



schlott gruppe

AKTIENGESELLSCHAFT

Declaration of Compliance as per paragraph 161 German Corporation Act (AktG)

The Board of Management and the Supervisory Board of schlott gruppe AG have agreed on the following declaration as per paragraph 161 of AktG:

Since the issuance of the last declaration of compliance on December 23, 2004, schlott gruppe Aktiengesellschaft has complied with all the recommendations made by the „Federal Commission of the German Corporate Governance Code“ published in the official part of the electronic Bundesanzeiger of the German Ministry of Justice, based on the version dated May 21, 2003, with the following exceptions, which had already been stated in its last declaration: there is no deductible under the Directors-and-Officers-Liability-Insurance for Members of the Board of Management and the Supervisory Board; compensation of the Board of Management is not shown separately for each Member; the chairmanship or membership in any of the Committees of the Supervisory Board are not being separately compensated; Members of the Supervisory Board do not receive any performance-related compensation; schlott gruppe AG is not issuing its annual report within ninety days after the end of the fiscal year. During the period of July 20, 2005 until December 25, 2005, schlott gruppe AG has complied with the new version of the Code issued on June 2, 2005, with an effective date of July 20, 2005, and will in the future continue to be in conformity with the recommendations contained in the Code.

Freudenstadt, December 22, 2005

The Supervisory Board
of the schlott gruppe AG

The Board of the Management
of the schlott gruppe AG