

**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 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

For the Executive Board

Dr. Jürgen Heraeus

Jürg Oleas

Hartmut Eberlein