

SIMONA AG Declaration of Conformity with the German Corporate Governance Code

On 16 March 2009, the Management Board and Supervisory Board issued the following Declaration of Conformity in accordance with Section 161 of the Stock Corporation Act (Aktiengesetz – AktG):

SIMONA AG has complied with the Recommendations specified within the German Corporate Governance Code since the Company's initial Declaration of Conformity in March 2003 and will continue to comply with the aforementioned Code, with the exception of the following departures:

- Notifications relating to the convening of a General Meeting, together with the associated documents, are not yet sent by electronic means due to the fact that the approval requirements have not been fulfilled. (Section 2.3.2 of the Code)
- The Company has taken out D&O insurance for the members of the Supervisory Board and the Management Board. The insurance policy does not include a deductible. (Section 3.8 of the Code)
- The Personnel Committee within the Supervisory Board decides on and reviews the compensation system for the Management Board on a regular basis, including all material contractual components. The Personnel Committee regularly informs the Supervisory Board of its resolutions. (Section 4.2.2 of the Code)
- At present, the Management Board contracts contain no severance payment caps applicable in the event of premature termination of a contract without serious cause or as a result of change of control. (Section 4.2.3 of the Code)
- On 23 June 2006, the General Meeting of Shareholders of SIMONA AG agreed by a three-quarters majority to disclose Management Board compensation in an aggregated format, divided into fixed and performance-related components, rather than disclosing each amount by name. (Section 4.2.4 of the Code)
- The Supervisory Board has not yet formed a Nomination Committee. (Section 5.3.3 of the Code)
- The members of the Supervisory Board receive remuneration that is commensurate with their duties and scope of responsibility. This compensation consists of fixed remuneration as specified by the Articles of Association and does not contain a performance-related component. (Section 5.4.7 paragraph 2 of the Code)
- Consolidated financial statements and interim statements are made publicly accessible in accordance with the statutory time frames. (Section 7.1.2 of the Code)

Kirn, March 2009

SIMONA AG

Supervisory Board and Management Board