

**Declaration of Conformity**  
**by the Supervisory and Management Boards of DEUTZ AG**  
**in compliance with Article 161 of the German Stock Corporation Act**

The DEUTZ AG Management Board and Supervisory Board declare that DEUTZ AG has satisfied the recommendations of the German Corporate Governance Code in its July 4, 2003 version with the following exceptions:

1. There are currently no plans to facilitate personal attention to shareholders' rights through using fax and electronic media in the context of Annual General Meetings because we have not ascertained that our shareholders use these media (see sub-clause 2.3.3).
2. The D&O insurance taken out by DEUTZ AG for the Management Board and Supervisory Board members does not provide for any retention, as such an alteration to contracts would entail substantial additional costs for the company (see sub-clause 3.8 paragraph 2).
3. Up until now we have not published the system of remunerating individual Management Board members and we have not clearly defined a share option plan because there is no option plan and because the company has drawn up no standardised policy towards remuneration (see sub-clause 4.2.3 paragraph 3).
4. We wish to refrain from publishing individual details of the remuneration for Management Board and Supervisory Board members because there remain significant legal concerns in this respect (see sub-clause 4.2.4 sentence 2 and sub-clause 5.4.5 paragraph 3 sentence 1).
5. The annual accounts, the consolidated accounts and the interim statements will be drawn up by the 3<sup>rd</sup> quarter of the 2005 financial year in compliance with the national regulations (German Commercial Code). The International Financial Reporting Standards (IFRS) will be used from the consolidated accounts for the 2005 financial year onwards (see sub-clause 7.1.1 sentence 3).
6. The consolidated accounts for the financial year 2004 will be a little delayed because of the move to IFRS, and thus will only be available on April 12, 2005, or 12 days outside the 90 days limit (see sub-clause 7.1.2 sentence 2).

This declaration of conformity corresponds to the declaration of December 2003 except for Point 6 of this declaration.

Cologne, December 2004