



GESCO AG, Wuppertal

Security identification number A1K020
ISIN DE000A1K0201

Declaration of compliance in accordance with Section 161 of the German Stock Corporation Act (AktG)

The Executive Board and Supervisory Board of GESCO AG declare, in accordance with Section 161 AktG, that the recommendations of the Government Commission of the German Corporate Governance Code published by the Federal Ministry of Justice in the official section of the online Bundesanzeiger (Federal Gazette) on 2 July 2010 were being followed pursuant to the version of the Code dated 26 May 2010 since the last declaration of compliance was issued in December 2011, until the new version of the Code dated 15 May 2012 came into effect on 15 June 2012, with the following exceptions:

Section 4.2.1, sentence 1: Chairman of the Executive Board or Spokesman of the Executive Board

The Executive Board of GESCO AG comprises two people; no Chairman or Spokesman has been appointed. Both Executive Board Members complement one another with their professional expertise and their responsibilities are clearly defined. In view of their joint overall responsibility, the Executive Board Members maintain a close and trusting working relationship and hold equal rights.

Section 5.3: Forming Supervisory Board Committees

The Supervisory Board of GESCO AG comprises three members. This number has proven to be extremely effective, as overarching strategic issues and detailed questions can be discussed in depth and without any loss of efficiency and decided upon by the entire Supervisory Board. We therefore believe that it is not appropriate to create Supervisory Board Committees. Rather, the company feels that a strong point of the Supervisory Board derives from the fact that its members are equally involved in all issues.

The Executive Board and Supervisory Board of GESCO AG also declare in accordance with Section 161 AktG that the recommendations of the Government Commission of the German Corporate Governance Code in the version of the Code dated 15 May 2012 since their publication in the official section of the Bundesanzeiger (Federal Gazette) on 15 June 2012 have been followed and will continue to be followed, with the exceptions to section 4.2.1, sentence 1 and section 5.3 as justified above as well as the following exception:

Section 5.4.6, paragraph 2, sentence 1: Performance-Related Remuneration of the Supervisory Board

In addition to a fixed element and attendance fees, the remuneration of the members of the Supervisory Board of GESCO AG includes a performance-related element, which is measured on the basis of consolidated net income after minority interest. Where applicable, Group losses are carried forward into the following year and offset against profits. We believe that this arrangement represents a sustainable and entrepreneurial attitude, and should meet the requirement for an orientation towards a sustainable company development set out in the Code. However, as it cannot be excluded that alternate points of view may be held, we hereby take the precaution of noting this departure from the recommendations of the Code.

Wuppertal, December 2012

GESCO AG

For the Supervisory Board

For the Executive Board

Klaus Möllerfriedrich

Dr. Hans-Gert Mayrose

Robert Spartmann