

Declaration of compliance

November 2012

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Südzucker Aktiengesellschaft Mannheim/Ochsenfurt

On 20 November 2012, the Board of Management and the Supervisory Board of Südzucker AG Mannheim/Ochsenfurt adopted the resolution to issue the following Declaration of Compliance regarding the German Corporate Governance Code, in accordance with Section 161 of the German Stock Corporation Act (AktG):

Südzucker AG Mannheim/Ochsenfurt complied with the recommendations of the "Government Commission German Corporate Governance Code" in the Code version of 26 May 2010 and will comply in future with the recommendations in the Code version of 15 May 2012, with the following exceptions:

Point 2.3.3 (absentee postal voting for the General Meeting):

The Articles of Incorporation of Südzucker AG Mannheim/Ochsenfurt do not yet foresee the option of permitting absentee postal voting for the General Meeting. Therefore, the recommendation to support the shareholders with absentee postal voting cannot be implemented.

Point 4.2.3 (severance cap in contractual agreements with Board members):

The contracts of employment with the members of the Board of Management do not contain a severance cap. We do not see a necessity for this in future, either, especially since there are significant legal reservations against such contract clauses.

Point 4.2.4 (individualised remuneration of Board members):

The General Shareholders' Meeting of Südzucker AG Mannheim/Ochsenfurt most recently resolved on 20 July 2010 to waive individualised disclosure of management earnings for a period of five years.

Point 5.3.2 sentence 3 (autonomy of the Audit Committee Chairman):

Dr. Jochen Fenner is Chairman of the Audit Committee. He is simultaneously Management Board Chairman of Süddeutsche Zuckerrüben-Verwertungsgenossenschaft eG (SZVG), which holds a majority interest in the company. In our view, it makes sense that a majority shareholder is appropriately represented on the supervisory board of a company and its committees. It is our conviction that it is in the interests of the company and all shareholders for Dr. Jochen Fenner to exercise this office as Audit Committee Chairman.

Point 5.3.3 (Nominating Committee of the Supervisory Board):

We see no need to establish an additional Nominating Committee to prepare the candidate suggestions for the Supervisory Board. It is more appropriate for all members of the Supervisory Board to have the opportunity of an equal say in determining candidates for the Supervisory Board – as has been practised in the past.

Point 5.4.1 (diversity goals for composition of the Supervisory Board):

The Supervisory Board strives for sufficient diversity in the composition of the Supervisory Board and, in particular, an appropriate quota of women. However, the Supervisory Board will continue to orient the decision with regard to its own composition primarily to the qualification of the available persons and not their gender.

Since the new version of section 5.4.1 had not yet come into effect when the General Meeting 2012 was convened, nominations for election were proposed to the General Meeting in accordance with the provisions effective at that point in time; the recommendation will be complied with in future.

Point 5.4.6 (Individualised remuneration of Supervisory Board members):

Our company's Articles of Incorporation foresee a results-related Supervisory Board remuneration oriented to dividends. We believe that especially the concurrence with the interests of the shareholders speaks in favour of this structure.

We disclose the Supervisory Board's remuneration as a total. In our view, the privacy violations associated with the disclosure of remuneration on an individual basis cannot be reasonably justified by any benefits there may be from this kind of practice. The remuneration regulations are already transparent and therefore any segmentation according to fixed remuneration and results-related components would not imply any additional informative worth. Accordingly, the Corporate Governance Report, Appendix and Management Report contain no individualised disclosures of Supervisory Board remunerations and no segmentation according to fixed remuneration and results-related components.