

## Thiel Logistik AG

### Declaration of Compliance

Voluntary declaration by the Board of Directors of Thiel Logistik AG concerning the German Corporate Governance Code pursuant to Article 161 of the German Stock Corporation Act (Declaration of Compliance):

Since the last declaration of compliance on December 7, 2005, the company has been in compliance with the recommendations of the Government Commission on the German Corporate Governance Code (code version of May 21, 2003) as published in the electronic Federal Gazette on July 4, 2003, with the following exceptions. The Board of Directors resolves to continue to comply with the recommendations of the code (version of June 2, 2005) announced by the Justice Ministry on July 12, 2005, and reported in the official section of the electronic Federal Gazette on July 21, 2005, with the following exceptions which are identical in content to those previously stated.

It should be noted in this respect that the company is a joint stock company as prescribed by Luxembourg law, with a single-tier Board of Directors. The Board of Directors manages the company in accordance with Luxembourg corporate law. The Board of Directors has transferred responsibility for the day-to-day business to an Executive Committee which is composed solely of members of the Board of Directors. In addition to the members of the Executive Committee, the Board of Directors has three non-executive members of the Board of Directors.

1. Code section 3.8

The company's existing D & O insurance provides no insurance cover for willful breach of duty. Where there is insurance cover, there is no deductible for members of the Board of Directors. In the case of publicly listed companies, no standard practice has yet developed regarding the deductible for D & O insurance for company officers, contrary to the recommendation of the German Corporate Governance Code. The company is therefore rejecting a deductible at present.

2. Code section 4.2.2 paragraph 1

The recommendation that the Board of Directors' plenum should advise on and examine the compensation structure of the Executive Board, which corresponds to the Executive Committee, is not in keeping with the legal structure of a Luxembourg joint stock company with executive and non-executive members of the Board of Directors.

It is thus regarded as appropriate that the Appointments & Remuneration Committee of the Board of Directors alone advises on and determines the compensation structure of the executive members of the Board of Directors. This Committee is composed solely of non-executive members of the Board of Directors.

3. Code section 4.2.4 paragraph 2

In order to protect privacy, no details are given concerning compensation paid to the executive members of the Board of Directors on an individual basis.

4. Code section 5.4.4 sentence 1

Because a single-tier Board of Directors under Luxembourg law involves no distinction between Executive Board and Supervisory Board, there is no occasion for an Executive Board Chairperson to change to become Supervisory Board Chairperson or Chairperson of a Supervisory Board Committee.

5. Code section 5.4.7 paragraph 2, sentence 1

The non-executive members of the company's Board of Directors do not receive any performance-related compensation. They are independent members of the Board of Directors in the sense of section 5.4.2. Their primary duty is to monitor the Executive Committee. Therefore their remuneration shall not be measured according to the economic success of the company.

6. Code section 5.4.7 paragraph 3

In order to protect privacy, no details are given concerning compensation paid to the non-executive members of the Board of Directors on an individual basis.

7. Code section 7.1.4

With regard to the list of third party companies in which the company has a shareholding that is not of minor importance for the company, all details are stated except for those concerning the operating result, however.

Grevenmacher, June 14, 2006

Berndt-Michael Winter  
(Chairman of the Board of Directors)

Dr. Antonius Wagner  
(Deputy Chairman of the Board of Directors)