



## Manz Automation AG

Reutlingen

**March 2011 Compliance Statement**  
**from the Managing Board and the Supervisory Board of**  
**Manz Automation AG (ISIN: DE000A0JQ5U3) regarding the recommendations by the**  
**"German Corporate Governance Code Committee"**  
**pursuant to Article 161 of the German Stock Corporation Act**

Pursuant to Article 161 of the German Stock Corporation Act, the Managing Board and the Supervisory Board of Manz Automation AG hereby declare that since submission of the last compliance statement on March 24, 2010, Manz Automation AG has complied with the recommendations from the "German Corporate Governance Code Committee" issued by the German Ministry of Justice in the official section of the online German Federal Gazette as amended on June 18, 2009, with the following exceptions, and that Manz Automation AG will, in the future, comply with all of the recommendations in the Code in its amended form dated May 26, 2010:

Our company did not comply with the recommendation set forth in Section 4.2.3, Paragraphs 4 and 5 of the Code, which stipulates that when entering into employment contracts with members of the Managing Board, care should be taken to ensure that payments made to such a member resulting from early termination of executive duties without cause do not exceed the value of two years' compensation (severance payment cap), and compensate no more than the remaining term of the contract. In this context, the Code recommends that any compensation promised in the event of premature termination of management duties as a result of a change of control should not exceed 150% of the severance payment cap.

The aforementioned deviation from the recommendation resulted from the fact that the Supervisory Board did not feel it was appropriate to limit compensation to a severance payment which falls below the contractually stipulated employment period as a means of obligating members of the Managing Board to stay with the company for the full contract term. Furthermore, up until now, the Supervisory Board has held the belief that a severance package of at least one years' pay in the event of a change of control meets the security of needs of the Managing Board members and is in our company's best interest. In the meantime, we have changed the employment agreements entered into with members of the Managing Board to comply with the aforementioned recommendations in the Code.

Reutlingen, March 17, 2011

Manz Automation AG

For the Managing Board:

A handwritten signature in black ink, appearing to read "Dieter Manz".

Dieter Manz  
Chairman of the Managing Board (CEO)

For the Supervisory Board:

A handwritten signature in black ink, appearing to read "Aurenz".

Prof. Heiko Aurenz, PhD  
Chairman of the Supervisory Board