Declaration of compliance

November 2008

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Südzucker Aktiengesellschaft Mannheim/Ochsenfurt

On 27 November 2008, the executive board and supervisory board of Südzucker AG Mannheim/Ochsenfurt decided to execute the following declaration of compliance with the German Corporate Governance Code of Practice:

On 27th July 2006, the general meeting of Südzucker AG Mannheim/Ochsenfurt resolved to refrain from individualised publication of management earnings for the length of five years. The recommendations of the "Government Commission on the German Corporate Governance Codex" in the codex edition of 6th June 2008 were accepted by Südzucker AG Mannheim/Ochsenfurt (also in the future) with the following exceptions:

Section 4.2.2 (new):
Südzucker shall discuss management earnings in the board, which is made up of equal numbers. This practice has proved its worth; it is particularly beneficial to the interests of the individual.

Section 4.2.3 (new):
The management contracts of Südzucker AG do not contain a compensation cap. We do not see any need for this, even in the future, particularly as there are considerable legal problems with such contractual clauses.

Section 5.3.3:
We do not see any necessity to set up an additional nomination committee to prepare the candidates suggested for the supervisory board. It is more appropriate that – as up to now – all the members of the supervisory board have the opportunity to have an equal say in the finding of candidates for the supervisory board.

Section 5.4.6:
We indicate the supervisory board earnings distributed according to fixed rates and performance-related components. Südzucker AG does not run a share options' programme. We do not follow the codex recommendation to indicate supervisory board earnings individually. In our opinion, the infringements of privacy do not represent a fair balance to the benefits of such a practice. Accordingly, the Corporate Governance report shall not contain any individual representation of the earnings of the supervisory board.