



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

The Board of Management and the Supervisory Board declare that Deutsche Beteiligungs AG principally complies with the recommendations issued by the Government Commission on the German Corporate Governance Code as amended on May 21, 2003 and that these recommendations were met in the past 2003/2004 financial year.

The deviations are as follows:

- For members of the Board of Management and the Supervisory Board, D&O insurance did not, and currently does not, provide for a deductible (clause 3.8 of the Code). Standards concerning the amount and application of a deductible have still not been developed. We will come back to this issue as soon as trends in that direction become perceptible.
- We have so far not followed the recommendation of publishing the emoluments of members of the Board of Management on an individualized basis (clause 4.2.4 of the Code). We will change this practice and issue an individualized statement of emoluments in the Annual Report on financial year 2003/2004.
- We have been following the Code's recommendation of recognising Supervisory Board members' service on Board committees (clause 5.4.5 para.1 of the Code) in the remuneration to these Board members since the beginning of the 2003/2004 financial year; at the 2004 Annual Meeting, new arrangements for the remuneration of the Supervisory Board were resolved enabling the Company to proceed accordingly. We will publish an individualized statement of the remuneration paid to the members of the Supervisory Board in the Annual Report on financial year 2003/2004.
- We will discontinue following the recommendation of paying a performance-related remuneration component to members of the Supervisory Board (clause 5.4.5 para. 1 of the Code). The past arrangement, which was valid until 31 October 2003, no longer met the permanently growing demands on the activities of the Supervisory Board and, consequently, on the responsibilities of its members. Since the demands made on the Supervisory Board are consistently high, regardless of whether

the Company's earnings position is good or not, the new remuneration arrangements passed at the 2004 Annual Meeting of Shareholders do not provide for a performance-related remuneration component.

- We have so far based our accounting on the principles of the German Commercial Code and have not presented financial statements in conformity with international accounting standards (clause 7.1.1 of the Code); we will, however, do so for the first time starting this current financial year, which began on 1 November 2004.
- The interim report at 31 January 2004 was not presented within a period of 45 days of the close of the financial year, as the Code requires (clause 7.1.2 of the Code); it was publicly accessible on the 47th day – the day on which our Annual Meeting was held. The financial calendar for 2005 provides for the availability of all three interim reports within the recommended period of time.
- 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 (clause 7.1.4 of the Code) that also contains information on the equity and the results for the past financial year. Frequently, confidentiality is a contractual stipulation with our business partners. Additionally, issuing the required information may, in certain instances, be detrimental to our portfolio companies.

As in the past, we will, for the most part, comply with the Commission's suggestions. The following constitutes an exception:

- 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 (clause 5.4.4 of the Code).

Frankfurt am Main, 15 November 2004