

## Declaration of Conformity pursuant to § 161 German Stock Corporation Act (AktG)

The Board of Managing Directors and Supervisory Board of IKB Deutsche Industriebank AG hereby declare in accordance with § 161 AktG that the recommendations of the Government Commission German Corporate Governance Code in the version of the Code of 6 June 2008 published by the Federal Ministry of Justice in the official section of the electronic Federal Gazette on 8 August 2008 have been met since issue of the last Declaration on 14 July 2009 up to the point of entry into force of the new version of the Code on 5 August 2009 with the following exceptions:

- 4.2.1 s. 2: Regulation of the allocation of duties of Board of Managing Directors members in the by-laws

Departmental responsibility of the members of IKB Board of Managing Directors is not regulated for members of IKB Board of Managing Directors in the by-laws but in a separate Schedule of Responsibilities. This is proposed by the Chairman of the Board of Managing Directors and passed, amended and cancelled by way of resolution by the entire Board of Managing Directors. We consider this method to be more flexible.

The Board of Managing Directors and Supervisory Board of IKB further declare pursuant to § 161 AktG that the recommendations of the Government Commission German Corporate Governance Code contained in the version of the Code dated 18 June 2009 have been complied with since publication thereof in the electronic Federal Gazette on 5 August 2009 with the following exceptions:

- 3.8 para. 3: Agreement of a deductible of at least 10% of damages up to at least the level of one and a half times fixed annual remuneration when taking out D&O insurance for the Supervisory Board.

D&O insurance exists for the Supervisory Board which does not provide a deductible. Responsible action is a duty which is a matter of course for all Company Board members: no deductible is therefore required for the Supervisory Board.

- 4.2.1 s. 2: Regulation of the allocation of duties of Board of Managing Directors members in the by-laws

Departmental responsibility of the members of IKB Board of Managing Directors is not regulated for members of IKB Board of Managing Directors in the by-laws but in a separate Schedule of Responsibilities. This is proposed by the Chairman of the Board of Managing Directors and passed, amended and cancelled way of resolution by the entire Board of Managing Directors. We consider this method to be more flexible.

- 6.3 s. 2: Provision to shareholders of all new facts which have been communicated to financial analysts and similar addressees

In individual instances figures published in the 2009/10 half-year financial report were updated on a 9-monthly basis and confidentially communicated to financial analysts and similar addressees. As a result of the reduced 9-monthly reporting these figures were not published in the 9-Month Interim Announcement as of 31 December 2009; they are however – again updated as of 31 March 2010 – contained in the 2009/10 Annual Report. Furthermore in conversations with rating agencies which directly relate to the rating of the Bank, due to the significance of rating for the capital market viability of IKB and the particular restructuring situation of the Bank new as yet unpublished facts were confidentially communicated.

- 7.1.2 s. 2: Discussion of half-yearly and quarterly financial reports by the Supervisory Board or its Audit Committee with the Board of Managing Directors prior to publication

The Company has not met this recommendation in connection with the 2009/10 half-yearly financial report and the 9-Month Interim Announcement on scheduling grounds and only discussed the interim financial statements following publication in the Supervisory Board and in the Audit Committee.

- 7.1.2 s. 4: Publication of the consolidated financial statements within 90 days of the end of the financial year and of interim reports within 45 days of the end of the reporting period.

The consolidated financial statements for the 2009/10 financial year were not published within 90 days of the end of the financial year. The 3-Month Interim Announcement as of 30 June 2009 (first quarter) was published on 24 August 2009, the 6-Month Report 2009/10 was first published on 26 November 2009 and the 9-Month Interim Announcement as of 31 December 2009 (third quarter) on 26 February 2010. Due to a necessary amendment, the 6-Month Report 2009/10 was again published as an Restated 6-Month Report 2009/10 on 5 February 2010. The reasons for these delays were the special situation at IKB since the start of the crisis at the end of July 2007 and the special balance sheet and accounting requirements this entailed.

The Board of Managing Directors and Supervisory Board also declare that IKB Deutsche Industriebank AG will comply with the recommendations of the Government Commission German Corporate Governance Code (version dated 18 June 2009) with the exception of items 3.8 para. 3, 4.2.1 s. 2, 6.3 s. .2 and 7.1.2 s. .4 var. 2 for the reasons stated.

Düsseldorf, 30 June 2010

For the Supervisory Board of  
IKB Deutsche Industriebank AG

For the Board of Managing Directors of  
IKB Deutsche Industriebank AG

Bruno Scherrer

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