

Declaration of conformity by OHB AG pursuant to Article 161 of the German Joint-Stock Companies Act concerning the German Corporate Governance Code

OHB AG welcomes the German Corporate Governance Code and its legally binding nature. The Management Board and the Supervisory Board of OHB AG declare that the Company already conforms with the recommendations of the Corporate Governance Code Commission appointed by the German Federal Government and will continue to do so in the future.

This declaration of conformity refers to the new version of the [Corporate Governance Code](#) dated May 26, 2010.

OHB AG deviates from the principles of the German Corporate Governance Code in only a small number of points:

Age limits for the Management Board (5.1.2)

OHB AG will not be setting a maximum age for the members of the Management Board as this would limit the availability of suitable Management Board members for appointment by the Supervisory Board.

Formation of Supervisory Board committees (5.3)

OHB AG has not formed any committees on account of the small number of members on its Supervisory Board (three).

Age limits for the the Supervisory Board (5.4.1.)

The Corporate Governance Code recommends defining maximum ages for the members of the Supervisory Board. The Supervisory Board is elected by the shareholders of OHB AG; accordingly, a defined age limit is not a desirable factor for selection purposes.

Compensation of the deputy chairman of the Supervisory Board (5.4.6)

However, OHB AG takes the view that this recommendation makes little sense with a Supervisory Board comprising only three members. Accordingly, OHB AG's bylaws do not provide for any particular compensation for the deputy chairman of the Supervisory Board.

Performance-related compensation for members of the Supervisory Board (5.4.6)

OHB AG takes the view that such an arrangement is not appropriate for the Company as performance-tied compensation is incompatible with the monitoring duties imposed on the Supervisory Board (from the Company's point of view). Accordingly, OHB AG's Articles of Incorporation do not provide for any performance-related compensation for members of the Supervisory Board.

Management Board and Supervisory Board of OHB AG

Bremen, December 16, 2011