

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 made by the government commission on the German Corporate Governance Code that were made on June 18, 2009 and published in the electronic pages of the Bundesanzeiger on August 5, 2009 have been implemented by the Company since the last Declaration of Compliance was submitted in November 2008 with the following exceptions:

Deductible in directors' and officers' liability insurance policies (Code Item 3.8, Paras. 2 and 3)

The current D&O insurance for directors and officers (Board of Directors and Supervisory Board), which remains valid until the end of the current fiscal year, does not include a deductible. The Board of Directors and the Supervisory Board are of the opinion that a deductible in the D&O insurance policy would not serve to improve the motivation and responsibility with which the executive bodies discharge their duties. In so far as the last Declaration of Compliance submitted in November 2008 differed from the recommendations listed in Item 3.8, Para. 2 of the Code in the version issued on June 6, 2008, it was stated that an appropriate deductible will be agreed upon, when the Company concludes a D&O insurance for both the Board of Directors and the Supervisory Board. However, the Board of Directors and the Supervisory Board intend to propose, based on the law covering the appropriateness of the Board of Directors' remuneration and the general experience gained during this financial crisis, that the existing D&O insurance will be brought into line on April 1, 2010 and a deductible will then be introduced for both for the Board of Directors as well as the Supervisory Board. It is expected that this sum will amount to more than the 10% of the assessment or at least one and a half times the amount of the Boards' fixed annual remuneration, as stipulated in § 93, Para. 2, Sentence 3 AktG in the version of the law covering the appropriateness of the Board of Director's remuneration.

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 contracts were agreed upon for the coming into force of the law covering the appropriateness of the Board of Director's remuneration and were last altered on September 1, 2008; they will also remain valid until March 31, 2012. The emolument structure still does not correspond to the regulations stipulated in the current version of the Code published on June 18, 2009 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 intends to bring the emolument structure into line with the stipulations listed in the Code and the German Companies Act as quickly as possible.

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

The Company did not comply with the settlement cap during a change of control ruling during fiscal year 2008/2009 that has just ended and did not previously declare our non-compliance with the regulation:

An agreement was concluded with Mr. Triadis and Dr. Voß, both of whom are members of the Board of Directors, on September 1, 2008, and the applicable summary which was published in the half-yearly report released on November 5, 2008 that covered the period April 1 until September 30, 2008 (P. 18), is as follows: "In the first half of fiscal 2008/2009, it was agreed with the members of the Board of Directors that in the case of a change in control they shall have the right to resign from their position and terminate their employment contract within a specific period. They shall then receive a settlement to the amount of the remuneration (including the variable component), which they would otherwise have received up to the end of the term of their contract." The relevant passage can be found in the Board of Directors' Compensation Report for fiscal 2008/2009 (reprinted in the Annual report, P. 35): 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 Board of Directors' employment contracts still had a term of 3 years and 7 months to run at the point in time when the agreements were made on September 1, 2008. Consequently, a settlement cap would have to be agreed upon in order to comply with the recommendation listed in Code Item 4.2.3, Para. 5 and in conjunction with Para. 4. We did not comply with this obligation. The last Declaration of Compliance submitted by the Board of Directors and the Supervisory Board in November 2008 did not include any indication that the Company would not be complying with the recommendations in the Code covering the settlement caps. The Board of Directors and the then Supervisory Board were of the opinion that this was unnecessary, as at the time of the publication of the Declaration of Compliance (December 1, 2008) the members of the Board of Directors were not allowed to accrue a settlement that amounted to more than three-times the annual remuneration

when the agreed resignation period (3 months) was taken into account in accordance with the change-of-control clause.

Compliance with the Code is not currently required for assessing the Board of Directors' remuneration, as no change of control has taken place since the contracts were concluded on September 1, 2008. The Supervisory Board will ensure that the Company complies with the Code regulations covering settlement caps in the future.

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

The Board of Directors and the Supervisory Board will comply with the recommendation regarding the disclosure of the remuneration paid to members of the Board of Directors in the Compensation Report only to the extent that doing so does not conflict with the decision taken by the Annual General Meeting held on August 29, 2006, to refrain from individual disclosure of the Board of Directors' remuneration. At the 2010 Annual General Meeting the Board of Directors and the Supervisory Board intend to propose that the above-mentioned resolution is rescinded and this will then permit individual disclosure of the remuneration paid to the members of the Board of Directors to be made.

Conflict 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 employment contracts for the members of the Board of Directors merely state that ancillary activities only require the approval of the Supervisory Board "if these activities might conflict with the Company's interests". The Supervisory Board aims to change the employment contracts as quickly as possible in order to bring them into line with the regulation stipulated in the Code and the members of the Board of Directors are already prepared for this eventuality.

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.

Age limit for members of the Supervisory Board (Code Item 5.4.1 Sentence 2)

The Code recommends establishing an age limit for members of the Supervisory Board. We have not complied with this recommendation. The Company views the recommendation as an inappropriate reduction of the shareholders' right to elect suitable candidates as members of the Supervisory Board.

Candidate proposed as Chairman of the Supervisory Board (Code Item 5.4.3, Sentence 3)

The Code recommendation could not be implemented at the last Annual General Meeting held on September 1, 2009, as a Supervisory Board vote could not be taken as no candidates had been nominated as the proposed Chairman of the Supervisory Board. The reason that a Supervisory Board vote did not take place was that nobody was aware that a Chairman of the Supervisory Board change had to take place. This recommendation will be complied with in the future, provided that it is possible to do so.

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 2009

On behalf of the Supervisory Board

signed
Michael Wand
Chairman of the supervisory board

On behalf of the Board of Directors

signed
Vasilios Triadis
Chairman of the Board of Directors