

Declaration of conformity

The joint declaration of conformity by the general partner and the Supervisory Board of Drägerwerk AG & Co. KGaA was discussed and approved in the meeting of the Supervisory Board of the Company on December 15, 2008. It states that the recommendations of the German Corporate Governance Code Government Commission were applied with only a few exceptions.

The following declaration was published on December 19, 2008:

“The general partner, represented by its Executive Board, and the Supervisory Board, declare that Drägerwerk AG & Co. KGaA acted on the recommendations of the German Corporate Governance Code Government Commission, as amended on June 14, 2007, from the date of the issue of its previous declaration of conformity on December 19, 2007 until August 8, 2008 and that since August 9, 2008, it has acted on the recommendations as amended on June 6, 2008. This applies subject to the following exceptions:

1. The voting (limited) capital stock is solely owned directly or indirectly by the Dräger family. Therefore, the recommendation to appoint a corporate voting proxy for exercising the voting right of shareholders on their instructions at the annual general meeting of the shareholders is unnecessary (2.3.3 clause 3 of the Code).
2. No age limit has been specified for Supervisory Board members, nor will it be (5.4.1 of the Code). In view of the knowledge, abilities and professional experience required in 5.4.1 sentence 1 of the Code, the specification of an age limit does not appear appropriate.” The reasons for the aforesaid exceptions from certain recommendations of the Code are largely explained in the declaration of conformity.