

Declaration of the Supervisory Board of Aumann AG on the German Corporate Governance Code pursuant to Section 161 of the Stock Corporation Act (AktG)

On March 12, 2019, the Supervisory Board issued its most recent Declaration on the Corporate Governance Code pursuant to Section 161 of the *Aktiengesetz* (AktG, Stock Corporation Act). It reads as follows:

The executive board and supervisory board of Aumann AG issued the last declaration on the Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (AktG) on 22 March 2019 and, additionally, on 4 June 2019, with the exceptions stated therein. The following declaration renews these declarations of compliance and refers to the German Corporate Governance Code (hereinafter referred to as the "Code") in the version dated 7 February 2017. The executive board and supervisory board of Aumann AG declare that the recommendations of the "Government Commission on the German Corporate Governance Code" have been and will continue to be complied with, with the following exceptions:

- Section 3.8: D&O insurance: The D&O insurance policy for members of the Supervisory Board does not provide for a deductible. We are confident that our Executive Board, Supervisory Board and employees exercise their duties with the greatest care and diligence. In light of the relatively low level of fixed remuneration paid to members of the Supervisory Board, we do not consider a deductible for the Supervisory Board to be appropriate. The D&O insurance for the members of the Executive Board provides for a deductible of 10%, with a maximum payment of 1.5 times the fixed annual compensation.
- Section 4.1.3: Whistle-blower system: We do not consider the setup of a whistle-blower system to be applicable in view of the small number of employees and the flat hierarchal structure of the company. Should there be indications of contraventions of law, employees are able to speak in confidence directly to the compliance representative on the Executive Board.
- Section 4.2.3: In addition to fixed remuneration, the remuneration of the Executive Board also includes two variable remuneration components. One compensation component consists of a short-term variable compensation, the amount of which is limited. The other compensation component consists of a long-term share-price-based remuneration (virtual stock option program). The allocation of virtual options is limited to a certain number of shares. Besides, the stock option program does not include a cap on the remuneration based on it. This will be paid out in several tranches, at the earliest in 2021. To this extent, the total remuneration of the Management Board is not limited. The Supervisory Board does not consider it necessary to limit the share-price-based remuneration and the total remuneration, as in the view of the Supervisory Board this would be detrimental to an effective incentive effect for the Executive Board.
- Section 4.2.5: Use of table templates: For the disclosure of the total remuneration of the members of the Executive Board the company does not make use of the Code's table templates. The Supervisory Board is confident that there are other ways of disclosing all relevant information in a generally understandable format, as the Code requires, while deviating from the table templates.
- Section 5.1.2: Composition of Executive Board: When appointing members of the Executive Board of Aumann AG, the Supervisory Board will follow the requirements of the German Stock Corporation Act (AktG) by ensuring that candidates have the skills, knowledge, and experience

that are required for the work of the Executive Board. In contrast, the Supervisory Board considers criteria such as the gender of the candidate to be of secondary importance, even though diversity is expressly welcomed. At the same time, more attention will be paid to diversity in future appointments.

- Section 5.3: Supervisory Board committees: As the Supervisory Board consists of three members, its efficiency would not be enhanced by forming committees. We consider the number of Supervisory Board members to be adequate in light of the size of the company.
- Section 5.4.1, 5.4.2 und 5.4.3: Limits on membership: An age limit is not specified for the members of the Supervisory Board. In light of the age of the Supervisory Board members and their remaining term of office, we do not believe that it is necessary to introduce such limit. Furthermore, there is no limit to the duration of board membership, which we currently do not deem to be necessary given the current shareholder structure.

Accordingly, a given candidate is proposed exclusively on the basis of his or her knowledge, skills, and professional experience. The plan is to adhere to this approach going forward, so as to ensure that the appropriate level of professional experience and competence can be maintained. The Supervisory Board takes the view that proposals regarding its composition should be decided upon on a case-by-case basis in keeping with the specific situation at hand, without any need to prepare and publish a competence profile.

As regards the disclosure of a given candidate's personal and economic ties to the company, to the corporate bodies of the company, or to a major shareholder in the company (i.e. one with more than 10% of the voting shares), it is deemed more important to ensure the legal reliability of elections to the Supervisory Board than to pursue and recommend the making of disclosures that are not legally required in connection with the proposal of candidates.

- Section 7.1.2: Publications: The consolidated financial statements and interim financial reports are published in accordance with the statutory periods and those imposed by Deutsche Börse for the Prime Standard. As a dynamic-growing company, Aumann AG is required to consolidate a number of individual companies as well as to regularly perform first-time consolidations and deconsolidations. Therefore, adhering to the periods proposed by the German Corporate Governance Code would place a disproportionate burden on the company.

Beelen, March 12, 2020

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For the Supervisory Board

Rolf Beckhoff
For the executive board