

**Declaration by *aap* Implantate AG's Management Board and Supervisory Board
on the recommendations of the Government Commission on the German Corporate
Governance Code in accordance with Section 161 of the German Stock Corporation Act
(Aktiengesetz/AktG)**

aap Implantate AG complies with the recommendations on the German Corporate Governance Code (in the version published on June 6, 2008) with the following exceptions:

The D&O policy taken out for the Management Board and Supervisory Board does not contain a deductible (Section 3.8 Para. 2).

Until December 31, 2008 the Management Board did not have a chairman or spokesman (Section 4.2.1 Sentence 1).

A retroactive change in performance targets or comparison parameters for the compensation of Management Board members is not excluded. No severance payment cap has been agreed in the event of premature termination of a Management Board member's contract (Section 4.2.3 Paras. 3-5).

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

The Supervisory Board has not formed committees (Section 5.3.1, 5.3.2 and 5.3.3).

The compensation received by members of the Supervisory Board does not include a performance-related component (Section 5.4.6 Para. 2).

The consolidated financial statements for the financial year 2008 will not be published within 90 days of the end of the reporting period (Section 7.1.2).

Since the last declaration of conformity published on December 19, 2007 *aap* Implantate AG has complied with the recommendations on the German Corporate Governance Code in the version published on June 6, 2008 or, until August 8, 2008, with the previous version, with the following exceptions:

The D&O policy taken out for the Management Board and Supervisory Board did not contain a deductible (Section 3.8 Para. 2).

The Management Board did not have a chairman or spokesman (Section 4.2.1 Sentence 1).

A retroactive change in performance targets or comparison parameters for the compensation of Management Board members was not excluded (Section 4.2.3 Para. 3).

No age limit was specified for Management Board and Supervisory Board members (Section 5.1.2 Para. 2; Section 5.4.1 Sentence 2).

The Supervisory Board did not form committees (Sections 5.3.1, 5.3.2 and 5.3.3).

The compensation received by members of the Supervisory Board did not include a performance-related component (Section 5.4.6 Para. 2).

The consolidated financial statements for the financial year 2007 were not published within 90 days of the end of the reporting period (Section 7.1.2).

Berlin, December 29, 2008

For the Supervisory Board:



Rubino Di Girolamo
Supervisory Board Chairman

The Management Board



Oliver Bielenstein
Director



Bruke Seyoum Alemu
Director