

The Board of Management and the Supervisory Board submit the following Declaration of Compliance pursuant to Clause § 161 subsection 1 sentence 1 Stock Corporation Act (AktG) for the fiscal year 2012:

**“Declaration on the German Corporate Governance Code pursuant to Clause § 161 subsection 1 sentence 1 Stock Corporation Act (AktG)”**

- I. The Board of Management and the Supervisory Board declare that the recommendations issued by the Federal Ministry of Justice on conduct by the “Government Committee on the German Corporate Governance Code” in the version dated 15 May 2012 published in the Federal Law Gazette (Bundesanzeiger) were implemented in full during the business year 2012 with the following deviations:
  1. A Nomination Committee of the Supervisory Board was not set up – notwithstanding section 5.3.3 of the Code.
  2. Elections to the Supervisory Board are only carried out on the basis of an individual vote if a shareholder requests this procedure at the Annual General meeting (deviation from section 5.4.3 sentence 1 of the Code).
  3. The performance-based remuneration of the Supervisory Board is not determined by long-term corporate development (deviation from Section 5.4.6 Subsection 2 Sentence 2 of the Code).
  4. The consolidated financial statements will be published on the Internet site of the company (deviation from section 7.1.2 sentence 4 of the Code) within 120 days of the close of the fiscal year.
  5. Half-yearly and quarterly financial reports were only discussed with the Board of Management by the Chairman of the Audit Committee of the Supervisory Board before they are published (deviation from section 7.1.2 sentence 2 of the Code). The chairman reports promptly in writing to the other members of the Audit Committee on the essential issues included in his discussion with the Board of Management.

- II. The recommendations of the German Corporate Governance Code in the version dated 15 May 2012 have been complied with since this date and such compliance will continue with the following deviations:
1. A Nomination Committee of the Supervisory Board is not being set up – notwithstanding section 5.3.3 of the Code.
  2. Elections to the Supervisory Board are only carried out on the basis of an individual vote if a shareholder requests this procedure at the Annual General meeting (deviation from section 5.4.3 sentence 1 of the Code).
  3. It will continue to be the case in future that the performance-related remuneration of the Supervisory Board will not be determined by long-term corporate development (deviation from Section 5.4.6 Subsection 2 Sentence 2 of the Code).
  4. The consolidated financial statements will be published on the Internet site of the company (deviation from section 7.1.2 sentence 4 of the Code) within 120 of the close of a fiscal year.
  5. Half-yearly and quarterly financial reports are only discussed with the Board of Management by the Chairman of the Audit Committee of the Supervisory Board before they are published (deviation from section 7.1.2 sentence 2 of the Code). The chairman reports promptly in writing to the other members of the Audit Committee on the essential issues included in his discussion with the Board of Management.

**SURTECO SE**  
**Board of Management and Supervisory Board”**

*Buttenwiesen-Pfaffenhofen, 21 December 2012*

## **Explanation of the deviations from the German Corporate Governance Code**

SURTECO SE complies in the main with the recommendations of the Germany Corporate Governance Code. If there are any deviations from the recommendations, we explain these pursuant to section 3.10 of the Code as follows:

1. A Nomination Committee of the Supervisory Board has not yet been set up, because there is currently no requirement for this in view of the size of the Supervisory Board and the existing shareholder structure (deviation in accordance with part I section 1 and part II section 1 of the Declaration of Compliance).

2. Elections to the Supervisory Board at SURTECO are only carried out on the basis of an individual vote, if a shareholder requests this procedure at the Annual General Meeting (part I section 2 and part II section 2 of the Declaration of Compliance). Experiences in the past indicate that there is generally no requirement for an individual vote so that a collective vote is preferable as the default option compared with an individual vote and this enables business at the Annual General Meeting to proceed more quickly. An individual vote is carried out if a shareholder requests this at the Annual General Meeting. The rights of the shareholders are not compromised as a result.

3. The members of the Supervisory Board of SURTECO SE receive an additional variable remuneration in accordance with Article § 12 section 1 of the Articles of Association, which is calculated on the basis of the dividend approved in the Annual General Meeting. This performance-related remuneration is derived from an annual basis of assessment and it is therefore possible that it may not be determined by long-term corporate development (deviation from Section I Subsection 3 and Section II Subsection 3 of the Declaration of Compliance). This assessment of the remuneration for the Supervisory Board has proved effective in the past and has not influenced the functions of the Supervisory Board. The Board of Management and the Supervisory Board therefore currently see no reason to change the principles governing the remuneration for the Supervisory Board.

4. Section 7.1.2 of the Code provides for publication of consolidated financial statements within 90 days of the end of the reporting period. This deadline has been extended to 120 days in the case of SURTECO, in order to permit continuation of internal operations for drawing up the annual financial statements and the consolidated financial statements. An information deficit is not incurred as a result, since the relevant figures are in any case available in good time for the ordinary Annual General Meeting. The corresponding deviation is in part I section 4 and part II section 4 of the Declaration of Compliance.

5. The deviation in accordance with part I section 5 and part II section 5 of the Declaration of Compliance (discussion of the half-yearly and quarterly financial reports only with the Chairman of the Audit Committee) corresponds with the previous practice at SURTECO which has proven effective in the opinion of the Supervisory Board and the Board of Management. The inclusion of the entire Audit

Committee or even the Supervisory Board before each disclosure of interim reports would be associated with expenditure which would not be commensurate with a corresponding benefit. The Chairman of the Audit Committee is kept thoroughly informed about the details of the accounts of the company and is available as the contact for the Board of Management prior to publication of interim reports. The Chairman of the Audit Committee reports to the other members of the Audit Committee promptly in writing about the discussion of the interim report with the Board of Management in order to ensure that the other members of the committee are fully informed.