



## **All for One Midmarket Aktiengesellschaft**

**Gottlieb-Manz-Str. 1 in 70794 Filderstadt-Bernhausen, Germany  
ISIN DE0005110001 / WKN 511 000**

### **German Corporate Governance Code Declaration of Conformity Pursuant to § 161 of the German Stock Corporation Act**

The management board and supervisory board of All for One Midmarket AG hereby declare that the recommendations of the German Government Commission for the German Corporate Governance Code in its version of 18 June 2009 have been complied with during the current financial year and will continue to be complied with in the future except for the deviations outlined below.

**The following points are deviations from the code's recommendations:**

#### **Section 3.8 Suitable Deductible on Concluding a D&O Insurance Policy**

The existing contract for D&O insurance has heretofore not included a suitable deductible for the management board and the supervisory board. The correction will be made within the transition period as authorised by law.

#### **Section 5.3 Formation of Committees**

The supervisory board consists of 3 individuals. The formation of committees, such as an audit committee (Section 5.3.2) or a nomination committee (Section 5.3.3), would provide no additional benefits and is therefore considered to be neither useful nor practical.

#### **Section 5.4.6 Compensation of Members of the Supervisory Board**

Although performance-related compensation is in place on the management board level, such compensation is still considered to be unwarranted at the supervisory board level.

Filderstadt, 24 September 2009

**All for One Midmarket AG  
Supervisory Board and Management Board**