6 – MONTH REPORT 2006

USU Software AG
## 6 - MONTH REPORT 2006

<table>
<thead>
<tr>
<th></th>
<th>2006</th>
<th>2005</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>in Thsd. EUR, except the earnings per share and number of employees</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>REVENUES</strong></td>
<td>11,442</td>
<td>9,635</td>
</tr>
<tr>
<td>EBITDA</td>
<td>724</td>
<td>-15</td>
</tr>
<tr>
<td><strong>EBIT</strong></td>
<td>457</td>
<td>-322</td>
</tr>
<tr>
<td><strong>NET RESULT</strong></td>
<td>658</td>
<td>-77</td>
</tr>
<tr>
<td><strong>EARNINGS PER SHARE (EUR)</strong></td>
<td>0.07</td>
<td>-0.01</td>
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<td><strong>CASH-FLOW FROM</strong></td>
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<tr>
<td><strong>ORDINARY OPERATIONS</strong></td>
<td>988</td>
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<td><strong>NUMBER OF EMPLOYEES</strong></td>
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<td><strong>AT THE END OF THE PERIOD</strong></td>
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<td>197</td>
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<tr>
<td>------------------------------</td>
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</tr>
<tr>
<td><strong>30.06.2006</strong></td>
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<td><strong>CASH AND CASH EQUIVALENTS</strong></td>
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<td><strong>SHAREHOLDERS EQUITY</strong></td>
<td>36,683</td>
<td>36,092</td>
</tr>
<tr>
<td><strong>BALANCE SHEET</strong></td>
<td>42,500</td>
<td>42,986</td>
</tr>
<tr>
<td><strong>EQUITY RATIO</strong></td>
<td>86.3%</td>
<td>84.0%</td>
</tr>
</tbody>
</table>

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USU Software AG  
Spitalhof  
D-76196 Möglingen  
Tel. +49.7141.4867-0  
Fax +49.7141.4867-20  
www.usu-software.de

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Investor Relations  
Falk Sorge  
Tel. +49.7141.4867-351  
Fax +49.7141.4867-108  
investor@usu-software.de
Dear shareholders,
Dear readers,

At this year’s Annual General Meeting of USU Software AG, which was held on July 20, 2006, the Management Board presented the Company’s corporate strategy to the attendees with a focus on the topic of knowledge business. On the basis of the financial data for the Group as a whole for financial year 2005 and the first quarter of 2006, the Management Board outlined the successes recorded to date. The Company was able to continue this positive trend in the second quarter of the year.

New orders from prominent customers such as BMW, Wincor Nixdorf, Techem and T-Online, as well as the continued success of our partner business, led to a significant increase in revenues and an improvement in the operating result of USU Software AG and its subsidiaries in the first half of the year. In its product business in particular, USU benefited from investment in the Group products Valuemation, INSEL and USU KnowledgeMiner, as well as the new solutions in the area of knowledge management. According to a study recently published by market research company Forrester, the Valuemation product suite puts USU among the five leading global providers in the area of IT asset management. Continued investment in product development is clearly paying off. At the same time, USU’s consultancy business also performed successfully, enabling the Company to generate an operating profit for the fourth quarter in succession and again report a consolidated net profit for the period. In the opinion of the Management Board, this development serves to underline the sustained nature of the Company’s profitability, allowing it to look to the future with optimism.

The Management Board expects this positive business development to continue in the coming quarters, with a resulting increase in both operating profit and consolidated net profit in line with projections. As discussed at the Company’s Annual General Meeting, the Management Board intends to allow the shareholders of USU Software AG to participate in the Company’s success through the distribution of a dividend for financial year 2006 if its targets are achieved.

Yours
Bernhard Oberschmidt
Chairman of the Management Board of USU Software AG
Economic development.
The economic recovery in Europe continued dynamically in the second quarter of 2006. According to Eurostat, the Statistical Office of the European Communities, gross domestic product (GDP) in the euro zone adjusted for one-off effects increased by 2.4% year-on-year in the second quarter of 2006.

Economic growth also picked up strongly in Germany, according to research by the Federal Statistical Office, with price-, season- and calendar-adjusted overall economic growth at 2.4% - exactly the same level as the euro zone.

Sector performance.
According to recent research by the German Association for Information Technology, Telecommunications and New Media (BITKOM), the development of the IT sector was similarly positive in the second quarter of 2006. In BITKOM’s current industry barometer for the period April to June 2006, 65.4% of the information technology and telecommunications companies surveyed expected to record improved revenues compared with the previous year. In addition, almost 80% of the IT service providers and 76% of the software providers surveyed were optimistic about their prospects of generating revenue growth for 2006 as a whole.

Business development in the second quarter of 2006.
In the second quarter of 2006, USU Software AG and its subsidiaries (hereinafter “USU Group” or “USU” for short) generated an increase of 19.0% or EUR 917 thousand in Group revenues in accordance with IFRS to EUR 5,748 thousand (PY: EUR 4,831 thousand). Earnings before interest, taxes, depreciation and amortization (EBITDA) increased to EUR 379 thousand in the same period, compared with a break-even of EUR 0.4 thousand in the prior-year period. Earnings before interest and taxes (EBIT) also increased significantly year-on-year by EUR 397 thousand to EUR 244 thousand (PY: EUR -153 thousand). This resulted in a net profit of EUR 363 thousand for the second quarter of 2006 (PY: EUR 38 thousand), corresponding to earnings per share of EUR 0.04 (PY: EUR 0.00).
Business development in the first half of 2006.

Revenue and cost development

Group revenues

In the first six months of financial year 2006, USU improved Group revenues by 18.8% or EUR 1,807 thousand to EUR 11,442 thousand (PY: EUR 9,635 thousand). License revenue increased by 87.7% or EUR 719 thousand year-on-year to EUR 1,539 thousand in the first half of 2006 (PY: EUR 820 thousand) thanks to the sustained strength of the product and solutions business. This represents 13.5% of Group revenues (PY: 8.5%). Maintenance revenue increased by 7.7% or EUR 88 thousand year-on-year to EUR 1,227 thousand (PY: EUR 1,139 thousand), corresponding to 10.7% of Group revenues (PY: 11.8%). In the period under review, USU increased its consultancy revenue by 14.8% or EUR 1,109 thousand year-on-year to EUR 8,591 thousand (PY: EUR 7,482 thousand). Proportional consultancy revenue therefore accounted for 75.1% of Group revenues (PY: 77.7%). In the first half of 2006, other revenue amounted to EUR 85 thousand (PY: EUR 194 thousand) or 0.7% of Group revenues (PY: 2.0%).

Revenues by division

The IT Management Solutions division recorded revenues of EUR 5,741 thousand (PY: EUR 4,251 thousand), representing a year-on-year increase of 35.1% or EUR 1,490 thousand. This was primarily due to strong business with existing and new customers and the related license and consultancy revenue. USU will also generate increased maintenance revenue from this business in future. Revenues in the Business Solutions division rose by 5.9% or EUR 316 thousand to EUR 5,645 thousand (PY: EUR 5,329 thousand). In the first six months of financial year 2006, revenues not allocated to individual segments amounted to EUR 56 thousand (PY: EUR 55 thousand). The level of USU Group revenues generated outside Germany increased to EUR 1,129 thousand in the period under review (PY: EUR 978 thousand), corresponding to 9.9% of total Group revenues (PY: 10.1%).

Operating costs

The cost of sales increased by 14.4% or EUR 878 thousand year-on-year to EUR 6,955 thousand (PY: EUR 6,077 thousand) as a result of the expansion of the Group’s consultancy business and the resulting utilization of additional internal and external consultants. The ratio of production costs to Group revenues fell to 60.8% (PY: 63.1%) due to the successful expansion of product business. Accordingly, gross profit improved to EUR 4,487 thousand (PY: EUR 3,558 thousand), resulting in a gross margin of 39.2% (PY: 36.9%).
Marketing and selling expenses increased year-on-year to EUR 1,612 thousand (PY: EUR 1,488 thousand). This includes staff costs and, in particular, material expenses relating to trade fairs and special events involving the USU Group. The ratio of marketing and selling expenses to Group revenues in the period under review was 14.1% (PY: 15.4%).

Administrative expenses remained below the prior-year level at EUR 1,254 thousand (PY: EUR 1,310 thousand), as a result of which the ratio of administrative expenses to Group revenues fell to 11.0% (PY: 13.6%).

At EUR 1,132 thousand, research and development costs remained essentially unchanged as against the previous year (EUR 1,156 thousand). This represents 9.9% of Group revenues (PY: 12.0%).

In the first half of 2006, net other operating income and expenses amounted to EUR -32 thousand (PY: EUR 74 thousand).

Earnings situation

As a result of the revenue growth accompanied by a relatively low increase in costs, the USU Group improved its earnings before interest, taxes, depreciation and amortization (EBITDA) from EUR -15 thousand in the first half of 2005 to EUR 724 thousand in the first six months of 2006. Adjusted for depreciation and amortization in the amount of EUR 267 thousand (PY: EUR 308 thousand), USU increased its earnings before interest and taxes (EBIT) by EUR 779 thousand to EUR 457 thousand (PY: EUR -322 thousand). Taking into account the consolidated financial result of EUR 205 thousand (PY: EUR 309 thousand) and income tax expense in the amount of EUR 4 thousand (PY: EUR 64 thousand), the USU Group generated a net profit of EUR 658 thousand in the first six months of financial year 2006, compared with a net loss of EUR 77 thousand in the corresponding period of the previous year.

Earnings per share in the reporting period amounted to EUR 0.07 (PY: EUR -0.01) based on an average of 9,081,054 (PY: 8,575,042) shares.

Balance sheet structure

Total assets of the USU Group amounted to EUR 42,500 thousand as of June 30, 2006 (December 31, 2005: EUR 42,986 thousand). This includes current assets in the amount of EUR 22,394 thousand (December 31, 2005: EUR 22,880 thousand). The decrease in this balance sheet item is primarily due to the refund of capital gains tax paid, which resulted in a corresponding reduction in income tax receivables.
Due to the investment of cash and cash equivalents in short-term financial instruments, cash in hand and bank balances fell to EUR 3,535 thousand (December 31, 2005: EUR 9,813 thousand), while securities classified as current investments increased to EUR 12,720 thousand (December 31, 2005: EUR 5,908 thousand). The USU Group’s total liquidity (cash and cash equivalents and investments) increased to EUR 16,255 thousand as of June 30, 2006 (December 31, 2005: EUR 15,721 thousand). Noncurrent assets remained unchanged as against December 31, 2005, totaling EUR 20,106 thousand at the end of the second quarter of 2006.

Shareholders’ equity of the USU Group increased to EUR 36,683 thousand as of June 30, 2006 (December 31, 2005: EUR 36,092 thousand). This was due to the net profit generated for the period. At the same time, USU significantly reduced liabilities to EUR 5,817 thousand (December 31, 2005: EUR 6,894 thousand). As a result, the equity ratio rose from 84.0% as of December 31, 2005 to 86.3% at the end of the second quarter of 2006.

Cash flow and investments

In the first half of 2006, the USU Group generated net cash from operating activities in the amount of EUR 988 thousand, compared with the net cash used in operating activities in the amount of EUR 280 thousand reported in the previous year. This positive development is primarily due to the improvement in the consolidated net profit for the period.

Net cash used in investing activities primarily reflects the reinvestment of cash and cash equivalents in short-term securities. As a result, net investment expenditure in the first six months of financial year 2006 amounted to EUR -7,263 thousand. In the same period of the previous year, USU recorded net cash from investing activities in the amount of EUR 31,533 thousand. This figure, which largely resulted from the sale of securities, was used for the payment of a special distribution to the shareholders of USU Software AG. Investments in property, plant and equipment and intangible assets amounted to EUR 144 thousand in the period under review (PY: EUR 84 thousand) and related in particular to the purchase of hardware and software.

There were no changes in the cash flow from financing activities in the first six months of financial year 2006. In the previous year, this item was significantly impacted by the special distribution to USU’s shareholders, which resulted in net financing expenditure in the amount of EUR 34,206 thousand.
Order situation

At EUR 7,814 thousand, total orders on hand in the USU Group as of June 30, 2006 were up on the same period of the previous year (EUR 7,769 thousand). USU also recorded an increase in orders on hand compared with the previous quarter, with the figure as of March 31, 2006 amounting to EUR 7,464 thousand.

Due to the conclusion of binding agreements, orders on hand at the end of the quarter represent guaranteed future revenues of the USU Group. This primarily relates to project-specific orders and maintenance contracts.

Research and development

The second quarter of 2006 saw the finalization of the new product versions Valuemation 3.1 and USU KnowledgeMiner 4.3. In addition to customer-specific features and improvements in quality and performance, development activity focused on expanding product functionality. Further development work was also performed on the INSEL product suite and the individual modules of the KnowledgeMiner suite – KnowledgeMiner Executive Edition, SolutionBase and AnswerBase.

Cumulative research and development expenditure in the first half of 2006 amounted to EUR 1,132 thousand (PY: EUR 1,156 thousand).

Employees

The USU Group employed a total of 207 staff as of June 30, 2006 (PY: 197). This represents an increase of 5.1% compared with the previous year.

Allocated by functional unit, 97 employees worked in consulting and services, 60 in research and development, 23 in sales and marketing and 25 in administration and finance.

Broken down by segment, the USU Group employed 135 people in the IT Management Solutions division, 55 in the Business Solutions division and 17 in Central Administration.

USU shares (ISIN DE000A0BVU28)

The second quarter of 2006 was characterized by falling prices on the stock markets. On June 30, 2006, the Deutsche Aktienindex (DAX) closed 4.8% down on the end of the previous quarter, while the Technology All Share fell by 10.3% in the same period.
USU’s shares were unable to fully escape the effects of this negative market environment; however, a fall of 2.8% meant that they still significantly outperformed the benchmark indices. The closing price of USU’s shares in XETRA trading as of June 30, 2006 was EUR 3.50 (March 31, 2006: EUR 3.60).

Supplementary report

No significant events that could have a material effect on business development at the USU Group have occurred since the balance sheet date June 30, 2006. Consequently, there have been no significant changes in the Group’s net assets, financial position and results of operations.

Report on expected developments

General economic development

In its spring report, the Association of German Economic Research Institutes (ARGE) forecasts that the global economy will continue its strong expansion in the current financial year. The USU Group’s European target market will also benefit from this development. ARGE expects growing investment levels and rising consumer demand to result in a 2.1% increase in gross domestic product (GDP) in the euro zone in 2006 (PY: 1.4%). Germany is also likely to experience a tangible upturn, driven in particular by strong exports. The institutes are forecasting higher domestic demand over the course of the current year due to pre-emptive effects resulting from the planned VAT increase in 2007. ARGE is forecasting overall growth in German GDP of 1.8% in 2006 (PY: 0.9%).

Industry

BITKOM is forecasting growth of 3.4% in the German IT industry for the year as a whole (PY: 2.8%). The software and IT services segments are expected to record above-average gains of 5.5% (PY: 4.5%) and 4.5% (PY: 4.4%) respectively. At EU level, the European Information Technology Observatory (EITO) is projecting growth of 4.4% in the market volume for information technology (PY: 4.1%), with the software and IT services segments again recording above-average rates of 5.7% (PY: 5.5%) and 5.0% (PY: 4.3%) respectively.
Outlook

The Management Board is confident that the USU Group will continue the positive development in its product and solutions business over the next two quarters of the current financial year. Revenue and profit growth will be driven in particular by license business involving internally developed software products. In the Management Board’s opinion, the recent publication of the “Forrester ITAM Wave” study by the market research company Forrester, which states that USU’s Valuemation product suite puts it among the five leading global providers in the area of IT asset management, will result in positive effects for the further marketing of the software for end-to-end IT management with regard to both domestic sales in Germany and international sales via the Company’s partners. USU also intends to expand its sales and marketing activities for the market launch and penetration of newly developed Group products in the area of knowledge management on a targeted basis.

For 2006 as a whole, the Management Board therefore confirms its targets of revenue growth in excess of market performance and an above-average increase in the consolidated profit generated by the Group, and reiterates its intention to distribute a dividend for the first time for the current financial year.

USU Software AG
The Management Board
## Consolidated Balance Sheet (IFRS)

### Assets

<table>
<thead>
<tr>
<th>Non Current Assets</th>
<th>30.06.2006</th>
<th>31.12.2005</th>
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</thead>
<tbody>
<tr>
<td>Intangible Assets</td>
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<td>17,674</td>
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<td>Property, Plant and Equipment</td>
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<td>Other Non-current Assets</td>
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<td>Total Non-current Assets</td>
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<table>
<thead>
<tr>
<th>Current Assets</th>
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<th>31.12.2005</th>
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<tr>
<td>Inventories</td>
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<td>Trade receivables</td>
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<td>Income tax Receivables</td>
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<td>Other Current Assets</td>
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<td>Prepaid Expenses</td>
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<td>Current Investments</td>
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<td>Cash on hand and bank balances</td>
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<td>9,813</td>
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<tr>
<td>Total Non-current Assets</td>
<td>22,394</td>
<td>22,880</td>
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<tr>
<td>Total Assets</td>
<td>42,500</td>
<td>42,986</td>
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### Liabilities and Shareholders’ Equity

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<thead>
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<th>Shareholders’ Equity</th>
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<td>Subscribed Capital</td>
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<td>9,135</td>
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<td>Capital Reserve</td>
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<td>Treasury Shares</td>
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<td>Other Comprehensive Income</td>
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<td>-319</td>
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<tr>
<td>Accumulated Losses</td>
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<td>-21,206</td>
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<td>Total Shareholders’ Equity</td>
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</table>

<table>
<thead>
<tr>
<th>Non-current Liabilities</th>
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<tbody>
<tr>
<td>Pension Provisions</td>
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<td>Total Non-current Liabilities</td>
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<table>
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<th>Current Liabilities</th>
<th>30.06.2006</th>
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<tr>
<td>Provisions for Income Taxes</td>
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<td>16</td>
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<tr>
<td>Personnel-related Provisions and Liabilities</td>
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<td>1,849</td>
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<td>Other Current Liabilities</td>
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<td>Trade Payables</td>
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<td>Deferred Income</td>
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<td>Total Current Liabilities</td>
<td>5,241</td>
<td>6,333</td>
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<td>Total Liabilities and Shareholders’ Equity</td>
<td>42,500</td>
<td>42,986</td>
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### CONSOLIDATED INCOME STATEMENT (IFRS)

#### CONSOLIDATED INCOME STATEMENT (Thsd. EUR)

<table>
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<th></th>
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<th>Quarterly Report</th>
<th>6-Month Report</th>
<th>6-Month Report</th>
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<td>II / 2006</td>
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<td>30.06.2006</td>
<td>30.06.2005</td>
</tr>
<tr>
<td>Sales revenue</td>
<td>5,748</td>
<td>4,831</td>
<td>11,442</td>
<td>9,635</td>
</tr>
<tr>
<td>Cost of sales</td>
<td>-3,542</td>
<td>-3,057</td>
<td>-6,955</td>
<td>-6,077</td>
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<tr>
<td>Gross profit</td>
<td>2,206</td>
<td>1,774</td>
<td>4,487</td>
<td>3,558</td>
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<tr>
<td>Sales and marketing expenses</td>
<td>-720</td>
<td>-717</td>
<td>-1,612</td>
<td>-1,488</td>
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<tr>
<td>General administrative expenses</td>
<td>-644</td>
<td>-749</td>
<td>-1,254</td>
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<td>Research and development expenses</td>
<td>-572</td>
<td>-502</td>
<td>-1,132</td>
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<td>Other operating income</td>
<td>12</td>
<td>49</td>
<td>35</td>
<td>91</td>
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<td>Other operating expenses</td>
<td>-37</td>
<td>-8</td>
<td>-67</td>
<td>-17</td>
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<tr>
<td>Result of ordinary operations (EBIT)</td>
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<td>457</td>
<td>-322</td>
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<tr>
<td>Interest income</td>
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<td>338</td>
<td>451</td>
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<td>-12</td>
<td>-133</td>
<td>-142</td>
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<tr>
<td>Result before tax (EBT)</td>
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<td>63</td>
<td>662</td>
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<tr>
<td>Income taxes</td>
<td>-3</td>
<td>-25</td>
<td>-4</td>
<td>-64</td>
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<tr>
<td>Net profit / loss</td>
<td>363</td>
<td>38</td>
<td>658</td>
<td>-77</td>
</tr>
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</table>

#### Earnings per share (in EUR)

<table>
<thead>
<tr>
<th></th>
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<th>6-Month Report</th>
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<td>II / 2006</td>
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<td>2006</td>
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<td>30.06.2005</td>
<td>30.06.2006</td>
<td>30.06.2005</td>
</tr>
<tr>
<td>(basic and diluted)</td>
<td>0.04</td>
<td>0.00</td>
<td>0.07</td>
<td>-0.01</td>
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#### Weighted average shares

<table>
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<tr>
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<th>Quarterly Report</th>
<th>6-Month Report</th>
<th>6-Month Report</th>
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<tr>
<td></td>
<td>II / 2006</td>
<td>II / 2005</td>
<td>2006</td>
<td>2005</td>
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<tr>
<td></td>
<td>01.04.2006 -</td>
<td>01.04.2005 -</td>
<td>01.01.2006 -</td>
<td>01.01.2005 -</td>
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<tr>
<td></td>
<td>30.06.2006</td>
<td>30.06.2005</td>
<td>30.06.2006</td>
<td>30.06.2005</td>
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<tr>
<td>(basic and diluted)</td>
<td>9,081,054</td>
<td>8,598,185</td>
<td>9,081,054</td>
<td>8,575,042</td>
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</tbody>
</table>

### CONSOLIDATED STATEMENT OF ACCUMULATED EARNINGS (Thsd. EUR)

<table>
<thead>
<tr>
<th></th>
<th>Quarterly Report</th>
<th>Quarterly Report</th>
<th>6-Month Report</th>
<th>6-Month Report</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>II / 2006</td>
<td>II / 2005</td>
<td>2006</td>
<td>2005</td>
</tr>
<tr>
<td></td>
<td>01.04.2006 -</td>
<td>01.04.2005 -</td>
<td>01.01.2006 -</td>
<td>01.01.2005 -</td>
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<tr>
<td></td>
<td>30.06.2006</td>
<td>30.06.2005</td>
<td>30.06.2006</td>
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<td>Currency translation difference</td>
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<td>Unrealized profits/losses from market evaluation of securities</td>
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<td>-50</td>
<td>-73</td>
<td>42</td>
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<tr>
<td>Equity change not impacting income</td>
<td>-24</td>
<td>-39</td>
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<td>Net profit for the period</td>
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<td>38</td>
<td>658</td>
<td>-77</td>
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<td>Overall result</td>
<td>339</td>
<td>-1</td>
<td>591</td>
<td>-17</td>
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<td>6-month report 01.01.2005 - 30.06.2005</td>
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<td></td>
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<tr>
<td>------------------------------------------------------------------------------</td>
<td>---------------------------------------</td>
<td>---------------------------------------</td>
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<tr>
<td><strong>CASH FLOW FROM ORDINARY ACTIVITIES:</strong></td>
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<tr>
<td>Result before income taxes and interest income</td>
<td>457</td>
<td>-322</td>
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<td><strong>Adjustments for:</strong></td>
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<tr>
<td>Depreciation and amortization</td>
<td>267</td>
<td>308</td>
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<td>Income taxes paid/refunded</td>
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<td>Interest received</td>
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<td>1,387</td>
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<td>Other non-cash income and expenses</td>
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<td>-306</td>
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<td><strong>Change in working capital:</strong></td>
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<tr>
<td>Inventories</td>
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<td>45</td>
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<td>Work in process</td>
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<td>-175</td>
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<td>Personnel-related provisions and liabilities and pensions provisions</td>
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<td>-608</td>
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<td>Other provisions and liabilities</td>
<td>-336</td>
<td>-618</td>
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<tr>
<td><strong>Net cash flow from ordinary activities</strong></td>
<td>988</td>
<td>-280</td>
<td></td>
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<td><strong>CASH FLOW FROM INVESTING ACTIVITIES:</strong></td>
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</tr>
<tr>
<td>Business acquisitions less cash and cash equivalents acquired</td>
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<td>-685</td>
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<tr>
<td>Capital expenditure in property, plant and equipment</td>
<td>-120</td>
<td>-62</td>
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<td>Capital expenditure in intangible assets</td>
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<td>-22</td>
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<td>Grant of a long-term loan</td>
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<td>472</td>
<td>20,947</td>
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<tr>
<td>Investments in held-to-maturity securities</td>
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<td>31,533</td>
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<td><strong>CASH FLOW FROM FINANCING ACTIVITIES:</strong></td>
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<td>Distribution to shareholders</td>
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<td><strong>Net cash flow from financing activities</strong></td>
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</tr>
<tr>
<td>Net effect of currency translation in cash and cash equivalents</td>
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<td></td>
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<td><strong>NET INCREASE IN CASH AND CASH EQUIVALENTS</strong></td>
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<td><strong>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</strong></td>
<td>9,813</td>
<td>7,771</td>
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<tr>
<td><strong>CASH AND CASH EQUIVALENTS AT END OF PERIOD</strong></td>
<td>3,535</td>
<td>4,816</td>
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## CONSOLIDATED STATEMENT OF SHAREHOLDERS’ EQUITY

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<thead>
<tr>
<th></th>
<th>Subscribed capital</th>
<th>Capital reserve</th>
<th>Legal reserve</th>
<th>Treasury shares</th>
<th>Accumulated losses</th>
<th>Other comprehensive income</th>
<th>Total</th>
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<tbody>
<tr>
<td></td>
<td>Shares</td>
<td>Thsd. EUR</td>
<td>Thsd. EUR</td>
<td>Thsd. EUR</td>
<td>Thsd. EUR</td>
<td>Thsd. EUR</td>
<td>Thsd. EUR</td>
</tr>
<tr>
<td><strong>Balance at</strong></td>
<td><strong>December 31, 2004</strong></td>
<td></td>
<td></td>
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<tr>
<td>Capital increase</td>
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<td>0</td>
<td>0</td>
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<td>0</td>
<td>0</td>
<td>0</td>
<td>2</td>
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<tr>
<td>on marketable debt</td>
<td></td>
<td></td>
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<td></td>
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</tr>
<tr>
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<td>Non-income-impacting</td>
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<td>Transfer to legal reserve</td>
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<td>0</td>
<td>4</td>
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<td>0</td>
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<td>0</td>
<td>25</td>
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<td></td>
<td></td>
</tr>
<tr>
<td><strong>Balance at</strong></td>
<td><strong>December 31, 2005</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Net profit for the period</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>658</td>
<td>0</td>
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<tr>
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<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Currency translation</td>
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<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>6</td>
<td>0</td>
</tr>
<tr>
<td>differences</td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td><strong>Balance at</strong></td>
<td><strong>June 30, 2006</strong></td>
<td></td>
<td></td>
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<tr>
<td>Net profit for the period</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>658</td>
<td>0</td>
</tr>
<tr>
<td>Unrealized gains/losses</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>instruments, net</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Currency translation</td>
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<td>0</td>
<td>6</td>
<td>0</td>
</tr>
<tr>
<td>differences</td>
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<td></td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>
**Principles of Accounting.** This 6-month report for 2006 was prepared in accordance with the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB), London. The same accounting and valuation principles were used as were used for the preparation of the consolidated financial statements for the preceding financial year ending 31 December 2005, which were prepared in accordance with IFRSs for the first time. This unaudited 6-month report for 2006 should therefore be read in connection with the audited financial statements for 2005. It complies with the regulations IAS 34 for interim reporting. 

This interim report contains all the necessary deferrals and, in the opinion of the management, provides an appropriate picture of the actual situation with respect to assets, finances and earnings. All deferrals performed are in line with the customary accruals concept.

It is not necessarily possible to conclude the annual result from the results of the interim periods.

**Sales revenues**

Sales revenues after trade receivables are composed as follows:

<table>
<thead>
<tr>
<th></th>
<th>1.1.-30.6.2006 Thsd. EUR</th>
<th>1.1.-30.6.2005 Thsd. EUR</th>
</tr>
</thead>
<tbody>
<tr>
<td>Consulting</td>
<td>8,592</td>
<td>7,482</td>
</tr>
<tr>
<td>Licences</td>
<td>1,539</td>
<td>820</td>
</tr>
<tr>
<td>Service and maintenance</td>
<td>1,227</td>
<td>1,139</td>
</tr>
<tr>
<td>Other</td>
<td>84</td>
<td>194</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>11,442</strong></td>
<td><strong>9,635</strong></td>
</tr>
</tbody>
</table>

**Segment reporting**

The presentation of various key ratios by segment in line with IAS 14 is represented in the following overview. Segment reporting is divided primarily by business areas:
The USU Software Group generated a total of 9.9% or EUR 1,130 thousand of its consolidated sales outside Germany in the first 6 months of the 2006 financial year. In contrast, less than 10% of the consolidated assets held are outside Germany. At the same time, the investments made outside Germany came to less than 10% of the consolidated total investments. Further details of the geographical data in line with IAS 14 (secondary information) have thus not been provided.

Own shares
As of 30 June 2006, the Company still holds 53,950 own shares with a notional share of the share capital of EUR 53,950.00, which corresponds to 0.6% of the share capital as of 30 June 2006.

Shares and stock options held by members of corporate bodies at USU Software AG.
The following shares and options in USU Software AG were held by members of corporate bodies of the company as at 30 June 2006:

<table>
<thead>
<tr>
<th>Holdings of members of corporate bodies</th>
<th>shares</th>
<th>stock options</th>
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</thead>
<tbody>
<tr>
<td>Management Board</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bernhard Oberschmidt</td>
<td>18,696</td>
<td>0</td>
</tr>
<tr>
<td>Supervisory Board</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Udo Strehl*</td>
<td>1,989,319</td>
<td>0</td>
</tr>
<tr>
<td>Erwin Staudt</td>
<td>10,100</td>
<td>0</td>
</tr>
<tr>
<td>Günter Daiss</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

*As of 4 February 2005, Mr Udo Strehl transferred 32,000 USU Software AG shares from his private assets to the "Wissen ist Zukunft Stiftung", Mr Strehl is also the Managing Director of this fund. As the majority shareholder in USPEG through UDO Strehl Private Equity GmbH (USPEG) and in accordance with Article 22 (1) Para (1) (1) of the Wertpapierhandelsgesetz (WpHG – German Securities Trading Act), Udo Strehl is also allocated an additional 4,172,348 voting rights in USU Software AG.
<table>
<thead>
<tr>
<th>Date</th>
<th>Event Description</th>
<th>Time</th>
<th>Location</th>
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<tbody>
<tr>
<td>SEPTEMBER 14, 2006</td>
<td>ANALYST CONFERENCE OF USU SOFTWARE AG</td>
<td>10:45 a.m. – 11:30 a.m.</td>
<td>as part of the IFF 2006 Investment Forum Frankfurt, Le Méridien Parkhotel, Wiessenhüttenplatz 28-38, 60329 Frankfurt am Main, Germany</td>
</tr>
<tr>
<td>NOVEMBER 16, 2006</td>
<td>9-MONTH REPORT 2006</td>
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<tr>
<td>NOVEMBER 27, 2006</td>
<td>ANALYST CONFERENCE OF USU SOFTWARE AG</td>
<td>3:45 p.m. – 4:25 p.m.</td>
<td>as part of the German Equity Forum, Congress Center Messe Frankfurt, Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main, Germany</td>
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</tbody>
</table>