float increased to 100% in January 2013.

According to further voting right notifications, NORMA Group shares that can be attributed to free float by 30 April 2013 were held by Threadneedle (10.16%), Allianz Global Investors Europe GmbH (4.87%), Mondrian Investment Partners Ltd. (5.34%), DWS Investment GmbH (4.87%), BlackRock (4.17%), ODDO &Cie. (3.39%) and T. Rowe Price (3.025%).

Since the IPO, the Management and Supervisory Boards of NORMA Group hold roughly 3% of the shares in total.

In March, we came in 42nd place in the MDAX category "free float market capitalisation".

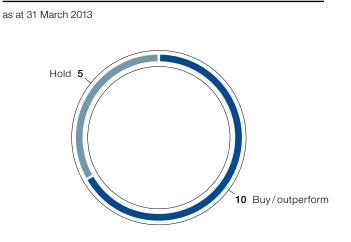
Due to the placement of shares by 3i the importance of international investors rose. Especially US-based investors strengthened their engagement in NORMA Group shares. Currently 25 % of our shares are held in the USA, 27 % in the UK and 27 % in Germany.

#### ACTIVE INVESTOR RELATIONS ACTIVITIES

The strategic direction of NORMA Group is based on sustainable growth and sustainable high margins. By engaging in ongoing, transparent and reliable communication we intend to give institutional and private investors as well as analysts an understanding of our targets and by doing so further improve their confidence in our share and ensure a realistic and fair share price.

From January until March 2013, we already had numerous contacts with institutional investors, financial analysts and private investors and attended capital market conferences and roadshows in the main financial centers of Europe and the USA. On many occasions, a member of our Management Board attended in person to answer the questions from capital market participants.

#### ANALYST COVERAGE



On 27 March 2013, we published our financial figures 2012 and held the yearly analysts' conference in Frankfurt/Main. Our CEO, Werner Deggim, and our CFO, Dr. Othmar Belker, presented the results for the financial year 2012 and the forecast for 2013 as well as discussed the acquisitions made in 2012.

## RESEARCH COVERAGE AT HIGHER THAN AVERAGE LEVEL

15 banks and research companies followed our share as at 31 March 2013. One bank gave up its research activities for all companies. Following the publication of the financial figures 2012 there were 10 "buy" and 5 "hold" recommendations. The average share price target was EUR 26.27 following EUR 18.35 as at 31 December 2012.

#### ANNUAL GENERAL MEETING 2013

We want our shareholders to adequately participate in the company's success. Therefore, the Management and Supervisory Boards will propose a dividend of EUR 0.65 at the Annual General Meeting to be held on 22 May 2013 in Frankfurt/Main. This is an increase of 8.3% compared to the dividend for the financial year 2011 and equates to a dividend yield of 3.1% relating to the closing share price of EUR 21.00 as at 31 December 2012.

#### INCLUSION IN THE MDAX

On 18 March 2013, the NORMA Group share was included in the MDAX. This means it took us not even two years since the IPO to get on the midcap index for medium-sized companies. The inclusion in the MDAX facilitates the approach of new investors and improves the perception of our company on the capital market.

## Consolidated Interim Management Report

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## Consolidated Interim Management Report

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### Business and operating environment

Regarding the business and operating environment as well as the corporate strategy we refer to our annual report 2012 (pages 50 to 56). The information contained therein is still valid and there were no major changes in the 3-month period January to March 2013.

### Overview of business development

#### ECONOMIC AND INDUSTRY-SPECIFIC ENVIRONMENT

Global economy recovers slightly, euro region remains weak Following the pronounced weakness in the last quarter of 2012, the global economy gained momentum again at the beginning of 2013, however only slightly. China's industrial production increased by 9.5% during the first quarter of 2013, and GDP rose by only 7.7%, and thus less dynamically than expected. Industrial production grew more strongly than anticipated in the USA in February and March (by + 1.1% and + 0.4% respectively, compared to the previous month). With annualised GDP growth of 2.5% for the first quarter, the USA is off to a strong start. Industrial production in the euro region, on the other hand, dropped again quite significantly on an annual basis (Jan.: -2.4%, Feb.: -3.1%). The Ifo Institute estimates that GDP shrunk by 0.8% in the euro region by annual comparison in the first quarter of 2013.

#### Germany's growth has slowed considerably

Due to the recession in the euro region and a weak global economy, Germany experienced a decline in production and investments in the fourth quarter of 2012. Compared to the previous quarter, GDP fell by -0.6% (annual comparison: +0.1%). Industrial production declined by 2.5% on an annual basis during each of the first two months of 2013. Capacity utilisation within the industry came in at 81.4% (Q1/2013) at the same low level as seen at the beginning of 2010. According to the German Bundesbank, order intake in industry dropped by 2% on a seasonally adjusted basis in January 2013.

## Mechanical and plant engineering off to a slow start to the year, robust order backlog

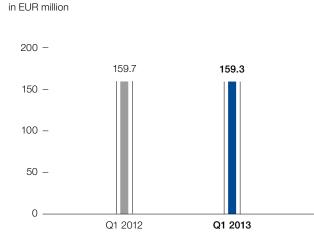
The year 2013 has gotten off to a slow start. According to information from the German Engineering Federation (VDMA), incoming orders rose by 1 % during the deviation-prone 3-month period December to February. Domestic orders fell by 1 % and new orders from abroad rose by 2 %. As expected, orders in the euro region remained weak and impulses came from other regions. The industry had 5.8 months' worth of orders to fill, in other words just as high a backlog as before.

## Auto industry: impulses from overseas, Europe caught up in a downward spiral

The global car market is mainly driven by the USA and China. Registrations in these two countries rose by 6.3% and 26.4%, respectively, in the first 3 months of 2013. The number of new registrations also increased in Russia (+0.3%) and Brazil (+2.1%). Europe, on the other hand, remains a cause for concern. New registrations in the EU (27 countries) dropped by a double-digit percentage (Feb.: -10.5%, March: -10.2%). The decrease in the EU added up to 9.8% and even 12.9% in Germany in the first quarter. In March alone, domestic demand collapsed by 17.1%. Of all the large individual markets, only the UK recorded an increase (Q1/2013: +7.4%). In addition to the weak car market, the commercial vehicle sector continued to create difficulties in Europe. In the first quarter, the number of new registrations dropped by 11.0% in the EU and 15.4% in Germany.

Business and operating environment Overview of business development

#### SALES GROWTH



## Construction output off to late start in Germany because of the weather

January was for the most part a weak month due to the cold winter. The German industry association HDB estimates the decline in sales in Germany's main construction industry to have a nominal value of 10.6% in January because of the cold winter (residential construction -8.8%, commercial construction -9.2%, public construction -15.7%). Fortunately, incoming orders had increased by another 1.3% in January (+ 1.2% in real terms). According to Eurostat's calculations, construction output in the EU rose by 0.8% in February 2013 (Jan.: -9.0%). Here, building construction rose by 0.9% (Jan.: -8.8%) and 0.3% in the area of civil engineering (Jan.: -10.4%). In contrast to the UK (-6.9%), the Netherlands (-7.8%) and Spain (-4.5%), France (+ 8.7\%) and Germany (+ 6.2\%) experienced growth once again in February.

#### SIGNIFICANT EVENTS FOR BUSINESS DEVELOPMENT

## Acquisition of the distribution business of Davydick&Co. Pty. Ltd., Australia

On 10 January 2013, we acquired the distribution business of Davydick&Co. Pty. Limited ("Davydick") in Goulburn, Australia and included it in the consolidated group of NORMA Group. Davydick has sold various elements for the transport of water in irrigation systems for over 20 years. It supplies over 700 customers in Australia with joining products for irrigation as well as valves and pumps under the name PUMPMASTER, in particular in the agriculture industry as well as in the areas of sanitation and household appliances. With the acquisition of Davydick, we are expanding our operations in the area of water management and are also expanding our range of infrastructure products and the distribution network, in particular in the areas of agriculture and irrigation in the Asia-Pacific region.

#### EFFECT ON CONSOLIDATED SALES

|                  | in EUR million | Share in % |
|------------------|----------------|------------|
| Sales 2012       | 159.7          |            |
| Organic growth   | -9.7           | -6.1       |
| Acquisitions     | 9.6            | 6.0        |
| Currency effects | -0.3           | -0.2       |
| Sales 2013       | 159.3          | -0.3       |

#### GENERAL STATEMENT BY THE MANAGEMENT BOARD ON THE COURSE OF BUSINESS AND ECONOMIC SITUATION

The sales and earnings performance as at 31 March 2013 was essentially in line with the expectations of the Management Board. The economic cool-down which was observed in 2012 is still showing its impact albeit to a lesser extent than at the end of 2012. Therefore the beginning of 2013 was restrained as expected.

Our Group sales in the first quarter of 2013 were EUR 159.3 million and thus on the same level as in 2012.

The decline in the organic sales growth of 6.1% in the first 3 months of 2013 and the negative currency effects of 0.2% were compensated for by the acquisitive growth of 6.0%.

Our two sales channels EJT and DS developed as expected. The DS sales were positively influenced by the acquisitions in 2012 and 2013.

The main cost positions developed according to our expectations in the first 3 months of 2013. Due to the weak economic development in Europe, personnel expenses in relation to sales increased slightly.

The adjusted EBITA declined by 2.9% to EUR 28.3 million in the period January to March 2013. The operational margin was still at a very high level of 17.8%.

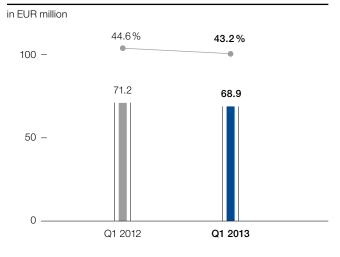
Total assets went up mainly due to the seasonal increase in the trade working capital. The equity ratio was 42.4%.

Overall, the business development as at 31 March 2013 was in accordance with the Management Board's expectations.

#### DEVELOPMENT OF THE DISTRIBUTION CHANNELS

|                         | E       | JT      | DS      |         |  |
|-------------------------|---------|---------|---------|---------|--|
|                         | Q1 2013 | Q1 2012 | Q1 2013 | Q1 2012 |  |
| Sales<br>in EUR million | 111.8   | 114.6   | 48.1    | 45.2    |  |
| Growth in %             | -2.4    |         | 6.5     |         |  |
| Share of sales in %     | 71.0    | 70.7    | 29.0    | 29.3    |  |

#### MATERIAL COSTS WITH COST OF MATERIALS RATIO



## Earnings, net assets and financial position

#### SALES AND EARNINGS PERFORMANCE

#### Stable order book

As at 31 March 2013, the order book was EUR 229.1 million and thereby 0.6% higher than last year's very high comparable figure of EUR 227.7 million.

## Sales growth in the first quarter of 2013 at previous year's level

Group sales of EUR 159.3 million were on the same level as in the first quarter of 2012 (EUR 159.7 million; -0.3 %). Our acquisitions in 2012 and 2013 contributed 6.0% to Group sales and were thus able to compensate for the decline in organic growth of 6.1% and negative currency effects of 0.2%.

#### Both sales channels EJT and DS off to a low start

EJT showed sales of EUR 111.8 million in the first 3 months of 2013. That was 2.4% below the previous year's figure of EUR 114.6 million.

DS sales came in at EUR 48.1 million. This corresponds to an increase of 6.5% compared to the previous year figure of EUR 45.2 million. Adjusted for the acquisitions, sales were EUR 38.4 million and thus 14.9% below the result of the first 3 months of 2012.

#### Material ratio improved

Our material costs decreased by 3.2% from EUR 71.2 million in the first 3 months of 2012 to EUR 68.9 million in 2013. As a result of our continuous Global Excellence Programme we were able to further improve our material ratio in relation to sales from 44.6% in the first 3 months of 2012 to 43.2% in 2013.

#### Increase of gross margin

In the first 3 months of 2013 gross profit came to EUR 91.0 million after deducting material costs in the amount of EUR 68.9 million and changes in inventory of EUR 0.6 million. This represents an increase of 0.2% compared to the previous year's figure of EUR 90.8 million. Thus, the gross margin improved to 57.1% compared to 56.9% in the first 3 months 2012.

## Personnel costs impacted by extended production capacities and acquisitions

The core workforce of NORMA Group increased by 10.0% from 3,497 in the first 3 months of 2012 to 3,846 in 2013 due to our growth and the acquisitions. Therefore, employee benefits expense also increased and was EUR 41.9 million in the first 3 months of 2013 after EUR 39.5 million in 2012 (+6.1%). The personnel cost rate was 26.3% in the current period under review compared to 24.7% in 2012.

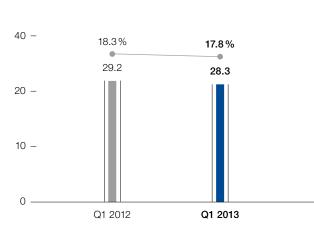
#### Steady other operating income and expenses

In the first quarter of 2013, the other operating income and expenses were EUR –16.6 million and thus EUR 2.1 million below the previous year's figure of EUR –18.7 million (–11.2 %). The rate in relation to total sales was 11.7 % in the first quarter of 2012 and 10.4 % in the current quarter. This was mainly due to the significant decrease in temporary employees as well as a strong decrease in operational exchange losses.

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#### ADJUSTED EBITA AND EBITA MARGIN

in EUR million



#### Operating profit at sustained high level

Thus earnings before interest, taxes, depreciation and amortization (EBITDA) of EUR 32.6 million were at the same level as in the first 3 months of 2012 (EUR 32.7 million).

A more meaningful indicator for NORMA Group is the EBITA. This value is only insignificantly adjusted for depreciation of material assets resulting from the purchase price allocation of historical acquisitions and was EUR 28.3 million in the first 3 months of 2013 compared to EUR 29.2 million in 2012 (-2.9%). So, we generated an operating margin of 17.8% which is under the comparable figure of 18.3% in 2012, but still at a sustained high level.

#### Financial result in line with expectations

Due to increased currency exchange gains resulting from financing activities, the financial result in the first 3 months of 2013 was EUR -2.2 million, an improvement of 36.6% compared to the financial result 2012 of EUR -3.5 million.

#### Sound net income after tax

The income taxes in the first quarter of 2013 of EUR -7.4 million were at the same level as in the first quarter of 2012. The tax rate in the 3-month period of 2013 of 31.9% was slightly higher than the figure of 31.1% in 2012.

Our adjusted income after taxes in the current reporting period of EUR 17.3 million was on the same level as in the previous year.

#### Adjusted earnings per share stable at EUR 0.54

Adjusted earnings per share amounted to EUR 0.54 in 2013 and were thus stable compared to the first 3 months of 2012 of also EUR 0.54.

#### FINANCIAL POSITION AND CASH FLOWS

#### Total assets reflect seasonal development

Total assets as at 31 March 2013 amounted to EUR 720.3 million and were thus 4.1 % higher than at year end 2012 (EUR 692.1 million). Compared to EUR 669.8 million as at 31 March 2012, they increased by 7.5 %. The increase in comparison to 31 December 2012 can be mainly attributed to the seasonal increase in the trade working capital and to a very limited degree to the acquisition of the distribution business of Davydick.

The first-time inclusion of Davydick in NORMA Group's consolidated group in the first quarter 2013 is presented in **Note 18** on page 40.

#### Non-current assets

Non-current assets increased by 0.7% to 448.6 million at 31 March 2013 compared to year end 2012 (EUR 445.5 million). They amounted to around 62% of total assets. This slight increase was mainly due to a higher goodwill.

Compared to EUR 407.5 million as at 31 March 2012, the value rose by 10.1 %. This increase mainly resulted from an increase in goodwill as well as higher other intangible assets, mainly due to acquisitions, and higher property, plant and equipment.

As at 31 March 2013, goodwill was EUR 237.2 million. Due to a decline in the US dollar/euro period-end exchange rate, this value increased by EUR 1.9 million or 0.8% compared to EUR 235.3 million as at 31 December 2012.

Other intangible assets of EUR 92.6 million were at the same level as at 31 December 2012 (EUR 92.5 million).

#### OPERATING NET CASH FLOW

| in EUR million                        | Q1 2013 | Q1 2012 |
|---------------------------------------|---------|---------|
| EBITDA                                | 32.6    | 32.7    |
| Change in working capital             | -20.9   | - 10.5  |
| Investments from operating activities | -4.1    | -6.1    |
| Operating net cash flow               | 7.6     | 16.1    |

Property, plant and equipment mainly increased due to the acquisition of Davydick by EUR 0.3 million to EUR 109.4 million as at 31 March 2013 (31 December 2012: EUR 109.1 million).

#### **Current assets**

Current assets as at 31 March 2013 increased by EUR 24.9 million or 10.1 % to EUR 271.6 million (31 December 2012: EUR 246.7 million). Thereby, they amounted to around 38 % of total assets. Compared to EUR 262.3 million as at 31 March 2012, the increase was 3.5 %.

The increase compared to year end 2012 was on the one hand due to increased inventories of EUR 77.4 million (31 December 2012: EUR 74.3 million). This increase by EUR 3.1 million or 4.1 % was due to the acquisition of Davydick and the seasonally low sales volume in the fourth quarter of 2012.

On the other hand, there was a strong build-up of trade receivables and other receivables by EUR 22.8 million or 28.7% to EUR 102.1 million compared to EUR 79.3 million as at 31 December 2012. This reflects the normal business development with a strong build-up of receivables in the first quarter of a business year.

Cash and cash equivalents as at 31 March 2013 amounted to EUR 77.4 million compared to EUR 72.4 million at year end 2012, an increase of EUR 5.0 million. The increase in this line item can be mainly attributed to the positive cash flow despite the payment for the acquisition.

#### Group equity ratio at a good level of 42.4 %

Consolidated equity as at 31 March 2013 increased by EUR 17.3 million or 6.0% to EUR 305.6 million compared to EUR 288.3 million as at 31 December 2012. This resulted mainly from the

net profit for the period of EUR 15.8 million in the first 3 months of 2013. The equity ratio thus came to 42.4 % after 41.7 % as at 31 December 2012.

#### Slight increase in net debt due to acquisition

Net debt as at 31 March 2013 was EUR 200.3 million. The slight increase of 0.6 % or EUR 1.3 million compared to 31 December 2012 (EUR 199.0 million) can be partly attributed to the acquisition of Davydick. Gearing (net debt in relation to equity) of 0.7 was still on the level of year end 2012 (0.7). Net debt included derivative (non-cash) liabilities of EUR 27.6 million (31 December 2012: EUR 24.8 million).

#### Low capital commitment in (trade) working capital

The (trade) working capital (inventories plus receivables minus liabilities, both primarily from trade payables and trade receivables) was EUR 136.9 million as at 31 March 2013 (31 December 2012: EUR 115.9 million) and thus reflected the satisfactory business development as well as effects from the acquisition with an unchanged low relative capital commitment in relation to sales.

#### Non-current liabilities

Non-current liabilities were around 38% of total assets as at 31 March 2013 and amounted to EUR 272.8 million compared to the year-end figure 2012 of EUR 268.7 million. This represents an increase of EUR 4.1 million or 1.5%.

The main effect was the increase of the non-current derivative financial liabilities by EUR 2.7 million or 11.0% from EUR 24.7 million as at 31 December 2012 to EUR 27.4 million at the reporting date 2013. As a result of the economic situation, the expectations relating to long-term interest rates decreased. Consequently, the negative fair value of NORMA Group's derivative interest rate hedges further decreased.

Earnings, net assets and financial position Segment reporting

#### **Current liabilities**

Current liabilities accounted for around 20% of total assets. As at 31 March 2013, they increased by EUR 6.8 million or 5.0% to EUR 141.9 million (31 December 2012: EUR 135.1 million).

This can be mainly attributed to two effects. On the one hand, current liabilities due to an increased volume of factoring increased by EUR 3.6 million (+7.1 %) from EUR 51.0 million as at 31 December 2012 to EUR 54.6 million as at the reporting date. On the other hand, trade payables due to higher business volumes in the first quarter of 2013 compared to the fourth quarter of 2012 increased from EUR 37.7 million as at 31 December 2012 to EUR 42.6 million as at 31 March 2013.

#### Off-balance sheet financial instruments

NORMA Group relies on rental agreements (so-called operating leasing) for its financing, but only to a very limited extent. These are not reflected in the consolidated financial statements. There were no major off-balance sheet financial instruments during the reporting period January to March 2013.

#### Decrease in operating net cash flow

The operating net cash flow in the first 3 months of 2013 was EUR 7.6 million (previous year: EUR 16.1 million) and therefore showed the seasonal build-up of working capital. In relation to sales, it declined from 10.1 % in the first 3 months of 2012 to 4.7 % in the reporting period 2013.

## Cash flow from operating activities reflects business development

In the first 3 months of 2013, we generated a cash inflow of EUR 9.8 million compared to EUR 19.7 million in 2012. The decrease of 50.3% is mainly attributable to the strong increase of inventories, trade account receivables and other receivables from EUR –13.8 million in the first quarter of 2012 to EUR –18.0 million in 2013 as well as the less intense increase in trade and other payables from EUR 7.0 million in the first quarter of 2012 to EUR 4.2 million in 2013.

#### Cash flow from investing activities stable

In the period January to March 2013, we showed a cash outflow from investing activities of EUR 6.4 million after EUR 6.0 million in the previous year. This can be mainly attributed to the net payments for acquisitions in the amount of EUR 2.4 million. Offsetting effects in the 3-month period of 2013 were lower expenditure for property, plant and equipment of EUR 3.4 million (previous year: EUR 5.8 million).

The investment rate in the first 3 months of 2013 amounted to 4.0% of sales as a result of the acquisition. Adjusted for acquisitions and proceeds from the sale of property, plant and equipment, the rate was 2.6%.

#### Positive cash flow from financing activities

In the 3-month period of 2013, cash inflow from financing activities amounted to EUR 1.6 million compared to a cash outflow of EUR 3.7 million in the first 3 months of 2012. While the cash outflow 2012 was mainly due to interest payments, the cash inflow 2013 was mainly influenced by reimbursements of former shareholders relating to the IPO (please refer to **Note 12** on page 36) as well as by proceeds from borrowings relating to the increase in factoring liabilities.

#### FINANCIAL MANAGEMENT

For a detailed overview of our financial management, we refer to our annual report 2012 (pages 67 to 69). There were no major changes in the first 3 months of 2013.

### Segment reporting

Unequal growth drive in the three operating segments In the first 3 months of 2013, around 69% of total sales came from abroad. However, the business development of our three regional segments EMEA, Americas and Asia-Pacific diverged.

#### Positive development of sales in the EMEA region

Despite the general economic development in the EMEA region, our sales increased slightly in the reporting period January to March from EUR 99.2 million in 2012 to EUR 100.3 million in 2013 (+ 1.1 %). This was due to the acquisitions of Connectors Verbindungstechnik, Nordic Metalblok and Groen Bevestigingsmaterialen. Adjusted for these acquisitions, sales decreased by 5.5 %, however, not as strongly as one would have expected due to the cutback in the automotive sector. Compared to EUR 85.0 million in the fourth quarter of 2012, we recorded a significant increase in sales of 17.9 %. Thus, the share of the EMEA region in relation to total sales of 63 % is stable compared to the previous year.

Adjusted EBITDA fell from EUR 24.8 million in 2012 to EUR 22.3 million in 2013 and thus by 10.1 %. The EBITDA margin fell from 23.4 % only to 20.9 % as a result of cost savings from the Global Excellence programme.

Assets increased from EUR 457.4 million as at 31 December 2012 to EUR 482.2 million as at 31 March 2013 mainly due to the building up of trade account receivables.

#### **DEVELOPMENT OF THE SEGMENTS**

|                                     | EMEA    |         |          | Americas |         |        | Asia-Pacific |         |        |
|-------------------------------------|---------|---------|----------|----------|---------|--------|--------------|---------|--------|
| in EUR million                      | Q1 2013 | Q1 2012 | Change   | Q1 2013  | Q1 2012 | Change | Q1 2013      | Q1 2012 | Change |
| Total segment revenue <sup>1)</sup> | 106.7   | 106.0   | 0.6%     | 48.5     | 52.5    | -7.6 % | 12.6         | 10.6    | 18.9%  |
| External sales                      | 100.3   | 99.2    | 1.1 %    | 46.7     | 50.2    | -7.0 % | 12.3         | 10.3    | 19.6 % |
| Contribution to consolidated sales  | 63 %    | 62 %    |          | 29 %     | 32 %    |        | 8%           | 6%      |        |
| Adjusted EBITDA <sup>2)</sup>       | 22.3    | 24.8    | - 10.1 % | 10.3     | 10.5    | -2.1 % | 1.1          | 0.8     | 40.1 % |
| Adjusted EBITDA margin 3)           | 20.9%   | 23.4%   |          | 21.1 %   | 19.9%   |        | 9.0%         | 7.7 %   |        |

<sup>1)</sup> Central functions and consolidation: refer to Segment Reporting on pages 30-31

<sup>a</sup> The adjustments relate to adjustments within the individual segments. At Group level no adjustments were made in the EBITDA.

<sup>3)</sup> In relation to total segment revenue

In Tunisia, we are delivering NORMACONNECT pipe connectors with diameters of between 100 and 900 millimetres for connecting 4.5 kilometres of compressed air pipes in the upgrade of the country's largest sewage plant. They not only withstand pressure of up to 10 bar, but are also easy and quick to assemble.

#### Declining sales trend in the Americas region

The Americas segment generated EUR 46.7 million in sales in the first 3 months of 2013 compared to a high EUR 50.2 million in the previous year's comparable period. This represents an expected decrease of 7.0%. Compared to the fourth quarter of 2012 (EUR 40.9 million), we recorded an increase in sales of 14.1%. The main reason for this development is the better than expected but still restraint economic trend which was influenced by the fiscal cliff and the uncertainties relating to the US presidential election. New registrations of passenger cars and light trucks increased, whereby German car manufacturers were able to significantly boost their share in this important market. This region's share of sales in relation to total sales decreased to 29% after 32% in the previous year.

The adjusted EBITDA in the first quarter decreased from EUR 10.5 million in 2012 by 2.1 % to EUR 10.3 million in 2013. The EBITDA margin was 19.9 % in the previous year and 21.1 % in 2013. We were able to reduce the cost basis also in the Americas segment as a result of measures from the Global Excellence programme.

Assets increased from EUR 209.9 million as at 31 December 2012 to EUR 214.6 million as at 31 March 2013 mainly due to lower exchange rates on the reporting date.

Sales growth in the Asia-Pacific region loses momentum Sales in the Asia-Pacific segment in the period January to March were at a high EUR 10.3 million in 2012 and increased by 19.6% to EUR 12.3 million in 2013, including the acquisitions of Chien Chin Plastic in 2012 and Davydick in 2013. Compared to EUR 11.4 million in the fourth quarter of 2012, the business development was satisfactory (+8.5%). The share of sales was 8% after 6% in the previous year. Observing the share of sales with respect to the region of destination, i.e. including the imported sales from other regions, it was around 10% and thus at the same level as in the first 3 months of 2012.

The adjusted EBITDA increased from EUR 0.8 million in 2012 to EUR 1.1 million in 2013 and thus by 40.1 %. The EBITDA margin was 9.0% and therefore above the figure of 7.7% in 2012. The increasing utilisation of capacities had a positive effect on the cost base and led to this improvement.

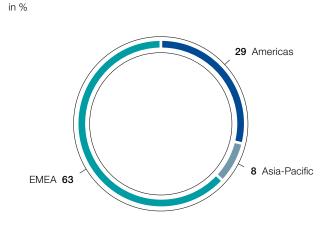
Assets increased from EUR 51.2 million as at 31 December 2012 by 11.0% to EUR 56.9 million as at 31 March 2013. This can partly be attributed to the acquisition of Davydick.

NORMA Group on the Stock Market **Consolidated Interim Management Report** 

Segment reporting Non-financial performance indicators

Research & development Employees

#### BREAKDOWN OF SALES BY SEGMENT



#### **B&D KEY FIGURES FOR THE FIRST QUARTER OF 2013**

|   | Q1 2013 |
|---|---------|
| Number of R&D employees                           | 200     |
| R&D expenses in the EJT unit in EUR million       | 4.0     |
| R&D ratio (in relation to EJT sales)              | 3.6 %   |
| External R&D expenses (excluding personnel costs) |         |
| in EUR million                                    | 0.7     |

### Non-financial performance indicators

Our non-financial performance indicators include, amongst others, market penetration, the ability to solve problems, level of innovation, improvements in productivity and a sustainable company development. Likewise our employees are an important success factor for us. Information on these factors is detailed in our annual report 2012 on pages 70 to 82.

### Research & development

Our R&D activities are described in detail in our annual report 2012 on pages 70 to 73. There were no major changes in the current reporting period 2013.

In the first quarter of 2013, we launched a weight-optimized push & seal guick connector for cooling water systems in passenger cars. The NORMAQUICK PS3 quick connector has been newly designed and the overall weight of the element has been reduced by over 40%. The quick connector is now even more compact which makes it suitable for narrow spaces without losing any performance features compared to the old design. Thereby we meet the requirements of the automotive industry for weight saving and rapid to assemble quick connectors. The integrated retainer allows for an easy mounting and dismounting and an incorporated O-ring keeps the connection tight.

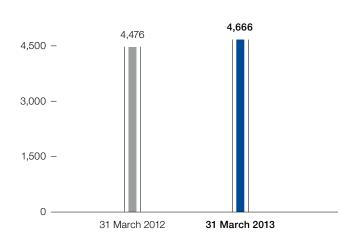
### Employees

Staff including temporary workers increased by 4.2% from 4,476 as at 31 March 2012 to 4,666 as at 31 March 2013. The core workforce 2013 (without temporary workers) comprised 3,846 employees compared to 3,497 employees in 2012. About 80% of our employees work outside Germany. The increase in our workforce was due to the opening of new plants and the expansion of existing ones as well as to the acquisitions in 2012 and 2013.

NORMA Group's core workforce in the EMEA region was 69% of the total core workforce. The number in staff increased mainly due to the acquisitions and opening of new sites in 2012 by 6.6% from 2,486 as at 31 March 2012 to 2,649 as at 31 March 2013.

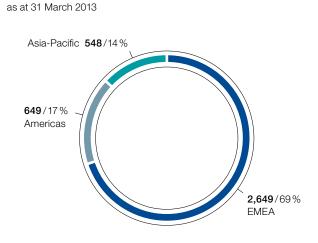
As at 31 March 2013, we employed 649 staff in the Americas region which equates to 17% of the total core workforce. This represents a decrease of 1.7% compared to the headcount as at 31 March 2012 (660).

Headcount in the Asia-Pacific region was influenced by the opening of various sites and the acquisitions of Chien Jin Plastic and Davydick. As at 31 March 2013, we employed 548 employees compared to 351 employees as at 31 March 2012. This represents an increase of 56.1 %. The percentage in relation to total core staff was 14 %.



#### NUMBER OF EMPLOYEES (INCL. TEMPORARY EMPLOYEES)

#### EMPLOYEES BY REGION (CORE WORKFORCE)



### Risk and opportunity report

NORMA Group is exposed to various opportunities and risks which are inextricably linked to its business activities. Because of this, we use an effective opportunity and risk management system to increase the long-term value of the company. A description of the risk management methods used can be found in the consolidated management report for the financial year ending 31 December 2012 (page 82 et seq. of the annual report).

The information regarding opportunities and risks in NORMA Group's 2012 consolidated management report is still valid, with the exception of the changes detailed below. In our annual report 2012 we describe our Group's current risk and opportunity situation (pages 82 to 91) and comment on our forecast (pages 91 to 95). We also refer to the forecast at the end of this management report (pages 18 to 22).

#### RISKS

In the first 3 months of financial year 2013 we have not identified any further significant risks which would exceed the risks described in our annual report 2012 and the forecast at the end of this interim report.

We do not expect any individual or aggregate risks that could substantially endanger our Group as a going concern.

#### OPPORTUNITIES

**Growth opportunities through acquisitions and new sites** In January 2013, we acquired the distribution business of Davydick in Australia. With this acquisition, we are expanding our operations in the area of water management and also increase our range of infrastructure products and our distribution network, in particular in the areas of agriculture and irrigation in the Asia-Pacific region. For further details of Davydick, please refer to page 11 on this management report (significant events for business development).

### Forecast

#### GENERAL ECONOMIC CONDITIONS

Moderate, fragile recovery of the global economy, recession to continue in the euro region in 2013

As a result of the increase in demand in the emerging nations and a globally expansive monetary policy, the global economy started to recover from the dip it experienced last year at the start of 2013. Early indicators suggest that this recovery will continue, although the dynamics will remain weak. The IMF currently forecasts global growth of only 3.3% for 2013 (2012: 3.2%) and 4.0% for 2014. China will most likely grow by 8.0% in 2013. Growth of nearly 2% appears likely in the USA. The EU Commission expects to see the GDP decline by 0.4% in the euro region and grow by 1.2% in 2014.

#### DEVELOPMENT OF INDIVIDUAL RISKS AS AT 31 MARCH 2013 COMPARED TO 31 DECEMBER 2012

| Risk  |          | Probability of occurring |             |                               | Financial effects |          |        |                               |
|---|----------|--------------------------|-------------|-------------------------------|-------------------|----------|--------|-------------------------------|
|   | Unlikely | Possible                 | Very likely | Change<br>compared<br>to 2012 | Minor             | Moderate | Severe | Change<br>compared<br>to 2012 |
| Strategic and operating risks                               |          |                          |             |                               |                   |          |        |                               |
| Risks related to national and global economy                |          | •                        |             | $\rightarrow$                 |                   | •        |        | $\rightarrow$                 |
| Industry-specific and technological risks                   | •        |                          |             | $\rightarrow$                 | •                 |          |        | $\rightarrow$                 |
| Strategic risks   | •        |                          |             | $\rightarrow$                 |                   |          | •      | $\rightarrow$                 |
| Customer risks  |          | •                        |             | $\rightarrow$                 | •                 |          |        | $\rightarrow$                 |
| Quality risks   |          | •                        |             | $\rightarrow$                 | •                 |          |        | $\rightarrow$                 |
| Risks from rising commodity prices                          |          | •                        |             | $\rightarrow$                 | •                 |          |        | $\rightarrow$                 |
| Risks related to loss of supplier                           |          | •                        |             | $\rightarrow$                 |                   | •        |        | $\rightarrow$                 |
| Personnel risks   |          | •                        |             | $\rightarrow$                 | •                 |          |        | $\rightarrow$                 |
| IT risks  | _        | •                        |             | $\rightarrow$                 | ٠                 |          |        | $\rightarrow$                 |
| Legal risks   |          |                          |             |                               |                   |          |        |                               |
| Social and environmental risks                              | •        |                          |             | $\rightarrow$                 |                   | •        |        | $\rightarrow$                 |
| Risks related to violations of intellectual property rights |          | •                        |             | $\rightarrow$                 | •                 |          |        | $\rightarrow$                 |
| Risks related to violations of standards                    | •        |                          |             | $\rightarrow$                 |                   | •        |        | $\rightarrow$                 |
| Financial risks   |          |                          |             |                               |                   |          |        |                               |
| Default risks   |          | •                        |             | $\rightarrow$                 | •                 |          |        | $\rightarrow$                 |
| Liquidity risks   | •        |                          |             | $\rightarrow$                 |                   |          | •      | $\rightarrow$                 |
| Currency risks  |          |                          | •           | $\rightarrow$                 |                   |          | •      | $\rightarrow$                 |
| Interest change risk  |          | ·                        | •           | $\rightarrow$                 | •                 |          |        | $\rightarrow$                 |

→ unchanged

higher

Solution Sector Sec

#### Virtually no growth in Germany in 2013

The Council of Economic Experts lowered its GDP forecast for 2013 from 0.8% to only 0.3% in response to the extremely weak economic performance observed in the fourth quarter of 2012. Now, impulses are expected to come only from private consumption. It is unlikely that the investments made will contribute to growth in the first half of the year. Foreign trade will presumably make a negative contribution to GDP in 2013. The EU Commission expects to see growth of 0.4% in Germany for the current year and 1.8% in 2014.

Mechanical engineering expects to see a rise in demand and an increase in manufacturing

Despite the overall weakness of the economy and stagnation at the beginning of 2013, the German mechanical engineering industry is optimistic about its future. Based on how key markets outside of Europe are developing, the German Engineering Federation (VDMA) expects to see an increase in demand in the coming months. Supported by the strong order situation and recent rise in orders, the Federation again confirmed its forecast of a 2% increase in production in 2013 at the Hannover Trade Fair.

#### **GDP GROWTH RATES**

| Annual rates in % | 2012  | Q1 2013 | 2013e | 2014 e |
|-------------------|-------|---------|-------|--------|
| World             | +3.2  | -       | +3.3  | +4.0   |
| USA               | +2.2  | + 2.5   | + 1.9 | +3.0   |
| China             | +7.8  | + 7.7   | +8.0  | +8.2   |
| Euro region       | -0.6  | -0.8*   | -0.4  | + 1.2  |
| Germany           | + 0.7 | -       | +0.4  | + 1.8  |

Sources: IMF, US Department of Commerce, NBS China, EU Commission, (\*) Ifo Institute estimate

#### Global automobile industry experiencing growth, Western Europe shrinks again

The market will continue to grow in global terms in 2013. The German Automotive Industry Association (VDA) expects to see the car market grow by 2% to 70.7 million units. The market research institute Polk projects a 3.4% increase in cars and light vehicles to 73.9 million units. China and the USA will be the main growth drivers here. The VDA estimates the increases to be 6% and 5%, respectively, in 2013. The market volume in Western Europe will continue to contract in 2013 (VDA: -3%, Polk: -2.7%). Based on the VDA's assessment, German manufacturers will be affected less severely than their competitors due to their premium focus and high market shares in growing regions. In this respect, the VDA projects that German manufacturers will be able to maintain production and export volumes at the previous year's levels in 2013. For the second half of the year, the VDA expects to see the market recover in Western Europe.

#### Construction industry: decline in Western Europe, German construction industry to continue to grow

The sovereign debt crisis and recession in the euro region continue to weigh heavy on the economic situation of this industry. Euroconstruct assumes that there will be yet another decline of 1.6% in construction activity in Europe in 2013. Conversely, construction activity in Germany is benefiting from the low interest rates that encourage home building and forms a solid order situation overall. According to information from the HDB, residential construction can lean back on an approval cushion of nearly 215,000 residences (+5.1%). In addition, incoming orders rose by 3% in January 2013. Public construction recorded a 10.7% rise in orders. On the other hand, commercial construction faltered in January 2013 due to the bleak economic prospects (incoming orders -5.7 %). A recovery should set in here as well over the course of the year. The Central Association of the German Construction Industry (ZDB) expects to see a 1.9% rise in sales for Germany's main construction industry in 2013. Residential construction will remain the driving force by recording a 3.4% increase (commercial construction +0.6%, public construction +1.7%).

#### NORMA GROUP'S FOCUS

We do not intend to implement any major changes to our corporate targets and our corporate strategy and refer to the chapter "Business and operating environment" in our annual report 2012 (pages 50 to 56) for details.

#### Future development of NORMA Group

We hold fast to our forecast for financial year 2013 published in our annual report 2012 and refer to the chapter "Forecast" in the annual report 2012 (pages 91 to 95) for details of the individual positions.

The NORMA Group Management Board still expects that the global economy will continue to grow at approximately the same rate as in 2012, albeit in a volatile environment in the European countries. We expect main growth drivers to be the BRIC countries and other emerging economies.

Despite the global economy's meager rate of growth compared to the 2012 financial year, business development with NORMA Group's key customers so far has continued to be stable on the whole. Our broad diversification in terms of products, regions and end markets also gives us a relatively robust business model.

#### FORECAST 2013 (UNCHANGED COMPARED TO THE ANNUAL REPORT 2012)

| Consolidated sales        | moderate growth, plus approximately EUR 20 million from acquisitions      |
|---------------------------|---|
| Sales growth Asia-Pacific | over 10%  |
| Sales growth Americas     | neutral to slight growth  |
| Sales growth EMEA         | neutral to weak growth  |
| Sales growth EJT          | moderate  |
| Sales growth DS           | strengthened in particular by acquisitions from 2012                      |
| EBITA margin              | at the level of the three preceding years of over 17 %                    |
| Net financial income      | approximately EUR – 15 million  |
| Earnings per share        | rising moderately   |
| Investment in R&D         | around 4% of EJT sales  |
| Cost of materials ratio   | Stable, approximately at the previous year's level (43.6%)                |
| Personnel cost ratio      | gradual and continuous improvement  |
| Tax rate                  | around 30% to 32%   |
| Investment rate           | around 4.5%   |
| Operating net cash flow   | stable (near the previous year's adjusted level of EUR 81.0 million)      |
| Dividends                 | approximately 30% to a maximum of 35% of adjusted consolidated net income |
|                           |   |

Overall, we expect consolidated sales to grow moderately in 2013 compared to 2012. This also assumes that the economy will not experience a significant slowdown. Moreover, there will be a year-on-year increase in sales of around EUR 20 million due to consolidation of companies acquired in 2012 and the first quarter of 2013.

We refer to the Forecast in our annual report 2012 for the three segments EMEA, Americas and Asia-Pacific as well as the two distribution channels EJT and DS.

For 2013, we are aiming for a sustainable EBITA margin which is expected to be at the same level as the past three years of more than 17%.

Net financial income can be impacted by various factors, e.g. acquisitions, possible financing measures or changes in hedging positions. Overall, we expect net financial income of around EUR -15 million.

The tax rate is anticipated to continue to be around 30% to 32% of earnings before taxes.

Due to the pursued sales growth and the earnings contributions from the acquisitions, earnings per share will further increase moderately in financial year 2013.

In 2013, the operating net cash flow should be near the previous year's adjusted level (2012: EUR 81.0 million). This is based on the assumption that cash inflow will be typical for our business, in particular in the fourth quarter of the financial year.

We still aim to follow a sustainable dividend policy that is based on a payout rate of approximately 30% to a maximum of 35% of the adjusted consolidated net income for the year.

#### GENERAL STATEMENT BY THE MANAGEMENT BOARD ON ANTICIPATED DEVELOPMENT

Under the given circumstances, NORMA Group started well in 2013. As expected, we did, however, not achieve the strong business level of the previous year. Yet, sales and earnings were significantly better than in the fourth quarter of 2012.

The Management Board holds fast to the expectation that NORMA Group will continue to grow in the next two years, despite the volatile economic development. However, our growth momentum will slow as a result of the difficult operating environment.

### Report on transactions with related parties

In the reporting period January to March 2013 there were no significant transactions with related parties. We also refer to Note 19 on page 41.

### Review

The interim report was neither audited according to Section 317 HGB nor reviewed by auditors.

### **Responsibility Statement**

To the best of our knowledge, and in accordance with the applicable reporting principles for interim financial reporting, the interim consolidated financial statements give a true and fair view of the assets, liabilities, financial position, and profit or loss of the Group, and the interim management report of the Group includes a fair review of the development and performance of the business and the position of the Group, together with a description of the material opportunities and risks associated with the expected development of the Group for the remaining months of the financial year.

Maintal, 7 May 2013

NORMA Group AG Management Board

Werner Deggim

Dr. Othmar Belker

**Bernd Kleinhens** 

John Stephenson

### Supplementary report

There were no major events after the balance sheet date 31 March 2013 which could have an influence on the financial performance, financial position and cash flows of NORMA Group.

## Consolidated Interim Financial Statements

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## Consolidated statement of financial position

as at 31 March 2013

#### ASSETS

| in '000 EUR                   | Note | 31 March 2013 | 31 Dec 2012 | 31 March 2012 |
|-------------------------------|------|---------------|-------------|---------------|
| Non-current assets            |      |               |             |               |
| Goodwill                      | (10) | 237,172       | 235,262     | 222,870       |
| Other intangible assets       | (10) | 92,556        | 92,478      | 75,677        |
| Property, plant and equipment | (10) | 109,380       | 109,079     | 99,396        |
| Other non-financial assets    |      | 734           | 0           | 0             |
| Other financial assets        |      | 0             | 0           | 397           |
| Derivative financial assets   |      | 0             | 0           | 28            |
| Income tax assets             |      | 2,621         | 2,253       | 2,203         |
| Deferred income tax assets    |      | 6,168         | 6,403       | 6,881         |
|                               |      | 448,631       | 445,475     | 407,452       |
| Current assets                |      |               |             |               |
| Inventories                   | (11) | 77,393        | 74,313      | 69,655        |
| Other non-financial assets    |      | 8,948         | 7,787       | 6,862         |
| Derivative financial assets   |      | 137           | 103         | 0             |
| Income tax assets             |      | 5,731         | 12,778      | 13,291        |
| Trade and other receivables   | (11) | 102,056       | 79,293      | 94,346        |
| Cash and cash equivalents     |      | 77,367        | 72,389      | 78,191        |
|                               |      | 271,632       | 246,663     | 262,345       |
| Total assets                  |      | 720,263       | 692,138     | 669,797       |

#### Consolidated statement of financial position

#### EQUITY AND LIABILITIES

| in '000 EUR   | Note | 31 March 2013 | 31 Dec 2012 | 31 March 2012 |
|---|------|---------------|-------------|---------------|
| Equity attributable to equity holders of the parent |      |               |             |               |
| Subscribed capital                                  |      | 31,862        | 31,862      | 31,862        |
| Capital reserves                                    | (12) | 214,626       | 213,559     | 212,252       |
| Other reserves                                      |      | -8,300        | -8,550      | -3,134        |
| Retained earnings                                   | (12) | 66,391        | 50,450      | 30,471        |
| Equity attributable to shareholders                 |      | 304,579       | 287,321     | 271,451       |
| Non-controlling interests                           |      | 975           | 1,021       | 492           |
| Total equity  |      | 305,554       | 288,342     | 271,943       |
| Liabilities   |      |               |             |               |
| Non-current liabilities                             |      |               |             |               |
| Retirement benefit obligations                      |      | 10,298        | 10,319      | 8,454         |
| Provisions  | (13) | 6,095         | 5,739       | 4,716         |
| Borrowings  | (14) | 190,732       | 190,727     | 213,907       |
| Other non-financial liabilities                     |      | 1,580         | 1,589       | 1,360         |
| Other financial liabilities                         |      | 2,569         | 2,666       | 603           |
| Derivative financial liabilities                    | (14) | 27,391        | 24,675      | 19,931        |
| Deferred income tax liabilities                     |      | 34,118        | 32,940      | 33,138        |
|   |      | 272,783       | 268,655     | 282,109       |
| Current liabilities                                 |      |               |             |               |
| Provisions  | (13) | 6,515         | 6,743       | 5,734         |
| Borrowings  | (14) | 54,568        | 50,969      | 28,362        |
| Other non-financial liabilities                     |      | 20,538        | 19,600      | 19,996        |
| Other financial liabilities                         |      | 2,181         | 2,225       | 1,914         |
| Derivative financial liabilities                    | (14) | 205           | 114         | 18            |
| Income tax liabilities                              |      | 15,355        | 17,827      | 12,375        |
| Trade payables                                      |      | 42,564        | 37,663      | 47,346        |
|   |      | 141,926       | 135,141     | 115,745       |
| Total liabilities                                   |      | 414,709       | 403,796     | 397,854       |
| Total equity and liabilities                        |      | 720,263       | 692,138     | 669,797       |

## Consolidated statement of comprehensive income

for the Period from 1 January to 31 March 2013

| in '000 EUR  | Note | Q1 2013 | Q1 2012 |
|--|------|---------|---------|
| Revenue  | (5)  | 159,321 | 159,748 |
| Changes in inventories of finished goods and work in progress  |      | 552     | 2,265   |
| Raw materials and consumables used   | (5)  | -68,859 | -71,171 |
| Gross profit   |      | 91,014  | 90,842  |
| Other operating income   | (6)  | 1,814   | 1,525   |
| Other operating expenses   | (6)  | -18,389 | -20,183 |
| Employee benefits expense  | (7)  | -41,879 | -39,489 |
| Depreciation and amortisation  |      | -7,106  | -5,519  |
| Operating profit   |      | 25,454  | 27,176  |
| Financial income   | (8)  | 133     | 250     |
| Financial costs  | (8)  | -2,356  | -3,758  |
| Financial costs – net  |      | -2,223  | -3,508  |
| Profit before income tax   |      | 23,231  | 23,668  |
| Income taxes   |      | -7,410  | -7,362  |
| Profit for the period  |      | 15,821  | 16,306  |
| Other comprehensive income for the period, net of tax<br>Other comprehensive income that can be reclassified into profit or loss, net of tax |      | 205     | -416    |
| Exchange differences on translation of foreign operations  |      | -138    | 127     |
| Cash flow hedges, net of tax   |      | 343     | -543    |
| Other comprehensive income that cannot be reclassified into profit or loss, net of tax   |      | 0       | 0       |
| Actuarial gains/losses on defined benefit plans, net of tax  |      | 0       | 0       |
| Other comprehensive income for the period, net of tax  |      | 205     | -416    |
| Total comprehensive income for the period  |      | 16,026  | 15,890  |
| Profit attributable to   |      |         |         |
| Shareholders of the parent   |      | 15,822  | 16,297  |
| Non-controlling interests  |      | -1      | 9       |
|  |      | 15,821  | 16,306  |
| Total comprehensive income attributable to   |      |         |         |
| Shareholders of the parent   |      | 16,072  | 15,831  |
| Non-controlling interests  |      | -46     | 59      |
|  |      | 16,026  | 15,890  |
|  |      |         |         |
| Undiluted earnings per share (in EUR)  | (9)  | 0.50    | 0.51    |
| Diluted earnings per share (in EUR)  | (9)  | 0.50    | 0.51    |
|  |      |         |         |

## Consolidated statement of cash flows

for the Period from 1 January to 31 March 2013

| in '000 EUR  | Note | Q1 2013 | Q1 2012 |
|--|------|---------|---------|
| Operating activities   |      |         |         |
| Profit for the period  |      | 15,821  | 16,306  |
| Depreciation and amortisation  |      | 7,106   | 5,519   |
| Gain (–)/loss (+) on disposal of property, plant and equipment         |      | 6       | -45     |
| Change in provisions   | (13) | 93      | -514    |
| Change in deferred taxes   |      | 850     | - 120   |
| Change in inventories, trade account reveivables and other receivables |      | -17,984 | -13,790 |
| Change in trade and other payables                                     |      | 4,155   | 6,964   |
| Interest paid  |      | 2,579   | 3,133   |
| Other non-cash expenses/income   |      | -2,836  | 2,237   |
| Net cash provided by operating activities                              |      | 9,790   | 19,690  |
| thereof interest received  |      | 1,528   | 193     |
| thereof income taxes   |      | -3,109  | -3,658  |
| Investing activities   |      |         |         |
| Payments for acquisitions of subsidiaries, net                         | (18) | -2,401  | 0       |
| Investments in property, plant and equipment                           |      | -3,399  | -5,786  |
| Proceeds from sale of property, plant and equipment                    |      | 56      | 120     |
| Investments in intangible assets                                       |      | -684    | -323    |
| Net cash used in investing activities                                  |      | -6,428  | -5,989  |
| Financing activities   |      |         |         |
| Reimbursement OPICP from shareholder                                   |      | 1,067   | 0       |
| Interest paid  |      | -2,706  | -3,133  |
| Dividends paid to non-controlling interests                            |      | 0       | -11     |
| Proceeds from borrowings   | (14) | 3,618   | 0       |
| Repayment of borrowings  | (14) | -429    | -521    |
| Net cash provided by/used in financing activities                      |      | 1,550   | -3,665  |
| Net decrease (-)/increase (+) in cash and cash equivalents             |      | 4,912   | 10,036  |
| Cash and cash equivalents at beginning of the year                     |      | 72,389  | 67,891  |
| Exchange gains/losses on cash  |      | 66      | 264     |
|  |      |         |         |

## Consolidated statement of changes in equity

for the Period from 1 January to 31 March 2013

|   |                | Attributable to aquit                 |                  |  |
|---|----------------|---------------------------------------|------------------|--|
|   |                | Attributable to equit<br>of the paren |                  |  |
|   |                |                                       |                  |  |
|   | <b>N I I I</b> | Subscribed                            |                  |  |
| in '000 EUR   | Note           | capital                               | Capital reserves |  |
| Balance at 31 December 2011                               |                | 31,862                                | 212,252          |  |
| Changes in equity for the period                          |                |                                       |                  |  |
| Result for the period                                     |                |                                       |                  |  |
| Exchange differences on translation of foreign operations |                |                                       |                  |  |
| Cash flow hedges, net of tax                              |                |                                       |                  |  |
| Total comprehensive income for the period                 |                | 0                                     | 0                |  |
| Stock options   |                |                                       |                  |  |
| Dividends paid to non-controlling interests               |                |                                       |                  |  |
| Total transactions with owners for the period             |                | 0                                     | 0                |  |
| Balance at 31 March 2012                                  | (12)           | 31,862                                | 212,252          |  |
| Balance at 31 December 2012                               |                | 31,862                                | 213,559          |  |
| Changes in equity for the period                          |                |                                       |                  |  |
| Result for the period                                     |                |                                       |                  |  |
| Exchange differences on translation of foreign operations |                |                                       |                  |  |
| Cash flow hedges, net of tax                              |                |                                       |                  |  |
| Total comprehensive income for the period                 |                | 0                                     | 0                |  |
| Stock options   |                |                                       |                  |  |
| Reimbursement OPICP by previous shareholders              |                |                                       | 1,067            |  |
| Total transactions with owners for the period             |                | 0                                     | 1,067            |  |
| Balance at 31 March 2013                                  | (12)           | 31,862                                | 214,626          |  |

Consolidated statement of changes in equity

|             |                              |         |                   | Attributable to equi<br>of the pare |
|-------------|------------------------------|---------|-------------------|-------------------------------------|
| Total equit | Non-controlling<br>interests | Total   | Retained earnings | Other reserves                      |
| 256,00      | 444                          | 255,558 | 14,112            |                                     |
| 16,30       | 9                            | 16,297  | 16,297            |                                     |
| 12          | 50                           | 77      |                   | 77                                  |
| -54         | 0                            | -543    |                   | -543                                |
| 15,89       | 59                           | 15,831  | 16,297            | -466                                |
| 6           | 0                            | 62      | 62                |                                     |
| -1          | -11                          | 0       |                   |                                     |
| 5           | -11                          | 62      | 62                | 0                                   |
| 271,94      | 492                          | 271,451 | 30,471            | -3,134                              |
| 288,34      | 1,021                        | 287,321 | 50,450            | -8,550                              |
| 15,82       |                              | 15,822  | 15,822            |                                     |
| - 13        |                              | -93     |                   | -93                                 |
| 34          |                              | 343     |                   |                                     |
| 16,02       | -46                          | 16,072  | 15,822            | 250                                 |
| 11          |                              | 119     | 119               |                                     |
| 1,06        |                              | 1,067   |                   |                                     |
| 1,18        | 0                            | 1,186   | 119               |                                     |
| 305,55      | 975                          | 304,579 | 66,391            | -8,300                              |
|             |                              |         |                   |                                     |

## Segment reporting

for the Period from 1 January to 31 March 2013

|  | EMEA    | <u>.                                    </u> | America | JS      | Asia-Pacif | fic .   |  |
|--|---------|--|---------|---------|------------|---------|--|
| in '000 EUR  | Q1 2013 | Q1 2012                                      | Q1 2013 | Q1 2012 | Q1 2013    | Q1 2012 |  |
| Total revenue  | 106,673 | 106,047                                      | 48,514  | 52,518  | 12,570     | 10,572  |  |
| thereof inter-segment revenue                          | 6,366   | 6,810  | 1,783   | 2,277   | 287        | 302     |  |
| Revenue from external customers                        | 100,307 | 99,237                                       | 46,731  | 50,241  | 12,283     | 10,270  |  |
| Contribution to consolidated group sales               | 63 %    | 62 %   | 29%     | 32 %    | 8%         | 6%      |  |
| Adjusted EBITDA 1)                                     | 22,270  | 24,777                                       | 10,260  | 10,476  | 1,136      | 811     |  |
| Depreciation without PPA depriciation                  | -2,481  | -2,223                                       | -1,126  | -1,018  | -428       | -227    |  |
| Adjusted EBITA <sup>2)</sup>                           | 19,789  | 22,554                                       | 9,134   | 9,458   | 708        | 584     |  |
| Assets (prior year as at<br>31 Dec 2012) <sup>3)</sup> | 482,231 | 457,426                                      | 214,569 | 209,894 | 56,851     | 51,240  |  |
| Liabilities (prior year as at<br>31 Dec 2012) 4)       | 193,515 | 185,155                                      | 134,068 | 138,118 | 37,245     | 36,536  |  |

<sup>1)</sup> The adjustments relate to adjustments within the individual segments, at Group level no adjustments were made in the EBITDA.

<sup>2)</sup> For details regarding the adjustments refer to Note 4.

<sup>3)</sup> Including allocated goodwills, taxes are shown in reconciliation.

<sup>4)</sup> Taxes are shown in reconciliation.

| <br>Total se | egments | Central F | Functions | Conso    | lidation  | Consolida | ted group |
|--------------|---------|-----------|-----------|----------|-----------|-----------|-----------|
| Q1 2013      | Q1 2012 | Q1 2013   | Q1 2012   | Q1 2013  | Q1 2012   | Q1 2013   | Q1 2012   |
| <br>167,757  | 169,137 | 10,940    | 9,143     | -19,376  | - 18,532  | 159,321   | 159.748   |
| <br>8,436    | 9,389   | 10,940    | 9,143     | -19,376  | - 18,532  | 0         | 0         |
| 159,321      | 159,748 | 0         | 0         | 0        | 0         | 159,321   | 159.748   |
| 100 %        | 100%    |           |           |          |           |           |           |
| 33,666       | 36,064  | -353      | -2,939    | -753     | -430      | 32,560    | 32.695    |
| -4,035       | -3,468  | -176      | -31       | 0        | 0         | -4,211    | -3.499    |
| 29,631       | 32,596  | -529      | -2,970    | -753     | -430      | 28,349    | 29.196    |
| 753,651      | 718,560 | 127,193   | 131,680   | -160,581 | -158,102  | 720,263   | 692.138   |
| <br>         |         | ,         |           |          |           |           |           |
| 364,828      | 359,809 | 173,817   | 171,693   | -123,936 | - 127,706 | 414,709   | 403.796   |

# Notes to the consolidated financial statements (condensed)

#### 1. GENERAL INFORMATION

These condensed consolidated financial statements of NORMA Group as at 31 March 2013 have been prepared in accordance with IAS 34 "Interim financial reporting", as adopted by the EU.

The condensed consolidated financial statements are to be read in connection with the consolidated financial statements for 2012 which are available on the website www.normagroup.com. All IFRS to be applied for financial years beginning 1 January 2013, as adopted by the EU, have been taken into account.

The consolidated interim management report and condensed consolidated interim financial statements were neither audited nor reviewed by the Group auditor.

The condensed financial statements were approved by the NORMA Group management on 3 May 2013 and released for publication.

#### 2. BASIS OF PREPARATION

The condensed financial statements are prepared using the same methods of accounting and consolidation principles as in the Notes to the consolidated annual financial statements for 2012. A detailed description of significant accounting principles can be found in the annual consolidated statements for 2012 (**Note 3** "Summary of significant accounting principles").

The most significant accounting policies are as follows:

| Position   | Valuation method                            |
|--|---|
| Assets   |   |
| Goodwill   | Impairment-only approach                    |
| Other intangible assets (except goodwill)        | Amortised costs                             |
| Property, plant and equipment                    | Amortised costs                             |
| Other financial assets (categories IAS 39):      |   |
| Financial assets held for trading (FAHfT)        | At fair value through profit or loss        |
| Loans and receivables (LaR)                      | Amortised costs                             |
| Available-for-sale financial assets (AfS)        | At fair value in other comprehensive income |
| Derivative financial assets:                     |   |
| Classified as cashflow hedge                     | At fair value in other comprehensive income |
| Classified as fair value hedge                   | At fair value through profit or loss        |
| Without hedge accounting                         | At fair value through profit or loss        |
| Inventories                                      | Lower of cost or net realisable value       |
| Other non-financial assets                       | Amortised costs                             |
| Trade receivables                                | Amortised costs                             |
| Cash and cash equivalents                        | Nominal amount                              |
| Liabilities                                      |   |
| Pensions   | Projected unit credit method                |
| Other provisions                                 | Settlement amount                           |
| Borrowings                                       | Amortised costs                             |
| Other non-financial liabilities                  | Amortised costs                             |
| Other financial liabilities (categories IAS 39): |   |
| Financial liabilities held for trading (FLHfT)   | At fair value through profit or loss        |
| Financial liabilities at cost (FLAC)             | Amortised costs                             |
| Loans and receivables (LaR)                      | Amortised costs                             |
| Derivative financial liabilities:                |   |
| Classified as cashflow hedge                     | At fair value in other comprehensive income |
| Classified as fair value hedge                   | At fair value through profit or loss        |
| Without hedge accounting                         | At fair value through profit or loss        |
| Trade payables                                   | Amortised costs                             |

Standards to be applied for financial years beginning 1 January 2013 have no significant influence on the condensed financial statements of NORMA Group as at 31 March 2013.

The consolidated statement of comprehensive income has been prepared according to the total cost method.

The condensed financial statements are presented in ,euro' (EUR).

Income tax expenses are calculated with an expected tax rate for the full financial year which is based on the best estimate of the weighted average annual income tax rate.

#### 3. BASIS OF CONSOLIDATION

The basis of consolidation for the consolidated financial statements as at 31 March 2013 includes eight German and 35 foreign companies.

## Notes to the consolidated statement of comprehensive income, consolidated statement of financial position and other notes

#### 4. ADJUSTMENTS

In the first quarter of 2013 and 2012, no material one-time items occurred. Therefore, only depreciation and amortisation from purchase price allocations were adjusted.

The following table shows the profit and loss net of these expenses:

| in EUR '000                              | Q1 2013 | Q1 2012  |
|--|---------|----------|
| Revenue                                  | 159,321 | 159,748  |
| Changes in inventories of finished goods |         |          |
| and work in progress                     | 552     | 2,265    |
| Raw materials and consumables used       | -68,859 | -71,171  |
| Gross profit                             | 91,014  | 90,842   |
| Other operating income and expenses      | -16,575 | - 18,658 |
| Employee benefits expense                | -41,879 | -39,489  |
| EBITDA                                   | 32,560  | 32,695   |
| Depreciation without PPA depreciation    | -4,211  | -3,499   |
| Adjusted EBITA                           | 28,349  | 29,196   |
| Amortisation without PPA amortisation    | -754    | -604     |
| Adjusted operating profit (EBIT)         | 27,595  | 28,592   |
| Financial costs – net                    | -2,223  | -3,508   |
| Adjusted profit before income tax        | 25,372  | 25,084   |
| Adjusted income taxes                    | -8,093  | -7,802   |
| Adjusted profit for the period           | 17,279  | 17,282   |
| Non-controlling interest                 | -1      | 59       |
| Adjusted profit attributable to share-   |         |          |
| holder of the parent                     | 17,280  | 17,223   |
| Adjusted earnings per share (in EUR)     | 0.54    | 0.54     |
| Adjusted earnings per share (in EUR)     |         |          |
| pro forma (unweighted shares at the      | 0.54    | 0.54     |
| end of period)                           | 0.54    | 0.54     |

#### 5. REVENUE AND RAW MATERIALS AND CONSUMABLES USED

Revenue recognised during the period related to the following:

| in EUR '000                     | Q1 2013 | Q1 2012 |
|---------------------------------|---------|---------|
| Engineered Joining Technologies | 111,763 | 114,550 |
| Distribution Services           | 48,091  | 45,174  |
| Other revenue                   | 596     | 1,170   |
| Deductions                      | -1,129  | -1,146  |
|                                 | 159,321 | 159,748 |

Revenue for the first quarter of 2013 (EUR 159,321 thousand) was 0.3% below revenue for the first quarter of 2012 (EUR 159,748 thousand). The contribution of the distribution business of Davydick & Co. Pty. Limited, which was acquired in January 2013, to the revenue amounts to EUR 1,021 thousand.

The raw materials and consumables used decreased slightly more than the revenues leading to a ratio of 43.2% (Q1 2012: 44.6%).

#### 6. OTHER OPERATING INCOME AND OTHER OPERATING EXPENSES

Other operating income mainly included operational currency gains. Other operating income of the first quarter of 2013 came to EUR 1,814 thousand which was EUR 289 thousand higher than in the first quarter of 2012.

Other operating expenses for the first quarter of 2013 (EUR 18,389 thousand) were 8.9% below other operating expenses for the first quarter of 2012. The decrease is due to lower operational currency expenses and savings in the area of the administration costs.

#### 7. EMPLOYEE BENEFITS EXPENSE

In the first quarter of 2013 employee benefits expense amounted to EUR 41,879 thousand compared to EUR 39,489 thousand in the first quarter of 2012. The increase of 6.1% is mainly due to a higher average headcount, particularly affected by the acquisitions of 2012.

Average headcount was 3,672 in the first quarter of 2013 (Q1 2012: 3,454).

Notes to the consolidated financial statements (condensed)

#### 8. FINANCIAL INCOME AND COSTS

Financial costs for the first quarter of 2013 (EUR 2,356 thousand) were 37.3 % lower compared to the first quarter of 2012. The decrease is mainly due to the higher net foreign exchange gains on financing activities in comparison to the first quarter of 2012.

#### 9. EARNINGS PER SHARE

The weighted number of shares in the first quarter of 2013 is as follows:

| Date           | No. of shares<br>(unweighted) | Weighting<br>in days | No. of<br>shares<br>(weighted) |
|----------------|-------------------------------|----------------------|--------------------------------|
| 31 March 2012  | 31,862,400                    | 90                   | 31,862,400                     |
| 1 January 2013 | 31,862,400                    | 90                   | 31,862,400                     |
| 31 March 2013  | 31,862,400                    | 90                   | 31,862,400                     |

#### 10. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

The intangible assets are as follows:

|                          | Carrying a       | amounts        |
|--------------------------|------------------|----------------|
| in EUR '000              | 31 March<br>2013 | 31 Dec<br>2012 |
| Goodwill                 | 237,172          | 235,262        |
| Certificates             | 46,130           | 45,901         |
| Licenses, rights         | 1,371            | 1,401          |
| Trademarks               | 16,742           | 16,613         |
| Patents & technology     | 15,588           | 15,733         |
| Intangible assets, other | 12,725           | 12,830         |
| Total                    | 329,728          | 327,740        |

The tangible assets are as follows:

|                           | Carrying a       | amounts        |
|---------------------------|------------------|----------------|
| in EUR '000               | 31 March<br>2013 | 31 Dec<br>2012 |
| Land and buildings        | 46,005           | 46,037         |
| Machinery & tools         | 42,798           | 42,613         |
| Other equipment           | 11,473           | 10,726         |
| Assets under construction | 9,104            | 9,703          |
| Total                     | 109,380          | 109,079        |

The earnings per share for the first quarter of 2013 are as follows:

| in EUR '000   | Q1 2013    | Q1 2012    |
|---|------------|------------|
| Profit attributable to shareholders of the parent (in EUR '000) | 15,822     | 16,297     |
| Number of weighted shares                                       | 31,862,400 | 31,862,400 |
| Earnings per share (in EUR)                                     | 0.50       | 0.51       |

There were no dilutions of the number of weighted shares in the first quarter of 2013 and 2012.

In the first quarter of 2013, EUR 4,308 thousand were invested in property, plant and equipment and intangible assets. The main focus of the investments was on expansion in Germany, the USA and in Serbia.

The change in goodwill from EUR 235,262 thousand to EUR 237,715 thousand resulted from exchange differences and from the acquisition of the distribution business of Davydick & Co. Pty. Limited, which increased the goodwill by EUR 5 thousand.

#### **11. CURRENT ASSETS**

The increase of trade account receivables and inventories resulted from the increased revenues in the first quarter of 2013 in comparison to the last quarter of 2012.

#### 12. EQUITY

Changes in equity resulted in the profit of the period (EUR 15,821 thousand), cash flow hedges (EUR 343 thousand), exchange differences on translation of foreign operations (EUR -138 thousand) and the issuance of share options (EUR 119 thousand).

Furthermore, the last part of the 'Operational Performance Incentive Cash Program' amounting to EUR 1,067 thousand was reimbursed by the previous shareholders and recognised in the capital reserve in accordance with the agreement.

#### Authorised and conditional capital

The Management board was authorized by the extraordinary shareholders' meeting on 6 April 2011 to increase the company's registered share capital in one or more transactions by up to EUR 15,931,200 in aggregate by issuing up to 15,931,200 new no par value registered shares against cash contributions or contributions in kind (authorised capital) in the period ending on 5 April 2016.

With the resolution of the extraordinary shareholders' meeting on 6 April 2011, the company's share capital has been conditionally increased by up to EUR 12,505,000 through the issuance of up to 12,505,000 new no par value registered shares (conditional capital). The conditional capital increase serves to issue shares to the holders or creditors of convertible or warrant-linked bonds as well as profit participation rights based on the authorisation approved by the extraordinary shareholders' meeting of 6 April 2011.

#### **13. PROVISIONS**

The provisions increased slightly from EUR 12,482 thousand as at 31 December 2012 to EUR 12,610 thousand as at 31 March 2013.

#### 14. FINANCIAL DEBT

The financial debt of NORMA Group increased from EUR 271,376 thousand as at 31 December 2012 to EUR 277,646 thousand as at 31 March 2013. The net debt of EUR 200,279 thousand remained constant in comparison to 31 December 2012.

The syndicated bank facilities are hedged against foreign exchange rate and interest rate changes. The derivative liability increased from EUR 24,675 thousand as at 31 December 2012 to EUR 27,391 thousand as at 31 March 2013.

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#### **15. FINANCIAL INSTRUMENTS**

Financial instruments according to classes and categories are as follows:

|  |                    |  | Me                | easurement | basis IAS 39                               | )          |                                  |                                |
|--|--------------------|--|-------------------|------------|--|------------|----------------------------------|--------------------------------|
| in EUR '000  | Category<br>IAS 39 | Carrying<br>amount<br>31 March<br>2013 | Amortised<br>Cost | Cost       | Fair value<br>through<br>profit or<br>loss | Fair value | Measure-<br>ment basis<br>IAS 17 | Fair value<br>31 March<br>2013 |
| Financial assets                                       |                    |  |                   |            |  |            |                                  |                                |
| Derivative financial instruments –<br>Hedge accounting |                    |  |                   |            |  |            |                                  |                                |
| Foreign exchange derivatives                           | n/a                | 137                                    |                   |            |  | 137        |                                  | 137                            |
| Trade and other receivables                            | LaR                | 102,056                                | 102,056           |            |  |            |                                  | 102,056                        |
| Cash and cash equivalents                              | LaR                | 77,367                                 | 77,367            |            |  |            |                                  | 77,367                         |
| Financial liabilities                                  |                    |  |                   |            |  |            |                                  |                                |
| Borrowings   | FLAC               | 245,300                                | 245,300           |            |  |            | ·                                | 245,300                        |
| Derivative financial instruments –<br>Held for trading |                    |  |                   |            |  |            |                                  |                                |
| Foreign exchange derivatives                           | FLHfT              | 205                                    |                   |            | 205  |            |                                  | 205                            |
| Derivative financial instruments –<br>Hedge accounting |                    |  |                   |            |  |            |                                  |                                |
| Interest derivatives                                   | n/a                | 21,953                                 |                   |            |  | 21,953     |                                  | 21,953                         |
| Cross-currency swaps                                   | n/a                | 5,438                                  |                   |            |  | 5,438      |                                  | 5,438                          |
| Trade payables   | FLAC               | 42,564                                 | 42,564            |            |  |            |                                  | 42,564                         |
| Other financial liabilities                            | FLAC               | 3,985                                  | 3,985             |            |  |            |                                  | 3,985                          |
| Finance lease liabilities                              | n/a                | 765                                    |                   |            |  |            | 765                              | 780                            |
| Totals per category                                    |                    |  |                   |            |  |            |                                  |                                |
| Loans and receivables (LaR)                            |                    | 179,423                                | 179,423           |            |  |            |                                  | 179,423                        |
| Financial liabilities held for trading (FLHfT)         |                    | 205                                    |                   |            | 205  |            |                                  | 205                            |
| Financial liabilities at amortised cost (FLAC)         |                    | 291,849                                | 291,849           | _          |  |            |                                  | 291,849                        |

| Category <b>31</b>                                  | ount  | Amortised<br>Cost | Cost | Fair value<br>through<br>profit or<br>loss |            | Measure-             | Fair value     |
|---|-------|-------------------|------|--|------------|----------------------|----------------|
|   |       |                   |      | 1033                                       | Fair value | ment basis<br>IAS 17 | 31 Dec<br>2012 |
| Derivative financial instruments -                  |       |                   |      |  |            |                      |                |
| Hedge accounting                                    |       |                   |      |  |            |                      |                |
| Foreign exchange derivatives n/a                    | 103   |                   |      |  | 103        |                      | 103            |
| Trade and other receivables LaR 79,                 | ,293  | 79,293            |      |  |            |                      | 79,293         |
| Cash and cash equivalents LaR 72,                   | ,389  | 72,389            |      |  |            |                      | 72,389         |
| Financial liabilities                               |       |                   |      |  |            |                      |                |
| Borrowings FLAC 241,                                | ,696  | 241,696           |      |  |            |                      | 241,696        |
| Derivative financial instruments – Held for trading |       |                   |      |  |            |                      |                |
| Foreign exchange derivatives FLHfT                  | 114   |                   |      | 114  |            |                      | 114            |
| Derivative financial instruments – Hedge accounting |       |                   |      |  |            |                      |                |
| Interest derivatives n/a 18,                        | ,868  |                   |      |  | 18,868     |                      | 18,868         |
| Cross-currency swaps n/a 5,                         | ,807  |                   |      |  | 5,807      |                      | 5,807          |
| Trade payables FLAC 37,                             | 7,663 | 37,663            |      |  |            |                      | 37,663         |
| Other financial liabilities FLAC 3,                 | 8,951 | 3,951             |      |  |            |                      | 3,951          |
| Finance lease liabilities n/a                       | 940   |                   |      |  |            | 940                  | 996            |
| Totals per category                                 |       |                   |      |  |            |                      |                |
| Loans and receivables (LaR) 151,                    | ,682  | 151,682           |      |  |            |                      | 151,682        |
| Financial liabilities held for trading (FLHfT)      | 114   |                   |      | 114  |            |                      | 114            |
| Financial liabilities at amortised cost (FLAC) 283, | 8,310 | 283,310           |      |  |            |                      | 283,310        |

Notes to the consolidated financial statements (condensed)

The table below provides an overview of the classification of financial assets and liabilities measured at fair value in the fair value hierarchy under IFRS 13 as at 31 March 2013:

| in EUR '000                                     | Level 1 <sup>1)</sup> | Level 2 <sup>2)</sup> | Level 3 <sup>3)</sup> | Total  |
|---|-----------------------|-----------------------|-----------------------|--------|
| Recurring fair value measurements               |                       |                       |                       |        |
| Assets  |                       |                       |                       |        |
| Foreign exchange derivatives – hedge accounting |                       | 137                   |                       | 137    |
| Total   | 0                     | 137                   | 0                     | 137    |
| Liabilities                                     |                       |                       |                       |        |
| Cross-currency swaps – hedge accounting         |                       | 21,953                |                       | 21,953 |
| Interest swap – hedge accounting                |                       | 5,438                 |                       | 5,438  |
| Foreign exchange derivatives – held for trading |                       | 205                   |                       | 205    |
| Total   | 0                     | 27,596                | 0                     | 27,596 |

<sup>1)</sup> Fair value measurement based on quoted prices (unadjusted) in active markets for these or identical assets or liabilities.

<sup>2)</sup> Fair value measurement for the asset or liability based on inputs that are observable on active markets either directly (i. e. as prices) or indirectly (i. e. derived from prices). <sup>3</sup> Fair value measurement for the asset or liability based on inputs that are not observable market data.

In the first quarter of 2013, no transfers between Level 1 and Level 2 occurred. In the balance sheet as at 31 March 2013 and 31 December 2012, all assets and liabilities measured at fair value are classified as Level 2.

The fair value of interest swaps and cross-currency swaps is calculated as the present value of estimated future cash flows. The fair value of forward foreign exchange contracts is determined using a present value model based on forward exchange rates.

#### **16. SEGMENT REPORTING**

NORMA Group segments the company at a regional level. The reportable segments of NORMA Group are EMEA, the Americas, and Asia-Pacific. NORMA Group's vision includes regional growth targets. Distribution services are focused regionally and locally. All three regions EMEA, Americas and Asia-Pacific have linked regional intercompany organisations of different functions. As a result, the Group's management reporting and controlling system has a strong regional focus. The product portfolio does not vary significantly between these segments.

NORMA Group measures the performance of its segments through profit or loss indicators which are referred to as "adjusted EBITDA" and "adjusted EBITA".

"Adjusted EBITDA" comprises revenue, changes in inventories of finished goods and work in progress, raw materials and consumables used, other operating income and expenses, and employee benefits expense and is adjusted for material one-time effects. EBITDA is measured in a manner consistent with that used in the statement of comprehensive income.

"Adjusted EBITA" includes, in addition to the EBITDA, the depreciation adjusted for depreciation from purchase price allocations.

In the first quarter of 2013 and 2012, no adjustments were booked at Group EBITDA-level; therefore the EBITA is only adjusted by depreciation from purchase price allocations.

Inter-segment revenue is recorded at values that approximate third party selling prices.

Segment assets comprise all assets less (current and deferred) income tax assets. Taxes are shown in the reconciliation.

Assets of the "Central Fuctions" include mainly cash and intercompany receivables; the liabilities include mainly borrowings.

The reconciliation of the segments' adjusted EBITA is as follows:

| in EUR '000                           | Q1 2013 | Q1 2012 |
|---------------------------------------|---------|---------|
| Total segments' EBITDA                | 32,560  | 32,695  |
| Depreciation without PPA depreciation | -4,211  | -3,499  |
| Total adjusted EBITA of the Group     | 28,349  | 29,196  |
| Depreciation from PPA                 | -79     | -60     |
| EBITA of the Group                    | 28,270  | 29,136  |
| Amortisation                          | -2,816  | -1,960  |
| Financial costs – net                 | -2,223  | -3,508  |
| Profit before tax                     | 23,231  | 23,668  |

#### **17. CONTINGENCIES AND COMMITMENTS**

Capital expenditure contracted for as of the balance sheet date but not yet incurred is as follows:

| in EUR '000                   | 31 March 2013 | 31 Dec 2012 |
|-------------------------------|---------------|-------------|
| Property, plant and equipment | 1,215         | 1,191       |
|                               | 1,215         | 1,191       |

The Group has contingent liabilities with respect to legal claims arising as part of the ordinary course of business.

NORMA Group does not believe that any of these contingent liabilities will have a material adverse effect on its business or that any material liabilities will arise from contingent liabilities.

#### **18. BUSINESS COMBINATIONS**

NORMA Group signed an agreement on 10 January 2013 to acquire the distribution business of Davydick & Co. Pty. Limited ("Davydick") in Australia.

Davydick, based in Goulburn, approximately 150 km southwest of Sydney, has been a distributor of various elements for the transportation of water in irrigation systems for more than 20 years. The company is specialised in supplying a comprehensive range of rural irrigation fittings, valves, and pumps under the appellation "PUMPMASTER" to around 700 customers throughout Australia in the agricultural, hardware and plumbing markets. Davydick maintains branches in Melbourne, Adelaide and Brisbane. In the past fiscal year, the company generated overall sales of around EUR 4 million.

Goodwill of EUR 5 thousand resulted from the acquisition.

Of the consideration of EUR 2,686 thousand, EUR 2,401 thousand were paid in cash and EUR 285 thousand consist of incurred liabilities.

None of the goodwill recognised is expected to be deductible for income tax purposes.

Notes to the consolidated financial statements (condensed)

The following table summarises the consideration paid for Davydick & Co. Pty Limited and the amounts of the assets acquired and liabilities assumed recognised at the acquisition date.

| in EUR '000  | Q1 2013 |
|--|---------|
| Consideration at 10 January 2013   | 2,686   |
| Acquisition-related costs (included in other operating<br>expenses in the consolidated statement of comprehen-<br>sive income) | 76      |
| Recognised amounts of identifiable assets acquired and liabilities assumed   |         |
| Property, plant and equipment  | 499     |
| Customer lists   | 564     |
| Inventory  | 1,273   |
| Trade and other receivables  | 602     |
| Trade payables   | -213    |
| Provisions   | -44     |
| Total identifiable net assets  | 2,681   |
| Goodwill   | 5       |
|  | 2,686   |

## The fair value of trade and other receivables is EUR 602 thousand and includes trade receivables with a fair value of EUR 558 thousand.

The fair value of the acquired identifiable assets of EUR 564 thousand (including customer lists) is provisional pending receipt of the final valuation for those assets due to the acquisition on 10 January 2013.

The revenue included in the consolidated statement of comprehensive income contributed by Davydick & Co. Pty. Limited since 10 January 2013 was EUR 1,021 thousand. Had Davydick & Co. Pty. Limited been consolidated from 1 January 2013, the consolidated statement of comprehensive income would show revenue of EUR 1,205 thousand.

NORMA Group acquired the distribution business of Davydick which led to individual assets being transferred to NORMA Group; therefore profit for this period cannot be shown.

#### **19. RELATED PARTY TRANSACTIONS**

In the first quarter of 2013, NORMA Group did not have any transactions with related parties.

#### 20. EVENTS AFTER THE BALANCE SHEET DATE

As of 7 May 2013, no events were known that would have led to a material change in the disclosures or valuation of the assets and liabilities as at 31 March 2013.

Maintal, 7 May 2013

NORMA Group AG Management Board

Werner Deggim Dr. Othmar Belker

Bernd Kleinhens John Stephenson

## Financial Calendar 2013

III 7 May 2013 Publication of Q1 Interim Results 2013

III 22 May 2013 Annual General Meeting in Frankfurt/Main

III 7 August 2013 Publication of Q2 Interim Results 2013

III 6 November 2013 Publication of Q3 Interim Results 2013

We are constantly updating our financial calendar. Please visit the Investor Relations section on our homepage www.normagroup.com for the latest information.

## Contact and Imprint

If you have any questions regarding NORMA Group or would like to be included in our distribution list, please contact the Investor Relations Team.

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CONCEPT AND LAYOUT 3st kommunikation, Mainz

#### Note on the inerim report

This interim report is also available in German. If there are differences between the two, the German version takes priority.

#### Note on rounding

Please note that slight differences may arise as a result of the use of rounded amounts and percentages.

#### Forward-looking statements

This interim report contains certain future-oriented statements. Future-oriented statements include all statements which do not relate to historical facts and events and contain future-oriented expressions such as "believe", "estimate", "assume", "expect", "forecast", "intend", "could" or "should" or expressions of a similar kind. Such future-oriented statements are subject to risks and uncertainties since they relate to future events and are based on the company's current assumptions, which may not in the future take place or be fulfilled as expected. The company points out that such future-oriented statements provide no guarantee for the future and that the actual events including the financial position and profitability of the NORMA Group AG and developments in the economic and regulatory fundamentals may vary substantially (particularly on the down side) from those explicitly or implicitly assumed in these statements. Even if the actual assets for the NORMA Group AG, including its financial position and profitability and the economic and regulatory fundamentals, are in accordance with such future-oriented statements in this interim report, no guarantee can be given that this will continue to be the case in the future.

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