

**Joint Declaration by the Executive Board and the Supervisory Board of  
Deutsche EuroShop AG on the recommendations by the Government  
Commission on the German Corporate Governance Code in accordance with  
section 161 of the AktG.**

The Executive Board and the Supervisory Board have resolved the following declaration of conformity in accordance with section 161 of the Aktiengesetz: Deutsche EuroShop AG conforms with the recommendations of the German Corporate Governance Code in the version dated 4 July 2003 with the following exceptions:

- No D&O insurance has been taken out for the members of the Executive Board and the Supervisory Board (section 3.8).
- The variable portion of the remuneration of the Executive Board does not include stock options (section 4.2.3).
- Membership of committees is not taken into account when determining the remuneration of the Supervisory Board (section 5.4.5 (1)).
- The Supervisory Board receives remuneration that is determined by the Annual General Meeting. To date, no performance-based components have been granted (section 5.4.5 (2)).
- The consolidated and interim financial statements are currently prepared in accordance with the German Commercial Code (HGB); as from financial year 2005 the Company will prepare its financial reporting in accordance with the IFRSs (section 7.1.1).
- The consolidated financial statements are published within 120 days after the end of the financial year, while the interim financial statements (half-yearly report) are published within 60 days after the end of the reporting period (section 7.1.2).
- No stock option programmes or similar share-based incentive systems are currently in place at the Company (section 7.1.3).

Eschborn, Dezember 2003

The Executive Board

The Supervisory Board