



Statement on the Corporate Governance Codex
pursuant to Section 161 of the German Stock Corporation Act

The Board of Management and the Supervisory Board of HORNBAACH-Baumarkt-Aktiengesellschaft hereby declare in accordance with Section 161 of the German Stock Corporation Act (AktG) that the recommendations of the "German Corporate Governance Codex" government commission, as outlined in the version dated May 21, 2003 and published in the electronic Federal Gazette on July 4, 2003, were in principle fulfilled from the company's previous statement of compliance up to the new version of the German Corporate Governance Codex dated July 20, 2005. Application was not made of the recommendations included in Points 4.2.3 clause 5 and clause 7, 4.2.4, 5.4.1 clause 2, 5.4.2, 5.4.5 clause 6 and clause 7, and 7.1.2 clause 2.

Since July 20, 2005, the recommendations of the government commission as outlined in the version dated June 2, 2005 and published in the electronic Federal Gazette on July 20, 2005, have been and are in principle fulfilled. Application has not been made and is not made of the recommendations included in Points 4.2.3 clause 5 and clause 7, 4.2.4., 5.4.1 clause 2, 5.4.2, 5.4.7 clause 6 and clause 7, and 7.1.2 clause 3.

The deviations mentioned have arisen on account of the following considerations:

a) Point 4.2.3:

In Point 4.2.3 clause 5, the Codex recommends that share options and similar arrangements be based on sophisticated parameters of comparison. The share option plan established in 1999 for HORNBAACH-Baumarkt-AG does not include any parameters of comparison. It lays down a hurdle to exercising such options. Any future share option plans will take account of appropriate parameters of comparison. In Point 4.2.3 clause 7, the Codex further recommends that the Supervisory Board should agree a cap for any extraordinary unforeseen developments. Such a cap is not included in the share option plan dating from 1999 at HORNBAACH-Baumarkt-AG, which in any case only provides for a relatively small allocation of options to members of the Board of Management.

b) Point 4.2.4:

Point 4.2.4 clause 1 recommends that the remuneration of the members of the Board of Management be reported in the notes to the consolidated financial statements, broken down into fixed salaries, performance-related components and components of a long-term incentive nature. Point 4.2.4 clause 2 further recommends that such disclosures be made on an individual basis. On account of the overall level of remuneration for the Board of Management, which in our opinion is appropriate, we do not consider the disclosure of individual remuneration packages to be necessary.

c) Point 5.4.1:

The recommendations set out in Point 5.4.1 clause 2 of the Codex include the setting of an age limit for members of the Supervisory Board. This recommendation has not been and is not followed. With the membership in the Supervisory Board of the longstanding former members of the Board of Management, Albert Wilhelm and - up to the conclusion of the Annual General Meeting on September 1, 2005 - Otmar Hornbach, we have secured a great pool of experience and competence for the benefit of the company.

d) Point 5.4.2:

In Point 5.4.2, the Codex recommends that the Supervisory Board should include no more than two former members of the Board of Management. This recommendation was not followed up to the conclusion of the Annual General Meeting of the company on September 1, 2005, given that the members of the Supervisory Board included Albert Wilhelm, Albrecht and Otmar Hornbach, three former members of the Board of Management of HORNBACH-Baumarkt-Aktiengesellschaft. Since this date, the recommendation has been and continues to be followed.

e) Point 5.4.7 (previous version: Point 5.4.5):

In Point 5.4.7 clause 6 (previous version: Point 5.4.5 clause 6), the Codex recommends that the remuneration of the members of the Supervisory Board be reported in the Corporate Governance report (previous version: in the notes to the consolidated financial statements) on an individual basis and broken down into its constituent components. On account of the overall level of remuneration for the Supervisory Board, which in our opinion is appropriate, we do not consider the disclosure of individual remuneration packages to be necessary. In Point 5.4.7 clause 7 (previous version: Point 5.4.5 clause 7), the Codex further recommends that any remuneration paid or benefits granted by the company to members of the Supervisory Board for any services rendered personally, especially advisory and mediation services, are to be reported in the notes to the consolidated financial statements on an individual basis. HORNBACH-Baumarkt-AG makes use of the opportunity of drawing on the expertise of members of the Supervisory Board in specific areas (presently in one case). Such cooperation is undertaken on the basis of insubstantial (symbolic) remuneration. We see no need to provide individual disclosures in this respect.

f) Point 7.1.2:

In Point 7.1.2 clause 3 (previous version: Point 7.1.2 clause 2), the Codex recommends that the consolidated financial statements be made available to the general public within 90 days of the end of the financial year. We have deviated and continue to deviate from this recommendation. Following the successful introduction of SAP and necessary organizational changes, however, we intend to publish our consolidated financial statements within 90 days. This is expected to be possible for the first time for the consolidated financial statements for the 2005/2006 financial year. The Codex further recommends in this section that interim reports be made available to the general public within 45 days of the period under report. We already comply with this recommendation.

Bornheim bei Landau, December 8, 2005