



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):

The Management Board and Supervisory Board of schlott gruppe Aktiengesellschaft hereby declare that, since the last Declaration of Conformity of January 11, 2008, all recommendations of the Commission of the German Corporate Governance Code (Regierungskommission Deutscher Corporate Governance Kodex), initially issued in the version of June 14, 2007, and in the amended version as at June 6, 2008, as published by the Federal Ministry of Justice in the official section of the electronic Federal Gazette on August 8, 2008, have been and continue to be complied with, with the exception of the following departures: no deductible in the case of D&O insurance for members of the Management Board and Supervisory Board, no performance-based compensation for the Supervisory Board, no publication of consolidated financial statements within 90 days of the end of the financial year, and no separate compensation for chairing Supervisory Board committees. The Company will in future comply with the provision set out in section 7.1.2 whereby half-year and quarterly financial reports shall be discussed by the Audit Committee.

Freudenstadt, 17 December 2008

schlott gruppe AG

The Supervisory Board

The Management Board