

**Declaration of the Executive Board and the Supervisory Board
of GEA Group Aktiengesellschaft
pursuant to s. 161 AktG regarding the German Corporate Governance Code**

GEA Group Aktiengesellschaft complies with the recommendations of the German Corporate Governance Code (GCGC) as amended on February 7, 2017, and published by the Federal Ministry of Justice in the official section of the Federal Gazette with the exception of the recommendation set forth in section 4.2.3 para. 2 sentence 6 GCGC, according to which variable remuneration components generally have a multiple-year assessment basis that shall have essentially forward-looking characteristics; with this exception, the Company will continue to comply with the recommendations of the GCGC.

Explanation:

– The multi-year variable remuneration granted to the members of the Executive Board comprises two components that are weighted and account for 20 and/or 40 percent of their total variable remuneration. The three-year assessment basis of the 20 percent component of variable remuneration has forward-looking characteristics, while the assessment basis underlying the 40 percent component of multi-year variable remuneration embraces the current as well as the two previous fiscal years and is, thus, not forward-looking. As a consequence, taken as whole, the assessment bases governing multi-year variable remuneration do not have essentially forward-looking characteristics. The current remuneration system was last approved by a large majority of the shareholders at the Annual General Meeting held in April 2012. Given the new requirements of the GCGC, the Company plans to undertake a comprehensive review of the current Executive Board remuneration system in the fiscal year 2018, amending this system by incorporating the new requirements set out above as well as other recent developments relating to remuneration models, where applicable.

– After issuing the Declaration of Conformity on December 16, 2016, until and including December 31, 2016, GEA Group Aktiengesellschaft complied with the recommendations of the GCGC as amended on May 5, 2015, and published by the Federal Ministry of Justice in the official section of the Federal Gazette with the exception of the recommendation set forth in section 4.2.3 para. 2 sentence 6 GCGC, according to which the amount of remuneration of the Executive Board members shall be capped as regards variable components and in the aggregate. Since January 1, 2017, GEA Group Aktiengesellschaft has complied with all recommendations of the GCGC as amended on May 5, 2015.

Explanation:

If the activities of the Executive Board members lead to an extraordinary increase in value for the benefit of the shareholders of the Company, the Supervisory Board may, subject to its dutiful discretion, grant a discretionary bonus in accordance with the service agreements concluded with the members of the Executive Board. The latter are not entitled to receive this special bonus. The respective clause in the service agreements of the Executive Board members only authorizes the Supervisory Board to make an adequate discretionary decision pursuant to statutory provisions and within the limits of the jurisdiction of the highest courts in exceptional

situations. Since the introduction of section 4.2.3 para. 2 sentence 6 GCGC, the amount of this special bonus, which is only available in exceptional situations, has been gradually and expressly capped in the Executive Board service agreements concluded within the framework of reappointments or new appointments of Executive Board members. Given that, since January 1, 2017, the potential special bonus has been subject to a cap in all Executive Board service agreements, the previous deviation from the recommendation under section 4.2.3 para.2 sentence 6 GCGC, which had been declared until that point in time, has no longer been applicable.

Düsseldorf, December 15, 2017

For the Supervisory Board

For the Executive Board

Dr. Helmut Perlet

Jürg Oleas

Dr. Helmut Schmale