

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

The management board and supervisory board declare that WashTec AG has complied with the recommendations in the German Corporate Governance Code of the „Government Commission of the German Corporate Governance Code“ (“Code”) version dated May 15, 2012 from the date on which they issued their last Declaration of Conformity on December 11, 2012 and has complied and will in the future comply with the recommendations of the Code version dated May 13, 2013. The following exceptions have applied and continue to apply:

- Pursuant to section 4.2.3 sentence 3 of the Code, the monetary components of the compensation of the management board members should include both fixed and variable elements. It is not clear whether this recommendation also applies to members of the supervisory board who are appointed to the management board pursuant to sec. 105 para. 2 of the German Stock Corporation Act (AktG). As a precaution measure, the management board and supervisory board disclose that as consideration for his work on the management board, Mr. Michael Busch, who was appointed to the management board pursuant to sec. 105 para 2 AktG from July 28, 2012 through February 28, 2013 received only fixed compensation without any variable component. Given the brevity of the term of office, a variable component would not have been appropriate given that such components are generally intended to be based on an evaluation over a number of years according to section 4.2.3 para 2 of the Code.
- Section 4.2.1 sentence 1 of the Code provides that the management board should consist of several persons. In accordance with section 7.1 of the Company’s Articles of Association and section 2 of the management board internal rules of procedure, the management board shall consist of one or more persons. From the date that Dr. Vieweg resigned effective as of end of May 13, 2013 until the appointment of Mrs. Karoline Kalb as management board member, Dr. Rautert has been the sole member of the management board. The reason for this arrangement is that Dr. Vieweg resigned on short notice by his request.
- For the duration of Mr. Busch’s delegation to the management board from July 28, 2012 through February 28, 2013, the acting supervisory board chairman did not – contrary to section 5.4.2 of the Code – serve as the chairman of the committee which handles the management board contracts. This arrangement was justified because under the current special situation, in which after the resignation of the management board members in 2012 new management board members had to be appointed short term. Under these circumstances, the supervisory board felt it was advisable to appoint another member of the supervisory board to serve as the chairperson of the Personnel Committee for the transitional period. After Mr. Busch has returned to the supervisory board with effect as of March 1, 2013, the supervisory board complied with the recommendation of section 5.4.2 of the Code again.
- Notwithstanding section 5.4.6 sentence 3 of the Code, being chair or member of committees had not been factored into the supervisory board member’s compensation. As the supervisory board had not established committees until its extension from three to six members in 2012, the previous compensation system did not contain a corresponding provision. With the resolution of the annual general meeting on May 15, 2013, effective with its registration in the commercial register as of May 27, 2013, section 8.16 of the WashTec AG’s Articles of Association have been revised and the compensation system has been amended to comply with section 5.4.6 sentence 3 of the Code.

Augsburg, Dezember 11, 2013

WashTec AG  
Management Board and Supervisory Board

*Additional information about corporate governance can be found in the WashTec AG annual reports under the corporate governance report or the declaration of corporate management or on the Internet at [www.washtec.de](http://www.washtec.de).*