

Declaration of Conformity with Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (AktG)

The term “corporate governance” refers to responsible corporate management and control aimed at long-term value creation. Key aspects of good corporate governance are efficient co-operation between the Executive Board and the Supervisory Board, respect for shareholder interests, and openness and transparency in corporate communications. Masterflex SE is a European stock corporation. In line with the SE Ordinance, the law of the stock company according to German law also applies. Accordingly, the Company is managed by the Executive Board and the Supervisory Board. Masterflex SE places high value on corporate governance. The Executive Board and the Supervisory Board have worked closely together from the very start in the best interests of the Company and have maintained intensive and on-going dialogue on the Company’s development.

The Code sets out the material statutory provisions on the management and supervision of German listed corporations and contains internationally and nationally recognised standards of prudent and responsible company management (in the form of “recommendations” and “suggestions”). The Code aims to make the German system of corporate governance transparent and understandable. The legal provisions reflected in the Code must be observed and complied with by the Company without exception. The Company is allowed to deviate from the recommendations contained in the Code. The Foreword of the Code specifically allows for such deviations, which are intended to contribute to “flexibility and self-regulation in German corporate constitution”.

The Executive Board and Supervisory Board of Masterflex SE declare that the recommendations of the previous version of the Code dated 26 May 2010 have been observed since the last declaration of conformity in March 2012 with the exceptions stated therein and the Code version dated 15 May 2012 has been and will continue to be observed with the exceptions stated below. This declaration has been made permanently accessible to shareholders of Masterflex SE on our website. The website also contains all previously published versions of the Declaration of Conformity.

Exceptions:

4.2.3 External compensation expert

Should an external compensation expert be considered necessary in order to assess the appropriateness of the Executive Board compensation, the independent status of such an expert will also be ensured. Due to the expertise already available in the Supervisory Board, two members of which are financial auditors, as well as the qualified support from the Company’s legal advisors, it has thus far not been considered necessary to seek the additional services of a separate, independent compensation expert.

5.3. Supervisory Board – committees

With a total of three members, the Masterflex SE Supervisory Board is deliberately kept small in order to allow resolutions to be passed quickly, efficiently and flexibly through streamlined structures, as is the case throughout the Group. The appointment of recognised experts to the Supervisory Board is a key pillar of Masterflex SE as it enables us to set the course for successful company growth through continual dialogue. In this context, establishing committees, which would also be required to have three members from the Supervisory Board, is illogical.

Supervisory Board member Mr van Hall is an established financial expert. He is supported by Mr Klomb, also a financial auditor. Where necessary, the Supervisory Board calls on qualified external help in order to assess difficult matters.

5.4.6 Section 1, sentence 3, Supervisory Board compensation

The Supervisory Board compensation resolved by the Annual General Meeting does not provide extra compensation for the activities of the Chairman or Deputy Chairman as differentiation of this kind would be meaningless for the Company and the allocation of tasks within the Supervisory Board due to the small size of the Supervisory Board and the burden of work assigned to all members of the Supervisory Board.

7.1.4. Publishing subsidiaries' financial results

The Code mentions publishing individual financial results for subsidiaries from the previous year in the Company's annual financial statements. In this point, we deviate from the Code in that we do not publish these results. Our subsidiaries are medium- sized companies, and we believe that their competitive position could be adversely affected through publication of their results.

Gelsenkirchen, 10 December 2012