

## **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 HORNBACH HOLDING 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 November 07, 2002 and published in the Federal Gazette on November 26, 2002, were in principle fulfilled since the initial statement of compliance made on [27.11.2002] up to the new version of the German Corporate Governance Codex dated July 04, 2003. Application was not made of the recommendations included in Points 5.4.1 clause 2, 5.4.2 and 7.1.2 clause 2 of the German Corporate Governance Codex.

Since July 04, 2003, the recommendations of the government commission, as outlined in the version dated May 21, 2003 and published in the Federal Gazette on July 04, 2003, have been and are in principle fulfilled. Application has not been made and is not made of the recommendations included in Points 4.2.4 clause 2, 5.4.1 clause 2, 5.4.5 clause 6 and clause 7 and 7.1.2 clause 2.

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

a) 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 salary, 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.

b) Point 5.4.1:

In Point 5.4.1 clause 2, the Codex recommends that an age limit be set for members of the Supervisory Board. This recommendation has not been and is not followed. With the election of the longstanding former members of the Board of Management, Albert Wilhelm and Otmar Hornbach, to the Supervisory Board, we have secured a great pool of experience and competence for the benefit of the company. Their re-election at the Annual General meeting held on August 29, 2003 demonstrates that our shareholders are of the same opinion.

c) Point 5.4.5:

In Point 5.4.5 clause 6, the Codex recommends that the remuneration of members of the Supervisory Board be reported in the notes to the annual 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 5.4.5 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 annual financial statements on an individual basis. HORNBAACH HOLDING AG makes use of the opportunity of drawing on the expertise of members of the Supervisory Board in specific areas. Such cooperation is undertaken on the basis of insubstantial (symbolic) remuneration. We see no need to provide individual disclosures in this respect.

d) Point 7.1.2:

In 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 the implementation of the resultant organizational changes, which are scheduled to take place during 2004, we nevertheless 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 2004/2005 financial year. In Point 7.1.2 clause 2, the Codex further recommends that interim reports be made available to the general public within 45 days of the period under report. We already meet the requirements of this recommendation.