

Declaration of Conformity

2010



Declaration of Conformity with the German Corporate Governance Code for Fiscal 2010 by the Managing Board and Supervisory Board of PATRIZIA Immobilien AG pursuant to Section 161 of the German Stock Corporation Law

In accordance with Article 161 of the Aktiengesetz (AktG – German Stock Corporation Act), the Managing Board and Supervisory Board of PATRIZIA Immobilien AG declare that:

In fiscal year 2009, PATRIZIA Immobilien AG complied with the recommendations of the German Corporate Governance Code in the version of June 6, 2008 and in the version of June 18, 2009 with the exceptions mentioned below. From fiscal year 2010, PATRIZIA Immobilien AG will comply with the recommendations of the German Corporate Governance Code in the current version of June 18, 2009 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 convening the Annual General Meeting 2009 together with the convening documents to all domestic and foreign financial services providers, shareholders and shareholders' associations by electronic means. Although the Articles of Association provide for transmission by electronic means, the Company is of the opinion that it is not practicable or sufficiently feasible from a legal perspective to convene the Annual General Meeting by electronic means at the current time.

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 deductible will be compulsory for the Managing Board as of July 1, 2010 pursuant to the statutory provisions of Article 93 (2) third sentence of the AktG. D&O insurance without a deductible for the Managing Board and Supervisory Board was taken out for fiscal year 2009. The Managing Board and Supervisory Board of the Company 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.

Upon expiry of the current D&O contract, the Company intends to agree a deductible within the prescribed period in accordance with the provisions of Article 93 (2) third sentence and to agree a deductible of at least 10 % of claims up to at least one-and-a-half times the fixed annual compensation of the Managing Board member. No deductible is planned for the Supervisory Board in the future.

No formation of committees in the Supervisory Board (section 5.2, paragraph 2 and section 5.3 of the Code)

In accordance with section 5.2, paragraph 2 and section 5.3 of the Corporate Governance Code, the Supervisory Board should form committees. The Supervisory Board of PATRIZIA Immobilien AG comprises three members. Due to the number of members, it is neither necessary, nor does it make sense, for the Supervisory Board to form committees; this would make the work of the Supervisory Board unnecessarily difficult. Thus the recommendations on forming committees and chairing the committees of the Supervisory Board bear no relevance to the Company.

Compensation of the Supervisory Board (section 5.4.6 of the Code)

In accordance with section 5.4.6, 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 and a simple member of the Board due to its number of three members. No committees are formed.

To increase transparency and comprehensively illustrate the importance of the Corporate Governance Code for PATRIZIA Immobilien AG, in this Declaration of Conformity we also state our position on compliance with the proposals of the Code. With the exception of the proposals specified below, all of the proposals contained in the version of the Code dated June 18, 2009 were implemented in fiscal year 2009 or are to be implemented in fiscal year 2010:

Transmission of the Annual General Meeting on the Internet (section 2.3.4 of the Code)

The 2009 Annual General Meeting was not transmitted on the Internet due to cost reasons. There are no plans to transmit the 2010 Annual General Meeting on the Internet, also due to cost reasons.

Components of performance-related compensation of the Supervisory Board based on the Company's long-term performance (section 5.4.6 of the Code)

The Supervisory Board's performance-related compensation is based on the amount of the dividends for the fiscal year in question and thus does not contain any components based on the Company's long-term performance.

Augsburg (Germany) – December 14, 2009

On behalf of the Managing Board:

Wolfgang Egger
Arwed Fischer
Klaus Schmitt

On behalf of the Supervisory Board:

Dr. Theodor Seitz
Chairman of the Supervisory Board