



Declaration of Conformity  
with the German Corporate Governance Code  
by Berentzen-Gruppe Aktiengesellschaft  
pursuant to Section 161 AktG

**This version of the Declaration of Conformity  
with the German Corporate Governance Code  
is provided for the convenience of our English-speaking readers.  
It has been translated from the original German version,  
which takes precedence in all respects.**

March, 2016



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**Upon completion of the obligatory review, the Executive Board and Supervisory Board of Berentzen-Gruppe Aktiengesellschaft hereby issue the following joint Declaration of Conformity:**

I.

The Company complies with the recommendations made by the Government Commission: German Corporate Governance Code (as amended on May 5, 2015) as published in the Federal Gazette on June 12, 2015, with the following exceptions:

1. Contrary to 3.8 of the Code as amended on May 5, 2015, the D&O insurance policy concluded by Berentzen-Gruppe Aktiengesellschaft for the members of its Supervisory Board does not contain any deductible.

The Executive Board and Supervisory Board of Berentzen-Gruppe Aktiengesellschaft do not essentially believe that agreeing such a deductible would enhance the motivation and responsibility with which the members of the Supervisory Board carry out their duties. Consequently, Berentzen-Gruppe Aktiengesellschaft is not planning any amendment to its current D&O insurance policies.

2. Contrary to 4.2.2 para. 2 sentence 3 of the Code as amended on May 5, 2015, no consideration is taken of the relationship to the compensation paid to the senior management and the staff overall in terms of its development over time when setting the compensation of the Executive Board.

With the amendments to the German Corporate Governance Code as published on May 13, 2013, the recommendation was introduced for the first time that the Supervisory Board should take into account the relationship of the compensation of the Executive Board to that of senior management and the staff overall, particularly in terms of its development over time. When concluding or extending the current Executive Board contracts, the Supervisory Board is required by the provisions of the Stock Corporation Act to ensure that the total compensation granted to the members of the Executive Board is in an appropriate relationship to the general compensation structure within the Company and hence the so-called "vertical appropriateness" of the compensation paid to members of the Executive Board is guaranteed. To the extent that this review of the vertical appropriateness of the compensation paid to members of the Executive Board required by the Stock Corporation Act is specified by the German Corporate Governance Code, and the peer groups used for the comparison and timeframe for the comparison are defined more closely, a deviation from the Code is hereby explained as a precaution. When concluding or extending the currently valid Executive Board contracts, the Supervisory Board does not distinguish between the peer groups within the meaning of 4.2.2 para. 2 sentence 3 of the Code as amended on May 5, 2015 when checking the appropriateness and does not carry out any assessment of the development over time of the compensation structure either. It believes that such a purely formal approach is not necessary to ensure the appropriateness of the compensation paid to members of the Executive Board.

3. Contrary to 4.2.3 para. 2 sentence 3 of the Code as amended on May 5, 2015, the variable compensation components agreed in one Executive Board contract are exceptionally only based to a relatively minor extent on a multi-year assessment.

In this individual instance, the Supervisory Board believes it is not absolutely necessary to employ a multi-year assessment for the variable compensation components as a whole or only to a large extent. Even without such an assessment, the Supervisory Board believes it is ensured, taking into account the circumstances of the specific case and the structuring of the variable remuneration components, that the compensation paid to the member of the Executive Board concerned as a whole is oriented toward the sustainable growth of the Company.

- 4. Contrary to 4.2.3 para. 2 sentence 6 of the Code as amended on May 5, 2015, there is no cap in terms of amount on the compensation agreed in the Executive Board contracts.**

With the amendments to the German Corporate Governance Code as published on May 13, 2013, the recommendation was introduced for the first time that the compensation paid to the members of the Executive Board should have caps in terms of amount as a whole and in terms of the variable compensation components. The Executive Board contracts do indeed contain caps in terms of amount for both the fixed and the variable compensation. A fixed cap for the overall compensation paid to members of the Executive Board is, however, not included in the Executive Board contracts. The Supervisory Board believes that a cap for the total compensation arises de facto from the cap on both the fixed and the variable remuneration.

- 5. Contrary to 4.2.3 para. 3 of the Code as amended on May 5, 2015, the level of provision aimed for in each case was not determined and the resulting annual and long-term expense for the Company was not taken into account when granting pension awards to the members of the Executive Board.**

With the amendments to the German Corporate Governance Code as published on May 13, 2013, the recommendation was introduced that the Supervisory Board should establish the level of provision aimed for in each case for pension awards – also considering the length of the time for which the individual has been an Executive Board member – and take into account the resulting annual and long-term expense for the Company. One of the current Executive Board contracts contains a provision under which a fixed amount is granted to the relevant member of the Executive Board for a life insurance policy to be concluded by this person. This amount may also be paid into a company pension plan at the request of the member of the Executive Board. This provision does not, however, grant the relevant member of the Executive Board either a direct claim to a pension, neither does it result in a future financial expense for the Company beyond the end of the employment contract. Against this backdrop, the Executive Board and Supervisory Board assume that such a purely monetary amount granted is not a pension award within the meaning of the German Corporate Governance Code. Since the Code does not define the term “pension award”, however, a deviation from the Code is explained in this regard as a precaution.

- 6. Contrary to 4.2.5 para. 3 of the Code as amended on May 5, 2015, the compensation paid to members of the Executive Board is not disclosed in the Compensation Report for financial years starting after December 31, 2013 either individualised or broken down by component – especially benefits granted, allocation and service cost – using the model tables provided in the appendix to the Code.**

On May 12, 2011, the Annual General Meeting of the Company adopted a resolution pursuant to Section 286 (5) HGB to dispense with the individualised disclosure of the compensation of the Executive Board and to disclose the compensation of the Executive Board in the Notes to the Annual Financial Statements, the Notes to the Consolidated Financial Statements and the Management Report of the Company and the Group in aggregate form only. Against this backdrop, it is not possible to provide a breakdown of the compensation in the Compensation Report using the model tables provided in the appendix to the German Corporate Governance Code as this would result in the individualised disclosure of the compensation of the Executive Board in violation of the resolution adopted by the Annual General Meeting on May 12, 2011. In addition, the Executive Board and Supervisory Board of Berentzen-Gruppe Aktiengesellschaft believe that the disclosures made in accordance with the relevant accounting rules applied by Berentzen-Gruppe Aktiengesellschaft regarding the remuneration of the Executive Board are sufficient. The disclosure broken down by component – especially benefits granted, allocation and service costs – of the compensation paid to members of the Executive Board using the model tables provided in the appendix to the Code in the Compensation Report – which must not be made on an individualised basis in line with the above-mentioned resolution adopted by the Annual General Meeting on May 12, 2011 – would yield no additional information relevant for the capital market.

- 7.** Contrary to 5.3.2 sentence 3 of the Code as amended on May 5, 2015, the Finance and Audit Committee currently has a chairman who is not independent within the meaning of the Code.

German law as embodied in the Stock Corporation Act considers it sufficient if at least one member of the Finance and Audit Committee with expert knowledge in the fields of accounting or auditing of financial statements is independent. This member does not have to be the chairman. The Supervisory Board of the Company concurs with this assessment of German law.

- 8.** Contrary to 5.4.6 para. 3 of the Code as amended on May 5, 2015, the compensation paid to the members of the Supervisory Board is not disclosed on an individualised basis or broken down by component in the Notes to the Financial Statements or the Management Report.

The Executive Board and Supervisory Board of Berentzen-Gruppe Aktiengesellschaft believe that the associated intrusion into the private sphere of the members of the Supervisory Board is not proportionate to the benefits of such a practice. The compensation paid to members of the Supervisory Board is shown as an aggregate amount in the Notes to the Annual Financial Statements, Notes to the Consolidated Financial Statements, Management Report and Group Management Report. Furthermore, the compensation is known from the Articles of Association of the Company that have been made publicly accessible. Individualised disclosure would yield no additional information relevant for the capital market. Moreover, consent to individualised disclosure has not been obtained from the members of the Supervisory Board.

## II.

Since issuing its last Declaration of Conformity on March 24, 2015, the Company has complied with the recommendations as published in the Federal Gazette on September 30, 2014 (Code as amended on June 24, 2014) and from June 12, 2015 the recommendations of the Government Commission: German Corporate Governance Code as published in the Federal Gazette on June 12, 2015 (Code as amended on May 5, 2015), with the following exceptions:

- 1.** Contrary to 3.8 of the Code as amended on June 24, 2014 and May 5, 2015, the D&O insurance policy concluded by Berentzen-Gruppe Aktiengesellschaft for the members of its Supervisory Board did not include a deductible for the reasons described under I.1 above.
- 2.** Contrary to 4.2.2 para. 2 sentence 3 of the Code as amended on June 24, 2014 and May 5, 2015, no consideration was taken of the relationship to the compensation paid to the senior management and the staff overall in terms of its development over time when setting the compensation of the Executive Board for the reasons described under I.2 above.
- 3.** Contrary to 4.2.3 para. 2 sentence 3 of the Code as amended on June 24, 2014 and May 5, 2015, the variable compensation components agreed in one Executive Board contract were exceptionally only based to a relatively minor extent on a multi-year assessment for the reasons described under I.3 above.
- 4.** Contrary to 4.2.3 para. 2 sentence 6 of the Code as amended on June 24, 2014 and May 5, 2015, the compensation agreed in the Executive Board contracts did not have a cap in terms of amount for the reasons described under I.4 above.
- 5.** Contrary to 4.2.3 para. 3 of the Code as amended on June 24, 2014 and May 5, 2015, the level of provision aimed for in each case was not determined and the resulting annual and long-term expense for the Company was not taken into account when granting pension awards to the members of the Executive Board for the reasons described under I.5 above.

6. Contrary to 4.2.5 para. 3 of the Code as amended on June 24, 2014 and May 5, 2015, the compensation paid to members of the Executive Board was not disclosed in the Compensation Report for financial years starting after December 31, 2013 either individualised or broken down by component – especially benefits granted, allocation and service cost – using the model tables provided in the appendix to the Code.
7. Contrary to 5.3.2 sentence 3 of the Code as amended on June 24, 2014 and May 5, 2015, the Finance and Audit Committee had a chairman who was not independent within the meaning of the Code for the reasons described under I.7 above.
8. Contrary to 5.4.6 para. 3 of the Code as amended on June 24, 2014 and May 5, 2015, the compensation paid to the members of the Supervisory Board is not disclosed on an individualised basis or broken down by component in the Notes to the Financial Statements or the Management Report for the reasons described under I.8 above.

Haselünne, March 2016

**Berentzen-Gruppe Aktiengesellschaft**

For the Executive Board

For the Supervisory Board



Frank Schübel



Gert Purkert