

**Declaration of conformity of JENOPTIK AG concerning the Corporate Governance Code pursuant to § 161 AktG (German Stock Corporation Act) for fiscal year 2004.**

At its December 13, 2004 meeting, the JENOPTIK AG supervisory board adopted the following declaration of conformity pursuant to § 161 of the German Stock Corporation Act (DCGK):

The JENOPTIK AG executive and supervisory boards support the recommendations of the German Corporate Governance Codex commission of May 21, 2003, and confirm that those recommendations have been and will be followed with the following exceptions:

1. The reports and documents required by law for the Annual General Meeting will regularly be provided from the time the Annual General Meeting has been duly convened and will be sent to the shareholders upon request. The documents will be published on the company's internet site together with the agenda provided that this does not conflict with the legitimate interests of the company, its shareholders or third parties (Point 2.3.1 DCGK).
2. A deductible for D&O insurance shall be waived. (Point 3.8 Paragraph 2 DCGK)
3. The personnel committee of the supervisory board, responsible for executive board contracts, shall consult the plenary of the supervisory board in regard to the board's remuneration scheme if the plenary wishes this or when the committee deems it necessary for a specific reason. (Point 4.2.2 Paragraph 1 DCGK)
4. Again the total amount of the fixed and variable remunerations of the executive board members will be published. The figures will not be individualized. (Point 4.2.4 DCGK)
5. The consolidated financial statements will be prepared for the first time in accordance with IFRS principles as at December 31, 2004. (Point 7.1.1 DCGK)
6. During the first three months of each fiscal year, the Executive Board shall prepare the financial statements and management report as well as the consolidated financial statements and group management report for the previous fiscal year, and shall publish them in a separate annual report within the first 120 days of the fiscal year. (Point 7.1.2 DCGK)
7. The internet publication of a list of holdings, as recommended in Point 7.1.4. in connection with Point 6.8 DCGK, shall be provided without the inclusion of results for the past fiscal year. Reference shall instead be made to the segment reporting included in the consolidated financial statements.

The executive and supervisory boards regard the recommendations of the German Corporate Governance Code as a guideline for exemplary entrepreneurial activity. In business life, however, there will be situations in which these stipulations prove to be too inflexible or unnecessarily restrict well-established business practice. In such cases there may be deviations from the recommendations of the code, contrary to the current annual declaration pursuant to § 161 AktG, which will be published in the next declaration pursuant to § 161 AktG at the latest.