

**Declaration of conformity of MLP AG pursuant to Article 161 AktG
(As per: 13th December 2012)**

The Executive and Supervisory Boards of MLP AG hereby declare in accordance with Article 161 of the German Stock Corporation Act (AktG) that the recommendations of the government commission "German Corporate Governance Code" as contained in the version dated 15th May 2012 have been fundamentally observed since the previous declaration of conformity. Only the following recommendations were not applied: items 4.1.5, 4.2.3 section 4 and section 5, 5.1.2. sentence 2, 5.1.2 sentence 7, 5.4.1 sentence 2 and 5.4.1 sections 2 and 3.

The reasons for the aforementioned deviations are as follows:

Item 4.1.5 (Taking diversity into account when filling managerial positions)

According to the recommendations of the German Corporate Governance Code, the Executive Board should take diversity into account when filling managerial positions and, in this respect, aim for an appropriate consideration of women.

In the current financial year the Executive Board has intensified its efforts with respect to diversity when filling managerial positions and, in particular, strives to achieve appropriate consideration of women at managerial levels in the Company. In the past, the Executive Board of MLP AG already took measures directed at reconciling working life and family life and will continue to review the effectiveness of these measures in the financial year 2013. If appropriate, it will undertake modifications as necessary or initiate further measures in order to achieve appropriate consideration of women at managerial levels in the Company, taking into account the Company's specific situation.

The analysis commissioned by the Executive Board in 2012 regarding current diversity with respect to managers contains further assignments and provides for on-going reporting to the Executive Board. As this package of measures has not yet been fully implemented throughout the Group, it does not wholly comply with the requirements of item 4.1.5 of the Code. As a precautionary step, MLP AG therefore declares that, as in the financial year 2012, it will continue to deviate from this recommendation in 2013.

Item 4.2.3 section 4 and section 5 (Severance payment cap)

According to the recommendations of the German Corporate Governance Code, the Company should, when concluding Executive Board member contracts, ensure that payments, including fringe benefits, to an Executive Board member following premature cessation of Executive Board duties without serious cause, do not exceed the value of two years' remuneration (severance payment cap). If the contract of service is terminated due to serious cause on the part of the Executive Board member, no payments will be made to the Executive Board member. The calculation of the severance payment cap should be based on the total remuneration of the previous financial year and, if appropriate, also on the expected total remuneration of the current financial year. Promised benefits in the event of premature termination of Executive Board service resulting from a change of control should not exceed 150% of the severance payment cap.

During the course of 2011 MLP completed its amendment of the employment contracts of the members of the Executive Board to incorporate a new remuneration system. These modifications mean that MLP now complies with the aforementioned recommendations.

However, there is no provision for a severance payment in the event of contract termination by mutual consent. Rules concerning a mutually-sought termination of contract can, in a contractual law sense, in any case only serve as a guideline from which, however, the parties could at any time agree to deviate. Such a rule would thus be no more than a formal act.

In 2013 – as in 2012- MLP will therefore not comply with this recommendation.

Item 5.1.2 sentence 2 (Diversity regarding the composition of the Executive Board)

According to the recommendations of the German Corporate Governance Code, the Supervisory Board should, when appointing Executive Board members, also respect diversity and, in particular, aim for an appropriate consideration of women.

The Supervisory Board of MLP AG strives to further intensify its future efforts with respect to diversity and, in particular, an appropriate consideration of women when appointing members of the Executive Board. During selection processes, the Supervisory Board specifically considers applications from suitable female candidates. In the financial year 2013 the Supervisory Board will continue to review this aspect and, if appropriate, modify existing selection processes as necessary and/or implement further measures in order to build on the still to be finalised, Group-wide overall concept by the Executive Board for the implementation of item 4.1.5 of the code (Observance of diversity for managerial positions) and also achieve an appropriate consideration of women within the Executive Board of the Company, taking in to account the Company's specific situation. Nevertheless, the Supervisory Board of MLP AG intends to continue to base its selection decision with respect to appointments primarily on the individual and professional qualifications of prospective candidates.

The Supervisory Board is of the opinion that the level of such implementation is not yet sufficient to fully comply with the requirements of item 5.1.2, sentence 2 of the Code. As a precautionary step, MLP AG therefore declares that, as in the financial year 2012, it will continue to deviate from this recommendation in 2013.

Item 5.1.2 sentence 7 (Age limit for members of the Executive Board)

According to the recommendations of the German Corporate Governance Code, an age limit should be set for members of the Executive Board.

In 2012, MLP deviated from this recommendation. There is no set age limit for members of the Executive Board. The appointment of Executive Board members should focus solely on knowledge, abilities and specific experience. In 2013 – as in 2012 - MLP will therefore not comply with this recommendation.

Item 5.4.1 sentence 2 (Age limit for members of the Supervisory Board)

According to the recommendations of the German Corporate Governance Code, an age limit should be set and taken into account when considering proposals for the election of Supervisory Board members.

In 2012, MLP deviated from this recommendation. There is no set age limit for members of the Supervisory Board. In view of the required knowledge, abilities and specific experience laid down in item 5.4.1 sentence 1 of the Code, the setting of an age limit does not appear to be appropriate. In 2013- as in 2012 – MLP will therefore not comply with this recommendation.

Item 5.4.1 section 2 and 3 (Specification of concrete objectives for the composition of the Supervisory Board)

According to the recommendations of the German Corporate Governance Code, the Supervisory Board should specify concrete objectives regarding its composition which, whilst based on the specific situation of the Company, should also take into account the international activities of the Company, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of item 5.4.2, a specified age limit for the members of the Supervisory Board and diversity. These concrete objectives should, in particular, provide for an appropriate degree of female representation. Proposals by the Supervisory Board to the competent election bodies should take these objectives into account. The concrete objectives and the status of implementation should be published in the Corporate Governance Report.

In the financial year 2012, MLP deviated from this recommendation. At meetings in the financial years 2010 and 2012, the Supervisory Board of MLP AG discussed the specification of concrete objectives for the composition of the Supervisory Board, taking particular account of the diversity aspect. The nomination committee of the Supervisory Board has set itself a goal such that in the presence of candidates of equal professional and personal suitability, it will seek to fill at least 25 percent of the Supervisory Board positions on the shareholder side with suitable female members. However, the Supervisory Board does not currently regard the setting of a specific time frame for the implementation of this objective to be appropriate, primarily due to the small number of members of the Supervisory Board as anchored in the Articles of Association. It is therefore also not yet possible to report on any specific implementation steps towards such objectives in the Corporate Governance Report.

In the financial year 2013 - as in 2012 – MLP will thus deviate from this recommendation.

Wiesloch, December 2012
MLP AG

The Executive Board

The Supervisory Board