

**Declaration of the Executive Board and the Supervisory Board  
of Schaltbau Holding AG  
regarding the recommendations of the  
"Government Commission on the German Corporate Governance Code"  
pursuant to section 161 of the German Stock Corporation Act (AktG)**

**("Declaration of Compliance")**

The Executive Board and the Supervisory Board of Schaltbau Holding AG issued the last Declaration of Compliance with the German Corporate Governance Code pursuant to section 161 of the German Stock Corporation Act (AktG) on 5 December 2014. The following declaration relates to the version of the Code dated 24 June 2014 and published on 30 September 2014 in the electronic Federal Gazette for the time period from 6 December 2014 to 12 June 2015. For the period from 13 June 2015 onwards, the following declaration refers to the recommendations of the Code in the version dated 5 May 2015 and published in the electronic Federal Gazette on 12 June 2015.

The Executive Board and the Supervisory Board of Schaltbau Holding AG hereby declare that the recommendations of the "Government Commission on the German Corporate Governance Code" have been and are being observed, with the following exceptions:

Re 3.8:

- The D&O insurance policy taken out by Schaltbau Holding AG does not provide for a deductible for the members of the Supervisory Board. Schaltbau Holding AG is of the opinion that the motivation and responsibility with which the members of the Supervisory Board perform their tasks cannot be improved by the introduction of a deductible and has thus decided to refrain therefrom.

Re 4.2.2:

- The Personnel Committee set up by the Supervisory Board deals with questions concerning the total compensation of Executive Board members. Specific proposals for the compensation of Executive Board members are prepared either by the Personnel

Committee or the full Supervisory Board in each individual case and not exclusively dealt with by the Personnel Committee, to enable maximum flexibility in the handling of questions of compensation for Executive Board members in the course of Supervisory Board work. For this reason, please refer to the explanations for sections 5.2 and 5.3 of the Code.

Re 4.2.3:

- There is no plan to introduce share option models as variable compensation components for Executive Board members. Long-term incentive components for the Executive Board should continue to be primarily achieved by means of variable compensation components that relate to the extent of Group profits. Thus the compensation of individual Executive Board members consists solely of fixed and success-oriented components, as the Supervisory Board is of the opinion that stock option models are only limitedly suitable as an incentive for the Executive Board.
- The contracts of service for Executive Board members do not include payment arrangements pertaining to the premature termination of their positions in the Executive Board resulting from a change of control. Thus, in case of premature termination of a position in the Executive Board, the necessary flexibility is retained to allow an appropriate agreement to be reached in keeping with the particular situation. For the same reason, in the past, contracts of service for Executive Board members did not include payment arrangements pertaining to the premature termination of their positions in the Executive Board, although such arrangements have meanwhile been made for some of the above-mentioned contracts of service and will be made for all contracts of this nature in future.

Re 4.2.4 / 4.2.5:

- As a result of the resolution taken at the Annual General Meeting on 9 June 2011, the total compensation of each member of the Executive Board will not be disclosed.

Re 5.1.2:

- Due to the function of Schaltbau Holding AG as holding company, the number of staff members it employs is limited. For this reason, a long-term succession plan primarily

based on the selection of potential internal successors is not practicable. In view of the current ages of the Executive Board members and the terms of their appointments, there is currently no age limit in place for Executive Board members.

Re 5.2 / 5.3:

- The Supervisory Board has formed a Personnel Committee. Although an Audit Committee has been provided for under the Supervisory Board's rules of procedure, it has not been formed, due to the total size of the Supervisory Board. No further committees have been appointed, particularly in view of the fact that a consistent flow of all company and other relevant information to all members of a six-person Supervisory Board is eminently achievable.

Re 5.4.1:

- When making proposals for the selection of Supervisory Board members, apart from observing the statutory regulations, the Supervisory Board takes each candidate's technical and personal suitability into consideration as well as their proper fitness for promoting the function of the Supervisory Board. This includes, for instance, the selecting of members with suitable corporate experience. The company fully complies with the obligations set out in the German law governing the equal participation of men and women in management positions in the private sector and public service dated 24 April 2015. However, the Supervisory Board does not wish to name more specific aims for its composition, as the mere naming of any such aims will not necessarily lead to an improvement in the quality of the work of the Supervisory Board. Furthermore, the Supervisory Board's rules of procedure state that persons who have already reached 70 years of age at the date they are due to take up their duties as Supervisory Board members should not be selected for the post, unless there are exceptional, specific reasons why the person proposed should be selected for membership in the Supervisory Board.

Re 5.4.6:

- The compensation of Supervisory Board members will not be individually disclosed, as the structure of the compensation is decided by the Annual General Meeting and an

individual disclosure would therefore not provide additional transparency for shareholders. The compensation of Supervisory Board members is stipulated in the Articles of Association of the company. Supervisory Board members are not granted benefits for services personally rendered, in particular consulting or agency services, over and above the rules set out in the Articles of Association.

- Membership in committees is not taken into account in the compensation of Supervisory Board members, as there are currently no other committees apart from the Personnel Committee.

Re 7.1.2:

- A specific review does not take place between the Executive Board and the Supervisory Board prior to the publication of half-yearly or quarterly financial reports. The assets, financial and profitability situation is regularly reviewed within the framework of Supervisory Board meetings and whenever the need arises, on the strength of monthly reporting to the Supervisory Board. The Executive Board sees this as the only way to preserve the flexibility required for legal reasons, particularly in the case of subject matter relevant to ad hoc publicity.

Due to the international structure of the Group and the resulting complexity, the Group financial statements have not been made publicly accessible within 90 days after the end of the fiscal year.

Munich, 11 December 2015

S c h a l t b a u H o l d i n g A G

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