

Declaration of Conformity with the German Corporate Governance Code

Praktiker Bau- und Heimwerkermärkte Holding AG adheres to the recommendations of the German Corporate Governance Code (GCGC) as amended on 12 June 2006 with the following deviations:

- For the variable EVA compensation of the Management Board a subsequent adjustment of the underlying financial key figures is possible due to of extraordinary occurrences (No. 4.2.3 section 2, sentence 3 GCGC).
- For the variable EVA compensation of the Management Board no direct caps are stipulated (No. 4.2.3 section 2, sentence 4 GCGC).
- A general age limit for Board of Management members is currently not specified (No. 5.1.2, section 2, sentence 4, GCGC).
- A general age limit for nominations to the election of Supervisory Board members is currently not specified (No. 5.4.1, sentence 2, GCGC).
- Upon application, the employee representatives have been judicially appointed until the close of the Annual General Meeting resolving on the discharge from their responsibilities for the 2007 fiscal year to adjust their term of office to the term of office of the shareholder representatives (No. 5.4.3, sentence 2, GCGC).
- The last proposals for candidates for the Supervisory Board Chair were not announced to the shareholders (No. 5.4.3, sentence 3, GCGC). In the future, the proposals for candidates for the Supervisory Board Chair will be announced to the shareholders.
- The Consolidated Financial Statements for fiscal 2006 will not be accessible to the public within a period of 90 days after the close of the fiscal year 2006 (31 December 2006) but are scheduled to be accessible only from 3 April 2007 (No. 7.1.2, sentence 2, GCGC).

Kirkel, 28 November 2006

Praktiker Bau- und Heimwerkermärkte Holding AG

The Board of Management

The Supervisory Board