GEA Group Aktiengesellschaft complies with the recommendations of the German Corporate Governance Code as amended on 12 June 2006 with the following exception:

- The compensation of the Supervisory Board members does not provide for a performance-related component (Code item 5.4.7 para. 2 first sentence).

From the Declaration of Compliance dated 23 February 2006 onwards GEA Group Aktiengesellschaft has complied with the recommendations of the German Corporate Governance Code in its respectively valid version, with the exception stated below:

- The compensation of the Supervisory Board members did not provide for a performance-related component (Code item 5.4.7 para. 2 first sentence 1).

Bochum, 28 November 2006

For the Supervisory Board
Dr. Jürgen Heraeus

For the Executive Board
Jürg Oleas Hartmut Eberlein