

Report of the Executive Board pursuant to § 71 Sect. 1 No. 8 in conjunction with § 186 Sect. 4 Sentence 2 AktG relating to Item 6 on the Agenda in the Invitation to the Annual General Meeting of GEA Group Aktiengesellschaft on Wednesday, 23 April 2008

With respect to Item 6 on the Agenda, the Executive Board is rendering a written report in accordance with § 71 Sect. 1 No. 8, § 186 Sect. 4 Sentence 2 AktG stating the reasons for the suggested authorization to dispose of treasury stock through channels other than the stock exchange or safeguarding the principle of equal treatment and at the suggested issue price, as follows:

Pursuant to § 71 Sect. 1 No. 8 AktG, the Company is to be authorized, by way of cancellation of the existing authorization granted by the Annual General Meeting on 30 April 2007, to repurchase treasury stock at a volume of not more than 10 % of the nominal capital. The existing authorization, which according to statutory provisions can only be granted for 18 months, is expiring on 29 October 2008. With the suggested new authorization, the Company will be in a position to utilize, for the period up to 22 October 2009, the instrument of the acquisition of treasury stock in order to realize the benefits inherent in the acquisition of treasury stock in the interests of the Company and its shareholders. This authorization is governed by the statutory limits imposed by § 71 Sect. 2 AktG. Accordingly, the shares acquired by the Company for the purposes specified under § 71 Sect. 1 Nos. 1 through 3, 7 and 8 AktG together with other shares of the Company acquired by it and which are still in its possession must not represent more than 10 % of the nominal capital.

The suggested authorization provides for the right of the Executive Board, acting with the consent of the Supervisory Board, to sell the repurchased treasury stock through channels different from the stock exchange or an offer to all shareholders if the acquired treasury stock is sold at a price which is not materially below the market price of shares of the Company under the same terms at the time of disposal. The sales price of the treasury stock will be finally determined timely before the disposal of the own shares. This authorization for disposal is limited to a total of not more than 10 % of the nominal capital of the Company. To determine the maximum limit, those shares will be imputed which are issued during the term of validity of this authorization from Authorized Capital as per § 4 Sect. 5 of the Articles of Association with the exclusion of the subscription right pursuant to § 203 Sect. 1, § 186 Sect. 3 Sentence 4 AktG. Moreover, those shares shall be imputed which are to be issued to serve option or convertible bonds with option or conversion warrants or a conversion commitment provided that the bonds are issued during the validity of this authorization with the exclusion of the subscription right in analogous application of § 186 Sect. 3 Sentence 4 AktG. The possibility of an exclusion of the subscription right is restricted by means of this imputation. Furthermore, if the treasury stock acquired is to be disposed of through channels other than the stock exchange or an offer to all shareholders, it may only be sold at a price which is not materially below the market price of shares of the Company under the same terms at the date of disposal. This measure is devised to appropriately safeguard the assets interests of the shareholders. In principle, the shareholders have the possibility to maintain their shareholding ratio by acquiring GEA Group shares on the market. The authorization is in the interests of both the Company and the shareholders because it provides greater flexibility for GEA Group Aktiengesellschaft. In particular, it allows the selective granting of shares to

cooperation partners so that additional domestic and foreign shareholders can be attracted.

Furthermore, the acquisition of treasury stock is to enable the Company, on the basis of the suggested resolution for authorization, to act flexibly and cost effectively within the scope of its consistently pursued acquisition policy in connection with the acquisition of companies, for example in order to use treasury stock in certain cases as a counter value for company mergers or company purchases. International competition and the globalization of the economy increasingly call for this form of a counter performance. At present, there are no concrete plans for utilizing this authorization. In the case of utilization, the Executive Board will ensure that the interests of the shareholders are appropriately safeguarded. As a rule, in valuing the shares of the Company to be transferred as a counter performance, the Executive Board will take the market price as an orientation. A schematic linkage with the market price is not envisaged, however, especially in order not to jeopardize negotiation results once achieved, through fluctuations on the stock market. For the acquisition of companies, shareholdings or investments or for company mergers, currently Authorized Capital III is also available. In deciding on the way in which the shares needed for such a transaction are to be acquired, the Executive Board will solely be guided by the interests of the Company and its shareholders. The Executive Board will decide in agreement with the Supervisory Board.

In future, it may be reasonable for the Company or one of its Group companies to issue option or convertible bonds. To this end, it may be convenient to take account of the ensuing rights to the subscription of shares not through a capital increase but wholly or partly through treasury stock. That is why it is envisioned to use treasury stock for this purpose with the exclusion of the subscription right. The Executive Board will make such a decision subject to the consent of the Supervisory Board. By using treasury stock the dilution of the shareholders' shares which would otherwise occur when serving the option or conversion rights from conditional capital is excluded. For deciding if treasury stock is to be provided or the conditional capital is to be utilized, the Executive Board will carefully ponder the interests of the Company and of the shareholders. When treasury stock is sold on the basis of an offer to all shareholders, the holders of option or conversion rights are to be granted subscription rights for shares of the Company to the extent to which they would have such subscription rights on exercising the option or conversion right. The concomitant exclusion of the shareholders' subscription right entails the benefit that the option or conversion price for the already issued option or conversion rights need not be reduced in accordance with the option and convertible bond terms for the purpose of dilution protection so that in this case the Company is receiving more funds overall when the option or conversion rights are exercised. The number of shares transferred by virtue of this authorization must not exceed 10 % of the nominal capital provided that the shares are used for meeting conversion or option rights and/or conversion commitments issued and/or generated in analogous application of § 186 Sect. 3 Sentence 4 AktG. To determine the maximum limit, those shares will be imputed which are issued during the validity term of this authorization from the Authorized Capital pursuant to § 4 Sect. 5 of the Articles of Association with the exclusion of the subscription right pursuant to § 203 Sect. 1, § 186 Sect. 3 Sentence 4 AktG. Also those shares will be imputed which are to be issued to serve option or convertible bonds with attached option or conversion warrants or a conversion commitment, to the extent that the bonds

are issued during the validity of this authorization with the exclusion of the subscription right in analogous application of § 186 Sect. 3 Sentence 4 AktG.

In connection with capital measures, the Executive Board is also to be authorized, subject to the consent of the Supervisory Board, to offer the holders of convertible participation rights issued on the basis of the authorization granted by the General Meeting of the Company on 24 February 1994, shares of the Company for acquisition to the extent to which they could have acquired them on exercising their conversion rights by participating in the respective capital measure. However, the respective offer for the acquisition of shares of the Company is only to be made to those holders of convertible participation rights who did not waive the right for conversion of the participation rights into shares and the right to acquire shares in the case of capital increases against contribution. By way of this authorization it is possible to ensure a reasonable dilution protection in the case of capital measures for the holders of convertible participation rights which was provided under the participation rights terms. The granting of dilution protection in a different way, especially by paying value compensation, is not stipulated in the participation rights terms. In connection with capital measures, the holders of convertible participation rights will be offered the shares at the same terms and conditions at which shareholders may participate in the respective capital measure. The economic significance of this possibility of a different way of disposing of treasury stock is low; the aggregate nominal value of the currently still existent convertible participation rights is EUR 1.278,23.

Finally, the Executive Board is to be authorized by the Annual General Meeting to call in treasury stock with the consent of the Supervisory Board without any further resolution by the Annual General Meeting being required. In accordance with § 237 Sect. 3 No. 3 AktG, the authorization as suggested should provide for the right of the Executive Board to call in and cancel the shares without a capital reduction. By collecting shares without capital reduction, the proportional amount of the other individual share certificates in the nominal capital of the Company will rise. In this context, the Executive Board will be authorized to adjust the Articles of Association in respect of the changing number of individual share certificates.