

**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 the recommendations of the government commission for the German Corporate Governance Code (DCGK) as amended on 13 May 2013 and 24 June 2014, respectively, since issuing the last declaration of conformity in December 2013 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. This exception enables DEUTZ AG to retain the option of benefiting from the long years of experience brought to the Company by older members of the Board of Management and Supervisory Board.

Cologne, in December 2014