



**Dürr AG Declaration of Compliance  
with the German Corporate Governance Code  
as revised on June 2<sup>nd</sup>, 2005**

According to Sec. 161 of the German Stock Corporation Law, the board of management and the supervisory board of a listed stock corporation are obliged to declare once every year that the recommendations of the Government Commission German Corporate Governance Code were and are being complied with, or which recommendations were or are not being applied. Dürr AG fulfills most of the mandatory provisions of the Code. The deviations from the Code are specified below with the corresponding reasons.

In accordance with Sec. 161 of the German Stock Corporation Law, the Board of Management and the Supervisory Board of Dürr AG declare:

"Dürr AG complies with the recommendations of the Government Commission German Corporate Governance Code with the following exceptions:

**Item 3.8, Paragraph 2**

*If the company takes out a D&O (directors and officers' liability insurance) policy for the Management Board and Supervisory Board, a suitable deductible shall be agreed.*

A D&O insurance policy with no deductibles exists for the members of the Board of Management and the Supervisory Board. This is a group insurance policy for executives at home and abroad, although a differentiation between members of the executive body and employees does not appear appropriate. In addition, a deductible is not usual abroad and would therefore make it difficult to recruit executives from abroad.

**Item 4.2.4**

*Compensation of the members of the Management Board shall be reported in the Notes of the Consolidated Financial Statements subdivided according to fixed, performance-related and long-term incentive components. The figures should be individualized.*

We report the sum of salaries of the members of our Board of Management in the Notes to our consolidated financial statements. In our view a special, individualized item broken down into fixed salary and success-related components would not provide any additional benefit for the shareholders. Moreover, individualized reporting brings with it the risk of leveling out performance and task-related differences in compensation.

**Item 5.4.1, Sentence 2**

*Furthermore, ... an age limit to be specified for the members of its Supervisory Board shall be taken into account*

Dürr sees no necessity for defining an age limit for members of its Supervisory Board.

**Item 5.4.5, Paragraph 3**

*The compensation of the members of the Supervisory Board should be reported in the Notes of the Consolidated Financial Statements individualized, subdivided according to components. Also payments made by the enterprise to the members of the Supervisory Board or advantages extended for services provided individually, in particular, advisory or agency services shall be listed separately in the Notes to the Consolidated Financial Statements.*

We report the sum of compensation of the members of our Supervisory Board in the Notes to our consolidated financial statements. In our view a special, individualized by components would not provide any additional benefit for the shareholders.

The possibility of obtaining the expertise of individual members of our Supervisory Board for special topics at any time represents a special advantage for Dürr. Cooperation is based on the conditions that are usual in the industry, which are also maintained in comparable transactions with third parties. Hence, we see no necessity for individualized publication.

**Item 7.1.4, Sentences 1 and 3**

*The company shall publish a list of third party companies in which it has a shareholding that is not of minor importance for the enterprise. ... The following shall be provided: name and headquarters of the company, the amount of the shareholding, the amount of equity, and the operating result of the past financial year.*


We publish a list of the significant third party companies, indicating the company's headquarters. We do not make public additional information for reasons relating to competition."

Stuttgart, December 19, 2005

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Chairman of the Supervisory Board  
Dr.-Ing. E. h. Heinz Dürr



Chairman of the Board of Management  
Stephan Rojahn