



## **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):

schlott gruppe Aktiengesellschaft hereby declares that, since its last Declaration of Conformity of 30 May 2006, it has complied with all recommendations of the Commission of the German Corporate Governance Code (Regierungskommission Deutscher Corporate Governance Kodex), valid as from 20 July 2005 and published by the Federal Ministry of Justice in the official section of the electronic Federal Gazette, 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 individualised presentation of Management Board compensation, 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. Since their coming into force, schlott gruppe Aktiengesellschaft has complied with the recommendations put forward by the Commission of the German Corporate Governance Code, in the version published on 12 June 2006, with the exception of the departures specified above as well as with the exception of a detailed presentation of Management Board compensation and a breakdown of such compensation in accordance with point 4.2.4 and point 4.2.5 of the Code. In future, schlott gruppe Aktiengesellschaft will comply with the recommendations of the Code with the exception of the aforementioned departures. Within this context, however, Management Board compensation is to be disclosed in an individualised format.

Freudenstadt, 12 January 2007

**schlott gruppe AG**

The Supervisory Board

The Management Board