

**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 6 June 2008 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 27 November 2007 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; old version).

Bochum, 25th November 2008

For the Supervisory Board

For the Executive Board

Dr. Jürgen Heraeus

Jürg Oleas

Hartmut Eberlein

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Chairman of the Supervisory Board: Dr Jürgen Heraeus

Executive Board: Jürg Oleas (Chairman), Hartmut Eberlein, Niels Graugaard

GEA Group Aktiengesellschaft