

# **Declaration of Conformity by the Management Board and the Supervisory Board of DEUTZ AG according to Article 161 of the German Stock Corporation Act**

Pursuant to section 161 AktG, the Board of Management and Supervisory Board of DEUTZ AG declare that DEUTZ AG has complied with, and continues to comply with, the recommendations of the government commission for the German Corporate Governance Code (DCGK) as amended on 7 February 2017 since issuing the last declaration of conformity in September 2016, with the following exceptions:

The D&O insurance taken out by DEUTZ AG for the members of the Supervisory Board does not provide for any deductible, contrary to item 3.8 (2) and (3) DCGK. In the case of Supervisory Board members, a deductible of this type is, as before, not considered an appropriate means of control.

There is no age limit at DEUTZ AG for members of either the Board of Management or Supervisory Board, contrary to items 5.1.2 (2) sentence 3 and 5.4.1 (2) sentence 1 DCGK. Furthermore, there is no regular limit of length of membership for the Supervisory Board, contrary to item 5.4.1 (2) sentence 1 DCGK. These exceptions enable DEUTZ AG to retain the option of benefiting from the experience brought to the Company by older members of the Board of Management and Supervisory Board and by long-standing members of the Supervisory Board, respectively.

The Supervisory Board has not yet prepared a profile of skills and expertise for the Board, contrary to item 5.4.1 (2) sentence 1 DCGK. The Supervisory Board of DEUTZ AG is currently preparing such profile in view of the upcoming election of the Supervisory Board in 2018.

Cologne, September 2017