

Declaration of compliance

The Executive and Supervisory Boards of Wacker Neuson SE have thoroughly examined the recommendations of the German Corporate Governance Code and updated their declaration of compliance on March 23, 2009. The declaration also states which recommendations from the German Corporate Governance Code as amended on June 6, 2008 have not been complied with and gives reasons for these deviations.

Declaration of compliance with the German Corporate Governance Code in accordance with Section 161 of the German Stock Corporation Law (AktG)

The German Corporate Governance Code contains recommendations and proposals for managing and monitoring German listed companies in relation to shareholders and the AGM, the Executive and Supervisory Boards, transparency, accounting and auditing. AktG requires the Executive and Supervisory Boards of listed companies to declare each year the recommendations with which they did or do not comply.

The Executive and Supervisory Boards identify with the aims of the German Corporate Governance Code, supporting responsible, transparent and sustainable management and governance geared towards increasing company value. The following describes how we implement the recommendations.

In accordance with Section 161 AktG, the Executive and Supervisory Boards of Wacker Neuson SE declare that the company complied with the recommendations issued by the German Corporate Governance Code Commission as amended on June 14, 2007 and published by the German Federal Ministry of Justice (BMJ) in the official section of the electronic Federal Gazette on July 20, 2007, up to and including August 8, 2008, and that, from August 9, 2008, it complies and will continue to comply with the recommendations issued by the German Corporate Governance Code Commission as amended on June 6, 2008 and published on August 8, 2008, with the exceptions listed below.

The company has deviated and deviates from the Code's recommendations in the following respects:

- 1. Section 3.8:** The company's directors and officers' (D&O) liability insurance policies for its Executive and Supervisory Boards have been concluded without a deductible. The company does not believe that a deductible would improve the sense of motivation and responsibility with which our Board members perform their duties. D&O insurance safeguards the company against substantial internal risks and protects the assets of members of its executive bodies only as a secondary function.

2. **Section 4.2.2:** The Presiding Committee approves the remuneration system for the Executive Board, including significant contractual terms, and regularly examines the remuneration structure. Regular reports on the activities of the Supervisory Board committees, including the Presiding Committee, are provided at that Supervisory Board's plenary meeting. The Executive and Supervisory Boards do not see the need for any further resolutions or examination of the remuneration system structure in the Supervisory Board plenary meeting.
3. **Section 4.2.3, para. 4 and 5:** The recommendation that severance payments, including additional benefits, shall not exceed two year's remuneration (severance pay cap) if an Executive Board member's contract is terminated prematurely without good cause has only partially been complied with. The Supervisory Board is of the opinion that the existing rules in Executive Board members' contracts are appropriate and does not see the need to implement any changes here. Executive Board members' contracts do not contain agreements on severance pay in the event of a change of control.
4. **Section 4.2.3, para. 6:** The AGM is not informed separately about the main terms of and changes to the remuneration system for Executive Board members as this information is already disclosed in the Group Management Report, which is available to all shareholders.
5. **Sections 4.2.4; 4.2.5; 5.4.7; para. 3, 7.1.3:** The AGM has decided not to publish the income of each individual Executive Board member in the notes to the Annual and Consolidated Financial Statements. In line with this, the corporate governance report does not include a remuneration report. Remuneration details for individual Supervisory Board members will also not be published. The Executive and Supervisory Boards consider that the mandatory legal statements provide investors and the public with sufficient information in this area.
6. **Section 5.1.2, para. 2, sent 3:** The Supervisory Board has not set an age limit for members of the Executive Board. The Supervisory Board members are convinced that individual performance is the defining factor in suitability for company management.
7. **Section 5.3.3:** The Supervisory Board has not formed a nomination committee. The size of the Supervisory Board (four shareholder representatives) does not warrant a dedicated committee for proposing Supervisory Board candidates.
8. **Section 5.4.3, sent. 1 and 3:** For efficiency reasons, the election of the Supervisory Board will continue to be by block or list voting, in accordance with legal requirements. So that the Supervisory Board can also continue to vote impartially for its chairperson, the proposed candidates will not be announced.

9. **Section 5.4.4:** The Executive and Supervisory Boards consider that in some cases, it may prove beneficial for former Executive Board members to transfer to the Supervisory Board and even chair the Board or certain of its committees. The internal knowledge former Executive Board members have of company operations increases the efficiency of Supervisory Board monitoring. As long as Supervisory Board membership is well-balanced in accordance with the Code, the Executive and Supervisory Boards do not see any disadvantage here.
10. **Section 6.6:** Share ownership by individual members of the executive bodies exceeding one percent of shares issued by the company has not been and will not be stated in the corporate governance report. The Executive Board is of the view that protecting personal and family privacy takes priority here. Disclosures of the acquisition and sale of company shares by members of the Executive and Supervisory Boards or related parties are made in accordance with legal requirements and published on the company website (as stipulated by Section 15aWpHG). This disclosure is not repeated in the corporate governance report.
11. **Section 7.1.2, sent. 3:** The company will publish the Consolidated Financial Statements (annual financial report) for fiscal 2008 within the 90-day deadline for the first time.

The company complied or complies in full with all other recommendations issued by the German Corporate Governance Code Commission as amended on June 6, 2008, published August 8, 2008 in the official section of the electronic Federal Gazette.

Munich, March 2009

Wacker Neuson SE
Executive and Supervisory Board



Dr.-Ing. Georg Sick



Hans Neunteufel