

Manz AG
Reutlingen

ISIN: DE000A0JQ5U3

December 2013 Compliance Statement

**from the Managing Board and the Supervisory Board of Manz AG
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 AG hereby declare that since submission of the last compliance statement on December 13, 2012, Manz 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 May 15, 2012, except as stated below, and that Manz AG will, in the future, comply with the recommendations stipulated in the code as amended on May 13, 2013, with the following exception.

The company did not comply with the recommendation stipulated in Section 5.4.6, Paragraph 2, Sentence 2 of the Code, which states that performance-based compensation promised to members of a supervisory board should be based on a company’s long-term performance. As set forth in the previous company’s Articles of Incorporation, the members of the Supervisory Board received a profit-sharing bonus based on the company’s earnings per share in the previous fiscal year. Calculating the bonus based on the company’s success after one fiscal year does not meet the requirements generally set forth when orienting performance-based compensation on a company’s long-term performance. The recommendation was added to the code in its amended form dated May 15, 2012. In order to comply with the recommendation in the future, our company’s Articles of Incorporation needed to be changed as the result of a resolution passed at the annual general meeting of shareholders. Based on the resolution altering the company’s Articles of Incorporation passed at the Annual Shareholders’ Meeting on July 16, 2013, the compensation of the supervisory board was converted to a purely fixed compensation.

Reutlingen, December 10, 2013

Manz AG

For the Managing Board:



Dieter Manz
Chairman of the Managing Board

For the Supervisory Board:



Professor Heiko Aurenz
Chairman of the Supervisory Board