

**Declaration by Mologen Holding AG
in accordance with Section 15 EGAktG -
Temporary provision to Section 161 Companies Act**

The German Corporate Governance Code was published on 26 February 2002. The complete text can be found at www.corporate-governance-code.de.

As part of the passing of the Transparency and Publicity Act of 19 July 2002, Section 161 Companies Act was amended as follows:

“Section 161 Declaration Regarding the Corporate Governance Code

The executive board and the supervisory board of listed companies shall issue an annual declaration that the recommendation in the “Government Commission of German Corporate Governance Code” as published in the official section of the electronic Federal Gazette by the Federal Ministry of Justice has been complied with and is being complied with or which recommendations have not been or are not being implemented. The declaration shall be made accessible to the shareholders for a longer period of time.”

In accordance with Section 15 EGAktG, the Section 161 Declaration must be issued for the first time in 2002. In this year it can be restricted to stating that the recommendations of the “Government Commission of German Corporate Governance Code” have been complied with or which recommendations have not been implemented.

With this in mind, the executive board and the supervisory board issue the following declaration.

Mologen Holding AG intends to comply with the recommendations of the Government Commission of German Corporate Governance Code in future. We shall deviate from the recommendations in the following points, as detailed below:

“5.1.2 ...An age limit for members of the board shall be set.”

The current employment contracts of the board members of Mologen Holding AG are limited and are not automatically extended. The supervisory board shall consider the age of the candidate in its decision regarding new employment contracts and if necessary adjust the contractual term accordingly.

“5.2 ...The supervisory board shall also be chairman of the committees treating the contracts for executive board members and preparing the meetings of the supervisory board...”

The supervisory board of Mologen Holding AG comprises 3 members. The supervisory board does not intend to form any committees.

“5.3 Forming committees...”

The entire paragraph does not currently apply to Mologen Holding AG. The supervisory board of Mologen Holding AG comprises 3 members. The supervisory board does not intend to form any committees.

“5.4.5 ...The remuneration paid or benefits granted to the members of the supervisory board by the company for work and services provided, in particular, consultation and brokering services, should be detailed individually in the appendix to the consolidated report...”

In future, the company shall detail the remuneration paid or benefits granted to the supervisory board as a whole in one position in the appendix to the consolidated report.

“6.6 Purchase and sale of shares in the company and its subsidiaries, and the purchase and sale of options and other derivatives from or to members of the executive board or supervisory board should be disclosed immediately to the company by same after completion. The company shall immediately publish the notification in a suitable electronic information system or at least in an official bourse gazette.

The corresponding information should be published in the appendix to the consolidated report....”

Section 15 a WpHG requires transactions to be reported which exceed a total volume of Euro 25,000 within a period of 30 calendar days. The executive board and the supervisory board of Mologen Holding AG are of the opinion that this statutory requirement is considered and sufficient. The restricted additional information arising from the publication of the smallest securities transaction and the large amount of administrative work involved are, in our opinion, disproportionate. We will ignore corresponding announcements which go beyond the provisions of Section 15a WpHG.

“6.6 ...Owning shares, including options and other derivatives by individual members of the of the executive board or supervisory board should be disclosed if it is directly or indirectly greater than 1% of the shares issued by the company. If the total holding of all members of the executive board or supervisory board exceeds 1% of the shares issued by the company, the total holding should be disclosed individually by executive board and supervisory board”

The executive board and the supervisory board of Mologen Holding AG are of the opinion that the provisions of Section 21 WpHG create sufficient transparency.

“7.1.1 ...The consolidated report and the interim reports should be prepared taking into consideration the internationally recognised regulations. ...”

From 01/01/2004 we intend to publish interim and annual reports in accordance with international accounting standards. Earlier publication would cause a disproportionate expense, especially for the interim reports, as the respective comparison figures from the previous year can only be calculated with difficulty.

Berlin, December 2002