Individual vested rights and pension benefits of the Executive Board in 2011

<table>
<thead>
<tr>
<th></th>
<th>Pension benefit p.a. (as of December 31, 2011) (annual entitlement at start of pension)</th>
<th>Pension entitlements p.a. earned as of December 31, 2011</th>
<th>Additions to pension provisions (FRR) in fiscal year 2011</th>
<th>Present value pension benefit (as of December 31, 2011)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jürg Olaus</td>
<td>360,000</td>
<td>206,636</td>
<td>1,087,078</td>
<td>4,324,005</td>
</tr>
<tr>
<td>Niels Grupaard</td>
<td>8,120</td>
<td>8,120</td>
<td>--</td>
<td>107,156</td>
</tr>
<tr>
<td>Dr. Helmut Schmale</td>
<td>200,000</td>
<td>146,925</td>
<td>867,449</td>
<td>2,640,247</td>
</tr>
<tr>
<td>Total</td>
<td>568,120</td>
<td>361,682</td>
<td>1,954,527</td>
<td>7,071,408</td>
</tr>
</tbody>
</table>

* Mr. Grupaard's pension benefit is based solely on his personal contributions to the pension scheme by way of deferred compensation and will be paid out on the date of retirement in the form of a capital lump sum.

New remuneration system 2012

Following preparation by the Chairman's Committee, the Supervisory Board discussed the restructuring of Executive Board remuneration on several occasions during the year under review. In particular, the Supervisory Board sought ways to provide for an even greater balance of the risks and chances profile from the shareholders' and Executive Board's perspective and to enhance the sustainability of the remuneration system by separating the short term and the long term incentives. In addition, it was the goal to develop a remuneration system which can be broken down more easily to the management levels below the Executive Board, thereby enabling a better steering of the operating businesses. Following consultation with an expert, who also provided advice on restructuring the variable remuneration system in the light of market trends, the Supervisory Board resolved to implement a new variable remuneration system in December 2011. The discussion resulted in the following provisions with effect from fiscal year 2012.

The variable remuneration consists of three components as before, but these are now independent of each other:

1.) Individual component: measured over one year based on personal targets, weighting of 40 percent (capped at 200 percent);
2.) Financial component: measured retrospectively over several years based on a combination of cash flow aspects and the ROCE, also with a weighting of 40 percent (capped at 250 percent), and
3.) Share price component: measured over several years based on comparison of GEA's share price performance against a benchmark index, weighting of 20 percent (capped at 300 percent).

The overall cap is therefore reduced from the former 375 percent of the target bonus to 450 percent. By contrast, the proportion of remuneration components assessed over several years has increased to 60 percent.

The individual component includes three to five specific personal performance targets for each Executive Board member, one of which must be measurable in financial terms. A personal revenue-based target is also set. Achievement of performance targets is determined by the Supervisory Board on the basis of individual and overall assessments.

The amount of the financial component is primarily based on the achievement of a target "cash flow driver margin." This is a simplified cash flow indicator (= EBITDA minus CAPEX plus/minus change in working capital) calculated as a ratio of revenue. The cash flow driver margin actually generated, which is compared against the target value using a defined target.
achievement corridor, is calculated based on average values over a period of three years. This three-year period comprises the relevant fiscal year and the two preceding fiscal years. The amount of the financial component also depends on the achievement of a specified ROCE target and a ROCE corridor of +/-5 percentage points. If the ROCE achieved is within the defined corridor, the bonus calculated is increased or decreased by up to 50 percent. If the ROCE generated is outside this corridor of +/-5 percentage points, the amount by which the corridor is exceeded or undershot is taken into account at the Supervisory Board’s discretion, subject to the cap of a maximum of 250 percent of the target amount for the financial component.

For the share price component, a comparison is made for the relevant three-year period between the performance of GEA shares (adjusted for dividends) and the performance of the STOXX® Europe TMI Industrial Engineering Index (“TMI IE”), in which a large number of European industrial firms are listed. If GEA’s share price performance corresponds to 100 percent of the TMI IE’s performance, the Executive Board is entitled to 100 percent of the target amount. In the event of outperformance of more than 100 percent, the bonus rises to a maximum of 300 percent of the target amount. If the increase in GEA’s share price over the three-year period is less than 100 percent of the growth in the TMI IE, the bonus is reduced accordingly up to an underperformance of 75 percent; if the GEA shares have declined, the Supervisory Board may still award a bonus if the shares have nonetheless outperformed the TMI IE.

Remuneration of former Executive Board members and their surviving dependents

Former members of the Executive Board and their surviving dependents received remuneration of EUR 2,085 thousand (previous year: EUR 1,995 thousand) from GEA Group Aktiengesellschaft and payments of EUR 5,062 thousand (previous year: EUR 5,467 thousand) from the GEA group. GEA Group Aktiengesellschaft recognized pension provisions for former Executive Board members and their surviving dependents in accordance with IFRSs, of EUR 25,935 thousand (previous year: EUR 26,444 thousand); the amount recognized by the GEA group for these persons was EUR 50,603 thousand (previous year: EUR 51,709 thousand).

Remuneration of the Supervisory Board members

The expenses incurred for the Supervisory Board amounted to EUR 1,147 thousand in fiscal year 2011 (previous year: EUR 745 thousand). Under Article 15(1) of the Articles of Association, each member of the Supervisory Board receives fixed annual remuneration of EUR 50 thousand, payable after the end of each fiscal year, in addition to the reimbursement of expenses. The Chairman of the Supervisory Board receives two and a half times this amount, and his deputy one and a half times this amount. Under Article 15(2) of the Articles of Association, the members of the Chairman’s Committee and the Audit Committee each receive an additional EUR 35 thousand. The chairman of each of these committees receives twice this amount. No separate remuneration is paid to members of the Mediation Committee or the Nomination Committee. Members who join or leave the Supervisory Board or its committees during the year are paid pro rata for the period of their membership. The Supervisory Board’s remuneration does not include any performance-related component. Under Article 15(3) of the Articles of Association, at the end of the fiscal year Supervisory Board members also receive an attendance fee of EUR 1,000 for each meeting of the Supervisory Board and of the Chairman’s Committee and Audit Committee that they have attended.