



**Dürr AG Declaration of Compliance
with the German Corporate Governance Code
as revised on 6th June 2008**

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 4.2.3, Paragraphs 4 and 5

In concluding Management Board contracts, care shall be taken to ensure that payments made to a Management Board member on premature termination of his contract without serious cause do not exceed the value of two years' compensation (severance payment cap) and compensate no more than the remaining term of the contract. The severance payment cap shall be calculated on the basis of the total compensation for the past full financial year and if appropriate also the expected total compensation for the current financial year.

Payments promised in the event of premature termination of a Management Board member's contract due to a change of control shall not exceed 150% of the severance payment cap.

Existing contracts with Management Board members will not be adapted to the recommendations of the Code introduced in June 2008. The implementation of the recommendations will be considered for the conclusion of new contracts.

Item 5.4.1, Sentence 2

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

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

Item 5.4.6, Paragraph 3

The compensation of the members of the Supervisory Board shall be reported individually in the Corporate Governance Report, 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 Corporate Governance Report.

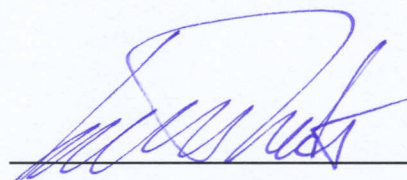
We report the sum of compensation of the members of our Supervisory Board in the Notes to our consolidated financial statements. In our view a special, individualized disclosure by components would not provide any additional benefit for the shareholders as the compensation is defined in the company's articles of incorporation.

Stuttgart, 15th December 2008



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

Stuttgart, 15th December 2008



Chairman of the Board of Management
Ralf Dieter