



Declaration of Conformity according to Article 161 of the German Stock Corporation Act

The Board of Management and the Supervisory Board declare that DBAG will principally comply with the recommendations issued by the Government Commission on the German Corporate Governance Code.

We seek to comply with these recommendations, apart from a few exceptions that either relate to the nature of our business, or cannot be implemented until later this current financial year, since they may require a shareholders' resolution, or preliminary plannings may have progressed to a point where changes are no longer feasible. Deviations constitute the following:

- For members of the Board of Management and the Supervisory Board, D&O insurance currently does not provide for a deductible (item 3.8 of the Code). Standards concerning the amount and application of a deductible have not yet been developed. We will come back to this issue as soon as trends towards that end are perceptible.
- Members of the Supervisory Board should not act as officers or directors for or provide consulting services to significant competitors of Deutsche Beteiligungs AG (item 5.4.2 of the Code). The shareholders of Deutsche Beteiligungs AG determine the composition of its Supervisory Board. Among the shareholders of Deutsche Beteiligungs AG are institutional investors that may maintain business relations to competitors. Any conflict of interests – meaning that Supervisory Board members act as officers or directors for or provide consulting services to competitors – will be subject to disclosure.
- The remuneration of Supervisory Board members is recommended to account for service on Board committees (item 5.4.5 of the Code). This would lead a change to the company's Supervisory Board remuneration structure, requiring a resolution by the Annual Meeting of Shareholders at some time in the future. The same applies to the suggestion of including a constituent related to the company's long-term performance in Supervisory Board members' remuneration.
- For the time being, we will continue to base our accounting on the principles of the German Commercial Code and not present financial statements in conformity with international accounting standards (item 7.1.1 of the Code). The special principles of the International Accounting Standards (IAS) that

apply to us as a private equity company have not yet been adopted. We seek to avoid drawing up our financial statements on a provisional basis. In anticipation of the transition to the IAS, we will, however, report portfolio valuations determined in conformity with valid IAS fair-value principles, thereby disclosing the relevant information as stipulated by the IAS to our shareholders.

- We endeavor to comply with the recommendation of presenting the annual financial statements within 90 days of the close of a financial year (item 7.1.2 of the Code), beginning with the annual report for financial year 2002/2003. Interim reports will be available within the required time line of 45 days, starting with the report at April 30, 2003.
- We will only conditionally comply with the recommendation of publishing a list of third-party companies in which Deutsche Beteiligungs AG holds a material interest (item 7.1.4 of the Code). This recommendation concerns the core of our business. Frequently, confidentiality is a contractual agreement with our business partners. Beyond that, issuing the required information may, in instances, be detrimental to our portfolio companies.

We will also largely comply with the Commission's suggestions. Deviations constitute the following:

- We will not follow the suggestion of publishing the emoluments to members of the Board of Management on an individualized basis (item 4.2.4 of the Code). Deutsche Beteiligungs AG gives priority to individual Board members' right to data privacy.
- Electing all members of the Supervisory Board at one date has proved to be good practice. This serves the continuity of Supervisory Board members' work. We will therefore not follow the suggestion of scheduling elections at various dates (item 5.4.4).

Frankfurt am Main, December 2002