We deliver health.

Quarterly Report
February to April 2013

PHOENIX group

PHOENIX group

> **The PHOENIX group is a leading pharmaceutical trader in Europe,** reliably supplying people with drugs and medical products every day. The PHOENIX group originated from the merger of five regionally active pharmaceutical wholesale businesses in Germany in 1994. Today, the company offers unique geographical coverage throughout Europe, making a vital contribution to comprehensive healthcare with around 28,700 employees.

> **In pharmaceutical wholesale,** the PHOENIX group operates 155 distribution centres in 23 countries and supplies pharmacies and medical institutions with drugs and other health products. The company also provides numerous other products and services, from support with patient advice to modern goods management for pharmacies.

> **In pharmacy retail,** the PHOENIX group is active in twelve countries with around 1,550 of its own pharmacies – 700 of which already operate under the new corporate brand BENU. In addition to Norway, the United Kingdom, the Netherlands, and Switzerland, the company is also represented in the Eastern European and Baltic markets. The more than 12,000 pharmacy employees have 110 million customer contacts each year. They dispense around 240 million drug packages to patients and advise them on issues concerning pharmaceuticals and general health.

> **The Pharma Services division** provides services across the whole supply chain for manufacturers, pharmacies, and patients. We take on the entire distribution process for the pharmaceutical industry as desired, which includes storage, transportation, and goods management.

> **We deliver health.** This is our motivation and the claim we have committed ourselves to across Europe. As a link between the pharmaceutical industry and patients, we provide a service that encompasses the fast and reliable supply of pharmaceuticals. With our range of services, we aim to support our customers and the healthcare system. Everything we do is always centred around group-wide values. Governed by the theme of progress – for a strong PHOENIX group.

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Financial calendar/Imprint

PHOENIX group: The first quarter at a glance

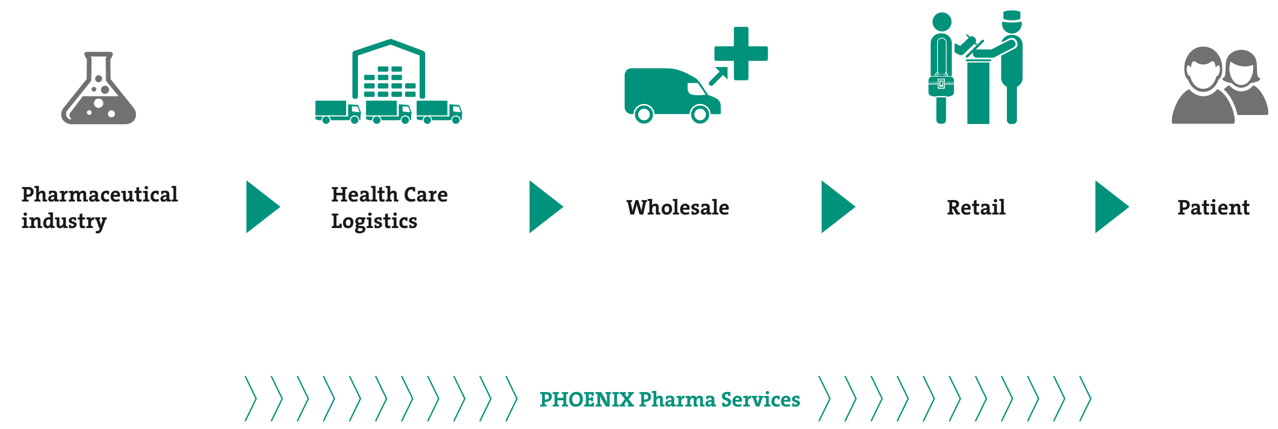
- Stable business developments enabled the PHOENIX group to consolidate its position in Europe as leading pharmaceuticals distributor in the first quarter
- Total operating performance and revenue increased, contrary to the market development in Europe
- Profit before tax on the level of prior year's first quarter
- Successful issuance of another corporate bond in May 2013

Key figures of the PHOENIX group		1st quarter 2012	1st quarter 2013
Total operating performance*	in EUR k	6,180,039	6,358,163
Revenue	in EUR k	5,197,445	5,340,142
Gross profit	in EUR k	531,136	509,223
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	in EUR k	130,251	106,149
Adjusted EBITDA	in EUR k	136,459	111,287
Earnings before interest and taxes (EBIT)	in EUR k	105,533	80,018
Financial result	in EUR k	– 52,172	– 26,818
Profit before tax	in EUR k	53,361	53,200
Profit for the period	in EUR k	37,880	35,272

* Total operating performance = revenue + handled volume (handling for service charge).

		31 Jan. 2013	30 Apr. 2013
Equity	in EUR k	2,103,800	2,149,774
Equity ratio	in %	28.7	29.3
Net debt	in EUR k	1,611,518	1,784,042

PHOENIX group: link between manufacturer and patient



Wholesale

> As a wholesaler, the PHOENIX group ensures that the drugs and health products of pharmaceutical manufacturers are delivered to pharmacies and medical institutions both quickly and reliably. The storage and delivery of products is realised with distribution centres across Europe.

Pharma Services

> Pharma Services offers a wide range of services that enable pharmaceutical manufacturers to focus their attention on the development and production of superior drugs. The PHOENIX group takes care of everything else.

Retail

> In pharmacy retail, the PHOENIX group is responsible for directly supplying the general public with pharmaceuticals and health products. The comprehensive and professional advice by our pharmacy staff is provided at the highest quality and with the best possible customer service.

Interim group management report

Business and economic environment

Development of the market

The economic environment in the first quarter of 2013 was still challenging. Germany's real GDP dropped by 1.4 % compared to the first quarter of 2012. On a calendar-adjusted basis, the decline was 0.2 %. Also in the Euro zone, real GDP decreased by 1 % compared to the first quarter of prior year.

The European pharmaceutical markets were marked by healthcare policy cost-cutting measures in several countries. In total, the European pharmaceutical markets saw a downturn of 2.0 % in the first quarter of 2013.

Fortunately, the wholesale pharmaceutical market in Germany grew by 7.4 % from January to April 2013 compared to the same period of prior year. The wholesale pharmaceutical market in Germany was still shaped by intense competition.

In the foreign countries of Europe, pharmaceutical markets were mostly declining compared to the first quarter of prior year. Healthcare policy cost-cutting measures, price reductions and an increase of generic products were weighing growth down.

In total, the PHOENIX group developed better than the overall pharmaceutical market in the current economic environment.

Acquisitions

As in the prior year, we pursued a cautious acquisition strategy in the first quarter of 2013/14. In total, business combinations in the first quarter led to a cash outflow of EUR 3.7m (comparative period: EUR 1.9m).

The business combinations were immaterial and primarily concerned individual pharmacies in various countries.

Results of operations, net assets and financial position

Results of operations
Total operating performance, comprising revenue and handled volume which cannot be recognised as revenue, increased by 2.9 % to EUR 6,358.2m.

In the first quarter of 2013/14, revenue grew by EUR 142.7m (2.7 %) to EUR 5,340.1m (comparative period: EUR 5,197.4m). This is mainly due to an increase in revenue in Germany, our largest market, where we could regain market share.

The gross profit margin fell from 10.2 % to 9.5 %. This is mainly attributable to the intense competition in various countries and a change in the turnover structure. In absolute figures, gross profit decreased to EUR 509.1m.

Other operating income increased by EUR 1.4m to EUR 40.1m.

Personnel expenses decreased slightly by EUR 1.6m to EUR 265.6m.

Other expenses rose by EUR 5.3m to EUR 178.1m. This is mainly due to an increase in transport costs, leasing expenses and maintenance and repair expenses. Furthermore, there was an increase in bad debt provisions for trade receivables. This was countered by the effect of operative exchange rate losses.

The result from associates and other investments amounts to EUR 0.2m and is on prior year's level.

Earnings before interest, taxes, depreciation and amortisation (EBITDA) declined by EUR 24.1m to EUR 106.1m due to the decrease in gross profit.

The EBITDA indicator used for comparison with our net debt (adjusted EBITDA) of EUR 111.3m was EUR 25.2m below the comparative period level and is determined as follows:

EUR k	1st quarter 2012	1st quarter 2013
EBITDA	130,251	106,149
Interest from customers	4,825	4,130
Expenses related to ABS/factoring	1,383	1,008
Adjusted EBITDA	**136,459**	**111,287**

Depreciation increased by EUR 1.4m to EUR 26.1m compared to last year's first quarter.

The financial result compared to prior period's result improved by EUR 25.4m to EUR – 26.8m. Interest income slightly decreased from EUR 6.5m to EUR 6.3m. Interest expenses fell from EUR 58.5m to EUR 34.0m. The main reason for this decrease was the premature amortisation of transaction costs in the comparative period with an amount of EUR 18.4m in conjunction with the refinancing in prior year. Furthermore, the reduced net debt and the better financing conditions contributed to this positive development. Net exchange rate gains in the financial result came to EUR 2.0m (comparative period: EUR 7.6m), while changes in derivatives produced a net loss of EUR 2.5m (comparative period: EUR 7.8m).

Profit before tax changed slightly by EUR 0.2m to EUR 53.2m.

The effective tax rate came to 33.7 % and was 29.0 % in the comparative period.

Profit after tax amounts to EUR 35.3m (comparative period: EUR 37.9m). Of this, EUR 3.5m is attributable to non-controlling interests (comparative period: EUR 2.5m).

Net assets

The Group's total assets increased slightly by 0.2 % to EUR 7,331.1m compared to 31 January 2013. The currency translation difference on the total assets, which is presented in the statement of changes in equity, amounts to EUR – 89.9m (31 January 2013: EUR – 74.5m).

Compared to 31 January 2013, non-current assets rose by EUR 0.3m to EUR 2,537.4m. Intangible assets contain goodwill with an amount of EUR 1,174.5m (31 January 2013: EUR 1,168.8m). The increase is mainly caused by the acquisition of individual pharmacies.

Inventories increased compared to 31 January 2013 by EUR 59.5m to EUR 1,760.1m. This increase is mainly due to seasonal fluctuation.

Trade receivables rose by 2.5 % to EUR 2,479.9m. Receivables of EUR 99.5m (31 January 2013: EUR 85.5m) had been sold under ABS and factoring programmes that are not accounted for in the statement of financial position. Under ABS and factoring programmes that are accounted for only to the extent of the continuing involvement, receivables of EUR 269.0m had been sold as of 30 April 2013 (31 January 2013: EUR 305.3m). The Group's continuing involvement came to EUR 18.3m (31 January 2013: EUR 19.8m).

Other current receivables and financial assets increased from EUR 197.9m as of 31 January 2013 to EUR 206.5m. The increase is mainly due to higher receivables in conjunction with ABS and factoring programmes and higher rebates and discounts. Non-current derivatives declined by EUR 8.7m.

Other current assets increased from EUR 104.7m as of 31 January 2013 to EUR 109.0m among others due to higher prepayments.

The change in cash and cash equivalents is presented in the statement of cash flows.

Financial position

Equity increased mainly due to the profit for the period as well as changes in the translation differences. With the beginning of the current business year, interest calculation on plan assets has changed according to IAS 19R. Now, interest on plan assets is calculated by applying the same interest rate as for discounting the defined benefit obligation. Due to this change, reserves declined by EUR 21.1m and actuarial gains increased by EUR 21.1m simultaneously as of 1 February 2013.

Cash flow from operating activities came to EUR – 162.1m (comparative period: EUR – 84.2m). In comparison to last year, there was a higher increase in working capital by EUR 65.5m which resulted in a reduction in cash flow from operating activities.

Cash flow from investing activities amounted to EUR – 24.3m. In the comparative period, the cash flow from investing activities amounted to EUR – 34.3m. The decrease is mainly due to less investments in fixed assets.

Non-current financial liabilities came to EUR 916.7m and increased by EUR 1.3m compared to 31 January 2013. This item contains a fixed loan of a nominal amount of EUR 300.0m and a term of four years, bonds of EUR 489.1m (31 January 2013: EUR 487.7m) and supplementary contributions by the partners of EUR 123.8m (31 January 2013: EUR 123.8m).

Current financial liabilities rose by EUR 78.6m to EUR 932.1m. This was mainly due to the increase in net working capital.

Current financial liabilities include, among others, liabilities to banks of EUR 327.5m (31 January 2013: EUR 237.3m), liabilities from ABS and factoring agreements with an amount of EUR 237.2m (31 January 2013: EUR 262.7m) as well as other loans amounting to EUR 112.6m (31 January 2013: EUR 116.6m).

Trade payables decreased by EUR 70.1m to EUR 2,592.0m.

Other liabilities fell from EUR 282.2m as of 31 January 2013 to EUR 269.9m. The decrease is primarily due to lower other taxes.

The objective of financial management is to continuously improve the capital structure by reducing the gearing ratio. In the medium term, we aim to further strengthen the equity ratio and mantain a ratio of net debt to EBITDA of below 3.0.

Overall the PHOENIX group was able to underline its position in the first quarter of the fiscal year 2013/14 as leading pharmaceuticals distributor in Europe.

Risks and opportunities

The PHOENIX group has comprehensive planning, approval and reporting structures and an early warning system which we use to identify, assess and monitor our opportunities and risks. The opportunities and risks of significance to us are presented extensively in our annual report for fiscal 2012/13.

The risks presented there are still essentially relevant.

Subsequent events

End of May 2013, the PHOENIX group issued another corporate bond with a volume of EUR 300.0m, a term of seven years and an interest coupon of 3.125 %.

Forecast

On the whole, we still do not expect the pharmaceutical markets in Europe to record perceptible growth in the fiscal year 2013/14. The effects of healthcare measures taken in 2012 as well as new healthcare measures expected to be taken by various countries in 2013 will have a damping effect on growth. In the first quarter of 2013, the growth of the European pharmaceutical markets came to – 2.0 %.

Despite the current period of market weakness, we expect revenue to increase slightly in 2013/14. In Germany in particular, our largest market, we anticipate a tangible increase in revenue in 2013/14 which has already been observable in the first quarter of 2013/14.

With regard to adjusted EBITDA, we do not expect to reach the 2012/13 level in the fiscal year 2013/14 on account of the unfavourable market environment. We aim to compensate for some of the negative influences from the market by implementing internal measures. According to our plans, we therefore expect a moderate drop. Its extent will primarily depend on how the competitive environment continues to develop in our markets.

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Consolidated income statement

for the first quarter of 2013/14

EUR k	1st quarter 2012*	1st quarter 2013
Revenue	**5,197,445**	**5,340,142**
Cost of purchased goods and services	– 4,666,309	– 4,830,919
Gross profit	**531,136**	**509,223**
Other operating income	38,606	40,054
Personnel expenses	– 267,161	– 265,565
Other operating expenses	– 172,810	– 178,102
Results from associates	377	375
Result from other investments	103	164
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	**130,251**	**106,149**
Amortisation of intangible assets and depreciation of property, plant and equipment	– 24,718	– 26,131
Earnings before interest and taxes (EBIT)	**105,533**	**80,018**
Interest and similar income	6,493	6,315
Interest and similar expenses	– 58,468	– 33,985
Other financial result	– 197	852
Financial result	**– 52,172**	**– 26,818**
Profit before tax	**53,361**	**53,200**
Income taxes	– 15,481	– 17,928
Profit for the period	**37,880**	**35,272**
thereof attributable to non-controlling interests	2,482	3,487
thereof attributable to owners of the parent company	35,398	31,785

* Prior year was restated owing to the changed presentation of subcontractor services within EBITDA and the first-time adoption of IAS 19R.

Consolidated statement of comprehensive income

for the first quarter of 2013/14

EUR k	1st quarter 2012*	1st quarter 2013
Profit for the period	**37,880**	**35,272**
Items that will not be recycled through profit or loss		
Actuarial gains/losses from pension obligations	– 10,778	3,365
Items that may subsequently be recycled through profit or loss		
Gains/losses from changes in the fair value of available-for-sale financial assets	– 115	1,690
Gains/losses recycled through profit or loss	0	– 559
Currency translation differences	9,924	6,677
Other comprehensive income, net of taxes	**– 969**	**11,173**
Total comprehensive income	**36,911**	**46,445**
thereof attributable to non-controlling interests	1,544	3,816
thereof attributable to owners of the parent company	35,367	42,629

* Prior year was restated owing to the first-time adoption of IAS 19R.

Consolidated statement of financial position

as of 30 April 2013

ASSETS

EUR k	31 Jan. 2013	30 Apr. 2013
Non-current assets		
Intangible assets	1,512,059	1,520,857
Property, plant and equipment	801,699	800,639
Investment property	2,266	2,262
Investments in associates	18,104	18,427
Other financial assets	65,518	59,929
Deferred tax assets	132,871	130,721
Income tax receivables	4,573	4,573
	2,537,090	**2,537,408**
Current assets		
Inventories	1,700,595	1,760,118
Trade receivables	2,420,546	2,479,945
Income tax receivables	20,671	25,884
Other receivables and other current financial assets	197,886	206,542
Other assets	104,651	108,956
Cash and cash equivalents	333,598	208,621
	4,777,947	**4,790,066**
Non-current assets classified as held for sale	3,743	3,662
Total assets	**7,318,780**	**7,331,136**

EQUITY AND LIABILITIES

EUR k	31 Jan. 2013	30 Apr. 2013
Equity		
Unlimited and limited partners' capital	1,050,000	1,050,000
Reserves*	1,010,372	1,040,803
Accumulated other comprehensive income*	− 158,973	− 148,129
Equity attributable to partners	**1,901,399**	**1,942,674**
Non-controlling interests	202,401	207,100
	2,103,800	**2,149,774**
Non-current liabilities		
Financial liabilities	915,353	916,697
Provisions for pensions and similar obligations	236,441	227,329
Deferred tax liabilities	136,479	140,889
Other non-current liabilities	6,330	6,052
	1,294,603	**1,290,967**
Current liabilities		
Financial liabilities	853,445	932,088
Trade payables	2,662,092	2,591,990
Other provisions	30,599	30,499
Income tax liabilities	92,035	65,875
Other liabilities	282,178	269,892
	3,920,349	**3,890,344**
Liabilities directly associated with assets classified as held for sale	28	51
Total equity and liabilities	**7,318,780**	**7,331,136**

* Prior year was restated owing to the first-time adoption of IAS 19R.

Consolidated statement of cash flows
for the first quarter of 2013/14

EUR k		30 Apr. 2012	30 Apr. 2013
Net profit/loss for the period*		**37,880**	**35,272**
+/–	Write-downs/write-ups of fixed assets	24,718	26,131
–/+	Gain/loss from the disposal of fixed assets	532	74
+/–	Increase/decrease in non-current provisions	789	5,229
+/–	Other non-cash expenses/income	13,495	18,705
+	Net interest*	51,959	27,567
+	Taxes*	15,481	17,928
–	Interest paid	– 21,763	– 11,897
+	Interest received	6,165	5,326
–	Income taxes paid	– 35,179	– 42,804
+	Dividends received	78	164
Result before changes in working capital		**94,155**	**81,695**
Changes in working capital		**– 178,322**	**– 243,839**
Cash inflow (+) / outflow (-) from operating activities		**– 84,167**	**– 162,144**
–	Cash paid for the purchase of consolidated companies and business units	– 1,877	– 3,745
+	Cash received from the sale of consolidated companies and business units	1,686	6,639
–	Cash paid for investments in non-current assets	– 34,070	– 27,227
Cash inflow (+) / outflow (-) from investing activities		**– 34,261**	**– 24,333**

* Prior year was restated owing to the first-time adoption of IAS 19R.

EUR k		30 Apr. 2012	30 Apr. 2013
Cash available for financing activities		**– 118,428**	**– 186,477**
+	Capital contribution from non-controlling interests	0	178
–	Payments to non-controlling interests (dividends)	– 1,145	– 159
+	Cash received from the issue of loans from related parties	0	45,000
–	Repayment of borrowings from related parties	0	– 45,000
–	Acquisition of additional shares in already consolidated companies	– 553	0
+/–	Increase/decrease in ABS/factoring liabilities	– 48,115	– 26,206
+	Cash received from the issue of bonds and loans	75,806	115,888
–	Cash repayments of bonds and loans	– 13,419	– 28,087
+/–	Increase/decrease in finance lease liabilities	– 259	– 136
Cash inflow (+) / outflow (-) from financing activities		**12,315**	**61,478**
Change in cash and cash equivalents		**– 106,113**	**– 124,999**
Cash and cash equivalents at the beginning of the period		**334,846**	**333,598**
Exchange rate effect on cash and cash equivalents		– 27	22
Cash and cash equivalents at the end of the period		**228,706**	**208,621**

* Prior year was restated owing to the first-time adoption of IAS 19R.

Consolidated statement of changes in equity

for the first quarter of 2013/14

EUR k	Unlimited and limited partners' capital	Reserves
1 February 2012	**1,050,000**	**885,914**
Application of the net interest approach for pensions		– 16,717
1 February 2012 adjusted	**1,050,000**	**869,197**
Profit for the period		35,398
Other comprehensive income		0
Comprehensive income, net of tax	**0**	**35,398**
Changes in basis of consolidation		– 353
Dividends		0
Other changes		63
30 April 2012	**1,050,000**	**904,305**
1 February 2013	**1,050,000**	**1,031,516**
Application of the net interest approach for pensions		– 21,144
1 February 2013 adjusted	**1,050,000**	**1,010,372**
Profit for the period		31,785
Other comprehensive income		0
Comprehensive income, net of tax	**0**	**31,785**
Capital increase/reduction		0
Changes in basis of consolidation		– 1,401
Dividends		0
Other changes		47
30 April 2013	**1,050,000**	**1,040,803**

Currency translation difference	IAS 39 Available-for-sale financial assets	Actuarial gains/losses	Equity attributable to partners	Non-controlling interests	Total equity
– 84,874	**9,879**	**– 125,096**	**1,735,823**	**199,800**	**1,935,623**
		16,717	0	0	0
– 84,874	**9,879**	**– 108,379**	**1,735,823**	**199,800**	**1,935,623**
			35,398	2,482	37,880
10,376	– 112	– 10,295	– 31	– 938	– 969
10,376	**– 112**	**– 10,295**	**35,367**	**1,544**	**36,911**
			– 353	– 284	– 637
			0	– 1,770	– 1,770
			63		63
– 74,498	**9,767**	**– 118,674**	**1,770,900**	**199,290**	**1,970,190**
– 96,244	**9,215**	**– 93,088**	**1,901,399**	**202,401**	**2,103,800**
		21,144	0	0	0
– 96,244	**9,215**	**– 71,944**	**1,901,399**	**202,401**	**2,103,800**
			31,785	3,487	35,272
6,302	1,104	3,438	10,844	329	11,173
6,302	**1,104**	**3,438**	**42,629**	**3,816**	**46,445**
			0	178	178
			– 1,401	1,253	– 148
			0	– 565	– 565
			47	17	64
– 89,942	**10,319**	**– 68,506**	**1,942,674**	**207,100**	**2,149,774**

Notes to the interim condensed consolidated financial statements
as of 30 April 2013

The company
PHOENIX Pharmahandel GmbH & Co KG, Mannheim, ("PHOENIX" or the "PHOENIX group") is a European pharmaceuticals distribution group. PHOENIX has business activities in 23 European countries. In several countries, PHOENIX also operates own pharmacy chains. The registered office is located in Mannheim, Germany.

Basis of presentation
The interim condensed consolidated financial statements of PHOENIX group as of 30 April 2013 are prepared on the basis of IAS 34 "Interim Financial Reporting", observing all International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB), London, and mandatory in the EU as of 30 April 2013, as well as all mandatory interpretations of the International Financial Reporting Standards Interpretation Committee (IFRIC).

The interim condensed consolidated financial statements as of 30 April 2013 of PHOENIX were released for publication by the management of PHOENIX Pharmahandel GmbH & Co KG on 11 June 2013.

Significant accounting policies
The accounting policies used to prepare the interim condensed consolidated financial statements are essentially consistent with those used in the consolidated financial statements as of 31 January 2013. Standards and Interpretations that are applicable since 1 February 2013 for the first time had the following impacts on the interim financial statements:

IAS 19 Employee Benefits (IAS 19R)
IAS 19R replaces interest expenses and expected returns on plan assets by recording a net interest. Net interest is calculated by applying the discount rate used to measure the defined benefit obligation on the net pension obligation (net pension asset). The difference between the interest income from plan assets and actual return on plan assets is included in actuarial gains and losses in the statement of comprehensive income.

The retrospective application of IAS 19R had the following effects on the profit for the period, and the Group's equity of the comparative period:

- **Profit for the period**
  The financial result of the first quarter 2012/13 decreased by EUR 1,575k due to the application of the net interest approach. Income taxes of EUR 423k are allocable to this, resulting in a EUR 1,152k effect on the profit for the period.

- **Group equity**
  Due to the application of IAS 19R, actuarial gains increased by EUR 21,144k as of 31 January 2013. Reserves changed by the same amount, so that there was no change in total equity.

IAS 1 Presentation of Other Comprehensive Income
Items presented in other comprehensive income have to be separated into two categories depending on whether, in subsequent periods, they are recycled through profit or loss or not. The consolidated statement of comprehensive income for the Group has been adjusted accordingly.

IFRS 7 Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities
Additional disclosures are required in respect of netting of financial instruments. The amendment to IFRS 7 does not have any impact on the interim financial statements of the PHOENIX group.

IFRS 13 Fair Value Measurement
IFRS 13 introduces uniform principles for the measurement of the fair value of assets and liabilities. This resulted in additional disclosures in the interim financial statements of the PHOENIX group.

Business combinations in the first quarter of 2013/14
The business combinations carried out in the first quarter of 2013/14 are explained below. Purchase accounting is performed in accordance with the acquisition method pursuant to IFRS 3 "Business Combinations".

In fiscal 2013/14, the cumulative profit for the period of the acquirees came to EUR 58k and revenue to EUR 1,816k. Assuming that the acquisition date coincides with the beginning of the reporting period for all business combinations, accumulated revenue for the period came to EUR 2,096k. Assuming that the acquisition date coincides with the beginning of the reporting period for all business combinations, the accumulated profit for the period came to EUR 70k.

The business combinations performed in the first quarter of 2013/14 were individually immaterial and related to certain pharmacies in various countries.

The table below shows a summary of their fair values:

Fair value recognised as of the acquisition date

EUR k	Other
Cash and cash equivalents	4,054
Equity instruments	0
Acquisition-date fair value of previously held equity interests	0
Total cost	**4,054**
Intangible assets	0
Other non-current assets	238
Inventories	397
Trade receivables	379
Cash and cash equivalents	111
Other current assets	94
Non-current liabilities	0
Current liabilities	1,780
Net assets	**– 561**
Non-controlling interests	0
Net assets acquired	**– 561**
Bargain purchase	**0**
Goodwill	**4,615**

Other business combinations
In the first quarter of 2013/14, the Group acquired further pharmacies in business combinations that are individually immaterial.

Other business combinations include contingent consideration of EUR 330k (maximum amount expected).

The goodwill arising on those acquisitions was allocated to the cash-generating units Czech Republic (EUR 3,286k) and Switzerland (EUR 1,329k) and is managed in the local functional currencies (CZK and CHF).

Non-controlling interests are recognised at the share of the identifiable net assets in the acquirees.

EUR 3,078k of the goodwill recognised from business combinations is expected to be tax deductible.

Because of preliminary data, some assets and liabilities could not be finally valued at the balance sheet date.

Other operating expenses

Other operating expenses contain expenses in connection with ABS and factoring programmes of EUR 1,008k (comparative period: EUR 1,383k).

Financial result

EUR k	1st quarter 2012*	1st quarter 2013
Interest and similar income		
Interest income	6,324	6,194
Other financial income	169	121
	6,493	**6,315**
Interest and similar expenses		
Interest expenses	– 58,283	– 33,761
Other financial expenses	– 185	– 224
	– 58,468	**– 33,985**
Other financial result	**– 197**	**852**
Financial result	**– 52,172**	**– 26,818**

* Prior year was restated owing to the initial application of IAS 19R.

Interest income includes interest from customers of EUR 4,130k (comparative period: EUR 4,825k).

Interest expenses of the comparative period included EUR 18,433k in connection with the premature amortisation of transaction costs in conjunction with the refinancing.

The other financial result includes exchange rate gains of EUR 195,476k (comparative period: EUR 21,888k) and exchange rate losses of EUR 193,510k (comparative period: EUR 14,262k). Changes in the market value of derivatives gave rise to income of EUR 30,830k (comparative period: EUR 15,409k) and expenses of EUR 33,360k (comparative period: EUR 23,226k).

Other assets and other liabilities

EUR k	31 Jan. 2013	30 Apr. 2013
Prepayments	41,200	48,880
Tax claims – VAT and other taxes	9,374	14,590
Sundry other assets	54,077	45,486
Other assets	**104,651**	**108,956**

EUR k	31 Jan. 2013	30 Apr. 2013
VAT and other tax liabilities	84,516	65,753
Personnel liabilities	109,890	114,622
Liabilities relating to social security/similar charges	20,803	27,600
Prepayments	8,560	8,423
Sundry liabilities	58,409	53,494
Other liabilities	**282,178**	**269,892**

Other financial assets and other financial liabilities

The table below presents the non-current financial assets:

EUR k	31 Jan. 2013	30 Apr. 2013
Available-for-sale financial assets	41,656	42,817
Loans to and receivables from associates	6,973	6,973
Other loans	16,187	9,415
Other non-current financial assets	702	724
	65,518	**59,929**

The table below presents the current financial assets:

EUR k	31 Jan. 2013	30 Apr. 2013
Trade receivables	2,420,546	2,479,945
Other financial assets		
Held-to-maturity financial assets	58	58
Loans to and receivables from associates or related parties	4,131	3,548
Other loans	41,775	44,436
Derivative financial instruments	9,896	1,151
Other current financial assets	142,026	157,349
	197,886	**206,542**

The receivables from factoring and ABS transactions as of 30 April 2013 are presented below:

EUR k	31 Jan. 2013	30 Apr. 2013
Transferred but only partly derecognised receivables		
Receivables not derecognised in accordance with IAS 39		
Volume of receivables	283,951	259,430
Financial liability	242,382	218,583
Continuing Involvement		
Volume of receivables	305,291	268,966
Continuing Involvement	19,839	18,307
Financial liability	20,340	18,598
Transferred and fully derecognised receivables		
Volume of receivables	85,484	99,525
Retentions	68,053	78,073

At the reporting date financial liabilities were split between non-current and current liabilities as follows:

EUR k	31 Jan. 2013	30 Apr. 2013
Financial liabilities (non-current)		
Liabilities to banks	298,794	298,827
Bonds	487,718	489,071
Loans	92	79
Supplementary partner contribution	123,766	123,766
Other financial liabilities	4,983	4,954
	915,353	**916,697**

EUR k	31 Jan. 2013	30 Apr. 2013
Financial liabilities (current)		
Liabilities to banks	237,266	327,512
Loans	116,639	112,644
Liabilities to associates and related parties	149,225	139,402
Liabilities for customer discounts and rebates	25,132	35,003
ABS and factoring liabilities	262,722	237,181
Other financial liabilities	62,461	80,346
	853,445	**932,088**

In connection with the loan agreements, it was agreed to comply with certain financial covenants, all of which were comfortably met in the first quarter of 2013/14.

Liabilities to associates and related parties include current loan liabilities to partners of EUR 42,693k (31 January 2013: EUR 52,554k), resulting mainly from interest on the supplementary partner contribution.

Other financial liabilities (current) contain current derivative financial instruments of EUR 4,409k (31 January 2013: EUR 2,741k).

Information on financial instruments

The items in the statement of financial position for financial instruments are assigned to classes and categories.

The carrying amounts for each category and class of financial assets and the fair values for each class are presented in the following table:

30 April 2013 EUR k	Category pursuant to IAS 39						
	Loans and receivables	Available-for-sale financial assets	Held-to-maturity financial assets	Financial assets held for trading	Outside the scope of IFRS 7	Carrying amount	Fair value
Financial assets							
Bonds and other securities (held-to-maturity)	0	0	58	0	0	58	58
Available-for-sale financial assets	0	42,817	0	0	0	42,817	42,817
Trade receivables	2,479,945	0	0	0	0	2,479,945	2,479,945
Loans to and receivables from associates or related parties	10,521	0	0	0	0	10,521	10,521
Other loans	53,851	0	0	0	0	53,851	53,799
Derivative financial assets without hedge accounting	0	0	0	1,151	0	1,151	1,151
Other financial assets	157,869	204	0	0	0	158,073	158,073
Cash and cash equivalents	208,621	0	0	0	0	208,621	208,621
Non-current assets held for sale	0	466	0	0	3,196	3,662	3,662

31 January 2013 EUR k	Category pursuant to IAS 39						
	Loans and receivables	Available-for-sale financial assets	Held-to-maturity financial assets	Financial assets held for trading	Outside the scope of IFRS 7	Carrying amount	Fair value
Financial assets							
Bonds and other securities (held-to-maturity)	0	0	58	0	0	58	58
Available-for-sale financial assets	0	41,656	0	0	0	41,656	41,656
Trade receivables	2,420,546	0	0	0	0	2,420,546	2,420,546
Loans to and receivables from associates or related parties	11,104	0	0	0	0	11,104	11,104
Other loans	57,962	0	0	0	0	57,962	57,905
Derivative financial assets without hedge accounting	0	0	0	9,896	0	9,896	9,896
Other financial assets	142,468	260	0	0	0	142,728	142,728
Cash and cash equivalents	333,598	0	0	0	0	333,598	333,598
Non-current assets held for sale	0	450	0	0	3,293	3,743	3,743

Available-for-sale financial assets mainly contain interests in non-listed companies. Financial investments whose fair value cannot be reliably measured, are carried at cost. Shares in stock-listed companies are measured at quoted market prices at the reporting date. For other available-for-sale financial assets, fair value is determined by using multiples.

Derivatives are recognised at their fair values.

Due to the short-term maturities of cash and cash equivalents, trade receivables and other current financial assets, their carrying amounts generally approximate the fair values at the reporting date.

The fair value of loans to and receivables from associates or related entities, other loans, held-to-maturity financial assets and other non-current financial assets due after more than one year correspond to the net present value of the payments related to the assets based on the current interest rate parameters and yield curves.

The carrying amounts for each category and class of financial liabilities and the fair values for each class are presented in the following table:

30 April 2013 EUR k	Category pursuant to IAS 39					
	Other financial liabilities	Financial liabilities held for trading	No category according to IAS 39.9	Outside the scope of IFRS 7	Carrying amount	Fair value
Financial liabilities						
Liabilities to banks	626,339	0	0	0	626,339	636,110
Bonds	489,071	0	0	0	489,071	553,460
Loans	112,723	0	0	0	112,723	112,723
Trade payables	2,591,990	0	0	0	2,591,990	2,591,990
Liabilities to associates and related parties	139,402	0	0	0	139,402	139,402
Supplementary partner contributions	123,766	0	0	0	123,766	123,766
Liabilities and provisions for customer discounts and rebates	35,003	0	0	0	35,003	35,003
ABS/factoring liabilities	237,181	0	0	0	237,181	237,181
Other financial liabilities	45,422	0	35,469	0	80,891	81,583
Derivative financial liabilities without hedge accounting	0	4,409	0	0	4,409	4,409
Liabilities directly associated with assets classified as held for sale	0	0	0	51	51	51

31 January 2013 EUR k	Category pursuant to IAS 39					
	Other financial liabilities	Financial liabilities held for trading	No category according to IAS 39.9	Outside the scope of IFRS 7	Carrying amount	Fair value
Financial liabilities						
Liabilities to banks	536,060	0	0	0	536,060	549,331
Bonds	487,718	0	0	0	487,718	547,296
Loans	116,731	0	0	0	116,731	116,731
Trade payables	2,662,092	0	0	0	2,662,092	2,662,092
Liabilities to associates and related parties	149,225	0	0	0	149,225	149,225
Supplementary contributions	123,766	0	0	0	123,766	123,766
Liabilities and provisions for customer discounts and rebates	25,132	0	0	0	25,132	25,132
ABS/factoring liabilities	262,722	0	0	0	262,722	262,722
Other financial liabilities	29,085	0	35,598	20	64,703	64,703
Derivative financial liabilities without hedge accounting	0	2,741	0	0	2,741	2,741
Liabilities directly associated with assets classified as held for sale	0	0	0	28	28	28

The fair value of bonds is determined by multiplying the face value of the bond with the quoted market price at the reporting date.

Derivatives are recognised at their fair values.

Due to the short-term maturities of trade payables and other current financial liabilities, their carrying amounts generally approximate the fair values at the reporting date.

Fair value hierarchy of financial instruments

PHOENIX applies the following fair value hierarchy to define and present its financial instruments measured at fair value:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i. e., as prices) or indirectly (i. e., derived from prices).

Level 3: Techniques that use inputs that are not based on observable market data.

	Financial instruments measured at fair value			
EUR k	Level 1	Level 2	Level 3	Total
30 April 2013				
Available-for-sale financial assets	5,160	0	29,815	34,975
Derivative financial assets without hedge accounting	0	1,151	0	1,151
Derivative financial liabilities without hedge accounting	0	4,409	0	4,409
31 January 2013				
Available-for-sale financial assets	5,018	0	29,628	34,646
Derivative financial assets without hedge accounting	0	9,896	0	9,896
Derivative financial liabilities without hedge accounting	0	2,741	0	2,741

The fair value of available-for-sale assets measured at cost of EUR 7,482k (31 January 2013: EUR 7,010k) has not been disclosed because the fair value cannot be measured reliably.

The following table shows the reconciliation of the fair value based on level 3.

EUR k	Available-for-sale financial assets
1 February 2013	**29,628**
Total gains and losses recognised in accumulated other comprehensive income	0
Acquisition	187
Sale of shares	0
thereof recognised in the income statement	0
30 April 2013	**29,815**

Commitments and contingent liabilities

Compared to 31 January 2013, commitments decreased by EUR 14,619k to EUR 484,625k. This is mainly due to lease contracts which have yet not been renewed or have expired.

As of 30 April 2013 PHOENIX recorded contingent liabilities for guarantees of EUR 109,123k (31 January 2013: EUR 110,523k).

Notes to the statement of cash flows

EUR k	31 Jan. 2013	30 Apr. 2013
Restricted cash		
Cash and cash equivalents at the end of the period	333,598	208,621
thereof restricted		
due to security deposits	6,410	4,880
due to restrictions placed upon foreign subsidiaries	23,885	22,273

Related party disclosures

A related entity granted a loan to the PHOENIX group during the first quarter of 2013/14 with an amount of EUR 45,000k that has been repaid during the reporting period for which interest expenses of EUR 51k were paid.

Beyond that, the business relationships with related parties presented in the consolidated financial statements as of 31 January 2013 remained essentially unchanged in the first quarter of 2013/14.

Mannheim, 11 June 2013

The Management Board of the unlimited partner
PHOENIX Verwaltungs GmbH

Financial calendar 2013/14

25 June 2013	Quarterly Report February to April 2013
24 September 2013	Quarterly Report February to July 2013
19 December 2013	Quarterly Report February to October 2013

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