

Declaration of conformity in accordance with section 161 of the AktG (German Stock Corporation Act)

The term "corporate governance" refers to responsible corporate management and supervision aimed at adding long-term enterprise value. Fundamental aspects of good corporate governance are an efficient cooperation between the Board and Supervisory Board, the consideration of shareholder interests and an open and transparent corporate communication.

Masterflex AG is a stock corporation under German law. Accordingly, it is governed by an Executive Board and Supervisory Board. Corporate governance has a high priority at Masterflex AG. From the outset, the Board and Supervisory Board have collaborated closely in the best interests of the Company and have maintained intensive and continuous dialog on corporate development.

The **Code** presents key statutory regulations for the management and supervision of German listed companies and contains internationally and nationally recognized standards for good and responsible governance (in the form of recommendations and suggestions). The Code is designed to make the German corporate governance system transparent and comprehensible. The Company is obliged, without exception, to observe and comply with the statutory regulations presented in the Code, although it can deviate from the recommendations contained in it. Such deviations are acknowledged explicitly in the foreword to the Code and are intended to contribute to "more flexibility and more self-regulation in the German corporate constitution".

The Executive Board and the Supervisory Board of Masterflex AG hereby declare that the recommendations of the German Corporate Governance Code dated 18 June 2009 as well as the extended recommendations from the Government Commission dated 26 May 2010 since the last Declaration of Conformity issued in March 2010 have been adhered and will continue to be adhered to with the following exceptions. In particular, the stated deviation from Section 5.4.6 will no longer apply in future, as Supervisory Board compensation contains both fixed and variable components that are based on long-term performance. The declaration of conformity is permanently available to Masterflex AG shareholders on the Company website. All of the Company's previous declarations of conformity can also be accessed via this link.

Exceptions

2.3.2. Electronic notification of the convening of the General Meeting

In future and after obtaining the approval of the recipients, Masterflex AG intends to provide notification of the convening of the General Meeting and the corresponding documents by electronic means. However, it will continue to distribute these documents by post in order to reach shareholders who do not have the necessary technical connection, and therefore is not yet intending to expressly restrict such notification solely to electronic means.

2.3.3 sentence 2 Postal vote

In section 2.3.3 sentence 2, the Code recommends that the Company should assist shareholders in the use of postal votes and proxies. At present, the Articles of Association of Masterflex AG make no provision for the possibility of postal votes. In our view, postal votes have not yet been adequately tested and, in particular, there are difficulties in determining the authenticity of the votes cast. In addition, Masterflex AG already gives its shareholders the opportunity to authorise a proxy named by the Company to exercise their voting right. Therefore, the shareholders already have the opportunity to cast their vote before the day of the Annual General Meeting, meaning that the additional option of a postal vote would not make it significantly easier to exercise voting rights overall.

Section 3.8 (3) D&O insurance

Section 3.8 (3) of the Code recommends agreeing upon a deductible when taking out a D&O insurance policy for Supervisory Board members. Masterflex AG has taken out D&O insurance for the members of the Supervisory Board that makes provision for a deductible for the Supervisory Board members. Although Masterflex AG does not believe that the motivation and responsibility with which the members of the Supervisory Board perform their duties will be improved by a deductible in the D&O insurance, it has hitherto always met this requirement, albeit without further adapting it to the possibly stricter regulations of the German Act on the Appropriateness of Management Board Remuneration (VorstAG), which is why a deviation is declared in this respect as a precaution.

5.3. Supervisory Board

With a total of three members, the Supervisory Board of Masterflex AG is deliberately kept small in order to allow resolutions to be passed efficiently, rapidly and flexibly on the basis of streamlined structures, as is the case throughout the Group. The appointment of recognised experts to the Supervisory Board is an important factor in Masterflex AG's successful development, as it allows major strategic decisions to be reached on a joint basis and in a spirit of continuous dialogue. As such, the formation of committees, which would also have to be composed of at least three members of the Supervisory Board, is not considered to be practicable.

With Mr. van Hall, we have a proven financial expert on the Supervisory Board. This will also be supported in future by Mr Klomp. The Supervisory Board also calls upon qualified external assistance when this is necessary to assess difficult matters.

5.4.1 (2) and (3) Specification of concrete objectives regarding the composition of the Supervisory Board

With the new version of the German Corporate Governance Code dated 26 May 2010, new recommendations were introduced in section 5.4.1 (2) and (3) according to which the Supervisory Board should specify concrete objectives for its composition that, whilst considering the specifics of the enterprise, take into account the international activities of the enterprise, potential conflicts of interest, an age limit to be specified for the members of the Supervisory Board and diversity. These concrete objectives should, in particular, stipulate an appropriate degree of female representation. Recommendations by the Supervisory Board to the competent election bodies should take these objectives into account. The objectives and the status of implementation should be published in the Corporate Governance Report. As the stated recommendations were issued immediately before the re-election of the Supervisory Board, the Supervisory Board has so far been unable to fully establish the extent to which this recommendation should be met and, if applicable, what concrete objectives should be formulated for the composition of the Supervisory Board of Masterflex AG taking into account the specifics of our Company, although a focus on matters relating to the corporate structure, financing and accounting law is certainly considered sensible. The Supervisory Board is continuing to examine this matter and, if applicable, will determine concrete objectives for the composition of the Supervisory Board, including an appropriate degree of female representation if applicable. Accordingly, the stated objectives have not been taken into account in any nominations to date, and consequently no corresponding publication can be performed in the Corporate Governance Report at present. As this examination was still ongoing when this declaration of conformity was submitted, a deviation from section 5.4.1 (2) and (3) of the German Corporate Governance Code is provisionally declared.

5.4.1 (4) sentence 2 Appropriate support of the Supervisory Board members in training and further education measures

With the new version of the German Corporate Governance Code dated 26 May 2010, a new recommendation was introduced in section 5.4.1 (4) sentence 2 according to which the Supervisory Board members should be appropriately supported by the Company in taking on the training and further education measures required for their tasks. As it is currently still unclear what conditions must be fulfilled in order for the support of the training and further education of the Supervisory Board members by the Company to be regarded as appropriate, a deviation from section 5.4.1 (4) sentence 2 of the German Corporate Governance Code is declared as a precaution.

7.1.2. Deadlines for publication

The Code recommends that interim reports be published within 45 days of the end of the reporting period and that annual reports be published within 90 days of the end of the financial year. We apply the provisions of the German Securities Trading Act following the amendments implemented in accordance with the German Transparency Directive Implementation Act and the Exchange Rules for the Frankfurt Stock Exchange, which provide for publication within two months and four months respectively.

Due to the extensive restructuring that is currently being undertaken by Masterflex AG, the possibility that the 2009 Annual Report will be published at the end of April 2010 cannot be excluded.

7.1.4. Publication of the results of subsidiaries

The Code requires the publication of the individual results of the Company's subsidiaries for the past financial year in its annual financial statements. 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 by the publication of their results.

Gelsenkirchen, May 2010