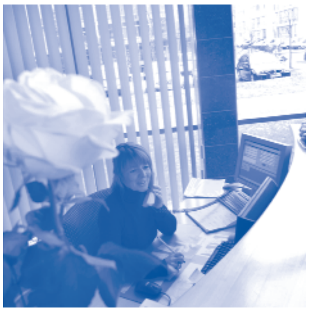
ORBIS

ANNUAL REPORT 2005

ORBIS corporate profile



ORBIS is an international business consultancy company with a focus on industrial companies, automotive suppliers, the consumer goods industry, and the commerce sector. Our core competency is the provision of consultancy services for customer-specific processes (CRM), internal company processes (ERP/PLM) and supplier-specific processes (SRM) as well as internal and cross-company logistics (SCM). ORBIS pursues an integrated consultancy approach, ranging from strategic consulting to organization and process consulting all the way through to technology consulting and system integration.

A track record of over 800 successful customer projects underpins the competence and comprehensive sector expertise of the Company. Incorporated in 1986, ORBIS can look back on more than 19 years of experience in SAP-related services. Practice-oriented solutions (add-ons) within the SAP environment and innovative products for eLearning (ORBIS NetCoach) and business intelligence (ORBIS iControl) complement the company's portfolio.

ORBIS was one of the very first members of the SAP Alliance Partner Service and was recognized several times as a SAP Special Expertise Partner, e.g., for SAP for Automotive, SAP for Industrial Machinery & Components, mySAP CRM, SAP for APO, mySAP HR, LES, and PDM. Moreover, ORBIS is a SAP partner company for the medium-sized sector. In 2001, ORBIS and SAP intensified their 15 years of CRM cooperation by setting up a joint SAP/ORBIS Competence Center for CRM in Saarbrücken.

In addition to its close ties with SAP, ORBIS is also a Microsoft Certified Partner in the area of Customer Relationship Management (CRM) and offers an industry solution for service providers based on Microsoft Navision.

Since 2003, ORBIS has been admitted to the Prime Standard segment of the German stock exchange. The company is based in Saarbrücken, Germany, and operates additional facilities in Bielefeld, Hamburg, Munich, Oberhausen, Cham (Switzerland), Paris (France), and Washington DC (USA).

ORBIS's long-standing clients include major international corporations and mid-size companies, such as Bosch-Rexroth, Brose Fahrzeugteile, Deutsche Post, Eberspächer, Paul Hartmann AG, Pilz, Rittal, Terex-Demag, Villeroy & Boch, Wagner Tiefkühlprodukte, Walter AG, Winkemann, and ZF Gruppe.

Report of the Supervisory Board

ORBIS successfully turned things around during 2005

Despite the continually sluggish macro-economic development and the resulting reluctance to invest, revenues rose only slightly during the reporting year. On the positive side, the cost structures have been further optimized during 2005, resulting in a positive net income for the third consecutive year that is significantly above the level of previous years. Liquidity rose by EUR 1.7 million; at 66.7%, the equity ratio is excellent.

The Supervisory Board performed its supervisory functions pursuant to the law and ORBIS's articles of incorporation, advising and supervising the Management Board. Across a total of five regular meetings, the Supervisory Board assessed the necessary measures proposed by the Management Board and made the necessary decisions.

ORBIS AG's annual financial statements, the management report, the consolidated financial statements, and the consolidated management report for the 2005 fiscal year were audited by the auditing firm Verhülsdonk & Partner GmbH and certified without qualification. The documents relating to the annual financial statements and the auditors' report were presented to all members of the Supervisory Board.

At its meeting of March 13, 2006 the Supervisory Board discussed these financial statements extensively with the auditors. The Supervisory Board examined the annual financial statements, the management report, and the consolidated financial statements, including the consolidated management report and the subordinate status report regarding GMV AG, prepared by the Management Board, and on March 23, 2006 agreed with the findings of the audit. The Supervisory Board approved the financial statements on both Group and parent company levels as of December 31, 2005.

At EUR 561,000, a positive operating result was achieved for the 2005 fiscal year. The Supervisory Board considers this a clear signal that ORBIS is on the right track to

Prof. Wolf-Jürgen Schieffer
Chairman of the Supervisory Board

Prof. Werner Koetz
Deputy Chairman

Dr. Uwe G. Spörl

becoming a sustainably profitable company. The next step is to ensure profitable growth. This means that the Group must not only expand its tried and tested activities and service range, but must also venture into new business segments and acquire new customers. This also means that ORBIS AG will once again invest in new jobs at the Saarbrücken site.

The Supervisory Board will continue to closely monitor business development throughout the 2006 fiscal year in order to further increase profitability and meet shareholders' expectations.

The Supervisory Board wishes to thank the Management Board and all employees for their excellent performance and continued commitment to achieving this turnaround. The Supervisory Board also wishes to thank our shareholders for their continued faith and loyalty, especially during difficult times, and our clients for the excellent co-operation as well as the trust they have placed in us.

Having reached the 20-year mark in business, ORBIS's outlook for the future is once again positive.

Saarbrücken, March 2006

Prof. Wolf-Jürgen Schieffer
Chairman of the Supervisory Board

Prof. Werner Koetz
Deputy Chairman

Dr. Uwe G. Spörl

Declaration of Compliance of the Management Board and the Supervisory Board

in accordance with section 161 of the German Stock Corporation Act (Aktiengesetz) regarding ORBIS AG's compliance with the German Corporate Governance Code

The German Corporate Governance Code presents essential statutory regulations for the management and supervision of German listed companies and contains internationally and nationally recognized standards for good and responsible governance. These standards address companies and their responsible bodies in the form of regulations, recommendations, and suggestions.

Only the regulations are mandatory for German companies.
Compliance with the recommendations contained in the German Corporate Governance Code is discretionary. However, listed companies are required to publish an annual declaration as to whether or not they have observed all such recommendations (section 161 of the German Stock Corporation Act) and where they did not, which recommendations were not complied with. Non-compliance with suggestions does not require any declaration.

The protection of and the respect for shareholder rights, a transparent operation that is focused on the client, and responsible governance have always been the foundation of ORBIS's corporate policies. The internalization of the German Corporate Governance Code standards will enhance Germany as a financial and commercial market place. Accordingly, ORBIS AG welcomes and supports this Code.

Both the Management Board and the Supervisory Board of ORBIS AG hereby declare pursuant to section 161 of the German Stock Corporation Act that the business of ORBIS AG has been conducted in compliance with the recommendations of the German Corporate Governance Code of June 2, 2005, as amended, with the exceptions listed below:

Age limits for Management Board and Supervisory Board members

The German Corporate Governance Code contains a recommendation to specify an age limit for the members of both the Management Board and the Supervisory Board.
ORBIS AG has not set any age limits for the Management Board or Supervisory Board members. ORBIS AG considers it important to give shareholders the option of electing the candidate whom they believe to be the most suitable as a member to the Supervisory Board. The company therefore regards the restriction recommended by the Code as inappropriate and will therefore refrain from specifying any age limits for Supervisory Board members.

Again, ORBIS AG, considers it important to give the Supervisory Board the option of appointing that candidate whom they believe to be the most suitable as a member to the Management Board. Any restriction in this regard would be an inappropriate limitation of the Supervisory Board's rights. In deviation from the recommendation made by the German Corporate Governance Code, ORBIS AG will therefore refrain from specifying any age limits for Management Board members.

Deductible for D&O insurance policies

The German Corporate Governance Code contains a recommendation to specify an appropriate deductible for liability insurance policies which the Company takes out for its Management Board and Supervisory Board members (D&O – Directors and Officers Liability). However, ORBIS AG does not deem this deductible to be a suitable measure for further increasing the sense of responsibility demonstrated by Management Board and Supervisory Board members in the performance of their duties. ORBIS AG therefore does not intend to amend the relevant D&O insurance policies.

Components of the Supervisory Board's emoluments

The German Corporate Governance Code contains a recommendation to specify fixed and performance-related emoluments for the members of the Supervisory Board.
However, ORBIS AG does not believe that the sense of duty or the commitment of Supervisory Board members in performing their duties can be further increased by such a remuneration structure. It is therefore not intended to amend the relevant provisions of ORBIS' articles of incorporation.

Information of Shareholders' Meeting on the basic principles of the remuneration system

The Chairman of the Supervisory Board shall inform the Shareholders' Meeting of the basic principles of the remuneration system as well as any changes to these principles. ORBIS AG believes that the publication of the basic principles of the remuneration system on its internet site is the most suitable manner of informing shareholders. Any additional notification of the Shareholders' Meeting is not considered to be necessary.

Declaration of Compliance of the Management Board and the Supervisory Board

Individualized disclosure of the remuneration of the members of the Management and Supervisory Boards

The German Corporate Governance Code contains the recommendation to subdivide the emoluments paid to Management Board members into their various components (fixed, performance-related, and long-term incentive components) in the notes to the consolidated financial statements.
However, ORBIS AG believes that only the total amount of compensation paid to Management Board members is of any relevance, but not any further subdivision which would be hard for shareholders to follow. ORBIS AG therefore intends to continue reporting only the total amount of the Management Board members' remuneration in the notes to the consolidated financial statements.

The emoluments of the members of the Supervisory Board should be disclosed in the corporate governance report, in an individualized form and subdivided according to components. Moreover, payments made by the Company to the members of the Supervisory Board or benefits granted for services provided individually (advisory or agency services, in particular) shall be listed separately in the notes to the consolidated financial statements.

However, ORBIS AG believes that disclosure of the individual emoluments paid to members of the Supervisory Board does not provide an appropriate basis to assess the reasonableness of such compensation for the activities of Supervisory Board members. Furthermore, ORBIS AG considers it an integral part of personal rights and privacy not to publish information on personal data or to impose an obligation to consent to any such publication. ORBIS AG therefore intends to continue reporting only the total amount of the Supervisory Board members' remuneration in the corporate governance report, and the total amount of compensation for services provided individually, in the notes to the consolidated financial statements.

Elections to the Supervisory Board

The German Corporate Governance Code provides for the elections to the Supervisory Board to be carried out individually.
However, ORBIS AG also considers list elections, which are an alternative to individual elections under German stock corporation law, as the appropriate procedure. For this reason, ORBIS AG intends to continue appointing the members to the Supervisory Board by way of list elections in compliance with the provisions of German stock corporation law.

Information in the corporate governance report on the purchase or disposal of ORBIS AG shares by managers and related persons and on the share ownership on members of the Management and Supervisory Boards

In accordance with the German Corporate Governance Code, the corporate governance report should contain information on the purchase or sale of Company shares by managers and related persons if any such securities transactions exceed the value of EUR 5,000 per calendar year. Moreover, if any ORBIS AG shares held by members of the Management and Supervisory Boards exceed, directly or indirectly, 1 % of the total shares issued by the Company, this must be disclosed in the corporate governance report. If the entire holdings of all members of the Management Board and the Supervisory Board exceed 1 % of the total shares issued by ORBIS AG, these holdings must be reported separately, broken down in relation to the Management Board and the Supervisory Board.
The Management and Supervisory Boards reserve the right to make these disclosures in another part of the annual report, other than the corporate governance report, if they consider this expedient.

Time period for the publication of the consolidated financial statements and interim reports

The German Corporate Governance Code contains the recommendation to make consolidated financial statements publicly accessible within 90 days from the end of the fiscal year and interim reports within 45 days from the end of the reporting period. In the past, ORBIS AG published the interim reports within 50 to 55 days after the end of the reporting period. ORBIS AG believes that this insignificant non-compliance with the recommended deadline does not interfere with the shareholders' interest in timely disclosure of information regarding the Company's situation.

Saarbrücken, December 2005

The Management Board

The Supervisory Board

Consolidated Management Report 2005

of ORBIS AG Saarbrücken

Macro-economic situation 2005

According to figures released by the German Federal Statistical Office (Statistisches Bundesamt) in mid January 2006, the German economy grew by 0.9% during 2005, roughly on par with 2004. Driven by a higher number of workdays in 2004, the German economy had picked up, with the gross domestic product (GDP) rising by 1.6% (1% after working-day adjustments). As the growth pattern in 2005 showed, stronger quarters are followed by weak ones. Once again, foreign trade acted as the growth engine, while the domestic economy continued to trail behind. Domestic demand remained weak, while private consumption totally stagnated. According to the German Federal Statistical Office, the German economy has been characterized by a pronounced buying restraint exercised by consumers since 2001. Both government spending and gross capital investments decreased by 0.4% and 0.3%, respectively, during 2005. The German Minister for Economic Affairs, Michael Glos, expressed the hope that the rapid recovery of capital expenditure in machinery and other equipment in the corporate sector, which increased by 4%, would also spark the domestic economy during 2006. The growth recorded in 2005 clearly underperformed the projections by economic researchers that were published in early 2005. The Berlin-based DIW institute for economic research had forecasted a real GDP growth of 1.8% for 2005, while the RWI institute in Essen projected a 1.5% growth figure. Only the ifo research institute in Munich exercised more restraint in its projections and predicted a growth rate of 1.2%. In its annual economic report released in January 2005, the German federal government projected economic growth of 1.6%. However, as early as at the beginning of the year, the ifo index of business sentiment revealed declining business confidence over the months to come. In fact, sentiment within the industrial sector only started to improve in June. In July, there was "finally light at the end of the tunnel!" according to the Munich-based ifo institute, and in October the institute noted that confidence within the German corporate sector had reached its highest level in five years. In February 2006, the German Federal Statistical Office noted that uncertainty regarding economic reforms in Germany, the announcement of early elections and, finally, the unexpected formation of a Grand Coalition introduced a considerable degree of uncertainty and contributed to the economic stagnation during the fourth quarter of 2005.

Industry development 2005

The US-based International Data Corporation (IDC) forecasted a 6.1% growth for the global IT market for 2005. At 5.9%, the predictions of the European market research group EITO were of a similar order. For Europe, the EITO researchers expected a 4% increase in IT expenditure, with the software segment gaining 4% and the IT services segment 4.8%. EITO also expected a revival of the German IT market, with a respectable growth rate of 4.1% for 2005. The German industry association BITKOM was somewhat less optimistic with regard to its growth expectations for the ITC market (3.5%), but predicted a high growth rate of 4.4% for the IT services indu-

stry during 2005. However, the actual market developments turned out to be, in some cases, very different to these forecasts. As a result, BITKOM lowered its projections for the ITC market to 2.6%, which, according to BITKOM, is a consequence of the tough competition for fixed and mobile services in the telecommunications sector. The German IT market is now expected to grow by 3.1%, with the software segment being up by 4.5%.

However, RAAD Consult viewed the developments within the SAP environment with greater skepticism. This consultancy firm carries out periodic surveys among SAP and non-SAP clients regarding the IT budget trends. The latest results presented at the SAP Partner Day showed a 1% decline in IT investment budgets throughout the entire ERP market for 2005.

All in all, both the macroeconomic developments and the trends within the ITC market for 2005 had been wildly overestimated, even though at least the IT industry enjoyed some growth momentum. Still, the fact remains that forecasts are not much more than the sum of expectations and hopes and create a climate within which the individual company has to realize its opportunities.

ORBIS, a reliable partner throughout 2005

Within an environment that had been depicted overly optimistically at the beginning of the 2005 fiscal year, ORBIS had set itself moderate but realistic goals for 2005, which, at the time, were in contrast to the macroeconomic projections and predictions for the ITC markets. Not only did ORBIS achieve these goals for the 2005 fiscal year, but ORBIS also exceeded the level of profitability that ORBIS had expressly set for itself. The consolidated net income was up by almost 200% on the previous year's levels.

ORBIS has been successful in acquiring a large number of new customers during 2005. During the year, we expanded our customer base to include additional major corporations of our focus areas, i.e., automotive and production sectors as well as the consumer goods industry. But it is not ORBIS's customers alone who are impressed by the Group's competent services. In fact, SAP, Microsoft and SerCon/IBM recognized the high level of consultancy quality and outstanding expertise in the relevant technical issues and ORBIS's focus industries by awarding the company with qualified partnerships.

Over previous years, ORBIS had been optimizing its own processes and streamlined its corporate structures. These efforts and the resulting improvements have, once again, been positively reflected during the 2005 fiscal year, as evidenced by an increased level of profitability on the previous year. This increase in profitability is also mirrored in the improved liquidity situation.

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Results of Operations

Consolidated sales performance

ORBIS had planned for a moderate single-digit increase in sales revenues for the 2005 fiscal year. At EUR 19.820 million, sales revenues grew by EUR 57,000 on the previous year's level (EUR 19.763 million), corresponding to a growth rate of 0.3%. As in previous years, the sales revenues of the fourth quarter 2005 (EUR 4.722 million) were higher than those of the preceding quarter.

The companies of the ORBIS Group generated EUR 18.170 million from project-related consultancy services. This corresponds to a 0.4% increase over the previous year (EUR 18.095 million). Sales revenues in the amount of EUR 1.292 million were generated via the sale of software products developed in-house (add-ons) as an extension of SAP or Microsoft standard software, and also with maintenance revenues.

As of December 31, 2005 unbilled receivables stood at EUR 539,000 (2004: EUR 508,000). These receivables are based on services agreed with customers and are recognized under sales revenues, as with trade accounts receivable, in accordance with the percentage of completion method (PoC) required by IFRS.

Development of ORBIS Group subsidiaries

Following its corporate restructuring during the 2005 fiscal year, ORBIS Group now consists of ORBIS AG and its two subsidiaries in Hamburg and the US. In addition, ORBIS AG operates other facilities. There are no restrictions when drawing a comparison with the previous year, as no structural changes were implemented from 2004 to 2005. Since 2004, ORBIS AG has been performing the corporate activities that were previously carried out by several other companies. The activities of the two subsidiaries remain unchanged.

ORBIS AG reports revenues generated via third-party customers to the tune of EUR 18.444 million, which is EUR 402,000 lower than the previous year's figure of EUR 18.846 million. At EUR 421,000, the EBIT for the 2005 fiscal year was again positive.

Structure of the ORBIS Group

ORBIS AG
Saarbrücken, Bielefeld, Munich, Essen, Paris/France, Cham/Switzerland

ORBIS Hamburg GmbH
Hamburg

ORBIS America Inc.
Vienna near Washington DC, Virginia, USA

After ORBIS America Inc. based in Vienna, Virginia (in the Washington D. C. metropolitan area), recorded a significant drop in sales revenues due to the postponement of a project, resulting in a negative EBIT, the company once again achieved a positive EBIT of EUR 120,000 during the 2005 fiscal year. The company's sales revenues with third-party customers stood at EUR 1,052 million.

ORBIS Hamburg GmbH generates a large share of its entire sales revenues of EUR 1.276 million (2004: EUR 1.280 million) from projects with ORBIS AG being the customer. The Hamburg staff are specialists in the consumer goods and commerce sectors targeted by ORBIS as well as iControl product development. ORBIS Hamburg GmbH has been charging ORBIS AG market prices for services provided. As a result of the higher expenditure for ORBIS AG services, the EBIT, which previously stood at EUR 203,000 for the 2004 fiscal year, fell to EUR 108,000 for 2005.

Income and cost situation

Owing to the positive developments throughout the 2005 fiscal year, the consolidated net income rose to EUR 346,000, from EUR 118,000 for 2004.

Other operating income consists primarily of income from the taxation of benefits in kind, i.e., company vehicles (EUR 479,000) as well as income from the reversals of provisions (EUR 270,000). These figures are largely in line with the previous year's figures. The variance on the previous year was therefore mainly due to a one-off effect that manifested itself during the previous year: during the third quarter 2004, ORBIS entered into a composition arrangement with a customer for the payment of services rendered by ORBIS in earlier years. This resulted in other operating income in the amount of EUR 803,000 during the 2004 fiscal year.

ORBIS cooperates with various partners on a number of projects. By cooperating with partners, ORBIS can respond with greater flexibility to customer requirements, without having to maintain the relevant capacities. In connection with these projects, ORBIS acts as the contracting party of the end-customer while ORBIS's partner companies charge their services to ORBIS. ORBIS's profit margin from these projects is lower than the earnings potential of projects carried out by ORBIS alone. The expenses for services purchased totaled EUR 1.240 million in the 2005 fiscal year, a decline of EUR 293,000 on the previous fiscal year. As this development shows, ORBIS has increasingly gained expertise in areas that were previously not among the Group's core competencies.

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Against the backdrop of a reported increase in sales revenues, operating expenses (personnel and other operating expenses) were further reduced during the 2005 fiscal year.

During 2005, ORBIS employed an average of 185 staff, this is 3.1% less than the previous year's mean staffing level of 191. The personnel expenses of EUR 13.694 million were slightly lower than in 2004, since the variable remuneration model requires that the performance bonuses to be paid for 2005, as a result of the improved profit situation, are also included in the personnel expenses for 2005. Accordingly, the personnel expense ratio (personnel expenses divided by sales revenues) of 69.1% remained the same as for the previous year.

During the 2005 fiscal year, the costs in connection with other operating expenses were further reduced. After EUR 5.121 million for 2004, these expenses amounted to EUR 4.713 million for the 2005 fiscal year, a reduction of 8.0%.

At EUR 2.389 million, and accounting for 50.7% of the other operating expenses, traveling expenses and car allowances constituted the main cost component within this expense item which remains virtually unchanged over the previous year. Savings were achieved for the cost types of advertising/marketing, consultancy and the specific costs incurred by exchange-listed stock corporations.

Research and development

Development services have predominantly been rendered in connection with customer-specific projects, namely the enhancement of additional functionalities and add-ons in the SAP environment. The proprietary software development is not performed as part of a separate project. Frequently, customer-specific developments can be used in other applications after some minor modifications or adjustments.

Operating profit

Overall, ORBIS recorded a positive EBIT (operating income) of EUR 561,000 for 2005, which outperforms the previous year's result of EUR 138,000.

When comparing this result with the previous year, it should be noted that ORBIS still amortized goodwill during 2004. On the other hand, the one-off other operating income from the composition arrangement with a customer in 2004 must also be taken into consideration.

This is the third consecutive set of financial statements showing a positive EBIT for ORBIS, a clear indication that the Group is realizing its target, i.e., sustainable profitability, on a sustainable basis.

Financial results; foreign currency exchange losses

Interest income fell to minus EUR 86,000 from the previous year's figure of minus EUR 15,000. This development is due to the fact that the one-off interest income generated through a claim on a customer ceased to exist. The interest expenses for long-term loans were significantly reduced through scheduled repayments.

During 2004, the valuation adjustments for floating rate notes generated a one-off profit contribution. In 2005, the market valuation of the remaining floating rate notes held has changed only insignificantly from the previous year.
Owing to the changed parity between euro and US dollar during 2005, the present consolidated financial statements show foreign currency exchange gains from US business that compensate for the losses incurred during previous years.

Taxes

During the 2005 fiscal year, the tax audit of ORBIS AG and the previous ORBIS Group subsidiaries was completed, covering the years from 1997 to 2002. The resulting expenditure has been included in the present financial statements. Moreover, the income tax expense is also the result of the change in deferred tax assets, as the tax loss carryforwards were also reduced as a consequence of the positive developments of the tax results.

Group Results

The consolidated results of EUR 346,000, compared to EUR 118,000 for the previous year, represented a significant improvement. With these Group results, ORBIS has once again proven to be a sustainably profitable company.

Asset and capital structure

As per the balance sheet, the total assets of ORBIS amounted to EUR 25.191 million as of December 31, 2005; this translates to a decrease of EUR 1.886 million on the previous year.

Current assets were reduced by EUR 696,000 (6%) to stand at EUR 10.812 million. The additional EUR 1.741 million inflow of liquidity (cash and securities), now totaling EUR 6,463 million, is partially offset by a EUR 1,931 million decrease in the trade accounts receivable portfolio now totaling EUR 4,081 million. However, the previous year's figure also includes the current portion of the claim resulting from the composition arrangement with a customer for the payment of services rendered by ORBIS in earlier years. The average DSO (days of sales outstanding) is approx. 68 days and therefore shorter than the previous year.
Non-current assets also recorded a drop of EUR 1.191 million to EUR 14.379 million. The owner-occupied property at Nell-Breuning-Allee in Saarbrücken continues to determine the structure of ORBIS's property, plant and equipment. This building was depreciated as scheduled. Only replacement investments were made with regard to other plant and equipment, and office furniture and equipment; these investments fell short of the depreciation charge for the fiscal year.
The goodwill was amortized, for the last time, in 2004. As from the 2005 fiscal year, the impairment-only approach pursuant to IFRS 3, IAS 38, and IAS 36 must be used exclusively. The cash flow projection, which is regularly carried out in November, more than confirmed the goodwill shown. As of December 31, 2005, goodwill was still valued at about 50% of the original acquisition cost.
Deferred tax assets were reported at EUR 6.583 million, which resulted primarily from the recognition of tax losses carried forward. As the income statement for tax purposes shows a positive result, the deferred tax assets on losses carried forward record a reduction.

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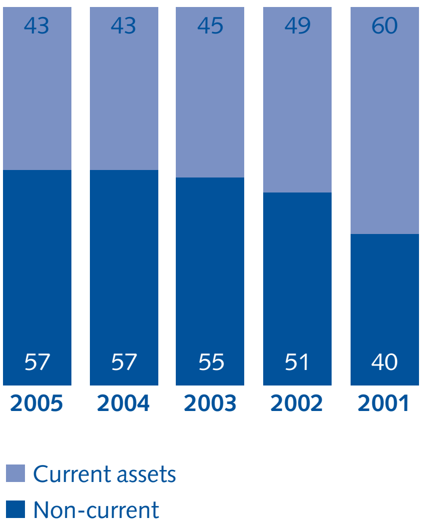
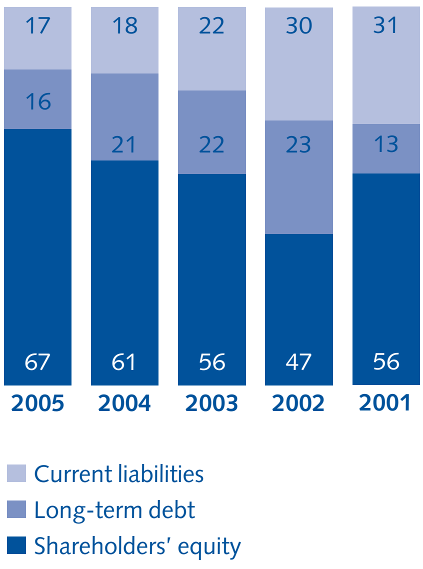
The reduction in ORBIS's total assets is primarily reflected in the drop in long-term debt. The long-term debt, consisting primarily of bank loans and pension commitments, fell by EUR 1.751 million. Long-term loans were repaid as scheduled in the amount of EUR 678,000. These repayments were made from the cash flow generated from operating activities.
Current assets were reduced from EUR 4.921 million to EUR 4.408 million. In addition to miscellaneous provisions of EUR 1,431 million, which – as is typical for a consultancy firm – are predominantly staff-related, the other liabilities totaling EUR 1.309 million, which are also mainly staff-related, and the short-term portion of the loans, totaling EUR 678,000, are the largest items among the current liabilities.
As a result of the decline in ORBIS's total assets and the reported consolidated net income of EUR 346,000, the equity ratio of 60.6% recorded for the previous year rose to 66.7% during 2005. As at December 31, 2005, shareholders' equity increased from EUR 16.419 million (2004) to EUR 16.797 million.

ASSETS



LIABILITIES



Cash Flow Statement

As of December 31, 2005, ORBIS's cash and cash equivalents totaled EUR 5.970 million, an increase of EUR 1.273 million during the 2005 fiscal year. Cash and cash equivalents were comprised of liquid funds in the amount of EUR 4.224 million and cash equivalents totaling EUR 1.746 million, held as a short-term liquidity reserve. The investment of other financial resources was predominantly conservative and focused on interest-bearing term deposits.

At EUR 2.901 million, the cash flow from operating activities is clearly positive. The cash inflows were primarily generated through the reduction of the trade accounts receivable portfolio and the decrease in other assets. Other noncash income and expense and other changes in short-term business assets largely balance out. The decrease in trade accounts receivable resulted from the settlement of a claim against a customer, improved receivables management and the lower level of sales revenues during the last two months of the 2005 fiscal year. During the previous year, a withheld investment income tax claim was also included in "Other assets"; this amount was refunded during the 2005 fiscal year.

ORBIS invested EUR 159,000 in intangible assets and property, plant and equipment in 2005. From the income generated, EUR 500,000 were spent on acquiring a bond issue launched by a major German bank.

As scheduled, loans were repaid in the amount of EUR 1,020,000.

Human Resources

As of December 31, 2005 ORBIS employed 185 staff (2004: 189). This reduction was the result of normal fluctuations. Whenever possible, vacancies were filled with qualified new staff.

ORBIS accepts its responsibility for the professional qualification of young people and offers training opportunities for IT specialists and office administrators. As of December 31, 2005, the Group employed seven trainees.

The close cooperation with the Saarland College of Technology and Business (HTW), which was launched in 2004, continues to be a great success. As part of this cooperation, students are invited to combine their university studies with internships at ORBIS. This is a win-win scenario for both students and ORBIS, as we are able to leverage the latest research results in our consultancy business. The "24 h" project run by HTW in conjunction with the Kaiserslautern Technical College, and sponsored by ORBIS, has met with great interest. With the support of car producers and automotive supply companies based in the Saarland region, students from both colleges designed and constructed a racing car which, on May 7, 2005, successfully participated in the 24-hour race on the German Nürburgring race track.

As before, it still holds true that qualified employees are crucial to the success of any consultancy firm.

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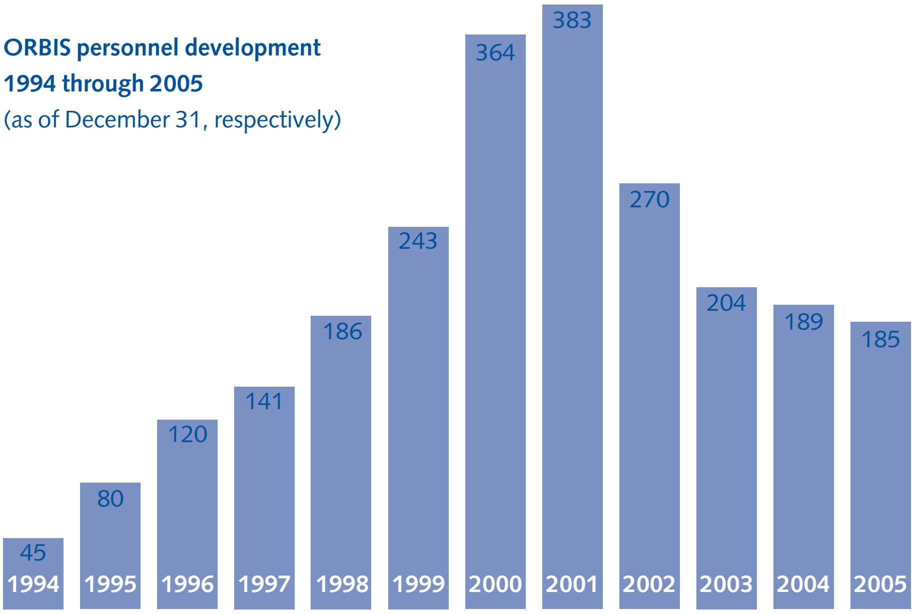
In order to further spark staff motivation, the ORBIS management proposed a resolution for a conditional capital increase at the Shareholders' Meeting on May 28, 2004 to instigate a new stock option program. A total of 327,500 stock options were allocated to staff under this program during the 2004 fiscal year. No further options were issued during the 2005 fiscal year. The associated expenses incurred during 2005 (EUR 64,000) were reported under personnel expenses to be reflected in the income statement.

ORBIS personnel development 1994 through 2005
(as of December 31, respectively)



Risks to future development

With regard to its business consulting activities, ORBIS is exposed to a variety of risks that are an inseparable part of any entrepreneurial action and, if they materialize, could not only jeopardize the future development of ORBIS but also its very existence. In line with our risk policy, ORBIS only assumes risks that are an unavoidable component of value creation and are also controllable. The risk management processes required for this purpose are an integral part of ORBIS's core business processes and systems. The responsibility for these processes lies with the relevant business units and divisions.
In terms of risk types, their implications and likelihood of occurrence, no adverse changes have occurred when compared with the previous year. The following overview only includes those risks that are considered material and may have a significant effect on ORBIS's business or its assets, financial situation, and income.

Strategic risks

- During the year under review, ORBIS continued to enter into strategic business relationships with successful partners (such as Microsoft Corporation) for the marketing of industry-specific solutions, and the provision of related consultancy services, to medium-size companies. This is part of ORBIS's strategy to reduce the risk associated with its heavy reliance on SAP products and its dependence on their market acceptance and success.
- Irrespective of these plans, ORBIS continuously reinforces its special relationship to SAP through close cooperation and focused marketing activities in the automotive, consumer products / retail and industries sectors in order to secure our competitive position with regard to process consultancy for key accounts (joint CRM Competence Center in Saarbrücken, Alliance and Special Expertise partnerships).

Operational risks

- The consultancy business is characterized by sharp competition for highly qualified professionals. ORBIS's future success largely depends on whether it can retain qualified, experienced and committed personnel with a high degree of technical and social competence in consultancy projects in particular. At the same time, it is vital to ensure that staff know-how is brought up to speed with the constantly and ever more rapidly changing market requirements via targeted training measures.

- The client project business is exposed to a wide variety of risks, not all of which are controllable by ORBIS. Fixed-price projects require specific treatment in so far as these contracts are calculated, prior to their award, on the basis of Group-wide standards, are reviewed under contract drafting aspects and can only be green-lighted by the company management. Despite careful planning and monitoring, the costs associated with such projects may nonetheless exceed the agreed price; this may impact negatively on ORBIS's overall success. Compared with previous years, ORBIS has been handling a higher number of fixed-price contracts.

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- The changes in the market for IT consultancy services resulted in ORBIS being increasingly faced with free-lance consultants operating in the market and competitors' offers that do not even cover costs. ORBIS counters these risks by using Group-wide standards for the calculation and approval of acceptance / performance of consultancy projects in order to avoid losses arising from projects. It is nevertheless possible that individual projects will not unfold as planned, which may have a negative impact on ORBIS's overall success.

- In order to reduce any risks arising from errors during the process of providing consulting and implementation services for client solutions, the consultancy agreements contain clauses that limit the monetary extent of liability with regard to any warranty claims. However, whether any limitations of liability agreed will, at any rate, stand up to close examination by the courts, cannot be predicted. In line with commercial prudence, provisions are annually set aside to cover this risk if and when required.

- While the product liability risk was significantly reduced when ORBIS ceased the development of proprietary CRM standard software in 2001, it cannot be excluded that software implemented up until that time contains defects that have yet to be detected.

- The risk of bad debts is limited by the fact that the majority of ORBIS's clients are major corporations usually having a high credit quality. Working instructions prescribe that systematic credit quality check be performed for new customers prior to signing the contract and for larger projects also during the course of project implementation. This approach has assisted in reducing the risk by way of appropriately phrased terms and conditions. Nevertheless, during large and complex projects it may occur that a client's financial problems result in non-payment for consultancy services rendered.

At present, the risk areas outlined above do not, neither individually nor collectively, threaten the existence of the company.

Hedging

Since there is only very limited business transacted with companies outside the Eurozone, ORBIS does not actively hedge its foreign currency exposure.

When investing liquid funds, ORBIS proceeds with caution and ensures that any funds held as a liquidity reserve will be available at short notice. ORBIS therefore invests primarily in term deposits and financial instruments issued by debtors with a good credit rating. No interest rate hedges are used.

Final statement of the Management Board regarding the subordinate status report

GMV AG, Urexweiler, Germany, holds a 16.4% interest in the registered capital of ORBIS AG.

The members of the Management Board of ORBIS AG are also sole members of the management board and sole holders of GMV AG's voting shares.
A subordinate status report pursuant to section 312 of the German Stock Corporation Act (AktG) is therefore provided.

"This report ends with the statement that ORBIS AG did not maintain any business relations with GMV AG throughout the year 2005."

Macro-economic situation 2006

The German Minister for Economic Affairs, Michael Glos, commented on the positive news released by the Centre for European Economic Research (ZEW) in mid January by stating: "Finally, confidence is on the rise again in Germany." In its annual economic report released for 2006, the German federal government expressed its belief that the economic upturn in Germany had consolidated and would gain further ground during the course of 2006. This view is underpinned by current indicators, such as new orders, production data and sentiment indicators (ifo, ZEW). For instance, Germany's leading business indicator, the ifo business climate index, rose during February to 103.3 points (its highest level in 14 years), signaling that sentiment within the German economy was more optimistic and positive than it had been for a long time. In its annual economic report, the German government anticipates a real increase in the gross domestic product (GDP) of approx. 1.4% for 2006. This rather conservative projection falls within the forecast spectrum of the large economic research institutes (HWWA: 1.4%; Ifo, IWH: 1.7%) and is a welcome contrast to the always overly optimistic predictions of the previous government.

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Against a backdrop of increasing exports, the German government expects an increase in capital expenditure for machinery and other equipment and a slight upturn in private consumption. Similarly, the government anticipates a slight improvement in the employment situation during the course of the year, given the gradual recovery of the domestic economy.

Industry development 2006

The European market research group EITO predicts a growth rate of 3.2% for the European ITC market in 2006, after achieving 2.9% in 2005. According to EITO, the software and IT services segments, at plus 5.7% and plus 5.0% respectively, continue to be industry's growth drivers as was the case in the previous year.

In early December 2005, the German industry association BITKOM announced: "The ITC industry starts the new year with fresh momentum." Indeed, the quarterly indicator of industry sentiment released by BITKOM shows that the providers of information and telecommunication (ITC) technologies look forward with confidence to what 2006 may bring. 70% of all companies surveyed expected growing sales figures for 2006, while 16% expected no change and only 14% expected declining sales revenues. This forms the basis of BITKOM's growth projection of 2.4% for the German ITC industry for 2006.

As with 2005, software and IT services providers are also pegged to be the growth drivers of the industry in 2006. Accordingly, the software segment is expected to grow by 5.0% during 2006 and IT services by 4.7%. In January, SAP AG announced that, following the excellent results of 2005, 2006 would be a "milestone year for SAP", with a further increase in sales revenues from software licenses of 15-17%, after the 18% in 2005.

In a survey carried out among small and medium-size companies on behalf of IBM Deutschland, the research company TechConsult ascertained that, for 2006, these companies plan an increase of their IT budget by 3.6% on average. It would seem that, as opposed to previous years, managements are now deciding to invest in IT once more.

Business Intelligence (BI), Customer Relationship Management (CRM), and Supply Chain Management (SCM) will be the major topics in 2006. According to IDC industry experts, the German Business Intelligence market grows at a rate of just under 5% every year and will reach a volume in excess of USD 350 million by 2009. When you add the service segment to this amount, other market researchers even reach figures well above the one-million-euro mark. According to researchers, BI software is also of great interest to mid-sized companies. In its "CRM 2006 Germany" study, the Munich-based market research company Pierre Audoin Consultants GmbH (PAC) is of the opinion that the corporate sector is now rediscovering client management as a factor in obtaining the competitive edge. According to this study, the German market volume will grow over the next four years from approx. EUR 1.7 billion to just under EUR 2.3 billion, i.e., by 34%, with 7.4% of this growth being generated during 2006 alone. Similarly, IDC also anticipates an above-average increase in volume for this market segment during 2006.

The Outlook for ORBIS

ORBIS expects the general upswing in the mood within the German economy to be reflected in increased investments and is confident to be able to leverage this trend, particularly in the topical areas of BI, CRM and SCM. The optimistic forecasts of the ITC industry and SAP's positive projections for its own business give rise to hopes of a favorable business development that will extend to the consultancy companies within the SAP environment. For ORBIS, this would not only mean fresh consultancy revenues but also new license revenues from the marketing of our proprietary products iControl and NetCoach.

We also expect to be able to generate additional license and consultancy revenues once the new version of Microsoft CRM has been released onto the market for medium-size companies during 2006.

ORBIS is very well positioned in its core industries and enjoys an excellent reputation as a competent consultancy firm for the trend topics, BI, CRM and SCM. We generated new business during the previous fiscal year and established new client relationships that will account for considerable sales revenues during the course of 2006. Naturally, our existing clients, who rely on our consultancy skills and competence, account for a

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large share in our sales revenues. In fact, our existing clients have confirmed that their level of business with us will at least remain at the same level as for the previous year. As a result of our marketing activities during 2005, we have started the current fiscal year with an order level that corresponds to 55% of the sales revenues projected for the entire fiscal year 2006.

We will intensify our partnership with SAP, Microsoft and IBM/SerCon while venturing into promising new business segments with our own products.
Again, profitability will take priority over growth in sales revenues during 2006, with ORBIS planning for a moderate increase in sales revenues within the one-digit range. We are also targeting an EBIT increase of 10-30% for 2006. In line with our growing sales revenues, we will also create new jobs in 2006. Our investment activities center primarily around increasing know-how and expertise within our own staff. Capital expenditure on property, plant and equipment and investments in intangible assets will be maintained at previous years' levels. We will focus on targeted market development and the creation of intelligent solutions in line with our clients' needs and requirements to assist them in the optimization of their business processes throughout the current fiscal year.

We are confident that 2006, which marks our 20th anniversary, will be a good year for our Group.

Structured consolidated income statement from January 1 to December 31, 2005

in Euro	01,01-12,31, 2005	01,01-12,31, 2004
· 1. Revenues	19,820,091.19	19,762,922.23
· 2. Other operating income	1,099,096.14	1,859,593.32
· 3. Change in inventories of finished goods and work in progress	0.00	-31,400.00
· 4. Cost of purchased materials and services	-1,514,117.94	-1,605,379.78
· 5. Personnel expenses	-13,694,223.00	-13,660,410.75
· 6. Depreciation and amortization	-436,977.78	-522,647.62
· 7. Amortization (and impairment) of goodwill	0.00	-543,786.73
· 8. Other operating expenses	-4,712,994.58	-5,120,767.62
· 9. Operating Income / Loss (EBIT)	**560,874.03**	**138,123.05**
· 10. Financial results	-85,772.83	95,249.96
a. Interest income and expenditure	-86,082.83	-15,061.33
b. Other interest income and expenditure	310.00	110,311.29
· 11. Foreign currency exchange gains / losses	126,547.73	-90,226.80
· 12. Result before income taxes (EBT) and minority interest	**601,648.93**	**143,146.21**
· 13. Income tax	-255,930.70	-24,671.24
· 16. Group results	**345,718.23**	**118,474.97**
· Net income per share	0.038	0.013
· Weighted average shares outstanding (basic)	9,147,750	9,107,588

Structured consolidated balance sheet for the period ending December 31, 2005 (IAS)

ASSETS	12,31, 2005	12,31, 2004
A. Current Assets	in Euro	in Euro
· 1. Cash and cash equivalents	4,223,975.79	2,983,426.69
· 2. Short-term investments / marketable securities	2,238,935.00	1,738,625.00
· 3. Trade accounts receivable	4,081,171.91	6,012,524.79
· 4. Prepaid expenses and other current assets	268,174.36	773,275.23
Total current assets	**10,812,257.06**	**11,507,851.71**
B. Non-current assets		
· 1. Property, plant and equipment	4,989,775.49	5,305,041.04
· 2. Intangible assets	59,542.00	37,656.00
· 3. Goodwill	2,747,170.00	2,747,170.00
· 4. Trade accounts receivable	0.00	173,125.00
· 5. Deferred taxes	6,582,534.90	6,934,499.54
· 6. Prepaid expenses and other non-current assets	0.00	372,333.00
Total non-current assets	**14,379,022.39**	**15,569,824.58**
Total assets	**25,191,279.45**	**27,077,676.29**

LIABILITIES AND SHAREHOLDERS' EQUITY	12,31, 2005	12,31, 2004
A. Current liabilities		
· 1. Current liabilities and current portion of long-term debt with banks	678,102.58	1,020,010.95
· 2. Trade accounts payable	584,062.12	838,684.28
· 3. Advance payments received	169,789.06	156,930.92
· 4. Accrued expenses	1,431,787.07	1,401,106.03
· 5. Tax provisions	234,612.25	162,882.25
· 6. Current portion of deferred income and other short-term liabilities	1,309,167.78	1,341,579.46
Total current liabilities	**4,407,520.86**	**4,921,193.89**
B. Long-term liabilities		
· 1. Long-term debt with banks	2,592,449.67	3,270,505.06
· 2. Deferred taxes	0	171,200.00
· 3. Pension accrual	1,064,474.90	1,654,638.00
· 4. Long-term portion of deferred income and other long-term debt	330,000.00	641,482.99
Total long-term liabilities	**3,986,924.57**	**5,737,826.05**
C. Shareholders' equity		
· 1. Shareholders' equity	9,147,750.00	9,147,750.00
· 2. Additional paid-in capital	25,278,140.65	25,214,340.65
· 3. Difference in equity due to currency translation	183.90	31,524.46
· 4. Loss carryforward	-17,974,958.76	-18,093,433.73
· 5. Group results	345,718.23	118,474.97
Total shareholders' equity	**16,796,834.02**	**16,418,656.35**
Total liabilities and shareholders' equity	**25,191,279.45**	**27,077,676.29**

Notes to the consolidated financial statements for the 2005 fiscal year in accordance with IAS/IFRS

I. General information

ORBIS AG, Saarbrücken, has prepared consolidated financial statements for the 2005 fiscal year that comply with the International Financial Reporting Standards applicable within the EU.
The structure of the consolidated financial statements is based, as with the previous year, on the breakdown shown in the market circular "Structured Quarterly Reports" by Deutsche Börse AG and also take into consideration the minimum classification rules as per IAS 1.

Scope of consolidation

The following subsidiaries are included and have been fully consolidated in the financial statements of ORBIS AG:

Name	ORBIS America Inc.	ORBIS Hamburg GmbH
Location	Vienna near Washington D.C., USA	Hamburg Germany
Percentage participation / voting rights	100,0 %	80,0 %
Date of first-time consolidation	01,01,2000	01,01,2000
Total assets as of December 31, 2005	855	959
Revenues	1,081	1,276
Profit/-loss 2005	73	48

All figures regarding consolidated total assets, sales revenues, and results are shown in thousands of euro (000). The figures have been taken from the separate IFRS statements of the individual subsidiaries prior to consolidation.
The scope of consolidation has not changed since December 31, 2004.

Currency translation principles

Presentation currency

The consolidated balance sheet, consolidated income statement, consolidated cash flow statement, consolidated statement of changes in equity, and the notes to the consolidated shareholders' equity were prepared using the euro (EUR).

Currency translation of the consolidated subsidiaries

Currency translation for the US subsidiary was carried out in compliance with the functional currency principle. Based on the economic independence of the US subsidiary, US dollars (USD) were used as the functional currency. The conversion was effected using the modified closing-rate method. Thus, assets and liabilities were translated using the spot middle rate as of the reporting date, while income statement accounts were converted using the average rate, and the net income was translated at the exchange rate prevailing on the reporting date. Shareholders' equity was valued at the historical rate as of the time of first-time consolidation.

€ / $	Reporting year	Previous year
Closing rate	0.8444	0.7331
Average rate	0.8088	0.8041

The difference arising from currency translation is offset against shareholders' equity without impact on the income statement and reported separately under shareholders' equity. The true remaining differences from currency translation of debt consolidation affect the consolidated result for the year.

Consolidation principles

The annual financial statements of the companies included in the consolidated statements were prepared in accordance with the local accounting regulations in effect in their respective countries. Based on uniform accounting policies, the individual statements were converted to IFRS to prepare the consolidated financial statements as of December 31, 2005. With respect to the financial statements of ORBIS, differences in results (corresponding to a total amount of minus EUR 46,000) arose when compared to preparation in accordance with German GAAP under the German Commercial Code (HGB), i.e., particularly in the areas of depreciation of buildings, pension obligations, valuation of consultancy projects, recognition of provisions, and deferred taxes.

The companies were consolidated in accordance with IASB as follows:

When carrying out capital consolidation by means of the purchase method, the book value of the parent company's investment is offset against the equity of its subsidiaries. The effective date of first-time consolidation of ORBIS America Inc., of Vienna, VA (in the Washington D. C. metropolitan area) was January 1, 2000. ORBIS Hamburg GmbH was included in the consolidated financial statements as of the date when the ability to control was acquired.

Notes to the consolidated financial statements for the 2005 fiscal year in accordance with IAS/IFRS

After allocation of silent reserves and encumbrances, any remaining asset-side balancing items were reported as goodwill. Goodwill is no longer subject to scheduled amortization. As of September 30, 2005, an impairment test was carried out for the goodwill reported. This test resulted in no amortization of goodwill being required for the 2005 fiscal year.
All receivables and liabilities between consolidated companies were offset against each other during consolidation of liabilities.
Revenues and expenses arising from intragroup transactions were eliminated during the consolidation of revenues and expenses.
There were no material intermediate earnings from internal Group deliveries of assets or inventories.

II. Information regarding individual accounts of the consolidated balance sheet

Current assets (Assets A)

Cash and cash equivalents (Assets A.1)
Cash and cash equivalents are recorded at their nominal values. Cash or cash equivalents in foreign currencies were converted using the exchange rate as of the reporting date.

Short-term investments / marketable securities (Assets A.2)
Floating rate notes are reported under this item that are disposable at any time at the stock exchange and are subject to only negligible fluctuations in value (cash equivalents). In addition, a bank bond issue has been reported. This bond issue is not exchange-listed and will be repaid in full at the end of its term in September 2006. Short-term investments / marketable securities are valued at market value as of the balance sheet date.

Trade accounts receivable, prepaid expenses and other current assets (Assets A.3 and 4)
Receivables and other assets were valued at the lower of nominal value or fair value, taking all recognizable risks into account. For this purpose, appropriate itemized valuation allowances were created for doubtful receivables, while uncollectible receivables were written off. Valuation allowances in the amount of 2 % of the unadjusted balance of trade accounts receivable were created to cover the interest rate and credit risks.

In accordance with the percentage of completion method (PoC), the trade accounts receivable include contract revenue in the amount of EUR 539,000 (2004: EUR 508,000) for projects in process as well as completed projects yet to be invoiced.
Trade accounts receivable, prepaid expenses and other current assets are composed of the following items:

	Reporting year in T€	Previous year in T€
Trade accounts receivable	4,081	6,013
Other assets	177	626
Prepaid expenses	91	147
Total	4,349	6,786

All of the above items have a residual term of up to one year.

Receivables in the amount of EUR 24,000 from shareholders of ORBIS AG are included in "Other assets."

The short-term prepaid expenses primarily relate to the deferral of maintenance costs, vehicle tax, and insurance premiums.

Total non-current assets (Assets B)

Preliminary remark
The consolidated asset schedule for the 2005 fiscal year has been included in the appendix to the notes.

Property, plant and equipment (Assets B.1)
Property, plant and equipment are composed of property and buildings acquired for consideration, as well as operating and office equipment. These assets are reported at their historical acquisition costs and, where applicable, are reduced by depreciation. To the extent that investment subsidies had been granted, these were set off against the historical acquisition cost without impact on the income statement. The properties are used as collateral for liabilities to banks.
Property, plant and equipment were depreciated on a straight-line basis over the expected useful life of the assets (property and buildings: 40 years; operating and office equipment: 3 to 13 years). Property, plant and equipment were subjected to an impairment test. No write-offs were carried out.
With the exception of peripheral devices, chattel property up to an acquisition cost value of EUR 410 was depreciated in full during the year of acquisition and written off.
As opposed to financial statements pursuant to German commercial law, the expected useful life with regard to the depreciation of buildings was adjusted to 40 years for the consolidated statement in accordance with the IASB.

Notes to the consolidated financial statements for the 2005 fiscal year in accordance with IAS/IFRS

Intangible assets (Assets B.2)
This item primarily contains software and commercial trademarks acquired for consideration. Valuation is effected at the historical acquisition cost less amortization. Regular amortization of purchased software and trademarks is based on the expected useful life of three years using the straight-line method.

Goodwill (Assets B.3)
The goodwill reported is the result of the capital consolidation of ORBIS Gesellschaft für Organisation, Beratung und Innovatives Systemengineering mbH and ORBIS Strategy GmbH (both companies merged with ORBIS AG in the 2004 fiscal year) and ORBIS America Inc.

Deferred tax assets (Assets B.5)
Deferred taxes result primarily from differences between tax value and the valuation as per IFRS as well as the expected future offset of tax loss carryforwards.
Due to temporary deviations, deferred taxes result in either a lower value for assets or a higher value for liabilities in IFRS statements when compared to tax statements. Temporary deviations arose during the fiscal year in the reporting of pension accruals as well as from debt consolidation.

Deferred tax assets are comprised of the following items:

	Reporting year in T€	Previous year in T€
Deferred tax assets on tax losses carried forward	6,419	6,549
Pensions	404	380
Consolidation of debts	0	5
Subtotal	6,823	6,934
Valuation difference / building	-197	-171
Valuation difference / PoC method	-43	0
Subtotal	-240	-171
Total	**6,583**	**6,763**

Deferred tax assets for the carryforward of unused tax losses were recognized to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilized.
In addition, as of the balance sheet date, tax losses amounting to approx. EUR 5.200 million, i.e., 25% (2004: 23%), of the total tax loss carryforwards were not included in the calculation of deferred tax assets.

Prepaid expenses and other non-current assets (Assets B.6)

Pension liability insurance policies have been taken out with reputable insurance companies to cover pension obligations. To the extent that eligible insurance contracts within the meaning of IAS 19.7 were concluded, these may be reported on a net basis under pension obligations.

Current liabilities and long-term debt (Liabilities and shareholders' equity A. and B.)

Liabilities are recognized at the higher of nominal value or repayment amount. They (liabilities and shareholders' equity A. and B.) are comprised of the following:

in T€	Current		Long-term		Total	
	Reporting year	Previous year	Reporting year	Previous year	Reporting year	Previous year
Liabilities to banks	678	1,020	2,592	3,271	3,270	4,291
Trade accounts payable	584	839	0	0	584	839
Advance payments received	170	157	0	0	170	157
Accrued expenses	1,667	1,564	1,065	1,655	2,732	3,219
Deferred income and other liabilities	1,309	1,341	330	641	1,639	1,982
Deferred taxes	0	0	197	171	197	171
Total	**4,408**	**4,921**	**3,987**	**5,738**	**8,395**	**10,659**

Liabilities to banks are fully collateralized via charges on land, debt assignments, pledges or transfers by way of security. Long-term debt and "Other current liabilities" include commitments to former members of the Management Board to be paid out by 2007 in more or less equal installments.

Notes to the consolidated financial statements for the 2005 fiscal year in accordance with IAS/IFRS

Short-term provisions (Liabilities and shareholders' equity A.4 and 5)
The creation and valuation of short-term provisions was carried out in accordance with IAS 37. These provisions are expected to be utilized within one year. As the other provisions are of a short-term nature, these liabilities were not discounted. The short-term provisions are comprised of the following:

in T€	31,12, 2004	Utilized	Reserved	Added	31,12, 2005
Tax provisions	163	-	-	72	235
Other provisions:					
Staff provisions	812	171	5	504	1,140
Reserves for services	340	-	252	-	88
Miscellaneous provisions	249	207	13	174	203
Total short-term provisions	**1,564**	**378**	**270**	**750**	**1,666**

Tax reserves include provisions for taxes on the purchase of land as well as trade tax and corporate tax to be paid as a result of the tax audit.
Staff provisions include commitments to staff due to untaken leave and variable salary components. All provisions for services relate to warranty claims.
During the 2005 fiscal year, warranty provisions were set aside at a rate of 0.5% of the sales revenues (2004: 2%).

Current portion of deferred income and other current liabilities
(Liabilities and shareholders' equity A.6)
The deferred income (EUR 117,000) is primarily composed of accrued revenue and interest rate subsidies.

Deferred tax liabilities
(Liabilities and shareholders' equity B.2)
Deferred tax liabilities are the result of the increased depreciation period for buildings under IFRS as compared to tax accounting. As opposed to their presentation for the previous year, these liabilities are now shown on a net basis together with deferred tax assets.

Pension accrual (Liabilities and shareholders' equity B.3)
ORBIS AG has made pension commitments to the members of its Management Board and certain staff members. The pensions for Management Board members are based on a defined benefit plan and partially financed by provisions, whereas the pensions for other staff members are based on defined contribution plans. The expenses for defined contribution plans are recognized under pension expenses. The defined contribution plans provided by ORBIS AG are based on both length of service and the amount of compensation of the beneficiaries.
During the 2005 fiscal year, the defined benefit plan resulted in expenses of EUR 213,000 which are contained in the personnel expenses. These expenses are comprised of the following components:

	Reporting year in T€	Previous year in T€
Expense of pension benefits earned during the fiscal year	93	54
Interest expense	132	98
Income from plan assets	-38	0
Amortization of actuarial losses	26	-10
Total	**213**	**142**

Pension accruals for defined benefit plans are reported in accordance with IAS 19 using the projected unit credit method in conjunction with the service-pro-rata method. As part of this approach, future liabilities are conservatively valued using actuarial processes to estimate the impact of relevant factors. The expected index-linked pension benefits are distributed across the total period of employment of the Management Board members. In addition to assumptions concerning life expectancy, the following parameters are also used in calculating actuarial values of pension benefits:

Actuarial interest rate	4.75%
Expected salary increase	2.25%
Expected pension increase	2.00%

An interest rate of 4.25% is being used for eligible insurance contracts.

Notes to the consolidated financial statements for the 2005 fiscal year in accordance with IAS/IFRS

The pension liabilities (as calculated using the premises outlined above) are as follows:

	Reporting year in T€	Previous year in T€
Book value of net obligations at the beginning of the year	1,655	1,935
Pension expense	213	142
Fair value of eligible policies	-804	-422
Book value of net obligations at the end of the year	**1,064**	**1,655**

The commitments (approx. 40% of the total commitments) to former Management Board members will increase by the interest element for expenses for retirement benefits.

Actuarial gains and losses (e.g., due to differences in income trends compared with accounting assumptions) result in adjustments between the actuarial projected credit benefit and the balance-sheet provisions. These adjustments are recognized in the income statement in accordance with IAS 19 across the average remaining term of service of the relevant employees. The reconciliation of the present value of projected benefit obligations and the net obligation for accounting purposes is as follows:

	Reporting year in T€	Previous year in T€
Present value of projected benefit obligations	3,049	2,680
Adjustment due to unrealized actuarial (+) gains / (-) losses	-788	-603
Fair value of eligible policies	-1,197	-422
Net obligation for accounting purposes	**1,064**	**1,655**

Minority interest (Liabilities and shareholders' equity C)
To the extent that any minority interest is negative but not subject to a compensation requirement, these interests were offset against the consolidated loss carryforward or the consolidated net loss. Due to accrued losses, which have resulted in negative capital for the company that has minority shareholders, no minority shares require separate recognition as of December 31, 2005.

Shareholders' equity (Liabilities and shareholders' equity C)

The statement of changes in equity for the 2005 fiscal year is included in the appendix to the notes.

Share capital (Liabilities and shareholders' equity C.1)

The registered capital of ORBIS AG is reported as share capital.

The share capital of EUR 9,147,750 is divided into 9,147,750 no-par shares, each with a notional interest of EUR 1 in the registered capital of the company.

The extraordinary Shareholders' Meeting of August 16, 2000 had approved authorized capital in the amount of EUR 4,550,000 for the issuance of new common stock in return for cash contributions or contributions in kind. The authorization of the Board of Management to carry out the capital increase with the approval of the Supervisory Board will expire on August 16, 2005. This resolution was recorded in the Commercial Register on November 10, 2000.

In accordance with the resolution adopted by the Management Board on October 1, 2004 and with the approval of the Supervisory Board granted on October 5, 2004, the registered capital was increased by EUR 47,750. This capital increase was effected by using the authorized capital that had been approved by the Shareholders' Meeting of August 16, 2000. Staff subscribed, at a discounted price, 47,750 shares of stock resulting from this capital increase. By way of the resolution passed by the Shareholders' Meeting on June 3, 2005, the authorized capital was changed to EUR 4,573,875. The Shareholders' Meeting of August 16, 2000 had determined conditional capital in the amount of EUR 455,000 for the redemption of stock options through the issuance of no-par bearer shares. The conditional capital increase was recorded in the commercial register on September 13, 2000. Following a resolution of the Shareholders' Meeting held on May 28, 2004 and the corresponding filing with the commercial register on August 17, 2004, the conditional capital was increased up to a maximum amount of EUR 910,000.

Additional paid-in capital (Liabilities and shareholders' equity C.2)

The premium minus any cost of issuing securities during 2000 is reported under the additional paid-in capital. During the year under review, the capital reserves were increased by a total of EUR 64,000, pursuant to IFRS 2, as a result of the benefits to staff under the stock option program for 2004.

Employee share ownership scheme

The shareholders' meeting on August 16, 2000 authorized the Management Board, to issue, subject to approval by the Supervisory Board, 455,000 subscription rights in connection with the Group's the stock option plan. Following the approval by the Supervisory Board on September 26, 2000, 260,950 shares of stock were issued to eligible persons. These subscription rights could only be exercised two years after their issuance. The stock options issued expired on September 25, 2005. No options were exercised under this stock option program during the 2005 fiscal year.

Notes to the consolidated financial statements for the 2005 fiscal year in accordance with IAS/IFRS

The Shareholders' Meeting on May 28, 2004 authorized the Management Board, to issue, subject to approval by the Supervisory Board, up to 700,000 subscription rights for the acquisition of up to 700,000 ORBIS AG shares under the 2004 stock option plan. At the same time, the authorization to issue additional subscription rights under the stock option program previously outlined expired.
Following a resolution of the Management Board to this effect and the required approval by the Supervisory Board, staff were granted 327,500 options under the stock option plan for 2004. These options cannot be exercised prior to expiry of the three-year vesting period. Upon expiry of the vesting period, 50 % of the option rights granted can be exercised on the first banking day that follows directly after the financial figures were released for the first time after expiry of the vesting period.

The benefit granted to staff from the allocation of stock options amounted to EUR 64,000 for the 2005 fiscal year and was reported under personnel expenses.

Difference in equity due to currency translation (Liabilities and shareholders' equity C.3)
The difference in equity due to currency translation was derived using the modified closing-date method. The difference arises from the translation of the income statement accounts of ORBIS America Inc. at the average exchange rate and the equity of ORBIS America Inc. at the historical rate as of first-time consolidation on one hand and the closing rate (rate as of the reporting date) on the other hand.

Other financial commitments/contingent liabilities
As of December 31, 2001, the Group was subject to the following financial commitments arising from hire, rental and leasing contracts primarily for office premises and office furniture and equipment:

in T€

2006	2007	2008	2009	Subsequent years
795	540	200	4	0

III. Notes concerning consolidated income statement accounts

The structure of the income statement is based on the requirements of Deutsche Börse AG in accordance with the nature of expense method.

Revenues (Income statement 1)
Revenues are generated when the inflow of economic benefits is probable and the level of revenue can be reliably determined. Revenues are recognized net, without turnover tax, rebates, discounts or other price reductions, at the time of providing the deliverables or the service and after the transfer of risk. Of all the revenues, EUR 18.180 million was generated by consultancy services, including contractually agreed reimbursements of traveling expenses in connection with customer projects.

Of the total revenues, the contract revenue from long-term projects was reported under revenues at EUR 752,000.

Other operating income (Income statement 2)

Other operating income is comprised of the following:

	Reporting year in T€	Previous year in T€
Income from vehicle payments in kind	479	475
Income from the reversal of provisions	270	250
Rental income	88	55
Income from insurance reimbursements	70	41
Income from the reduction of write-downs and receivables written off	59	617
Income from the disposal of fixed assets	35	102
Income from interest rate subsidies	6	14
Income from damages	0	200
Other income	92	106
Total	**1,099**	**1,860**

Other income is essentially made up of income from cost transfers to third parties and income from the company cafeteria.

Materialaufwand/Aufwand für bezogene Leisungen (GuV 4.)

	Reporting year in T€	Previous year in T€
Expenses for raw materials and consumables used and goods purchased	274	72
Expenses for services purchased	1,240	1,533
Total	**1,514**	**1,605**

The expenses for services purchased include the services rendered by partners, with whom joint projects are carried out, as well as external programming work and similar services.

Notes to the consolidated financial statements for the 2005 fiscal year in accordance with IAS/IFRS

Personnel expenses (Income statement 5)

	Reporting year in T€	Previous year in T€
Wages and salaries	11,542	11,476
Social security contributions and pension expenses	2,152	2,184
of which: retirement benefits	240	176
Total	**13,694**	**13,660**

During the 2005 fiscal year, the ORBIS Group employed an average of 185 staff (2004: 191). As of the balance sheet date, the number of staff was 185 (2004: 189).

Amortization of intangible assets and depreciation of property, plant and equipment (Income statement 6)
There were no reductions on the value of assets which would have required a write-down to the recoverable amount in accordance with IAS 36. Therefore, only regular amortization was identified.

Other operating expenses (Income statement 8)
The item "Other operating expenses" is comprised of the following:

	Reporting year in T€	Previous year in T€
Vehicle expenses	1,273	1,270
Travel expenses	1,116	1,145
Occupancy expenses	542	552
Communication and IT costs	454	439
Advertising and marketing costs	266	330
Costs associated with exchange listing and the legal form of a stock corporation	258	311
Costs of professional advice and audits	177	358
Impairment loss on receivables	109	66
Other costs	518	650
Total	**4,713**	**5,121**

The item "Other costs" is primarily comprised of seminar and conference costs, other personnel expenses, insurance premiums, contributions and fees, office supplies, and leasing installments for fixtures and furnishings.

Financial results (Income statement 10)

The financial results are comprised of the following items:

	Reporting year in T€	Previous year in T€
Other interest and similar income	114	229
Write-ups / depreciation of short-term investments / marketable securities	0	103
Interest and similar expenses	-200	-237
Total	**-86**	**95**

Borrowing costs are recognized as an expense in the period in which they are incurred.

Income tax (Income statement 13)

Income taxes are composed of the following:

in T€	Reporting year	Previous year
Current income tax	-93	14
Deferred taxes	-163	-39
Total	**-256**	**-25**

Detailed information concerning deferred tax assets and liabilities is contained in Section II above. As before, an income tax rate of 40 % was used as the basis for calculating deferred taxes for the corporations based within Germany. In addition, based on current tax legislation, it was assumed that the existing tax losses carried forward may be utilized without any time restriction. In future, the deferred tax assets from recognized tax losses carried forward will be diminished as the companies generate profits.

The income tax for the 2005 fiscal year also includes the amount of EUR 67,000 in payable taxes assessed as a result of the tax audit; these taxes are for the years up to and including 2002.

Notes to the consolidated financial statements for the 2005 fiscal year in accordance with IAS/IFRS

The actual income tax expense is broken down as follows:

	Reporting year in T€	Previous year in T€
Consolidated net income before income taxes and minority interest	602	143
Income tax for the current fiscal year	-189	-25
Actual income tax rate	-31.3 %	-17.5 %

The anticipated income tax rate is calculated using the following modifications:

	Reporting year in T€	Previous year in T€
Consolidated loss before income taxes and minority interest	602	143
Non-taxable earnings as a result of consolidation	0	544
Adjustment for tax losses carried forward and non-deductible expenses	9	-163
Adjustment for loss carryforwards from the current and previous periods	-138	-461
Basis for the calculation of the anticipated tax income	473	63
Income taxes	-189	-25
Anticipated income tax rate	40%	40%

IV. Information regarding the cash flow statement

The consolidated cash flow statement has been prepared in compliance with the requirements of IAS 7 Cash flow statements. Accordingly, payment streams from operational, investment and financing activities are reported separately. The liquidity reported in the cash flow statement includes cash, bank deposits, and short-term investments / marketable securities (redeemable at any time).
The adjustments for currency translation reported separately were the result of the currency translation of the US subsidiary included in the consolidated financial statements.

V. Information regarding the corporate boards of ORBIS AG

The following persons were on the Management Board during the 2005 fiscal year:
Mr. Thomas Gard (Spokesman),
Urexweiler, Germany
Mr. Stefan Mailänder,
Ensdorf, Germany

The total remuneration of the Management Board in the 2005 fiscal year was EUR 375,000. As of December 31, 2005 the members of the Management Board held 300,000 shares of stock in the Company. Moreover, Messrs Gard and Mailänder are the sole shareholders and management board members of GMV Aktiengesellschaft, which holds a total of 1,500,000 ORBIS AG shares.

The Supervisory Board is composed of:
Prof. Wolf-Jürgen Schieffer, Chairman,
Völklingen (Germany),
university professor
Prof. Werner Koetz,
St. Ingbert (Germany),
university professor
Dr.-Ing. Uwe G. Spörl,
Wimsheim (Germany),
managing director of Linnig Antriebstechnik GmbH, Markdorf

The members of the Supervisory Board did not hold any seats on other supervisory or advisory boards during the year under review.

The total remuneration of the Supervisory Board in the year under review was EUR 41,000.
The members of the Supervisory Board hold 1,679,735 shares of ORBIS AG.

In November 2000, ORBIS AG entered into agreements with two members of the Supervisory Board which primarily entail activities for the furtherance of the company image and public relations. A total amount of EUR 12,000 was paid for these services during the reporting year.

Notes to the consolidated financial statements for the 2005 fiscal year in accordance with IAS/IFRS

VI. Auditors' fee

The auditors' fee pursuant to section 319 (1) sentences 1 and 2 of the German Commercial Code (HGB) was recognized as an expense in the amount of EUR 97,000 for 2005 and is comprised of the following:

	Reporting year in T€
Audit	68
Other services associated with providing an audit opinion and assessment	20
Tax consultancy services	4
Other services	5
Total	**97**

VII. Declaration pursuant to Section 161 of the German Stock Corporation Act (AktG)

ORBIS AG as the parent company of the ORBIS Group lists its shares on the regulated market. In accordance with Section 161 of the AktG, both the Management Board and the Supervisory Board of an exchange-listed stock corporation shall declare that the company has complied with the recommendations of the Government commission "German Corporate Governance Code" or which recommendations have not been complied with. ORBIS AG made this statement in December 2005; it was made permanently available to all shareholders on the ORBIS AG home page at www.orbis.de.

VIII. Information regarding segment reporting

In view of the high degree of homogeneity displayed by the service range offered by ORBIS Group companies, no breakdown into separate reportable segments within the meaning of IAS 14 was carried out in the fiscal year under review.

No segment reporting by geographical regions was prepared, since the activities of the ORBIS Group were concentrated almost entirely within Germany.

IX. Information on earnings per share

The earnings per share are calculated in accordance with IAS 33 by dividing the consolidated earnings for the period by the average number of shares.

Pursuant to IAS 33, the subscription rights issued as a result of the stock option plan of August 16, 2000 lead to diluted earnings per share if their redemption results in the issuance of ordinary shares for less than fair value.

During the 2004 fiscal year, employees were granted 327,500 options for ORBIS stock at a discounted price under the 2004 stock option plan. These option rights did not result in a dilutive effect, within the meaning of IAS 33, as of December 31, 2005.

Saarbrücken, March 10, 2006

ORBIS AG

Thomas Gard   Stefan Mailänder

		Reporting year	Previous year
Net income/loss:	T€	346	118
Shares outstanding – basic:	Quantity	9,147,750	9,107,588
Net income per share – basic:	€	0.038	0.013

Movements in consolidated fixed assets

in EURO	Acquisition and production costs				
	As of 1,1,2005	Additions	Disposals	Differences due to foreign currency translation	As of 12,31,2005
I. Property, plant and equipment					
1. Property	5,180,386.65	0.00	0.00	0.00	5,180,386.65
2. Other equipment, office furniture and equipment	3,342,638.72	111,890.62	-78,695.60	11,988.15	3,387,821.89
	8,523,025.37	**111,890.62**	**-78,695.60**	**11,988.15**	**8,568,208.54**
II. Intangible assets					
1. Development costs	7,755,688.86	0.00	0.00	0.00	7,755,688.86
2. Industrial property rights and licenses	961,232.30	47,008.29	0.00	0.00	1,008,240.59
	8,716,921.16	**47,008.29**	**0.00**	**0.00**	**8,763,929.45**
III. Investments	**5,576,689.29**	**0.00**	**0.00**	**0.00**	**5,576,689.29**
Total assets	**22,816,635.82**	**158,898.91**	**-78,695.60**	**11,988.15**	**22,908,827.28**

Depreciations					Book value	Book value
As of 1,1,2005	Additions	Disposals	Differences due to foreign currency translation	As of 12,31,2005	As of 12,31,2005	As of 12,31,2004
744,103.86	114,406.00	0,00	0,00	858,509.86	4,321,876.79	4,436,282.79
2,473,880.47	297,449.49	-62,352.51	10,945.74	2,719,923.19	667,898.70	868,758.25
3,217,984.33	**411,855.49**	**-62,352.51**	**10,945.74**	**3,578,433.05**	**4,989,775.49**	**5,305,041.04**
7,755,688.86	0.00	0.00	0.00	7,755,688.86	0.00	0.00
923,576.30	25,122.29	0.00	0.00	948,698.59	59,542.00	37,656.00
8,679,265.16	**25,122.29**	**0.00**	**0.00**	**8,704,387.45**	**59,542.00**	**37,656.00**
2,829,519.29	**0.00**	**0.00**	**0.00**	**2,829,519.29**	**2,747,170.00**	**2,747,170.00**
14,726,768.78	**436,977.78**	**-62,352.51**	**10,945.74**	**15,112,339.79**	**7,796,487.49**	**8,089,867.04**

Consolidated statement of changes to shareholders' equity of ORBIS AG from January 1 to December 31, 2005

in T Euro	As of January 1		Additions by shareholders		Payouts to minorities		Other changes	As of December 31	
	2004	2005	2004	2005	2004	2005		2004	2005
· 1. Share capital	9,100	9,148	48	0	0	0		9,148	9,148
· 2. Additional paid-in capital	25,182	25,214	0	0	32*	64*		25,214	25,278
· 3. Difference in equity due to currency translation	11	32	0	0	21	-32		32	0
· 4. Loss carryforward	-18,693	-18,093	0	0	600	118		-18,093	-17,975
· 5. Group results	600	118	0	0	-482	228		118	346
· 6. Minority interest	6	0	0	0	-6	0		0	0
· **Total shareholders' equity**	**16,206**	**16,419**	**48**	**0**	**165**	**378**		**16,419**	**16,797**

* Costs from employee stock option plan

Consolidated cash flow statement for the period ending December 31, 2005

in T €		2005	2004
1. Cashflow from operating activities			
Group results		346	118
+/-	Depreciation / write-ups on fixed assets	437	1,066
+/-	Increase / decrease in provisions	-488	-1,329
+/-	Other non-cash income / expenses	244	-71
-/+	Profit / loss from the disposal of fixed assets	-34	-98
-/+	Increase / decrease in inventories	0	31
-/+	Increase / decrease in trade accounts receivable	2,104	-1,422
-/+	Increase / decrease in other assets and deferred assets	877	-554
+/-	Increase / decrease in trade accounts payable	-254	60
+/-	Increase / decrease in other liabilities and accrued liabilities	-331	-365
=	**Cash flow from operating activities**	**2,901**	**-2,564**
2.	**Cash flow from investing activities**		
Income from the disposal of property, plant and equipment		51	160
-	Payments for investments in property, plant and equipment	-112	-395
-	Payments for investments in intangible assets	-47	-22
-	Auszahlungen für Investitionen in Finanzanlagen	-500	0
-	Payouts from the acquisiton of consilidated companies and other shares in a business	0	-30
=	**Cash flow from investing activities**	**-608**	**-287**
3.	**Cash flow from funding activities**		
Income from the raising of finance loans		0	48
+	Inpayment from raising of credit	0	1,200
-	Payments for the reduction of finance loans	-1,020	-923
=	**Cash flow from funding activities**	**-1,020**	**325**
Changes in liquid assets impacting on cash flow		**1,273**	**-2,526**
+/-	Effect of changes in currency exchange rate, scope of consolidation or valuation on liquid assets	-25	154
+	Liquid assets at the beginning of the period	4,722	7,094
=	**Liquid assets at the end of the period**	**5,970**	**4,722**
of which			
	liquid assets	4,224	2,983
	securities	1,746	1,739

Auditors' Certification

„We have audited the Group accounts of ORBIS AG, comprising the consolidated balance sheet,

consolidated income statement, consolidated statement of changes to shareholders' equity, consolidated cash flow statement, and notes to the consolidated accounts for the fiscal year from January 1 to December 31, 2005. ORBIS AG's Management Board is responsible for the preparation of the consolidated financial statements and the consolidated management report in accordance with the IFRS, as applicable within the EU, and the German GAAP provisions to be also applied pursuant to section 315a (1) of the German Commercial Code (HGB). Our responsibility is to express an opinion, having conducted an audit, on whether the consolidated financial statements and the consolidated management report comply with legal requirements.

We conducted our audit in accordance with section 317 of the German Commercial Code, observing the generally accepted German auditing principles laid down by the German Institute of Auditors (IDW). These standards require that we plan and perform the audit to obtain reasonable assurance of recognizing any misrepresentations, or violations of rules, that would materially affect the consolidated financial statements prepared on the basis of generally accepted accounting principles, or the description of the Group's net worth, financial position and results as set out in the management report. The audit planning takes account of knowledge of the Group's business activity as well as its economic and legal environment and the anticipated margin of error. The conduct of an audit includes examining the efficiency of the company's internal controlling mechanisms for its accounting system and, largely on a sample basis, evidence supporting the disclosures in the accounting records, the consolidated financial statements and the consolidated management report. An audit also includes assessing the annual accounts of the companies included in the Group accounts, the scope of consolidation, the accounting and consolidation principles used and significant estimates made by the Management Board as well as evaluating the overall presentation of the consolidated financial statements and the management report. We believe that our audit provides a sufficiently sound basis on which to make an assessment.

Our audit led to no objections. Having duly examined and assessed the insights gained during the audit, we can confirm that the consolidated financial statements comply with the IFRS, as applicable within the EU, and the German GAAP provisions to be also applied pursuant to section 315a (1) of the German Commercial Code (HGB), and that they give a true and fair view of the Group's assets, liabilities, financial position, and profit or loss for the fiscal year. The consolidated management report is consistent with the consolidated financial statements, gives a true and fair overall view of the Group's situation and of any opportunities and risks inherent to future developments."

Düsseldorf, March 10, 2006

Verhülsdonk & Partner
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

Dr. Michael Hüchtebrock Rainer Grote
German Chartered Accountants

Figures ORBIS Group 2005 (IAS)

	2005	2004	Change to previous year	
	T Euro	T Euro	T Euro	%
Revenues	19,820	19,763	57	0.3
Operating income / loss (EBIT)	561	138	423	306.5
Earnings before taxes (EBT) and minority interest	602	143	459	321.0
Net income after taxes and minority interest (Group results)	346	118	228	193.2
Shareholders' equity	16,797	16,419	378	2.3
Total assets	25,191	27,078	-1,887	-7.0
Equity ratio	66.7%	60.6%		6.1
Cashflow from operating activities	2,901	-2,564	5,465	213.1
Cash and cash equivalents	5,970	4,722	1,248	26.4
Earnings per share	0,038 €	0,013 €	0,025 €	192.3
Weighted average shares outstanding	9,147,750	9,107,588	40,162	0.4
Average number of employees – Group (average)	185	191	-6	-3.1
Number of employees as of closing date	185	189	-4	-2.1

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