

**DECLARATION OF COMPLIANCE 2006**  
**BY THE SUPERVISORY BOARD AND THE BOARD OF MANAGEMENT**  
**WITH THE GERMAN CORPORATE GOVERNANCE CODE**

**The Supervisory Board and the Board of Management of AWD Holding AG welcome and comply with the principles of the German Corporate Governance Code resolved by the Government Commission, and hereby issue the following declaration:**

Declaration by the Supervisory Board and the Board of Management of Compliance with the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Law

Pursuant to Section 161 of the German Stock Corporation Law, the Supervisory Board and the Board of Management of AWD Holding AG declare, after separate resolutions by each board, that they will comply with all recommendations and suggestions of the German Corporate Governance Code resolved by the Government Commission in the applicable version of 12 June 2006.

Since the last declaration of compliance of 15 September 2005, which is based on the German Corporate Governance Code in the version of 2 June 2005, AWD Holding AG has complied with all recommendations and suggestions of the German Corporate Governance Code.

AWD Holding AG  
Hanover, 7 December 2006  
The Supervisory Board and the Board of Management

*This document is a convenience translation of the original German "Entsprechenserklärung". Only the German version is legally binding on AWD Holding AG.*