

**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 German Corporate Governance Code (GCGC) as published on June 14, 2007 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 (GCGC 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 (GCGC 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 (GCGC 5.3.1, 5.3.2 and 5.3.3).

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

Since its last declaration of conformity on December 18, 2006, aap Implantate AG has complied with the recommendations of the German Corporate Governance Code (GCGC) as published on June 14, 2007 or, until July 20, 2007, 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. (GCGC 4.2.3 Par. 3).

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 (GCGC 5.3.1 and 5.3.2).

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

Interim reports 2007 was not all be published within 45 days of the end of the reporting period (GCGC 7.1.2).

Berlin, December 19, 2007

The Supervisory Board

The Management Board