

**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 of Deutsche EuroShop AG declare that the Company has and will conform with the recommendations of the Government Commission on the German Corporate Governance Code in the version of 21 May 2003 published by the Federal Ministry of Justice in the official section of the Federal Gazette on 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); the IASs are being applied for the first time for financial year 2004 (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 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).

Hamburg, November 2004

The Executive Board

The Supervisory Board