

**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 2, 2005 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-clauses 2.3.3 and 2.3.4).
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 Management Board members and we have not clearly defined a share option plan because there is no option plan and because companies have not yet established a standardised policy towards remuneration (see sub-clause 4.2.3, paragraph 3).
4. We refrain from publishing individual details of the remuneration for Management Board and Supervisory Board members for the financial year 2005. (See sub-clause 4.2.4, sentence 2 and sub-clause 5.4.7, para. 3, sentence 1). Starting with the annual accounts for the financial year 2006 the company will publish the details of remuneration for Management Board and Supervisory Board members in accordance with the statutory regulations.
5. The annual accounts, the consolidated accounts and the interim reports were 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).
6. It will not be possible to comply with the 90-day limit according to sub-clause 7.1.2, sentence 2 for the financial year 2005. The group accounts for the financial year 2005 will be a little delayed due to the migration to IFRS and will not be available until May 2 2006.<sup>1)</sup> For the same reason the interim report for the 1<sup>st</sup> quarter of 2006 will not be available within the 45-day limit. Anticipated publication will be May 24 2006.

Cologne, December 2005

1) In the original version of the declaration, May 10 2006 was stated as the publication date. The text has been amended as a result of resolutions taken by the Management Board and Supervisory Board on April 27 2006.