

Corporate Governance.

Declaration of conformity by the Executive Board and the Supervisory Board of JENOPTIK AG in fiscal year 2010 concerning the Corporate Governance Code pursuant to §161 German Stock Corporation Act (AktG).

Under § 161 of the German Stock Corporation Act (AktG) the Executive Board and the Supervisory Board of a stock-listed company are required to issue an annual declaration that the recommendations of the Government Commission on the German Corporate Governance Code as published by the Federal Ministry of Justice in the official section of the Federal Gazette (Bundesanzeiger) have been and are complied with or to advise which recommendations have not been or are not applied.

The JENOPTIK AG Executive and Supervisory Boards support the recommendations of the Government Commission on the German Corporate Governance Code and state that pursuant to § 161 German Stock Corporation Act:

- I. The recommendations of the Government Commission on the German Corporate Governance Code (“DCGK”) in the version dated May 26, 2010 will be followed in full from January 1, 2011.
- II. Since the last declaration of conformity dated December 2009 the recommendations of the Government Commission on the German Corporate Governance Code have been followed and will be followed until December 31, 2010 with the following exception:
 1. A deductible for D&O insurance for members of the Supervisory Boards is waived (Point 3.8 Paragraph 3 of the German Corporate Governance Code).

Justification of deviations Point II.

1. The Supervisory Board was of the opinion that the motivation and responsibility of the Supervisory Board members would not be improved through the introduction of a deductible. After discussing this topic again the Supervisory Board decided in the meeting on June 8, 2010 that the Supervisory Board will have a deductible in accordance with Point 3.8 Paragraph 3 of the German Corporate Governance Code with effect from January 1, 2011. Therefore, all recommendations of the Government Commission on the German Corporate Governance Code will be followed with effect from January 1, 2011.

Background information from the preamble to the Code.

On September 6, 2001, Germany's Government Commission on the German Corporate Governance Code (DCGK) was appointed to develop internationally and nationally recognized principles for correct and responsible corporate governance. As stated in the Code's preamble, "The Code aims at making the German Corporate Governance system transparent and understandable. Its purpose is to promote the trust of international and national investors, customers, employees and the general public in the management and supervision of listed German stock corporations." The Commission presented the German Corporate Governance Code to the general public on February 26, 2002 and amended it most recently on May 26, 2010. The Code provides "regulations" that describe the legal norm currently valid in Germany, in addition to further "recommendations" and "suggestions." The "recommendations" are indicated by the use of the word "shall" in the Code. Companies that deviate from one or more recommendations must disclose this fact in an annual declaration of conformity in accordance with § 161 of the German Stock Corporation Act. The Code thereby "enables companies to reflect sector and enterprise-specific requirements." "Suggestions" are indicated in the Code by the use of the words "should" or "can" and can be deviated from without disclosure.

Code strengthens confidence into German enterprises.

JENOPTIK AG welcomes the German Corporate Governance Code, which is in the economic interests of Germany and of the companies, and which will contribute towards building the trust of investors in the German economy within Germany and throughout the world. JENOPTIK AG is aware of the significance of investor trust and has maintained an open and transparent corporate style from the very beginning. JENOPTIK AG also welcomes the Code's deliberate flexibility concerning further national and international corporate governance developments. JENOPTIK AG welcomes the code also because it is open for further national and international developments in corporate governance. The Code indeed reflects the fact that corporate governance is to be treated as a continual process, and not merely a set of regulations fixed in print. For individual companies, this is a matter of earning the trust of investors, *customers, employees and the general public - all of which goes without saying for Jenoptik.*