



schlott gruppe

AKTIENGESELLSCHAFT

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):

Since its last Declaration of Conformity of 22 December 2005, schlott gruppe Aktiengesellschaft 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. The departures from the recommendations specified as part of the last Declaration of Conformity of 22 December 2005 continue to apply (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 performance-based Supervisory Board compensation, no publication of consolidated financial statements within 90 days of the end of the financial year as well as no separate compensation for Supervisory Board chairmanship or committee membership, with the latter applying only insofar as no separate compensation for membership or chairmanship of Supervisory Board committees had been granted). Since the resolution adopted by the 2006 General Meeting of Shareholders and the introduction of separate compensation for membership of Supervisory Board Meetings for the 2005/2006 financial year, and thus retroactively as of 1 October 2005, the last mentioned item, i.e. the departure from recommendations, is no longer applicable insofar as separate compensation is granted for membership of Supervisory Board committees but not for the chairmanship thereof. Thus, since 1 October 2005 schlott gruppe Aktiengesellschaft has complied with all recommendations of the Code, in the version of the official announcement of 20 July 2005, with the exception of the aforementioned departures, excluding the departure concerning separate compensation for membership in Supervisory Board committees, and shall continue to comply with the recommendations of the Code with the exception of the aforementioned points.

Freudenstadt, 30 May 2006

schlott gruppe AG

The Supervisory Board

The Management Board