

MOLOGEN AG

German Corporate Governance Code

MOLOGEN AG Declaration of compliance in line with Section 161 of the German Stock Corporation Act

The Board of Directors and the Supervisory Board of MOLOGEN AG declare that the company has complied and continues to comply with the recommendations of the German Corporate Governance Code in its current version as of June 6, 2008, with the following exceptions:

Shareholders and Annual General Meeting

The German Corporate Governance Code recommends sending notification of convening the Annual General Meeting by electronic means to domestic and international financial services providers, shareholders and shareholders' associations. As the technical requirements for a secure identification and addressing of the recipient are not available, this recommendation is currently not complied with and will not be complied with in the future.

Cooperation of the Board of Directors and the Supervisory Board

The D&O liability insurance taken out for the members of the Board of Directors and the Supervisory Board of MOLOGEN AG does not include any deductible, in accordance to common practice on the market.

Board of Directors

The Code recommends that the supervisory board agrees a possible limit (cap) on the variable remuneration components in the event of extraordinary and unexpected developments. This recommendation has not been and will not be complied with, as it is regarded as inappropriate by the Board of Directors and the Supervisory Board in view of the scope of the share option programs approved by the Annual General Meeting.

A detailed remuneration report forms part of the notes to the annual financial statements

and is reproduced in the annual report of MOLOGEN AG. The annual report is available on the company's website or can be sent by post on request. The information specified can thus be viewed by the company's shareholders. Hence, a repetition of the detailed account in the Corporate Governance report is not made in line with past practices. The main features of the remuneration system for the Board of Directors as well as its changes are also presented in the annual financial statements and again in the annual report. The Annual General Meeting has not been and will not be informed of the remuneration system separately.

Supervisory Board

The German Corporate Governance Code recommends that an age limit be set for members of the board of directors. The members of the Board of Directors of MOLOGEN AG are currently on fixed-term contracts that are not automatically renewed. Continuing its past practice, the Supervisory Board will take into consideration the age of the candidate when deciding on the conclusion of new service contracts for members of the Board of Directors and will, where necessary, adjust the term of the contract accordingly. No age limit has been or will be set.

Tasks and authority of the Supervisory Board Chairman, formation of committees by the Supervisory Board

The Supervisory Board of MOLOGEN AG consisting of three members has not formed any committees due to its limited number of members. In particular, no Audit Committee or Nomination Committee was formed. No committees will be established in future as long as the number of members in the Supervisory Board remain as limited.

Composition of the Supervisory Board

The German Corporate Governance Code recommends that an age limit is set and taken into consideration when candidates are proposed for election to the supervisory board. This recommendation has not been and will not be complied with, as the term of office stipulated by law and in the articles of association for members of the Supervisory Board sets a clear timeframe for their mandates.

Remuneration of the Supervisory Board

The remuneration paid to the members of the Supervisory Board and the remuneration or benefits granted in return for services rendered individually have been and will in future each be stated separately in the notes to the annual financial statement as single items covering the entire Supervisory Board, in accordance with the legal requirements. The members of the Supervisory Board have not received and do not receive any performance-related remuneration. As the Supervisory Board has to fulfill the function of supervision, the Board of Directors and the Supervisory Board are skeptical of a performance-related remuneration component for the members of the Supervisory Board.

Transparency

The German Corporate Governance Code recommends that shares or related financial instruments (derivatives in particular) held by individual members of the board of directors and of the supervisory board should be disclosed if the holdings directly or indirectly exceed 1% of the shares issued by the company. If the total shareholdings of all of the members of the board of directors and the supervisory board exceed 1% of the shares issued by the company, the total stockholding should then be broken down into the holding owned by the board of directors and the holding owned by the supervisory board. This recommendation has not been and will also not be complied with in the future. The publication of this information is made in line with legal requirements and in the prescribed manner, which allow for adequate transparency in the opinion of the Board of Directors and the Supervisory Board. An additional publication of such information in the Corporate Governance report have not taken place in the past and should also not take place in the future.

Accounting

Detailed Information on the stock option programs and similar securities-related incentive systems has been and is provided in the notes to the annual financial statements according to IFRS and is not reproduced in the Corporate Governance report. Hitherto this information was also provided in the notes to the annual financial

statements according to HGB (“Handelsgesetzbuch”, German Commercial Code). In future it will be abstained from that.

Berlin, March 13, 2009

On behalf of the Supervisory Board

Dr. Mathias P. Schlichting

Chairman of the Supervisory Board

On behalf of the Board of Directors

Dr. Matthias Schroff

Chairman of the Board of Directors