

Declaration of conformity pursuant to section 161 of the German Stock Corporation Act (AktG)

The German Corporate Governance Code adopted in February 2002 makes recommendations and suggestions for the management and supervision of German listed companies in relation to shareholders and the Annual General Meeting, Executive Board and Supervisory Board, transparency, accounting and auditing. Stock corporation law requires the Executive Board and the Supervisory Board of a listed company to submit an annual declaration stating which of the recommendations of the Code have not been and are not being applied. The Code was last amended on 18 June 2009. The Executive Board and the Supervisory Board of EnviTec Biogas AG herewith issue the declaration of conformity with the applicable version of the Code pursuant to section 161 of the German Stock Corporation Act (AktG). The Executive Board and the Supervisory Board are committed to the goals of the Code and promote corporate governance and control that is geared to increasing the enterprise value in a responsible, transparent and sustainable manner. Since the last declaration of conformity in April 2009, the company has complied with the recommendations of the German Corporate Governance Code, save the following exceptions:

1. According to section 2.3.2 of the Code, notifications relating to the convening of a General Meeting, together with the associated documents, are not yet sent by electronic means due to the fact that the approval requirements have not been fulfilled.
2. The existing D&O insurance policies provide for deductibles that are lower than the deductibles recommended by section 3.8 of the Code. Pursuant to the “Gesetz zur Angemessenheit der Vorstandsvergütung“ (VorstAG - German Reasonableness of Management Compensation Act), existing contracts should be adjusted by 30 June 2010. The Executive Board and the Supervisory Board will adjust the existing contracts by this deadline.
3. With regard to section 4.2.3 of the Code, the present Executive Board contracts provide for the variable compensation to be based on an assessment period of only one year. When contracts are renewed or new contracts signed, the variable compensation will be adjusted to the new requirements.
4. Sections 5.1.2 and 5.4.1 of the Code recommend that an age limit for the members of the Executive Board and the Supervisory Board be specified. The Executive Board and the Supervisory Board do not appreciate why qualified people with comprehensive professional and private experience should not be eligible for reasons of age alone.

5. In accordance with the statutes of EnviTec Biogas AG, the company's Supervisory Board consists of three members. The company does therefore not comply with the recommendation in section 5.3 of the Code to form committees. The Executive Board and the Supervisory Board are convinced that the formation of committees would not improve the controlling function of the Supervisory Board any further.
6. Contrary to section 5.4.6 of the Code, the exercising of the Vice Chair position is not considered in the compensation. In the absence of committees, the membership in committees is not considered, either. A special compensation for the Vice Chairman is not considered to be necessary as long as this function requires no additional work. The company does not comply with the recommendation in section 5.4.6 to pay a performance-related compensation to the members of the Supervisory Board. The Executive Board and the Supervisory Board are of the opinion that a performance related compensation would not help to improve the work of the Supervisory Board any further.
7. Contrary to section 7.1.2 of the Code, the company does not disclose the consolidated financial statements within 90 days of the end of the financial year and the interim reports within 45 days of the end of the respective reporting period but within the statutory deadlines.

Lohne, April 2010

On behalf of the Supervisory Board of EnviTec Biogas AG

Bernard Ellmann (Chairman)

On behalf of the Executive Board of EnviTec Biogas AG

Olaf von Lehmden (CEO)