

Investor Relations

Declaration of conformity 2009

## **November 2009**

The executive board and the supervisory board of CropEnergies AG, Mannheim, passed a resolution on November 16, 2009 to issue the following declaration of conformity with the German Corporate Governance Code in accordance with § 161 AktG (Stock Corporation Act):

The annual general meeting of CropEnergies AG passed a resolution on 17 July 2007 to waive individual disclosure of executive board compensation for the period of five years.

CropEnergies AG complies with the recommendations of the "Government Commission on the German Corporate Governance Codex" in the version of the Code as amended on 18 June 2009 (also in the future) with the following exceptions:

### **Section 3.8:**

At present, there is no deductible agreed in the amount of one and a half times the fixed annual compensation in the D&O insurance for the supervisory board. By March 1, 2010 the insurance contract will be adjusted.

### **Section 4.2.1:**

The election of a chairman or spokesman is not necessary. The executive board of CropEnergies AG comprises two members. They manage the company on an equal footing - with clearly defined areas of responsibility.

### **Section 4.2.3:**

The management contracts of CropEnergies AG do not contain a compensation cap. We do not see any need for this, even in the future, particularly as there are considerable legal problems with such contractual clauses.

### **Section 5.4.6:**

We indicate the supervisory board compensation according to fixed rates and performance-related components. There is no stock option plan. We do not follow the codex recommendation to indicate supervisory board earnings individually. In our opinion, the infringements of privacy do not represent a fair balance to the benefits of such a practice. Accordingly, the Corporate Governance report shall not contain any individual representation of the earnings of the supervisory board.