

Declaration of Compliance by Centrotec Hochleistungskunststoffe AG in respect of the German Corporate Governance Code

"Centrotec Hochleistungskunststoffe AG complies with the recommendations of the Government Commission on the German Corporate Governance Code in the version dated May 21, 2003, with the exception of the aspects detailed below:

Section 3.8. of the Code recommends an appropriate excess for D&O insurance cover for members of corporate bodies. Our current policy for D&O cover does not include an excess. Renegotiation of the policy would probably result in a significant rise in costs in view of the sharp rise in insurance premiums over recent years. We are planning to agree an appropriate excess once the current policy has expired.

Section 5.3. of the Code recommends the formation of committees. This is, however, to take place subject to the specific circumstances of the company and the number of members of the Supervisory Board. Our Supervisory Board comprises three members, who consider all matters concerning the company jointly. Consequently, we do not regard the creation of committees to be appropriate in our case. We believe that our view is compatible with the Code, but supply this information as a precautionary measure by way of clarification.

Section 4.2.4 of the Code recommends that the remuneration of the Management Board be reported broken down according to fixed payments, performance-related components and components with a long-term incentivizing effect. This we do. However, no individualized disclosures concerning levels of remuneration are made, as we regard the protection of the private sphere as more important than the value of additional information on how the total volume of remuneration, which we do not believe to be above-average, is broken down between the individuals in question. Centrotec moreover observes all target requirements of the Code on sound corporate governance.

The company has published the declaration of compliance with the Code (Section 161 of German Stock Corporation Law) on its website (www.centrotec.de).

Brilon, February 20, 2004

CENTROTEC Hochleistungskunststoffe AG

Dr. Gert-Jan Huisman (Chairman), Finance

Martin Beijer, Plastic Systems

Dr. Alexander Kirsch, Strategy and Expansion and Engineering Plastics

Rob Slemmer, Climate Systems