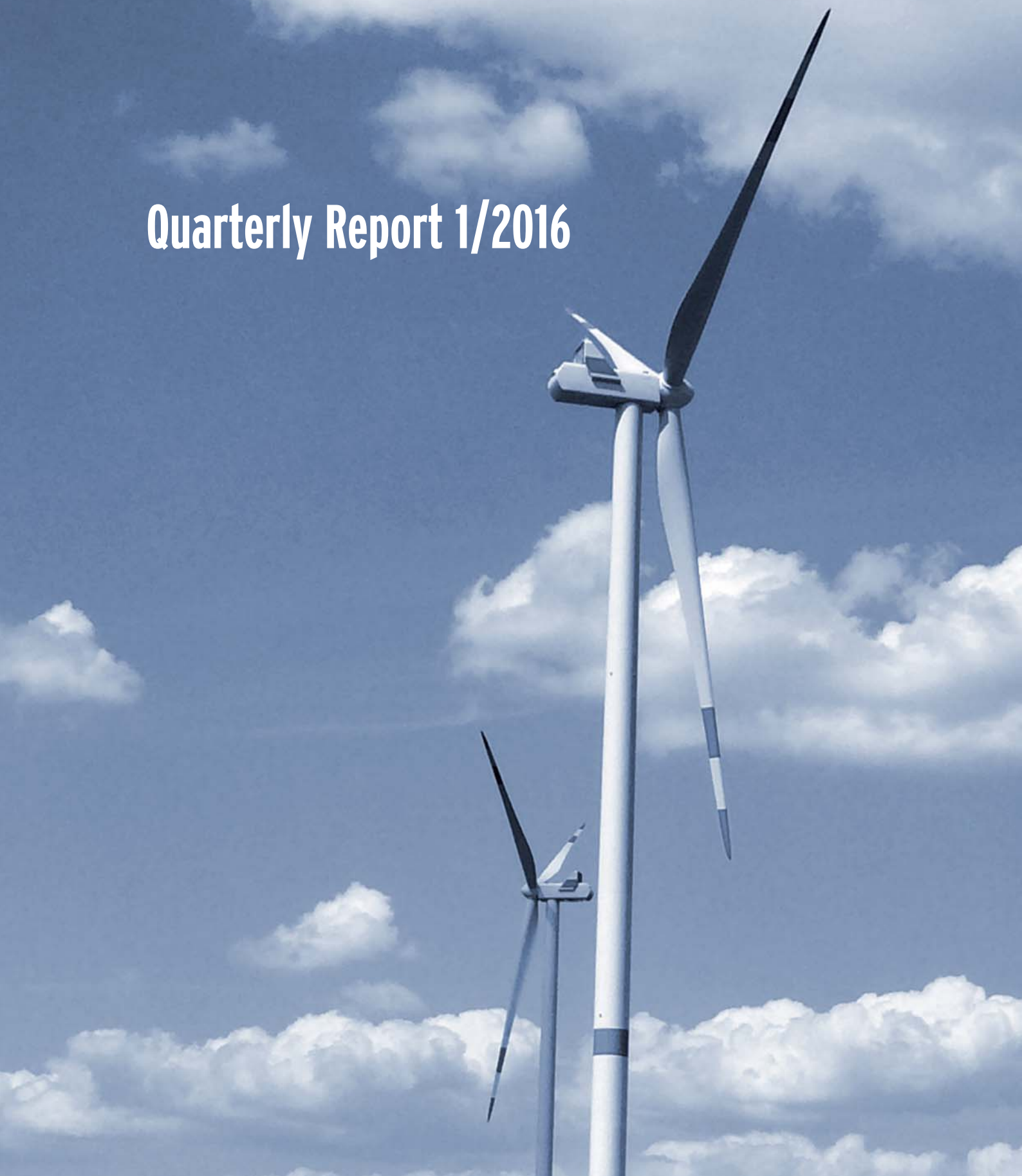


# Quarterly Report 1/2016



# Summary of Group results

3U Group (IFRS)		3-months comparison	
		January 1-March 31 2016	2015
Sales	(in Mio. EUR)	11.33	11.56
EBITDA (earnings before interest, taxes, depreciation and amortisation)	(in Mio. EUR)	1.20	0.95
EBIT (earnings before interest and taxes)	(in Mio. EUR)	0.35	0.00
EBT (earnings before tax)	(in Mio. EUR)	0.15	-0.19
Net earnings for the period	(in Mio. EUR)	0.10	-0.36
Earnings per share total (undiluted)	(in EUR)	0.00	-0.01
Earnings per share total (diluted)	(in EUR)	0.00	-0.01
Equity ratio	(in %)	49.66	49.27

# Contents

<b>2</b>	<b>To our shareholders</b>
2	Letter to our shareholders
4	The 3U share
8	Corporate governance report
<b>10</b>	<b>Interim Group Management Report</b>
10	Fundamentals of the Group
12	Report on business development
12	Earnings
20	Financial position
23	Assets position
25	Financial and non-financial performance indicators
28	Related parties report
28	Report on risks and opportunities
28	Significant events since the end of the interim reporting period
29	Forecasting report
33	Responsibility statement
<b>34</b>	<b>Interim Consolidated Financial Statements</b>
34	Consolidated statement of financial position as of March 31, 2016
36	Consolidated statement of income
37	Consolidated statement of comprehensive income
38	Consolidated statement of changes in equity
40	Consolidated statement of cash flows
42	Notes as of March 31, 2016
<b>51</b>	<b>Further Information</b>
51	Financial calendar
51	Contact
52	Imprint
52	Disclaimer
53	3U Group

## 2

## Letter to our shareholders

### Dear Shareholders,

after a very long dry spell for 3U HOLDING AG and its shareholders, we have managed to return to profitability. Following the profitable last quarter of the fiscal year 2015, the first quarter of 2016 continues the trend with sales of around EUR 11.33 million, an EBITDA of EUR 1.20 million and earnings of EUR 0.10 million.

To this overall satisfactory development the segments ICT, Renewable Energies and SHAC contribute roughly in equal parts. We decided on the restructuring of the segments, because the former segments Telephony and Services had large intersections while in the former segment Renewable Energies divisions were merged which had only little overlap. Accordingly, the segments Telephony and Services were combined into the segment ITC, while the former segment Renewable Energies was split. Now the segment Renewable Energies only includes the activities related to the production of renewable energy, while the business area of heating, cooling and ventilation forms the segment SHAC (Sanitary, Heating and Air Conditioning).

The segment ITC now includes the activities Voice Retail, Voice Business and Data Center Services & Operation, the development, distribution and operation of cloud-based CRM and ERP solutions and trade in IT licenses and advice on management systems and IT security.

### Start of operations of the first self-developed wind farm

With the wind farm Lüdersdorf II the scheduled start of operations of the first self-developed wind energy plants took place south of Berlin these days. After the withdrawal from the sale of the project rights we announced that 3U ENERGY PE GmbH would push ahead the construction of the wind farm, so that the start of the initial operation would take place in the second quarter of 2016. This wind farm developed by 3U ENERGY PE GmbH consists of two wind turbines by the manufacturer Vestas type V 112, each with a nominal power of 3.3 MW, a hub height of 119 meters and a rotor diameter of 112 m. The grid connection of the one wind power plant was carried out on May 10, while the other is to be connected to the grid on May 13.

### Annual General Meeting 2016

This year's Annual General Meeting will take place in Marburg on May 25, 2016. There has been intensive contact with shareholders ahead and we took the opportunity to communicate our strategy for the further development of 3U. We are looking forward to the opportunity at the next AGM to answer our shareholders' questions. You can be assured that we continue to focus all our energy to position 3U HOLDING AG successfully again.

We are on the right track: Now that we have achieved two consecutive quarters of positive quarterly earnings, we will also be able to report positive earnings for the full year for the first time since 2011. We have reached a key milestone. Now it is important to sustainably increase the profitability of the Group.

As you know, we could not make a dividend proposal for the 2015 financial year due to negative Group's earnings. With a successful fiscal year 2016, we want to become eligible to pay dividends again and to let the Company's shareholders participate in the Company's success in the form of an adequate dividend.

3U HOLDING AG has changed significantly in recent years. Certainly not everything has developed according to plan. Bottom line, we are not dissatisfied with the existing structure today with three similarly strong segments. We have remained diversified, but stressed our focus at the same time. With the strategic development we have already reached clearly visible improvements. This shall be only the beginning. Our growth opportunities as a diversified Group are still present. We will work with all our strength to grasp them.

Thank you for your trust and constructive support on our way.

Marburg, in May 2016

Your Management Board



Michael Schmidt



Christoph Hellrung



Andreas Odenbreit

# 4 The 3U share

## The 3U share at a glance

International Securities Identification Number (ISIN)	DE0005167902
Wertpapierkennnummer (WKN) [ <i>Securities Identification Number</i> ]	516790
Stock exchange symbol	UUU
Transparency level	Prime Standard
Designated sponsor	BankM – Repräsentanz der biw Bank für Investments und Wertpapiere AG
Initial listing	November 26, 1999
Registered share capital in EUR at March 31, 2016	EUR 35,314,016.00
Registered share capital in shares at March 31, 2016	35,314,016
Share price at March 31, 2016*	EUR 0.62
Share price high in period from January 1 to March 31, 2016*	EUR 0.644 (March 8, 2016)
Share price low in period from January 1 to March 31, 2016*	EUR 0.49 (January 15, 2016)
Market capitalisation at March 31, 2016	EUR 21,894,689.92
Earnings per share at March 31, 2016	EUR 0.003

\*On Xetra

The shares of 3U HOLDING AG are no-par bearer shares listed in the Prime Standard of the Frankfurt Stock Exchange. Besides trading in Frankfurt on Xetra and the floor, the stock is also traded on the OTC markets in Berlin, Dusseldorf, Munich and Stuttgart and Tradegate.

### General market development

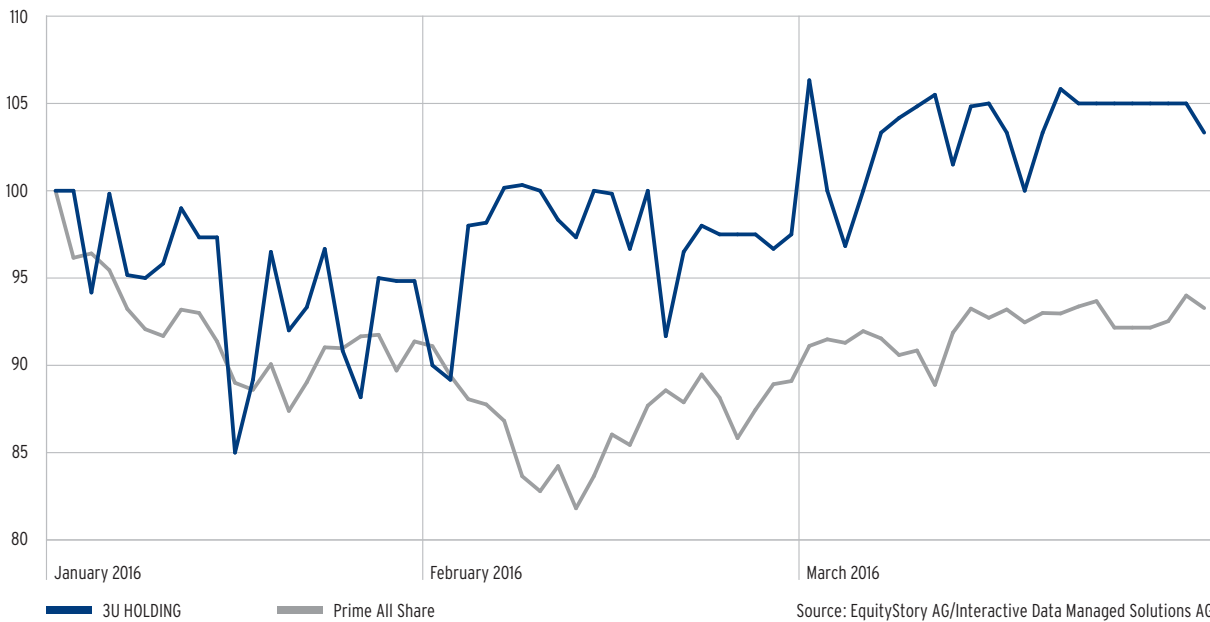
The volatile trend that characterised international stock markets over the previous quarters also continued throughout the first quarter of 2016. By mid-February, all major stock indices recorded significant declines, some up to 15 %. Most international indices ended the quarter well below the 2015 year-end level. This negative development was mainly driven by declining oil prices, increasing pressure on the global banking sector, as well as weakening economic indicators in Europe, the US and, in particular China. Bottom line, both the DAX 30 and the Euro STOXX 50 lost more than 7 % in the first quarter 2016, while the Nikkei retreated even 11 %. Only the Dow Jones was able to record a slight increase with 2.2 %.

**Development of the 3U share**

The 3U share showed weakness at the beginning, but was able to recover significantly during the quarter and ended the first quarter of 2016 with a slight increase. Starting with a quotation of EUR 0.60 the 3U share gained 2 Eurocent under significant fluctuations by quarter’s end, which represents an increase of around 3.3 %.

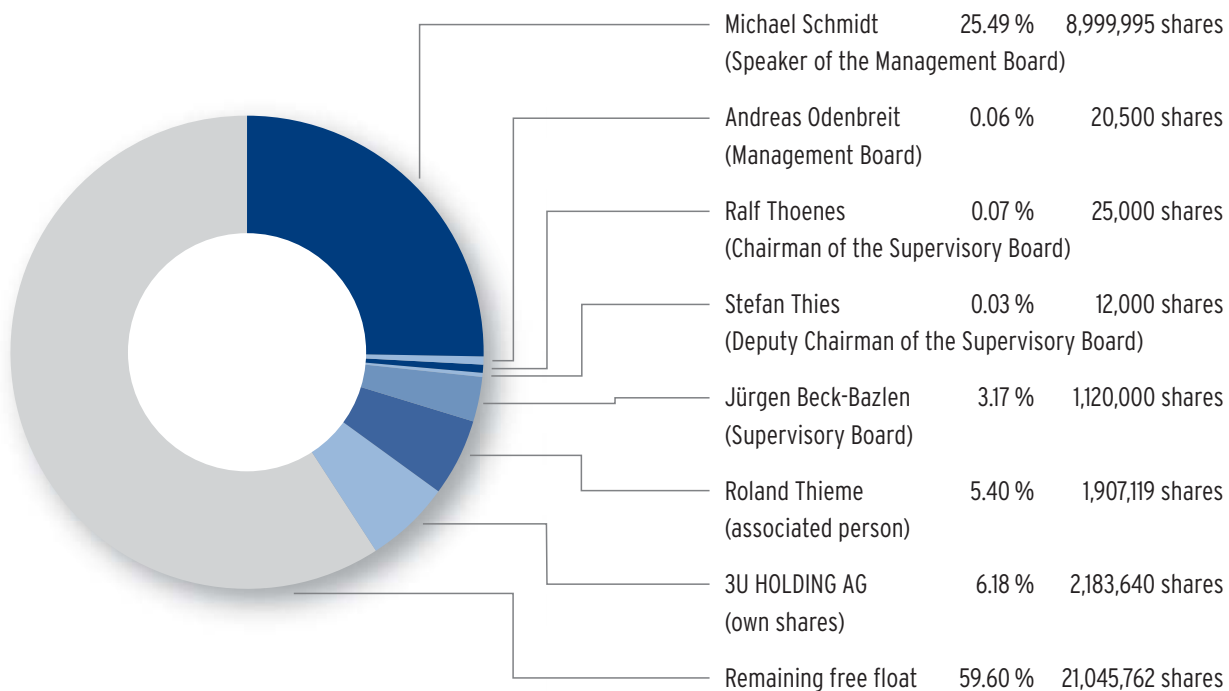
The Prime All Share Index developed in line with the other German indices. Starting from the 2015 year-end level at 4,232.17 points, it fell back significantly by mid-February only to slightly recover thereafter and to finish the first quarter at a level of 3,960.96 points. This corresponds to a loss of around 6.4 % since the beginning of the year.

**Share price performance of the 3U shares\* from January 1, 2016 to March 31, 2016 vs. Prime All Share Index**



\*Daily closing price Xetra

**Shareholder structure as at March 31, 2016**





## Investor relations

The dialogue with our shareholders has a high priority for us. Throughout the year Investor Relations is available to all capital market participants for substantial information and pursuing a comprehensive capital market supervision, which is based on the principles of timeliness, continuity, credibility and equal treatment.

The fixed dates for the regular reporting set the framework for the capital market communication. The start of the year forms the publication of the consolidated financial statements for the previous fiscal year. The key financial data of the fiscal year and a forecast for the following year shall be made public in advance.

3U HOLDING AG informs the capital market over the past reporting period, about six weeks after the quarter ends. Important Group figures may be made public in advance as well. The related reports are available on the Investor Relations pages of the website of 3U HOLDING AG.

We keep an intense dialogue with our investors. The most significant group of shareholders are the private investors of 3U HOLDING AG. They make up the largest number of investors. The investor relations pages of 3U HOLDING AG serve as a central and practical center for them. The website is constantly modernized and updated and provides, among other explanations for strategy and business development, all current publications and an annual report archive that goes back to the foundation of 3U HOLDING AG in the year 1999.

Moreover, there is the option of direct contact with the Investor Relations section. At the Annual General Meeting, all shareholders have the opportunity to get a picture of the 3U HOLDING AG and experience the Management Board live. During the general meeting Investor Relations is available for talks with investors on site.

The liquidity of the 3U share has dropped even more compared to the previous reporting period. The average daily number of traded 3U shares in Frankfurt fell in 2016 to around 14,000 after an average daily number of around 24,000 3U shares were traded in the same period of 2015.

# 8 Corporate governance report

The German Corporate Governance Code has been applicable since 2002. It was updated in May 2015 and contains regulations, recommendations and suggestions for good and responsible corporate management. The purpose of the Code is to create greater transparency, thus increasing the confidence of investors, customers, employees and the public in the corporate management of German companies. 3U HOLDING AG welcomes the provisions of the German Corporate Governance Code (GCGC), which serves the interests of the companies as well as its investors.

## Declaration of conformity

The Management and Supervisory Boards of 3U HOLDING AG discussed continuously the contents of the Corporate Governance Code at length and decided that the recommendations are largely observed.

3U HOLDING AG submitted the most current declaration of conformity required according to the German Stock Corporation Act on March 1, 2016. It can be viewed permanently on its website ([www.3u.net](http://www.3u.net)) under the path "Investor Relations/Corporate Governance".

## Deviations from the recommendations

### Deductible D&O insurance

The D&O insurance of the Company does not contain deductibles for the Supervisory Board. Regarding this, 3U HOLDING AG thinks that the responsibility and motivation with which the members of the Supervisory Board of the Company perform their tasks cannot be improved by such deductibles.

### Diversity

In the allocation of managerial functions the Management Board acts according to the requirements of the respective function and searches for the person who fulfils these requirements in the best possible way. If several candidates of similar qualification are available, the Management Board looks for diversity and an appropriate consideration of women in the Company in the allocation without elevating those criteria to an overriding principle.

### Executive remuneration

The Supervisory Board has not stipulated a cap for compensation to be paid to Members of the Management Board (max. 2 years' salary) because the contracts have only a limited period of 3 years. Accordingly, the proposed limit of possible compensation claims of Board Members as intended with 4.2.3 is already inherently included in the employment contracts of the Board Members.

### Diversity for members of the Management Board and Supervisory Board

The Supervisory Board chooses the members of the Management Board according to suitability and qualification and looks for the best composition possible for management positions. The Company is of the opinion that the special weighting of further criteria predetermined by the code would restrict the choice of possible candidates for the Management Board. Furthermore it has to be considered that the Management Board consists of just three members at this time.

The cast of the Supervisory Board is chosen according to suitability, experience and qualification as well. To follow other guidelines for choosing suitable members would restrict the flexibility without gaining other advantages for the Company. This is true all the more since the Supervisory Board currently consists of only three members.

### Corporate Governance Statement

The current Corporate Governance Statement by the Management of 3U HOLDING AG according to § 289a HGB is available to the public on the website of 3U HOLDING AG ([www.3u.net](http://www.3u.net)) under the path "Investor Relations/Corporate Governance". In the declaration, the relevant corporate governance practices applied beyond the legal regulations are explained. It further describes the workings of the Management Board and the Supervisory Board and presents the composition and working methods of the Management and Supervisory Board.

### Remuneration Report

Comments on the remuneration of the Management and the Supervisory Board can be found in the remuneration report, which is part of the Group Management Report, as well as part of this statement on corporate governance.

The following members of the Management and Supervisory Board held shares in the Company as of March 31, 2016:

Name	Function	Number of shares	Percent
Michael Schmidt	Speaker of the Management Board	8,999,995 shares	25.49 %
Andreas Odenbreit	Management Board	20,500 shares	0.06 %
Ralf Thoenes	Chairman of the Supervisory Board	25,000 shares	0.07 %
Stefan Thies	Deputy Chairman of the Supervisory Board	12,000 shares	0.03 %
Jürgen Beck-Bazlen	Supervisory Board	1,120,000 shares	3.17 %

# 10 Fundamentals of the Group

## Business model of the Group

Originating from the telecommunications industry the 3U Group operates in the three rearranged segments ICT (Information and Telecommunications Technology), Renewable Energies and SHAC (Sanitary, Heating and Air Conditioning Technology) since January 1, 2016.

The segment ITC comprises the activities Voice Retail, Business Voice and Data Center Services & Operation. Within Voice Retail products like open call-by-call, pre-selection and call-through are being offered. The products voice termination (Wholesale, resale) and value added services are grouped as Voice Business. The products collocation, Infrastructure as a Service (IaaS), telecommunications services and the operation of networks and installations make up Data Center Services & Operation. In addition this segment comprises the development, distribution and operation of cloud based CRM and ERP solutions, the trading of IT licenses and consulting concerning management systems based on ISO 27001 as well as IT security.

In the segment Renewable Energies the 3U Group essentially covers the wind power project development and electricity generation with own plants using wind and solar energy.

In addition to the assembly of components of air conditioning in buildings, the distribution of products from sanitary, heating and air conditioning systems to wholesalers, craftsmen and self-builders belong to the segment SHAC. This distribution is carried out via the Group's online stores.

Until December 31, 2015, the activities of the 3U Group were assigned to the segments Telephony, Renewable Energies and Services.

As part of the restructuring of the IT organization, IT operations was assigned to the previous segment Telephony instead of the previous segment Services. With the discontinuation of the operating activities of sales and marketing activities for external customers and the restructuring of the IT organization, the segment Services continued to lose importance within the 3U Group. In addition, there were substantial intersections between the segment Telephony and its business unit DCS and the segment Services with its business area cloud computing which made an assignment to two different segments obsolete.

The combined activities in the hitherto existing segment Renewable Energies came mainly from two fields: Renewable energy in the narrow sense and the business range HVAC. Participations that used to be active in both areas in the past and thus formed a common basis have no more relevance. The activities in HVAC (heating, cooling, and ventilation) are reported as a new segment SHAC (Sanitary, Heating and Air Conditioning Technology). In the segment Renewable Energies remain the project development in the field of wind power and electricity generation with own plants.

## Corporate management

The structure and organisation of the 3U Group are subject to continuous review and improvement. Ongoing adjustments of the organisation structure thereby guarantee clear responsibilities. The competencies within the monitoring, planning and control system are thus clearly defined. The monitoring and planning system mainly consists of the monthly management information reporting and the risk reporting. In addition there are regular meetings between Management Board and Managing Directors of the Subsidiaries as well as a monthly Forecast-/liquidity development.

The control system is based around sales planning, EBITDA and Group earnings goals for the following twelve months respectively. The planning for the two subsequent financial years is done based on the detailed planning of the first year plan. The assumptions for sales planning are analyzed on the respective levels of the Company; regulatory plans, the capital market outlook and industry trends flow in at market level. Changes relevant to earnings within a component are communicated directly between the Management Board and heads of division in the form of immediate reporting. The organizational structure and the elements of the control system thus form an integral mechanism between strategic and front-line business levels.

# Report on business development

## Earnings

### Group sales

Group sales fell slightly compared with the same period last year (first quarter 2015) by EUR 0.23 million from EUR 11.56 million to EUR 11.33 million in the first quarter 2016. Sales in the segment ITC and Renewable Energies declined while sales in the segment SHAC improved. The segment SHAC accounted for 45.3 % of sales, while the segment ICT contributed 43.5 % and the segment Renewable Energies 11.1 %.

The cost of materials has not changed significantly in total compared to the same period last year. In relation to sales the cost of materials fell slightly in the segments ICT and SHAC compared with the same period last year. The proportion of material expenses from sales is 66.9 % respectively, while it was 68.0 % (ITC) and 68.4 % (SHAC) of sales in the previous period. The other operating income was significantly lower compared to the same period last year.

### EBITDA

EBITDA improved again compared to the same period last year. While EBITDA in the first quarter of fiscal year 2015 amounted to EUR 0.95 million, EBITDA reached EUR 1.20 million in the first quarter of fiscal year 2016. The increase in EBITDA compared to the same period last year is due to lower personnel expenses and in particular lower other operating expenses. Higher expenses for external consulting and support services had contributed to high other operating expenses in the previous period.

Even if the EBITDA of the fourth quarter could not be reached, EBITDA in the first quarter of fiscal 2016 was well above the average EBITDA per quarter of fiscal 2015 (EUR 1.00 million).

### Group earnings

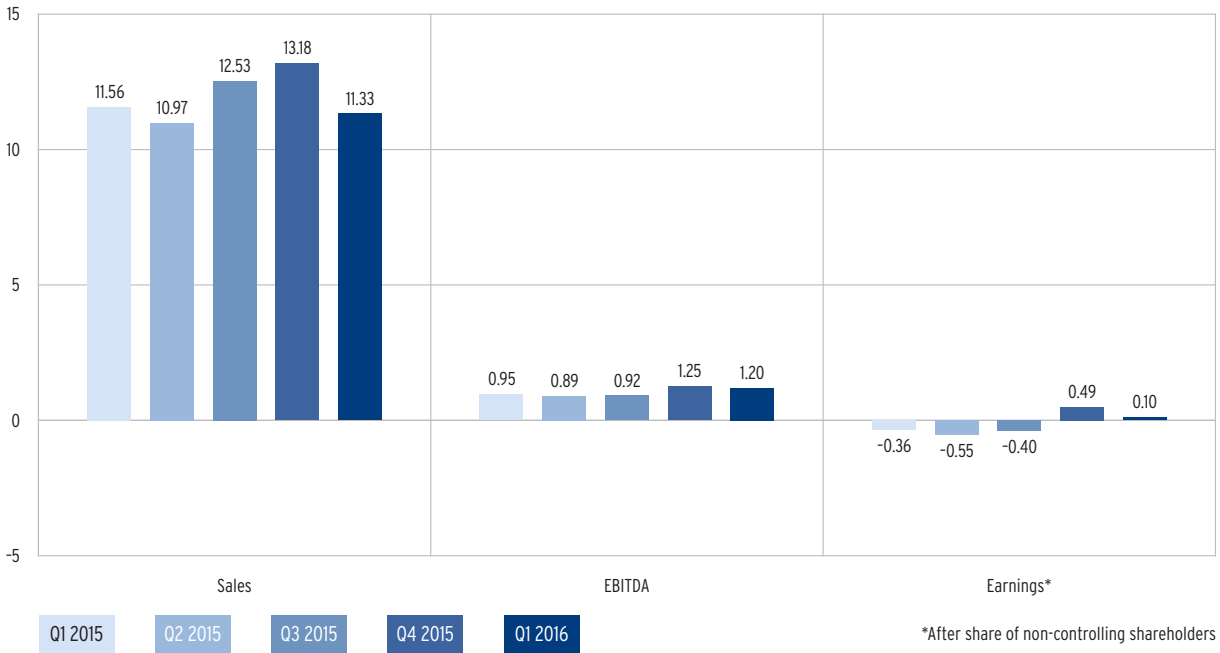
Earnings for the first quarter of fiscal year 2016 amounted to EUR 0.10 million and was EUR 0.46 million higher than Group earnings in the comparison period (EUR -0.36 million). Here, as well as in the fourth quarter of fiscal 2015, positive quarterly earnings were achieved.

Lower investment activity in the last year compared to the previous periods has led to no significant increase in interest-bearing debt related to investments. This in turn has resulted in no significant decline in financial earnings compared to the same period last year. In addition, depreciation has increased only slightly.

Tax expenses for the first quarter of fiscal year 2016 amounted to EUR 0.03 million and was thus EUR 0.11 million lower than in the previous year.

Earnings attributable to the non-controlling interests decreased over the previous year to EUR 0.01 million. Here, the acquisition of the remaining shares in Selfio GmbH, not yet held by 3U, had a positive effect.

**Development (sales, EBITDA, earnings) – 3U Group in EUR million**



In accordance with internal reporting, 3U Group covers the segments ITC, Renewable Energies, SHAC and Holding/Consolidation within its segment reporting since the start of the business year 2016. The comparative figures have been adjusted accordingly to the rearranged segment structure.

Following, the different segments are reported including the sales between segments. Beyond that it needs to be noted that taxes on income and earnings are carried by the parent company, 3U HOLDING AG, as long as subsidiary conditions exist.

## Segment ITC (Information and Telecommunications Technology)

### Segment sales

Sales in the segment ITC decreased slightly from EUR 5.43 million to EUR 4.93 million during the reporting period compared to the same period last year. The decrease in sales stems from the area Telephony while in the areas of cloud-based solutions and trade in IT licenses, sales were somewhat extended.

The additional percentage increase in margin in this segment is partly due to the expansion of activities in the areas of cloud-based solutions and trade in IT licenses. The further focus also contributes to an improvement in margins in the area telephony.

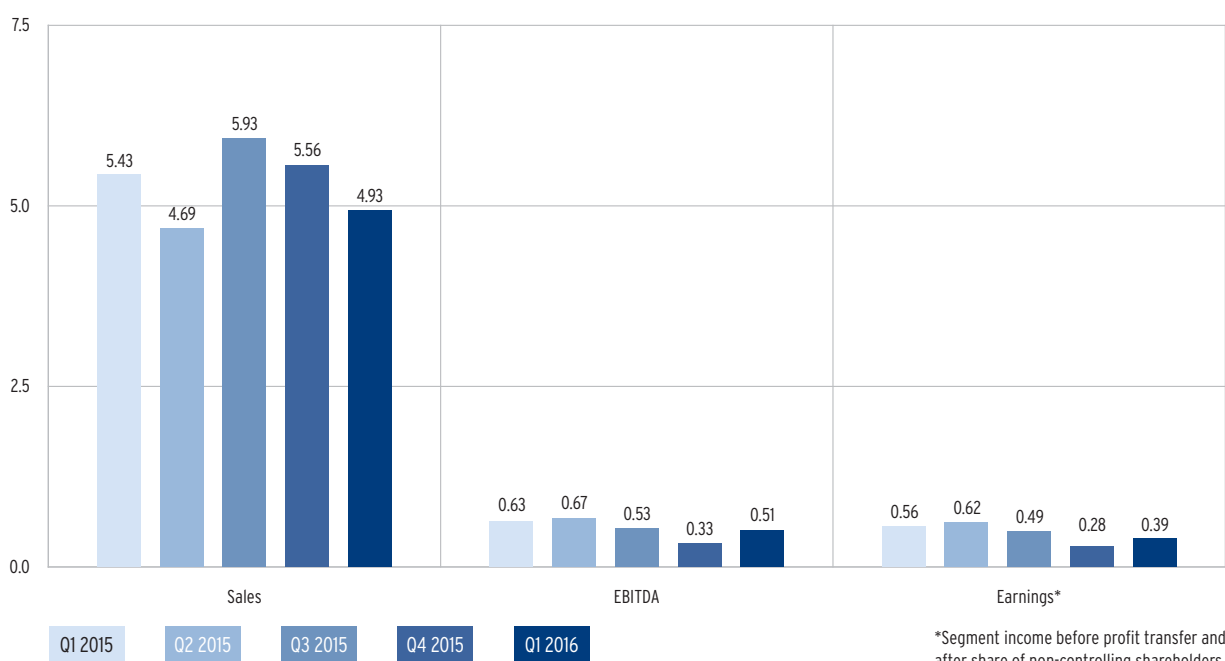
### EBITDA

Taking into account much lower other operating expenses and slightly higher personnel expenses compared to the same period last year, result in a slight decline in EBITDA from EUR 0.63 million last year to EUR 0.51 million. Lower other operating income compared to the same period last year contributed also to the lower EBITDA.

### Segment earnings

Earnings of the segment ITC decreased in the first quarter compared to the same period last year from EUR 0.56 million by EUR 0.17 million to EUR 0.39 million. Overall, the segment ITC still generates a significant part of earnings for the 3U Group.

### Development (sales, EBITDA, earnings) – Segment ITC in EUR million





## Segment Renewable Energies

### Segment sales

In the segment Renewable Energies last year's sales of EUR 1.43 million were not quite maintained. The decline in sales to EUR 1.25 million in the first quarter of fiscal year 2016 was mainly due to lower feed-in tariffs from electricity generation from the wind farm Langendorf. However, this does not result from lower plant availability but solely from lower wind speeds at the site.

### EBITDA

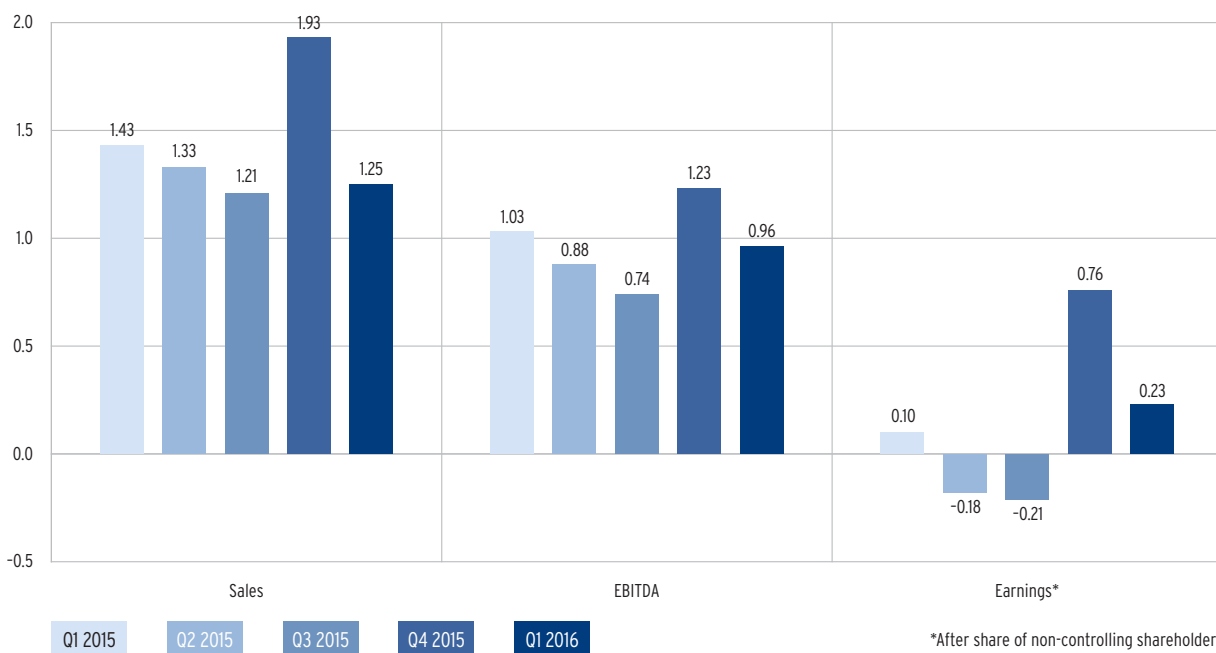
EBITDA decreased from EUR 1.03 million in the same period last year to EUR 0.97 million in the first quarter of fiscal 2016. On a quarterly basis, EBITDA was below the EBITDA of the fourth quarter 2015 but on par with the average EBITDA per quarter of the financial year 2015. Weather-related fluctuations within this segment will occur in the future as well, because 3U depends with both the generation of electricity from solar energy as well as wind energy from the actual solar radiation and wind speed.

### Segment earnings

Compared to the same period last year, segment earnings improved by EUR 0.13 million to EUR 0.23 million. Especially lower depreciation compared to the same period last year contributed here.

The possibility of intra-annual usage of loss carry forwards resulted in a tax benefit of EUR 0.02 million in the first quarter of fiscal 2016. A year earlier, the tax expense amounted to EUR 0.02 million.

### Development (sales, EBITDA, earnings) – Segment Renewable Energies in EUR million



## Segment SHAC (Sanitary, Heating and Air Conditioning Technology)

### Segment sales

In the segment SHAC sales increased from EUR 4.75 million to EUR 5.14 million. This increase in sales of EUR 0.39 million or 8.2 % was lower than planned. Sales in the assembly of components of air conditioning in buildings in particular were further expanded, while sales in the trading business stagnated at the high level of the previous year. The cost of materials ratio was reduced overall from 68.4 % to 66.9 %.

### EBITDA

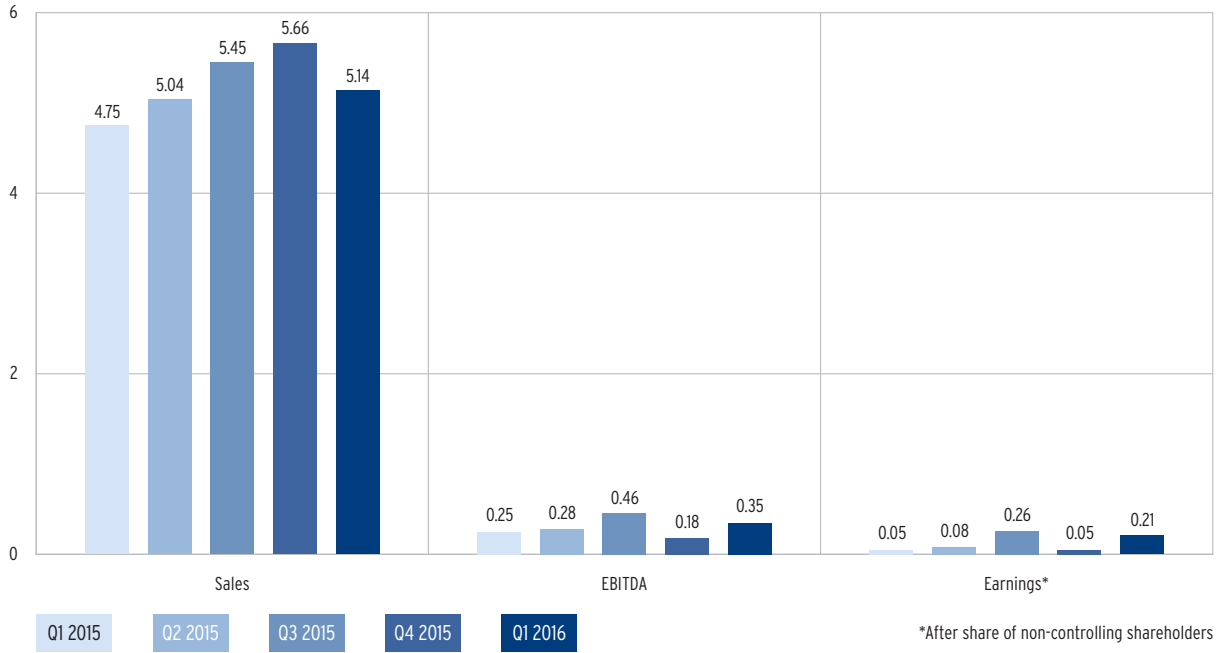
EBITDA improved from EUR 0.25 million last year to EUR 0.35 million in the first quarter of fiscal year 2016. This increase in EBITDA is a result of EUR 0.19 million higher gross profits compared to the same period last year and a slight decline in personnel expenses and an increase in other operating expenses in particular due to higher selling expenses.

### Segment earnings

Compared to the same period last year, segment earnings improved by EUR 0.16 million to EUR 0.21 million. Thus positive earnings were achieved in the segment in the typically weather-related weak first quarter. The mild weather in the first three months of 2016 has contributed to this end.

The tax expense for the first quarter of fiscal year 2016 amounted to EUR 0.05 million and was thus EUR 0.02 million lower than in the same period last year. The income attributable to the non-controlling interests amounts to EUR 0.03 million (previous year period: EUR 0.06 million).

**Development (sales, EBITDA, earnings) – Segment SHAC in EUR million**



## Holding/Consolidation

Holding activities together with the necessary Group consolidations are pooled in Holding/Consolidation.

### Sales

Holding/Consolidation reported sales of EUR 0.01 million (previous year: EUR -0.05 million) in the reporting period. These comprise of the sales of the Holding in the amount of EUR 0.52 million (same period last year: EUR 0.50 million) and the sales consolidations in the amount of EUR -0.51 million (previous year: EUR -0.55 million). These sales consolidations result mainly from the consolidation of the sales between the segments as well as from the consolidation of services within the Group.

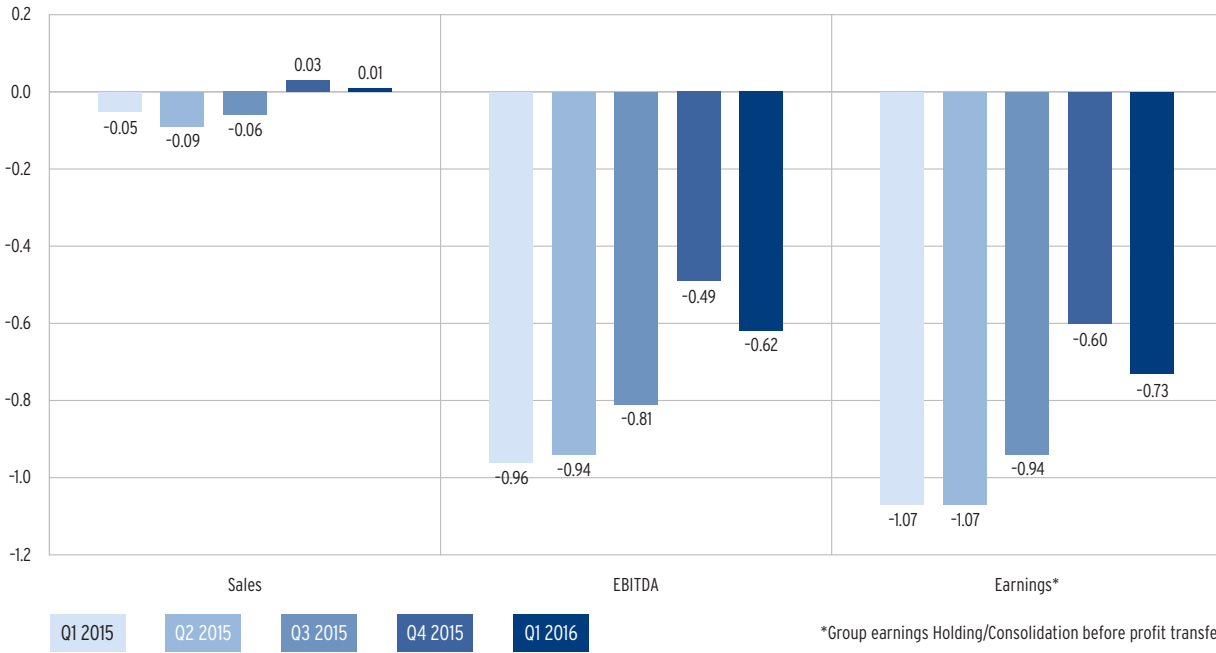
### EBITDA

EBITDA amounts to EUR -0.62 million (previous year: EUR -0.96 million) and is substantially shaped by staff costs in the amount of EUR 0.74 million (previous year: EUR 0.82 million) and other operating income/expenses. Concerning personnel costs it has to be considered that employees from the finance, human resources and law sector as well as the group-wide marketing resources are assigned to the parent Company. Other operating expenses were burdened by one-off consulting expenses in the same period last year.

### Earnings

Earnings from this area are negative for the Group with EUR -0.73 million, but is well above the level of the same period last year (EUR -1.07 million).

**Development (sales, EBITDA, earnings) – Holding/Consolidation in EUR million**



## Financial position

### Capital structure

In the first three months of fiscal 2016, the Group made payments for investments in the amount of EUR 2.60 million (previous year: EUR 0.23 million). The payments related mainly to investments in the construction of the wind farms Lüdersdorf.

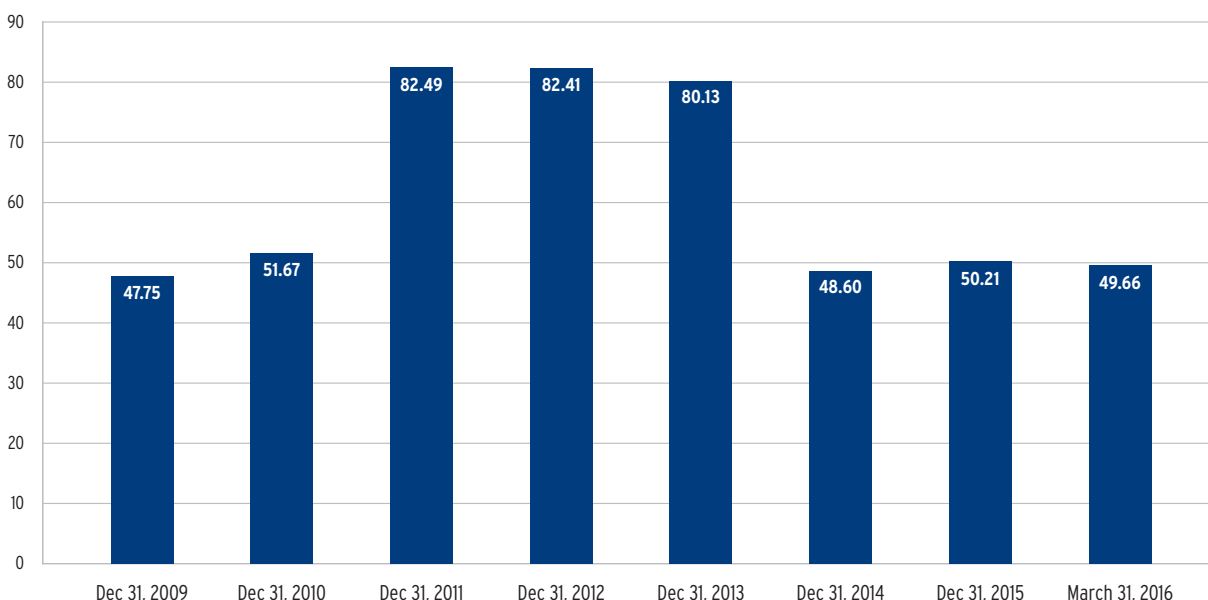
3U HOLDING AG invests its financial portfolio exclusively in call accounts and current time deposits at the Baden-Württembergische Bank, at Sparkasse Marburg-Biedenkopf and at Deutsche Kreditbank AG.

Compared with December 31, 2015, cash and cash equivalents have increased by EUR 1.78 million from EUR 7.70 million to EUR 9.48 million by March 31, 2016. This particular increase was mainly due to the funding extension for the solar park Adelebsen. As part of the completion of an additional loan agreement for the solar park the 3U Group accrued EUR 1.0 million.

3U HOLDING AG continues to have a solid equity ratio. Due to the higher total assets, the equity ratio with 49.66 % has slightly declined compared to December 31, 2015 (50.21 %), while the absolute amount of equity was increased. The debt component is 50.34 % compared to 49.79 % as at December 31, 2015.

In addition to the earnings of the first quarter of fiscal 2016 in the amount of EUR 0.12 million (incl. the amounts attributable to non-controlling interests) no other factors have contributed to the change in equity.

### Development equity ratio (in %)



**Investments**

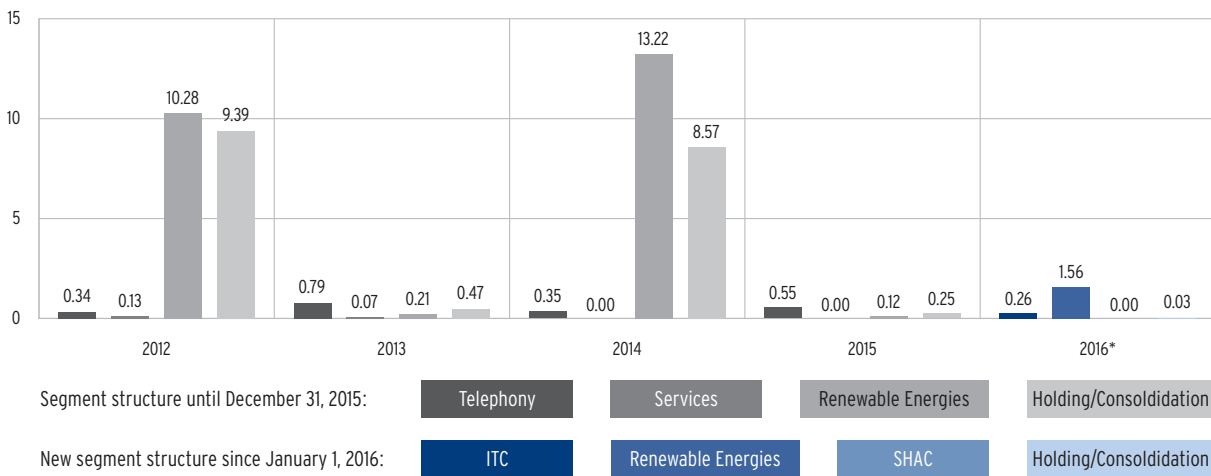
In the first quarter of fiscal 2016 investments in intangible assets and tangible fixed assets and investment property in the amount of EUR 1.85 million (period of the preceding year: EUR 0.23 million) were made within the Group.

EUR 0.26 million were invested in the segment ITC (period of the preceding year: EUR 0.18 million). The investments in the segment Renewable Energies add up to EUR 1.56 million resp. EUR 0.03 million in the period of the preceding year. In the segment SHAC only minor investments were made. Investments in tangible fixed assets and investment property of the holding company amounted to EUR 0.03 million in the first quarter of fiscal year 2016 (period of the preceding year: EUR 0.01 million).

The investments in the segment Renewable Energies mainly relate to investments in the establishment of the wind farm Lüdersdorf.

Investments of roughly EUR 14.38 million in the newly structured segments are planned for the financial year 2016. Of these, EUR 1.38 million will be invested in the segment ITC, EUR 12.01 million in the segment Renewable Energies, EUR 0.08 million in the segment SHAC and EUR 0.91 million within the Holding company.

**Development of investments in EUR million**



\*Until March 31, 2016

### Cash flow

Operating cash flow in the first three months of the business year 2016 amounted to EUR 2.12 million (same period previous year: EUR 0.29 million). Positive earnings for the period and the cash inflow from the reduction of inventories more than offset the cash outflow from the decrease in liabilities from goods and services. Cash flow from investing activities is dominated by a payment in connection with the construction of the wind farm Lüdersdorf. This includes the participation in the infrastructure company, which has taken over the construction of the cable system and the way area for the wind farm. This participation has led to an increase in financial assets.

Cash flow from financing activities of EUR 2.26 million (previous year: EUR -0.53 million) contributed to the financing of investments. It resulted mainly from the inclusion of the financial loan for the wind farm Lüdersdorf and financing enlargement for the solar park Adelebsen. It was also reduced through financing activities due to the repayment of existing loans.

The 3U Group was in a position to meet its payment obligations at all times in the reporting period and this is also guaranteed for 2016. The liquidity position is still comfortable at March 31, 2016. The financing of the project realization and the construction of the wind farm Lüdersdorf is ensured by a long-term bank loan amounting to EUR 8.9 million. A general loan agreement for the project funding has already been completed on December 2, 2015.

The following cash flow statement shows the change in cash and has been prepared in accordance with the Company's reported cash flows (without correction in funds).

Cash flow statement (in TEUR)	March 31, 2016	March 31, 2015
<b>Cash flow</b>	<b>1,782</b>	<b>-459</b>
Cash flows from operating activities	2,117	293
Cash flows from investing activities	-2,596	-225
Cash flows from financing activities	2,261	-527
<b>Exchange rate changes</b>	<b>0</b>	<b>-13</b>
<b>Changes in cash and cash equivalents</b>	<b>1,782</b>	<b>-472</b>
<b>Cash and cash equivalents at beginning of period*</b>	<b>7,698</b>	<b>16,068</b>
<b>Cash and cash equivalents at end of period**</b>	<b>9,480</b>	<b>15,596</b>

\*Incl. fixed deposits as collateral in the amount of TEUR 3,232 (January 1, 2015: TEUR 2,332)

\*\*Incl. fixed deposits as collateral in the amount of TEUR 3,094 (March 31, 2015: TEUR 2,332)



## Assets position

Overview items of statement of financial position	March 31, 2016		December 31, 2015	
	TEUR	%	TEUR	%
<b>Non-current assets</b>	<b>55,262</b>	<b>70.9</b>	<b>53,481</b>	<b>69.6</b>
Fixed assets	53,517	68.7	51,777	67.4
Deferred tax assets	573	0.7	502	0.6
Other non-current assets	1,172	1.5	1,202	1.6
<b>Current assets</b>	<b>22,634</b>	<b>29.1</b>	<b>23,335</b>	<b>30.4</b>
Inventories	5,456	7.0	6,798	8.9
Trade receivables	5,478	7.0	6,912	9.0
Other current assets	2,220	2.9	1,927	2.5
Cash and cash equivalents	9,480	12.2	7,698	10.0
<b>Assets</b>	<b>77,896</b>	<b>100.0</b>	<b>76,816</b>	<b>100.0</b>
<b>Non-current liabilities</b>	<b>67,323</b>	<b>86.4</b>	<b>64,899</b>	<b>84.5</b>
Equity attributable to 3U HOLDING AG shareholders	39,907	51.2	39,806	51.8
Non-controlling interests	-1,221	-1.6	-1,237	-1.6
Provisions and liabilities	28,637	36.8	26,330	34.3
<b>Current liabilities</b>	<b>10,573</b>	<b>13.6</b>	<b>11,917</b>	<b>15.5</b>
Trade payables	1,863	2.4	3,517	4.6
Other provisions and liabilities	8,710	11.2	8,400	10.9
<b>Liabilities</b>	<b>77,896</b>	<b>100.0</b>	<b>76,816</b>	<b>100.0</b>

Total assets as of March 31, 2016 amounts to EUR 77.90 million (December 31, 2015: EUR 76.82 million) and is thus EUR 1.08 million higher than at December 31, 2015. The causes for the changes compared to December 31, 2015 lie substantially in the higher fixed assets due to the investment in the establishment of the wind farms Lüdersdorf. This compares to only a slight decrease in current assets.

Fixed assets in the amount of EUR 53.52 million (December 31, 2015: EUR 51.78 million) comprises in addition to intangible assets (EUR 2.10 million resp. EUR 1.53 million at December 31, 2015) and fixed assets (EUR 42.64 million resp. EUR 42.16 million as at December 31, 2015) also the investment properties in the amount of EUR 7.84 million (December 31, 2015: EUR 7.90 million). These relate as in the previous year to the properties to be rented out in Adelebsen and Hanover.

Current assets of EUR 22.63 million as of March 31, 2016 are EUR 0.71 million lower than at December 31, 2015 (EUR 23.34 million). The proportion of liquid assets to current assets is 41.9 % (at December 31, 2015: 33.0 %). The decrease in inventories resulted primarily from the start of the construction of the wind farm Lüdersdorf. Another essential component of current assets are the demands for goods and services, which decreased on the reporting date to EUR 5.48 million from EUR 6.91 million as at December 31, 2015.

On the liabilities side, besides the rise of the financial liabilities primarily through the loan for the construction of the wind farm Lüdersdorf and by the expansion of the funding of the solar park material changes resulted from the increase in liabilities from goods and services.

The additional loan for the solar park Adelebsen was completed with the same maturity (December 30, 2030) as the original loan. Both loans operate basically the same collateral, however, the debt service reserve for both loans was reduced in the course of the loan extension from EUR 0.83 million to EUR 0.69 million. Additional collateral was not required.

The equity has increased slightly due to the positive quarterly result compared to December 31, 2015.

### **General statement concerning the economic situation**

The Management Board assesses the economic situation of the Company at the time of preparation of the Consolidated Management Report overall still as yet unsatisfactory. It assesses the performance in the first quarter of fiscal 2016, however, as a promising start for the full year.

During the reporting period, both the operating result (EBITDA) and consolidated earnings improved significantly compared with the previous fiscal year. In the first quarter of 2016 positive earnings were achieved as in the previous quarter.

The segment ITC continues to perform very well and excelled planning in almost all key financial indicators. Only sales were lower than planned by about EUR 0.5 million. Compared to the planning, EBITDA and earnings before profit transfer were increased by around EUR 0.3 million.

On the sales level the segment Renewable Energies performed weaker than planned in the first quarter of fiscal 2016. Earnings in this segment were slightly better than planned.

In the segment SHAC planned sales were not entirely achieved. The sales differential of around EUR 0.6 million was more than offset by higher margins. As a result, with EUR 0.1 million this segment also reports earnings higher than planned.

## Financial and non-financial performance indicators

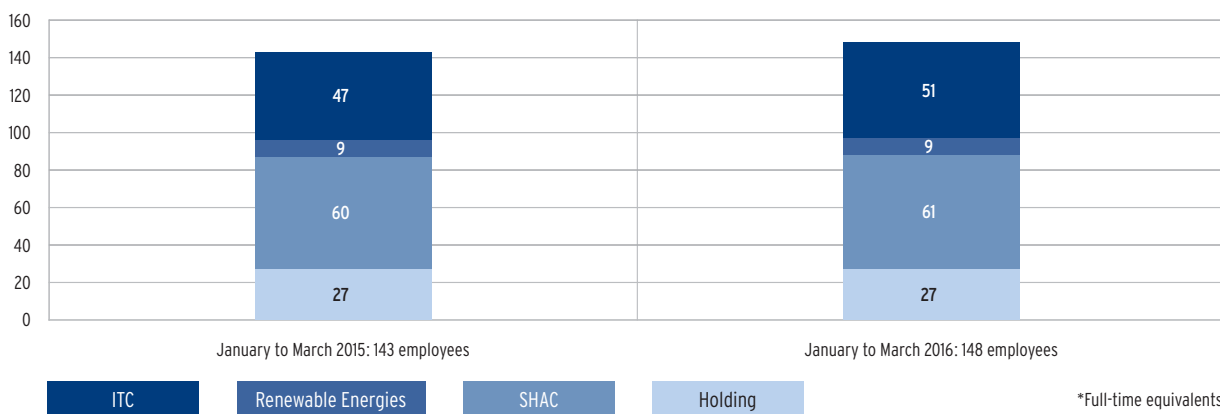
We use our group-wide financial performance indicators to set goals, to measure success and determine the variable compensation of executives. The most important financial performance indicators for us are sales, earnings before interest, taxes, depreciation and amortization (EBITDA) and profit after tax.

Non-financial performance indicators are not covered by regular reporting. Coordination and control are carried out between the Management Board and Managing Directors in direct consultations.

Highly qualified and motivated employees are the prerequisites for ensuring the success of a company in the long term. Responsible personnel development and continuous improvement play a decisive role. Therefore, sustainable development and targeted promotion of the potential of all employees is the core task of personnel management of the Company. Through targeted personnel development the Company wants to increase its attractiveness as an employer and thereby further increase the employees' identification with the 3U Group and their commitment to its objectives.

### Staff\*

On the financial statement date the 3U Group employed 148 people (March 31, 2015: 143). The yearly average was 148 (previous year: 142). The increase in the number of employees in 2016 is primarily attributable to the expansion of human capacity in cloud computing in the segment ITC. The average number of employees in the individual divisions is made up as follows:



Our employees contribute decisively with their ideas to greater efficiency and competitiveness. Therefore, a cooperative communication climate in the Group is encouraged, as all employees are motivated to make suggestions for the optimization of products and processes, to synergies and other improvements within the Group. The remuneration system is broken down into fixed and variable elements depending on the job, so that superior performance can be rewarded accordingly.

**Promoting employee health**

We understand health as defined by the World Health Organization (WHO) as psychic, physical and social wellbeing. To preserve and promote the health of our employees, we have implemented selective measures in the Group. Thus the Group supports the health care of its employees. Employees also have the opportunity to attend internal and external training and educational events. Their bond with 3U is reinforced by a series of measures in which social aspects are at center-stage.

Safety in the workplace is enhanced by appropriate training. As in previous years, no employees were significantly harmed by an accident at work in 2016.

**Corporate Responsibility****Impact of our business on the environment**

The perception of corporate social responsibility is an integral part of our corporate strategy. We consider systematically the various interests of our stakeholders and the impact of our business on the environment. We are looking for a balance between economic objectives and social responsibility. With our increased commitment to renewable energies and the expansion of the segment SHAC through efficient solutions for avoiding energy, we are actively investing in the environment and thus show social commitment. In the other divisions we increasingly rely on the use of renewable energies as well. We try to consider environmental aspects when buying products and services.

## Detailed information on stock option plan

By way of resolution dated August 19, 2010, the Annual General Meeting authorised contingent capital of up to EUR 4,684,224.00 for issuing stock options to members of the Management Board, executives and employees in the context of a stock option plan and authorised the Management Board accordingly. With the approval of the Supervisory Board, the Management Board made use of this authorisation on February 7, 2011 and established a stock option plan for 2011.

### Stock option plan 2011

The stock option plan (SOP) 2011 had the following key details:

The following were beneficiaries:

- Group 1: Members of the Company's Management Board
- Group 2: Employees of the Company and affiliated companies in Germany and abroad in key positions at the first level of management below the Management Board as well as members of the management of affiliated companies in Germany and abroad (Article 15 of the German Stock Corporation Act)
- Group 3: All other employees of the Company and of the affiliated companies in Germany and abroad (Article 15 of the German Stock Corporation Act)

A total of 4,602,500 stock options were issued within the scope of the SOP 2011. The distribution between the individual groups is as follows (the value in parentheses indicates the maximum number of shares to possibly be issued):

Group 1:	400,000	(of 468,422)	stock options
Group 2:	2,800,000	(of 2,810,535)	stock options
Group 3:	1,402,500	(of 1,405,267)	stock options
Total:	4,602,500	(of 4,684,224)	stock options

The SOP 2011 had a term of five years. The non-transferable option rights could be exercised after a four-year qualifying period on February 7, 2015 at the earliest and no later than February 6, 2016.

The option rights may only be exercised within a period of fifteen banking days in Frankfurt am Main following the publication of the annual financial statements and/or consolidated financial statements, the Annual General Meeting or the publication of a quarterly report and/or the annual report. The options were not transferable.

Each option right authorized the purchase of a share in the company at the exercise price. The exercise price for the options was EUR 1.00 per share. At the time of inception of the SOP on February 7, 2011 the share was quoted at EUR 0.66, the premium thus amounted to 51.5 %.

The beneficiary may only have sold shares received through the exercise of stock options within a month of the publication of the quarterly reports or after the publication of periodical reporting.

By the end of the term of the Stock Option Plan 2011 on February 6, 2016, no options were exercised. The stock options are so completely forfeited.

## **Related parties report**

There were no extraordinary changes or developments in business relations with related parties in the first three months of the current financial year as against December 31, 2015. Please refer to our presentation in the Annual Report 2015. All transactions with related parties were conducted at arm's length.

## **Report on risks and opportunities**

As of March 31, 2016 there were no material changes in risks and their assessment as reported in detail in the Annual Report 2015.

## **Significant events since the end of the interim reporting period**

Significant events after the end of this interim financial period did not occur.

# Forecasting report

29

## Economic outlook

At the beginning of 2016 it became clear that the world economy had cooled down markedly in the preceding months. This was largely due to rapid structural change in China. This process entails significant economic risks and is accompanied by a decline in foreign trade's importance to China, as well as weaker demand for commodities.

The gloomier economic outlook and decline in oil prices led to a further slowdown in the global price dynamic. This prompted recourse to additional, unconventional fiscal policy measures in the euro area and Japan, which will further stimulate economic activity. In Britain and the USA central banks are more cautious about their announced policy turnaround.

In the meantime there are growing signs that international economic activity will not weaken any further in the first half of 2016. In advanced economies in particular the dynamic has already gained momentum slightly. According to the leading economic Institutes, world production will expand this year at around the same moderate pace as last year. This will mean growth of 2.4 % in 2016 and of 2.8 % in 2017.

The German economy is experiencing a moderate upturn. Against a background of sustained employment growth, sizeable wage increases and purchasing power gains thanks to lower energy prices, private consumption is driving the upturn. All in all, gross domestic product is expected to rise by 1.6 % this year and by 1.5 % in 2017

The positive development in the labour market is expected to continue over the rest of the forecasting period. The labour force will grow by 500,000 persons on average this year and by around 390,000 persons in 2017. As in previous years, migration will more than compensate for the decline in the working population due to demographics. Moreover, the availability of refugees in the German labour market will also make itself increasingly felt over the forecasting period. Unemployment will edge upwards as a result, despite employment growth. However, the average unemployment rate of 6.2 % this year and 6.4 % in 2017 will remain almost unchanged.

## Outlook ITC

Sales in the total market of telecommunications services in Germany have been declining for many years. This development is based on strong sales decreases in the land-line sector and moderate decreases in the market of mobile telephony. Thus a displacement market prevails in the telecommunications industry, which is shaped by innovations and technical progress, but above all is characterized by a further price decline due also to the pronounced competitive situation. The strong fluctuations of the call-by-call market make a medium-term market forecast difficult.

Government interventions – launched nationally as well as by the EU – have a significant impact on the call-by-call market. Therefore, a medium-term market forecast is difficult. As in previous years, the market is likely to shrink, according to the inter-trade organization VATM. Against this background, the Management Board expects a continuously declining development analogous to the market development in the business year 2016.

Generally increasing investment in data centers can be expected for the future. According to researchers like IDC, Gartner or A. T. Kearney, investments in data centers will rise sharply. According to A. T. Kearney the European data center market is to grow by more than 6 % annually and reach a volume of EUR 270.4 billion by 2020. This market addressed the 3U Group with its portfolio DCS (Data Center Services).

The 3U Group will continue to pursue its strategy to recognise and occupy profitable niches in the area Telephony. In particular, the offered services concerning data centers are to be developed further and should develop into an important pillar. The market environment remains very competitive. To what extent the new areas can compensate for the decline in sales and the resulting decrease in income from the call-by-call business is difficult to predict.

A promising market is addressed with the topics of cloud computing and IT Security as well as business consulting. In cloud computing, IT services are provided in the right quantities and flexible in real-time as a service via the Internet and billed according to use. In cloud computing various technical improvements and innovations converge and create the potential for a base innovation in the business field. Cost reduction, cost structure changes, cost variability, flexibility and entirely new business models are other important arguments. It is expected that cloud computing will change the entire information economy, its technologies and its business and therefore the relationship between suppliers and consumers for the long term. With a rapid adoption of cloud computing in business, the demand for technical infrastructure expertise decreases. For software vendors the traditional licensing business will shift in the direction of "Software as a Service" (SaaS).

For users cloud computing has many advantages. Thus, for example, investments become variable costs. It is expected that almost all companies will use cloud computing in a few years – at least complementary.

IT security assumes an increasingly important role in almost every company. Both large corporations as well as small and medium sized companies are exposed daily to attacks from the internet which can cause immense and costly damage. Above all, when placing an order or awarding contracts in an area where larger amounts of (personal) data is collected, IT security is a high or highest concern. Therefore, products and services as well as IT security licenses for a comprehensive IT security management meet a growing demand. Nearly every company must take daily risks. Some risks have the potential to jeopardize the success of a company seriously. These include IT risks, risks due to non-compliance with legal requirements, personnel risks, market risks etc. However, with the help of a suitable risk management system one can adequately respond to these risks and opportunities. Therefore, a durable high demand should also be expected in this area.

Market experts attest good growth prospects for Cloud Computing, Software as a Service, Data Center Services, IT services and consulting services. In these business areas, the Management Board of 3U HOLDING AG expects further rising sales in 2016, while revenue in the telephony will continue to decline.



## Outlook Renewable Energies

The importance of renewable energies as an economic factor is increasing not only in Germany, but also globally. With the segment Renewable Energies, the Group participates in the progressive change in energy sustainability and the trend towards resource saving and thus improving energy efficiency.

The Group plans to realize other renewable energy projects. The conditions are largely determined in this segment by the Renewable Energies Sources Act (EEG). With the reform to the EEG (Renewable Energies Act) of August 2014, the Grand Coalition submitted the framework, which gives all parties planning reliability until the end of 2016. 3U focuses to expand its wind power activities – this concerns both planning & project development and investments in wind farms and their operation – in an area that still has a good risk/reward profile. The further development in this area depends on various factors which are hard to predict today. We follow the activities of all relevant market participants very closely and will position ourselves accordingly.

While the project business is relatively volatile, very stable and predictable sales and earnings are achieved by the renewable energy generation.

## Outlook SHAC

The activities around the topic of heating, cooling and ventilation of buildings further evolve encouraging. A number of developments have a positive impact here. Firstly, the construction activity will remain at a high level for the foreseeable future due to the low interest rates, resulting in a corresponding demand for HVAC products and their installation. In addition policy makers require increasing energy efficiency in buildings. This leads to a substantial demand for replacement investments especially in the business area heating and air conditioning. Finally, we benefit in this segment of the demand shift towards online trading. Currently only a small fraction of the products from the HVAC sector is in demanded online in Germany. However, this proportion is growing at a rate of nearly 30 % p. a. With our online trading activities, we want to grow faster than the market. With the already existing different business units within this segment the 3U Group is promising positioned.

## Strategic direction

Lasting operative profitability in the segments is the top priority for the Group. In recent years and especially in 2015, we have achieved significant progress in this regard.

In the segment ITC the earnings levels is to be defended. Scheduled declines in the business area Telephony should be offset and at a later stage overcompensated by the newer business fields.

While we intend to mainly grow the segment SHAC organically, our strategy in the segment Renewable Energies is to grow inorganically as well.

With its investment strategy, the 3U Group pursues a strategy to retain successful businesses in the long term, but also to sell them if attractive offers arise.

### **Outlook 3U Group**

The pursued development of successful business fields in recent years, while simultaneously dismantling activities which developed below expectations, are slowly bearing fruit.

The decent first quarter 2016 gives the Management Board of 3U HOLDING AG confidence in reaching the announced targets for 2016 published in the Annual Report 2015: For fiscal 2016, the Management Board expects sales between EUR 54 million and EUR 60 million, EBITDA of EUR 6.0 million and EUR 8.0 million and net earnings of between EUR 0.5 million and EUR 2.5 million.

The partial or entire sale of Subsidiaries belongs to the corporate purpose of 3U HOLDING AG and can lead to positive special effects. In addition, 3U HOLDING AG plans to grow inorganically through acquisitions. However, there are limitations to plan resulting effects.

The goal of all activities is to enhance the value of the 3U Group sustainably for the shareholders, but also for our employees. The success of those efforts will be reflected in a positive price trend for the 3U share. With regard to the estimates and expectations presented, we point out that the actual future events can differ significantly from our expectations concerning the probable development.

# Responsibility statement

## Responsibility statement according to § 37y WpHG i. V. m. § 37w Abs. 2 Nr. 3 WpHG

To the best of our knowledge, and in accordance with the applicable reporting principles for interim financial reporting, the interim consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group, and the interim management report of the Group includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group for the remaining months of the financial year.

Marburg, May 12, 2016

The Management Board



Michael Schmidt



Christoph Hellrung



Andreas Odenbreit

## 34

## Consolidated statement of financial position as of March 31, 2016

Assets 3U Group (in TEUR)	March 31, 2016	December 31, 2015
<b>Non-current assets</b>	<b>55,262</b>	<b>53,481</b>
Intangible assets	2,095	1,530
Property, plant and equipment	42,640	42,156
Investment properties	7,843	7,901
Other financial assets	920	171
Accounted investments using the equity method	19	19
Deferred tax assets	573	502
Other non-current assets	1,172	1,202
<b>Current assets</b>	<b>22,634</b>	<b>23,335</b>
Inventories	5,456	6,798
Trade receivables	5,478	6,912
Receivables from tax refunds	299	486
Other current assets	1,921	1,441
Cash and cash equivalents	9,480	7,698
<b>Total assets</b>	<b>77,896</b>	<b>76,816</b>

Shareholders' equity and liabilities 3U Group (in TEUR)	March 31, 2016	December 31, 2015
<b>Shareholders' equity</b>	<b>38,686</b>	<b>38,569</b>
Issued capital (conditional capital TEUR 4,684; December 31, 2015: TEUR 4,684)	35,314	35,314
Own shares	-2,184	-2,184
Capital reserve	10,345	10,345
Retained earnings	-719	-719
Total other comprehensive income	-73	-73
Profit/loss carried forward	-2,877	-2,056
Net earnings	101	-821
<b>Total shareholders' equity attributable to the shareholders of 3U HOLDING AG</b>	<b>39,907</b>	<b>39,806</b>
<b>Non-controlling interests</b>	<b>-1,221</b>	<b>-1,237</b>
<b>Non-current provisions and liabilities</b>	<b>28,637</b>	<b>26,330</b>
Non-current provisions	666	665
Non-current liabilities due to banks	27,195	24,960
Deferred taxes	776	705
<b>Current provisions and liabilities</b>	<b>10,573</b>	<b>11,917</b>
Current provisions	290	401
Current tax liabilities	204	264
Current liabilities due to banks	3,244	3,218
Trade payables	1,863	3,517
Other current liabilities	4,972	4,517
<b>Total shareholders' equity and liabilities</b>	<b>77,896</b>	<b>76,816</b>

# 36 Consolidated statement of income

3U Group (in TEUR)	3-months report January 1-March 31	
	2016	2015
Sales	11,330	11,556
Other income	301	679
Changes of half-finished and finished products	235	-69
Other capitalised services	0	0
Costs of materials	-6,879	-6,820
<b>Gross profit or loss</b>	<b>4,987</b>	<b>5,346</b>
Staff costs	-2,474	-2,553
Other operating expenses	-1,311	-1,841
<b>EBITDA</b>	<b>1,202</b>	<b>952</b>
Depreciation and amortisation	-853	-950
<b>EBIT</b>	<b>349</b>	<b>2</b>
Income shares in companies that are accounted for using the equity method	0	0
Other financial result	-204	-190
<b>EBT</b>	<b>145</b>	<b>-188</b>
Income tax expenses	-28	-141
<b>Earnings before non-controlling interests</b>	<b>117</b>	<b>-329</b>
<b>Earnings before non-controlling interests</b>	<b>117</b>	<b>-329</b>
Of which attributable to non-controlling interests	16	30
<b>Thereof Group earnings</b>	<b>101</b>	<b>-359</b>

# Consolidated statement of comprehensive income

37

3U Group (in TEUR)	January 1–March 31	
	2016	2015
<b>Net earnings for the period</b>	<b>117</b>	<b>-329</b>
Attributable to 3U HOLDING AG shareholders	101	-359
Of which attributable to non-controlling interests	16	30
<b>Directly in equity comprised changes which could be reclassified retrospectively to the income statement</b>		
Exchange rate differences	0	-20
Thereof deferred taxes	0	0
Hedging instruments	0	0
Thereof deferred taxes	0	0
	<b>0</b>	<b>-20</b>
<b>Directly in equity comprised changes which could not be reclassified retrospectively to the income statement</b>	<b>0</b>	<b>0</b>
<b>Other comprehensive income</b>	<b>0</b>	<b>-20</b>
<b>Total comprehensive income of the period</b>	<b>117</b>	<b>-349</b>
Attributable to 3U HOLDING AG shareholders	101	-379
Of which attributable to non-controlling interests	16	30

## 38

## Consolidated statement of changes in equity

3U Group (in TEUR)	Issued capital	Own shares	Capital reserve	Retained earnings	Total other comprehensive income
<b>As of January 1, 2015</b>	<b>35,314</b>	<b>-1,473</b>	<b>10,088</b>	<b>692</b>	<b>-89</b>
Rebooking Earnings 2014	0	0	0	0	0
Total earnings 2015	0	0	0	0	16
Buy back shares 2015	0	-711	248	0	0
Stock option plan 2011	0	0	9	0	0
Proceeds/payments to non-controlling interests	0	0	0	19	0
Change of percentage increase	0	0	0	-1,430	0
<b>As of December 31, 2015</b>	<b>35,314</b>	<b>-2,184</b>	<b>10,345</b>	<b>-719</b>	<b>-73</b>

3U Group (in TEUR)	Issued capital	Own shares	Capital reserve	Retained earnings	Total other comprehensive income
<b>As of January 1, 2016</b>	<b>35,314</b>	<b>-2,184</b>	<b>10,345</b>	<b>-719</b>	<b>-73</b>
Rebooking Earnings 2015	0	0	0	0	0
Total earnings January 1 to March 31, 2016	0	0	0	0	0
<b>As of March 31, 2016</b>	<b>35,314</b>	<b>-2,184</b>	<b>10,345</b>	<b>-719</b>	<b>-73</b>



Profit/loss carried forward	Net earnings attributable to 3U HOLDING AG shareholders	Equity attributable to 3U HOLDING AG shareholders	Non-controlling interests	Total shareholders' equity
<b>1,186</b>	<b>-3,242</b>	<b>42,476</b>	<b>-823</b>	<b>41,653</b>
-3,242	3,242	0	0	0
0	-821	-805	86	-719
0	0	-463	0	-463
0	0	9	0	9
0	0	19	54	73
0	0	-1,430	-554	-1,984
<b>-2,056</b>	<b>-821</b>	<b>39,806</b>	<b>-1,237</b>	<b>38,569</b>

Profit/loss carried forward	Net earnings attributable to 3U HOLDING AG shareholders	Equity attributable to 3U HOLDING AG shareholders	Non-controlling interests	Total shareholders' equity
<b>-2,056</b>	<b>-821</b>	<b>39,806</b>	<b>-1,237</b>	<b>38,569</b>
-821	821	0	0	0
0	101	101	16	117
<b>-2,877</b>	<b>101</b>	<b>39,907</b>	<b>-1,221</b>	<b>38,686</b>

# 40 Consolidated statement of cash flows

3U Group (in TEUR)	January 1-March 31	
	2016	2015
<b>Net earnings for the period</b>	<b>117</b>	<b>-329</b>
+/- Depreciation/write-ups of fixed assets	853	950
+/- Increase/decrease of provisions	-110	-91
-/+ Profit/loss on disposal of non-current assets	3	3
-/+ Increase/decrease in inventories and trade receivables	2,776	570
+/- Increase/decrease in trade payables	-1,654	-1,221
+/- Changes to other receivables	-448	-175
+/- Changes to other payables	453	-133
+/- Change in tax assets/liabilities including deferred taxes	127	711
+/- Other non-cash changes	0	8
<b>Cash flows from operating activities</b>	<b>2,117</b>	<b>293</b>
- Outflows for investments in property, plant and equipment	-1,213	-194
- Outflows for investments in intangible assets	-627	-31
- Outflows for investment properties	-7	0
- Proceeds from disposals of financial assets	-749	0
<b>Cash flows from investing activities</b>	<b>-2,596</b>	<b>-225</b>
<b>Sum carried forward*</b>	<b>-479</b>	<b>68</b>

\*Refer to following page

3U Group (in TEUR)	January 1-March 31	
	2016	2015
<b>Sum carried forward*</b>	<b>-479</b>	<b>68</b>
- Cash outflow to companies' owner and minority partners (dividends, equity capital payback, purchase of own shares, other disbursements)	0	-161
+ Cash inflow borrowing of money	3,116	0
- Outflows from the repayment of (finance) loans	-855	-366
<b>Cash flows from financing activities</b>	<b>2,261</b>	<b>-527</b>
<b>Total cash flows</b>	<b>1,782</b>	<b>-459</b>
+/- Restrictions in cash and cash equivalents	138	0
+/- Changes in cash and cash equivalents due to exchange rate changes	0	-13
+/- Aggregate cash flows arising from obtaining or losing control of subsidiaries	0	0
<b>Cash and cash equivalents at beginning of period</b>	<b>4,466</b>	<b>13,736</b>
<b>Cash and cash equivalents at end of period</b>	<b>6,386</b>	<b>13,264</b>
<b>Total change in cash and cash equivalents</b>	<b>1,920</b>	<b>-472</b>

\*Refer to previous page

# 42

## Notes as of March 31, 2016

### General information about the Group

3U HOLDING AG (subsequently also referred to as 3U or Company), headquartered in Marburg, is the holding company of the 3U Group and a listed stock corporation. It is registered with the Marburg Main District Court and has since been registered in the Register of Companies there, under HRB number 4680.

The business activities of 3U HOLDING AG and its Subsidiaries comprise besides the management of its own assets also the provision of telecommunication services and IT services in the segment ITC. Activities in the field of renewable energy and in the field of sanitary, heating and air conditioning are represented in the segments Renewable Energies and SHAC.

The segments were reorganized as of January 1, 2016. The presentation of the comparative figures have been adjusted accordingly.

The address of the registered office of the Company is: Frauenbergstraße 31-33, 35039 Marburg, Germany.

### Accounting principles

The interim financial report was prepared in accordance with the provisions of the International Financial Reporting Standards (IFRS).

The present interim report has not been reviewed by auditors.

### Supplementary disclosures in accordance with IAS 34

The accounting policies and methods of calculation used in the consolidated financial statements as of December 31, 2015 were applied unchanged for the interim statements as of March 31, 2016.

For details of the order situation and the development of costs and prices please refer to the section "Report on business development" in the interim Group management report.

For details of the stock option program carried out at the beginning of 2011, we refer to the section "Detailed information on stock option plan" of this interim report.

For details to the number of employees please refer to the section "Staff" in the interim Group management report.

For details to significant events since the end of the interim reporting period we refer to the section "Significant events since the end of the interim reporting period" in the interim Group management report.

There were no extraordinary developments in business with related parties and the Company in the first three months of the fiscal year 2016 as against the previous year. For information about individual business relations, please refer to our Annual Report of December 31, 2015, Section 8.3.

### **Scope of consolidation**

Compared to December 31, 2015, no changes have occurred in the scope of consolidation.

The consolidated financial statements of 3U HOLDING AG as of March 31, 2016 include besides 3U HOLDING AG 22 (December 31, 2015: 22) German and foreign Subsidiaries, in which 3U directly or indirectly holds the majority of the voting rights resp. has the ability to control.

14 (December 31, 2015: 14) subsidiaries whose influence is both individually and collectively immaterial to the financial condition and results of operations are not consolidated. These are essentially non-active companies. They are valued at cost and reported under non-current assets.

## Segment reporting

In accordance with the regulations of IFRS 8, business segments, the segment reporting of 3U HOLDING AG applies the “Management Approach” regarding segment identification.

The information that is regularly made available to the Management Board and Supervisory Board is therefore regarded to be relevant for the segment presentation.

According to the amended internal reporting compared to the fiscal year 2015, 3U covers the segments ITC, Renewable Energies, SHAC and Holding/Consolidation within its segment reporting.

The segment ITC comprises the activities Voice Retail, Business Voice and Data Center Services & Operation as well as the development, distribution and operation of cloud based CRM and ERP solutions, the trading of IT licenses and consulting concerning management systems based on ISO 27001 as well as IT security.

In the segment Renewable Energies the 3U Group essentially covers the wind power project development and electricity generation with own plants using wind and solar energy.

In addition to the assembly of components of air conditioning in buildings, the distribution of products from sanitary, heating and air conditioning systems to wholesalers, craftsmen and self-builders belong to the segment SHAC. This distribution is carried out via the Group’s online stores.

Besides the aforementioned segments, Holding activities as well as the necessary Group consolidating entries are summarised under Holding/Consolidation.

Segment reporting follows the intra-segment consolidation, while the inter-segment consolidation occurs on holding level. The presentation of the comparative figures have been adjusted accordingly.

A detailed description of the segments is available in the interim Group management report in the business performance presentation.

Segment reporting 2016 (in TEUR) January 1–March 31, 2016	ITC	Renewable Energies	SHAC	Subtotal	Holding/ Consolidation	Group
Total sales	5,603	2,057	7,606	15,266	14	15,280
Intercompany sales (intra-segment sales)	-678	-803	-2,469	-3,950	0	-3,950
<b>Segment sales/Group sales</b>	<b>4,925</b>	<b>1,254</b>	<b>5,137</b>	<b>11,316</b>	<b>14</b>	<b>11,330</b>
Other income	112	117	59	288	13	301
Change in inventory	0	240	-5	235	0	235
Other capitalised services	0	0	0	0	0	0
Costs of materials	-3,296	-159	-3,436	-6,891	12	-6,879
<b>Gross profit or loss</b>	<b>1,741</b>	<b>1,452</b>	<b>1,755</b>	<b>4,948</b>	<b>39</b>	<b>4,987</b>
Staff costs	-867	-125	-744	-1,736	-739	-2,475
Other operating expense	-365	-363	-660	-1,388	77	-1,311
<b>EBITDA</b>	<b>509</b>	<b>964</b>	<b>351</b>	<b>1,824</b>	<b>-623</b>	<b>1,201</b>
Depreciation	-91	-517	-48	-656	-197	-853
<b>EBIT</b>	<b>418</b>	<b>447</b>	<b>303</b>	<b>1,168</b>	<b>-820</b>	<b>348</b>
<b>Financial result*</b>	<b>-34</b>	<b>-244</b>	<b>-12</b>	<b>-290</b>	<b>87</b>	<b>-203</b>
Profit/loss of companies recognised at equity**	0	0	0	0	0	0
Other financial result	-34	-244	-12	-290	87	-203
Income tax	-5	23	-46	-28	0	-28
<b>Earnings for the period*</b>	<b>379</b>	<b>226</b>	<b>245</b>	<b>850</b>	<b>-733</b>	<b>117</b>
Of which attributable to non-controlling interests	-16	0	32	16	0	16
<b>Segment earnings*/Group earnings</b>	<b>395</b>	<b>226</b>	<b>213</b>	<b>834</b>	<b>-733</b>	<b>101</b>

\*Before earnings transfer

\*\*As of March 31, 2016, the carrying values of companies accounted in the statement of financial position "at equity" were TEUR 13 and allocated in the area Holding.

Segment reporting 2015 (in TEUR) January 1-March 31, 2015	ITC	Renewable Energies	SHAC	Subtotal	Holding/ Consolidation	Group
Total sales	6,298	1,432	7,135	14,865	-16	14,849
Intercompany sales (intra-segment sales)	-872	0	-2,386	-3,258	-35	-3,293
<b>Segment sales/Group sales</b>	<b>5,426</b>	<b>1,432</b>	<b>4,749</b>	<b>11,607</b>	<b>-51</b>	<b>11,556</b>
Other income	260	88	63	411	268	679
Change in inventory	0	154	9	163	-232	-69
Other capitalised services	0	0	0	0	0	0
Costs of materials	-3,691	-52	-3,248	-6,991	171	-6,820
<b>Gross profit or loss</b>	<b>1,995</b>	<b>1,622</b>	<b>1,573</b>	<b>5,190</b>	<b>156</b>	<b>5,346</b>
Staff costs	-847	-124	-761	-1,732	-821	-2,553
Other operating expense	-515	-467	-561	-1,543	-298	-1,841
<b>EBITDA</b>	<b>633</b>	<b>1,031</b>	<b>251</b>	<b>1,915</b>	<b>-963</b>	<b>952</b>
Depreciation	-78	-627	-50	-755	-195	-950
<b>EBIT</b>	<b>555</b>	<b>404</b>	<b>201</b>	<b>1,160</b>	<b>-1,158</b>	<b>2</b>
<b>Financial result*</b>	<b>-11</b>	<b>-290</b>	<b>-18</b>	<b>-319</b>	<b>129</b>	<b>-190</b>
Profit/loss of companies recognised at equity**	0	0	0	0	0	0
Other financial result	-11	-290	-18	-319	129	-190
Income tax	-13	-16	-72	-101	-40	-141
<b>Earnings for the period*</b>	<b>531</b>	<b>98</b>	<b>111</b>	<b>740</b>	<b>-1,069</b>	<b>-329</b>
Of which attributable to non-controlling interests	-26	0	56	30	0	30
<b>Segment earnings*/Group earnings</b>	<b>557</b>	<b>98</b>	<b>55</b>	<b>710</b>	<b>-1,069</b>	<b>-359</b>

\*Before earnings transfer

\*\*As of March 31, 2015, the carrying values of companies accounted in the statement of financial position "at equity" were TEUR 13 and allocated in the area Holding.



The Management Board of 3U stipulates sales with the intersegment sales, EBITDA and the segment result before earnings transfer as major performance indicators for a segment's business success, since it considers them crucial to a segment's success. It should be noted that the tax on income – to the extent affiliation relationships with the 3U HOLDING AG exist – are borne by the controlling company, 3U HOLDING AG.

The following cash flow data were produced for the 3U Group (all amounts in TEUR):

<b>Cash flow data 2016 (in TEUR) January 1– March 31, 2016</b>	<b>ITC</b>	<b>Renew- able Energies</b>	<b>SHAC</b>	<b>Holding/ Consoli- dation</b>	<b>Group</b>
Cash flows from operating activities	22	1,654	83	358	2,117
Cash flows from investing activities	-260	-2,304	-2	-30	-2,596
Cash flows from financing activities	169	527	-48	1,613	2,261

<b>Cash flow data 2015 (in TEUR) January 1– March 31, 2015</b>	<b>ITC</b>	<b>Renew- able Energies</b>	<b>SHAC</b>	<b>Holding/ Consoli- dation</b>	<b>Group</b>
Cash flows from operating activities	-57	476	-12	-114	293
Cash flows from investing activities	-177	-27	-9	-12	-225
Cash flows from financing activities	-1,120	174	-75	494	-527

For the purposes of monitoring earnings power and allocating resources between the segments, the Management Board scrutinizes the financial assets allocated to the individual segment. Liquid funds are not allocated to any segment.

3U Group (In TEUR)	March 31, 2016	December 31, 2015
<b>Assets</b>		
Segment ITC	6,368	7,233
Segment Renewable Energies	34,463	33,629
Segment SHAC	5,383	5,320
Holding/Consolidation	22,202	22,936
<b>Total segment assets</b>	<b>68,416</b>	<b>69,118</b>
Assets not allocated	9,480	7,698
<b>Total consolidated assets</b>	<b>77,896</b>	<b>76,816</b>
<b>Liabilities</b>		
Segment ITC	4,731	5,704
Segment Renewable Energies	47,506	46,720
Segment SHAC	4,637	4,788
Holding/Consolidation	-17,664	-18,965
<b>Total segment liabilities</b>	<b>39,210</b>	<b>38,247</b>
Reconciliation (shareholder's equity/non-controlling interests)	38,686	38,569
<b>Total consolidated liabilities/shareholder's equity</b>	<b>77,896</b>	<b>76,816</b>

The uniform Group accounting policies and methods of calculation were applied in the segment reporting. Services between segments are subject to adherence of the arm's length principle and therefore group-wide calculated at prices that would be agreed with third parties. Basically, the price comparison method is or was applied for the area Broadband/IP and Group specific effects were added. In the other areas essentially the cost plus method is applied. Administrative services are calculated as cost allocations.

As of March 31, 2016 non-current assets in the amount of TEUR 0 (previous year: TEUR 0) are located abroad.

3U Group (In TEUR)	Depreciation and amortisation		Investments	
	January 1-March 31		January 1-March 31	
	2016	2015	2016	2015
Segment ITC	91	78	260	177
Segment Renewable Energies	517	627	1,555	27
Segment SHAC	48	50	2	9
Holding/Consolidation	197	195	30	12
<b>Total</b>	<b>853</b>	<b>950</b>	<b>1,847</b>	<b>225</b>

## Earnings per share

Undiluted earnings per share correspond with the profit from continued operations and the profit from discontinued operations, which can be apportioned to the ordinary shareholders of 3U HOLDING AG, or the profit (after tax), divided by the weighted average number of shares outstanding during the financial year. 3U calculates earnings per share (diluted) on the assumption that all share options are exercised.

The calculation of basic and diluted earnings per share is based on the following data:

3U Group	3-months report	
	January 1–March 31 2016	2015
<b>Basis of the basic and diluted earnings per share (attributable share of net profits attributable to the shareholders of the parent company in TEUR)</b>	<b>101</b>	<b>-359</b>
<b>Number of shares</b>		
As of January 1*	33,130,376	33,840,991
Buyback of own shares in January	–	-80,683
Buyback of own shares in February	–	-78,500
Buyback of own shares in March	–	-83,189
As of March 31	33,130,376	33,598,619
Number of ordinary shares for basic earnings per share	33,130,376	33,598,619
Effect of dilutive potential of ordinary shares: options	0	0
Weighted average number of ordinary shares for diluted earnings	33,130,376	33,598,619
<b>Earnings per share</b>		
Earnings per share, undiluted (in EUR)	0.00	-0.01
Earnings per share, diluted (in EUR)	0.00	-0.01

\*Buyback of own shares in 2013 in sum: 604,720 shares; in 2014 in sum: 868,305 shares; in 2015 in sum: 710,615 shares

## Financial calendar

- **Annual General Meeting**  
May 25, 2016
- **Publication of report on Q2 2016**  
August 12, 2016
- **Publication of report on Q3 2016**  
November 15, 2016
- **Analysts' Conference**  
November 2016

## Contact

### Company address

3U HOLDING AG  
Frauenbergstraße 31-33  
35039 Marburg  
Germany

### Postal address

3U HOLDING AG  
Postfach 22 60  
35010 Marburg  
Germany

### Investor relations

Peter Alex  
Tel.: +49 (0) 6421 999-1200  
Fax: +49 (0) 6421 999-1222  
ir@3u.net  
www.3u.net

# 52 Imprint

## Published by

3U HOLDING AG  
Frauenbergstraße 31-33  
35039 Marburg  
Germany

## Photographs

3U HOLDING AG (title)

## Font

Interstate by Tobias Frere-Jones  
(manufacturer: The Font Bureau)

© 2016 3U HOLDING AG, Marburg  
Printed in Germany

# Disclaimer

This quarterly report contains statements relating to the future which are subject to risks and uncertainties and which are assessments of the management of 3U HOLDING AG and reflect its current opinions with regard to future events. Such predictive statements can be recognised by the use of terms such as “expect”, “assume”, “estimate”, “anticipate”, “intend”, “can”, “plan”, “project”, “will” and similar expressions. Statements relating to the future are based on current and valid plans, estimates and expectations. Such statements are subject to risks and uncertainties, most of which are difficult to estimate and which are generally beyond the control of 3U HOLDING AG.

The following are – by no means exhaustive – examples of factors that may trigger or affect a deviation: the development of demand for our services, competitive factors – including price pressure –, technological changes, regulatory measures, risks in the integration of newly acquired companies. If any of these or other risks and uncertain factors occur, or if the assumptions on which the statements are based prove to be incorrect, the actual results of 3U HOLDING AG may differ materially from those outlined or implied in these statements. The company does not undertake to update predictive statements of this nature.

This quarterly report contains a range of figures which are not part of commercial regulations and the International Financial Reporting Standards (IFRS), such as EBT, EBIT, EBITDA and EBITDA adjusted for special influences, adjusted EBITDA margin, investments (capex). These figures are not intended to substitute the information for 3U HOLDING AG in accordance with the German Commercial Code (HGB) or IFRS. It should be noted that the figures for 3U HOLDING AG which are not part of commercial regulations and the IFRS, can only be compared to the corresponding figures of other companies to a certain extent.

# 3U Group\*

## 3U HOLDING AG

ITC	Renewable Energies	SHAC
<b>010017 Telecom GmbH</b> Marburg, Germany	<b>3U ENERGY AG</b> Marburg, Germany	<b>ClimaLevel Energiesysteme GmbH</b> Cologne, Germany
<b>3U TELECOM GmbH</b> Marburg, Germany	<b>3U ENERGY PE GmbH</b> Kloster Lehnin, Germany	<b>Immowerker GmbH</b> Marburg, Germany
<b>3U TELECOM GmbH</b> Vienna, Austria	<b>3U Euro Energy Systems GmbH</b> Marburg, Germany	<b>PELIA Gebäudesysteme GmbH</b> Montabaur, Germany
<b>Discount Telecom S&amp;V GmbH</b> Marburg, Germany	<b>Märkische Windkraft 110 GmbH &amp; Co. KG</b> Kloster Lehnin, Germany	<b>Selfio GmbH</b> Linz am Rhein, Germany
<b>Exacor GmbH</b> Marburg, Germany	<b>Repowering Sachsen-Anhalt GmbH</b> Marburg, Germany	
<b>fon4U Telecom GmbH</b> Marburg, Germany	<b>Solarpark Adelebsen GmbH</b> Adelebsen, Germany	
<b>LineCall Telecom GmbH</b> Marburg, Germany	<b>Windpark Langendorf GmbH &amp; Co. KG</b> Elsteraue, Germany	
<b>OneTel Telecommunication GmbH</b> Marburg, Germany	<b>Windpark Langendorf Verwaltungsgesellschaft mbH</b> Elsteraue, Germany	
<b>RISIMA Consulting GmbH</b> Marburg, Germany		
<b>weclapp GmbH</b> Marburg, Germany		

\*Consolidated Subsidiaries



**3U HOLDING AG**  
**Postfach 22 60**  
**35010 Marburg**

**Tel.: +49 (0) 6421 999-1200**  
**Fax: +49 (0) 6421 999-1222**

**ir@3u.net**  
**www.3u.net**