

Declaration by the Management Board and Supervisory Board
of *aap* Implantate AG
on the recommendations of the
Government Commission German Corporate Governance Code
as per § 161 of the German Stock Corporation Act (AktG)

aap Implantate AG abides by the recommendations in the May 21, 2003 version of the German Corporate Governance Code (GCGC) as published by the Federal Ministry of Justice in the electronic edition of the Federal Gazette (Bundesanzeiger) on July 4, 2003 with the following exceptions:

The D&O policy taken out for the Management Board and Supervisory Board does not include a suitable deductible (GCGC Section 3.8 Par. 2).

A retroactive change of performance targets or comparison parameters in connection with compensation of Management Board members is not ruled out (GCGC Section 4.2.3 Par. 5). The Supervisory Board has not agreed to a possibility of limitation (cap) for extraordinary, unforeseen developments (GCGC Section 4.2.3 Par. 2).

Compensation of the members of the Management Board is not reported in the Notes on the Consolidated Financial Statements subdivided individually (GCGC Section 4.2.4).

No age limit is specified for members of the Management and Supervisory Boards (GCGC Section 5.1.2 Par. 2 Sentence 3; Section 5.4.1 Sentence 2).

The Supervisory Board has not formed any committees (GCGC Sections 5.3.1 and 5.3.2; Section 4.2.2 Par. 1; Section 5.2 Par. 2).

Compensation of members of the Supervisory Board does not include a performance-related component. Payments made to members of the Supervisory Board are not listed individually in the Notes to the Consolidated Financial Statements (GCGC Sections 5.4.5 and 5.3.1).

Annual financial statements and interim reports are published in accordance with Frankfurt stock exchange regulations (GCGC Section 7.1.2).

Not all relationships with shareholders considered to be "related parties" pursuant to the applicable accounting regulations are noted in the Consolidated Financial Statements (GCGC Section 7.1.5).

Since its last declaration dated December 18, 2003, *aap* Implantate AG has complied with the recommendations of the revised version of the German Corporate Governance Code dated May 21, 2003 and published by the Federal Ministry of Justice in the electronic edition of the Federal Gazette (Bundesanzeiger) on July 4, 2003 with the following exceptions:

The D&O policy taken out for the Management Board and Supervisory Board did not include a suitable deductible (GCGC Section 3.8 Par. 2).

The Management Board's Terms of Reference did not regulate the allocation of responsibility and the cooperation in the Management Board (GCGC Section 4.2.1 Sentence 2).

The new Supervisory Board elected at the Annual Meeting of Shareholders on July 19, 2004 has not formed any committees (GCGC Section 4.2.2 Par. 1, Section 5.2 Par. 2, Sections 5.3.1 and 5.3.2).

Retroactive changes to performance targets or comparison parameters were not ruled out in the overall compensation of the members of the Management Board. The Supervisory Board did not agree to a possibility of limitation (cap) for extraordinary, unforeseen developments (GCGC Section 4.2.3 Par. 2).

Compensation of the members of the Management Board was not reported in the Notes to the Consolidated Financial Statements subdivided by fixed, performance-related and long-term incentive components, and the figure was not individualized (GCGC Section 4.2.4).

No age limit was specified for members of the Management and Supervisory Boards (GCGC Section 5.1.2 Par. 2 and Section 5.4.1 Sentence 2).

Compensation of the members of the Supervisory Board did not include a performance-related component and did not take membership of committees into consideration. Payments made to members of the Supervisory Board are not listed individually and subdivided accordingly in the Notes to the Consolidated Financial Statements (GCGC Section 5.4.5).

Annual financial statements and interim reports were published in accordance with Frankfurt stock exchange regulations (GCGC Section 7.1.2).

Not all relationships with shareholders considered to be "related parties" pursuant to the applicable accounting regulations were noted in the Consolidated Financial Statements (GCGC 7.1.5).

Berlin, December 13, 2004

The Supervisory Board

The Management Board