

## **Corporate Governance.**

### **Declaration of conformity of the Executive Board and the Supervisory Board of JENOPTIK AG in fiscal year 2008 concerning the Corporate Governance Code pursuant to §161 AktG (German Stock Corporation Act).**

The JENOPTIK AG Executive and Supervisory Boards support the recommendations of the Government Commission on the German Corporate Governance Code in the version dated June 6, 2008, and state that pursuant to § 161 German Corporate Stock Act:

- I. The recommendations of the Government Commission on the German Corporate Governance Code ("DCGK") in the version dated June 6, 2008 will be followed with the following exceptions:
  1. The reports and documents required by law for the Annual General Meeting will regularly be provided from the time the Annual General Meeting has been duly convened and will be sent to the shareholders upon request. The documents will be published on the company's internet site together with the agenda provided that this does not conflict with the legitimate interests of the company, its shareholders or third parties (Point 2.3.1 DCGK).
  2. A deductible for D&O insurance shall be waived (Point 3.8 Paragraph 2 DCGK).
  3. The Personnel Committee of the Supervisory Board, responsible for Executive Board contracts, shall consult the Supervisory Board plenum with regard to the Board's remuneration scheme if the plenum wishes this or when the Committee deems it necessary for a specific reason (Point 4.2.2 DCGK).
- II. Since the last declaration of conformity dated December 2007 the recommendations of the Government Commission on the German Corporate Governance Code ("DCGK") in the version dated June 14, 2007 have been followed with the exceptions stated above in section I.

The Executive and Supervisory Boards regard the recommendations of the German Corporate Governance Code as a guideline for exemplary entrepreneurial activity. In business life, however, there will be situations in which these stipulations prove to be too inflexible or unnecessarily restrict well-established business practice. In such cases there may be deviations from the recommendations of the code, contrary to the current annual declaration pursuant to § 161 AktG, which will be published in the next declaration pursuant to § 161 AktG at the latest.

### **Background information from the preamble to the Code.**

On September 6, 2001, Germany's Government Commission on the German Corporate Governance Code (DCGK) was appointed to develop internationally and nationally recognized principles for correct and responsible corporate governance. As stated in the Code's preamble, "The Code aims at making the German Corporate Governance system transparent and understandable. Its purpose is to promote the trust of international and national investors, customers, employees and the general public in the management and supervision of listed German stock corporations."

The Commission presented the German Corporate Governance Code to the general public on February 26, 2002 and amended it most recently on June 6, 2008. The Code provides "regulations" that describe the legal norm currently valid in Germany, in addition to further "recommendations" and "suggestions." The "recommendations" are indicated by the use of the word "shall" in the Code. Companies that deviate from one or more recommendations must disclose this fact in an annual declaration of conformity in accordance with § 161 of the German Stock Corporation Act. The Code thereby "enables companies to reflect sector and enterprise-specific requirements."

"Suggestions" are indicated in the Code by the use of the words "should" or "can" and can be deviated from without disclosure.

### **Code strengthens confidence into German enterprises.**

JENOPTIK AG welcomes the German Corporate Governance Code, which is in the economic interests of Germany and of the companies, and which will contribute towards building the trust of investors in the German economy within Germany and throughout the world.

JENOPTIK AG is aware of the significance of investor trust and has maintained an open and transparent corporate style from the very beginning - long before it went public on June 16, 1998. JENOPTIK AG also welcomes the Code's deliberate flexibility concerning further national and international corporate governance developments. JENOPTIK AG welcomes the code also because it is open for further national and international developments in corporate governance. The Code indeed reflects the fact that corporate governance is to be treated as a continual process, and not merely a set of regulations fixed in print. For individual companies, this is a matter of earning the trust of investors, customers, employees and the general public - all of which goes without saying for Jenoptik.