

Corporate Governance*

MPC Capital AG is committed to a responsible, fair, reliable and transparent corporate policy. The principles of corporate management (corporate governance) are important components of this. They focus on taking into account the interests of the shareholders, transparency in company communication and cooperation between the Management Board and Supervisory Board based on trust.

On June 2, 2005 the German Corporate Governance Code was revised by the Government Commission. On December 12, 2005 the Supervisory Board and Management Board of MPC Münchmeyer Petersen Capital AG submitted the fourth Declaration of Conformity to the recommendations and suggestions of the currently valid code. The declaration was published on the company's Internet site and is as follows.

Declaration of the Management Board and the Supervisory Board of MPC Capital AG on the Corporate Governance Code pursuant to Article 161 of the German Stock Corporation Act The Management Board and Supervisory Board of MPC Münchmeyer Petersen Capital AG declare that the company complied with the recommendations of the German Corporate Governance Code Government Commission (hereinafter called "the Code") in accordance with the last Declaration of Conformity of December 13, 2004. In the future, the company will comply with the recommendations of the German Corporate Governance Code Government Commission in the version of June 2, 2005 with the following exceptions:

- ▶ MPC Münchmeyer Petersen Capital AG shall publish in the notes to the consolidated financial statements the total remuneration approved for the Management Board and the Supervisory Board for the given year. In this respect the company deviates from Items 4.2.4 and 5.4.7 Paragraph 2 of the Code.
- ▶ The memorandum and articles of association of MPC Münchmeyer Petersen Capital AG provide for a fixed remuneration for members of the Supervisory Board. At present, remuneration is not performance-related (Item 5.4.7 Paragraph 3 of the Code).
- ▶ In Item 5.1.2 Paragraph 2 and Item 5.4.1, the Code recommends the specification of an age limit for members of the Management Board and members of the Supervisory Board. No age limit is specified for members of the Management Board and Supervisory Board at MPC Münchmeyer Petersen Capital AG.

* This is at the same time the report as defined by Item 3.10 of the German Corporate Governance Code.

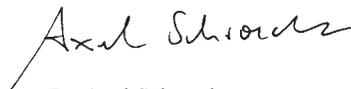
Remuneration report The remuneration system of members of the Management Board (Item 4.2.3) contains components which are independent of performance and components which are performance-related. The components which are independent of performance are composed of a base salary and remuneration in kind. The performance-related components are bonuses directly related to the company's business performance. Components with a long-term incentive and risk character, as defined in the German Corporate Governance Code, do not exist, nor do employer's pension commitments. The overall remuneration approved for the Management Board is published in the notes to the annual report on page 107.

The remuneration system for members of the Supervisory Board (Item 5.4.7) is comprised exclusively of remuneration which is independent of performance. There are no performance-related components or components with long-term incentive or risk character. The overall remuneration for the Supervisory Board is published in the notes to the annual report on page 107.

Hamburg, December 12, 2005



Axel Schroeder
Chairman of the Supervisory Board



Dr. Axel Schroeder
Chairman of the Management Board