

**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 complies with the recommendations of the July 24, 2006 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 June 12, 2006 with the following exceptions:

The D&O policy taken out for the Management Board and Supervisory Board does not include a deductible (GCGC No. 3.8 Par. 2).

The Management Board does not currently have a chairman or a spokesman (CGCG 4.2.1 Sentence 1).

Retroactive changes to performance targets or comparison parameters are not ruled out in the overall compensation of the members of the Management Board (CGCG 4.2.3 Par. 3).

No age limit is specified for Management Board and Supervisory Board members (GCGC 5.1.2 Par. 2; GCGC 5.4.1 Sentence 2).

The Supervisory Board has not set up any committees (CGCG 5.3.1 and 5.3.2).

The compensation paid to members of the Supervisory Board does not include a performance-related component (CGCG 5.4.7 Par. 2).

Due to the acquisition of the FAME Medical group interim reports 2007 will not be published within 45 days of the end of the reporting period (CGCG 7.1.2).

Since its last declaration of conformity on December 19, 2005, *aap* Implantate AG has complied with the recommendations of the July 24, 2006 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 June 12, 2006 or, until July 24, 2006, the previous version, with the following exceptions:

The D&O policy taken out for the Management Board and Supervisory Board did not include a deductible (GCGC No. 3.8 Par. 2).

The Management Board has had no chairman or spokesman (GCGC 4.2.1 Sentence 1).

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 (CGCG 4.2.3 Sentence 2).

No age limit was specified for Management Board and Supervisory Board members (GCGC 5.1.2 Par. 2 and 5.4.1 Sentence 2).

The Supervisory Board did not set up any committees (CGCG 5.3.1 and 5.3.2).

Compensation paid to members of the Supervisory Board did not include a performance-related component (CGCG 5.4.7 Par. 2).

Berlin, December 18, 2006

The Supervisory Board

The Management Board