

nine months' statement

2004

Brüder Mannesmann Aktiengesellschaft

Remscheid



Brüder Mannesmann AG is a trading group with two orientations – the worldwide trading in tools and the trading in pipe fittings for industrial applications.

The tools trading headquarters are located in Remscheid. The international business relationships of the tools segment have been coordinated and maintained from here for more than 25 years. Many of the flows of goods converge in the company's large high-bay store, where the goods are picked and batched to fulfil customer orders. Various speciality ranges are manufactured by qualified external companies under the “Brüder Mannesmann” brand in line with our design and quality specifications. The sales and product range has a high quality standard with TÜV/GS and DIN-ISO certification. Some products such as the hand tools from the “Green Line” product line even have a 10-year warranty. In addition to hand tools, a large range of electric tools is offered such as the “Center Line”, a high-quality range of electric tools. A leading market position is held in some product lines. With a total of some 8,000 products, Brüder Mannesmann AG's tools range is one of the largest in Europe.

The pipe fittings trading is represented by Schwietzke Armaturen GmbH in Bottrop. Intensive business relationships are fostered under the slogan “The independent trading house with distinct advisory competence for industrial applications”. With its own know-how in process technology, the company is a manufacturer-independent partner of industrial customers and the plant engineering sector. A sophisticated stock logistics supports this technological concept. The regional focus is in Germany, whereby international experience in the project business with well-known plant engineering companies is also important. Schwietzke offers a large range of pipe fittings for industrial applications which complies with DVGW and other important industrial standards.

## Consolidated Balance Sheet

### ASSETS

		30.09.2004	31.12.2003
	Note	TEUR	TEUR
I. Intangible assets	2.1.	5,019.4	4,714.3
II. Tangible assets	2.2.	16,328.7	16,532.1
III. Financial assets	2.3.	35.8	22.0
<b>FIXED ASSETS</b>		<b>21,383.9</b>	<b>21,268.4</b>
I. Inventories	2.4.	14,093.4	14,847.6
II. Receivables and other current assets	2.5.	19,777.3	13,797.2
III. Cheques, cash, deposits with commercial banks	2.6.	638.7	1,043.7
<b>CURRENT ASSETS</b>		<b>34,509.4</b>	<b>29,688.5</b>
<b>PREPAID EXPENSES</b>	2.8.	<b>474.3</b>	<b>569.1</b>
<b>ACCRUED AND DEFERRED TAXES</b>	2.7.	<b>4,097.6</b>	<b>4,393.0</b>
		<b>60,465.2</b>	<b>55,919.0</b>

**LIABILITIES**

		30.09.2004	31.12.2003
	Note	TEUR	TEUR
I. Share capital	2.9.	7,700.0	7,700.0
II. Capital reserve	2.10.	10,225.8	10,225.8
III. Other earnings reserves	2.11.	8,201.3	8,176.9
IV. Consolidated net loss	2.12.	-16,889.9	-17,999.6
SHAREHOLDERS' EQUITY		9,237.2	8,103.1
1. Accruals for pensions and similar obligations		3,331.6	3,079.6
2. Accrued taxes		73.5	237.4
3. Other accruals		1,255.9	660.0
ACCRUALS	2.13.	4,661.0	3,977.0
1. Amounts due to banks		30,647.8	29,628.4
2. Advance payments received		91.6	21.2
3. Trade payables		11,179.6	9,108.2
4. Notes payable		513.1	882.6
5. Other liabilities		4,134.9	4,198.5
LIABILITIES	2.14.	46,567.0	43,838.9
		60,465.2	55,919.0

## Consolidated Statement of Earnings

for the period January 1 to September 30, 2004

	Note	III. Quarter		I. – III. Quarter	
		01.07 - 30.09. 2004 TEUR	01.07 - 30.09. 2003 TEUR	01.01 - 30.09. 2004 TEUR	01.01 - 30.09. 2003 TEUR
1. Sales	3.1.	23,804.5	20,830.8	65,321.2	59,562.8
2. Other operating income		264.0	341.6	1,008.5	1,149.4
3. Materials		-18,543.8	-16,037.6	-50,031.7	-44,767.6
4. Personnel costs		-2,201.2	-2,179.5	-6,652.7	-6,802.1
5. Depreciation, amortisation and special provisions	5.	-157.37	-276.9	-469.0	-832.5
6. Other operating expenses		-2,167.3	-2,028.4	-6,275.4	-6,303.8
7. Financial result		-627.5	-620.5	-1,851.9	-1,917.9
8. Results of ordinary operations		371.4	29.5	1,049.0	88.3
9. Taxes on income		-21.7	-55.0	-295.8	-303.3
10. Other taxes		-10.6	-10.8	-29.4	-29.0
11. Consolidated net income/loss for the year		339.1	-36.3	723.8	-244.0
12. Profit/loss carried forward		-17,613.7	-17,151.0	-17,613.7	-17,151.1
13. Consolidated net loss		-17,274.6	-17,187.4	-16,889.9	-17,395.1
14. Earnings per share (undiluted) in EUR	3.2.	0.11	-0.01	0.24	-0.08
15. Earnings per share (diluted) in EUR	3.2.	0.11	-0.01	0.24	-0.08

## Consolidated Capital Finance Account

	30.09.2004	30.09.2003
	TEUR	TEUR
<b>I. Operating activities</b>		
1. Earnings before cash interest payments, interest income, taxes on income and extraordinary earnings	2,872	1,977
2. Depreciation on (+) / additions to (-) fixed assets	469	832
3. Increase (+) / decrease (-) in accruals	684	892
4. Non-cash expenditure and income from deferred taxes	-295	-56
other non-cash expenditure and income	-4	30
5. Profit (-) / loss (+) on the disposal of fixed assets	0	-2
6. Increase (-) / decrease (+) in inventories, trade receivables and other assets not included in Investment Activities or Financing Activities	-4,834	922
7. Increase (+) / decrease (-) in trade payables and other liabilities not included in Investment Activities or Financing Activities	2,079	-1,451
8. Cash from:		
Interest payments (+) / (-)	-1,852	-1,918
Taxes (+) / (-)	0	-247
<b>Cash flow from operating activities</b>	<b>-881</b>	<b>979</b>
<b>II. Investment activities</b>		
1. Income from disposal of tangible assets	2	7
2. Expenditure on investment in tangible assets	-162	-79
3. Expenditure on investment in intangible assets	0	-52
4. Income from disposal of financial assets	2	7
5. Expenditure on investment in financial assets	-16	0
<b>Cash flow from investment activities</b>	<b>-174</b>	<b>-117</b>
<b>III. Financing activities</b>		
1. Income from bond issues, (financial) loans and notes payable	1,257	0
2. Expenditure on capital repayments on outstanding bond issues, (financial) loans and notes payable	-607	-1,358
<b>Cash flow from financing activities</b>	<b>650</b>	<b>-1,358</b>
<b>Change in liquid funds</b>	<b>-405</b>	<b>-496</b>
Funds at start of period	1,044	-1,349
Funds at end of period	639	853

## Statement of Changes to Shareholders' Equity

	Share capital TEUR	Capital reserves TEUR	Revenue reserves* TEUR	Retained earnings brought forward TEUR	Net income TEUR	Total shareholders' equity TEUR
<b>Shareholders' equity as at December 31, 2002</b>	<b>7,700.0</b>	<b>10,225.8</b>	<b>8,232.6</b>	<b>-16,679.2</b>	<b>-418.6</b>	<b>9,060.6</b>
Transfer to earnings reserves from 2002 net income			-5.7		-5.7	
Transfer to retained earnings brought forward from 2002 net income				-412.9	412.9	
Profit January 1, to September 30, 2003					-244.1	
Profit distribution to the parent company			-25.0			
Other changes				-59.0		
<b>Shareholders' equity as at September 30, 2003</b>	<b>7,700.0</b>	<b>10,225.8</b>	<b>8,201.9</b>	<b>-17,151.1</b>	<b>-244.1</b>	<b>8,732.5</b>
<b>Shareholders' equity as at December 31, 2003</b>	<b>7,700.0</b>	<b>10,225.8</b>	<b>8,176.9</b>	<b>-17,047.8</b>	<b>-951.7</b>	<b>8,103.2</b>
Transfer to earnings reserves from 2003 net income			174.4		-174.4	
Transfer to retained earnings from 2003 net income				-1,126.1	-1,126.1	
Profit January 1, to September 30, 2004					723.8	
Profit distribution to the parent company			-150.0	150.0		
Other changes				410.2		
<b>Shareholders' equity as at September 30, 2004</b>	<b>7,700.0</b>	<b>10,225.8</b>	<b>8,201.3</b>	<b>-17,613.7</b>	<b>723.8</b>	<b>9,237.2</b>
* Currency translation differences incurred in previous years have been offset against revenue reserves.						

## Consolidated Notes

### 1. General information about the consolidated financial statements

#### 1.1. Principles

The Brüder Mannesmann Aktiengesellschaft consolidated financial statements for the first nine months of the 2004 financial year were drawn up in line with the standards of the International Accounting Standards Board (IASB) which were valid as at the balance sheet date and taking into account the interpretation of the International Financial Reporting Interpretations Committee (IFRIC).

The consolidation principles and the accounting and valuation methods are in line with those applied to the annual financial statements. In addition, the new regulations in line with IFRS 3 and IAS 36 were applied in the reporting period. In line with IFRS 3, the acquisition of reported goodwill must be carried at the historical cost less accumulated losses or impairment of value. Goodwill is therefore no longer amortised, but is instead subject to annual impairment testing if there are indications of this in accordance with IAS 36 n. v. Figures for the previous year are not adjusted in this respect. For further information, please refer to the consolidated financial statements as of 31 December 2003.

#### 1.2. Companies included in consolidation

In addition to the parent company Brüder Mannesmann Aktiengesellschaft, the consolidated financial statements include a total of seven domestic and one foreign subsidiaries.

During the third quarter of the 2004 financial year the Brüder Mannesmann Werkzeuge GmbH acquired all shares of the Brüder Mannesmann Werkzeuge GmbH & Co. KG. By now the GmbH is the sole shareholder of the GmbH & Co. KG. In the cause of the restructuring of assets the Brüder Mannesmann Werkzeuge GmbH & Co. KG ceased to exist and the Brüder Mannesmann Werkzeuge GmbH became its universal

successor. The consolidated group is therefore reduced by one company.

In addition the parent company sold all shares of the Brüder Mannesmann Nederland B.V. to the Brüder Mannesmann Werkzeuge GmbH during the reporting period. The acquired company is continued as a wholly - owned subsidiary.

The complete list of the Brüder Mannesmann Aktiengesellschaft Group's shareholdings has been entered the Wuppertal Commercial Register.

#### 1.3. Currency translation

All the companies included in the consolidated financial statements are based in the eurozone. Thus, currency translation is not an issue.

Currency translation differences resulting from the translation of the shareholders' equity of a subsidiary before January 1, 1999 have been offset against the earnings reserves without impacting income.

### 2. Notes to the consolidated balance sheet

#### 2.1. Intangible assets

Intangible assets of TEUR 5,019 include TEUR 4,255 for goodwill from capital consolidation. This amount raised due to the increase in capital in the cause of the restructuring of assets. Owing to the new regulations in line with IFRS 3, this was not amortised in the reporting period. The amortisation of intangible assets of the first nine months 2004 amount to TEUR 105.

#### 2.2. Tangible assets

Additions to tangible assets amounted to TEUR 162, and disposals at book value to TEUR 2. Accruals from depreciation amounted to TEUR 364 for the first nine months of the financial year.



Land and buildings that are owned by the Brüder Mannesmann Group but used by third parties are not posted as investment properties since they cannot be sold individually (IAS 40.8).

### 2.3. Financial assets

During the reporting period one company increased its shares to an investment about TEUR 16. Other loans reduced marginally.

### 2.4. Inventories

The Brüder Mannesmann Group inventories, amounting to TEUR 14,093 consist exclusively of merchandise.

### 2.5. Receivables and other current assets

This balance sheet item includes trade receivables about TEUR 18,296 and other current assets of TEUR 1,481. They are due within 1 year.

In line with IAS 39.109, general bad debt charges on trade receivables are not taken into account.

### 2.6. Liquid funds

The Company's liquid funds consist of cash, cheques and deposits with commercial banks.

### 2.7. Accrued and deferred taxes

Deferred taxes posted on the assets side consist largely of tax refund claims on losses carried forward (IAS 12). A tax rate of 40 % has been used as a basis. Deferred taxes of TEUR 6,749 were transferred to the earnings reserves as per their status on January 1, 2001 in line with losses carried forward without impacting income, and were written back in line with the development of the net profit/loss for the year.

Accumulated deferred taxes result in a deferred tax expense of TEUR 2,393.

In the first nine months of the 2004 reporting year, there was a write down of deferred tax claims on loss carryforwards of TEUR 295. The IAS deferred tax expense therefore increased by this amount.

Furthermore, this item includes deferred taxes from the elimination of intercompany profits.

### 2.8. Prepaid expenses

The amount posted is essentially the result of the financial restructuring of the land holdings of a subsidiary in the financial year 2002. In this context, forfeited rent payments have been repaid.

Fees incurred as a result of the repayment of previous financing are offset in line with IAS and written back over the term of the rental agreements in line with the declining-balance method. As a result, the IAS consolidated profit for the period is TEUR 98 lower than in the interim financial statement prepared in line with German commercial law.

### 2.9. Share capital

The share capital of TEUR 7,700 is fully been paid in and divided into 3,000,000 no-par value bearer shares. One share represents a EUR 2.57 equity share in the Company. The Board of Management is authorised, until September 26, 2006 and with the approval of the Supervisory Board, to increase share capital by up to TEUR 3,850 through the issue of new bearer shares on one or more occasions.

### 2.10. Capital reserve

This item also includes a premium of TEUR 10,226 from capital increases.

#### 2.11. Other earnings reserves

Other earnings reserves, at TEUR 1,387, include pro rata profits reinvested in the companies that are included in the consolidated financial statements, provided these were generated during affiliation to the Group. Differences arising from currency translations from the balance sheet for foreign companies before January 1, 1999 are included in this item.

Further, adaptations to IAS (TEUR 6,815) in the opening balance sheet as at January 1, 2001 were transferred to the earnings reserves without impacting income.

During the reporting period, one subsidiary paid TEUR 150 from its earnings reserve to the parent company. This sum was consolidated via the profit carryforward in the context of the elimination of income from equity holdings.

#### 2.12. Net loss

The Group's net loss is derived from the statement of earnings.

Development of shareholders' equity is shown in the statement of changes to shareholders' equity.

#### 2.13. Accruals

The company pension provided by the Brüder Mannesmann Group is essentially based on direct defined benefit commitments.

Length of service and remuneration relevant to the benefit are generally used as a basis for valuation.

Accruals for pensions were actuarially assessed for the first time on December 31, 2001 or January 1, 2002 using the unit credit method in line with IAS 19 (Employee Benefits) and taking into account future development. In line with IAS 19.155, deviations from the values stipulated by German commercial law will be distributed over five years.

Discount rates of 5.30 % and 5.75 % were applied. Future annual salary increases have been set at 2 % and pensions at 1.5 %.

In the reporting period, there is an additional expense of TEUR 240 compared to interim financial statement prepared in line with German commercial law. This includes the difference between IAS and German Commercial Code initial values of TEUR 72. Furthermore retirement benefit cost about TEUR 168 are included.

The other provisions and accrued liabilities essentially include provisions for contingent liabilities, holiday allowances, third-party warranty claims, taxes and other personnel costs.

#### 2.14. Liabilities

The residual time to maturity of liabilities have developed as follows compared to the annual financial statements:

The short - term liabilities with a residual time to maturity of up to one year increased by TEUR 2,775.

Liabilities with a residual time to maturity of one to five years increased by TEUR 85.

The long - term liabilities with a residual term of more than five years dropped by TEUR 132.

### 3. Notes to the consolidated statement of earnings

#### 3.1. Sales

The general principles of earnings realisation from transactions apply to sales.

Please refer to the segment reporting section (5) for a breakdown of sales by division and region.

#### 3.2. Earnings per share

In line with IAS 33, undiluted earnings per share are calculated by dividing Group earnings for the period under review (including tax expenditure and extraordinary earnings) by the weighted number of bearer shares outstanding during the financial year and total EUR 0.24 (previous year: EUR -0.08). Since Brüder Mannesmann Aktiengesellschaft has not issued any bearer shares with dilutive potential, the diluted and undiluted earnings are the same.

### 4. Other information

The contingent liabilities amount to TEUR 3,385. In comparison with the financial statements 2003 they decreased by TEUR 217. They primarily cover guarantees.

### 5. Segment reporting

In line with the specifications of IAS 14 (Segment Reporting), individual data items from the interim financial statement are to be shown broken down into the tools, valves and land holdings business areas.

The segment reporting breakdown corresponds to the internal reporting structure.

Transactions between segments took place under standard market conditions.

Segment reporting						
	Tools*	Valves	Land holdings	Tools*	Valves	Land holdings
	30.09.2004	30.09.2004	30.09.2004	30.09.2003	30.09.2003	30.09.2003
	TEUR	TEUR	TEUR	TEUR	TEUR	TEUR
Sales	45,182.9	19,538.6	599.7	41,000.1	17,909.5	653.2
Domestic	27,023.2	18,961.1	599.7	22,612.7	17,467.7	653.2
Foreign	18,159.7	577.5	0.0	18,387.4	441.8	0.0
Segment earnings before profit transfer	335.6*	371.8	16.4	-282.2	87.6	-49.5
Segment assets	34,570.2	6,955.1	14,233.9	32,482.0	6,650.5	14,244.0
Segment debts	14,254.8	3,765.3	332.5	11,759.9	3,325.1	370.6
Investments in fixed assets	99.0	31.0	48.0	86.0	45.0	0.0
Depreciation and amortisation	-177.9	-78.9	-212.2	-543.7	-77.5	-211.3
Average annual employees (excluding trainees)	83.0	52.0	0.0	87.0	54.0	0.0

\* In addition to the tools division, the tools segment also incorporates Brüder Mannesmann AG as well as IAS-related postings of TEUR 634.

## 6. Other information

The composition of the Board of Directors and Supervisory Board did not change compared to that as of 31.12.2003.

## 7. List of shareholdings

Fully consolidated subsidiaries	%		
Brüder Mannesmann Werkzeuge GmbH, Remscheid	100	Corneta Export GmbH, Remscheid	100
Brüder Mannesmann Nederland B.V., Doetinchem/Netherlands	100	Schwietzke Armaturen GmbH, Bottrop	100
CoCaCo Trading GmbH, Remscheid	100	CEA Chemie- und Energie-Armaturen GmbH, Ludwigshafen	100
Fernando Esser & Cia. GmbH, Remscheid	100	Brüder Mannesmann Grundbesitz GmbH, Remscheid	100

Remscheid, November 2004

**Brüder Mannesmann Aktiengesellschaft, Board of Management**



**Jürgen Schafstein**



**Bernd Schafstein**



**Frank Schafstein**

## **Brüder Mannesmann Aktiengesellschaft**

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