



Declaration of Conformity pursuant to Section 161 AktG

The Management Board and Supervisory Board of schlott gruppe AG have issued the following Declaration of Conformity pursuant to Section 161 of the German Stock Corporation Act (Aktiengesetz – AktG):

1. Since its last Declaration of Conformity, schlott gruppe Aktiengesellschaft has complied with the recommendations of the Commission of the German Corporate Governance Code (Regierungskommission deutscher Corporate Governance Kodex), valid from May 21, 2003, and published by the Federal Ministry of Justice in the official section of the electronic Federal Gazette, with the exception of those points outlined in the last Declaration (no deductible in the case of D&O insurance for members of the Management and Supervisory Board, no individual presentation of Management Board compensation, no separate compensation for Supervisory Board chairmanship or committee membership, no performance-based Supervisory Board compensation, no publication of consolidated financial statements within 90 days of the end of the financial year), and the Company shall continue to comply with the recommendations of the Code with the exception of the aforementioned points.

Freudenstadt, December 23, 2004

schlott gruppe AG

The Management Board

The Supervisory Board