

**WashTec AG, Augsburg**  
**Declaration of Conformity under sec. 161 AktG**

The management and supervisory boards hereby declare that WashTec AG complied with the recommendations of the Government Commission of the German Corporate Governance Code (version dated 18 June 2009) from the date on which they issued their last declaration of conformity on 3 December 2009 until 1 July 2010, and that since 2 July 2010, WashTec AG has complied and continues to comply with the version of the German Corporate Governance Code dated 26 May 2010. The following exceptions have applied and continue to apply:

- Since 1 July 2010, the D&O insurance policy taken out by the Company for the members of its management board and supervisory board provides for a deductible that is consistent with sec. 93 II of the German Stock Corporation Act and with section 3.8, para. 2 and 3 of the Code. Until June 30, 2010, the D&O insurance policy for the management board and supervisory board had not included a deductible (section 3.8, para. 2 and 3 of the Code) because in the opinion of the management board and supervisory board, the agreement of a deductible would not have further helped to promote responsible actions on the part of the members of the management board and supervisory board. The management board and supervisory board generally act in the interests of the Company - thereby taking into account the concerns of the shareholders, the Company employees and the other groups affiliated with the Company (stakeholders) - in accordance with the applicable laws and the Corporate Governance Code. The supervisory board premium for the D&O insurance policy is borne by the members of the supervisory board themselves.
- Until 22 July 2009, stock option plans were a variable component of the management board remuneration scheme and had a multi-year basis of assessment. No possibilities for restricting extraordinary, unforeseen developments have been put in place (section 4.2.3, para. 3 of the Code). The stock option plans lapsed on July 22, 2009 without the conditions for exercising the options having been satisfied. Since that date, there are still variable components, but there is no more multi-year basis of assessment (section 4.2.3, para. 2 of the Code),
- Since January 1, 2010, the Company has, however, been following the recommendations under section 4.2.3 of the Code in terms of management board compensation. Until January 1, 2010, one management board contract had not provided for a general cap on severance payments (Severance Payment Cap), which was limited to a maximum of two years of annual remuneration, in the event that there was a premature ending of the management board engagement. In the event that there was a premature ending of the management board engagement due to a change of control, the relevant management board contract also did not provide for a limit of up to 150% of the Severance Payment Cap (section 4.2.3 of the Code).
- As the Company's supervisory board comprised and comprises only three members, no committees have been or will be formed (sections 5.3.1, 5.3.2, and 5.3.3 of the Code). The supervisory board does not view such action as necessary given the number of members, and it specifically believes that when there are only three members, the creation of committees would make the work of the body unnecessarily difficult.
- The supervisory board decided to set the qualities of internationality and independence as specific goals in its composition. Because the supervisory board of the company comprised and comprises only three members and because of the Company's specific situation, no specific goals for the composition of the supervisory board were or have been set, however, which provide for a reasonable participation of women (section 5.4.1 of the Code). The supervisory board believes that it is adequate and reasonable, given the number of board members it has, to take the aforementioned goals, which are based on qualities and skills as well as on internationality and independence, into account when making a preferential selection of suitable candidates and to also consider women if the suitable qualifications and skills exist.

Augsburg, December 9, 2010

WashTec AG  
Management Board and Supervisory Board

*Further information about corporate governance is available in the 2009 Annual Report pages 35 et seq. as well as in the annual reports of prior years and may be downloaded from [www.washtec.de](http://www.washtec.de).*