MORE PEOPLE, MORE VALUE!

All for One Midmarket AG | 3-Month Report as at 31 December 2011

KEY FIGURES

(IFRS)		10/2011 – 12/2011	10/2010 – 12/2010	Δ
Sales revenues	KEUR	33,948	22,514	51%
EBITDA	KEUR	3,149	2,195	43%
EBITDA margin	%	9.3	9.7	
EBIT	KEUR	2,158	1,394	55%
EBIT margin	%	6.4	6.2	
Earnings after tax	KEUR	1,849	1,194	55%
Return on sales	%	5.4	5.3	
Earnings per share	EUR	0.35	0.24	46%
Employees (period end)	Number	679	435	56%
Full-time equivalents (ø)	Number	500	400	25%

		31.12.2011	30.09.2011*	Δ
Net debt (-) / Net liquidity (+)	KEUR	-3,386	12,615	n/a
Shareholders' equity	KEUR	40,124	38,353	5%
Equity ratio	%	30	59	
Total assets	KEUR	131,751	65,349	102%

* Figures include discontinued operation

Certain statements within this interim report constitute forward-looking statements that involve forecasts, estimates or expectations and are subject to risks and uncertainties. The actual results, performance and achievements can deviate from those expressed or implied in these forward-looking statements. Changes in the general economic and competitive situation, particularly in the core business divisions and markets, and changes in legislation, particularly those related to taxes, can cause such deviations. The German-language version of this interim report is definitive.

The company assumes no obligation to update statements made in this interim report.

Dear Shareholders, Ladies and Gentlemen,

While we are optimistic about how our business will grow, we are still concerned about the euro crisis. Seldom has the degree of uncertainty about economic developments been as great as it is today. A large share of businesses appears to be noticing no disturbance at all. In fact, in many parts of the economy they are investing heavily – and with confidence and vigour – in further expansion (*Source: Handelsblatt Business Monitor, 6 February 2012*). All for One is an example of this. We took over Steeb Anwendungssysteme GmbH, Abstatt, a wholly-owned subsidiary of SAP AG, on 1 December 2011. Two powerful and similarly positioned companies are joining forces to become even stronger together. We have set some ambitious goals and intend to become the permanent and recognised No. 1 for SAP in the midmarket segment in countries where German is spoken.

A successful integration must be made quickly. The expanded senior management team was operational a mere day after the acquisition agreements were closed. That very same day also witnessed the launch of a new market presence as »All for One Steeb«. One brand name for two (momentarily separate) legal entities that communicates continuity and sustainability. Already today All for One Steeb serves the largest base of SAP midmarket customers in countries where German is spoken. We are also undertaking some unusual steps to keep the pace of integration high and moving forward. It was in the Porsche Arena in Stuttgart that over 400 employees assembled 40 imaginative »power stations« to form a more than 200-metre-long chain reaction. This unforgettable group experience – you can watch the festivities on our YouTube channel – delighted our employees, customers and business partners, not to mention the media, which has been favourably following the integration. Another signal effect was the move by Andreas Naunin, formerly the Head of SME and a member of the Management Board of SAP Deutschland AG & Co. KG, to the senior management team at All for One.

The 1 December 2011 inclusion of Steeb gave a big boost to what was already strong organic growth on the part of All for One. The consolidated sales revenues of this first quarter (1 Oct - 31 Dec 2011) increased by a total of 51% to EUR 33.9 million. Half of this increase was generated on a strictly organic basis. All three pillars of our integrated business model, namely outsourcing services (including software maintenance), consulting and SAP licenses, posted major gains. The 1st quarter EBIT margin was 6% despite one-time transaction and integration costs. This leveraged pace of growth also significantly changed the risk situation. The equity ratio as at 31 December 2011 was 30% (30 September 2011: 59%). The acquisition of Steeb was funded for the most part using outside capital. As a result, the net liquidity on hand at the end of the previous financial year turned into a net debt.

Our annual general meeting will be held on 14 March 2012. More details about this are available at www.all-for-one.com. We look forward to seeing you there.

Yours sincerely,

Lars Landwehrkamp
Chief Executive Officer

Stefan Land
Chief Financial Officer

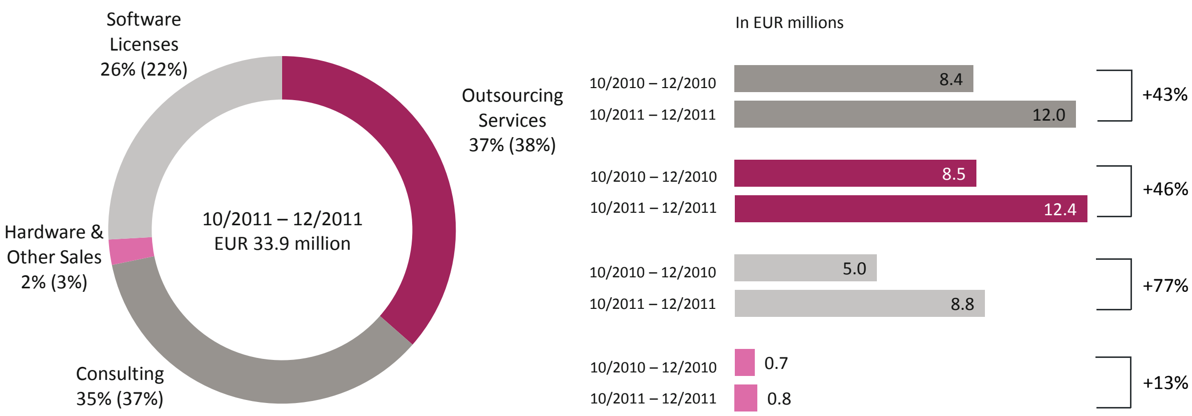
INTERIM MANAGEMENT REPORT

from 1 October to 31 December 2011

All for One Midmarket AG's financial year 2011/12 deviates from the calendar year and begins on 1 October 2011 and ends on 30 September 2012. The current reporting period for the first 3 months, and the 1st quarter respectively, covers the timeframe of 1 October to 31 December 2011 as well as its corresponding prior-year period. Steeb Anwendungssysteme GmbH (hereafter called »Steeb«) has been fully consolidated within the Group financial statements of All for One Midmarket AG since 1 December 2011.

Sales Performance

Sales by Type



Quarterly sales up 51% / Recurring outsourcing services revenues gain 46%

All for One Midmarket AG improved its sales revenues by 51% from EUR 22.5 million to 33.9 million in this first quarter of the financial year 2011/12. 50% of this sales increase was a result of strictly organic growth while the other 50% stemmed from the inclusion of Steeb. The recurring revenues from outsourcing services (including software maintenance) posted an increase of 46% to EUR 12.4 million (Oct – Dec 2010: EUR 8.5 million) in this latest 3-month period. In addition to an improved market position derived from years of increasing growth – the latest opinion by Pierre Audoin Consultants (PAC) already ranks All for One among the top 12 SAP hosting partners in Germany – it was Steeb's substantial base of software-maintenance customers that also contributed to this further accelerated increase in revenues. The strictly organic increase in sales revenues from outsourcing services (including software maintenance) was 12%.

The volume of business among new and existing customers continues to move sharply upwards, which is why revenues from software licenses significantly surpassed last year's high levels. The sharp rise in licensing revenues by 77% to EUR 8.8 million (Oct – Dec 2010: EUR 5.0 million) resulted from organic growth of 34% and the inclusion of Steeb. Of the major gains in consulting revenues, namely a plus of 43% to EUR 12.0 million (Oct – Dec 2010: EUR 8.4 million), 34% were generated organically, and mostly as a result of the many new projects over recent months. Our consulting teams have experienced an extremely high rate of utilisation.

Earnings

in KEUR	10/2011 – 12/2011	10/2010 – 12/2010 **
Sales revenues	33,948	22,514
EBITDA *	3,149	2,195
EBITA *	2,526	1,687
EBIT *	2,158	1,394

* incl. one-time costs of EUR 1.3 Mio.

** not including Steeb

EBITDA increases from EUR 2.2 million to 3.1 million / EBIT plus 55% / EBIT margin of 6% despite one-time costs

The ratio of the cost of traded goods to sales revenues increased 5 percentage points from 35% (Oct – Dec 2010) to 40% (Oct – Dec 2011) due to an significantly increased share of non-recurring licensing revenues. Although the inclusion of Steeb and the other organic increases in staffing resulted in personnel expenses (including one-time charges) rising by 34% to EUR 12.5 million (Oct – Dec 2010: EUR 9.3 million), these expenses as a share of sales revenues declined from 41% (Oct – Dec 2010) to 37% (Oct – Dec 2011) thanks to a robust expansion of business. The rise in other operating expenses of approximately EUR 1.2 million to 4.7 million (Oct – Dec 2010: EUR 3.5 million) stemmed from business growth and also includes one-time charges relating to transaction and integration costs. All together a transaction- and integration-related one-time charge in the amount of EUR 1.3 million was incurred in the period of October to December 2011. The EBITDA after 3 months was an encouraging EUR 3.1 million (Oct – Dec 2010: EUR 2.2 million). The corresponding EBIT improved by 55% from EUR 1.4 million (Oct – Dec 2010) to EUR 2.2 million. This reflects an unchanged EBIT margin of 6%.

The financial result after 3 months was virtually balanced (Oct – Dec 2010: EUR 0.1 million), which enabled an EBT of EUR 2.1 million (Oct – Dec 2010: EUR 1.5 million) to be achieved. The income-tax burden for this latest reporting period was 13% of EBT (Oct – Dec 2010: 18%). The Group's 3-month earnings after income taxes were EUR 1.8 million (Oct – Dec 2010: EUR 1.2 million) or 35 euro cents per share (Oct – Dec 2010: 24 euro cents). An unchanged average of 4,860,000 shares was outstanding during the reporting period.

The following table represents an **»as if portrayal«** not including Steeb and not including transaction- and integration-related set-up charges:

in KEUR	10/2011 – 12/2011	10/2010 – 12/2010
Sales revenues	28,117	22,514
EBITDA	3,517	2,195
EBITA	2,944	1,687
EBIT	2,737	1,394

Not including Steeb and the one-time transaction and integration charges, the EBITDA would have been EUR 3.5 million. The corresponding EBIT would have been EUR 2.7 million – for a plus of 96% over the prior year.

Performance by Business Division

All for One Midmarket AG's segment reporting comprises the »Integrated Solutions« and »HR Solutions« business divisions. Group costs are allocated proportionately across the two segments. Steeb Anwendungssysteme GmbH has been included in the figures for the Integrated Solutions segment since 1 December 2011.

Integrated Solutions Business Division

The Integrated Solutions segment encompasses a full range of products and solutions designed to provide end-to-end customer support that starts with management consulting and extends from software licenses, industry solutions, implementation and optimisation projects, all the way to software maintenance, outsourcing and managed services. The Steeb acquisition will be fully integrated into this segment. This segment's 3-month revenues – including Steeb – increased 56% to EUR 29.8 million (Oct – Dec 2010: EUR 19.2 million). It was mostly because of the one-time charges relating to transaction and integration costs from the takeover of Steeb that the rise in operating earnings lagged behind the trend in revenues. The EBIT for the segment – including Steeb – was EUR 1.9 million (Oct – Dec 2010: EUR 1.3 million), for a gain of 39%. The related EBIT margin to segment sales was 6% (Oct – Dec 2010: 7%).

HR Solutions Business Division

The heart of the HR Solutions segment is the human resources software platform SAP HCM (Human Capital Management), which serves as the basis for providing comprehensive implementation, consulting and support services that extend all the way to recurring HR outsourcing and HR business process outsourcing services. Revenues for the segment showed a significant gain of 25% during the period of October to December 2011. This increase in segment revenues to EUR 4.4 million (Oct – Dec 2010: EUR 3.5 million) was achieved on a strictly organic basis. The segment's EBIT was plus EUR 0.3 million (Oct – Dec 2010: EUR 0.1 million), while the related EBIT margin to segment sales for the HR Solutions business division was 7% (Oct – Dec 2010: 2%).

Financial Position

Group Balance Sheet

The initial consolidation of Steeb within the Group financial statements of All for One Midmarket AG was made on 1 December 2011 and, together with the financing of the acquisition, led to a fundamentally changed balance sheet situation. Almost all of the balance sheet items have increased significantly over those as at the past 30 September 2011 balance sheet date.

The sharp rise in non-current assets from EUR 25.6 million (30 September 2011) to EUR 71.7 million (31 December 2011) is attributable for the most part to the results of the preliminary purchase price allocation of Steeb Anwendungssysteme GmbH (see Note 2 in the Notes to the Interim Report). As a result, the other intangible assets item, which among other things includes the carrying values for the brand and customer base assumed from Steeb, increased from EUR 8.1 million (30 September 2011) to EUR 40.9 million (31 December 2011), while goodwill increased by EUR 9.9 million to 14.9 million. The increase in tangible fixed assets from EUR 5.0 million (30 September 2011) to EUR 7.5 million (31 December 2011) resulted from customer-related investments to further expand the data center infrastructure owing to both good business performance in outsourcing services and the consolidation of Steeb.

Current assets increased from EUR 37.7 million (30 September 2011) to EUR 60.0 million (31 December 2011). This change is attributable primarily to an increase in cash and cash equivalents and trade accounts receivable. The latter rose from EUR 15.5 million (30 September 2011) to EUR 24.8 million (31 December 2011) in line with the overall growth in business (including the consolidation of Steeb), which – as is typical for the season – led to a large amount of license sales at the end of the quarter. The relatively high level of cash and cash equivalents of EUR 30.1 million as at 31 December 2011 compared to the EUR 18.0 million as at 30 September 2011, more than half of which is attributable to Steeb, will decline significantly as the financial year progresses, especially once the final purchase price has been determined and certain accounts payable have normalised.

The changes in liabilities, reflected in an increase from EUR 27.0 million (30 September 2011) to EUR 91.6 million (31 December 2011), are attributable primarily to the funding required for the Steeb acquisition, as well as to increases in provisions, trade accounts payable, deferred tax liabilities and other liabilities.

In the course of acquiring Steeb, a syndicated loan agreement in the amount of EUR 32 million was concluded with the Landesbank Baden-Württemberg and the Commerzbank AG as the lead lenders in the 1st quarter of 2011/12. In turn, existing loans from both banks in the amount of EUR 3.5 million were fully repaid. Consequently, financial liabilities increased overall from EUR 5.4 million (30 September 2011) to EUR 33.5 million (31 December 2011).

The increase in provisions from EUR 0.2 million to 2.1 million, deferred tax liabilities from EUR 3.7 million to 12.8 million, other liabilities from EUR 11.6 million to 27.1 million, and trade accounts payable from EUR 5.2 million to 15.1 million are mostly a result of the consolidation of Steeb. The amount of other liabilities and trade accounts payable will decline significantly over the course of the financial year once the final purchase price has been determined and certain accounts payable have normalised (see the remarks pertaining to cash and cash equivalents further above in this section).

The net debt as at 31 December 2011 was EUR 3.4 million (30 September 2011: EUR 12.6 million in net liquidity). This figure will increase significantly over the coming quarters once the final purchase price for Steeb has been established.

Total equity increased from EUR 38.4 million (30 September 2011) to EUR 40.1 million (31 December 2011) thanks to the results posted in this first quarter of the current financial year. Because of the sharp rise in total assets from EUR 65.3 million (30 September 2011) to EUR 131.8 million (31 December 2011), the equity ratio declined from 59% (30 September 2011) to 30% (31 December 2011).

Cash Flow and Investments

The cash flow from operating activities in this first quarter of the current financial year was EUR 3.0 million (Oct – Dec 2010: EUR 0.8 million). This rise stemmed mostly from a pronounced increase in the EBITDA from EUR 2.2 million to 3.1 million and a surge in trade accounts payable of EUR 7.0 million. These increases are predominately compensated for by the considerable rise in trade accounts receivable of EUR 3.9 million and the similarly marked increase in other non-cash income of EUR 2.9 million (Oct – Dec 2010: KEUR 2). This increase in operating cash flow is thus attributable for the most part to the consolidation of Steeb and the profitable growth in the Group’s business.

Cash flows from investing activities increased to EUR 20.9 million (Oct – Dec 2010: EUR 0.4 million) as a result of having acquired Steeb. Investments in tangible fixed assets were made primarily in response to continuing growth in the number of customers within the field of outsourcing services.

The cash flows from financing activities were EUR 28.0 million (Oct – Dec 2010: minus EUR 1.9 million) and consist primarily of the funding for the Steeb acquisition. Cash funds as at 31 December 2011 totalled EUR 30.1 million compared to EUR 15.7 million as at 31 December 2010. This figure also includes an inflow of funds in the amount of EUR 2.1 million from the 2009 sale of the equity holdings in AC-Service (Schweiz) AG, Wettingen.

Employees

The staffing strength as at 31 December 2011 increased 56% to 679 employees (31 December 2010: 435 employees) as a result of the inclusion of Steeb staff on 1 December 2011 and additional new hires. The average personnel capacity for the 3-month period rose from 400 (Oct – Dec 2010) to 500 (Oct – Dec 2011) full-time positions, whereby Steeb was only included for the month of December 2011. In spite of this increase, All for One continues its intensive search for high-quality skilled employees. The market's favourable response to the acquisition of Steeb, the signal effect of Andreas Naunin (previously the Head of SME and a member of the Management Board of SAP Deutschland AG & Co. KG) joining the All for One senior management team, the rapid and visible success of integrating the many new employees, and the heightened number and variety of training initiatives, all enhance All for One's image as an employer of choice and the No. 1 in the SAP midmarket segment. There has been a noticeable increase in the number of applicants for open positions. Nevertheless, and because of a very tight labour market, a tremendous amount of effort is required to find and recruit SAP consultants with experience in the small to mid-size enterprise sector. This explains why the human resources department was expanded.

Corporate Governance

Good corporate governance is firmly anchored in All for One Midmarket AG's day-to-day operations and is actively »lived«, continuously reviewed, enhanced and improved in the form of responsible and transparent leadership and management. The Declaration of Conformity for the new financial year that began on 1 October 2011 was last amended on 22 February 2012. Details and the text of the current Declaration of Conformity are available on our website at www.all-for-one.com.

Risk Report

The All for One Group's risk situation changed significantly with the 1 December 2011 takeover of Steeb Anwendungs-systeme GmbH. The risks associated with human resources, as well as the financial and liquidity risks, have increased, while the risks from the dependence on key customers have diminished, from the risk situation as outlined most recently in the Annual Report 2010/11 (pages 27 to 32). Otherwise the risk situation depicted in the Annual Report 2010/11 is unchanged.

Risks Associated with Human Resources

In the case of service companies, sustained business success is inextricably linked to having highly qualified and motivated people working for you. By their very nature, major integration projects, such as the acquisition of Steeb, considerably increase the risks associated with human resources. There is the risk of deterioration in service quality and customer satisfaction, and in turn an impairment of the business, if skilled staff and managers should leave the company unexpectedly and no smooth transition of their duties and responsibilities to qualified replacements can be made. This is why All for One is not only working diligently and intensively on a rapid and secure integration, but also applying its extensive experience from other successfully completed integration projects. One example of this is how each Steeb employee has been assigned a sponsor from All for One who will also provide personal assistance throughout all the integration steps. Despite thorough preparations, the support provided by outside advisors in the form of integration workshops, the ongoing monitoring of the individual phases of the integration project, and the progress being made as planned, there remain considerable risks associated with human resources which can negatively impact further business performance and development.

Financial and Liquidity Risks

The Group balance sheet as at 31 December 2011 shows an equity ratio of 30% compared to 59% as at 30 September 2011. The disposable cash resources in the amount of EUR 30.1 million and short-term trade accounts receivables from third parties of EUR 24.8 million contrast with current financial liabilities of EUR 4.1 million and trade accounts payable of EUR 15.1 million. Long-term financial liabilities total EUR 29.4 million (31 December 2011). Operational funding lines of credit of more than EUR 3.0 million provide additional financial flexibility.

The redemption of the new syndicated loan for an initial EUR 32 million that was concluded in the course of the 1st quarter of 2011/12 includes scheduled repayments of EUR 3 million to be rendered on 30 June and 31 December of a given year beginning on 31 December 2012. A variable interest rate has been agreed to. The use of interest hedges is planned within the coming months. Should certain events described in the loan agreements (covenants) arise, then the creditors are authorised to raise the interest rate and can, if necessary, terminate the loans and call them due immediately. This mostly involves maintaining a pre-determined dynamic gearing ratio along with comprehensive information obligations. The creditors are also authorised to cancel their loan commitments entirely and declare the loans to be due immediately in the event of certain changes in All for One's shareholders (change of control).

The management board exercises the utmost diligence regarding compliance with the terms and requirements set forth in loan agreements, and in doing so stays in regular contact with the banks. Furthermore, a Group-wide reporting system not only monitors the earnings system, but the assets and financial position on a monthly basis and analyses any deviations from the budget figures in order to counteract any unplanned outflows of liquidity or reduced cash inflows as quickly as possible. Risks are also limited by the fact that significant parts of the business are distributed across a large number of individual customers. In addition, All for One Midmarket AG is not subject to major fluctuations in payment flows over the course of a given year, which facilitates cash management and further reduces whatever risks still remain.

Risks from the Dependence on Key Customers

All for One Midmarket AG's revenues are generally generated across a large number of customers, which has more than doubled since the inclusion of Steeb and, based on their number, now represents the largest SAP midmarket client base in the German-language region. In the financial year 2010/11 – without Steeb – no single customer accounted for more than 4% of the Group's total revenues. This percentage should be reduced significantly with the inclusion of Steeb and the structure of the client contracts assumed with it. Nevertheless, defaults by multiple clients could seriously impair business performance. All for One Midmarket AG uses a careful regimen of account management to mitigate its dependence on key customers. One example is how top clients are managed as part of a »Golden Circle« programme. Many other measures designed to ensure sustained customer satisfaction with the solutions and services provided, together with the related contractual commitments (longer contract terms), are also effective in building customer loyalty.

Outlook for the Financial Year 2011/12

To date there have been no tangible signs of any major economic slowdown in All for One Midmarket AG's target markets. However, there remains the question of the extent to which the euro crisis could impair our target markets and our business performance as well.

The inclusion of Steeb is set to give a big boost to the momentum driving All for One's organic growth, and which in the financial year 2011/12 is expected to lead to an overall revenue increase of 55%-60% over that of the prior-year period. Although the EBIT of this business combination will be burdened by one-time transaction and integration costs in the financial year 2011/12, it is still expected to remain clearly positive. We anticipate achieving total sales of more than EUR 160 million and an EBIT margin of more than 5% as early as in the financial year 2012/13 once the integration phase is completed. The combined company of »All for One plus Steeb« already offers greater earnings potential and opportunities for profit over the medium term than All for One as a stand-alone company. Economic setbacks pose the greatest risks.

Subsequent Events

The agreement concluded in 2009 on the sale of the equity holdings in AC-Service (Schweiz) AG, Wettingen/Switzerland, also contains variable earnout components, which led to a claim of EUR 0.9 million in the 2nd quarter of the financial year 2011/12.

Group Income Statement
from 1 October to 31 December 2011

in KEUR	10/2011 – 12/2011	10/2010 – 12/2010
Sales revenues	**33,948**	**22,514**
Other operating income	138	250
Cost of traded goods and third party services	-13,729	-7,790
Personnel expenses	-12,474	-9,279
Depreciation and amortisation (5)	-991	-801
Other operating expenses	-4,734	-3,500
EBIT	**2,158**	**1,394**
Financial income	135	153
Financial expense	-159	-90
Financial result	**-24**	**63**
EBT	**2,134**	**1,457**
Income tax (8)	-285	-263
Earnings after tax	**1,849**	**1,194**
attributable to equity holders of the parent	*1,722*	*1,145*
attributable to minority interests	*127*	*49*
Undiluted and diluted earnings per share		
Earnings per share in EUR	0.35	0.24

Group Comprehensive Income Statement
from 1 October to 31 December 2011

in KEUR	10/2011 – 12/2011	10/2010 – 12/2010
Earnings after tax	**1,849**	**1,194**
Foreign currency translation differences for foreign operations	37	36
Total comprehensive income	**1,803**	**1,230**
attributable to equity holders of the parent	*1,679*	*1,183*
attributable to minority interests	*124*	*47*
Average number of shares outstanding (undiluted and diluted)	4,860,000	4,860,000

Group Balance Sheet
as at 31 December 2011

ASSETS in KEUR	31.12.2011	30.09.2011
Non-current assets		
Goodwill	14,859	4,981
Other intangible assets	40,902	8,125
Tangible fixed assets	7,516	4,966
Financial assets (6)	4,344	3,574
Deferred tax assets	4,107	3,909
	71,728	**25,555**
Current assets		
Inventories	438	657
Trade accounts receivable	24,811	15,539
Current income tax assets	387	122
Financial assets (6)	2,933	2,597
Other assets	1,309	804
Cash and cash equivalents	30,145	17,979
	60,023	**37,698**
Other assets from discontinued operation	0	2,096
Total assets	**131,751**	**65,349**

EQUITY AND LIABILITIES in KEUR	31.12.2011	30.09.2011
Equity		
Issued share capital	14,580	14,580
Capital reserve	8,849	8,849
Reserve from currency translation	397	440
Retained earnings	14,564	12,842
Share of equity attributable to equity holders of the parent	**38,390**	**36,711**
Minority interests	**1,734**	**1,642**
Total equity	**40,124**	**38,353**
Non-current liabilities		
Provisions	986	136
Post-employment benefit liabilities	577	560
Financial liabilities (7)	29,415	2,188
Deferred tax liabilities	12,756	3,707
	43,734	**6,591**
Current liabilities		
Provisions	1,116	62
Current income tax liabilities	433	312
Financial liabilities (7)	4,116	3,176
Trade accounts payable	15,110	5,243
Other liabilities	27,084	11,612
	47,859	**20,405**
Other liabilities from discontinued operation	34	0
Total liabilities	**91,627**	**26,996**
Total equity and liabilities	**131,751**	**65,349**

Group Cash Flow Statement
from 1 October to 31 December 2011

in KEUR	10/2011 – 12/2011	10/2010 – 12/2010
EBT	**2,134**	**1,457**
Amortisation of intangible assets	368	293
Depreciation of tangible fixed assets	623	508
Financial result	24	-63
EBITDA	**3,149**	**2,195**
Increase (+) / decrease (-) in cumulative value adjustments and provisions	556	-18
Other non-cash expense (+) and income (-)	-2,869	-2
Changes in assets and liabilities:		
Increase (-) / decrease (+) in trade receivables	-3,923	-2,335
Increase (-) / decrease (+) in financial assets	40	208
Increase (-) / decrease (+) in other assets	-295	83
Increase (+) / decrease (-) in trade payables	6,959	584
Increase (+) / decrease (-) in other liabilities	-286	308
Income tax paid	-350	-243
Cash flow from operating activities	**2,981**	**780**
Purchase of intangible, tangible fixed and other assets	-909	-588
Sale of intangible, tangible fixed and other assets	3	10
Purchase of consolidated company less assumed cash and cash equivalents	-20,085	0
Cash flow from minority interests	-32	0
Interest received	135	148
Cash flow from investing activities	**-20,888**	**-430**
Cash flow from bank borrowings and long-term financial liabilities	32,302	25
Repayment of bank borrowings / overdrafts	-3,523	-1,589
Interest paid	-504	-46
Repayment of finance leases	-296	-256
Dividend payment	0	0
Cash flow from financing activities	**27,979**	**-1,866**
Changes in disposable cash and cash equivalents	0	29
Decrease / increase in cash and cash equivalents	**10,072**	**-1,487**
Effect of exchange rate fluctuations on cash funds	-36	23
Cash flow from sale of equity interests	2,130	0
Cash funds at the beginning of the period	17,979	17,191
Cash funds at the end of the period	**30,145**	**15,727**
Composition of cash funds at the end of the period		
Cash and cash equivalents according to the balance sheet	30,145	15,847
Less cash und cash equivalents not disposable	0	-120
Cash funds at the end of the period	**30,145**	**15,727**

Statement of Changes in Equity of the Group
from 1 October to 31 December 2011

in KEUR	Share of equity attributable to equity holders of the parent					Minority interests	Share-holders' equity
	Issued share capital	Treasury stock	Capital reserve	Reserve from currency translation	Retained earnings		
1 October 2010	**16,200**	**-2,354**	**7,229**	**300**	**9,894**	**1,139**	**32,408**
Distribution to minority interests	0	0	0	0	0	0	0
Total comprehensive income	0	0	0	39	1,144	47	1,230
31 December 2010	**16,200**	**-2,354**	**7,229**	**339**	**11,038**	**1,186**	**33,638**
1 October 2011	**14,580**	**0**	**8,849**	**440**	**12,842**	**1,642**	**38,353**
Distribution to minority interests	0	0	0	0	0	-32	-32
Total comprehensive income	0	0	0	-43	1,722	124	1,803
31 December 2011	**14,580**	**0**	**8,849**	**397**	**14,564**	**1,734**	**40,124**

Shares Held by Board Members
as at 31 December 2011

SHARES	**31.12.2011**	30.09.2011
Supervisory Board		
Peter Brogle	36,863	36,863
Peter Fritsch	24,000	24,000
Josef Blazicek	13,000	13,000
Management Board		
Lars Landwehrkamp	50,000	50,000
Stefan Land	32,735	32,735
	156,598	**156,598**

NOTES TO THE INTERIM REPORT

from 1 October to 31 December 2011

1. General Principles

The consolidated interim financial statements of All for One Midmarket AG as at 31 December 2011 were prepared in accordance with the International Financial Reporting Standards (IFRS) as formulated by the International Accounting Standards Board (IASB). These consolidated interim financial statements comply with IAS 34 »Interim Financial Reporting«. The consolidated interim financial statements have not been audited.

The consolidated interim financial statements take into account all current business transactions, accruals and deferrals, which in the view of the company are necessary to ensure a true and fair view of the interim results. The company believes that the information and explanations are presented properly and that they provide an accurate picture of the earnings, assets and financial situation.

2. Scope of the Consolidation

All for One Midmarket AG acquired 100% of the shareholdings in Steeb Anwendungssysteme GmbH, Abstatt (called Steeb for short) on 1 December 2011. The company is one of the leading SAP system houses in Germany and principally generates revenues from consulting services, license sales and software maintenance.

Steeb not only represents a major acquisition of strategic importance for the Group, but also has a significant impact on the comparability of these financial statements with those of prior years and prior quarters (see the Management Report for explanatory remarks).

Contributing to the goodwill in the amount of EUR 9.9 million were in particular the expected synergies from the combining of business activities, as well as those not identifiable intangible assets, which cannot be recognised separately apart from goodwill (Example: human capital, such as the skills and qualifications of the consultants).

The preliminary purchase price of the acquisition, less the assumed cash and cash equivalents, is EUR 23.0 million and will be paid in cash.

The transaction will be funded using All for One Midmarket AG's cash and cash equivalents and a loan in the amount of EUR 32.0 million (see also Note 7, Financial Liabilities).

The following table depicts the preliminary allocation of the acquisition costs on the acquisition date to the fair values of the assumed assets and liabilities, as well as their carrying amounts immediately prior to the business combination:

in KEUR	Carrying amount	Adjustments to fair values	Opening carrying value
Goodwill	0	9,878	9,878
Other intangible assets	21	33,091	33,112
Tangible fixed assets	2,303	0	2,303
Financial assets	1,135	0	1,135
Deferred tax assets	436	-256	180
Trade accounts receivable	5,479	-106	5,373
Other assets	389	-73	316
Cash and cash equivalents	16,415	0	16,415
Total assets	**26,178**	**42,534**	**68,712**
Provisions	1,544	0	1,544
Deferred tax liabilities	0	9,176	9,176
Current income tax liabilities	253	0	253
Financial liabilities	21	0	21
Trade accounts payable	3,111	0	3,111
Other liabilities	15,666	-424	15,242
Total debts	**20,595**	**8,752**	**29,347**
Net assets	**5,583**	**33,782**	**39,365**
Purchase price			39,365
Assumed cash and cash equivalents			16,415
Net purchase price (preliminary)			**22,950**

The opening carrying value of the receivables comprises the following:

in KEUR	
Gross receivables	5,520
Value adjustments	-147
Fair value	5,373

The purchase price allocation for Steeb has not been completed definitively. The fair values that were determined are still subject to review. The transaction- and integration-related one-time costs accrued during the reporting period totalled EUR 1.3 million.

Steeb will be allocated in its entirety to the Integrated Solutions segment.

Contributions to revenues of EUR 5.8 million and a contribution to earnings after income taxes in the amount of EUR 0.2 million are attributable to the acquisition of Steeb. Included therein is the amortisation of intangible assets assumed as part of the acquisition of Steeb, as well as additional effects resulting from the purchase price allocation in an amount totalling minus EUR 0.1 million.

Had the consolidation of Steeb been made at the beginning of the financial year 2011/12, then this would have resulted in pro forma revenues of KEUR 44.677 and pro forma earnings after taxes of KEUR 2.767. These pro forma figures were prepared for indicative comparison purposes only. They provide no reliable information about the operating results that would actually have been achieved had the acquisition been made at the beginning of the respective periods, nor about any future revenues and earnings.

The following table shows the identifiable intangible assets assumed from the business combination expressed in KEUR:

OTHER INTANGIBLE ASSETS OF STEEB in KEUR	Purchase price	Estimated useful life Months
Customer base	27,626	48 – 180
Trademark	5,465	infinite
	33,091	

All for One presumes that the goodwill recognised in the financial year 2011/12 will not be creditable for tax purposes.

3. Accounting and Valuation Methods

These consolidated interim financial statements were prepared using the accounting and valuation methods that applied for the consolidated financial statements as at 30 September 2011.

4. Seasonal Fluctuations

The business divisions are subject to various seasonal fluctuations. In addition, the signing of major contracts and the servicing of large orders can result in significant differences in sales revenues and earnings.

5. Depreciation and Amortisation

This item includes regular amortisation of intangible assets in the amount of KEUR 368 (comparable period: KEUR 293), of which KEUR 161 is attributable to the inclusion of Steeb (comparable period: KEUR 0).

6. Financial Assets

The financial assets as at 31 December 2011 primarily include receivables from finance lease agreements totalling KEUR 6,025 (30 September 2011: KEUR 5,853), the current portion of which is KEUR 2,473 (30 September 2010: KEUR 2,449). The financial assets also include receivables from the insolvency hedging of pre-retirement part-time work arrangements and related accrued-hours accounts in the amount of KEUR 771 (30 September 2011: KEUR 0).

7. Financial Liabilities

The financial liabilities as at 31 December 2011 include liabilities to banks totalling KEUR 31,839 (30 September 2011: KEUR 3,695), the current portion of which is KEUR 3,090 (30 September 2011: KEUR 2,090). The financial liabilities as at 31 December 2011 also include obligations from finance lease agreements totalling KEUR 1,692 (30 September 2011: KEUR 1,669), the current portion of which is KEUR 1,026 (30 September 2011: KEUR 1,086).

Two loan agreements with a total volume of EUR 9.0 million were concluded in mid-2008, scheduled to be paid off by 30 June 2012 and 30 June 2013. Both loans were paid off early and in their entirety through one special and final principal repayment in the amount of EUR 3.5 million during the course of 1st quarter 2011/12.

In order to fund the acquisition of Steeb, a syndicated loan agreement in the amount of EUR 32 million was concluded with the Landesbank Baden-Württemberg and the Commerzbank as lead lenders during the 1st quarter of 2011/12. The agreement also includes an additional operational funding credit of EUR 3 million. The loan will be repaid semi-annually on 30 June and 31 December of each year – starting for the first time on 31 December 2012 – with payments in the amount of EUR 3 million each. The term of the agreement ends on 31 December 2017. Early unscheduled repayments may be made. A variable interest rate has been agreed to and is oriented on the EURIBOR (Euro Interbank Offered Rate) plus an interest-rate premium of between 2.4% and 3.1%. The use of interest hedges is planned within the coming months. There are a number of covenants that must be fulfilled, such as maintaining various key financial figures and the issuing of other periodic assurances. Should certain events described in the loan agreements (covenants) arise, then the creditors are authorised to raise the interest rate and can, if necessary, terminate the loans and call them due immediately. These mostly involve maintaining a pre-determined dynamic gearing ratio along with comprehensive information obligations. The creditors are also authorised to cancel their loan commitments entirely and declare the loans to be due immediately in the event of certain changes in All for One's shareholders (change of control).

As security for the syndicated loan, a global assignment of all trade accounts receivable, claims from the share purchase agreement and the due diligence reports, as well as claims arising from the loan agreement to other Group companies, was agreed to for All for One Midmarket AG. A global assignment of all trade accounts receivable, as well as claims arising from the loan agreement to other Group companies, was agreed to for Steeb Anwendungssysteme GmbH. The lenders are also authorised at any time to demand a pledge in favour of the financing parties of 99% of the shares in AC Automation Center S.A./N.V., Belgium, 90% of the shares in AC Automation Center S.à r.l., Luxemburg, and all other current or future shares held by the Group companies. All for One is authorised to ensure that the respective company becomes a party to the loan agreement as guarantor in lieu of a pledging of the affected shares.

8. Income Taxes

Of the reported income taxes, an amount of plus KEUR 145 are deferred taxes (comparable period: minus KEUR 60).

9. Segment Reporting

The information by segment for the reporting period is as follows:

	Integrated Solutions		HR Solutions		Consolidation		Group	
in KEUR	**10/11 – 12/11**	10/10 – 12/10	**10/11 – 12/11**	10/10 – 12/10	**10/11 – 12/11**	10/10 – 12/10	**10/11 – 12/11**	10/10 – 12/10
Sales to external customers	**29,692**	**19,076**	**4,256**	**3,438**	**0**	**0**	**33,948**	**22,514**
Intersegment sales	106	98	163	108	-269	-206	0	0
Segment sales	**29,798**	**19,174**	**4,419**	**3,546**	**-269**	**-206**	**33,948**	**22,514**
EBITDA	**2,763**	**2,046**	**386**	**149**	**0**	**0**	**3,149**	**2,195**
EBIT	**1,866**	**1,339**	**292**	**55**	**0**	**0**	**2,158**	**1,394**
Financial result	-23	85	-1	-22	0	0	-24	63
Earnings before tax	**1,843**	**1,424**	**291**	**33**	**0**	**0**	**2,134**	**1,457**
Income tax							-285	-263
Result for the period							**1,849**	**1,194**
Full-time equivalents (average)	385	289	115	107			500	400

10. Related Parties

In the reporting period revenues were generated with group companies of CROSS Industries AG / Unternehmens Invest AG in connection with support for data processing applications. In addition, revenues were generated in the prior year with group companies of BEKO HOLDING AG (a related party until 31 March 2011) in connection with the operation of an SAP system, while at the same time various IT and other services were purchased from those same group companies. All business transactions with related parties were made at terms and conditions that are customary for dealings with third parties (arm's length). Additional information about related parties can be found on pages 65 to 67 (Note 31) in the Annual Report 2010/11.

11. Parent Company, Voting Rights Announcement and Number of Voting Rights

On 29 November 2011, **Knünz Invest Beteiligungs GmbH**, Wels, Austria, has informed us according to article 21, section 1 of the WpHG that the share of voting rights of Knünz Invest Beteiligungs GmbH in All for One Midmarket AG, Filderstadt-Bernhausen, Germany, ISIN: DE0005110001, WKN: 511000 has exceeded the limits of 3%, 5%, 10%, 15%, 20%, 25%, 30%, 50% on 28 November 2011 and on that day amounted to 65.26% (this corresponds to 3,171,848 voting rights). 65.26% (this corresponds to 3,171,848 voting rights) are attributed to Knünz Invest Beteiligungs GmbH according to article 22, section 1, sentence 1, no. 1 of the WpHG. Attributed voting rights are held by the following companies controlled by Knünz Invest Beteiligungs GmbH and whose share of voting rights in All for One Midmarket AG amount to 3% or more:

- Unternehmens Invest AG, Wels, Austria
- CROSS Informatik GmbH, Wels, Austria

On 29 November 2011, **Unternehmens Invest AG**, Wels, Austria, has informed us according to article 21, section 1 of the WpHG that the share of voting rights of Unternehmens Invest AG in All for One Midmarket AG, Filderstadt-Bernhausen, Germany, ISIN: DE0005110001, WKN: 511000 has exceeded the limits of 3%, 5%, 10%, 15%, 20%, 25%, 30%, 50% on 28 November 2011 and on that day amounted to 65.26% (this corresponds to 3,171,848 voting rights). 65.26% (this corresponds to 3,171,848 voting rights) are attributed to Unternehmens Invest AG according to article 22, section 1, sentence 1, no. 1 of the WpHG. Attributed voting rights are held by the following companies controlled by Unternehmens Invest AG and whose share of voting rights in All for One Midmarket AG amount to 3% or more:

- CROSS Informatik GmbH, Wels, Austria

INVESTOR RELATIONS

Facts and Figures

Key Figures of the Share

ISIN / WKN	DE0005110001 / 511 000
Market Segment	Prime Standard
Date of Listing	30 November 1998
Share Capital	EUR 14.58 million
Number of Shares	4,860,000 (registered shares)
Par Value	EUR 3

Shareholder Structure

(Approximate distribution based on shareholder statements)

CROSS Informatik GmbH	65%
BEKO HOLDING AG	11%
Management and Supervisory Board	3%

Financial Calendar

14 March 2012	Annual General Meeting
15 May 2012	Half-Year Financial Report as at 31 March 2012
07 August 2012	9-Month Report as at 30 June 2012

IR Service

Our website offers extensive investor relations services. Apart from finding company reports, analyst reports, financial presentations and information concerning the annual general meeting, you can also add your name to the distribution list to receive press releases and financial announcements.

www.all-for-one.com/investor-relations

All for One Steeb

The brand »All for One Steeb« represents the integrated market presence of All for One Midmarket AG and its 100% subsidiary Steeb Anwendungssysteme GmbH. All for One Steeb ranks as one of the leading SAP full-service providers for the mid-sized business market where German is spoken. The SAP Gold Partner's portfolio comprises end-to-end solutions along the whole of the IT value chain – from SAP industry solutions to outsourcing services and application management. As a one-stop-shop for all SAP-related services, All for One Steeb is a reliable general contractor for small and mid-sized enterprises. With around 700 employees, it serves over 2,000 clients among machinery and equipment manufacturers, automotive suppliers, consumer goods industry, technical wholesalers and project and engineering service providers. As a founding member of United VARs, the global network of leading SAP partners for small and mid-sized enterprises, All for One Steeb guarantees a comprehensive consulting and service portfolio as well as the best local support in more than 56 countries. All for One Steeb ranks among Germany's best employers (Great Place to Work 2010) and the best IT consultants for the German midmarket (TOP CONSULTANT 2011).

www.all-for-one.com

All for One Midmarket AG
Gottlieb-Manz-Straße 1
70794 Filderstadt
Germany
T +49 711 788 07 - 0
F +49 711 788 07 - 699

SAP FOR THE MIDMARKET: www.all-for-one.com