

Corporate Governance Kodex

The introduction of the Corporate Governance Codex on 26 February 2002 made the rules for company management and supervision applicable in Germany transparent for domestic and international investors.

Cooperative interaction of Supervisory Board and Management Board, an open style of corporate communications and a solid balance sheet policy should be guaranteed as the minimum requirements.

For these reasons, Neschen AG follows the recommendations of the government commission on the German Corporate Governance Codex as of June 12th 2006, subject only to the following exceptions:

- The General Meeting is not published via modern communications media due to the overproportionately high expenses incurred (Codex Item 2.3.4).
- There is a D&O insurance policy without a deductible covering the members of the Executive Board and Supervisory Board (Codex Item 3.8).
- Because of the size of the Supervisory Board, no committees are formed (Codex Item 5.3).
- The recommended period of 90 / 45 days for the publication of the annual accounts / half-year accounts will not be fulfilled due to the required consolidation of the group financial statements (Codex Item 7.1.2).

According to the statement of conformity, the following information pertains to company ownership:

As of August 31st 2006 the Chairman of the Supervisory Board Dr. Hans-Günter Scholz does not own any shares of NESCHEN AG.

As of August 31st 2006 the Supervisory Board member Mr. Rolf Zinn owns, together with his wife, 46.0% of the Neschen AG issued shares.

As of August 31st 2006 the Supervisory Board member Mr. Matthias Werth does not own any shares of NESCHEN AG.

The members of the Executive Board hold a total of less than 1% of the issued shares as of August 31st 2006.

The following information has also been made public:

- The executive and advisory boards do not have any company credits.
- No pension commitments have been made to the members of the executive or advisory board.