



# QUARTERLY GROUP REPORT

of CENTROTEC Hochleistungskunststoffe AG, Marsberg  
*as per June 30, 2002*  
Report by the Management Board

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## Highlights

### 1<sup>st</sup> Half Year 2002

- Increase in Group sales by + 25 %
- Increase of earnings per share \* by + 13%
- Above-proportionate increase of EBIT\* by 32%
- Systems segment growing solidly
- Engineering Plastics segment impaired by economic slowdown

## Outlook

### Continuous Growth 2002

- Overall highly positive growth expectations for the whole year 2002
- Lasting slow economy in 2002
- Update of EPS before depreciation of Goodwill for 2002 of EUR 1.05 – 1.10 to EUR 0.90 – 0.95 (increase compared to previous year of EUR 0.84 by 10%)
- Medium-term growth of 25-30% p.a. not impaired by current economic slowdown

\* = before depreciation of Goodwill

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of CENTROTEC Hochleistungskunststoffe AG, Marsberg

*as per June 30, 2002*

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## **1. Increase in sales 1<sup>st</sup> Half Year by 25%**

During the first half year of 2002 CENTROTEC was able to increase Group sales within the set expectations by 25%. A continuation of the positive trend is visible here, in spite of the repeated, strong worsening of the general economic situation. The second quarter closed slightly "lower" than the first quarter. In A/C systems and gas flue systems, which are significant for sales and earnings, the main share of sales is generated during late summer to autumn. To this extent the next quarters will be clearly stronger for seasonal reasons.

CENTROTEC, through the targeted and successful niche positioning in energy savings technology, has reached a position where the effects due to the economic slowdown are less severe than is the case for the overall economy in Germany and Europe.

Engineering Plastics:

In Engineering Plastics the economic slowdown was felt more strongly due to the fact that incoming orders from the machine and plant construction segment are on the decline. The decline in sales, however, is clearly below the decline in the overall industry. In the high tech sector where, for example, high performance plastics are supplied for clean-room production facilities, sales have almost completely collapsed. The result however shows that we were able to partially compensate these declines through other applications.

Systems:

The quality of sales is good. The Gas-Flue segment all in all remains within the expected limits and in line of sales as well as earnings. For climate systems sales are even above expectations; the acquisition in this segment turned out to be correct. It has proven to clearly enhance sales and profit trends in the boiler market respectively during the second calendar half-year once again. The targets for 2002 are constantly aimed at.

## **2. Result: EBIT increase first half year 2002 by 32 % compared to previous year**

Despite the significant downward trend in the overall economic demand in Germany and Europe EBIT (adjusted by Goodwill depreciation) at Group level could be increased by 32% during the first half year in 2002 compared to the previous year. EBIT thus rose above-proportionately to sales. Moreover, a positive Free Cash Flow amounting to EUR 1.8 million during the first half-year was achieved which, compared to the previous year, improved strongly. The seasonal effect in working capital known from the previous years, i.e. an increase in accounts receivable during the first half-year which later falls drastically, can also be found in the course of 2002. The very positive Cash Flow trend clearly results from the improvement of the Cash Flow from current business activities of EUR 5.9 million (of EUR -4.1 million to + 1.8 million).

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The second quarter, when taking an isolated look, compared to the previous year shows a lower increase in EBIT of around 9%. Since, however, in the previous year the second quarter was strong by comparison, the positive trend in earnings when looking at the entire year will be clearly more significant. Hereby we do not assume – contrary to the beginning of the year 2002 – a distinct recovery of the economy during the 2<sup>nd</sup> half-year of 2002.

For the entire Group the material rate fell by more than 4 per cent points. This is partially due to the acquisition of Brink Climate Systems (product portfolio with lower material rate) and moreover due to enhancing the productivity and optimising purchase activities. Seasonal effects, for example in the boiler market, as well as the strong pre-production at Brink are the main cause for building up inventory in the entire Group. The relative rise in staffing costs is mainly due to the fact that the new acquisitions have a significantly higher depth of production.

The earnings per share adjusted by Goodwill depreciation compared to the first half-year in 2001 rose by approximately 13%. The forecasts for the overall year, despite the economic breakdown in the overall market, are still clearly focused on an increase of earnings. When comparing the quarters to the previous year it must be taken into account that the previous year had a singular effect amounting to approx. Euro 0.5 million from an older take-over. Against this background operative earnings of the Group are approximately 10% above the itemised rates of increase. This explains the relatively clearly stronger impairment of the result in the 2<sup>nd</sup> quarter compared to the previous year.

This effect also explains the relatively lower increase in net income (+3%) as well as a fall in EPS after Goodwill by 3%. An additional cause for this is the strong seasonal business of Brink whereby relatively low earnings face a high Goodwill and interest while at the same time increasing the number of shares.

As has been the case we always achieved during the second half-year a clear rise in earnings and also anticipate this for the second half-year in 2002. Moreover, for 2002 respective cost savings measures are already underway which partially already bear an affect on earnings.

### **3. Solid balance sheet structure further improved**

The capital ratio during the first half-year of 2002, compared to the previous year, could be increased by 1.8 per cent in spite of the acquisition of Brink. In absolute terms the capital ratio could be increased by EUR 10 million during the same period under review.

Against the background of the acquisition of Brink the share of short-term payables compared to the balance sheet total as per June 30, 2002 was constant by comparison with the 2001 date of the balance sheet, while the share of long-term payables rose slightly overall. Compared to March 31, 2002 long-term payables could be reduced by some EUR 1.3 million, and short-term payables during the same period of time were reduced by some EUR 1 million. The clear trend toward dismantling debts continues.

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It is a pleasant development that the acquisitions of Ubbink, Rolf Schmidt and also Brink all justify the balanced Goodwill. This shows itself next to the individual strong positioning of the brands in the respective market segments also in the fact that these acquisitions by now produce an above-average high contribution toward EBIT in the entire Group. The average EBIT margin of these companies will amount to more than 15 % in the year 2002; the absolute EBIT values have enhanced since the respective date of purchase by more than 25% per annum. The added inter-company generated Goodwill makes extraordinary depreciations in the years to come unlikely.

#### **4. Systems – growth increased by 40 %**

The Systems segment again created a pleasant growth by some 40% during the first half-year compared to the same period of time in the previous year. This is partially due to the acquisition of Brink Climate Systems, but also due to a further growth in Gas Flue systems for modern condensing boiler technology. The high customer loyalty due to the fact that high technology and service competence prevails is a distinct competitive advantage for CENTROTEC in this segment.

Stabilising and extending technology leadership in the Flue Gas segment was also actively dealt with during the first half-year in 2002. The entire radiator market during the first half-year tended to be a little slower, for the second half-year boiler manufacturers will have to catch up, which allows sales expectations of CENTROTEC to augment. For condensing boiler technology the point is to realise growth by further substituting metal components through our plastics system in a stagnating market.

#### **5. Engineering Plastics – slow orders due to economic cycle**

Despite a repeated strong decline in the economy we managed to achieve a slight decline of sales only in Engineering Plastics (2 %). This is mainly due to the slow rate of incoming orders from the segment for machine and plant construction.

With the current economic situation effective cost reducing programmes will already show a partial effect on the second half-year with the focus on “Optimisation of the process chain” and “Reduction of material costs”. As soon as the economy recovers the segment should quickly display significant earnings with simultaneous growth.

The market for Composites will be systematically built up and developed. Larger incoming orders however, can only be expected due to what are usually longer project lead times for the following periods and mainly for 2003 and beyond. For individual projects, however, it is already visible that this technology can in future form the basis for a further CENTROTEC story of growth.

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## 6. Positive expectations for the whole year – updating the forecast for earnings

The niche positioning of CENTROTEC continues to secure growth. A long-term trend in growth is consistently aimed at. Contrary to initial expectations, however, we are not assuming a significant recovery of the economy during the 2<sup>nd</sup> half-year in 2002. For the sales and earnings forecast this means that this year, too, despite the decline in the economy, there is no doubt about a renewed increase in sales and earnings. The originally aimed-at rate of increase of EPS by more than 25% this year will be difficult to attain. It is, however, very safe that earnings per share will lie above last year's EUR 0.84; an increase in sales to above EUR 100 million is more or less also secure. For EBIT surely a high double-digit increase, in spite of a slow economy, will be achieved. We are assuming EPS before Goodwill for 2002 at an annual value of EUR 0.90 – 0.95.

The economic "dent" does not question the medium-term growth of EPS by 25 – 30% (1998 – 2001 this rate was even above 50%). To the extent that there will be no recovery of the economy even in 2003 we are counting on EPS before Goodwill of EUR 1.15 – 1.25 (original forecast: EUR 1.25 – 1.35 EUR per share). This corresponds to an increase of around 25-35%. For 2004 we uphold the targeted EUR 1.55 – 1.70 EUR per share as it can not be assumed that the slow market will remain at its current level. The close and limited reversal of the earnings forecast is the first of its kind since the listing on the stock exchange in 1998. Due to the promising future market orientation of Centrotec, underlined once more by the current stability, the company finds itself in an excellent position to continue the high growth even in the long run.

Also in the field of acquisitions the professional acquisition team will continue to look out for eligible candidates. Here, however, a selection is made according to highly demanding ideas in terms of earnings and purchase price so as to benefit again from excellent opportunities.

# KEY FIGURES GROUP

of CENTROTEC Hochleistungskunststoffe AG, Marsberg

at June 30, 2002

in thousand EUR

	30.06.2002	Previous Year**	Change
<b>Total sales</b>	<b>47.966</b>	<b>38.270</b>	<b>25,3%</b>
Engineering Plastics	8.047	8.222	-2,1%
Plastic Systems	36.983	26.814	37,9%
Others	2.936	3.234	-9,2%
<b>Earnings</b>			
Cash flow I (net income and depreciation/amortization)	4.765	3.995	19,3%
EBIT (adjusted*)	5.543	4.198	32,0%
EBIT	4.698	3.796	23,8%
Net income (adjusted*)	2.777	2.285	21,5%
Net income	1.932	1.883	2,6%
Earnings per share (basic, adjusted*)	0,36	0,32	13,3%
Earnings per share (basic)	0,25	0,26	-3,0%
Earnings per share (diluted)	0,25	0,26	-3,0%
Weighted average shares outstanding (basic)	7.659.471	7.193.960	6,5%
Weighted average shares outstanding (diluted)	7.659.471	7.273.826	5,3%
<b>Employees</b>			
Total (FTE)	590	389	51,7%
Personnel expenses	12.233	8.054	51,9%
<b>Capital structure</b>			
Equity	25.495	19.187	32,9%
Total capital	89.425	59.564	50,1%
Equity ratio	28,5%	32,2%	-11,5%
<b>Investments/depreciation and amortization</b>			
Investments in tangible assets	1.845	2.072	-10,9%
Depreciation of tangible assets and intangible assets (excluding goodwill)	1.988	1.710	16,3%
Amortization of goodwill	845	403	109,8%

\* Amortization of goodwill eliminated

\*\* Category sales, net income, employees and investments/depreciations for the period from January 1 to June 30, 2001;  
Category capital structure per December 31, 2001

# CONSOLIDATED BALANCE SHEET

of CENTROTEC Hochleistungskunststoffe AG, Marsberg

at June 30, 2002

in EUR

## ASSETS

	30.06.2002	31.12.2001
<b>Current assets</b>		
Cash and cash equivalents	1.489.618,15	1.236.629,22
Trade account receivables	14.460.977,06	9.820.403,49
Inventories	14.865.118,38	11.237.190,74
Prepaid expenses and other current assets	1.925.467,77	1.043.058,44
Income tax receivables	1.039.214,47	1.254.689,22
	<b>33.780.395,83</b>	<b>24.591.971,11</b>
<b>Noncurrent assets</b>		
Property, plant and equipment	26.771.515,33	21.743.091,97
Intangible assets	471.042,01	417.900,97
Financial investments	428.096,67	409.063,19
Notes receivable / loans	501.378,79	528.255,53
Goodwill	26.974.698,68	11.468.555,81
Deferred tax	498.066,91	405.178,36
	<b>55.644.798,38</b>	<b>34.972.045,83</b>
	<b>89.425.194,22</b>	<b>59.564.016,94</b>

# CONSOLIDATED BALANCE SHEET

of CENTROTEC Hochleistungskunststoffe AG, Marsberg

at June 30, 2002

in EUR

## EQUITY AND LIABILITIES

	30.06.2002	31.12.2001
<b>Current liabilities</b>		
Current portion of capital lease obligation	140.566,10	151.915,19
Short term debt and current portion of long-term debt	14.872.481,96	8.587.195,60
Trade accounts payable	6.455.809,88	5.354.734,94
Accrued expenses	1.928.369,64	475.459,27
Income tax payable	3.172.735,24	2.713.039,94
Other current liabilities	7.685.695,55	5.775.700,05
	<b>34.255.658,37</b>	<b>23.058.044,99</b>
<b>Noncurrent liabilities</b>		
Long-term debt less current portion	26.628.044,46	15.458.957,67
Capital lease obligations less current portion	230.781,70	247.311,30
Deferred tax	2.438.720,78	1.237.540,56
Pension accrual	376.756,61	375.584,48
	<b>29.674.303,55</b>	<b>17.319.394,01</b>
<b>Shareholders' equity</b>		
Share capital	7.667.975,00	7.222.000,00
Additional paid-in-capital	10.127.858,32	6.036.033,32
Treasury stock	(112.394,90)	(112.394,90)
Currency translation reserve	(128.361,67)	33.149,79
Retained earnings / accumulated deficit	6.007.789,97	857.225,58
Accumulated consolidated income / loss	1.932.365,58	5.150.564,15
	<b>25.495.232,30</b>	<b>19.186.577,94</b>
	<b>89.425.194,22</b>	<b>59.564.016,94</b>

## SHAREHOLDERS' EQUITY

in thousand EUR

	Share capital	Addid. paid-in capital	Treasury stock	Curr. translation diff. in shareholders' equity	Retained earnings	Accumulated income	Consolidated-equity
<b>December 31, 2000/</b>							
<b>January 1, 2001</b>	7.200	5.895	(112)	(40)	857	0	13.800
Consolidated income / loss						5.151	5.151
Currency translation				73			73
Changes in cause of the exercise of stock options	22	141					163
<b>December 31, 2001</b>	7.222	6.036	(112)	33	857	5.151	19.187
Allocation to retained earnings					5.151	(5.151)	0
<b>January 1, 2002</b>	7.222	6.036	(112)	33	6.008	0	19.187
Consolidated income / loss						1.932	1.932
Changes in cause of the exercise of acquisition Brink	446	4.092					4.538
Currency translation				(161)			
<b>June 30, 2002</b>	7.668	10.128	(112)	(128)	6.008	1.932	25.495

# CONSOLIDATED INCOME STATEMENT

of CENTROTEC Hochleistungskunststoffe AG, Marsberg

*for the period from January 1 to June 30, 2002*

in EUR

## INCOME STATEMENT

	<b>01.01.2002 30.06.2002</b>	<b>01.01.2001 30.06.2001</b>
<b>Revenues</b>	<b>47.965.700,84</b>	<b>38.270.423,20</b>
Other operating income	120.578,89	845.869,66
Changes in inventories of finished goods and work in progress	1.053.869,24	230.244,20
Production for own fixed assets capitalized	20.614,43	29.853,05
Cost of purchased materials and services	(21.724.352,40)	(18.891.926,36)
Personnel expenses	(12.233.334,64)	(8.054.437,41)
Depreciation and amortization	(1.987.772,31)	(1.709.629,11)
Amortization (and impairment) of goodwill	(844.622,56)	(402.533,07)
Other operating expenses	(7.672.477,57)	(6.521.956,04)
<b>Operating income/loss</b>	<b>4.698.203,91</b>	<b>3.795.908,13</b>
Interest income and expenses	(1.247.251,59)	(717.107,92)
<b>Result before income taxes (and minority interest)</b>	<b>3.450.952,32</b>	<b>3.078.800,21</b>
Income tax	(1.518.586,73)	(1.195.969,95)
<b>Net income / loss</b>	<b>1.932.365,58</b>	<b>1.882.830,27</b>

## EARNINGS PER SHARE

Earnings per share (basic, adjusted*)	0,36	0,32
Earnings per share (basic)	0,25	0,26
Earnings per share (diluted)	0,25	0,26
Weighted average shares outstanding (basic)	7.659.471	7.193.960
Weighted average shares outstanding (diluted)	7.659.471	7.273.826

\* Amortization of goodwill eliminated

# CONSOLIDATED INCOME STATEMENT

of CENTROTEC Hochleistungskunststoffe AG, Marsberg

*for the period from April 1 to June 30, 2002*

in EUR

## INCOME STATEMENT

	<b>01.04.2002 30.06.2002</b>	<b>01.04.2001 30.06.2001</b>
<b>Revenues</b>	<b>23.566.021,22</b>	<b>19.566.839,91</b>
Other operating income	114.513,14	755.756,00
Changes in inventories of finished goods and work in progress	357.264,01	220.067,10
Production for own fixed assets capitalized	17.844,60	16.354,95
Cost of purchased materials and services	(10.762.351,49)	(9.545.958,65)
Personnel expenses	(6.151.969,11)	(4.287.348,64)
Depreciation and amortization	(997.646,45)	(903.145,50)
Amortization (and impairment) of goodwill	(422.311,29)	(213.466,42)
Other operating expenses	(3.666.190,38)	(3.555.142,56)
<b>Operating income/loss</b>	<b>2.055.174,24</b>	<b>2.053.956,17</b>
Interest income and expenses	(536.350,73)	(338.952,82)
<b>Result before income taxes (and minority interest)</b>	<b>1.518.823,51</b>	<b>1.715.003,35</b>
Income tax	(598.984,48)	(552.449,47)
<b>Net income / loss</b>	<b>919.839,03</b>	<b>1.162.553,88</b>

# CONSOLIDATED CASH FLOW STATEMENT

of CENTROTEC Hochleistungskunststoffe AG, Marsberg

*for the period from January 1 to June 30, 2002*

in thousand EUR

## CASH FLOW STATEMENT

	01.01.2002 30.06.2002	01.01.2001 30.06.2001
Net income before taxes and interest	4.698	3.796
Depreciation	2.833	2.112
Gain/loss on disposal of non-current assets	0	0
Other non-cash items	0	0
Increase/decrease in provisions	44	203
Increase/decrease in inventories, trade receivables and other assets that cannot be allocated to investing or financing activities	(2.554)	(1.637)
Increase/decrease in trade payables and other liabilities that cannot be allocated to investing or financing activities	(1.662)	(6.299)
Interest paid	(1.129)	(821)
Income taxes paid	(466)	(1.445)
<b>Cash Flow from operating activities</b>	<b>1.763</b>	<b>(4.092)</b>
Acquisition of share in participations - net of cash acquired	(21.738)	(1.860)
Purchase of property, plant and equipment/ intangible assets	(1.920)	(1.979)
Proceeds from disposal of property, plant and equipment/intangible assets	230	382
<b>Cash Flow from investing activities</b>	<b>(23.428)</b>	<b>(3.456)</b>
Proceeds from issuance of shares	4.538	0
Proceeds from borrowings/repayment of borrowings	14.040	1.414
Acquisition of treasury shares	0	0
<b>Cash Flow from financing activities</b>	<b>18.578</b>	<b>1.414</b>
<b>Change in liquid funds</b>	<b>(3.087)</b>	<b>(6.133)</b>
Liquid funds at the beginning of the financial year	(1.625)	(5.511)
Liquid funds at the end of the financial quarter	(4.712)	(11.644)

# QUARTERLY GROUP REPORT

of CENTROTEC Hochleistungskunststoffe AG, Marsberg  
*as per June 30, 2002*  
 Explanatory notes

## 1. Accounting

This quarterly report has been drawn up in accordance with the International Accounting Standards (IAS) and the guidelines of Deutsche Börse AG on "Structured Quarterly Reports".

## 2. Changes in composition of company's structure

The composition of the corporate structure has not changed compared to the last interim report.

## 3. Contingent liabilities

Since the date of the balance sheet there have been no significant changes to contingent liabilities.

## 4. Details of dividend payments and equity measures

Following the moderate capital increase in line of the acquisition of Brink Climate Systems equity capital rose by EUR 4.537 million. EUR 445,975 thereof are allocated to an increase of capital stock (+ approx. 6%). Other effects resulting from §34 Par. 16 e) IAS did not occur. Payment of a dividend for the period under review is not scheduled.

## 5. Reportable security holdings

Name	Shares / number	Options / number*
<b>Board of Directors</b>		
Hans-Lothar Hagen	54,000	130,800
Dr. Gert-Jan Huisman	500	120,800
Dr. Alexander Kirsch	9,000	130,800
Martin Beijer	700	118,800
Rob Slemmer	0	36,300
<b>Supervisory Board</b>		
Guido A. Krass	1,200,000	0
Dr. Bernhard R. Heiss	0	0
J. Willem Brink	0	0
<b>Centrotec</b>		
Own shares**	6,040	0

\* The maximum number of options has been indicated. The number of options exercised in future depends on achieving individually determined targets.

\*\* in accordance with § 160 Par. 1 and 5 of German Stock Corporation Law (AktG)

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## 6. Employees

The number of employees (FTE = Full Time Equivalents) on the date of the balance sheet of the interim period totals 590 (previous year 389). This increase results mainly from the acquisition of Brink in 2002.

## 7. Composition of Supervisory Board and Management Board

The personnel composition of the Supervisory Board and of the Management Board has not changed since the last interim report.

## 8. General course of business

During the period under review sales amounting to EUR 48.0 million with EBIT before Goodwill amounting to EUR 5.5 million were generated. The increase in sales compared to the already strong first half year in 2001 totals 25%.

Operative Cash Flow rose by EUR 5.9 to positive EUR 1.8 million compared to the previous year.

The above-proportionate increase of staff results mainly from the productions at Rolf Schmidt and Brink, which both have a major depth of production. (See also and in the following details as a supplement the report of the Management Board.)

## 9. Segmental reporting

The company is divided into "Engineering Plastics" and "Systems" segments.

in thousand EUR	Engineering plastics	Systems	Other	Total Segments	Consolidation	Group consolidated
Revenues	8,748	40,211	307	49,266	(1,159)	48,107
Expenses	(8,711)	(37,874)	(134)	(46,718)	544	(46,175)
Net Income	37	2,337	173	2,547	(615)	1,932

## 10. Research and development activities

Research and development activities in the Gas Flue segment continue. New solution concepts and material combinations ensure the constant enhancement of our product portfolio. Optimisation of energy savings potential and the system's installation ease are the constant focus of the developments. Engineering Plastics is doing research on calendered films and slabs which will enable us to offer an even broader and highly-specialised product range in future. Our expectations are that this significant product segment will become a strong pillar of sales again.

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The newly designed automated production facility for carbon loudspeaker frames in composites is also about to be completed and will be ready to take up operations in the 2<sup>nd</sup> half year.

## 11. Capital expenditure

Overall investment activities during the first half-year amounted to EUR 1.9 million, and compared to the previous year remained almost constant. One focus of investments was the newly designed calendaring facility which is expected to generate profitable sales during the 2<sup>nd</sup> half year. Moreover, an automated production facility for carbon loudspeaker frames was invested into.

## 12. Outlook for the overall year

Centrotec will continue to grow profitably also in 2002 and even according to today's targets, compared to the general economic situation, will achieve a highly positive result. Contrary to original expectations we currently do not envisage an economic recovery for the 2<sup>nd</sup> half-year in 2002. The targeted earnings per share before Goodwill compared to the original target values for 2002 has been reversed by 15% to approx. EUR 0.90 – 0.95, resulting in an increase of approx. 10% compared to 2001.

The sales target of more than EUR 100 million and against the background of the attained EUR 48 million by mid-year from today's viewpoint can be very well achieved.



**CENTROTEC**

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