

**Declaration of the Executive Board and the Supervisory Board of
GEA Group Aktiengesellschaft on the Recommendations of the
"Government Commission German Corporate Governance Code"
pursuant to § 161 AktG**

GEA Group Aktiengesellschaft complies and will continue to comply with the **recommendations** of the German Corporate Governance Code as amended on 26 May 2010 with the following exception:

- The compensation of the Supervisory Board members does not provide for a performance-related component (Code item 5.4.6 para. 2 first sentence).

From the Declaration of Compliance dated 16 December 2010 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 5.4.6 para. 2 first sentence).

Explanation:

The company regards an appropriate fixed remuneration as better suitable for the Supervisory Board's controlling function, which is performed independently of the company's profitability.

Düsseldorf, 15 December 2011

For the Supervisory Board

For the Executive Board

Dr. Jürgen Heraeus

Jürg Oleas

Dr. Helmut Schmale

GEA Group Aktiengesellschaft

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