

Corporate Governance Statement for the Fiscal Year 2011 as per Article 289a of the German Commercial Code (HGB)

As a listed company, Manz AG hereby submits the following Corporate Governance Statement for the fiscal year 2011 as per Article 289a of the German Commercial Code (HGB).

Statement as per Article 161 of the German Stock Corporation Act (AktG)

As per Article 161 of the German Stock Corporation Act (AktG), every year the Managing Board and Supervisory Board of a listed company are obligated to declare that they have complied with the guidelines of the German Corporate Governance Code Committee that the German Federal Ministry of Justice publishes in the official section of the online German Federal Gazette and will continue to do so in the future, or indicate which guidelines were not or will not be applied. All deviations from the guidelines must be justified in writing. This statement must be permanently accessible to the public on the corporation's Web site.

In addition to presenting the laws that apply to stock corporations, the German Corporate Governance Code (hereafter "the Code") contains guidelines from which corporations are permitted to deviate. If they do so, they are obligated as per Article 161 of the AktG to publicly disclose the deviations each year. The Code also includes suggestions that may be deviated from without a published disclosure.

Manz AG supports transparent communication with investors, financial markets, business partners, employees, and the public, and for this reason places great importance on complying with the Code.

As per Article 161 of the AktG, the Managing Board and Supervisory Board of Manz AG submitted on March 17, 2011, the following Statement of Compliance for March 2011 relating to the guidelines of the German Corporate Governance Code Committee.

"Pursuant to Article 161 of the German Stock Corporation Act, the Managing Board and the Supervisory Board of Manz Automation AG hereby declare that since submission of the last compliance statement on March 24, 2010, Manz Automation AG has complied with the recommendations from the "German Corporate Governance Code Committee" issued by the German Ministry of Justice in the official section of the online German Federal Gazette as amended on June 18, 2009, with the following exceptions, and that Manz Automation AG will, in the future, comply with all of the recommendations in the Code in its amended form dated May 26, 2010:

Our company did not comply with the recommendation set forth in Section 4.2.3, Paragraphs 4 and 5 of the Code, which stipulates that when entering into employment

contracts with members of the Managing Board, care should be taken to ensure that payments made to such a member resulting from early termination of executive duties without cause do not exceed the value of two years' compensation (severance payment cap), and compensate no more than the remaining term of the contract. In this context, the Code recommends that any compensation promised in the event of premature termination of management duties as a result of a change of control should not exceed 150% of the severance payment cap.

The aforementioned deviation from the recommendation resulted from the fact that the Supervisory Board did not feel it was appropriate to limit compensation to a severance payment that falls below the contractually stipulated employment period as a means of obligating members of the Managing Board to stay with the company for the full contract term. Furthermore, up until now the Supervisory Board has held the belief that a severance package of at least one year's pay in the event of a change of control meets the security needs of the Managing Board members and is in our company's best interest. In the meantime we have changed the employment agreements entered into with members of the Managing Board to comply with the aforementioned recommendations in the Code."

Information on the corporate governance practices applied above and beyond the legal requirements

Manz AG aspires to conduct all business operations in an ethical and legally sound fashion. The Managing Board developed a mission statement for this purpose, which will help the employees of Manz AG and its subsidiaries to act responsibly and make the right decisions when carrying out their daily activities. This corporate mission statement describes our principles of sustainable and socially responsible economic activity.

The corporate mission statement is available on the Manz AG Web site at <http://www.manz.com/company/profile>.

Description of how the Managing Board and the Supervisory Board work

Manz AG is a legal corporation under German law and, in particular, is subject to the stipulations of the German Stock Corporation Act (AktG), upon which the German Corporate Governance Code was developed. A basic principle of German stock corporation law is the dual-management system by Managing Board and Supervisory Board institutions. According to this principle, the Managing Board manages the company while the Supervisory Board advises and monitors the Managing Board. Simultaneous membership of both boards is not permitted. The Manz AG Managing Board and Supervisory Board work together closely in a trustful relationship and in the best interests of the company, and strive to continuously increase the value of the company for its shareholders.

Managing Board

The Manz AG Managing Board consisted of three members in 2011 until September 30, and two members as of October 1, 2011. Information on the members of the Managing Board is available on the Manz AG Web site at <http://www.manz.com/company/group-structure/management>.

The Supervisory Board has passed internal rules of procedure for the Managing Board that assign specific central management areas to members of the Managing Board to manage independently. This notwithstanding, all members of the Managing Board bear joint responsibility for the overall management of the company. The entire Managing Board decides on matters of special significance. Furthermore, for specific measures of company management, the approval of the Supervisory Board is required. The internal rules of procedure also contain stipulations on the procedures for meetings and resolutions of the Managing Board, as well as the tasks of the chairman and his deputy.

According to the internal rules of procedure, the Managing Board is obliged to create a report on future business policy and corporate planning for the respective following year and two additional fiscal years and present it to the Supervisory Board for approval. Furthermore, the reporting obligations of the Managing Board vis-à-vis the Supervisory Board are described in detail in the internal rules of procedure. Accordingly, the Managing Board is to inform the Supervisory Board of all issues involving planning and business development, the risk situation and risk management, and compliance with legal regulations and internal guidelines relevant to the company and the Manz Group regularly, promptly, and in full. In particular, it must report on the profitability of the company every year and the company situation regularly.

Supervisory Board

The Supervisory Board of Manz AG consists of three members, who were voted in by the shareholders during the Annual General Meeting. The names of the members of the Supervisory Board are listed on the Manz AG Web site at <http://www.manz.com/company/group-structure/company-portrait>. No Supervisory Board committees have been formed.

In addition to monitoring and advising the Managing Board, the Supervisory Board has the tasks of appointing and dismissing the members of the Managing Board and specifying the compensation system for the Managing Board and the level of compensation for the individual members of the Managing Board. Furthermore, it checks the annual statement and consolidated financial statement created by the Managing Board and reports on the results of the examination at the Annual General Meeting.

The Supervisory Board has also passed internal rules of procedure for itself that regulate the internal organization of the Supervisory Board. The internal rules of procedure contain stipulations on the selection and tasks of the chairman of the Supervisory Board and his deputy. Furthermore, they regulate the convening and running of meetings and decision-making by the Supervisory Board. As a rule, the Supervisory Board of Manz AG convenes for a planned meeting five times a year, at least once each quarter, and holds additional, ad

hoc meetings as required. In urgent cases, it can also make decisions by means of written correspondence or conference calls.

The internal rules of procedure stipulate that members of the Supervisory Board must disclose conflicts of interest and that significant, not merely temporary, conflicts of interests shall lead to withdrawal from office.

The Supervisory Board has also stipulated targets for its composition and, in particular, qualifications profiles for Supervisory Board members in its internal rules of procedure. The Supervisory Board should always be composed of members who, taken as a whole, have the required special skills and experience from different fields that are of relevance to the company.

Once every year, the Supervisory Board checks the efficiency of its own activity using a questionnaire. According to the internal rules of procedure, particular elements of the efficiency check are the process flows within the Supervisory Board and the supply of information to the Supervisory Board, in addition to qualitative criteria.

Reutlingen, February 2012

Manz AG

The Managing Board