
Declaration of Conformity with the German Corporate Governance Code for Fiscal 2008 by the Managing Board and Supervisory Board of PATRIZIA Immobilien AG pursuant to Section 161 of the German Stock Corporation Law

Pursuant to Section 161 of the German Stock Corporation Law (AktG), the Managing Board and the Supervisory Board of PATRIZIA Immobilien AG hereby submit the following declaration of conformity:

In fiscal 2007, PATRIZIA Immobilien AG complied with the recommendations of the current valid version of the German Corporate Governance Code (GCGC) with those exceptions listed in this declaration in accordance with Section 161 AktG.

From fiscal year 2008, PATRIZIA Immobilien AG will comply with the recommendations of the German Corporate Governance Code in the current version of June 14, 2007 with the following exceptions:

No electronic transmission of the documents for convening the Annual General Meeting (section 2.3.2 of the Code)

The Company did not send notification of the convening of the Annual General Meeting together with the convening documents to all domestic and foreign financial services providers, shareholders and shareholders' associations by electronic means as it does not yet have the Annual General Meeting resolution to amend the Company's statutes. However the Company does plan to present a proposal for resolution to this effect to the next Annual General Meeting in 2008.

No deductible for D&O insurance policies (section 3.8, paragraph 2 of the Code)

According to section 3.8, paragraph 2 of the German Corporate Governance Code, a suitable deductible should be agreed if the Company takes out a D&O policy for the Managing Board and the Supervisory Board. The Company has concluded a D&O policy for the Managing Board and the Supervisory Board but does not provide for a deductible. The Managing Board and Supervisory Board do not believe that a deductible affects the sense of responsibility and loyalty with which the committee members fulfill the duties and functions assigned to them. For this reason, a deductible is not required.

No components with long-term incentive effects and risk elements as variable compensation components for the Managing Board (section 4.2.3, paragraph 2, sentence 2 of the Code)

According to section 4.2.3, paragraph 2, sentence 2 of the German Corporate Governance Code, the compensation of the Managing Board should also include components with long-term incentive effects and risk elements. In particular, company stocks with a multi-year blocking period, stock options or comparable instruments (e.g. phantom stocks) serve as variable compensation components with long-term incentive effects and risk elements in accordance with paragraph 3 of section 4.2.3. In fiscal year 2007, the total compensation of PATRIZIA Immobilien AG's Managing Board currently includes fixed and variable components but no variable compensation components with a long-term incentive effect and risk elements. The Annual General Meeting on June 13, 2007 has already been presented with a concept to create a variable compensation component with a long-term incentive effect and risk elements, which cor-

responds to the requirements of the German Corporate Governance Code in terms of its form. The Managing Board's new compensation model will enter into effect at the beginning of fiscal year 2008.

No formation of committees in the Supervisory Board (section 5.2, paragraph 2 and sections 5.3.1, 5.3.2 and 5.3.3 of the Code)

In accordance with section 5.3.1 of the Corporate Governance Code, the Supervisory Board should form committees with sufficient expertise depending on the specifics of the enterprise and the number of its members. In accordance with section 5.2, paragraph 2 of the German Corporate Governance Code, the Supervisory Board Chairman should also chair the committees, except for the audit committee. The Supervisory Board of PATRIZIA Immobilien AG consists of three members. Due to the number of members, it is neither necessary, nor does it make sense, for the Supervisory Board to form committees. Thus the recommendations on forming committees and chairing the committees of the Supervisory Board bear no relevance to the Company.

Deputy Chair in the Supervisory Board not considered (section 5.4.7, paragraph 1, sentence 3 of the Code)

In accordance with section 5.4.7, paragraph 1, sentence 3 of the German Corporate Governance Code, the compensation of the Supervisory Board should take the chair as well as the deputy chair and membership in the committees into account.

The compensation regulation for the Supervisory Board of PATRIZIA Immobilien AG takes the chair of the Supervisory Board into account but does not distinguish between deputy chairmen of the Supervisory Board or a simple member as the Board due to its number of members. No committees were formed.

Publication of the consolidated financial statements (section 7.1.2, sentence 3 of the Code)

In accordance with section 7.1.2, sentence 3 of the German Corporate Governance Code, the consolidated financial statements should be publicly accessible within 90 days of the end of the fiscal year and interim reports within 45 days of the end of the reporting period. PATRIZIA Immobilien AG has published all its annual reports and interim reports within the above-mentioned periods to date and will continue to comply with the recommendations of the German Corporate Governance Code for publication in the future. Only the consolidated financial statements for 2007 will deviate from this. They will not be published until April 2, 2008 since Arwed Fischer was appointed as the new CFO as of March 1, 2008 and the intention is to grant Mr. Fischer enough time to familiarize himself with the accounting for fiscal year 2007.

Augsburg, March 3, 2008

On behalf of the Managing Board:

Wolfgang Egger

Arwed Fischer

Alfred Hoschek

Klaus Schmitt

Declaration of Conformity

2008



On behalf of the Supervisory Board:
Dr. Theodor Seitz
Chairman of the Supervisory Board