



Compliance Declaration 2009

Declaration of conformity with the German Corporate Governance Code by the Board of Management and Supervisory Board of MTU Aero Engines Holding AG, pursuant to Section 161 of the German Stock Corporation Act (AktG)

The Board of Management and the Supervisory Board of MTU Aero Engines Holding AG declare that the recommendations of the Government Commission on the German Corporate Governance Code, as published in the amended version of June 18, 2009 by the Federal Ministry of Justice in the official section of the electronic Federal Gazette, have been and are being complied with. The Board of Management and the Supervisory Board of MTU Aero Engines Holding AG also intend to follow these recommendations in the future, except as set out below.

1. Form of Supervisory Board compensation (Section 5.4.6, paragraph 2 of the Code)

The members of the Supervisory Board do not receive performance-related compensation. It is our considered view that a fixed compensation arrangement is appropriate and that it should not be linked to the company's performance. In our opinion, performance-based compensation is not suitable to furthering the control function exercised by the Supervisory Board.

2. D&O deductible (Section 3.8, paragraph 2 of the Code)

At the time the amended version of the German Corporate Governance Code dated June 18, 2009 was published, i.e. on August 5, 2009, the company had already concluded D&O insurance contracts for the members of its Board of Management and the Supervisory Board which provided for an adequate deductible and thus complied with the previously valid Section 3.8 of the German Corporate Governance Code. These existing contracts will have to be amended within the specified transitional period. The company will amend the contracts in the spring



of 2010, i.e. within this transitional period, in line with the revised stipulations of Section 3.8 of the German Corporate Governance Code and impose a deductible of at least 10% of each loss up to not less than one and half times the annual fixed compensation.

3. Board of management compensation (Sections 4.2.2 and 4.2.3 of the Code)

At the time the amended version of the German Corporate Governance code dated June 18, 2009 was published, i.e. on August 5, 2009, the compensation of the members of the Board of Management complied with the previously valid Sections 4.2.2 and 4.2.3 of the German Corporate Governance Code. As an encroachment on existing contracts with members of the Board of Management is not intended, the company will regulate the compensation of the Board members in line with the provisions of the Act on the Adequacy of Managerial Salaries and then comply with the revised stipulations of Sections 4.2.2 and 4.2.3 of the German Corporate Governance Code.

Munich, December 2009

For the Board of Management

Egon Behle
Chairman

For the Supervisory Board

Klaus Eberhardt
Chairman