



**Catalis SE**  
Geldropseweg 26-28  
5611 SJ Eindhoven  
The Netherlands  
t +31 40 2135930  
f +31 40 2135604  
[info@catalisgroup.com](mailto:info@catalisgroup.com)  
[www.catalisgroup.com](http://www.catalisgroup.com)

Annual Report 2007

Geschäftsbericht 2007

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**Kennzahlen im Überblick**

## 1. Key Figures

€k	2007 (IFRS)	2006 (IFRS)
<b>Sales</b>	<b>34,619</b>	<b>10,988</b>
Cost of Sales	5,262	1,845
<b>Gross Profit</b>	<b>29,465</b>	<b>9,619</b>
Gross Margin	84.8%	86.2%
<b>Operating Result</b>	<b>2,676</b>	<b>2,661</b>
Operating Margin	7.7%	23.8%
<b>Profit before Tax (EBT)</b>	<b>1,665</b>	<b>2,220</b>
Profit Margin	4.8%	19.9%
<b>Net Income</b>	<b>1,830</b>	<b>2,201</b>
Net Income Margin	5.3%	19.7%
<b>Operating Cash Flow</b>	<b>1,943</b>	<b>2,961</b>
<b>Total Equity</b>	<b>12,856</b>	<b>9,310</b>
<b>Total Assets</b>	<b>29,153</b>	<b>23,505</b>
<b>Equity Ratio</b>	<b>44.1%</b>	<b>39.6%</b>
<b>Earnings per Share (Basic)</b>	<b>0.07</b>	<b>0.10</b>
<b>Earnings per Share (Diluted)</b>	<b>0.06</b>	<b>0.09</b>
<b>Shares Outstanding (in million)</b>	<b>26.9</b>	<b>22.9</b>

## 1. Kennzahlen im Überblick

€k	2007 (IFRS)	2006 (IFRS)
<b>Umsatz</b>	<b>34.619</b>	<b>10.988</b>
Herstellungskosten	5.262	1.845
<b>Rohertrag</b>	<b>29.465</b>	<b>9.619</b>
Rohertragsmarge	84,8%	86,2%
<b>Operatives Ergebnis</b>	<b>2.676</b>	<b>2.661</b>
Operative Marge	7,7%	23,8%
<b>Ergebnis vor Steuern</b>	<b>1.665</b>	<b>2.220</b>
Ergebnis Marge	4,8%	19,9%
<b>Nettogewinn</b>	<b>1.830</b>	<b>2.201</b>
Nettomarge	5,3%	19,7%
<b>Operativer Cashflow</b>	<b>1.943</b>	<b>2.961</b>
<b>Eigenkapital</b>	<b>12.856</b>	<b>9.310</b>
<b>Bilanzsumme</b>	<b>29.153</b>	<b>23.505</b>
<b>Eigenkapitalquote</b>	<b>44,1%</b>	<b>39,6%</b>
<b>Ergebnis je Aktie (unverwässert)</b>	<b>0,07</b>	<b>0,10</b>
<b>Ergebnis je Aktie (verwässert)</b>	<b>0,06</b>	<b>0,09</b>
<b>Anzahl der ausstehenden Aktien (in Mio.)</b>	<b>26,9</b>	<b>22,9</b>

**Annual Review**

**Das Jahr im Überblick**

## 2. Annual Review

### 1st Quarter:

- The first quarter of 2007 represents Catalis SE's first performance operating under a new strategic vision and acting as a worldwide leading outsourcing service provider for the digital media and entertainment industries operating across three distinctive business divisions: Quality Assurance, Creative Services and Production Services.
- This quarter represents the first quarter of Kuju plc operating as a wholly consolidated subsidiary of Catalis SE. Within the Catalis Group, Kuju acts as a pure "work for hire" games developer focussing purely on service provision.
- The acquisition of Kuju boosted Catalis SE's total revenues for the first quarter 2007 to a new level of 8.8m Euros. In comparison to the previous year's revenues, totalling 2.2m Euros, this performance represents a substantial of more than 300 % in total.

### 2nd Quarter:

- Total revenues for the first half of 2007 increased by 12.6m Euros (300%) to 16.8m Euros while Catalis Group achieved an operating result of 2.0m Euros representing an improvement of 0.7m Euros (61%) compared to the first half of 2006.
- All divisions under the new strategic set up contributed to this success. While the games development division (Kuju Entertainment) exceeded our expectations, the quality assurance group (Testronic Laboratories) contributed substantially in a challenging environment dominated by the unresolved "war of formats" between Blu-ray and HD.
- To support the specific genre and client orientation of the Kuju studios, the decision was taken and to a large extent implemented to give the respective studios an own identity. For that reason a number of studios were renamed and will be brought into separate legal entities.

## 2. Das Jahr im Überblick

### 1. Quartal:

- Im ersten Quartal 2007 operierte die Catalis SE erstmals in der neuen strategischen Ausrichtung als ein weltweit führender Outsourcing-Dienstleister für die digitale Medien und Unterhaltungsindustrie mit den drei Geschäftsbereichen Qualitätssicherung, Kreativ- und Produktionsdienstleistungen.
- Gleichzeitig wurde die Kuju plc im diesem Quartal erstmals als Tochtergesellschaft der Catalis SE voll konsolidiert. Innerhalb der Catalis-Gruppe agiert Kuju als reiner Produktionsdienstleister für die Videospielentwicklung.
- Die Akquisition von Kuju trieb den Umsatz der Catalis SE im ersten Quartal 2007 auf ein Niveau von EUR 8,8 Mio. Verglichen mit dem Vorjahreswert von EUR 2,2 Mio. entspricht dies einer deutlichen Steigerung von mehr als 300%.

### 2. Quartal:

- Im ersten Halbjahr 2007 konnte die Catalis-Gruppe ihren Gesamtumsatz gegenüber dem Vorjahr um EUR 12,6 Mio. (300%) auf EUR 16,8 Mio. steigern. Dabei erzielte die Gruppe ein operatives Ergebnis von EUR 2,0 Mio., was einer Steigerung um EUR 0,7 Mio. (61%) gegenüber dem ersten Halbjahr 2006 entspricht.
- Zu diesem Erfolg konnten alle Geschäftsbereiche positiv beitragen. Während der Bereich Videospielentwicklung (Kuju Entertainment) die Erwartungen übertraf, leistete auch der Bereich Qualitäts sicherung einen (Testronic Laboratories) wesentlichen Erfolgsbeitrag in einem vom „Kampf der Formate“ zwischen Blu-ray und HD-DVD geprägten schwierigen Marktumfeld.
- Um die themen- und kundenspezifische Ausrichtung der Kuju Studios starker hervorzuheben, wurde beschlossen, jedem Studio eine eigene Identität zu geben. Diese Entscheidung wurde im zweiten Quartal bereits in weiten Teilen vollzogen. Dazu wurde eine Reihe von Studios umbenannt und in rechtlich eigenständige Einheiten überführt.

**3rd Quarter:**

- Total revenues for the first nine months of 2007 increased by 18.6m Euros (235%) to 26.5 m Euros while Catalis Group achieved an operating result of 3.9m Euros representing an improvement of 1.4m Euros (55%) compared to the first nine months of 2006.
- Our Quality Assurance division saw a significant upturn in business coming from its business line of film testing. Games testing turned out to produce an all time high in revenue and profit contribution. Disney already a longstanding client of Testronics DVD testing was won as a new and important client for games testing.
- Kuju, representing the divisions of development and production services, again justified our high expectations in terms of revenue and profit. In a favourable market environment, Kuju's resources were fully utilized.
- In Q3/2007, Kuju signed contracts for four new titles and brought six titles to gold master level completing development.
- Also, Kuju was ranked among the top 5 UK independent games developers by leading industry publication Next Generation in its survey of the top 50 European developers.

**4th Quarter:**

- In Q4/2007, the management resolved upon a change of the company's legal form from Catalis N.V. to Catalis SE to better reflect the European character of the company with its operating offices in the Netherlands, Belgium, Poland, England and the United States of America. The company also announced the supposed composition of its new single tier board of management after the conversion of the legal form. The decision was subject to approval of a general meeting of shareholder of the company.
- At the end of November 2007, the company announced the signing of a Letter of Intent for the acquisition of 100% of the shares of GameInstinct, a US-based provider of quality assurance testing services for the video game industry. As the companies feature complementary strengths regarding quality assurance testing services, geographical markets and clients, Catalis expected remarkable synergy and cross-selling potential from the proposed deal.
- Catalis also established a close banking relationship with KBC Group N.V., providing a solid base for the group's future financing activities and the growth of its operating business.

**3. Quartal:**

- In den ersten neun Monaten des Geschäftsjahres 2007 konnte die Catalis-Gruppe den Gesamtumsatz um EUR 18,6 Mio. (235%) auf EUR 26,5 Mio. steigern. Dabei erwirtschaftete die Gesellschaft ein operatives Ergebnis von EUR 3,9 Mio., was einer Steigerung um 1,4 Mio. (55%) gegenüber den ersten neun Monaten des Geschäftsjahres 2006 entspricht.
- Der Bereich Qualitätssicherung verzeichnete einen deutlichen Anstieg im Geschäftsfeld Filmentesten. Das Geschäftsfeld Spieldaten erreichte die bislang höchsten Werte bei Umsatz und Ergebnisbeitrag. Hier konnte Disney, bereits ein langjähriger Testronic-Kunde im Geschäftsfeld DVD-Testen, als neuer, wichtiger Kunde für das Geschäftsfeld Spieldaten gewonnen werden.
- Die Geschäftsbereiche Kreativ- und Produktionsdienstleistungen, vertreten durch Kuju, konnten unsere hohen Erwartungen bezüglich Umsatz und Gewinn erneut erfüllen. In einem positiven Marktumfeld arbeitete Kuju im dritten Quartal an der Kapazitätsgrenze. Um weiter von dem starken Marktwachstum profitieren zu können, plant die Gesellschaft die Eröffnung neuer Studios, um Kujus beeindruckende Erfolgsgeschichte fortzuführen, weitere qualifizierte Mitarbeiter zu gewinnen und Kundenbeziehungen weiter auszubauen.
- Im dritten Quartal 2007 wurde Verträge für vier neue Spiele abgeschlossen und sechs Titel wurden zur Marktreife entwickelt.

**4. Quartal:**

- Im vierten Quartal 2007 beschloss das Management der Catalis N.V., die Rechtsform der Gesellschaft in eine Europäische Gesellschaft (SE) umzuwandeln, um dem europäischen Charakter der mit Niederlassungen in Holland, Belgien, Polen, England und den USA operierenden Gesellschaft besser zu entsprechen. Die Gesellschaft gab außerdem die geplante Zusammensetzung des neuen, eingleisigen Verwaltungsrats nach der Rechtsformumwandlung bekannt. Die Entscheidung stand unter dem Vorbehalt der Zustimmung der Hauptversammlung der Gesellschaft.
- Ende November 2007 gab die Gesellschaft die Unterzeichnung eines Letter of Intent zum vollständigen Erwerb der Anteile von GameInstinct, einem US-amerikanischen Anbieter von Qualitäts-sicherungsdienstleistungen für die Videospielindustrie, bekannt. Da Catalis N.V. und GameInstinct unterschiedliche Stärken im Hinblick auf das Dienstleistungsangebot im Bereich Testdienstleistungen, regionale Ausrichtung und Kundenbasis besitzen, erwartete die Gesellschaft von dieser Transaktion ein hohes Synergie- und Cross-Selling-Potenzial.
- Die Gesellschaft konnte außerdem eine enge Geschäftsbeziehung mit dem Bankhaus KBC Group N.V. etablieren und damit eine solide Basis für die zukünftige Unternehmensfinanzierung und das weitere Wachstum des operativen Geschäfts schaffen.

**To Our Shareholders**

**An unsere Aktionäre**



### 3. To Our Shareholders

#### Dear Shareholders and friends of Catalis Group,

The year 2007 again underlined the successful development in implementing our growth strategy focussing on establishing Catalis Group as the major outsourcing service provider for the digital media and entertainment industry.

Already being a major force in testing services, we finalized the acquisition of Kuju plc and throughout the year integrated its operations into our group. Kuju not only adds significantly to our size and earnings potential but also brings us a large step forward in rounding up the scope of services offered to our clients. As one of the largest and most prominent independent development services providers to the video games industry, Kuju also opens up a new client segment for our testing services under the Testronic umbrella.

Besides generating further growth, 2007 focus was on the following strategic issues:

- Integration of Kuju games development and cross fertilization of business opportunities between our testing services division and Kuju
- Adjusting our group's organization to cope with the significant growth
- Adjustment of the structure and volume of financing resources

After the acquisition of Kuju, we immediately refocused our new division on its core business of development services and eliminated any kind of so called IP-risk. One larger IP-project was sold to a games fund and Kuju's risk profile significantly flattened. On the basis of promising market growth rates for video games, Kuju established two new studios (Double Six and NikNak) to serve the growing demand also fed by an increasing trend to outsource development work from the publishing companies towards development services provider.

Through cooperating with Kuju, our testing services business was supported in the expansion of its games testing business line. Games testing was one of the most quickly growing lines of business at Testronic in 2007.

Several measures were implemented to support the management resources of our fast growing group in coping with the speed of growth, interdisciplinary approaches to clients and adjusting controlling and management information systems to the group's development pattern.

Besides providing again an impressive growth rate organically as well as through the acquisition of PMTC at the end of 2006, Testronic restructured the entire division from a regional organisation into a business line based organisation across all countries we do business in. This reorganisation was accompanied by a management and controlling system providing valuable information for running the business more efficiently on an international basis.

### 3. An unsere Aktionäre

#### Liebe Aktionäre und Freunde der Catalis-Gruppe,

das Jahr 2007 unterstreicht erneut die großen Fortschritte bei der Umsetzung unserer Wachstumsstrategie, die Catalis-Gruppe als führenden Outsourcing-Dienstleister für die digitale Medien- und Unterhaltungs-industrie zu positionieren.

Nachdem wir uns bereits eine starke Marktposition im Bereich Testdienstleistungen erarbeitet hatten, konnten wir auch die Akquisition der Kuju plc erfolgreich abschließen und diesen neuen Geschäftsbereich im Jahresverlauf in unsere Gruppe integrieren. Kuju trägt nicht nur wesentlich zur Größe und zum Ertragspotenzial unserer Gruppe bei, sondern stellt auch einen wesentlichen Schritt zur Abrundung unseres Dienstleistungsangebotes dar. Als einer der größten und bekanntesten unabhängigen Entwicklungs-Dienstleister für die Videospielindustrie eröffnet Kuju auch den Zugang zu neuen Kundengruppen für den Bereich der unter dem Dach von Testronic zusammengefassten Testdienstleistungen.

Neben dem weiteren Unternehmenswachstum lagen die strategischen Schwerpunkte im Geschäftsjahr 2007 auf folgenden Bereichen:

- Integration von Kuju als Geschäftsbereich Videospielentwicklung und Etablierung einer fruchtbaren Zusammenarbeit zwischen dem Bereich Testdienstleistungen und Kuju bei der Geschäftsentwicklung
- Anpassung der Organisationsstrukturen der Gruppe an das starke Wachstum
- Anpassung von Struktur und Volumen der Finanzierungsquellen

Nach der Akquisition von Kuju haben wir den neuen Geschäftsbereich sofort auf das Kerngeschäft Entwicklungsdienstleistungen fokussiert und damit jegliche Urheberrechtsrisiken ausgeschlossen. Ein größeres Projekt dieser Art wurde an einen Games Fund verkauft und das Risikoprofil von Kuju damit deutlich verbessert. Auf Basis der vielversprechenden Wachstumsraten des Videospielmarktes gründete Kuju zwei neue Studios (doublesix und NikNak), um der steigenden Nachfrage gerecht zu werden, die zusätzlich von einem wachsenden Trend zum Outsourcing von Entwicklungsarbeiten von den Videospielverlegern an die Entwicklungsdienstleister angetrieben wird.

Der Bereich Testdienstleistungen profitierte von der Zusammenarbeit mit Kuju insbesondere beim Ausbau seines Geschäftsfeldes Spieldaten. Spieldaten war damit auch eines der am schnellsten wachsenden Geschäftsfelder von Testronic im Geschäftsjahr 2007.

Zur Unterstützung des Managements bei der Bewältigung des hohen Wachstumstempos unsere Gruppe, interdisziplinärer Kundenbeziehungen und der Anpassung der Controlling- und Management-informationssysteme, wurden verschiedene Maßnahmen umgesetzt.

Testronic konnte nicht nur erneut beeindruckende Wachstumsraten erzielen, sowohl organisch wie auch durch den Erwerb der PMTC gegen Ende des Jahres 2006, sondern führte außerdem eine Umstrukturierung des gesamten Geschäftsbereiches von einer regional geprägten Organisationsstruktur hin zu einer Geschäftsfeld orientierten Organisationsstruktur, über alle Regionen hinweg, durch.



With a focus on strategic development of Catalis Group we established the Catalis Leadership Board, comprising of Catalis management as well as the directors of our operating divisions. The combination of corporate strategy, operating opportunities and market intelligence serves as the central advisory body for identifying areas of improving efficiency and further growth.

In the combination of the expected market growth, our competitive position in the market and an organizational structure serving as a stabilizing factor for further growth, we see our group in a very good shape to take advantage of opportunities arising in the future.

Eindhoven, January 28, 2009

Klaus Nordhoff  
(Chief Executive Officer)

Dr. Jens Bodenkamp  
(Chairman of the Board of Directors)

Mit Blick auf die strategische Weiterentwicklung der Catalis-Gruppe haben wir das Catalis Leadership Board, bestehend aus dem Catalis-Management und den Geschäftsführern der operativen Einheiten, ins Leben gerufen. Mit der Kombination aus strategischen Zielen, operativen Möglichkeiten und Marktkenntnissen stellt es das zentrale Forum für die Identifikation von Effizienzsteigerungspotenzialen und zukünftigen Wachstumschancen dar.

Im Zusammenspiel aus dem erwarteten Marktwachstum, unserer Wettbewerbsposition im Markt und einer Organisationsstruktur, die ein stabilisierendes Element für zukünftiges Wachstum darstellt, sehen wir unsere Gruppe in hervorragender Verfassung, zukünftige Chancen und Entwicklungen erfolgreich nutzen zu können.

Eindhoven, 28. Januar 2009

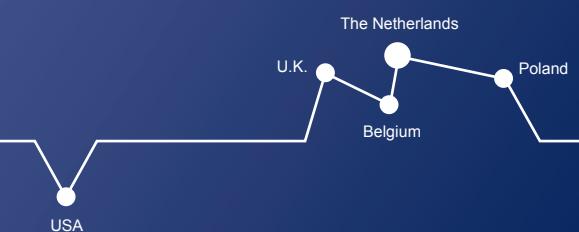
Klaus Nordhoff  
(Chief Executive Officer)

Dr. Jens Bodenkamp  
(Vorsitzender des Verwaltungsrates)



**The Catalis Group**

**Die Catalis Gruppe**



## 4. The Catalis Group

### Introduction

#### Service Provider for the Digital Media and Entertainment Industry

Catalis SE is a worldwide leading „One Stop Shop“ outsourcing services provider focusing on high-end technical services relating to the creation of digital content for the film, video games and telecom industry as well as content in fields like e-learning and software. Catalis SE currently offers the following services: testing services, development services and production services. Catalis SE operates through its wholly owned subsidiaries Testronic Laboratories and Kuju plc, which in total control twelve different locations throughout the USA, Great Britain, Poland, and Belgium.

#### Games Development & Production Services

Aside from being a digital testing service provider, since January 2007 the company is represented in the fields of games development and production services and aims to use its specialist know-how for global partnerships. With our large range of services and simultaneous specialisation in the growth market digital media and the requirement to offer industry-wide services, Catalis SE is definitely classed as a unique investment.

### Company History

#### Evolution of a One Stop Shop Service Provider

aeco N.V., a manufacturer of optical and electronic testing equipment for the production of optical media, renamed itself in 2003 to what is now known as Catalis SE. Originally, aeco N.V. was the unification of the enterprises Conttec GmbH and Aerosonic Ltd. and introduced itself in 2000 to the Frankfurt Stock Exchange. After departing from Conttec GmbH and Aerosonic Ltd. in 2002 a new strategy was formed to successfully position the company in key niche markets and the company was soon renamed to Catalis N.V. The return to profitability was achieved in 2003 and Catalis N.V. has been on a continuous and profitable growth course paired with strategic acquisitions ever since. A major step forward on this way has been the acquisition of Kuju plc. In 2008 Catalis N.V. changed its legal form to Catalis SE to better reflect the truly international character of the company and its business.

## 4. Die Catalis Gruppe

### Einführung

#### Outsourcing-Dienstleister für die digitale Medien- und Entertainmentindustrie

Catalis SE ist ein weltweit führender Anbieter von hochwertigen technischen Outsourcing-Dienstleistungen rund um die Entwicklung digitaler Inhalte für die Film-, Videospiel- und Telekommunikationsindustrie, sowie Software und e-Learning-Programme, aus einer Hand. Catalis SE bietet über ihre Tochtergesellschaften Testronic Laboratories und Kuju plc, die an zwölf verschiedenen Standorten in den USA, Großbritannien, Polen und Belgien aktiv sind, aktuell folgende Dienstleistungen an: Qualitätsicherung, Entwicklungs- und Produktionsdienstleistungen.

#### Videospielentwicklung & Produktionsdienstleistungen

Neben den digitalen Testdienstleistungen sind wir seit Januar 2007 in den Bereichen Videospielentwicklung und Produktionsdienstleistungen stark vertreten und versuchen auch hier, unser spezialisiertes Know-how für globale Partnerschaften zu nutzen. Mit einer großen Dienstleistungsbandbreite bei gleichzeitiger Spezialisierung auf den Wachstumsmarkt digitale Medien, sowie dem Anspruch umfassende Dienstleistungen für die gesamte Branche anzubieten, kann Catalis SE als einzigartiges Investment betrachtet werden.

### Unternehmenshistorie

#### Entstehung eines One-Stop-Shop-Dienstleisters

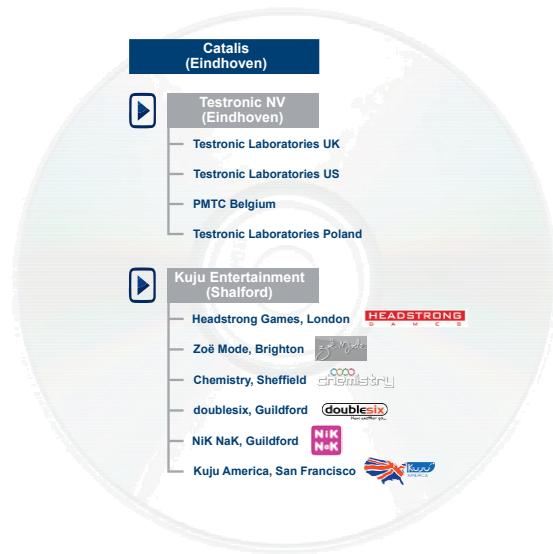
Die Catalis N.V. entstand 2003 aus der Umbenennung der aeco N.V., einem Hersteller von optischen und elektrischen Testgeräten für die Produktion optischer Medien. Die aeco N.V. war ein Zusammenschluss der Unternehmen Conttec GmbH und der Aerosonic Ltd., welches im Jahr 2000 an der Frankfurter Wertpapierbörsen eingeführt wurde. Nachdem die Conttec GmbH und die Aerosonic Ltd. 2002 das Unternehmen verließen, begann die aeco N.V. unter dem neuen Namen Catalis N.V. die strategische Neupositionierung mit der erfolgreichen Ausrichtung auf ausgewählte Nischenmärkte. 2003 wurde die Rückkehr zur anhaltenden Profitabilität vollzogen. Seitdem ist die Catalis N.V., auch durch strategische Akquisitionen, auf einem anhaltenden und profitablen Wachstumskurs. Ein wichtiger Schritt auf diesem Weg war der Erwerb der Kuju plc. Anfang des Jahres 2008 änderte die Catalis N.V. ihre Rechtform in Catalis SE, um dem internationalen Charakter der Gesellschaft und ihres Geschäfts besser gerecht zu werden.



## Structure

### A Holding with two Successful Divisions

Catalis SE is the parent company of wholly owned divisions Kuju Entertainment and Testronic Laboratories. The renowned and well-established individual subsidiaries have operations stretching across the United States of America, Great Britain, Poland and Belgium.



Catalis SE follows a strict diversification and growth strategy. The key industries which Catalis SE operates in are described below:

#### Testronic Labs – “One Stop Shop” for Quality Assurance

Testronic Laboratories (“TL”) offers quality assurance (QA) services for any type of digital media content (films, games, music, e-learning, interactive software) distributed over any digital medium (Internet, Intranet, USB, CD, DVD, Blu-ray Disc, etc.) for all devices (CD-, DVD-, Blu-ray-Readers, TVs, PCs, mobile equipment, game consoles, PDAs etc.). Its service portfolio is composed of five closely linked units:

- Film & Entertainment QA, in particular comprising DVD and Blu-ray disc testing activities for all major film studios, where the Division is global market leader;
- Software Testing and Consultancy, comprising interactive digital media-related testing and consulting services for example for e-learning, websites and digital TV systems and applications;

## Struktur

### Eine Holding mit zwei erfolgreichen Tochtergesellschaften

Catalis SE ist die Holdinggesellschaft für die beiden 100-prozentigen Töchter Kuju Entertainment und Testronic Laboratories. Die namhaften und fest etablierten Tochtergesellschaften sind mit Standorten in den USA, Großbritannien, Polen und Belgien international vertreten.



Die Catalis SE verfolgt eine strikte Diversifikations- und Wachstumsstrategie. Die Schlüsselmärkte in denen die Catalis SE aktiv ist, sind nachfolgend beschrieben:

#### Testronic Labs – “One Stop Shop” für Qualitätssicherung

Testronic Laboratories (“TL”) bietet Dienstleistungen im Bereich Qualitätssicherung (QS) für alle Arten digitaler Medieninhalte (Filme, Videospiele, Music, e-Learning, interaktive Software) auf allen möglichen digitalen Medien (Internet, Intranet, USB, CD, DVD, Blu-ray Disc, etc.) und für alle Verbreitungskanäle (CD-, DVD-, Blu-ray-Spieler, TV, PC, tragbare Geräte, Videospielkonsolen, PDA, etc.) an. Das Dienstleistungsportfolio umfasst fünf eng miteinander verbundene Geschäftsfelder:

- Qualitätssicherung im Bereich Film & Entertainment beinhaltet insbesondere das Testen von DVD und Blu-ray Discs für alle großen Filmstudios. In diesem Segment nimmt die Gesellschaft weltweit eine führende Position ein;
- Softwaretesten und Beratung umfasst das Testen interaktiver digitaler Medien sowie Beratungsdienstleistungen in Bereichen wie e-Learning, Webseiten oder digitale TV-Systeme und -Anwendungen;

- Games Testing, with a proven track record of QA and localization for console (Microsoft, Nintendo and Sony), PC and interactive DVD games for large internationally leading games publishers;
- Hardware Testing and Certification, for many types of equipment and interfaces in the multimedia environment and clients such as HP, Intel, and Philips.

Apart from being the global leader in Film Testing, our Quality Assurance business is ranked fifth in the world for computer game testing and #1 in Europe for e-learning testing. Also, Testronic is continuously building up its certification business providing certification services for hard- and software, where the company has already made great progress.

#### **Kuju Entertainment – Growth Driving Games Development**

In early 2007, Catalis SE accomplished the acquisition of the British computer game developer Kuju plc. The expansion into this industry significantly complimented Catalis SE's service portfolio, establishing another main pillar for Catalis SE in the booming computer game industry and adding significantly to the company's growth trend. Kuju acts on behalf of large game publishers and develops games for all game consoles including Sony, Microsoft, Nintendo, PC games and mobile games. The cutting edge technical specialists at Kuju are responsible for more than 32 highly popular computer games that have kept the company on top of its market for more than 15 years. With its great experience and reputation Kuju ranks among the top 5 UK independent games developers.

The five locations across the British Islands are each responsible for specific genres of game. To support the specific genre and client orientation of the Kuju studios, they were given an own identity in the course of the year 2007. For that reason a number of studios were renamed and will be brought into separate legal entities. The most recent Kuju studio was established in San Francisco in early 2008. This studio, being the first one outside the British Islands, is designed to enter and serve the important and fast growing US casual games market directly.

##### **1. NiK NaK - Young players**

NiK NaK will create games for a core audience of 6 - 12 year olds. The studio will only make PEGI rated 7+ games or below (ESRB „E“ for everyone 10+ or below) and is currently working the highly successful, Ology series; Dragonology and Wizardology for Codemasters.

##### **2. doublesix - Have Another Go**

doublesix has been established to create addictive, “have another go” video games across all downloadable formats with the intention of establishing ourselves as a world leader on digital distribution across all platforms: XBLA, PSN, Wii-Ware and PC.

- Spieletesten, mit einem hervorragenden Track Record bezüglich Qualitätssicherung und Regionalisierung von Videospielen für Konsolen (Microsoft, Nintendo und Sony), PC und interaktive DVD für die großen, international führenden Videospielverlage;
- Hardwaretesten und Zertifizierung für eine Vielzahl von Geräten und Schnittstellen in Multimedia-Umgebungen für Kunden wie HP, Intel oder Philips.

Neben der führenden Position im Geschäftsfeld Filmtesten nimmt Bereich Qualitätssicherung außerdem Platz 5 beim Testen von Videospielen ein und ist Marktführer in Europa beim Testen von e-Learning-Software. Darüber hinaus baut Testronic auch das Geschäftsfeld Zertifizierung, das Zertifizierungsdienstleistungen für Hard- und Software beinhaltet, kontinuierlich aus und hat hier bereits große Fortschritte erzielt.

#### **Kuju Entertainment – Wachstumstreiber Videospielentwicklung**

Anfang des Jahres 2007 schloss die Catalis SE die Übernahme des britischen Videospielentwicklers Kuju plc erfolgreich ab. Mit der Expansion in den Bereich Videospielentwicklung, konnte die Catalis SE ihr Dienstleistungsportfolio ergänzen und abrunden, ein zweites Standbein in der boomenden Videospielbranche etablieren und den Wachstumstrend der Gesellschaft deutlich beschleunigen. Kuju ist als Dienstleister für die großen Videospielverlage tätig und entwickelt Videospiele für sämtliche Spielkonsolen von Sony, Microsoft, Nintendo, sowie PC Spiele und Mobile Games. Die hochqualifizierten technischen Spezialisten von Kuju haben bereits mehr als 32 bekannte und erfolgreiche Videospiele entwickelt, die der Gesellschaft nun seit mehr als 15 Jahren eine führende Marktposition gesichert haben. Mit ihrer umfangreichen Erfahrung und hohen Reputation gehört Kuju zu den Top 5 unabhängigen Videospielentwicklern in Großbritannien.

Jeder der fünf Standorte auf den britischen Inseln ist auf ein spezielles Videospiel-Genre ausgerichtet. Um diese spezifische Genre- und Kundenorientierung der Kuju-Studios noch stärker hervorzuheben, erhielten sie im Verlauf des Geschäftsjahres 2007 jeweils eine eigene, unverwechselbare Marke und Identität. Mehrere Studios wurden zu diesem Zweck umbenannt und werden in eigenständige rechtliche Einheiten eingebbracht. Das jüngste Kuju Studio wurde Anfang 2008 in San Francisco gegründet. Dies war das erste Studio jenseits der britischen Inseln und soll direkt den schnell wachsenden US-Markt für Casual Games bedienen.

##### **1. NiK NaK – Junge Spieler**

NiK NaK entwickelt Videospiele für die Kernzielgruppe der 6- bis 12-jährigen. Das Studio wird nur solche Spiele entwickeln, die ein PEGI-Rating von 7+ (empfohlen ab 7 Jahren) oder niedriger haben (entspricht der ESRB-Kategorie „E“ – empfohlen ab 6 Jahre) und arbeitet zurzeit an der sehr erfolgreichen Ology-Serie, Dragonology und Wizardology, für Codemasters.

##### **2. doublesix – Versuchs noch mal**

doublesix wurde ins Leben gerufen, um fesselnde „have another go“ Videospiele für alle downloadfähigen Formate zu entwickeln. Ziel ist es, die Gesellschaft als Marktführer im Bereich der digitalen Distribution auf allen Plattformen, XBLA, PSN, Wii-Ware und PC, zu etablieren.

### **3. chemistry - Unreal Engine Experts**

Chemistry is the rebranded Kuju Sheffield studio, building on the foundations of the decades of experience of its key staff and is now focusing all its efforts on games on the Unreal Engine 3 next-gen toolset.

### **4. Headstrong Games - Character/Action**

Kuju London opened in 2000 and currently has 3 games in development; 1 for a first party publisher, and 2 others which are yet to be announced. Kuju London previously developed the critically acclaimed Battalion Wars on GameCube.

### **5. Zoë Mode - Music and Party**

Zoë Mode is the leading developer of music and party games in the UK, working on renowned titles such as EyeToy® Play and SingStar®. We also have original titles in development, such as CRUSH™ for SEGA. Based in the heart of Brighton's South Laines, the studio comprises nearly 100 staff, working on a range of projects for top rated publishers around the world.

### **6. Kuju America - Casual Games for Wii**

Kuju America is the newest addition to Kuju's studios and the first to be located outside of the UK. Based in San Francisco because of the thriving video games industry and huge pool of development talent in the area, the studio will initially focus on the rapidly growing casual games sector, especially for Nintendo's Wii.

As Kuju Entertainment is a pure "work for hire" service provider and does not act in anyway as a direct competitor to publishers, it is a perfect match for the testing services provided by Testronic Labs offering significant strategic opportunities for the further expansion of the whole group.

## **Employees**

The Catalis Group is active in five different countries with twelve separate establishments. Altogether the company currently employs about 519 people (2007: 418) of which 185 are employed in the Quality Assurance business and 333 at Kuju Group. The Catalis Holding has two employees.

## **Service Portfolio**

Our services are divided into three task fields which cover the entire supply chain of the digital media and entertainment industry.

### **3. chemistry - Unreal Engine Spezialisten**

Chemistry ist der neue Name des ehemaligen Studios Kuju Sheffield, das auf der Jahrzehntelangen Erfahrung seiner Mitarbeiter aufbaut und sich nun voll und ganz auf die Entwicklung von Videospiele basierend auf dem Unreal Engine 3 Next-Gen Toolset konzentriert.

### **4. Headstrong Games - Helden/Action**

Headstrong Games ist der neue Name des ehemaligen Studios Kuju London, das im Jahr 2000 eröffnet wurde und derzeit drei Spiel in der Entwicklungsphase hat. Eines für einen großen Spieleverleger und zwei weitere die noch nicht öffentlich angekündigt wurden. Zuvor hatte Headstrong Games das von den Kritikern sehr gelobte Spiel Battalion Wars für GameCube entwickelt.

### **5. Zoë Mode - Music und Party**

Zoë Mode ist Großbritanniens führender Entwickler von Musik- und Party-Spielen, mit so bekannten Titeln wie EyeToy® Play und SingStar®. Das Studio entwickelt aber auch solche originellen, preisgekrönten Spiele wie CRUSH™ für SEGA. Das im Herzen von Brighton ansässige Studio beschäftigt etwa 100 Mitarbeiter, die eine Reihe von Projekten für die weltweit führenden Videospielverlage entwickeln.

### **6. Kuju America - Casual Games für Wii**

Kuju America ist die jüngste Studioneugründung von Kuju und das erste Studio außerhalb von Großbritannien. Aufgrund der blühenden Videospielindustrie und des hohen Potenzials talentierter Entwickler wurde das Studio in San Francisco angesiedelt. Kuju America konzentriert sich dabei in erster Linie auf den stark wachsenden Bereich der Casual Games, insbesondere für Nintendo Wii.

Da Kuju Entertainment ein reiner Entwicklungsdienstleister agiert und in keiner Weise als Konkurrent zu den Videospielverlegern auftritt, stellt sie eine perfekte Ergänzung zu den von Testronic angebotenen Testdienstleistungen dar und eröffnet weitreichende strategische Optionen für die weitere Expansion der gesamten Gruppe.

## **Mitarbeiter**

Die Geschäftsaktivitäten der Catalis Gruppe erstrecken sich über 12 Standorte in fünf Ländern. Insgesamt beschäftigt die Gesellschaft derzeit 519 Personen (2007: 418), wovon 185 im Bereich Qualitätsicherung und 333 bei der Kuju-Gruppe tätig sind. Die Catalis Holding hat zwei Mitarbeiter.

## **Dienstleistungsportfolio**

Unsere Dienstleistungen sind in drei Geschäftsbereiche unterteilt, die die gesamte Wertschöpfungskette der digitalen Medien- und Entertainment-Industrie abdecken.

## Quality Assurance

All Quality Assurance Services from Catalis SE are handled by the subsidiary company Testronic Laboratories. Our outsourcing-quality control offers Quality Assurance Services:

- for any type of content (films and DVDs, games, music, and software)
- on any type of communications medium (internet, DVD, mobile, etc.)
- to any type of end device (DVD players, game consoles, computers, mobile devices, etc.)

We serve a global client base of over 250 media and hi-tech companies, including many prestigious brands.

## Video / Audio

Testronic Laboratories are at the forefront of multimedia testing. From CDi, VCD, DVD, and UMD, through to the high definition formats, Blu-ray & HD-DVD, Testronic Laboratories have been testing multimedia content for over 10 years. Proven processes, depth of knowledge and rapid turnaround are some of the main reasons that have helped establish Testronic Laboratories as the leading independent Quality Assurance testing solution centre for the home entertainment industry.

Within the rapidly evolving world of digital content, mediums and devices, Testronic Laboratories are uniquely positioned to offer testing services for optical media and the Electronic Distribution markets - for example the emerging Electronic Sell Through (EST), Download To Own (DTO) and Video On Demand (VOD) fields.

Each of the five locations across the US and Europe has extensively trained and skilled staff and the infrastructure to cope with constantly changing production work loads and seasonal peaks. A total outsource solution or an overflow service can be provided.

Operating for over 10 years in the home entertainment optical media industry, Testronic Laboratories have a detailed knowledge of clients' needs with the ultimate aim of protecting clients' brands by ensuring high levels of quality.

## Games

Testronic Laboratories serve global interactive Games Developers and Publishers from Games Testing laboratories at Pinewood Studios U.K., Diepenbeek Belgium, and Warsaw Poland. Our international team has a proven track record of Quality Assurance for console (Microsoft, Nintendo and Sony), PC and Interactive DVD Games. Testronic is continually investing in new testing capabilities, e.g. new console platforms, additional language capabilities and PC hardware and software to ensure high quality services.

## Qualitätssicherung

Alle Dienstleistungen im Bereich Qualitätssicherung der Catalis SE werden von der Tochtergesellschaft Testronic Laboratories erbracht. Unser Angebot einer ausgelagerten Qualitätskontrolle beinhaltet Qualitätssicherungsdienstleistungen

- für alle Inhalte (Filme und DVDs, Videospiele, Musik und Software),
- auf allen Medien (Internet, DVD, mobile Medien, etc.),
- für alle Arten von Endgeräten (DVD-Spieler, Videospielkonsolen, Computer, mobile Geräte, etc.).

Hier bedienen wir eine weltweite Kundenbasis von mehr als 250 Hi-Tech- und Medienunternehmen, darunter eine Reihe der führenden Gesellschaften dieser Branchen.

## Video / Audio

Testronic Laboratories nimmt eine führende Stellung bei der Qualitätsprüfung für Multimedia ein. Von den Formaten CDi, VCD, DVD und UMD bis hin zu den hochauflösenden Formaten Blu-ray und HD-DVD besitzt Testronic Laboratories mehr als 10 Jahre Erfahrung beim Testen von Multimedia-Inhalten. Bewährte Prozessabläufe, umfangreiches Wissen und kurze Durchlaufzeiten sind einige der wichtigsten Eigenschaften, die Testronic Laboratories zu einem führenden, unabhängigen Anbieter von Qualitätssicherungsdienstleistungen für die Unterhaltungsindustrie gemacht haben.

Innerhalb der sich schnell weiterentwickelnden Welt digitaler Inhalte, Medien und Endgeräte ist Testronic Laboratories in der einzigartigen Position, Testdienstleistungen für optische Medien und die elektronische Verbreitungswege anzubieten – z.B. für die wachsenden Felder Electronic Sell Through (EST), Download To Own (DTO) und Video On Demand (VOD).

Jeder der fünf Standorte in Europa und den USA verfügt über einen hervorragend ausgebildeten Mitarbeiterstamm und die nötige Infrastruktur, um die ständig schwankende Auslastung und saisonalen Nachfragespitzen zu bewältigen. Dabei können den Kunden sowohl ein komplettes Outsourcing angeboten werden, wie auch einfache Auffanglösungen bei Kapazitätsengpässen.

Nach mehr als 10 Jahren erfolgreicher Tätigkeit in der Prüfung optischer Medien für die Unterhaltungsindustrie verfügt Testronic Laboratories über genaue Kenntnisse der Kundenbedürfnisse. Im Mittelpunkt steht dabei das Ziel, durch die Einhaltung höchster Qualitätsstandards, die Reputation unserer Kunden zu schützen.

## Videospiele

Testronic Laboratories ist für Videospielentwickler und -verleger weltweit tätig und bietet Dienstleistungen im Geschäftsfeld Spieletesten an den Standorten Pinewood Studios (GB), Diepenbeek (Belgien) und Warschau (Polen) an. Unser internationales Mitarbeiter-Team besitzt langjährige Erfahrung im Bereich Qualitätssicherung für Videospielkonsolen (Microsoft, Nintendo und Sony), PC und interaktive DVD-Spiele. Testronic investiert darüber hinaus kontinuierlich in den Aufbau weiterer Testkapazitäten, wie z. B. neue Arbeitsplattformen, zusätzliche Sprachkenntnisse, sowie Hard- und Software um qualitativ hochwertige Dienstleistungen garantieren zu können.

## Software

The software testing services help to prevent businesses failing. Software testing can eliminate errors in software products which would otherwise result in expensive fixes, late market delivery, lost customers, aborted marketing campaigns and other liabilities.

### On-site Testing

Testronic delivers its testing services tailor-made to customers' needs. Some services benefit from the test team being in the same offices as the development team. Testronic's experienced test team leaders can define the best risk and requirements based testing strategy. They can translate customer and functional requirements into testing requirements and write appropriate test cases. Testronic can staff and/or manage the test team, analyze and monitor the bug reports manage the test environment and configuration. When staffing the teams, special attention is given to the right balance between hard and soft skills. The focus is on the delivery of high quality products within budget and time restrictions.

### Hardware

Testronic Laboratories, via its European testing operation PMTC, is the world's leading test house for hardware quality assurance and certification of many types of multimedia equipment and interfaces. From our initial base in Belgium, PMTC have now become the global centre for excellence for hardware testing and certification within the Testronic Laboratories organisation.

In 2000 Testronic Laboratories became the first company worldwide to certify products to be USB compatible, and now have proven expertise and services for the testing and certification of a wide range of intelligent digital systems and interfaces, with a strong emphasis on multimedia applications.

Testronic Laboratories offer an independent, professional approach to hardware testing and certification, backed up by many years of experience and partnerships with key international companies including Hewlett-Packard, Microsoft, Intel and Nokia.

Services include alpha testing, beta testing, pre-WHQL testing, interoperability and interconnectivity testing, compatibility testing and functionality testing, and cover a range of communications and multimedia technologies including DVB, ATSC, IEEE-1394, WiFi, USB, S-ATA, PCI Express, HDMI, DVI, Ethernet and DLNA.

Testronic Laboratories carries out testing in its own laboratories or offers test consultancy services to develop test programs and procedures to enhance customers' in-house activities. All activities are carried out with a high degree of confidentiality.

As a market leader in the field of DVD's and other services, Testronic Laboratories has locations in the Hollywood area and near the London Pinewood Studios. Being situated closely to the prominent film production sites provides us with a clear cut advantage.

## Software

Das Geschäftsfeld Software-Testen hilft bei der Vermeidung von Pannen im Geschäftsbetrieb. Durch Software-Testen können Fehler in Software-Produkten beseitigt werden, die sonst zu teuren Reparaturmaßnahmen, verspäteten Markteinführungen, Verlust von Kunden, Abbruch von Marketingkampagnen und ähnlichen Kostenbelastungen führen würden.

### Vor-Ort-Prüfungen

Testronic bietet ihren Kunden auf die jeweilige Situation maßgeschneiderte Testdienstleistungen an. Für manche Dienstleistungen ist es dabei vorteilhaft, wenn das Test-Team seine Arbeit beim Kunden vor Ort durchführen kann. Die erfahrenen Teamleiter von Testronic können so, basierend auf den jeweiligen Risiken und Anforderungen, die beste Vorgehensweise festlegen. Dazu müssen sie Kundenwünsche und funktionelle Anforderungen in entsprechende Prüfkriterien überführt und geeignete Prüfszenarien entworfen werden. Testronic kann dabei das Test-Team komplett selbst stellen und/oder managen, die Fehlerprotokolle analysieren und überwachen, sowie die Testumgebung und Testkonfiguration verwalten.

### Hardware

Mit dem Prüflabor ihrer europäischen Tochtergesellschaft PMTC gehört Testronic auch im Geschäftsfeld Hardwaretesten zu den weltweit führenden Dienstleistern für Qualitätssicherung und Zertifizierung einer Vielzahl von Multimedia-Geräten und Schnittstellen. Ausgehend von der Zentrale in Belgien, ist PMTC für das Geschäftsfeld Hardware-Testen und Zertifizierung inzwischen zu einem weltweiten Center of Excellence innerhalb der Testronic-Gruppe geworden.

Im Jahr 2000 erhielt Testronic Laboratories als erste Gesellschaft überhaupt die Lizenz zur Zertifizierung USB-kompatibler Produkte und verfügt inzwischen über eine hohe Expertise und ein umfangreiches Dienstleistungsangebot für das Test und die Zertifizierung einer breiten Palette programmbarer digitaler Systeme und Schnittstellen, mit einem klaren Fokus auf Multimedia-Anwendungen. Testronic Laboratories bietet dabei einen unabhängigen, professionellen Ansatz für Hardware-Testen und Zertifizierung, der auf einer langjährigen Erfahrung und Partnerschaften mit den internationalen führenden Unternehmen der Branche, wie Hewlett-Packard, Microsoft, Intel oder Nokia, beruht.

Die Dienstleistungen beinhalten Alpha-Tests, Beta-Tests, prä-WHQL Tests, Interoperabilitäts- und Interkonnektivitätsprüfungen, sowie Kompatibilitätsprüfungen und Funktionalitätstests und decken eine große Bandbreite an Kommunikations- und Multimedia-Technologien ab, wie z.B. DVB, ATSC, IEEE-1394, WiFi, USB, S-ATA, PCI Express, HDMI, DVI, Ethernet und DLNA.

Testronic Laboratories führt die Tests meist in ihren eigenen Prüflaboren durch, biete aber ebenso Beratungsdienstleistungen zur Entwicklung von Prüfprogrammen und -verfahrensweisen an, die die Testaktivitäten der Kunden vor Ort verbessern. Sämtliche Arbeiten werden mit einem hohen Maß an Geheimhaltung durchgeführt.

Als Marktführer beim Testen von DVDs und anderen Dienstleistungen ist Testronic Laboratories mit Standorten in der Gegend von Hollywood und in der Nähe der Pinewood Studios in London vertreten. Mit dieser großen Nähe zu den berühmten Filmproduktionsstätten besitzt die Gesellschaft einen deutlichen Wettbewerbsvorteil.

## Games Development

With the acquisition of the British computer game programmer Kuju plc in early 2007, Catalis SE has become actively involved in a new market segment. As a pure service provider for computer game publishing, Kuju Entertainment is positioned amongst the best development studios in Europe and is ranked among the world's most successful game studios. In the past Kuju plc has created more than 32 games for all kinds of gaming platforms.

Their know-how has helped to create popular computer games such as "Sing Star", "Buzz", "Crash Twinsanity", "Call of Duty", "Finest Hour", and "Lotus Challenge" and among other things has helped to round out Catalis SE's service portfolio as a complete media service provider.

Within the Catalis Group, Kuju Entertainment offers a very promising business model, acting as a pure work for hire service provider to the major publishers. With its large customer portfolio and multitude of game genres Kuju Entertainment has a broad based foundation. Ultimately the company has the characteristics and operates with a typical "game culture" that can only be found in prime game development studios.

With its broad know-how over a variety of games genres, its strong development capacities, the persuasive track record of successfully developed games for the world-wide leading games publishers and its establishment on leading publishers' short lists as "preferred" partner, Kuju is already well positioned to participate as one of the major players in the tremendous growth of the games outsourcing industry. Moreover, Testronic's long-established business relationship in QA-services for the major studios such as Disney, Paramount, Universal, and Warner Bros. who encroach on the games market themselves will even strengthen Kuju's market position.

## Production Services

Production services in the digital media industry include areas like translation and localisation, audio, platform conversion and porting, game art and animation, certifications, etc. Through Kuju Entertainment, Catalis offers specific services in this market and intends to further strengthen this area in the future.

## Strategy

### The "One Stop Shop" for the Entire Digital Media and Entertainment Industry

The strategic focus of Catalis Group is still to become the "one stop shop" for outsourcing services in the entire digital media and entertainment industry. In the fiscal year 2007, Catalis continued to implement its diversification strategy by the integration of Kuju Entertainment in its business operations.

## Videospielentwicklung

Durch die Übernahme des britischen Videospielentwicklers Kuju plc zu Beginn des Jahres 2007 hat die Catalis SE ein neues Marktsegment für sich erschlossen. Als reiner Entwicklungsdienstleister für die Spieleverlage gilt Kuju Entertainment als eines der besten Entwicklungsstudios in Europa und zählt zu den erfolgreichsten Videospielentwicklern weltweit. In der Vergangenheit hat Kuju plc bereits mehr als 32 Videospiele für alle bekannten Spieleplattformen entwickelt.

Mit ihrem umfangreichen Know-how haben die Kuju-Mitarbeiter solche bekannten Videospiele wie "Sing Star", "Buzz", "Crash Twinsanity", "Call of Duty", "Finest Hour", und "Lotus Challenge" entwickelt und tragen nun wesentlich dazu bei, das Leistungsportfolio der Catalis SE als Komplettanbieter für die Medien- und Unterhaltungsindustrie abzurunden.

Innerhalb der Catalis-Gruppe verfügt Kuju Entertainment als reiner Entwicklungsdienstleister für die großen Spieleverlage über ein sehr vielsprechendes Geschäftsmodell. Mit ihrem großen Kundenstamm und zahlreichen Spiele-Genres im Angebot, steht das Geschäft von Kuju Entertainment auf einem starken Fundament. Nicht zuletzt hat die Gesellschaft den typischen Charakter und die „Spielkultur“ die man nur bei den besten Entwicklungsstudios zu finden ist.

Durch umfassendes Know-how in den unterschiedlichsten Spiele-Genres, umfangreiche Entwicklungskapazitäten und einen überzeugenden Track Record erfolgreicher Spieleanwendung für die führenden Spieleverlage weltweit sowie ihre Position als einer der bevorzugten Partner der großen Verlage, ist Kuju bereits hervorragend positioniert, um als eine der führenden Gesellschaften von dem starken Wachstum im Markt für Outsourcing-Dienstleistungen in der Videospielindustrie zu profitieren. Darüber besteht für Kuju ergibt sich für Kuju weiteres Potenzial aus den Kundenbeziehungen im Geschäftsbereich Qualitätssicherung von Testronic zu den großen Filmstudios wie Disney, Paramount, Universal, und Warner Bros., die mit Spielen zum Film ebenfalls verstärkt in den Markt für Videospiele eingreifen.

## Produktionsdienstleistungen

Produktionsdienstleistungen in der digitalen Medienindustrie beinhalten Aufgaben wie Übersetzung und Regionalisierung, Vertonung, Plattformanpassung und Portierung, Spieldesign und Animation, Zertifizierungen, usw. Über Kuju Entertainment bietet Catalis in diesem Bereich spezielle Dienstleistungen an und möchte diese Geschäft in Zukunft weiter ausbauen.

## Strategie

### Dienstleistungen für die gesamte digitale Medien- und Entertainmentindustrie au seiner Hand

Im Zentrum der Unternehmensstrategie der Catalis Gruppe steht das Ziel, ein Komplettanbieter von Outsourcing-Dienstleistungen für die gesamte Medien- und Unterhaltungsindustrie zu werden. Bei der Umsetzung dieser Diversifizierungsstrategie konnte die Catalis SE im Geschäftsjahr 2007 durch die Übernahme und Integration der Kuju Entertainment weitere wichtige Fortschritte erzielen.

Thus, Catalis Group is well positioned to benefit from the future growth potential of the digital media and entertainment industry, offering a broad range of digital media testing services through its subsidiary Testronic Laboratories and games development services through Kuju Entertainment.

In 2007, Kuju Entertainment has also implemented its concept of multiple autonomous studios in different genres and across different platforms with each studio having a clearly defined profile and specialist staff for its respective focus.

The future strategy of Catalis Group is to broaden its service portfolio, both regionally and in terms of services offered to open up new markets and new clients and to fully implement its one-stop-shop concept.

At the same time, Catalis' management permanently continues to focus on costs controlling in order to generate attractive margins.

## Clients

### All Major Studios

In its Quality Assurance division Catalis SE works for all major and a large number of smaller film studios particularly in Hollywood, but also in the UK, France and other locations.

At the same time, Kuju Entertainment has long term client relationships with most large games publishers including EA Games, Microsoft, Sony, Sega and Nintendo, etc.

Dadurch ist die Catalis-Gruppe mit den Tochtergesellschaften Testronic Laboratories, die eine breite Palette von Testdienstleistungen für digitale Medien anbietet, und Kuju Entertainment, als unabhängigen Entwicklungsdienstleister für Videospiele, hervorragend positioniert, um von dem zukünftigen Wachstumspotenzial der digitalen Medien- und Entertainment-Industrie zu profitieren.

Im Geschäftsjahr 2007 hat außerdem Kuju Entertainment ihr Konzept einer Gruppe unabhängiger Entwicklungsstudios für unterschiedliche Genres und Plattformen umgesetzt. Dabei hat jedes Studio eine klar definierte eigene Identität und die entsprechend qualifizierten Mitarbeiter erhalten, um dem jeweiligen Fokus gerecht werden zu können.

Die weitere Zukunftsstrategie der Catalis-Gruppe sieht vor, das Dienstleistungsportfolio weiter auszubauen, und zwar sowohl bezogen auf die regionale Präsenz wie auch auf den Leistungsumfang, um so neue Märkte und Kundengruppen zu erschließen und das Ziel eines Komplettanbieters von Outsourcing-Dienstleistungen in diesem Bereich zu verwirklichen.

Gleichzeitig verfolgt das Management weiterhin eine Politik strenger Kostenkontrolle, um auch in Zukunft attraktive Margen und Ergebnisse erwirtschaften zu können.

## Kunden

### Große Filmstudios und Verlage

Im Geschäftsbereich Qualitätssicherung ist die Catalis SE für alle großen und eine Reihe kleiner Filmstudios, insbesondere in Hollywood, Großbritannien und Frankreich, usw., tätig.

Gleichzeitig verfügt Kuju Entertainment über langjährige Geschäftsbeziehungen zu den meisten großen Videospielverlagen wie EA Games, Microsoft, Sony, Sega und Nintendo, u.v.m.

## Locations

### In the Right Place

Our locations in the US and Europe are directly in front of the gates of the most important studios and publishers. We operate Quality Assurance sites in Los Angeles (2), London (2), Poland and Belgium and games developments sites in the UK, the US and the Phillipines (6 locations, 8 studios).

### Our Locations Worldwide



### Competition

As Catalis Group with its operating entities Kuju Entertainment and Testronic Laboratories is active in a number of different markets, the competitive environment of Catalis Group has to be analysed separately for each market.

### Testing Services

The major focus of Testronic Laboratories is still on the market for optical disc QA where Testronic enjoys a leading position, occupying a market share of more than 50%. In Europe, Testronic has a stand-alone position in this segment and worldwide competition is reduced to six smaller US companies with annual revenues of USD 1 – 4 million. With the early establishment of its Blu-ray QA centre and as a member of the Blu-ray Disc Association, Testronic is apt to even increase its market share in this business as the Blu-ray disc is evolving its market potential.

## Standorte

### Immer am Ort des Geschehens

Unsere Niederlassungen in den USA und Europa liegen direkt vor den Toren der wichtigen Filmstudios und Verlage. Unsere Dienstleistungen im Bereich Qualitätssicherung bieten wir über unsere Niederlassungen in Los Angeles (zwei), London (zwei), Polen und Belgien an. Der Bereich Videospielentwicklung ist mit Standorten in Großbritannien, den USA und auf den Philippinen vertreten (insgesamt acht Studios an sechs Standorten).

### Standorte der Catalis SE weltweit



### Wettbewerb

Da die Catalis-Gruppe mit ihren Tochtergesellschaften Kuju Entertainment und Testronic Laboratories in zahlreichen verschiedenen Märkten tätig ist, muss das Wettbewerbsumfeld der Catalis-Gruppe für jeden Markt einzeln betrachtet werden.

### Qualitätssicherung

Das Hauptaugenmerk von Testronic Laboratories liegt noch immer auf dem Markt für Qualitätssicherung bei optischen Discs, wo die Gesellschaft einen Marktanteil von mehr als 50% besitzt. In Europa ist Testronic uneingeschränkter Marktführer in diesem Segment. Die weltweite Konkurrenz beschränkt sich auf sechs kleinere US-Unternehmen jährlichen Umsatzerlösen zwischen USD 1 - 4 Mio. Durch den frühzeitigen Aufbau einer Blu-ray-Prüflabors und als Mitglied der Blu-ray Disc Association hat Testronic das Potenzial, den Marktanteil mit zunehmender Verbreitung der Blu-ray Disc noch weiter auszubauen.

The next important market for Testronic is in the field of games testing / games QA. On the one hand, games testing is a growing market segment in itself, on the other hand Testronic can leverage the cross-selling potential from the games development services of Kuju. Generally, the games testing market is in an early stage of development and still highly fragmented. In this segment, Testronic has six main competitors worldwide with revenues of more than USD 5 million. These competitors are US-based VMC, Absolute Quality and iBeta Quality Assurance, UK-Based Babel Media, Canadian Enzyme Labs and Indian RelQ. Apart from these major competitors, there are approx 20-30 specialised niche players with less than USD 5 million revenues in this market. In games testing, Testronic generates 85% of its revenues from language testing, where it is market leader, which accounts for approx. 10% of the games testing market.

Through its subsidiary PMTC, Testronic is an authorized test laboratory for many industry standard interfaces like all USB logo programs, Firewire, DLNA and SATA and the first test lab in the world to be qualified for these standards. Testronic is the only company worldwide that has USB and SATA official certification status for both Europe and the USA. Management estimates that PMTC holds rank 4 or 5 in the global industry standard interfaces certification business. However, certification is still a minor business segment of Testronic. Competition in this market is limited to a certain extent by the awarding of licences through the divers industry certification forums like USB-IF, Wi-Fi Alliance and others.

In software testing Testronic particularly faces competition from companies with similar specialization on software products for websites, CD-ROMs/DVD-ROMs, applications and systems. Here, Testronic is a European market leader in the niche market of educational software where it faces competition from US-based Liquid Media Communications and Canadian Epic on a worldwide basis.

As Testronic is not represented in Asia, where the overwhelming majority of multimedia hardware testing takes place through a large number of market participants, hardware testing is currently a rather negligible business segment.

Den zweitwichtigsten Markt stellt das Geschäftsfeld Spieletesten / Qualitätssicherung für Videospiele dar. Einerseits befindet sich dieser Markt derzeit in einer starken Wachstumsphase, andererseits besteht für Testronic außerdem erhöhtes Cross-Selling Potenzial über die Verbindung zum Geschäftsbereich Videospielentwicklung von Kuju. Grundsätzlich befindet sich der Markt für Spieletesten noch in einem frühen Entwicklungsstadium und ist immer noch stark zersplittert. In diesem Segment hat Testronic sechs Hauptkonkurrenten weltweit, die jährliche Umsatzerlöse von mehr als USD 5 Mio. erzielen. Diese Wettbewerber sind die US-Unternehmen VMC, Absolute Quality und iBeta Quality Assurance, die britische Babel Media, die kanadische Enzyme Labs und die indische RelQ. Abgesehen von diesen großen Wettbewerbern, gibt es noch etwa 20 bis 30 spezialisierte Nischenanbieter, die in diesem Segment jeweils weniger als USD 5 Mio. Umsatz erwirtschaften. Testronic erwirtschaftet im Geschäftsfeld Spieletesten etwa 85% des Umsatzes mit Sprachprüfungen. In diesem Bereich, der etwa 10% des Gesamtmarktes ausmacht, ist die Gesellschaft Marktführer.

Mit ihrer Tochtergesellschaft PMTC besitzt Testronic auch ein anerkanntes Prüflabor für viele industrielle Standardschnittstellen, wie z.B. alle USB-Logo Programme, Firewire, DLNA und SATA. Testronic war der erste Dienstleister weltweit, der als Tester für diese Standards lizenziert wurde und sie ist die einzige Gesellschaft, die offiziell Zertifizierungen für USB und SATA sowohl für die USA als auch für Europa durchführen darf. Das Management schätzt, dass PMTC im Bereich der Zertifizierung für industrielle Standardschnittstellen weltweit auf Platz 4 oder 5 steht. Allerdings gehört das Zertifizierungsgeschäft immer noch zu den kleineren Geschäftsfeldern von Testronic. Der Wettbewerb in diesem Markt ist in gewissen Umfang auch durch die Lizenzvergabe der verschiedenen Industrieorganisationen, wie dem USB-IF, der Wi-Fi Alliance, u. a., eingeschränkt.

Im Geschäftsfeld Softwaretesten steht Testronic insbesondere im Wettbewerb mit Unternehmen, die in ähnlicher Weise auf Software-Produkte für Internetseiten, CD-ROMs/DVD-ROMs, Anwendungen und Systeme spezialisiert sind. Hier ist Testronic europäischer Marktführer im Nischensegment für Lernsoftware. Im weltweiten Vergleich sind dort die US-amerikanische Liquid Media Communications und die kanadische Epic die wesentlichen Wettbewerber.

Da Testronic nicht in Asien präsent ist, wo die überwältigende Mehrheit der weltweiten Hardwareprüfungen im Multimedia-Bereich stattfindet und von einer Vielzahl lokaler Anbieter durchgeführt, spielt das Geschäftsfeld Hardwaretesten nur eine untergeordnete Rolle.

## Games Development Services

In this segment, Catalis offers independent games development through its subsidiary Kuju Entertainment. The games development market is highly fragmented with a myriad of small developers all over the world.

Kuju's competition in this business comes from three areas:

1. internal development organisations of game publishers, who maintain own development studios (the so-called first-party developers) and account for more than 50% of the worldwide development talent. For Kuju, internal developers provide the primary competition for qualified staff and to a lesser extent also for the acquisition of projects.
2. publisher-independent developers (the so-called independents or third-party developers) who develop both titles on order of game publishers (like Kuju) and / or entirely on own risk who can be split into:
  - multi-studio developers with multiple studios operating in different genres and across different platforms:

Here, Kuju faces competition from US-based Foundation 9 and UK-based Rebellion Developments. Rebellion Developments is one of the largest independent game developers in Europe with revenues of more than EUR 11 million and is also heading the ranking of leading independent game developers in UK by Develop 100, where Kuju was ranked 8th.

Foundation 9 is headquartered in the US and generates annual sales of approx. 80 million with a headcount of approx. 900 employees.

- specialist studios:

In the field of single specialist studios Kuju faces day to day competition from dozens of mature high quality games developers worldwide. Specific examples include Blitz Games in the UK who are a well established kids game developer with over 200 staff and representing a real completion for Kuju's kids studio Nik Nak; another example is Seattle-based Zombie studios who are a pre-eminent Unreal Engine specialist with over 100 staff who compete directly with Kuju's Chemistry studio. Yet, Kuju's concept of a group of autonomous studios has proven to be the right strategy and Kuju's studios have already won several awards and are constantly ranked in top positions of the games development industry.

## Videospielentwicklung

In diesem Geschäftsbereich bietet Catalis durch ihre Tochtergesellschaft Kuju Entertainment unabhängige Entwicklungsdienstleistungen für Videospiele an. Hier gibt es weltweit eine Unmenge kleiner Spieleentwickler, so dass der Markt stark fragmentiert ist.

Kujus Wettbewerber in diesem Bereich lassen sich in drei Kategorien einteilen:

1. interne Entwicklungsabteilungen der Videospielverlage, die eigene Entwicklungsstudios unterhalten (die sogenannten First-Party Entwickler) und mehr als 50% aller Videospielentwickler weltweit beschäftigen. Für Kuju stellen diese internen Entwicklungsabteilungen die größten Wettbewerber im Kampf um qualifizierte Mitarbeiter dar und in geringerem Maße auch im Kampf um neue Entwicklungsprojekte.
2. Verlagsunabhängige Videospielentwickler (die sogenannten unabhängigen oder Third-Party Entwickler) die Videospiele sowohl im Auftrag der Verlage entwickeln (wie Kuju) und / oder vollständig auf eigenes Risiko, können eingeteilt werden in:
  - Multi-Studio Entwickler die mehrere Studios für verschiedene Genres und Plattformen betreiben:

Hier steht Kuju in Konkurrenz zur US-amerikanischen Foundation 9 und der britischen Rebellion Developments. Mit einem Jahresumsatz von EUR 11 Mio. ist Rebellion Developments einer der größten unabhängigen Videospielentwickler in Europa und steht damit auch an der Spitze des von Develop 100 durchgeföhrten Ranking der führenden unabhängigen Videospielentwickler in Großbritannien, bei dem Kuju den achten Platz belegte.

Foundation 9 hat seinen Hauptsitz in den USA und erwirtschaftet mit etwa 800 Mitarbeitern einen Jahresumsatz von EUR 80 Mio.

- Spezialisierte Einzelstudios

Darüber hinaus steht Kuju täglich im weltweiten Wettbewerb mit Dutzenden etablierter, spezialisierter Einzelstudios, die ebenfalls qualitativ hochwertige Entwicklungsdienstleistungen für Videospiele anbieten. Beispielhaft sind hier etwa die britische Blitz Games zu nennen, ein renommierter Entwickler von Videospiele für Kinder und Jugendliche, der mit seinen 200 Mitarbeitern einen ernstzunehmenden Konkurrenten für Kujus NikNak-Studio darstellt; weiterhin sind die in Seattle ansässigen Zombie Studios zu nennen, ein ausgewiesener Spezialist für Unreal Engine Videospiele, der mit über 100 Mitarbeitern in direktem Wettbewerb zu Kujus Chemistry-Studio steht. Nichtsdestotrotz hat sich Kujus Konzept einer Gruppe eigenständiger Themen-Studios als eine richtige Strategie erwiesen. Die Kuju-Studios haben bereits diverse Auszeichnungen erhalten und belegen regelmäßig Spitzenpositionen in den Rankings der Videospielentwickler.

**The Stock & Corporate Governance**

**Aktie & Corporate Governance**



## 5. The Stock & Corporate Governance

### Key Stock Figures (XETRA)

<b>Number of Shares:</b>	shares 26,890,775
<b>End of Year Share Price:</b>	Euros per share 1.24
<b>Year High:</b>	Euros 1.50
<b>Year Low:</b>	Euros 0.85
<b>Market Capitalisation:</b>	Euros 33.34m
<b>Symbol:</b>	XAE
<b>WKN:</b>	927093
<b>ISIN:</b>	NL0000233625
<b>Stock Markets:</b>	Xetra, Frankfurt, Stuttgart, Munich, Berlin, Düsseldorf
<b>Segment:</b>	General Standard

### The Trading Year 2007

The international financial markets had to face a demanding, volatile and changeful year. While share prices and indices were still moving up in the first half of the year, the stock markets were constantly troubled with the impacts of the subprime crisis during the second half.

Thus, the Dow Jones Industrial Index finished with a slight plus of about 6.5% for the year at 13,265 points. The US technology market (NASDAQ) still gained 18.7%, closing at 2085 points. Along with the Dow Jones Industrial Index, the EuroSTOXX 50 could only achieve a slight plus of 4.8% for the year, closing at 4,400 points.

Driven by a good economic development the German stock market index DAX once again showed a strong outperformance of the DJI and the EuroSTOXX 50, gaining 21.6% to 8,038 points. With a year high of 8105 points the DAX almost even reached its all-time high of 8136 points in March 2000.

The German Small and Mid Cap Indices SDAX and MDAX showed a mixed development. While the SDAX came out at 5,191 points with a negative performance of -6.8%, the MDAX gained 4.9% to a year-end level of 9,864 points. In contrast to the DAX, both indices were down significantly from their respective year-high. The MDAX lost 13.3% and the SDAX lost 22.1%. This development signifies both, a past outperformance of the small and medium companies and the end of this outperformance with the arising market crisis putting an end to the long and steady market upturn since 2003.

## 5. Aktie & Corporate Governance

### Aktienkennzahlen (XETRA)

<b>Aktienanzahl:</b>	26.890.775 Aktien
<b>Jahresschlusskurs:</b>	EUR 1,24 je Aktie
<b>Höchstkurs:</b>	EUR 1,50
<b>Tiefstkurs:</b>	EUR 0,85
<b>Marktkapitalisierung:</b>	EUR 33.34 Mio.
<b>Symbol:</b>	XAE
<b>WKN:</b>	927093
<b>ISIN:</b>	NL0000233625
<b>Handelsplätze:</b>	XETRA, Frankfurt, Stuttgart, München, Berlin, Düsseldorf
<b>Segment:</b>	General Standard

### Das Börsenjahr 2007

Die internationalen Finanzmärkte haben ein anspruchsvolles, volatiles und wechselhaftes Jahr hinter sich gebracht. Während die Aktienkurse und Indizes in der ersten Jahreshälfte weiter zulegen konnten, stand die Entwicklung an den Aktienmärkten in der zweiten Jahreshälfte ganz im Zeichen der Auswirkungen der Subprime-Krise.

Dennoch schloss der Dow Jones Industrial Index am Jahresende mit einem Plus von 6,5% bei 13.265 Punkten. Die US-Technologiebörsen (NASDAQ) konnte 18,7% zulegen und schloss mit 2.085 Punkten. Analog zum Dow Jones Industrial Index erzielte auch der EuroSTOXX 50 im Gesamtjahr ein leichtes Plus von 4,8% und erreichte einen Schlussstand von 4.400 Punkten.

Angetrieben von der positiven wirtschaftlichen Entwicklung im Inland entwickelte sich der deutsche Aktienindex DAX mit einem Anstieg um 21,6% erneut deutlich besser als der DJI und der EuroSTOXX 50 und beendete das Börsenjahr mit 8.038 Punkten. Mit einem Jahreshoch von 8.105 Punkten erreichte der DAX sogar fast wieder sein Allzeithoch von 8.136 Punkten im März 2000.

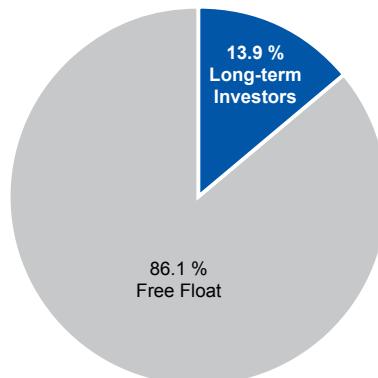
Die deutschen Small- und MidCap-Indizes SDAX und MDAX zeigten ein gemischtes Bild. Während der SDAX das Jahr bei 5.191 Punkten mit einem Verlust von 6,8% beendete, konnte der MDAX nochmals 4,9% auf einen Schlussstand von 9.864 Punkten zulegen. Im Gegensatz zum DAX, schlossen jedoch beide Indizes deutlich unter ihren Jahreshöchstständen. Der MDAX lag 13,3% niedriger und der SDAX 22,1%. Diese Entwicklung ist ein deutliches Zeichen dafür, dass der starke Aufschwung der Small- und MidCap-Märkte seit dem Jahr 2003 nun beendet ist.

## The Catalis SE Share

The Catalis SE share has been listed on the Frankfurt Stock Exchange since July 2000. The share is traded on the General Standard section of the Frankfurt Stock Exchange as well as on XETRA and the Stuttgart, Munich, Berlin and Düsseldorf Stock Exchanges.

At the end of 2007, XETRA trading recorded the Catalis SE share at 1.24 Euros. The trading year's lowest share price was recorded at 0.85 Euros on October 29, 2007. The highest share price for the year was recorded at 1.50 Euros on February 26, 2007. At the end of the year's trading for 2007, Catalis SE's market capitalisation amounted to approximately 33.3m Euros. This results in a share price performance for the year of +4.2%.

## Shareholder Structure as of December 31, 2007



## Investor Relations

The Catalis SE financial communication policy aims to deliver all essential information to all its target groups in unison. We publish all important reports, financial releases, speeches and presentations on our corporate website as close to real time as possible. Our company publishes an electronic newsletter informing all subscribers on the Group's latest news.

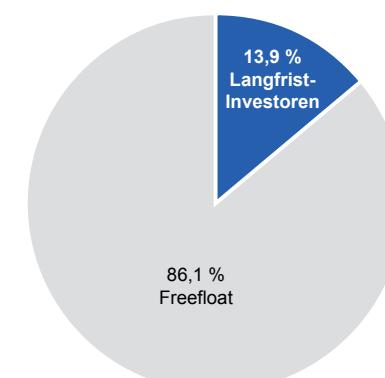
As part of our Investor Relations framework, we regularly keep in contact with analysts and institutional investors. The company held its Annual Shareholders' Meeting on December 14, 2007. In August 2007, we presented Catalis SE at the IFF – Investment Forum Frankfurt. The company was also presented to institutional investors in two road shows in March and November (during the Deutsches Eigenkapitalforum in Frankfurt). We have issued ten Ad hoc releases and seven Corporate News releases to inform our investors on major events and developments at Catalis Group.

## Die Catalis Aktie

Seit Juli 2000 ist die Catalis SE Aktie an der Frankfurter Wertpapierbörsen gelistet. Die Aktien werden im General Standard der Frankfurter Wertpapierbörsen sowie an den Börsenplätzen XETRA, Stuttgart, München, Berlin und Düsseldorf gehandelt.

Das Jahr 2007 schloss die Catalis SE Aktie im XETRA-Handel mit einem Jahresendkurs von EUR 1,24 ab. Das Jahrestief markierte die Aktie am 29. Oktober 2007 bei EUR 0,85. Das Jahreshoch wurde mit einem Kurs von EUR 1,50 am 26. Februar 2007 erreicht. Die Marktkapitalisierung zum Stichtag 31. Dezember 2007 betrug rund EUR 33,3 Mio. Daraus ergibt sich ein Zuwachs gegenüber dem Vorjahr von 4,2%.

## Aktionärsstruktur zum 31. Dezember 2007



## Investor Relations

Der Anspruch, allen Zielgruppen die gleichen Informationen zum gleichen Zeitpunkt zur Verfügung zu stellen, hat in der Unternehmenskommunikation der Catalis SE einen hohen Stellenwert. Entsprechend veröffentlichen wir alle wesentlichen Berichte, Meldungen, Reden und Präsentationen im Internet zeitnah zum entsprechenden Ereignis. Ein elektronischer Newsletter informiert über die jüngsten Entwicklungen in der Gruppe.

Im Rahmen unserer Investor Relations-Aktivitäten führen wir regelmäßig Gespräche mit Analysten und institutionellen Anlegern durch: Neben der ordentlichen Hauptversammlung am 14. Dezember 2007 hat sich die Gesellschaft im August 2007 beim IFF – Investment Forum Frankfurt präsentiert. Darüber hinaus waren wir im März und auch im November (während dem Deutschen Eigenkapitalforum) 2007 auf Roadshow bei verschiedenen institutionellen Investoren. Insgesamt haben wir den Kapitalmarkt im Geschäftsjahr 2007 mit zehn Ad hoc Mitteilungen sowie sieben Corporate News über die wesentlichen Ereignisse in der Catalis-Gruppe informiert.

Section 15a of the German Securities Trading Act (WpHG) requires members of the Board for Directors and Supervisory Board of Catalis SE to report the purchase or sale of Catalis SE's shares both to the company and to the German Federal Financial Supervisory Authority (BaFin). In addition to purchase and sales transactions involving Catalis SE shares, securities transactions relating to Catalis SE shares (e.g. purchase or sale of options or stock warrants for Catalis SE shares) must also be reported. In the course of 2007 Catalis SE has published 6 so called Directors' Dealings.

Pursuant to Section 10 of the German Securities Prospectus Act WpPG, every publicly listed company is required to annually provide the capital market with a document containing or referring to any information that it has published during the preceding twelve months to comply with specific capital market requirements ("Yearly Document"). Catalis SE has decided to constantly update this document, using its corporate website.

You can find all information annual and quarterly reports since 2003 as well as all financial publications concerning the Catalis Group on our corporate website [www.catalisgroup.com](http://www.catalisgroup.com).

Catalis SE intends to stick to its open communication policy in the future. The Catalis Group assiduously endeavours to develop methods to improve its communication.

## Annual Shareholders' Meeting

The organisation and carrying out of the Annual Shareholders' Meeting takes place at Catalis SE's headquarters in Eindhoven, Netherlands. The meeting is established in order to effectively and comprehensively inform all investors of the company's business activity over the previous year as well as the company's future plans.

Before the general meeting gets underway, the shareholders are informed through the annual report about the previous fiscal year. As always, documents and information discussed during the Annual Shareholders' Meeting are available for download on our website.

The statutory Annual Shareholders' Meeting for Catalis N.V. for the financial year 2006 took place on December 14, 2007 in Eindhoven, Netherlands.

In its report, the Board of Directors described to the shareholders the developments that took place during the fiscal year 2006. They also took the opportunity to present their strategy to continue profitable growth and further diversification into new and related services in the digital content market.

The Supervisory Board and the Board of Directors have been discharged and all other items on the agenda have also been adopted unanimously, except for the change of the legal form from Catalis N.V. to Catalis SE. That agenda item could not be put to the vote because the attendance missed the necessary quorum of 50%.

Nach § 15a Wertpapierhandelsgesetz (WpHG) müssen die Mitglieder des Vorstands und des Aufsichtsrats der Catalis SE sowie bestimmte Mitarbeiter mit Führungsaufgaben und die mit ihnen in enger Beziehung stehenden Personen den Erwerb und die Veräußerung von Catalis SE Aktien und sich darauf beziehenden Finanzinstrumenten offen legen. Im letzten Jahr haben wir sechs dieser so genannten Directors' Dealings-Meldungen veröffentlicht.

Nach § 10 des am 1. Juli 2005 in Kraft getretenen Wertpapierprospektgesetzes (WpPG) sind börsennotierte Unternehmen verpflichtet, mindestens einmal jährlich bestimmte kapitalmarktrelevante Informationen, die sie in den vorausgegangenen zwölf Monaten veröffentlicht oder dem Publikum zur Verfügung gestellt haben, in einem Dokument zusammenzufassen und dem Publikum zugänglich zu machen („Jährliches Dokument“). Die Catalis SE hat sich entschlossen, die Informationen des Jährlichen Dokuments auch während des laufenden Kalenderjahres zu aktualisieren. Diese und alle weiteren Informationen sind auf unserer Homepage unter [www.catalisgroup.com](http://www.catalisgroup.com) nachzulesen.

Des Weiteren bieten wir dort die Geschäftsberichte seit 2003 sowie alle bislang veröffentlichten Quartalsberichte an.

Den Weg einer transparenten und vertrauensvollen Kommunikation werden wir auch in Zukunft fortsetzen und unsere Arbeit auf diesem Gebiet stetig weiterentwickeln und verbessern.

## Hauptversammlung

Organisation und Durchführung der jährlichen Hauptversammlung erfolgen in Eindhoven, Niederlande, dem Hauptsitz der Catalis SE. Grundsätzlich verfolgen wir die Maßgabe, sämtliche Aktionäre vor und während der Versammlung zügig, umfassend und effektiv zu informieren und ihnen die Ausübung ihrer Rechte zu erleichtern.

Bereits im Vorfeld der Hauptversammlung werden die Aktionäre durch den Geschäftsbericht umfassend über das abgelaufene Geschäftsjahr informiert. Sämtliche Dokumente und Informationen zur Hauptversammlung sowie der Geschäftsbericht sind auch auf unserer Webseite verfügbar.

Die ordentliche Hauptversammlung der Catalis N.V. für das Geschäftsjahr 2006 fand am 14. Dezember 2007 in Eindhoven, Niederlande statt.

Der Vorstand erläuterte in seinem Bericht gegenüber den Aktionären die erfolgreiche Unternehmensentwicklung des Geschäftsjahrs 2006 und präsentierte seine Strategie zum weiteren profitablen Wachstum und zur weiteren Diversifikation in neue und verwandte Dienstleistungen im Markt für digitale Medien.

Vorstand und Aufsichtsrat wurden entlastet, alle übrigen Tagesordnungspunkte wurden mit großer Mehrheit angenommen. Einzige Ausnahme war die Umwandlung der Rechtsform der Gesellschaft von Catalis N.V. in Catalis SE. Bei diesem Tagesordnungspunkt wurde die erforderliche Präsenz von mindestens 50% des Grundkapitals verfehlt, so dass keine Abstimmung stattfinden konnte.

## Corporate Governance

The Code Tabaksblat for Corporate Governance represents substantial laws for the guidance and monitoring of Dutch quoted enterprises and contains internationally and national recognized standards of good and responsible corporate management.

The Board of Directors of Catalis SE declares the fact that it has not corresponded to the behaviour recommendations of the Code Tabaksblat for Corporate Governance in the fiscal year 2007. Furthermore Catalis SE will not necessarily correspond to it in the future as the Board of Directors of Catalis SE has the opinion, that the recommendations of the Corporate Governance Code are tailored to large public companies with accordingly complex structures.

The advantages for the shareholders and Catalis SE itself, with the observance of the Code in its whole, are not in an appropriate relation to the costs, which are connected with the necessary organisational precautions.

Nevertheless Catalis SE is aware and self-conscious of the importance and meaning of a consistent Corporate Governance, and will determine, which of the recommendations apply to the company and will convert these within an appropriate timeframe.

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**Management Report**

**Lagebericht**



## 6. Management Report

### Global Business Environment

#### Stable Growth and Growing Risks

According to the International Monetary Fund (IMF), global growth remained stable in 2007 at a rate of 4.9% (compared to 5.0% in 2006). Yet, growth rates already slowed down significantly in the fourth quarter as a result of the financial crisis originating in the U.S subprime sector.

While the growth rates for the advanced economies (2.6%), especially the United States (2.2%) and Japan (1.9%), were decreasing, the emerging markets and developing countries (7.8%) continued their strong growth. Also the Euro area remained stable with a growth rate of 2.6% (compared to 2.8% in 2006).

Throughout the year the economic environment has changed remarkably from positive to uncertain. The origin of this development can be found in the crisis of the U.S. subprime sector with all its deteriorating effects on the financial sector, the financial markets and private consumption.

Also, the soaring oil price (+ 60% in 2007) began to show negative impact on economic growth while at the same time inflation became a growing concern of the central banks again, narrowing their scope of action in counteracting the financial markets crisis. According to IMF growth rates already turned down in the fourth quarter 2007. According to IMF's revision of growth projection in March 2007, growth rates, especially for the advanced economies, will turn down significantly in 2008.

Thus, the end of the business year 2007 left the US economy on the brink of recession and raised increasing uncertainty about the global economic development in 2008.

### Industry Development

#### Blu-ray Prevails

While Catalis' Quality Assurance division (QA) is building on the diversification of its operations through the new business lines of hardware and software testing and certification, its development in 2007 was still primarily depending on the film and video games markets.

## 6. Lagebericht

### Weltwirtschaftliche Rahmenbedingungen

#### Stabiles Wachstum und steigende Risiken

Nach Angaben des Internationalen Währungsfonds (IWF) zeigte sich das Weltwirtschaftswachstum im Jahr 2007 mit einer Rate von 4,9% (gegenüber 5,0% in 2006) stabil. Allerdings ließ das Wachstum im vierten Quartal als Folge der Finanzkrise, die ihren Ursprung im US-Subprime-Segment hatte, bereits deutlich nach.

Während sich das Wachstum (2,6%) in den Industrienationen auch im Gesamtjahr 2007 bereits ab schwächte, hier waren insbesondere die USA (2,2%) und Japan (1,9%) betroffen, konnten die Entwicklungs- und Schwellenländer ihr starkes Wachstum (7,8%) beibehalten. Ebenso konnte die Eurozone mit stabilen Wachstumsraten (2,6% nach 2,8% in 2006) überzeugen.

Im Jahresverlauf musste die zunächst positive Stimmung für die wirtschaftliche Entwicklung einer immer stärker zunehmenden Verunsicherung weichen. Der Ausgangspunkt für diese Entwicklung liegt in der Krise des US-Subprime Marktes mit all ihren negativen Folgen für die Finanzbranche, die Finanzmärkte und den privaten Verbrauch.

Eine weitere Belastung für das Wirtschaftswachstum stellte der rasante Anstieg des Ölpreises (+60% im Jahr 2007) dar, während erneut aufkommende Inflationssorgen die Handlungsmöglichkeiten der Zentralbanken zur Bekämpfung der Finanzmarktkrise zusätzlich einengten. Nach Angaben des IWF ließ das weltwirtschaftliche Wachstum dabei bereits im vierten Quartal 2007 deutlich nach. Nach der im März 2008 revidierten Prognose, erwartet der IWF, insbesondere für die Industrienationen, einen deutlichen Rückgang der Wachstumsraten.

Am Ende des Geschäftsjahres 2007 befand sich somit die US-Wirtschaft am Rand einer Rezession und es bestand große Unsicherheit über die weitere Entwicklung der Weltwirtschaft im Jahresverlauf 2008.

### Marktumfeld

#### Blu-ray setzt sich durch

Obwohl der Geschäftsbereich Qualitätssicherung (QS) seine Diversifikationsstrategie mit dem Aufbau der neuen Geschäftsfelder Hardware- und Software-Testen sowie Zertifizierung weiter ausgebaut hat, war der wirtschaftliche Erfolg dieses Bereichs im Geschäftsjahr 2007 immer noch hauptsächlich von den Märkten für Filme und Videospiele abhängig.



While the games market continued its impressive growth also in 2007, the development of the film market was hampered by the “war of formats” between the two competing next generation standards Blu-ray and HD-DVD for the major part of the year. Yet, towards the end of the third quarter, a development was in the offing which meanwhile has become a certainty, that the Blu-ray format would be the prevailing and sole successor to the DVD. This decision has removed a lot of uncertainty from the market and some of the major players already started to release their catalogue films in this new high definition format. Thus, the way for future growth in the testing services business is paved – not only by the sheer number of expected film releases but also because of required higher levels of testing for the new media and its more complex features.

### **Video Games in Growth Mode**

The video games market showed a record year 2007 and is set to continue its growth in the future. New technologies and new gaming platforms (consoles, handhelds, etc.) are the key drivers for this market and have also attracted new customer groups across all ages.

The console market continued to grow strongly through 2007 with the combined installed base growing from just over 10 million units to almost 45 million units. Within the console market the Nintendo Wii had the strongest year moving from 2nd to first place console with almost 20 million units sold at the end of the year. Microsoft had a good year in the US with the Xbox 360 while they were facing weaker sales in the rest of the world ending with 16 million units worldwide at the end of the year. By their standards Sony had the worst year starting and ending in third place with sales going from 1 million units to 9 million at the end of the year, however many analysts believe that 2008 will be a turning point for Sony and that they are set to overtake Microsoft in 2009 (at least in part due to Blu-ray winning the next gen disc format war at the start of 2008). Finally, the handheld (DS and PSP) market also grew strongly in 2007 with DS and PSP selling 24 million and 12 million units respectively, with a combined installed base of almost 100M handhelds by the start of 2008.

Overall, the arrival of the Xbox 360 and the Sony Playstation 3 in early 2007 and the Nintendo Wii continuing its strong sales progress have opened up a doorway of opportunities for games developers. The demand for these products is high, resulting in an increase in business flow for Creative Services.

Therefore, games software sales were strong through the year driven by the growing installed console base; however within the growth there was a strong trend towards more mass market casual games, exemplified by Guitar Hero which generated more than \$1 billion of sales in North America in the 26 months to the end of 2007. This move towards “console casual” games was further driven by the demographic for the leading console (Nintendo Wii) being more mass market.

Während der Markt für Videospiele im Jahr 2007 seinen beeindruckenden Wachstumstrend weiter fortsetzen konnte, litt der Filmmarkt den größten Teil des Jahres unter dem „Krieg der Formate“ zwischen Nachfolgeformaten der DVD, Blu-ray und HD-DVD. Gegen Ende des dritten Quartals zeichnete sich hier schließlich eine Entscheidung zugunsten von Blu-ray ab, die inzwischen zur Gewissheit geworden ist, wodurch die Unsicherheit im Markt wesentlich verringert wurde. Einige der großen Filmproduzenten gaben daraufhin bereits ihre abwartende Haltung auf und begannen mit der Veröffentlichung ihres Filmbestandes in diesem neuen hochauflösenden Format. Damit wurde auch eine wesentliche Voraussetzung für weiteres Wachstum bei Testdienstleistungen geschaffen – und das nicht nur durch die erwartete Vielzahl an Veröffentlichungen, sondern auch weil dieses neue Medium mit seinen komplexeren Zusatzfunktionen einen höheren Testaufwand erfordert.

### **Wachstumsmarkt Videospiele**

Der Markt für Videospiele verzeichnete im Jahr 2007 ein Rekordjahr und auch für die Zukunft stehen die Zeichen weiter auf Wachstum. Neue Technologien und Videospielplattformen (Konsolen, Handhelds, etc.) sind die wesentlichen Wachstumsfaktoren für diesen Markt und ziehen immer neue Kunden aus allen Altergruppen an.

Auch der Markt für Spielekonsolen setzte sein starkes Wachstum im Jahr 2007 weiter fort, so dass die Zahl der im Umlauf befindlichen Konsolen von knapp 10 Mio. Stück auf mehr als 45 Mio. Stück in die Höhe schnellte. Innerhalb des Konsolenmarktes war Nintendos Wii am erfolgreichsten und verbesserte sich hier zum Jahresende mit fast 20 Mio. verkauften Einheiten vom zweiten auf den ersten Platz. Microsoft konnte mit der Xbox 360 in den USA ebenfalls auf ein gutes Jahr zurückblicken, musste aber schwächere Umsätze im Rest der Welt hinnehmen, und erreichte so zum Jahresende nur 16 Mio. verkaufte Einheiten weltweit. Gemessen an ihren Ansprüchen hatte Sony das schlechteste Jahr. Als Nummer drei gestartet, verharrete Sony auch am Jahresende, trotz der von 1 Mio. Stück auf 9 Mio. Stück gesteigerten Verkaufszahlen, weiter auf diesem Platz. Analysten gehen jedoch davon aus, dass das Jahr 2008 für Sony die Wende bringen wird und dass sie Microsoft in 2009 überflügeln könnten (zum Teil auch deshalb, weil sich Blu-ray zu Beginn des Jahres 2008 im „Krieg der Formate“ endgültig durchsetzen konnte). Der Handheld-Markt (DS und PSP) wies im Jahr 2007 ebenfalls ein enormes Wachstum auf. Mit 24 Mio. verkauften DS und 12 Mio. verkauften PSP erhöhte sich die Gesamtzahl der im Umlauf befindlichen Handhelds zu Beginn des Jahres 2008 auf fast 100 Mio. Stück.

Insgesamt haben sich durch das Erscheinen der Xbox 360 und der Sony Playstation 3 zu Beginn des Jahres 2007 zusammen mit dem weiterhin starken Wachstum der Nintendo Wii zahlreiche neue Möglichkeiten für die Videospielentwickler eröffnet. Die hohe Nachfrage nach diesen Produkten führt ebenso zu einem steigenden Bedarf an Kreativdienstleistungen und guten Geschäftsaussichten für die Entwickler.

Daher entwickelte sich auch die Videospielnachfrage, getrieben von der wachsenden Zahl der Konsolensitzer, sehr gut, wobei eine starke Entwicklung hin zu massenmarktauglichen Casual Games zu beobachten war, wie das Spiel Guitar Hero, mit dem in Nordamerika in den 26 Monaten bis zum Ende des Jahres 2007 insgesamt USD 1 Mrd. umgesetzt wurde, beweist. Dieser Trend zu Casual Games für Konsolen wird weiter verstärkt durch die massenmarktähnliche Käuferstruktur der beliebtesten Konsole (Nintendo Wii).



Some changes also occurred in the publisher landscape throughout 2007, with EA moving from the top spot to third place, pushed back by Nintendo's dominance as a games publisher as well as platform holder and Activations' resurgence, which culminated in the announced \$18bn merger of Activision and Vivendi Universal Games at the end of 2007.

Within the UK development marketplace there is mixed news with lay offs from some of the larger publishers (e.g. Sony and Eidos) and continued skills shortages. Further the substantial tax breaks offered by the Canadian provinces have pushed the UK from third to fourth place as a global developer of games. Also, the continued strength of the UK pound relative to the US dollar was a further ongoing challenge for UK developers in 2007.

Apart from new technology and consoles, another important trend in this industry is the growing convergence between the film and game industries. An increasing number of films are accompanied by games as large film studios are realising the potential in the games market. This development is generating additional opportunities for game developers.

Still, the bottleneck in this market, currently and for the foreseeable future, is development resources. This does not only affect the games publishers but is also putting pressure on the games developers, both in terms of development cycles and in finding new, talented staff to increase capacity.

## Company Situation

### Investments and Acquisitions

#### **Acquisition of Kuju plc successfully completed**

At the beginning of 2007 Catalis SE successfully accomplished the acquisition of Kuju plc, one of the prominent independent European programmers of games for a wide range of platforms.

With five developing studios in the United Kingdom, Kuju plc controls considerable development and production capabilities. The software houses which the entertainment industry spawned, have already debuted games of international success.

The acquisition of Kuju plc represented a completely new dimension in the diversification strategy and the expansion of services offered by Catalis SE.

In the fiscal year 2007, Kuju Entertainment already contributed significantly to the company's success with revenues of 20.7m euros and an EBIT of 1.5m euros.

Auch im Bereich der großen Videospielverlage gab es im Jahr 2007 Veränderungen. Hier fiel EA von der Spitzenposition auf den dritten Platz zurück, verdrängt von der auch in diesem Bereich dominanten Nintendo und der wieder erstarkten Activation, was in der Ankündigung eines Zusammenschlusses von Activision und Vivendi Universal Games mit einem Transaktionsvolumen von USD 18 Mrd. gipfelte.

Die Videospielentwickler in Großbritannien zeigten ein gemischtes Bild. Entlassungen bei den großen Videospielverlagen (z.B. Sony und Eidos) einerseits und ein Mangel an qualifiziertem Personal andererseits. Darüber hinaus führten die enormen Steueranreize einiger kanadischer Provinzen dazu, das Großbritannien im Bereich Videospielentwicklung vom dritten auf den vierten Platz zurückgefallen ist. Und auch die anhaltende Stärke des britischen Pfund gegenüber dem US-Dollar war für die britischen Videospielentwickler im Jahr 2007 eine anhaltende Herausforderung.

Neben neuen Technologien und Konsolen stellt die zunehmende Verknüpfung von Film- und Videospielmarkt einen weiteren wichtigen Trend in dieser Industrie dar. Nachdem die großen Filmstudios das Potenzial des Videospielmarktes für sich entdeckt haben, nimmt die Zahl der Spiele zum Film inzwischen immer weiter zu, wodurch sich auch neue Möglichkeiten für die Videospielentwickler eröffnen.

Der Engpassfaktor in diesem Markt, jetzt und in absehbarer Zukunft, bleiben allerdings die Entwicklungskapazitäten. Dies betrifft nicht nur die Videospielverlage, sondern erhöht auch den Druck auf die Videospielentwickler, sowohl mit Blick auf die Entwicklungszeiten als auch bei der Suche nach neuen, qualifizierten Mitarbeitern, die Kapazitäten zu erhöhen.

### Lage der Gesellschaft

#### **Investitionen und Akquisitionen**

#### **Übernahme der Kuju plc erfolgreich abgeschlossen**

Zu Beginn des Jahres 2007 konnte die Catalis SE die Übernahme der Kuju plc, einem renommierten, europäischen unabhängigen Videospielentwickler für verschiedene Plattformen, erfolgreich abschließen.

Mit fünf Entwicklungsstudios in Großbritannien verfügt Kuju über beachtliche Entwicklungs- und Produktionskapazitäten. Die von der Unterhaltungsindustrie getriebenen Softwarehäuser haben bereits zahlreiche internationale erfolgreiche Videospiele hervorgebracht.

Mit der erfolgreichen Akquisition von Kuju plc stößt die Catalis SE im Rahmen ihrer Diversifizierungsstrategie und dem Ausbau ihres Dienstleistungsportfolios in völlig neue Dimensionen vor.

Im Geschäftsjahr 2007 hat Kuju Entertainment mit Umsatzerlösen in Höhe von EUR 20,7 Mio. und einem EBIT von EUR 1,5 Mio. bereits wesentlich zum Erfolg der Catalis-Gruppe beigetragen.



## Business Division Development

### General

The fiscal year 2007 marked another milestone in the development of Catalis SE to a One Stop Shop for the digital media and entertainment industry. With the acquisition of Kuju plc, Catalis Group reached new levels of size and growth and continued its risk diversification by adding another profitable unit to its services portfolio.

Catalis SE's operating subsidiaries continued to participate in the development of their respective markets in most cases over and beyond their market share and got a good step further with regard to risk diversification and stabilization of the business models.

One of the organizational challenges for our Quality Assurance division was the switch from a site driven to a line of business driven organization. All preparation work has been finalized during the year and has been implemented until the end of 2007. As an effect we expect to see a much more marketing driven organization even more focused on client needs combined with strong sensors for cross selling opportunities in the future.

Kuju Entertainment was facing a period of sustained growth. Thus challenges which have been addressed are keeping up the promising margins and digest growth on an organizational basis. Since the overall organization is set up on the basis of stand alone studios, with their own sales force and development structure, we are confident that we can expand the scale of Kuju's business with compromising efficiency and effectiveness.

### DVD

Our DVD-testing business was severely hampered by the ongoing "war of formats" between Blu-ray and HD DVD in the fiscal year 2007 and thus remained stagnant on a year-on-year basis.

Yet, in the second half of the year, revenues from this business line increased significantly and made up for the shortfalls, as Blu-ray gained some advantage over HD DVD in the course of the year.

### Games Testing

Having entered the games testing market originally in 2005 with the acquisition of PMTC N.V., this business line has become the biggest growth area for Testronic Laboratories / Quality Assurance in 2007 due to the growing appetite of developers/publishers to outsource such business to specialized and state-of-the-art service providers, general market growth and winning business from competitors on quality grounds.

## Entwicklung der Geschäftsbereiche

### Allgemein

Das Geschäftsjahr 2007 stellt einen weiteren Meilenstein in der Entwicklung der Catalis SE zum One-Stop-Shop für die digitale Medien- und Entertainmentindustrie dar. Mit der Übernahme der Kuju plc hat die Catalis-Gruppe neue Dimensionen in Größe und Wachstum erreicht und setzt die Risikodiversifikation, durch die Ergänzung des Leistungspotfolios um einen weiteren erfolgreichen Geschäftsbereich, weiter fort.

Die operativen Tochtergesellschaften der Catalis SE konnten größtenteils weiter von der Entwicklung ihrer jeweiligen Märkte profitieren und dabei teilweise Marktanteile hinzugewinnen. Damit konnte die Gesellschaft gute Fortschritte bei der Risikodiversifikation und der Stabilisierung ihres Geschäftsmodells erzielen.

Eine der organisatorischen Veränderungen im Geschäftsbereich Qualitätssicherung war die Umstellung von einer regional orientierten Organisation hin zu einer geschäftsfeldorientierten Organisation. Alle Vorbereitungen hierfür wurden im Laufe des Jahres 2007 abgeschlossen und bis Ende des Jahres umgesetzt. Wir erhoffen uns davon für die Zukunft eine stärker Marketing getriebene Organisation mit einer noch stärkeren Konzentration auf die Bedürfnisse der Kunden verbunden mit einem guten Gespür für eventuelle Cross-Selling Möglichkeiten.

Kuju befindet sich derzeit in einer Phase anhaltenden Wachstums. Daher sind die großen Herausforderungen denen wir uns hier stellen, die Sicherung der erfreulich guten Margen und die organisatorische Bewältigung dieses Wachstums. Da die Organisation auf der Grundlage eigenständiger Studios mit eigener Vertriebsmannschaft und Entwicklungsstruktur basiert, sind wir zuversichtlich, Kujus Geschäft mit einer gesunden Balance zwischen Leistungsfähigkeit und Effizienz weiter ausbauen zu können.

### DVD

Im Geschäftsfeld DVD-Testen wirkte sich der anhaltende "Krieg der Formate" zwischen Blu-ray und HD-DVD im Geschäftsjahr 2007 sehr negativ aus, was zu einer Stagnation des Geschäftes führte.

In der zweiten Jahreshälfte jedoch, als sich immer stärker der Erfolg von Blu-ray über HD-DVD abzeichnete, nahmen die Umsätze in diesem Geschäftsfeld deutlich zu, so dass die Verluste der ersten sechs Monate ausgeglichen werden konnten.

### Spieletesten

Seit dem Eintritt in den Markt für das Testen von Videospielen, mit der Akquisition der PMTC N.V., im Jahr 2005, hat sich dieses Geschäftsfeld im Jahr 2007 zum stärksten Wachstumsfaktor für Testronic Laboratories / Qualitätssicherung entwickelt. Dies liegt im Wesentlichen daran, dass Videospielentwickler und -verlage solche Aufgaben zunehmend an spezialisierte Dienstleister auslagern. Aber auch das allgemeine Marktwachstum und Marktanteilsgewinne durch Qualitätsvorteile gegenüber Wettbewerbern, spielen dabei eine Rolle.



## Software Testing / Consultancy

Our software testing and consultancy business remained stagnant in 2007 as it was hard to enter into new areas of this market. Also, in the second half of 2007, the market saw reduced spending from companies here as the credit crunch began to bite, particularly in our European markets where the company lost two big customers as they cancelled big projects. Still, within this sub-segment Testronic is European market leader in educational software testing with an estimated European e-learning testing market size of approx. EUR 2.5 million and a huge growth potential.

## Hardware Testing

The development of our hardware testing business was similar to the software testing / consultancy business, as it remained stagnant throughout the fiscal year 2007 for a lack of possibilities to enter new areas of the market. According to management estimates, Testronic is Europe's leading test house for hardware quality assurance and certification of many types of equipment and interfaces in the multi-media environment (PC, Mobile, Audio/Video, Digital TV and optical storage). However, although the Company works closely together with industry-leading hardware and software suppliers, including names such as Hewlett-Packard, Microsoft, Intel, Philips and Nokia and although Testronic enjoys high credibility in this area, it is unlikely that the Company will be able to expand its market share in this segment as most hardware manufacturing is done in Asia.

## Certification

Our certification business was developing very well in Europe, being the only company worldwide that has USB and SATA official certification status for both Europe and the US. Business in Asia and the US require further efforts to grow and expand revenue streams. Yet, further market penetration efforts by Testronic be limited by and restricted to a reasonable cost-benefit ratio for achieving higher market shares.

## Games Development Services

The games development business of Catalis SE is performed by the subsidiary Kuju Entertainment. Kuju's studios operate across a broad range of platforms and genres; the growth of the console casual segment favoured Zoë Mode which had a very successful year growing in revenue and headcount by over 50% during the year. Kuju also took the opportunity to establish two new studios to capitalize on growing sectors (NikNak for Kids games and Kuju America for console casual).

On the flip side the stagnant PC market resulted in initial sales of Kuju's only major PC title – Rail Simulator – to be slow and the studios working in the more classical hard-core games sectors (primarily Chemistry the Unreal specialist) had a fairly flat year with no growth.

## Softwaretesten / Beratung

Das Geschäftsfeld Softwaretesten und Beratung stagnierte im Geschäftsjahr 2007, da die Erschließung neuer Märkte hier sehr schwierig war. Außerdem war der Markt in der zweiten Jahreshälfte als Folge der beginnenden Kreditkrise von Ausgabenkürzungen der Unternehmen betroffen. Insbesondere in Europa verlor die Gesellschaft dadurch zwei große Kunden, die umfangreiche Projekte abgesagt haben. Trotzdem ist Testronic hier weiterhin europäischer Marktführer im Segment für Lernsoftware. Der europäische Markt für Testdienstleistungen im Bereich e-learning hat ein Volumen von etwa EUR 2,5 Mio. und ein hohes Wachstumspotenzial.

## Hardwaretesten

Die Entwicklung im Geschäftsfeld Hardwaretesten verlief analog zum Geschäftsfeld Softwaretesten und Beratung. Da sich keine Möglichkeiten zur Erschließung neuer Märkte ergaben, kam es im Geschäftsjahr 2007 auch hier zur Stagnation. Nach Schätzungen des Managements ist Testronic in Europa der führende Testdienstleister für Qualitätssicherung und Zertifizierung einer Reihe von Geräten und Schnittstellen im Multimedia-Bereich (PC, tragbare Geräte, Audio/Video, Digital-TV und optische Speichermedien). Trotzdem und obwohl die Gesellschaft eng mit den führenden Hard- und Softwareproduzenten der Branche zusammenarbeitet, wie etwa Hewlett-Packard, Microsoft, Intel, Philips und Nokia, und dort einen hervorragenden Ruf besitzt, kann Testronic hier sehr wahrscheinlich keine weiteren Marktanteile gewinnen, da ein Großteil der Hardware-Produktion und damit auch der Testdienstleistungen in Asien erbracht wird.

## Zertifizierung

Das Geschäftsfeld Zertifizierung hat sich in Europa sehr gut entwickelt. Insbesondere ist Testronic die einzige Gesellschaft, die sowohl in Europa als auch in den USA offiziell als Zertifizierungsdienstleister für USB und SATA zugelassen ist. In Asien und den USA bedarf es hier noch intensiverer Bemühungen, um die Geschäftsentwicklung weiter voranzutreiben und den Umsatz zu steigern. Allerdings werden zukünftige Vermarktungsaktivitäten von Testronic in diesem Bereich durch und auf ein vernünftiges Kosten-Nutzen-Verhältnis für die Gewinnung weiterer Marktanteile begrenzt bleiben.

## Videospielentwicklung

Der Geschäftsbereich Videospielentwicklung der Catalis SE ist zusammengefasst in der Tochtergesellschaft Kuju Entertainment. Kuju's Studios decken dabei eine breite Palette an Genres und Plattformen ab. Vom starken Wachstum bei Casual Games für Konsolen hat besonders Zoë Mode profitiert, das Umsatz und Mitarbeiterzahl im Jahresverlauf um mehr als 50% steigern konnte. Kuju hat außerdem das günstige Marktumfeld genutzt, um zwei weitere Studios in attraktiven Wachstumssegmenten des Videospielmarktes ins Leben zu rufen (NikNak für Kinderspiele und Kuju America für Casual Games auf Konsolen).

Andererseits führte die Stagnation im PC-Markt dazu, dass die Verkäufe für Kujus einziges großes PC-Spiel, Rail-Simulator, nur schleppend anliefen und auch die Studios, die mehr in den klassischen Kernbereichen des Videospielmarktes aktiv sind (vor allem Chemistry als Spezialist für Unreal Engine) mussten ein recht flaues Geschäftsjahr ohne Wachstum verbuchen.



## Development of Earnings, Assets and Financial Situation

All financial data for the 2007 business year has been calculated in Euros (EUR) and comply with the International Financial Reporting Standards (IFRS).

### Earnings situation

#### Sales Development

In 2007, Catalis SE generated total sales of 34.6m euros (previous year: 11.0m euros). Thereof, 13.9m euros (2006: 11.0m euros) were attributable to our quality assurance (QA) division and 20.7m euros (2006: –) were attributable to our newly acquired games development division. Thus, the high sales growth of more than 200% is mainly attributable to the acquisition of Kuju plc. while QA showed a growth rate of 26.4%.

The cost of sales amounted to 5.3m euros (2006: 1.8m euros), where QA accounted for 1.8m euros (2006: 1.8m euros) and games development accounted for 3.5m euros (2006: –).

#### Gross Profit

The company's gross profit amounted to 29.5m euros in 2007 (2006: 9.6m euros), also representing an increase of more than 200% over last year's figures. To this gross profit QA contributed with 12.2m euros (2006: 9.6m euros), an increase of 34%, and 17.3m euros were generated by games development (2006: –). The gross profit margin amounted to 84.8 % (2006: 86.2 %).

#### Earnings Development

In the fiscal year 2007, Catalis SE generated an EBIT of 2.7m euros (2006: 2.7m euros). To this result, QA contributed with 2.8m euros and games development accounted for 1.5m euros while the holding showed a negative EBIT of -1.6m euros.

Taking into account a negative financial result amounting to -1.0m euros (2006: -0.4m euros), the company's pre-tax profit for the fiscal year 2007 amounted to 1.7m euros (2006: 2.2m euros). This is mainly due to higher interest expenses of 0.6m euros (2006: 0.1m euros), resulting from the financing of the Kuju acquisition. The regional split shows an EBIT of 3.0m euros for Europe and 1.3m euros for The Americas, with the holding costs of 1.6m euros being counted separately again.

Net profit after tax amounted to 1.8m euros (2006: 2.2m euros), which is due to a tax return of 0.1m euros. This equals earnings per share of 0.07 euros (2006: 0.10 euros).

#### Profit Distribution

At the Annual Shareholders' Meeting, the management of Catalis SE will recommend the allocation of 1.8m euros of the after tax performance into the retained earnings of the company.

## Entwicklung der Vermögens-, Finanz- und Ertragslage

Alle Finanzkennzahlen für das Geschäftsjahr 2007 sind in Euro (EUR) berechnet und stehen in Einklang mit den International Financial Reporting Standards (IFRS).

### Ertragslage

#### Umsatzentwicklung

Im Geschäftsjahr 2007 erwirtschaftete die Catalis SE Umsätze in Höhe von EUR 34,6 Mio. (Vorjahr: EUR 11,0 Mio.). Davon entfielen EUR 13,9 Mio. (Vorjahr: 11,0 Mio.) auf den Geschäftsbereich Qualitäts-sicherung (QS) und EUR 20,7 Mio. (Vorjahr: –) auf den neu erworbenen Geschäftsbereich Videospiel-entwicklung. Die große Umsatzsteigerung von mehr als 200% ist daher hauptsächlich auf die Übernah-me der Kuju plc zurückzuführen, wobei auch QS ein Wachstum von 26,4% aufwies.

Die Umsatzkosten hierfür beliefen sich auf EUR 5,3 Mio. (2006: EUR 1,8 Mio.), wovon EUR 1,8 Mio. (Vorjahr: 1,8 Mio.) dem Bereich QS und EUR 3,5 Mio. (2006: –) dem Bereich Videospielentwicklung zuzuordnen sind.

#### Rohertrag

Die Gesellschaft erwirtschaftete im Geschäftsjahr 2007 einen Rohertrag in Höhe von EUR 29,5 Mio. (2006: EUR 9,6 Mio.), was ebenfalls einem Anstieg von mehr als 200% gegenüber dem Vorjahr entspricht. Zu diesem Rohertrag trugen der Bereich QS mit EUR 12,2 Mio. (2006: EUR 9,6 Mio.), ein Zuwachs von 34%, und der Bereich Videospielentwicklung mit EUR 17,3 Mio. (2006: –) bei. Die Rohertragsmarge für das Geschäftsjahr lag bei 84,8% (2006: 86,2%).

#### Ergebnisentwicklung

Im Geschäftsjahr 2007 erwirtschaftete die Catalis SE ein EBIT in Höhe von EUR 2,7 Mio. (2006: EUR 2,7 Mio.). Zu diesem Ergebnis trug der Geschäftsbereich QS mit EUR 2,8 Mio. bei und der Geschäftsbereich Videospielentwicklung mit EUR 1,5 Mio. Das EBIT der Holding fiel mit EUR -1,6 Mio. negativ aus.

Unter Berücksichtigung eines negativen Finanzergebnisses in Höhe von EUR -1,0 Mio. (2006: EUR -0,4 Mio.) ergab sich ein Vorsteuerergebnis für das Geschäftsjahr 2007 in Höhe von EUR 1,7 Mio. (2006: EUR 2,2 Mio.). Dies liegt hauptsächlich an höheren Zinsaufwendungen von EUR 0,6 Mio. (2006: EUR 0,1 Mio.) infolge der Finanzierung der Kuju-Übernahme. In der regionalen Betrachtung betrug das EBIT für Europa EUR 3,0 Mio. und für Amerika EUR 1,3 Mio., wobei das negative Holding-Ergebnis von EUR -1,6 Mio. wieder separat ausgewiesen wird.

Das Jahresergebnis nach Steuern, mit einer Steuererstattung von EUR 0,1 Mio., betrug EUR 1,8 Mio. (2006: EUR 2,2 Mio.). Daraus errechnet sich ein Ergebnis je Aktie von EUR 0,07 (2006: EUR 0,10).

#### Gewinnverwendung

Das Management der Catalis SE wird der Hauptversammlung vorschlagen, das Jahresergebnis nach Steuern in Höhe von EUR 1,8 Mio. in die Gewinnrücklage einzustellen.



## Asset Situation

### Balance Sheet

As of December 31, 2007, Catalis SE's balance sheet total amounted to 29.2m euros. In comparison with the previous year's total of 23.5m euros, this represents an increase of 24%.

The fixed assets of the company were significantly increased due to the acquisition of Kuju plc which is reflected in the higher goodwill of 14.9m euros (2006: 6.9m euros) which is an increase of more than 115%. In total, the amount of goodwill from the Kuju acquisition at the end of 2007 is 8.1m euros. Investments were reduced from 0.9m euros to 0m euros as this position represented the 14.7% share in Kuju plc that Catalis SE already held by the end of 2006. The acquisition of Kuju plc also lead to an increase in property plant and equipment from 1.0m euros to 1.9m euros.

The current assets of Catalis SE amounted to 10.6m euros (2006: 13.4m euros) which is a decrease of 21%. This reflects mainly a decrease in cash and cash equivalents as a result of the Kuju acquisition. On the other hand, the company shows an increase in other current assets, mainly other receivables and prepaid expenses, from 1.0m euros to 3.1m euros.

In terms of equity and liabilities, the company's shareholder equity increased from 9.3m euros to 12.9m euros. This is due to the positive result for the fiscal year and the conversion of the outstanding convertible bond. Currency differences, increasing from -0.1m euros to -1.8m euros, had a negative impact here. Thus, shareholders' equity equalled approx. 0.48 euros per share (2006: 0.40 euros per share).

Long-term liabilities decreased from 10.8m euros to 8.2m euros, which is due to the conversion of the convertible bond. Thus, long-term liabilities were made up by loans amounting to 8.2m euros (2006: 8.2m euros).

Current liabilities more than doubled from 3.4m euros to 8.1m euros. This is mainly due to an increase of accruals from 0.9m euros to 2.5m euros and provisions made by Kuju amounting to 1.6m euros for a possible loss from a project.

### Employees

As of December 31, 2007, there were 457 members of staff employed by Catalis N.V. (previous year: 396 employees). This represents an increase of 61 employees. 198 employees were working for Testronic and an additional 257 for Kuju plc. In 2007, the Catalis Holding had 2 employees (previous year: 1)

## Vermögenslage

### Bilanz

Zum 31. Dezember 2007 belief sich die Bilanzsumme der Catalis SE auf EUR 29,2 Mio. Im Vergleich zum Vorjahreswert von EUR 23,5 Mio. entspricht das einem Anstieg von 24%.

Durch die Übernahme der Kuju plc stieg das Anlagevermögen der Gesellschaft deutlich an. Dies spiegelt sich insbesondere in einem höheren Goodwill von EUR 14,9 Mio. (2006: EUR 6,9 Mio.) wider, was einen Zuwachs von mehr als 115% bedeutet. Insgesamt beläuft sich der Goodwill aus der Kuju-Übernahme zum Jahresende 2007 auf EUR 8,1 Mio. Beteiligungen reduzierten sich von EUR 0,9 Mio. auf EUR 0 Mio. Im Vorjahr enthielt diese Position den 14,7-prozentigen Aktienanteil der Catalis SE an der Kuju plc, den die Gesellschaft bereits vor dem Jahreswechsel erworben hatte. Darüber hinaus führte die Kuju-Übernahme auch zu einem Anstieg der Sachanlagen von EUR 1,0 Mio. auf EUR 1,9 Mio.

Das Umlaufvermögen der Catalis SE betrug EUR 10,6 Mio. (2006: EUR 13,4 Mio.) und verringerte sich damit um 21%. Dies liegt hauptsächlich an einer Verringerung der liquiden Mittel infolge der Kuju-Übernahme. Auf der anderen Seite gab es gleichzeitig einen Anstieg der sonstigen kurzfristigen Vermögensgegenstände, hauptsächlich sonstigen Forderungen und geleisteten Anzahlungen, von EUR 1,0 Mio. auf EUR 3,1 Mio.

Auf der Passivseite stieg das Eigenkapital von EUR 9,3 Mio. auf EUR 12,9 Mio. Hierin spiegelt sich sowohl das positive Jahresergebnis wider wie auch die Wandlung der ausstehenden Wandelanleihe. Währungsdifferenzen schlügen sich nach EUR -0,1 Mio. im Vorjahr nun mit EUR -1,8 Mio. nieder. Das Eigenkapital je Aktie belief sich damit auf rund EUR 0,48 (2006: EUR 0,40).

Die Langfristigen Verbindlichkeiten der Gesellschaft wurden von EUR 10,8 Mio. auf EUR 8,2 Mio. reduziert und bestanden aus Darlehen in Höhe von EUR 8,2 Mio. (2006: EUR 8,2 Mio.).

Die kurzfristigen Verbindlichkeiten haben sich von EUR 3,4 Mio. auf EUR 8,1 Mio. mehr als verdoppelt. Dies ist im Wesentlichen auf einen Anstieg der sonstigen Rückstellungen von EUR 0,9 Mio. auf EUR 2,5 Mio. und eine Rückstellung von Kuju für einen möglichen Verlust aus einem Kundenprojekt in Höhe von EUR 1,6 Mio. zurückzuführen.

### Mitarbeiter

Zum 31. Dezember 2007 waren unter dem Dach der Catalis SE 457 Mitarbeiter (Vorjahr: 396 Mitarbeiter) beschäftigt. Dies entspricht einem Zuwachs von 61 Mitarbeitern. 198 Personen waren bei Testronic beschäftigt und weitere 257 Personen bei Kuju plc. Die Catalis Holding beschäftigte im Geschäftsjahr 2007 zwei Mitarbeiter (Vorjahr: 1).

## Financial Situation

### Cash Flow

In the fiscal year 2007, Catalis SE generated a cash flow from operating activities of 1.9m euros (2006: 2.8m euros). Apart from the profit after tax, this reflects mainly an increase of current liabilities by 2.5m euros, depreciation of 1.0m euros and provisions of 1.6m euros.

The cash flow from investing activities amounted to -7.2m euros (2006: -5.5m euros). This reflects proceeds from long-term assets of 0.9m euros (14.7% stake in Kuju), (net) investments in property, plant and equipment amounting 1.1m euros and the acquisition of Kuju plc accounting for 7.0m euros.

Taking into account a net effect of currency translation in cash and cash equivalents of -0.5m euros, the company's total cash flow for the fiscal year 2007 amounted to -5.8m euros (2006: 5.4m euros) resulting into a cash position at the end of the year of 2.7m euros.

### Supplementary Report

On January 03, 2008 Catalis N.V. held an Extraordinary Shareholders' Meeting to vote upon the conversion of the company's legal form to a Societas Europaea (SE) and the composition of the new Board. All agenda items at this meeting were adopted unanimously.

In February 2008, the change of the legal form has successfully been registered with the companies register. Thus, the company is now officially operating under the name of Catalis SE.

On April 02, 2008, Catalis SE announced that the negotiations for the planned acquisition of Game-Instinct, a US-based provider of quality assurance testing services for the video game industry, were cancelled. This announcement has to be seen in the light of a make or buy decision as the company will now serve the US games testing market via its own Testronic subsidiary, based in Los Angeles.

On July 28, 2008, Catalis SE announced several adjustments to its financial accounts as a result of the FREP audit. DPR/FREP an associated organisation to the German BAFIN randomly picks the annual accounts of companies listed on German stock exchange for reviews. Catalis SE accounts of 2006 got picked for review. Except for a number of aspects in transactions accounting and DPR and Catalis management were in agreement with regard to the accounting policy. While not necessarily agreeing on the IFRS interpretations of DPR, Catalis agreed on implementing certain changes to its 2006 accounts that also have an effect on 2007 and 2008. All adjustments and the effects on our accounts are described in detail in the relevant chapters of this document.

## Finanzlage

### Cashflow

Im Geschäftsjahr 2007 erzielte die Catalis SE einen Cashflow aus operativer Tätigkeit in Höhe von EUR 1,9 Mio. (2006: EUR 2,8 Mio.). Neben dem Jahresergebnis spiegeln sich hierin insbesondere ein Anstieg der kurzfristigen Verbindlichkeiten in Höhe von EUR 2,5 Mio., Abschreibungen in Höhe von EUR 1,0 Mio. und Rückstellungen in Höhe von EUR 1,6 Mio. wider.

Der Cashflow aus Investitionstätigkeit belief sich auf EUR -7,2 Mio. (2006: -EUR 5,5 Mio.). Hierin enthalten sind Erlöse aus dem Abgang von Anlagevermögen (14,7%-Beteiligung an Kuju) in Höhe von EUR 0,9 Mio., Nettoinvestitionen in Sachanlagen in Höhe von EUR 1,1 Mio. und die Übernahme der Kuju plc. mit EUR 7,0 Mio.

Unter Berücksichtigung von Währungsdifferenzen bei der Umrechnung der liquiden Mittel in Höhe von EUR -0,5 Mio. ergibt sich für die Gesellschaft ein Gesamtcashflow für das Geschäftsjahr 2007 in Höhe von EUR -5,8 Mio. (2006: 5,4 Mio.), woraus zum Jahresende ein Bestand an liquiden Mitteln in Höhe von EUR 2,7 Mio. resultiert.

### Nachtragsbericht

Am 03. Januar 2008 führte die Catalis N.V. eine außerordentliche Hauptversammlung durch, um über die Umwandlung der Rechtsform in eine Europäische Gesellschaft (SE) zu entscheiden. Alle Tagesordnungspunkte wurden dabei von den anwesenden Aktionären einstimmig angenommen.

Im Februar 2008 wurde die Änderung der Rechtsform erfolgreich in das Handelsregister eingetragen. Die Gesellschaft firmiert seit dem offiziell als Catalis SE.

Am 02. April 2008 gab die Catalis SE den Abbruch der Verhandlungen über die geplante Übernahme von GameInstinct, einem US-amerikanischen Dienstleister für Qualitätssicherung bei Videospielen, bekannt. Diese Ankündigung muss vor dem Hintergrund einer Make-or-Buy Entscheidung gesehen werden. Die Gesellschaft wird den US-Markt für das Qualitätssicherung bei Videospielen nun über ihren eigenen Testronic-Standort in Los Angeles bedienen.

Am 28. Juli 2008 gab die Catalis SE als Ergebnis einer DPR-Prüfung diverse Änderungen an ihren Jahresabschlüssen bekannt. Die DPR ist eine von der BaFin mit regelmäßigen Zufallsprüfungen der Jahresabschlüssen aller in Deutschland börsennotierten Gesellschaften betraute Organisation. Im Jahr 2008 wurde der Jahresabschluss 2006 der Catalis SE für eine solche Prüfung ausgewählt. Abgesehen von einigen Fragen bei der Bilanzierung von Akquisitionen stimmten die DPR und das Catalis Management bei der Interpretation der Rechnungslegung überein. Obwohl die Gesellschaft nicht unbedingt mit allen Auslegungen der IFRS-Regeln durch die DPR übereinstimmt, hat die Gesellschaft die geforderten Änderungen an den Jahresabschlüssen 2006, die ebenfalls Auswirkungen auf die Jahre 2007 und 2008 haben, akzeptiert.



On January 07, 2009, Catalis SE, announced a review of its global operations. While both, the DVD film market and the market for computer games have performed reasonably well in the current downturn and have been less affected by the credit crunch than other markets, Catalis was unable to withdraw itself entirely from the effects of the downturn. As part of the global slowdown Catalis' subsidiary Kuju, which produces state of the art computer games, was unable to sign some of the projects which it had planned to sign particularly during the months of November and December 2008. Catalis expects that costs of the reorganisation will not exceed EUR 1 million.

On January 12, 2009, Catalis SE announced the appointment of Mr. Jeremy Lewis as an addition executive member of the Board of Directors and a capital increase. The capital increase was designed to strengthen the company's capital base ahead of uncertain times and to fund the previously announced restructuring. The company said to increase its existing capital of EUR 2,689,077.50, consisting of 26,890,775 shares with a nominal value of EUR 0.10 each by up to EUR 896,359.20 or up to 8,963,592 shares.

The issue price per share was set to EUR 0.15 generating new funds for the company of approx. EUR 1.3 million. In addition to the capital increase, a payout of maximum 2.4 million shares to the Kuju Management, in line with the Kuju acquisition, was announced to take place in the first quarter of 2009.

## Risk Report

### Substantial Trends or Unfulfilled Expectations

The main risk for all of Catalis SE's business activities and product development lies predominately with consumer interest and demand. Building on the developments in the media and entertainment industry, we depend on the developments of these industries driving forces. Technological change, variations in end users behavioural patterns represent a risk as well as an opportunity for our business. Therefore, the major risk for our business is a material change or downturn of the pattern in the whole media and entertainment industry or a substantial reduction or lack of quality in our services.

Catalis SE is designed to have a broad portfolio of high quality services, a distinguishing characteristic that allows our business to anticipate and prepare for all eventualities. Catalis SE has taken this stance from the beginning, making sure that we are at the forefront of all modern trends in technology and content, placing us at the top of the industry.

## Forecast Report

Due to the release date of our 2007 annual report, the forecast report takes a view from December 2008 into the full year 2008 and provides an outlook on the markets in 2009.

While the first half of 2008 was unaffected by the financial crisis that surfaced more clearly in the second half of the year, we are cautious with regard to our expectations for 2009. The second half of 2008 already showed some effect in both divisions.

Am 07. Januar 2009 gab die Catalis SE eine Reorganisation ihres weltweiten Geschäfts bekannt. Obwohl sich sowohl der DVD Filmmarkt, als auch der Markt für Computerspiele in den aktuellen gesamtwirtschaftlichen Gegebenheiten einigermaßen gut behauptet haben und weniger als andere von der Situation an den Finanzmärkten betroffen waren, konnte sich Catalis dennoch nicht vollständig der Auswirkungen der Krise entziehen. Das Tochterunternehmen Kuju, welches modernste Computerspiele entwickelt, konnte diverse Auftragseingänge, die für die Monate November und Dezember 2008 geplant waren, nicht zum Abschluss bringen. Catalis geht davon aus, dass die Kosten der Maßnahmen unter EUR 1 Mio. bleiben werden.

Am 12. Januar 2009 gab die Catalis SE die Berufung von Jeremy Lewis als weiteren Executive Director bekannt und kündigte außerdem eine Kapitalerhöhung an. Die Kapitalerhöhung dient zur Stärkung der Kapitalbasis in unsicheren gesamtwirtschaftlichen Zeiten und der Finanzierung der geplanten Restrukturierung. Die Gesellschaft kündigte an, das bestehende Grundkapital von EUR 2.689.077,50, bestehend aus 26.890.775 Aktien zum Nominalbetrag von EUR 0,10 um bis zu EUR 896.359,20 oder bis zu 8.963.592 Aktien zu erhöhen. Der Ausgabepreis pro Aktie wurde EUR 0,15 festgesetzt. Die Gesellschaft erwartete dementsprechend einen Mittelzufluss von bis zu ca. EUR 1,3 Millionen. Des Weiteren werden im Rahmen der durchgeführten Kuju Akquisition im ersten Quartal 2009 ca. 2,4 Millionen Aktien an das Kuju-Management ausgegeben und zum Handel zugelassen.

## Risikobericht

### Große Trends oder unerfüllte Erwartungen

Die Hauptrisiken für sämtliche Geschäftstätigkeiten der Catalis SE liegen im möglichen Umschwung des Käuferinteresses, an den von uns getesteten oder entwickelten Produkten und Dienstleistungen. Da wir im Medien- und Entertainmentbereich tätig sind, sind wir von den Entwicklungen dieser Industrien abhängig. Technologischer Wandel und Verhaltensänderungen bei den Konsumenten bergen sowohl Risiken als auch Chancen für unsere Geschäftstätigkeit. Die weiter verbilligten DVDs beeinflussen den Markt, der nur mit aktuellen, hochklassigen, differenzierteren Angeboten weiter wachsen kann.

Ein charakteristisches Merkmal der Catalis SE ist ihr breit aufgestelltes Dienstleistungsportfolio, welches es der Gesellschaft erlaubt auf alle Eventualitäten zu reagieren. Diesen Ansatz verfolgt Catalis SE schon seit jeher, um auch auf die Entwicklung neuer Marktrends von Anfang an reagieren zu können und sich so eine führende Position innerhalb der Branche zu sichern.

## Prognosebericht

Aufgrund des späten Veröffentlichungsdatums für den Geschäftsbericht 2007, ist dieser Prognosebericht aus dem Blickwinkel des Dezember 2008 geschrieben. Er blickt sowohl zurück auf das Gesamtjahr 2008, als auch voraus auf das Jahr 2009.

Nachdem die erste Hälfte des Geschäftsjahres 2008 von der Finanzkrise noch relativ unbeeinflusst blieb, wurde das Negativpotenzial der Krise in der zweiten Jahreshälfte schon deutlicher spürbar. Daher sind wir in unseren Erwartungen für das Geschäftsjahr 2009 sehr zurückhaltend. Erste Auswirkungen der Finanzkrise waren im zweiten Halbjahr in beiden Geschäftsbereichen feststellbar.



In general our fields of activities and their underlying markets are not very close to the epicentre of the financial crisis and the subsequent recessionary trends that presents themselves more and more on a global basis. While the automotive industry and others, where decisions to buy a product are more like investment decisions to be taken by the private household, already suffer significantly, the market for home entertainment software still shows a stable situation.

In order to make an assumption on the effects of the financial crisis and recessionary trends on our business, we need to look at two issues: The ability of our clients to fund developments and marketing projects in film and games and the consumer demand for these products. Both will have an effect on our quality assurance as well as games development divisions.

**Funding requirements:** Most of our clients in both divisions are very large or larger mid sized publishers. Also historically the funding of film and games developments never relied on heavy debt financing and therefore are, to a large extent, independent from the accessibility of bank financing resources. For that reason we do not expect a significant effect from a cut down on credit facilities from the international banking community. On the other hand, publishers in financing their project heavily rely on their cash in hand and their operating cash flow as the most important source of feeding the cash position. This again brings us to the second important issue, consumer demand.

**Consumer demand:** There are contradicting underlying forces for our markets. Actually, if times get worse the customers tend to make more use of home entertainment content. That goes for film DVD and Blu-ray as well as for video games and as such represents a source of additional revenues for the publishing houses. On the other side the growth of the number of units sold also relies on the growth of the number of playing devices (consoles, Blu-ray players) and the installed basis in the market. While the Christmas season 2008 still shows a significant upturn in the number of device units sold, the estimates for 2009 are more pessimistic.

All in all the final impact, defining our business development in 2009, will be the perceived and anticipated development of consumer demand by the publisher houses. Although there are some development projects under review or cancelled by the publishers, or the signing of contracts postponed, we currently do not foresee an overall pessimistic trend in the industry.

Nevertheless, we do not expect 2009 being a year providing a promising environment for exceptional growth. Furthermore we prepare ourselves for a potential downturn in the market, just to be in a solid position when and if a negative impact might arise.

Generell sind unsere Geschäftsaktivitäten und die zugrundeliegenden Märkte nicht so besonders eng mit dem Epizentrum der Finanzkrise und sich daraus ergebenden rezessiven Tendenzen für die Weltwirtschaft verknüpft. Während die Automobilindustrie und ähnliche Branche, in denen der Produktkauf eher einer Investitionsentscheidung der privaten Haushalte ähnelt, bereits deutlich unter der Krise leiden, präsentiert sich der Markt für Unterhaltungssoftware weiterhin in stabiler Verfassung.

Bei der Abschätzung der möglichen Folgen der Finanzkrise und der rezessiven Entwicklungen auf unser Geschäft sind zwei Aspekte besonders zu berücksichtigen: Die Fähigkeit unserer Kunden, Entwicklungs- und Marketingprojekte im Film- und Videospielbereich zu finanzieren und die Nachfrage der Verbraucher nach diesen Produkten. Beides wird Folgen für die weitere Entwicklung unserer Geschäftsbereiche Qualitätssicherung und Videospielentwicklung haben.

**Finanzierungsmöglichkeiten:** Die meisten unserer Kunden in beiden Geschäftsbereichen gehören zu den großen oder größeren Verlagen. Historisch gesehen war auch die Finanzierung von Filmen oder Videospiele nicht auf hohe Fremdfinanzierungen angewiesen. Somit sind diese Projekte zum größten Teil unabhängig von der Kreditvergabe der Banken. Daher erwarten wir keine großen Auswirkungen einer restriktiveren Kreditvergabepolitik der internationalen Bankenlandschaft. Auf der anderen Seite sind die Verlage bei der Finanzierung ihrer Projekte stark abhängig von ihren verfügbaren liquiden Mitteln und ihrem operativen Cashflow als wichtigste Quelle zur Generierung dieser liquiden Mittel. Das führt uns wiederum zu dem zweiten wichtigen Aspekt, der Kundennachfrage.

**Kundennachfrage:** Hier gibt es widersprüchliche Grundströmungen in unseren Märkten. Tatsächlich tendieren Verbraucher dazu, in wirtschaftlich schwierigen Phasen, stärker auf die Produkte der Unterhaltungsindustrie zurückzugreifen. Dies trifft sowohl für Filme auf DVD und Blu-ray als auch für Videospiele zu und eröffnet den Verlagen zusätzliche Einkommensquellen. Auf der anderen Seite hängt das Wachstum der Stückzahlen auch vom Wachstum im Endgeräteverkauf (Konsolen, Blu-ray-Spieler) und von der Gesamtzahl der im Umlauf befindlichen Endgeräte ab. Während im Weihnachtsgeschäft 2008 hier noch ein deutlicher Anstieg der Verkaufszahlen für Endgeräte festzustellen war, sind die Erwartungen für das Jahr 2009 deutlich pessimistischer.

Insgesamt wird unsere Geschäftsentwicklung im Jahr 2009 damit wesentlich von der beobachteten und erwarteten Entwicklung der Konsumnachfrage seitens der Verlage beeinflusst werden. Obwohl einige Entwicklungsprojekte von den Verlagen nochmals einer kritischen Prüfung unterzogen oder abgesagt wurden, oder die Vertragsunterzeichnung zunächst verschoben wurde, können wir derzeit noch keine pessimistische Grundstimmung in der Unterhaltungsindustrie feststellen.

Nichtsdestotrotz glauben wir auch, dass die wirtschaftlichen Rahmenbedingungen im Geschäftsjahr 2009 kein besonders hohes Wachstum erwarten lassen. Darüber hinaus bereiten wir die Gesellschaft sorgfältig auf einen möglichen Abschwung des Marktes vor, um für eventuell aufkommende negative Ereignisse gut gerüstet zu sein.



**Financial Information**

**Finanzinformationen**



## 7. Financial Information

**Consolidated Balance Sheet  
as at December 31, 2007 and 2006**

**Konzernbilanz  
zum 31. Dezember 2007 und 2006**

€k	T€	Notes	2007	2006
<b>Assets</b>	<b>Aktiva</b>			
<b>Non-current assets</b>	<b>Anlagevermögen</b>			
Intangible assets	Immaterielle Vermögensgegenstände	3	364	62
Goodwill	Firmenwerte	4	14,950	6,899
Property, plant and equipment	Sachanlagen	5	1,861	966
Investments	Beteiligungen	6	0	866
Deferred tax	Latente Steuern	22	1,411	1,288
<b>Total non-current assets</b>	<b>Anlagevermögen gesamt</b>		<b>18,586</b>	<b>10,081</b>
<b>Current assets</b>	<b>Umlaufvermögen</b>			
Trade receivables	Forderungen aus L.L.	7	4,584	3,584
Tax and social securities	Steuern und Sozialversicherungen		124	151
Income tax	Steuern von Einkommen und Ertrag		9	115
Other current assets	Sonstige Vermögensgegenstände	8	3,128	1,028
Cash and cash equivalents	Liquide Mittel	9	2,722	8,546
<b>Total current assets</b>	<b>Umlaufvermögen gesamt</b>		<b>10,567</b>	<b>13,424</b>
<b>Total assets</b>	<b>Aktiva gesamt</b>		<b>29,153</b>	<b>23,505</b>
<b>Liabilities and equity</b>	<b>Passiva</b>			
<b>Total Equity</b>	<b>Eigenkapital</b>			
Share capital	Gezeichnetes Kapital	10	2,689	2,296
Capital reserve	Kapitalrücklagen		18,540	15,747
Share based payments	Aktienbasierte Vergütung		731	37
Convertible debenture loan reserve	Zinsrückstellung für Wandelanleihe		-	521
Currency differences	Währungsdifferenzen		(1,790)	(147)
Accumulated profit/ (deficit)	Bilanzgewinn/ (Verlust)		(7,314)	(9,144)
<b>Total equity</b>	<b>Eigenkapital gesamt</b>		<b>12,856</b>	<b>9,310</b>
<b>Liabilities</b>	<b>Verbindlichkeiten</b>			
<b>Non-current liabilities</b>	<b>Langfristige Verbindlichkeiten</b>			
Deferred tax liability	Latente Steuern	22	53	240
Convertible bond	Wandelanleihe	11	-	2,418
Loans	Langfristige Bankverbindlichkeiten / Darlehen	12	8,180	8,180
<b>Total non-current liabilities</b>	<b>Langfristige Verbindlichkeiten gesamt</b>		<b>8,233</b>	<b>10,838</b>
<b>Current liabilities</b>	<b>Kurzfristige Verbindlichkeiten</b>			
Bank overdraft	Überziehungskredit	13	8	0
Trade and other payables	Verbindlichkeiten aus L.L.	14	5,073	2,855
Taxes and social securities	Verbindlichkeiten aus Steuern		1,321	150
Income tax	Steuern von Einkommen und Ertrag		10	274
Provisions	Rückstellungen	15	1,652	78
<b>Total current liabilities</b>	<b>Kurzfristige Verbindlichkeiten gesamt</b>		<b>8,064</b>	<b>3,357</b>
<b>Total liabilities and equity</b>	<b>Passiva gesamt</b>		<b>29,153</b>	<b>23,505</b>

The accompanying notes to these balance sheets form an integral part of these consolidated financial statements.



**Consolidated Income Statement for the years  
ended December 31, 2007 and 2006**

**Konzern-Gewinn- und Verlustrechnung  
für die Geschäftsjahre 2007 und 2006**

€k	T€	Notes	2007	2006
Sales	Umsatz	18	34,619	10,988
Other income	Sonstige Erträge	19	108	170
Income from investments	Erträge aus Beteiligungen	-	-	306
Cost of sales	Herstellungskosten		(5,262)	(1,845)
<b>Gross profit</b>	<b>Rohertrag</b>		<b>29,465</b>	<b>9,619</b>
Personnel costs	Personalaufwand	20	20,497	5,042
Depreciation fixed assets	Abschreibungen		915	209
Amortisation intangible assets	Abschreibungen für immaterielle Vermögensgegenstände		126	7
General and administration	Verwaltung		5,251	1,700
<b>Profit from operations</b>	<b>Operatives Ergebnis</b>		<b>2,676</b>	<b>2,661</b>
Interest income	Zinsergebnis		(764)	(231)
Currency translation differences	Währungsdifferenzen		(247)	(211)
<b>Total financial income</b>	<b>Finanzergebnis gesamt</b>	21	<b>(1,011)</b>	<b>(442)</b>
<b>Profit before tax</b>	<b>Ergebnis vor Steuern</b>		<b>1,665</b>	<b>2,220</b>
Income tax	Steuern	22	165	(19)
<b>Profit after tax</b>	<b>Ergebnis nach Steuern</b>		<b>1,830</b>	<b>2,201</b>
Earnings per share	Ergebnis pro Aktie	29		
Basic	Unverwässert		0.07	0.10
Diluted	Verwässert		0.06	0.09

The accompanying notes to these income statements form an integral part of these consolidated financial statements.



**Consolidated Statement of Changes  
in Equity for the years ended  
December 31, 2007 and 2006**

**Konzern-Eigenkapitalveränderungs-  
rechnung für die Geschäftsjahre  
2007 und 2006**

€k	T€	Share Capital	Capital Reserves	Share based payments	Convertible debenture loan reserve	Currency differences	Accumulated profit / (loss)	Total
							Bilanzgewinn	
		Gezeichnetes Kapital	Kapital-rücklagen	Aktien-basierte Vergütung	Rücklage für Wandel-anleihe	Währungs-differenzen		Gesamt
<b>Balance at December 31, 2004</b>	<b>Bilanz zum 31. Dezember 2004</b>	<b>1,573</b>	<b>14,360</b>	-	-	(103)	<b>13,241</b>	<b>2,589</b>
Proceeds from issuance of share capital	Einzahlungen aus der Ausgabe von Aktienkapital	723	1,550	-	-	-	-	2,273
Costs related to issuance of share capital	Kosten aus der Ausgabe von Aktienkapital	-	(147)	-	-	-	-	(147)
Currency translation differences	Differenzen aus Währungsumrechnungen	-	-	-	-	12	-	12
Profit after tax	Jahresergebnis	-	-	-	-	-	1,896	1,896
<b>Balance at December 31, 2005</b>	<b>Bilanz zum 31. Dezember 2005</b>	<b>2,296</b>	<b>15,763</b>	-	-	(91)	<b>(11,345)</b>	<b>6,623</b>
Recognition of equity component 2005 in convertible loan	Eigenkapitalanteil 2005 der Wandelanleihe	-	-	-	521	-	-	521
<b>Adjusted balance at December 31, 2005</b>	<b>Bilanz zum 31. Dezember 2005</b>	<b>2,296</b>	<b>15,763</b>	-	<b>521</b>	<b>(91)</b>	<b>(11,345)</b>	<b>7,144</b>
Costs related to issuance of share capital	Kosten aus der Ausgabe von Aktienkapital	-	(16)	-	-	-	-	(16)
Currency translation differences	Differenzen aus Währungsumrechnungen	-	-	-	-	(56)	-	(56)
Profit after tax	Jahresergebnis	-	-	-	-	-	2,201	2,194
Share based payment	Aktienbasierte Vergütung	-	-	37	-	-	-	37
<b>Balance at December 31, 2006</b>	<b>Bilanz zum 31. Dezember 2006</b>	<b>2,296</b>	<b>15,747</b>	<b>37</b>	<b>521</b>	<b>(147)</b>	<b>(9,144)</b>	<b>9,310</b>
Conversion of bond into shares	Wandlung der Wandelanleihe	393	2,793	-	(521)	-	-	2,665
Share based payment	Aktienbasierte Vergütung	-	-	694	-	-	-	694
Currency translation differences	Differenzen aus Währungsumrechnungen	-	-	-	-	(1,643)	-	(1,643)
Profit after tax	Jahresergebnis	-	-	-	-	-	1,830	1,830
<b>Balance at December 31, 2007</b>	<b>Bilanz zum 31. Dezember 2007</b>	<b>2,689</b>	<b>18,540</b>	<b>731</b>	-	<b>(1,790)</b>	<b>(7,314)</b>	<b>12,856</b>

The accompanying notes to these equity statements form an integral part of these consolidated financial statements.



**Consolidated Cash Flow Statement for the years ended December 31, 2007 and 2006**

**Konzern-Kapitalflussrechnung für die Geschäftsjahre 2007 und 2006**

€k	T€	Notes	31 December 2007	31 December 2006
<b>Cash flow from operating activities</b>	<b>Kapitalfluss aus betrieblicher Tätigkeit</b>			
Profit after tax	Jahresergebnis		1,830	2,201
Adjustments to reconcile profit after tax to net cash provided by operating activities	Anpassungen zur Überleitung des Jahresergebnisses zum Mittelzufluss aus betrieblicher Tätigkeit			
Depreciation	Abschreibungen		1,041	216
Provisions	Rückstellungen		1,574	-12
Share based payment	Aktienbasierte Vergütung		694	37
Interest	Zinsen	21	764	231
Income tax	Ertragssteuern	22	-165	19
(Increase) / decrease in other current assets	(Zu-) Abnahme anderer kurzfristiger Vermögensgegenstände		-446	-1,059
Increase / (decrease) in current liabilities	Zu- / (Abnahme) kurzfristiger Verbindlichkeiten		-2,529	1,328
<b>Cash generated from operations</b>	<b>Mittelzufluss aus betrieblicher Tätigkeit</b>		<b>2,763</b>	<b>2,961</b>
Interest received	Erhaltene Zinsen		28	48
Interest paid	Gezahlte Zinsen		-641	-80
Income tax paid	Gezahlte Ertragssteuern		-207	-166
<b>Net cash generated from operating activities</b>	<b>Aus betrieblicher Tätigkeit erwirtschaftete Zahlungsmittel</b>		<b>1,943</b>	<b>2,763</b>
<b>Cash flow from investing activities</b>	<b>Kapitalfluss aus Investitionstätigkeit</b>			
Proceeds from long term assets	Einzahlungen aus dem Abgang langfristiger Vermögensgegenstände		866	-686
(Purchase)/sale of property, plant and equipment, net	(Kauf) / Verkauf von Sachanlagevermögen (netto)	5	-1,069	-402
Acquisition of subsidiaries net of cash acquired	Kauf von Beteiligungen abzgl. erworbener Zahlungsmittel	27	-7,027	-4,363
Net cash used in investing activities	<b>Aus Investitionstätigkeit erwirtschaftete Zahlungsmittel</b>		<b>-7,230</b>	<b>-5,451</b>
<b>Cash flow from financing activities</b>	<b>Kapitalfluss aus Finanzierungstätigkeit</b>			
Issuance of long term loans	Aufnahme langfristiger Darlehen		0	8,180
Proceeds from issue of share capital	Einzahlungen aus der Aufgabe von Gesellschaftsanteilen		0	-16
<b>Net cash funded / used in financing activities</b>	<b>Aus Finanzierungstätigkeit erwirtschaftete Zahlungsmittel</b>		<b>0</b>	<b>8,164</b>
<b>Net effect of currency translation in cash and cash equivalents</b>	Differenzen aus Währungsumrechnungen		<b>-537</b>	<b>-56</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	Zu- / ( Abnahme) der liquiden Mittel		<b>-5,824</b>	<b>5,420</b>
<b>Cash and cash equivalents at beginning of year</b>	Liquide Mittel zu Beginn der Periode		<b>8,546</b>	<b>3,126</b>
<b>Cash and cash equivalents at end of year</b>	Liquide Mittel am Ende der Periode		<b>2,722</b>	<b>8,546</b>

In 2007 Catalis N.V. purchased Kuju Plc. with a purchase consideration of € 7,142,000, which amount was paid completely at balance sheet date.

In 2007 an amount of € 223,000 acquisition costs were paid for the 2006 acquisition of PMTC N.V. The assets required are further disclosed in note 27 'Business combinations'.

The accompanying notes to these cash flow statements form an integral part of these consolidated financial statements.



**Notes to Consolidated Financial Statements for the years ended December 31, 2007 and 2006  
(all amounts are in thousands of euros, unless otherwise indicated)**

## 1. General

Catalis S.E. ("the Company") and its wholly owned subsidiaries (together "Catalis" or "the Group") provides testing services for the media industry and through the in 2007 acquired Kuju subsidiaries the design and development of interactive computer games for personal computers and video games consoles. The average number of employees of the Group was 418 and 173 in 2007 and 2006 respectively. The office of Catalis is located at Geldropseweg 26-28, Eindhoven, The Netherlands. Catalis S.E. was incorporated on March 24, 2000.

At January 22, 2008 Catalis was transformed from a public limited company ("N.V.") into a European public limited company ("S.E."). The existing Management Board and Supervisory Board were changed into a one-tier Board of Directors (executive and non executive).

The consolidated financial statements of Catalis S.E. for the year ended December 31, 2007 were authorized for issue in accordance with a resolution of the Board of Directors on January 28, 2009.

## 2. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU). The financial statements are prepared in euros, rounded to the nearest thousand. The financial statements have been drawn up on the basis of historical cost, with the exception of certain financial assets, which are valued at fair value.

### New accounting standards

During 2007 the company applied the following new and supplemented IFRS standards and IFRIC interpretations. This has not had any effect on the Financial statements, but has resulted in supplementary notice:

- IFRS 7 Financial Instruments: disclosures
- IAS 1 Amendment – Presentation of Financial Statements

The following standards and interpretations have been published, but have not been applied in advance by the company:

- IFRS 8 – Operating segments
- IAS 23 Amendment – Borrowing costs
- IFRIC 11 – IFRS 2 Group and Treasury Share Transactions
- IFRIC 12 – Service Concession Arrangements
- IFRIC 13 – Customer Loyalty Programs
- IFRIC 14 – IAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interactions.

### Basis of Consolidation

The financial statements comprise those of the parent company and its subsidiaries. Subsidiaries which are directly or indirectly controlled by the Group are consolidated. Control is achieved where the parent company has the power to govern the financial and operating policies of an investee so as to obtain benefits from its activities.

On acquisition, the assets and liabilities of the subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill. Any deficiency between the fair values of the net assets acquired and cost is recognised in the income statement.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition, or up to the effective date of disposal, as appropriate. Entities which are acquired and are controlled, but which will be held for a period less than twelve months, are recorded as assets held for sale.

The consolidated financial statements are based on the financial statements of the individual companies which have been drawn up using standardised group accounting policies. All companies in the group have the same reporting date of 31 December.

All significant intercompany transactions and balances between group entities are eliminated on consolidation.

At the end of 2007 Catalis S.E. (ultimate parent company) held the following direct and indirect participations:

Entity	Place of incorporation	Ownership Interest
aeco International GmbH	Germany	100 %
Aerostream Inc.	USA	100 %
Testronic Laboratories Ltd.	UK	100%
aeco Options B.V.	The Netherlands	100%
Testronic GmbH	Germany	100%
Testronic SpZoo	Poland	100%
International Quality Control Inc.	USA	100%
Testline Ltd.	UK	100%
PMTC N.V.	Belgium	100%
Catalis Development Services Ltd.	UK	100%
Kuju Entertainment Ltd.	UK	100%
Simis Ltd.	UK	100%
Kuju Sheffield Ltd.	UK	100%
Double Six Video Games Ltd.	UK	100%
Nik Nak Games Ltd.	UK	100%
Zoe Mode Entertainment Ltd.	UK	100%
Kuju Plc.	UK	100%



Details of the subsidiaries which have been consolidated in the group financial statements at 31 December 2007 are as follows:

Name of subsidiary	Country of incorporation (registration)	Ownership %	Voting rights %	Principal activity
aeco International GmbH	Germany	100	100	None
Aerostream Inc..	USA	100	100	Testing
Testronic Laboratories Ltd	UK	100	100	Testing
aeco Options B.V.	The Netherlands	100	100	None
Testronic GmbH	Germany	100	100	None
Testronic SpZoo	Poland	100	100	Testing
International Quality Control Inc.	USA	100	100	Testing
Testline Ltd.	UK	100	100	Testing
PMTC N.V.	Belgium	100	100	Testing
Catalis Development Services Ltd.	UK	100	100	Intermediate holding
Kuju Entertainment Ltd.	UK	100	100	Games development
Simis Ltd.	UK	100	100	Dormant
Kuju Sheffield Ltd.	UK	100	100	Dormant
Double Six Video Games Ltd.	UK	100	100	Dormant
Nik Nak Games Ltd.	UK	100	100	Dormant
Zoe Mode Entertainment Ltd.	UK	100	100	Dormant
Kuju Plc.	UK	100	100	Games development

## Business Combinations

Acquisitions of subsidiaries and businesses are accounted for using the purchase method. The cost of the business combination is measured as the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 Business Combinations are recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5, which are recognised and measured at fair value less costs to sell.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

## Foreign Currencies

The group has designated the British Pound as its functional currency, as this is the currency of the economic environment in which the group in majority operates. Nevertheless Catalis SE has designated the Euro as its reporting currency, due to the fact that the company is listed at the Frankfurt stock market and the majority of its shareholders has its habitat in the Euro region.

Transactions in currencies other than Euros are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date.

Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Gains and losses arising on exchange are included in the income statement, except for the gains and losses on monetary items that form part of Catalis' investment in foreign operations, which are included in non realised results under equity (IAS 21.32).

## Impairment

At each reporting date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.



## Use of estimates in the preparation of the financial statements

In preparing the financial statements, management is required to make estimates and assumptions which affect reported income, expenses, assets, liabilities and disclosure of contingent assets and liabilities. Use of available information and application of judgement are inherent in the formation of estimates. Actual results in the future could differ from such estimate.

## Intangible assets

Intangible assets are initially measured at cost. After initial recognition the benchmark treatment is that intangible assets should be carried at cost less any amortisation and impairment losses. The amortisation method reflects the pattern of benefits, whereas a time frame of 5 years is used with a discounting WACC interest rate of 11.5% in average. Subsequent expenditure on an intangible asset after its purchase or completion are recognised as an expense when it is incurred, unless it is probable that this expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standard of performance and the expenditure can be measured and attributed to the asset reliably.

Amortisation is computed on a degressive basis (reflects the pattern of benefits) over the following estimated useful life:

Client lists	5 years
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## Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary, associate or jointly controlled entity at the date of acquisition. Goodwill is recognised as an asset. Goodwill is tested for impairment on an annual basis in respect of the cash generating unit to which the goodwill attaches. If the recoverable amount of the cash generating unit is less than the carrying amount of the investment, the impairment to the related goodwill is recognised in the profit and loss account.

Goodwill arising on the acquisition of an associate is included within the carrying amount of the associate.

Goodwill arising on the acquisition of subsidiaries and jointly controlled entities is presented separately in the balance sheet.

On disposal of a subsidiary, associate or jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The economic life of goodwill has been determined as indefinite.

## Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment loss. Depreciation is computed on a straight-line basis over the estimated useful lives. When assets are sold or retired, their cost and accumulated depreciation are eliminated for the accounts and any gain or loss resulting from their disposal is included in the income statement.

## Trade and other receivables

Trade receivables are stated at their amortised cost less any provisions for doubtful debts.

## Financial instruments

### Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings, no debt (so no gearing ratio).

### Financial risk management objectives

The management of the company monitors and manages the financial risks relating to the operations of the Group by management reports. These risks mainly include credit risk, price risk, interest risk and currency risk.

The Group is not using derivative financial instruments to hedge these risk exposures. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

There has been no change to the Group's exposure to credit risk and interest risks.

### Interest rate risk

The Group is exposed to interest rate risk on a limited basis. All non-current financial liabilities are outstanding at fixed interest rates. Net profit and equity reserves would not be affected as these liabilities are valued at amortised cost.



## Credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counter parties.

Trade receivables consist of a large number of customers. Ongoing credit evaluation is performed.

The group does not have any significant credit risk exposure to any single counter party or any group of counter parties having similar characteristics. Concentration of credit risk did not exceed 5% of gross monetary assets at balance sheet date.

As of December 31, 2007 and 2006, the Company had accounts receivable from five major customers that accounted for 28% and 27% of total accounts receivable.

During the year ended December 31, 2007 and 2006, revenues from five major customers accounted for 49% and 40% of total revenues.

## Price risk

The Group does not hold any equity investments at balance date.

## Currency risk

The Group is exposed to currency risks due to exchange rate fluctuations in connection with the activities denominated in foreign currencies and other foreign currency transactions. The currency risks mentioned exist in particular with respect to the exchange rate between the US dollar, British Pound and the Euro. Risks in connection with other foreign currencies are only of minor significance.

Hedges to mitigate these risks were not entered into since the dates of the future cash flows denominated in foreign currencies are not certain.

In order to determine the effect of exchange rate changes deemed possible as at the balance sheet date, the effect of a change in the exchange rate of the US dollar and the British Pound by 10% would have an effect of Euro T400 on the operational result of the Group.

## Bank balances and cash

Cash and cash equivalents consist of cash on hand and balances with banks, and investments in money market instruments which are readily available.

Cash and cash equivalents are measured at fair value, based on the relevant exchange rates at balance sheet date.

## Financial Liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal repayments and amortisations.

## Trade payables

Trade payables are stated at their amortised cost.

## Accounting for Operating Lease

Leases of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under an operating lease are recognised as an expense on a straight-line basis over the lease term.

## Provisions

A provision is recognised when, and only when, the Group has a present obligation (legal or constructive) as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation.

## Convertible bond

Convertible bonds that can be converted into share capital at the option of the holder are considered and accounted for as compound financial instruments, consisting of a liability component and an equity component.

At the date of issue the fair value of the liability component of a convertible bond is estimated using a market interest rate for similar non-convertible debt. This amount is recognised as a liability on an amortised cost basis until extinguished on conversion or maturity of the bond. The remainder, being the difference between the proceeds of issue of the convertible debenture loans and the fair value assigned to the liability component, representing the embedded option for the holder to convert the debenture loan into equity of the company, is allocated to the conversion option. This conversion option is recognised directly in equity, net of tax. The equity component remains unchanged throughout the life of the instrument, unless conversion takes place. The dedicated convertible bond reserve is then released to retained earnings upon conversion.

## Reserves

The Currency Reserve is intended for reflection of translation differences arising from the translation of net investments in foreign subsidiaries (including long term monetary items in foreign entities).

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('the vesting date').



## Revenue Recognition

For products which are still under development, revenue is recognised net of sales taxes and discounts as and when goods delivered to customers are accepted to the full satisfaction of the customer. For standard (fully developed) products revenue is recognised net of sales taxes and discounts at the moment of delivery of the goods to the customer. Costs of sale are matched to the revenue as it is recognised.

Revenue from rendering services is recognised by reference to the stage of completion when this can be measured reliably. The stage of completion is determined based on surveys of work performed.

Royalties are accounted for according to date of receipt or notification of amounts receivable.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

## Government grants

Government grants towards research expenditure and training costs are recognised in the income statement over the periods necessary to match them with the related costs and are included in 'other income'.

## Defined Contribution Plans

The Group sponsors defined contribution plans based on local practices and regulations. The plans cover full-time employees and provide for contributions ranging from 0% to 5% of salary. The Group's contributions relating to defined contribution plans are charged to income in the year to which they relate.

## Share-based payment transactions

Employees (including senior executives) of the group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ('equity-settled transactions').

The cost of equity-settled transactions with employees, for awards granted after 7 November 2002, is measured by reference to the fair value at the date on which they are granted. The fair value is determined by an external valuer using an appropriate pricing model, further details of which are given in Note 16.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('the vesting date'). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the group's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, the minimum expense recognised is the expense as if the terms had not been modified. An additional expense is recognised for any modification, which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

## Income taxes

### Current income tax

Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the balance sheet date.

### Deferred income tax

Deferred income tax is provided using the liability method on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for deductible temporary differences and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Not recognized deferred income tax assets are reassessed at each balance sheet date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.



Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to offset current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same tax authority.

## Segments

The company's primary segment information is based on geographical segmentation by location of assets. The company is active in two business segment: testing (quality assurance) and games development. Each geographical segment contains assets and operations that are subject to risks and returns, distinct to the segment. Costs reported in the segments are primarily costs directly attributable to those segments. Non-allocated revenues and costs are shown as a separate segment and contain corporate overheads, corporate project costs and all other items that cannot be allocated.

Segment reporting reflects the company's management and internal reporting structure.

## Contingencies

Contingent liabilities are not recognised in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognised in the financial statements but disclosed when an inflow of economic benefits is probable.

## Use of Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. These estimates are reviewed periodically and as adjustments become necessary, they are reported in the income statement in the period in which they become known.

## Judgements and assumptions

In the process of applying the Company's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognized in the financial statements:

### Impairment of Goodwill

The Company determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the 'value in use' of the cash-generating units to which the goodwill is allocated. Estimating a 'value in use' amount requires management to make an estimate of the expected future cash flows from the cash-generating unit and also to determine a suitable discount rate in order to calculate the present value of those cash flows. Further details are contained in section Goodwill.

## Deferred tax assets

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in section Income taxes.

## Income taxes

The company is subject to income taxes in various jurisdictions. Significant judgement is required in determining the worldwide liability for income tax and the valuation of deferred income tax assets. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recognised, this will impact the income tax position and deferred income tax assets and liabilities in the applicable period.

## 3. Intangible assets

Intangible assets include the following:

€k	Dec 31, 2007	Dec 31, 2006
<b>Cost</b>		
Cost at January 1	69	-
Additions	-	69
Acquired on acquisition of Kuju	468	-
Translation differences	-40	-
Disposals	-	-
<b>Cost at December 31</b>	<b>497</b>	-
<b>Accumulated amortisation</b>		
Accumulated amortisation at January 1	7	-
Amortisation for the year	126	7
Accumulated amortisation through acquisition of a subsidiary	-	-
Disposals	-	-
<b>Accumulated amortisation at December 31</b>	<b>133</b>	7
<b>Net book value</b>	<b>364</b>	<b>62</b>

Concerns the recognised part of the acquisition price of subsidiaries which can be referred to the value of the acquired client lists. The value of the client lists is determined as a calculation of the expected benefits over the next five years with a WACC discount of on average 11.5%. The amortisation follows the pattern of expected benefits and is therefore degressive.



#### 4. Goodwill

The movement in goodwill is as follows:

€k	2007	2006
<b>Cost</b>		
Cost at January 1	8,115	4,568
Purchase goodwill subsidiaries	9,119	3,821
Currency adjustment acquired goodwill	-760	0
Currency adjustment goodwill at January 1	-308	0
<b>Accumulated cost at December 31</b>	<b>16,166</b>	<b>8,389</b>
Accumulated impairment		
Accumulated at January 1	1,216	1,216
Impairment for the year	-	-
<b>Accumulated impairment at December 31</b>	<b>1,216</b>	<b>1,216</b>
Adjustments regarding to 2006		
Capitalisation of client list PMTC N.V.	-	(69)
Adjustment goodwill PMTC N.V.	-	(205)
<b>Net book value</b>	<b>14,950</b>	<b>6,899</b>

Goodwill acquired through the acquisition of PMTC N.V. in 2006 has been allocated to the UK-Belgium base QA unit (PMTC N.V. and Testronic UK) as a cash generating unit as defined under IAS 36. The carrying amount of goodwill as of December 31, 2007 was € 3,968,000. In 2007 acquisitions costs of € 223,000 referring to PMTC were added to the amount of goodwill.

Goodwill acquired through the acquisition of International Quality Control Inc. (IQC) has been allocated to the US based QA unit (Testronic US and IQC) as a cash generating unit as defined under IAS 36. The carrying amount of goodwill as of December 31, 2007 was € 2,796,000.

Goodwill acquired through the acquisition of Kuju Entertainment Ltd and Kuju Plc has been allocated to the UK based Kuju unit as a cash generating unit as defined under IAS 36. The carrying amount of goodwill as of December 31, 2007 was € 8,136,000. An amount of € 428,000 of the purchase price of Kuju Plc. was identified as intangible asset (client list).

The recoverable values of the goodwill allocated to cash generating units have been determined based on a value in use calculation.

Referring the goodwill allocated to the individual cash generating units an impairment test has been performed based on the discounted cash flow method (weighted average cost of capital of 14.21% for 5 useful years). A growth rate of zero has been assumed for the cash flow after the five year period. As a result no impairment turned out to be necessary.

#### 5. Property, Plant and Equipment

The movement in property, plant and equipment is as follows:

€k	Dec 31, 2007	Dec 31, 2006
<b>Cost</b>		
Cost at January 1	2,046	1,006
Additions	1,290	489
Acquired on acquisition of a subsidiary	3,352	617
Translation differences	-100	-64
Disposals	-2,232	-2
<b>Cost at December 31</b>	<b>4,356</b>	<b>2,046</b>
<b>Accumulated depreciation</b>		
Accumulated depreciation at January 1	1,080	628
Depreciation for the year	915	209
Accumulated depreciation through acquisition of a subsidiary	2,675	260
Translation differences	-54	-15
Disposals	-2,121	-2
<b>Accumulated depreciation at December 31</b>	<b>2,495</b>	<b>1,080</b>
<b>Net book value</b>	<b>1,861</b>	<b>966</b>

#### 6. Investments

In December 2006 Catalis S.E. already acquired 14.7% of the shares of Kuju plc. Catalis S.E. has published a public offering at 14th December 2006 with the intention to acquire the complete share capital of Kuju plc. The offer price was 25 pence (British Pounds) per share. On 14th December 2006 the stock exchange value per share was 16.25 pence. On 29th January 2007 Catalis N.V. has announced that it's wholly owned subsidiary Catalis Development Services Limited holds a stake of 87.8 percent in Kuju plc, United Kingdom. The public offer was declared wholly unconditional on January 29, 2007. After holding 91.9 percent in Kuju plc. Catalis initiated the squeeze out at Kuju plc. in February 2007. The squeeze out for 100 % of the outstanding shares was completed by April 19, 2007. The Kuju shares at 31 December 2006 are stated at their purchase costs.

The complete purchase price of Kuju Plc amounts to some GBP 4,813,000 or € 7,142,000. Due to the fact that Catalis was in control over Kuju in the beginning of January 2007, the acquisition has been consolidated as of January 1, 2007.



## 7. Trade Receivables

Trade receivables include the following:

€k	Dec 31, 2007	Dec 31, 2006
Accounts receivable	4,584	3,587
Less: provision for doubtful accounts	0	3
<b>Total trade receivables</b>	<b>4,584</b>	<b>3,584</b>

## 8. Other Current Assets

Other current assets include the following:

€k	Dec 31, 2007	Dec 31, 2006
Other receivables and prepaid expenses	3,116	778
Investments	12	0
Prepaid costs acquisition Kuju	0	250
<b>Total other current assets</b>	<b>3,128</b>	<b>1,028</b>

## 9. Cash and Cash Equivalents

Cash and cash equivalents comprise bank balances and cash and are immediately available. The carrying amount of these assets approximates their fair value.

## 10. Share Capital

The authorised share capital of the Company amounts to euro T5,000 divided into 50 million common shares each having a nominal value of euro 0.10 per share.

	2007	2006
Common shares, euro 0.10 par value		
Authorised 50 million;		
Issued and outstanding	26.89m	22.96m

Movements in share capital:

	Shares (thousands)	Amount (€k)	
	2007	2006	2007
<b>Common shares</b>			
<b>Issued and paid-in</b>			
January 1	22,959	22,959	2,296
Conversion of bond into shares	3,931	-	393
<b>December 31</b>	<b>26,890</b>	<b>22,959</b>	<b>2,689</b>
<b>2,296</b>			

Capital reserve relates to the additional capital paid-in.

Share based payments includes the fair value of vested employee obligations based on equity instruments as explained in Note 16.

The currency differences reserve is due to translation of assets, liabilities, income and expenses of subsidiaries with a functional currency which is different from the reporting currency.

The currency differences reserve is not distributable.

## 11. Convertible bond

In September 2005 Catalis NV has issued a convertible bond to finance further growth and the acquisition International Quality Center Ltd in October 2005. Shareholders were entitled at a 4:1 basis to acquire 3,931,250 bond rights in total at an issue price of euro 0.75 per individual bond right. Each bond right entitles the holder to pre-emptive share rights at a price of euro 0.75 per share during a period of 4 years (until October 20, 2009). At the end of this period non converted bond rights will be paid off at a price of euro 0.83 per bond right. The convertible bond bears an interest of 0% with an effective rate of 7.5%. The management board has decided to convert the bond rights into shares in 2007.

## 12. Loans

Concerns loans at the KBC Bank with a total amount of € 8,180,000. The average interest is the Euribor added with 1.25-1.5%. As of January 30, 2008 the loans have to be repaid in half year instalments of € 440,000. To secure the commitments to the bank Catalis has established an equitable mortgage granted by Catalis Development Services Ltd. over 80% of the registered shares of Kuju Plc. and has established a pledge of 80% of the shares of PMTC N.V.

## 13. Bank Overdrafts

As per December 31, 2007 and 2006 the Group has no other credit facilities as those mentioned in the item loans.



## 14. Trade and Other Payables

Trade and other payables include the following:

€k	Dec 31, 2007	Dec 31, 2006
Accounts payable trade	2,012	1,930
Loan Navigator Equity Solutions N.V.	591	0
Accrued expenses	2,470	925
<b>Total trade and other payables</b>	<b>5,073</b>	<b>2,855</b>

This item includes a loan of Navigator Equity Solutions N.V. of € 591,000 with an interest rate of 7.5% per annum. This loan has to be repaid before June 30, 2008.

## 15. Provisions

Provisions at December 31, 2007 relate to warranty claims on services sold and usually cover a period of 15 months after the moment of delivery.

€k	Kuju	Warranty
<b>Balance at 31 December 2006</b>	0	78
Provisions made during the year	1,625	-
Provisions released during the year	0	(51)
<b>Balance at 31 December 2007</b>	<b>1,625</b>	<b>27</b>

One of the clients of Kuju Entertainment Ltd. has terminated in December 2008 a large development contract (agreed and started in 2007) due to disagreement with Kuju about the terms and quality of deliverance of the particular project. Although Kuju is of the opinion that the particular client is not entitled to terminate the contract, a provision has been established for expected loss and liability claims.

## 16. Employee Benefits Obligations

### Defined Contribution Plan

The group sponsors defined contribution plans for its employees based on the local practices and regulations in the United States of America, the United Kingdom, Poland and Belgium. These plans require employer contributions ranging from 0% to 5% of annual salary.

Defined contribution obligations were not significant as of December 2007 and 2006, respectively. These obligations are presented under other payables.

### Share Option Plan

Catalis' policy for the remuneration of the key employees has as objective to attract and retain high quality people and motivate them towards excellent performance, in accordance with Catalis' strategic and financial goals. The remuneration package consists of a base salary and a long-term incentive, currently in the form of stock options. Long-term incentives are linked to long-term drivers and sustained shareholders value creation.

In 2006 and 2007 the group has issued stock options to selected key employees and management personnel. The following stock options are equity-settled share-based payment transactions in accordance with IFRS 2 and comprise three tranches. There have been no cancellations or modifications to the plan during 2006 and 2007.

### Movements

#### Movements in the year

The following table illustrates the number and exercise prices of, and movements in, share options during the year, as well as the grant date and the term of the option:

	Transaction 1	Transaction 2	Transaction 3
Grant date	October 5, 2006	October 5, 2006	March 1, 2007
Granted stock options	500,000	136,500	351,000
Term of the option	5 years	5 years	3.3 years
Exercise price (€)	1.23	1.23	1.32
Outstanding at 1 January 2007	500,000	136,500	-
Granted during the year	-	-	351,000
Forfeited during the year	-	46,500	-
Exercised during the year	-	-	-
Expired during the year	-	-	-
Outstanding at 31 December 2007	500,000	90,000	351,000
Exercisable at 31 December 2007	-	30,000	-



## Term of the option

The remaining term of the stock options as of December 31, 2007 is as follows:

	Grant date	End of term	Remaining term (years)
Transaction 1	October 5, 2006	October 5, 2011	3.8
Transaction 2	October 5, 2006	October 5, 2011	3.8
Transaction 3	March 1, 2007	June 1, 2010	2.4

## Vesting conditions

Any option granted under the stock option plan 2006 and 2007 shall be exercisable and the rights thereunder shall vest at such times and under such conditions as determined by the board at the time of grant, and as shall be permissible under the terms of the plan. For the options granted in 2006 and 2007 different vesting schedules apply:

### Transaction 1 (October 5, 2006)

- 125,000 options (1/4) will vest and become exercisable in the 31 days after 31 December 2007,
- 125,000 options (1/4) will vest and become exercisable in the 31 days after 31 December 2008,
- 125,000 options (1/4) will vest and become exercisable in the 31 days after 31 December 2009,
- 125,000 options (1/4) will vest and become exercisable in the 31 days after 31 December 2010.

### Transaction 2 (October 5, 2006)

- 45,500 options (1/3) will vest and become exercisable 1 November 2007,
- 45,500 options (1/3) will vest and become exercisable after one year i.e. 1 November 2008,
- 45,500 options (1/3) will vest and become exercisable after two years i.e. 1 November 2009.

After the moment the options have vested and have become exercisable, any option may only be exercised during the month November each calendar year.

### Transaction 3 (March 1, 2007)

- 117,000 options (1/3) will vest at the end of the first year,
- 117,000 options (1/3) will vest after the second year,
- 117,000 options (1/3) will vest after three years.

The options can be exercised after they have vested only within 60 days after publication of the interim financial statements resp. annual statements. The right to exercise these options shall remain intact for the duration of the contract of the option holder and upon fulfillment of the contract plus a period of 3 months.

In the event of termination of an optionee's continuous status as an employee during the first three years of the term of the option agreement running from the date of the grant of the option, any options which have not been exercised at that moment shall terminate. In the event of termination of the continuous status as an employee at a point in time after the first three years, the optionee may exercise the options to the extent exercisable on the date of termination, provided that such exercise must occur within six months after the date of such termination, but no later than the date of expiration of the terms of this option. To the extent that the optionee was not entitled to exercise the option at the date of such termination, or does not exercise such option, the option shall terminate.

## Valuation model and input parameters

The fair value of the stock options is measured using a binomial option pricing model taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used for the plan for at the measurement date:

	Transaction 1	Transaction 2	Transaction 3
Share price on the measurement date (€)	1.06	1.06	1.32
Life of the option on the grant date (years)	5.00	5.00	3.25
Exercise price (€)	1.23	1.23	1.32
Expected dividend yield (%)	0.00	0.00	0.00
Risk-free interest rate (%)	3.62	3.62	3.87
Expected volatility of the share price (%)	37.84	37.84	36.67
Option value (€)	0.54	0.54	0.41

The risk-free interest rate is the implied yield currently available on German government issues, with a remaining term equal to the term of the options.

The future volatility for the lives of the options was estimated based on historical volatilities also considering the management's expectation of future market trends.

The expense resulting from the share based payment transactions is recognized during the vesting period on a prorata basis with a corresponding increase in equity. Furthermore the amount recognized is based on the best available estimate of the number of equity instruments expected to vest and is revised, if subsequent information indicates that the number of equity instruments expected to vest differs from previous estimates.



The expense recognised during 2007 is shown in the following table:

€k	2007	2006
Expense arising from equity-settled share-based payment transactions	203	37
Expense arising from cash-settled share-based payment transactions	-	-
<b>Total expense arising from share-based payment transactions</b>	<b>203</b>	<b>37</b>

#### Bonus Kuju management

In connection with the offer to acquire the entire issued share capital of Kuju Plc. in December 2006, Catalis agreed to issue a number of Catalis' ordinary shares for the benefit of the key employees of Kuju Plc. The number of Catalis shares to be issued was to be calculated by reference to the consolidated pre tax profits of Kuju Plc. for the 2007 and 2008 financial years. At December 1, 2008 Catalis has reached a written agreement with the particular employees about fore mentioned bonus share proposal.

	Transaction 2007	Transaction 2008
Grant date	December 1, 2008	December 1, 2008
Granted bonus shares	1,753,081	n.a.
Term of the option	Immediately exercisable	Exercisable after January 1, 2009
Exercise price (€)	0.00	0.00
Outstanding at 1 January 2007	0	0
Granted during the year	1,753,081	-
Exercised during the year	-	-
Expired during the year	-	-
Outstanding at 31 December 2007	1,753,081	0
Exercisable at 31 December 2007	1,753,081	0

The fair value of the bonus shares is measured at market value which equals the share price at the stock market at grant date. The following table lists the inputs to the model used for the plan for at the measurement date:

€k	Transaction 2007
Share price on the measurement date	0.28
Exercise price	0.00

The expense resulting from the share based payment transactions is recognized during the vesting period on a pro-rata-basis with a corresponding increase in equity. Furthermore the amount recognized is based on the best available estimate of the number of equity instruments expected to vest and is revised, if subsequent information indicates that the number of equity instruments expected to vest differs from previous estimates.

The expense recognised during 2007 is shown in the following table:

€k	2007
Expense arising from equity-settled share-based payment transactions	491
Expense arising from cash-settled share-based payment transactions	-
<b>Total expense arising from share-based payment transactions</b>	<b>491</b>

#### 17. Other Options

##### Background

In order to improve relationships with suppliers, business partners and clients the group from time to time enters into option and other agreements which provide certain incentives for such partners and help to strengthen such relationships.

There are no other options outstanding at December 31, 2007.

#### 18. Segment reporting

##### Geographical Segments

The geographical allocation of financials in 2007 is as follows:

€k	Europe	The Americas	Corporate	Total
Sales	29,641	5,086	-	34,727
Cost of sales	-4,779	-483	-	-5,262
<b>Gross profit</b>	<b>24,862</b>	<b>4,603</b>	<b>-</b>	<b>29,465</b>
Personnel costs	16,981	2,658	858	20,497
Depreciation	968	51	22	1,041
General and administration	3,960	584	707	5,251
<b>Profit from operations</b>	<b>2,953</b>	<b>1,310</b>	<b>-1,587</b>	<b>2,676</b>
Segment assets	18,294	2,359	8,500	29,153
Segment liabilities	6,069	255	9,973	16,297



The geographical allocation of financials in 2006 is as follows:

€k	Europe	The Americas	Corporate	Total
Sales	5,400	5,588	-	10,988
Other income	140	-	30	170
Income from investments	-	-	306	306
Cost of sales	921	924	-	1,845
<b>Gross profit</b>	<b>4,619</b>	<b>4,664</b>	<b>336</b>	<b>9,619</b>
Personnel costs	2,157	2,576	309	5,042
Depreciation	114	95	7	216
General and administration	607	714	379	1,700
<b>Profit from operations</b>	<b>1,741</b>	<b>1,279</b>	<b>-359</b>	<b>2,661</b>
Segment assets	8,020	5,729	9,756	23,505
Segment liabilities	1,428	304	12,463	14,195

#### Business segments

The business allocation of financials in 2007 is as follows:

€k	Testing	Games	Corporate	Total
Sales	13,976	20,751	-	34,727
Cost of sales	-1,799	-3,463	-	-5,262
<b>Gross profit</b>	<b>12,177</b>	<b>17,288</b>	<b>-</b>	<b>29,465</b>
Personnel costs	6,747	12,892	858	20,497
Depreciation	289	730	22	1,041
General and administration	2,335	2,209	707	5,251
<b>Profit from operations</b>	<b>2,806</b>	<b>1,457</b>	<b>-1,587</b>	<b>2,676</b>
Segment assets	7,494	13,159	8,500	29,153
Segment liabilities	1,735	4,589	9,973	16,297

In 2006 testing activities were the only line of business.

#### 19. Other income

The other income consists of advisory fees and government grants which were mainly attributed to development and training expenditure.

#### 20. Personnel costs

Personnel expenses are summarised as follows:

€k	2007	2006
Wages and salaries	17,362	4,310
Share based payments	694	37
Pension costs	55	48
Social expenses	1,968	647
Other expenses	418	-
<b>Total personnel expenses</b>	<b>20,497</b>	<b>5,042</b>

The average number of employees for the year was:

€k	2007	2006
The Netherlands	1	1
Germany	-	-
Poland	24	24
Belgium	45	44
United Kingdom	270	25
United States of America	78	79
<b>Total average number of employees</b>	<b>418</b>	<b>173</b>

#### 21. Financial income/ (loss)

Financial income comprises the following:

€k	2007	2006
Interest convertible loan	(151)	(199)
Interest expense	(641)	(80)
Interest income	28	48
Currency translation differences	(247)	(211)
<b>Total financial income – net</b>	<b>(1,011)</b>	<b>(442)</b>



## 22. Income Taxes

Major components of income tax expense for the years ended December 31, 2007 and 2006 are:

€k	2007	2006
Current income tax	26	-236
Deferred income tax relating to origination of convertible bond	39	23
Deferred income tax relating to loss compensation	0	309
Recalculation of deferred tax relating to changes in expected tax rates	100	-74
Other	0	-41
<b>Total</b>	<b>165</b>	<b>-19</b>

The Dutch government has reduced the statutory tax rate from 29.5% in 2006 to 25.5% in 2007. Due to the improved possibility of future loss compensation the deferred tax asset has been calculated at a discount percentage of 12.5% in 2007 compared to 10% in 2006.

A reconciliation between tax expense and the product of the accounting result multiplied by the statutory tax rate of The Netherlands for the years ended December 31, 2007 and 2006 is as follows:

€k	2007	2006
Accounting result before tax	1,665	2,220
Tax at statutory rate	-425	731
Compensation of losses	425	-668
Deferred income tax related to origination of temporary differences	39	-55
Recalculation of deferred tax assets and liabilities at expected tax rate	100	74
Lower effective tax rates foreign subsidiaries	26	-71
Other	0	8
<b>Income tax in income statement</b>	<b>165</b>	<b>19</b>

Deferred tax assets mainly relate to future benefits from tax loss carry forward in The Netherlands, to the extent that it is likely that these benefits will occur. Movements in deferred tax assets are as follows:

€k	2007	2006
Balance as of January 1,	1,288	1,050
Additions to deferred tax assets through Income Statement	100	309
Recalculation of deferred tax relating to changes in expected tax rate	0	-96
Other	23	25
<b>Balance as of December 31</b>	<b>1,411</b>	<b>1,288</b>

After the processing of the 2007 tax result, the tax losses currently amount to approximately € 11 million. Once the liquidation of Aeco International GmbH has been completed for tax purposes in 2008, these tax losses are expected to rise to approximately € 14.7 million.

Deferred tax liability relates to the temporary difference of the equity component of the convertible bond. Movements in deferred tax assets are as follows:

€k	2007	2006
Balance as of January 1,	240	219
Release of deferred tax liability through Income Statement	-39	-23
Release of deferred tax liability through equity as a consequence of the conversion of the bond in 2007	-96	-22
Other	-52	66
<b>Balance as of December 31</b>	<b>53</b>	<b>240</b>

## 23. Leases

The Company and its subsidiaries have various operating lease agreements for machinery, offices and other facilities. Future minimum lease payments as per December 31, 2007 under non-cancellable operating lease are as follows:

€k	2007	2006
Within 1 year	611	299
1 year through 5 years	768	823
After 5 years	58	-
<b>Total future minimum lease payments</b>	<b>1,437</b>	<b>1,122</b>

## 24. Prior period errors

The German regulatory body DPR advised to adjust the financial statements for the year ended 31 December 2006 in the following way:

- Adjustment of goodwill into intangible asset client list regarding PMTC NV and the related amortisation
- Adjustment of the share based payment made by Catalis S.E.
- Adjustment of management fee in goodwill PMTC

All prior period errors are corrected retrospectively by restating the comparative amounts for the prior period presented in which the error occurred.



The following balances were affected by these omissions:

#### Capitalisation of client list

€k	Intangible asset	Equity	Goodwill	Retained income
Management fee goodwill PMTC	-	-	(205)	(205)
Share based payment	-	37	-	(37)
Client list regarding PMTC NV	62	-	(69)	(7)
<b>Total effect</b>	<b>69</b>	<b>37</b>	<b>(274)</b>	<b>(249)</b>

#### 25. Contingent Liabilities

Various legal actions and claims are pending or may be asserted in the future against the Group companies from litigations and claims incident to the ordinary course of business. These mainly include matters relating to warranties and infringement on intellectual property rights. Related risks have been analysed as to likelihood of occurrence. Although the outcome of these matters cannot always be ascertained with precision, management believes that no material liabilities are likely to result.

#### 26. Related party transactions

The parties affiliated to the group, of which Catalis S.E. is the parent company, may be divided into: group companies, members of the Board of Directors and other related parties.

A list of the group companies may be found in the note 'Basis of the consolidation'. Transactions among group companies are eliminated in the consolidation and no further notes are provided on them here. For the remuneration of the members of the Supervisory Board and members of the Board of Directors, reference is made to note 28.

The following related parties can be identified:

Ascendo Management GmbH:	relative of management
Robert Käß:	member of the board of directors

The following transactions were carried out with related parties:

€k	2007
<b>Purchase of services</b>	
Robert Käß: consultancy fee	48
Ascendo Management GmbH: management fee	60
Ascendo Management GmbH: consultancy fee	242

#### 27. Business combinations

In 2006 Catalis SE acquired 100% participations in PMTC N.V. (Belgium) and Catalis Development Services Ltd. (UK).

Through Catalis Development Services Ltd., Catalis SE has acquired in 2007 a 100% participation in the UK base games development servicers Kuju Entertainment Ltd. and Kuju Plc. Kuju Plc. is acting as a holding company for Kuju Entertainment Ltd. The participations in Kuju were acquired after a public offer, which was pronounced on December 14, 2006. The participation in Kuju has been consolidated as from 1 January 2007.

There are no other unconsolidated companies over which the group has control.

Details of net assets acquired and recognised are as follows:

€k	2007	2006
Cash	338	476
Property, plant and equipment	741	395
Working capital	-3,299	352
Net acquired assets	-2,220	1,223
Purchase price including costs	7,365	4,839
<b>Goodwill (including intangible assets)</b>	<b>9,585</b>	<b>3,616</b>
Purchase price including costs	7,365	4,839
Less: cash of acquired companies	338	476
<b>Net cash flow on acquisitions</b>	<b>7,027</b>	<b>4,363</b>

At October 14, 2008 Catalis SE acquired all shares in the Phillipines based limited company Matahari Studios PTY. Ltd. for an acquisition price of US dollar 230,000. The company operates in the segment of games development.



## 28. Emoluments of the Board of Directors and Supervisory Board

Directors' total remuneration approximated euro 192,000 in 2007 and euro 205,000 in 2006 respectively. In 2007 the supervisory board's remuneration was in total euro 7,500 (2006: euro 10,000).

Shares held by members of the Board of Directors and Supervisory Board as at 31 December 2007:

	No. of shares
<b>Family Hoffmann</b>	Member of the Board
	153,728
<b>Wolfgang Pagen</b>	Member of the Supervisory Board
	10,090
<b>Karl Moser</b>	Member of the Supervisory Board
	35,000
<b>Jens Bodenkamp</b>	Member of the Supervisory Board
	39,167

## 29. Earnings per Share

Basic earnings per share are calculated by dividing the net profit for the period attributable to common shareholders by the weighted average number of common shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net result attributable to common shareholders and the weighted average number of shares outstanding are adjusted for the effects of all dilutive common shares from exercise of share options and conversion rights included in the loans. The number of common shares is the weighted average number of common shares plus the weighted average number of common shares which would be issued on the conversion of all the dilutive potential common shares into common shares. Share options are deemed to have been converted into common shares on the date when the options were granted. Conversion rights are deemed to have been converted into common shares at the beginning of the period.

### Earnings per Share for the Year ended 2007

	Income €k	Weighted Average Number of Shares k	Earnings per Share Amount €
<b>Basic earnings per share</b>			
Net profit attributable to common shareholders	1,830	26,890	<b>0.07</b>
Add: Options (share based payment)	0	2,740	
<b>Diluted earnings per share</b>	<b>1,830</b>	<b>29,630</b>	<b>0.06</b>

## Earnings per Share for the Year ended 2006

	Income €k	Weighted Average Number of Shares k	Earnings per Share Amount €
<b>Basic earnings per share</b>			
Net profit attributable to common shareholders	2,201	22,959	<b>0.10</b>
Add: Loan	41	433	
Add: Assumed exercise of convertible bond	114	3,931	
<b>Diluted earnings per share</b>	<b>2,356</b>	<b>27,323</b>	<b>0.09</b>

Eindhoven, January 28, 2009

## Board of Directors

<b>Klaus Nordhoff</b>	<b>Executive member</b>
<b>Robert Käß</b>	<b>Non executive member</b>
<b>Michael Hasenstab</b>	<b>Non executive member</b>
<b>Dominic Wheatley</b>	<b>Non executive member</b>
<b>Jens Bodenkamp</b>	<b>Non executive member</b>



**Company-only Balance Sheet  
as at December 31, 2007 and 2006**

**Einzel-Bilanz  
zum 31. Dezember 2007 und 2006**

€k	T€	Notes	2007	2006
<b>Assets</b>	<b>Aktiva</b>			
<b>Non-current assets</b>	<b>Anlagevermögen</b>			
Goodwill	Firmenwerte	32	6,814	6,899
Intangible assets	Immaterielle Vermögensgegenstände		40	62
Investment in group companies	Anteile an Gruppenunternehmen	33	3,818	3,770
Non current investments	Langfristige Beteiligungen		-	866
Deferred tax	Latente Steuern	34	1,363	1,263
<b>Total non-current assets</b>	<b>Anlagevermögen gesamt</b>		<b>12,035</b>	<b>12,860</b>
<b>Current assets</b>	<b>Umlaufvermögen</b>			
Receivables – group	Forderungen gegenüber Gruppenunternehmen	35	10,921	8,861
Other current assets	Sonstige Vermögensgegenstände	35	156	283
Cash and cash equivalents	Liquide Mittel	36	121	274
<b>Total current assets</b>	<b>Umlaufvermögen gesamt</b>		<b>11,198</b>	<b>9,418</b>
<b>Total assets</b>	<b>Aktiva gesamt</b>		<b>23,233</b>	<b>22,278</b>
<b>Liabilities and equity</b>	<b>Passiva</b>			
<b>Total Equity</b>	<b>Eigenkapital</b>	37		
Share capital	Gezeichnetes Kapital		2,689	2,296
Capital reserve	Kapitalrücklagen		18,540	15,784
Share based payments	Aktienbasierte Vergütung		731	0
Convertible debenture loan reserve	Zinsrückstellung für Wandelanleihe		-	521
Currency differences	Währungsdifferenzen		(1,790)	(147)
Accumulated deficit	Bilanzverlust		(7,314)	(9,144)
<b>Total equity</b>	<b>Eigenkapital gesamt</b>		<b>12,856</b>	<b>9,310</b>
<b>Liabilities</b>	<b>Verbindlichkeiten</b>			
<b>Non-current liabilities</b>	<b>Langfristige Verbindlichkeiten</b>			
Deferred tax liability	Latente Steuern	38	-	135
Convertible bond	Wandelanleihe	39	-	2,418
Long term debt	Langfristige Finanzverbindlichkeiten	40	8,771	8,180
<b>Total non-current liabilities</b>	<b>Langfristige Verbindlichkeiten gesamt</b>		<b>8,771</b>	<b>10,733</b>
<b>Current liabilities</b>	<b>Kurzfristige Verbindlichkeiten</b>			
Liabilities – group	Verbindlichkeiten gegenüber Gruppenunternehmen	41	382	500
Trade and other payables	Verbindlichkeiten aus L.L.	42	1,224	1,735
<b>Total current liabilities</b>	<b>Kurzfristige Verbindlichkeiten gesamt</b>		<b>1,606</b>	<b>2,235</b>
<b>Total liabilities and equity</b>	<b>Passiva gesamt</b>		<b>23,233</b>	<b>22,278</b>



**Company-only Income Statement for the years ended December 31, 2007 and 2006**

**Einzel-Gewinn- und Verlustrechnung für die Geschäftsjahre 2007 und 2006**

€k	T€	2007	2006
Profit after taxes	Ergebnis nach Steuern	1,274	1,454
Profit from subsidiaries	Ergebnis Tochtergesellschaften	556	747
<b>Net Profit</b>	<b>Nettogewinn</b>	<b>1,830</b>	<b>2,201</b>

**Notes to Company-only Financial Statements for the years ended December 31, 2007 and 2006 (in thousands of euros)**

**30. General**

The description of the Company's activities and the Group structure, as included in the notes to the consolidated financial statements, also apply to the Company-only financial statements. The company only financial statements form part of the financial statements 2007 of Catalis S.E. With respect to the company profit and loss account of Catalis S.E. use has been made of the exemption under Article 2:402 of Book 2 of the Netherlands Civil Code.

**31. Summary of Significant Accounting Policies**

In order to determine the accounting policies for its company-only financial statements, Catalis S.E. makes use of the option offered in Article 2:362 (8) of the Netherlands Civil Code. This means that the principles for the valuation of assets and liabilities and the determination of the result of the company-only financial statements of Catalis S.E. are equal to those of the consolidated financial statements.

Under these principles, participations over which significant influence is exerted are valued according to the net asset value method. This means that both the consolidated and the company financial statements have been drawn up in conformity with the International Financial Reporting Standards (IFRS) as adopted within the European Union. A description of those principles may be found in the notes to the consolidated financial statements.

**32. Goodwill**

The movements in goodwill are solely involved with the acquisition of Kuju Plc. and Kuju Entertainment Ltd through the intermediate holding company Catalis Development Services Ltd.

As at balance sheet date, the company assessed the recoverable amount of goodwill, and determined that goodwill was not subject to impairment. The recoverable amount of the cash generating unit (Kuju) is determined based on a value in use calculations which uses cash flow projections based on financial budgets approved by the directors covering a five-year period (including a terminal value), and a discount rate of 14.21% per annum.

The directors believe that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

Further information regarding goodwill may be found in note 4 to the consolidated financial statements.

**33. Investment in Group Companies**

The movement in the investment in group companies as follows:

€k	2007	2006
<b>Book value at January 1</b>	<b>3,770</b>	<b>1,368</b>
Net equity acquired subsidiaries	-	1,249
Net equity liquidated subsidiaries	-	419
Income from subsidiaries	556	747
Reclassification	(44)	44
Share based payments	491	-
Currency translation differences	(955)	(57)
<b>Book value at December 31</b>	<b>3,818</b>	<b>3,770</b>

The reclassification is due to the negative net asset value of Catalis Development Services Ltd. A list of major subsidiaries as required by articles 379 and 414 of Part 9, Book 2 of the Netherlands Civil Code is included in section 2 of the notes to the consolidated financial statements.



**34. Deferred tax**

Deferred tax assets mainly relate to future benefits from tax loss carry forward in The Netherlands, to the extent that it is likely that these benefits will occur. Movements in deferred tax assets are as follows:

€k	2007	2006
Balance as of January 1,	1,263	1,050
Additions to deferred tax assets through Income Statement	100	309
Remeasurement of deferred tax relating to changes in enacted tax rates	-	-96
<b>Balance as of December 31,</b>	<b>1,363</b>	<b>1,263</b>

Notes on the deferred tax assets may be found in section 22 of the notes to the consolidated financial statements.

**35. Other current assets**

Other current assets include prepaid set up costs for a branch of Kuju in the USA amounting to € 95,000.

**36. Cash and cash equivalents**

Cash and cash equivalents comprise of several bank balances. The carrying amount of these assets approximates their fair value.

**37. Equity**

Notes on the equity may be found in note 10 of the notes to the consolidated financial statements.

**38. Deferred tax liability**

Deferred tax liability relates to the temporary difference of the equity component of the convertible bond. Movements in deferred tax assets are as follows:

€k	2007	2006
Balance as of January 1,	135	219
Release of deferred tax liability through Income Statement	-39	-62
Release of deferred tax liability through Equity	-96	
Remeasurement of deferred tax relating to changes in enacted tax rates	-	-22
Other	-	-
<b>Balance as of December 31,</b>	<b>0</b>	<b>135</b>

**39. Convertible bond**

Notes on the convertible bond may be found in section 11 of the notes to the consolidated financial statements.

**40. Long term debt**

Notes on the long term debt may be found in section 12 of the notes to the consolidated financial statements.

**41. Liabilities – group**

Intercompany group liabilities comprise of several current accounts.

**42. Trade and other payables**

Trade and other payables mainly relate to amounts to be paid for the acquisition of Kuju Ltd and PMTC N.V. as well as several other accrued costs.

**43. Personnel**

During the reporting year, the company employed 2 employees (2006: 0).

**44. Prior period errors**

Notes on the prior period errors may be found in section 24 of the notes to the consolidated financial statements.

**45. Related parties**

Included in the profit after taxes is an amount of € 2.5 million regarding charged licence fees and management fees and to subsidiaries. The remuneration paid to the Board of Directors and Supervisory Board is disclosed in the notes to the consolidated financial statements.



## Other Information

### Appropriation of Net Profit after Taxes

The Articles of Association of the company provide that the appropriation of the profit after taxes for the year is decided upon at the Annual General Meeting of Shareholders. Awaiting the decision by the shareholders, the net profit for the year is added to the accumulated profit.

### Events after the balance date

At October 14, 2008 Catalis SE acquired all shares in the Phillipines based limited company Matahari Studios PTY. Ltd. for an acquisition price of US dollar 230,000. The company operates in the segment of games development.

Catalis S.E. announced on January 7, 2009 a review of its global operations.

While both, the DVD film market and the market for computer games have performed reasonably well in the current downturn and have been less affected by the credit crunch than other markets, Catalis was still unable to withdraw itself entirely from the effects of the downturn. As part of the global slowdown Catalis' subsidiary Kuju, which produces state of the art computer games, was unable to sign some of the projects which it had planned to sign particularly during the months of November and December 2008. While most of the key projects have been signed and most of the unsigned projects have been delayed rather than cancelled, it is currently unclear when Kuju will be able to sign the projects or find alternatives. On that basis, Kuju is taking a more cautious approach compared to its recent rapid growth and is expecting to reduce its overall headcount by approximately 10% to better match staffing levels with the current and expected volume of projects. Kuju will continue to seek optimal use of its newly acquired cooperative development facility in Manila, the Philippines.

Testronic Laboratories, the digital media testing business has performed reasonably well in the current conditions and is currently reviewing whether specific measures need to be undertaken. Catalis expects that costs of the reorganisation will not exceed EUR 1 million.

Catalis SE will announce revised guidance for 2008 and its full guidance for 2009 shortly and is confident that the effects for 2008 will be less than 15% below to existing guidance.

Catalis SE, announced at January 12, 2009 that it has appointed Jeremy Lewis as an executive Member of the Board of Directors. Mr. Lewis will focus on operations, strategy and corporate development including the execution of the group restructuring program which was announced last week. Mr. Nordhoff, previously the sole executive director, will focus on finance, M&A and investor relations.

Catalis also announced at January 12, 2009 that, in order to strengthen its capital base ahead of uncertain times and to fund a planned restructuring, it will increase its existing capital of EUR 2,689,077.50, consisting of 26,890,775 shares with a nominal value of EUR 0.10 each by up to EUR 896,359.20 or up to 8,963,592 shares. Shares will be issued with preemptive rights for existing shareholders allowing existing shareholders to subscribe for one new share in Catalis for each three existing shares in Catalis held. No preemptive rights trading will take place.

The issue price per share will be EUR 0.15 reflecting funds raised of up to approx. EUR 1.3 million. Any shares which are not subscribed for by existing shareholders will be offered to institutional investors as part of a private placement. Further details regarding the capital increase will be announced in due course. In addition to the capital increase, a payout of maximum 2.4 million shares to the Kuju Management, in line with the Kuju acquisition, will take place in the first quarter of 2009.



**Additional Information**

**Weitere Informationen**



## 8. Additional Information

### Auditors Report

#### To the Supervisory Board and Shareholders of Catalis S.E.

##### Report on the financial statements

We have audited the accompanying financial statements 2007 of Catalis S.E., statutory seat at Amsterdam, which comprise the consolidated and company balance sheet as at December 31, 2007, the profit and loss account, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

##### Management's responsibility

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Netherlands Civil Code, and for the preparation of the management board report in accordance with Part 9 of Book 2 of the Netherlands Civil Code. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

##### Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with Dutch law. This law requires that we comply with ethical requirements and plan and perform our audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

##### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the financial position of Catalis S.E. as at December 31, 2007, and of its result and its cash flow for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Netherlands Civil Code.

##### Report on other legal and regulatory requirements

Pursuant to the legal requirement under 2:393 sub 5 part e of the Netherlands Civil Code, we report, to the extent of our competence, that the management board report is consistent with the financial statements as required by 2:391 sub 4 of the Netherlands Civil Code.

Rotterdam, January 28, 2009

DRV Accountants en Belastingadviseurs



C.J. Hogendoorn AA

DRV Accountants en Belastingadviseurs is a member of the Moore Stephens International Limited group of independent firms.

## Imprint

### Issuer:

Catalis SE  
Headquarter  
Geldropseweg 26-28  
5611 SJ Eindhoven  
Netherlands  
t +31 40 2135930  
f +31 40 2135604  
[info@catalisgroup.com](mailto:info@catalisgroup.com)  
[www.catalisgroup.com](http://www.catalisgroup.com)

### Layout

[www.dreismann.eu](http://www.dreismann.eu)

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### Herausgeber:

Catalis SE  
Hauptsitz  
Geldropseweg 26-28  
5611 SJ Eindhoven  
Niederlande  
t +31 40 2135930  
f +31 40 2135604  
[info@catalisgroup.com](mailto:info@catalisgroup.com)  
[www.catalisgroup.com](http://www.catalisgroup.com)

### Gestaltung

[www.dreismann.eu](http://www.dreismann.eu)

