

- **Declaration of Conformity according to § 161 of the German Stock Corporation Act (AktG)**

The following declaration refers to the recommendations of the "Government Commission for the German Corporate Governance Code" as of May 26, 2010, ("Code") which were made public on July 2, 2010 by the German Ministry of Justice in the official part of the electronic German Federal Gazette from December 3, 2011 until June 15, 2012. For the time since June 16, 2012, the declaration refers to the recommendations of the "Government Commission for the German Corporate Governance Code" in its current version as of May 15, 2012, also made public on June 15, 2012 by the German Ministry of Justice in the official part of the electronic German Federal Gazette.

The Executive Board and the Supervisory Board of LUDWIG BECK am Rathauseck – Textilhaus Feldmeier Aktiengesellschaft declare in accordance with Section 161 Joint Stock Corporation Act (AktG) that they have conformed to the recommendations of the "Government Commission for the German Corporate Governance Code" with the following exceptions:

1. The Executive Board of the Company has no chairman or spokesman (Code Clause 4.2.1 sentence 1). The Supervisory Board is of the opinion that this reflects best the equitable, reliable and close cooperation between the two members of the Executive Board.

2. In the composition of the Executive Board, the Supervisory Board does not specifically strive for an equitable representation of women (Code Clause 5.1.2 par. 1). The Supervisory Board is of the opinion that professional qualifications and experience alone should form the basis for a candidate's selection as Executive Board member of LUDWIG BECK am Rathauseck – Textilhaus Feldmeier Aktiengesellschaft, and not the question of gender.

3. The Supervisory Board has not formed a nomination committee (Code Clause 5.3.3). The Supervisory Board is of the opinion that election proposals to the General Meeting for members of the Supervisory Board should be worked out in a plenary sitting of the manageable six-member body.

4. In respect to Clause 5.4.1 par. 2 sentence 1 of the Code, the Supervisory Board will not declare fair representation of women amongst its members as its goal (Code Clause 5.4.1 par. 2 sentence 2). The decisive grounds for the composition of the Supervisory Board must be criteria such as professional qualifications and experience, rather than the question of gender.

5. The performance-related compensation authorized for the supervisory board is not geared to a sustainable business development (Code version 2012, Clause 5.4.6, par. 2, sentence 2). The compensation of the supervisory board consists of a fixed and a performance-related component linked to dividends distributed for the respective fiscal year. The compensation regulation corresponded to the original recommendation in Clause 5.4.6, paragraph 2, sentence 1 of the Code in its May 26, 2010 version. With the

revision of Clause 5.4.6, paragraph 2 of the Code, effective June 15, 2012, the compensation regulation no longer corresponds with the recommendation in Clause 5.4.6, par. 2, sentence 2 (Code version 2012). Nevertheless, the Executive and the Supervisory Board share the view that the existing compensation regulation provides sufficient incentive for the supervisory board members to execute their office with the company's long-term, successful development in mind.

6. Neither the Supervisory Board nor its audit committee discussed any semi-annual or quarterly financial reports with the Executive Board prior to publication (Code Clause 7.1.2 sentence 2). The Supervisory Board and the Executive Board are in regular contact on the basis of a monthly reporting system; therefore an additional discussion on semi-annual or quarterly reports prior to publication is dispensable.

Munich, November 30, 2012

The Executive Board:

signed Dieter Münch

signed Christian Greiner

The Supervisory Board:

signed Dr. Joachim Hausser

signed Hans Rudolf Wöhr

signed Edda Kraft

signed Gabriele Keitel

signed Dorothee Neumüller

signed Dr. Steffen Stremme