

Statement
by the Board of Directors and the Supervisory Board
of P&I Personal & Informatik AG according to Art. 161 (AktG)
regarding compliance with the German Corporate Governance Code

The recommendations issued by the government commission on the German Corporate Governance Code on May 26, 2010 and published in the electronic pages of the 'Bundesanzeiger' on July 2, 2010 have been implemented by the Company since the last Declaration of Compliance was submitted by the Supervisory Board and the Board of Directors in December 2010 with the following exceptions:

Company bylaws for the Board of Directors (Code Item 4.2.1, Sentence 2)

The company bylaws for the Board of Directors include a majority clause covering the Boards' resolutions without a regulation covering the deciding vote to be cast by the Chairman of the Board. As it would not be possible to rule in favour of one or the other of the members by majority ballot with a two-member Board of Directors, the view of the Supervisory Board is that there is no place for such a ruling given the present composition of the Board of the Company.

Board of Directors' emoluments – Emolument structure (Code Item 4.2.3, Para. 2)

The currently valid Board of Directors' employment contract with the Chairman of the Board of Directors, Mr Vasilios Triadis, was agreed upon for the coming into force of the law covering the appropriateness of the Board of Director's remuneration and was last altered on May 17, 2011, it will also remain valid until March 31, 2012. The emolument structure still does not correspond to the regulations and the principles for establishing the salaries of the members of the Board of Directors in accordance with § 87 of the German Companies Act included in the version of the law covering the appropriateness of the Board of Director's remuneration.

The Supervisory Board concluded a new Board of Director's contract with Mr. Triadis on May 17, 2011, and this will become effective with the new 2012/2013 fiscal year, which starts on April 1, 2012. This Board of Director's contract, which will be valid as from April 1, 2012, fully complies with the recommendations of the Code as well as the legal requirements governing the Board of Director's emolument structure.

Board of Directors' remuneration – No settlement cap for change of control (Code Item 4.2.3, Para. 5 in conjunction with Para. 4)

The member of the Board of Directors, Mr. Vasilios Triadis, also signed an agreement on September 1, 2008, which gave him the right to resign from his positions and his contract of employment within a specific period in the case of a change in control. He shall then receive a settlement to the amount of the

remuneration (including the variable component), which he would otherwise have received up to the end of the term of his contract. A change of control will take place as per the agreement if “a third party acquires at least 30% of the Company’s voting rights through the purchase of shares or other means in compliance with §§ 39, 35 Para. 1, Sentence 1, WpÜG. § 22 Paras. 1 and 2, WpHG, have to be complied with in order to calculate the voting rights.”

The Company therefore dissents from the recommendation covering a settlement cap in the case of a change of control. Hereafter any payments arising from the premature ending of Board of Directors activities that resulted from a change of control must not exceed 150 per cent of the settlement cap. Pay-outs, including fringe benefits, made in the case of premature ending of the Board of Directors activities without any other important reasons being given must not exceed a value of two years annual remuneration in accordance with the settlement cap, whereby the previous fiscal years as well as the current fiscal year, if necessary, must be used for calculating the compensation package. The existing regulations in the agreement signed on September 1, 2008 correspond to the view of the Supervisory Board that was sitting at the point in time when the contract was concluded, which was that this offer was appropriate.

The Supervisory Board concluded a new Board of Director’s contract with Mr. Triadis on May 17, 2011, and this will become effective with the new 2012/2013 fiscal year, which starts on April 1, 2012, and it fully complies with the recommendations listed in the Code that govern the settlement cap.

Disclosure of the remuneration of the Board of Directors in the Compensation Report (Code Item 4.2.5)

The recommendation in the Compensation Report regarding the disclosure of the remuneration of members of the Board of Directors can only be complied with to the extent that doing so does not conflict with the decisions of the Annual General Meeting of August 29, 2006 and August 30, 2011, to refrain from individual disclosure of the Board of Directors' remuneration. The non-disclosure of individual Board of Directors remunerations obligation ran in compliance with the resolution passed at the AGM held on August 29, 2006 and ultimately applied to the financial statements for fiscal 2010/2011 up to August 28, 2011. It was resolved at the AGM held on August 30, 2011 to continue to omit the disclosure of the individual remunerations paid to the members of the Board of Directors. The obligation to omit the disclosure of the individual remunerations paid to the members of the Board of Directors under this resolution will remain valid until August 29, 2016 and this means that it will run from fiscal year 2011/2012 up to and including fiscal year 2015/2016.

Conflicts of interest – Ancillary activities (Code Item 4.3.5)

Code Item 4.3.5 states that: “Members of the Board of Directors should only accept ancillary activities with the approval of the Supervisory Board.” This

recommendation has been upheld in practice. However, the current contract of employment concluded with Mr. Triadis remains in force up to March 31, 2012 and states that ancillary activities only require the approval of the Supervisory Board "if these activities might conflict with the Company's interests".

The Supervisory Board concluded a new Board of Director's contract with Mr. Triadis on May 17, 2011, and this will become effective with the new 2012/2013 fiscal year, which starts on April 1, 2012, and it fully complies with the recommendations listed in the Code that govern the approval of ancillary activities.

Formation of committees (Code Items 5.3.1 to 5.3.3)

The Supervisory Board has not formed any committees as opposed to the recommendation listed in the Code. The Supervisory Board is comprised of only three members. The formation of committees in addition to the full Supervisory Board appear to serve no purpose, as a committee, in which at least three members would have to be present, would have to pass resolutions instead of the full Supervisory Board.

Composition of the Supervisory Board (Art. 5.4.1, Paras. 2 and 3, DCGK)

The Supervisory Board is not subjected to a specific objective with regard to its composition, even though this is contrary to the recommendations listed in the Code, and it does not comply with the remaining recommendations listed in Art. 5.4.1, Paras. 2 and 3 of the Code. The Supervisory Board is comprised of only three members and this is why the Supervisory Board does not see any benefit in being bound to a specific objective with regard to its composition. Furthermore, it is imperative that the Supervisory Board remains flexible in order to ensure that their proposals to the selection committee responsible are always made on an individual basis and that only the candidates with the best possible qualifications are given consideration.

Results-oriented remuneration for members of the Supervisory Board (Code Item 5.4.6, Para. 2)

Results-orientated remuneration has not been planned for the Supervisory Board as opposed to the recommendation listed in the Code. The view of the Company continues to be that this type of remuneration for the Supervisory Board would be in contradiction to its monitoring function and, given the size and structure of the Company, it would not appear to be in order either.

Wiesbaden, December 2011



Thomas Volk
Chairman of the Supervisory Board



Vasilios Triadis
Chairman of the Board of Directors