

CORPORATE GOVERNANCE AT DIC ASSET AG

DECLARATION OF CONFORMITY

Supplement to the Declaration of Conformity pursuant to § 161 German Stock Corporation Act (AktG) dated 15 December 2014
[Non binding translation of the German text of the declaration]

The Management Board and the Supervisory Board of DIC Asset AG issued a declaration of conformity regarding the recommendations issued by the "Government Commission on the German Corporate Governance Code" ("Code") pursuant to §161AktG on 15 December 2014, which shall now be supplemented in one aspect:

The Code recommends in clause 4.2.3 paragraph 2 sentence 6 that the amount of the remuneration for the members of the Management Board should be capped both overall and for its variable components. So far, the amount of the variable performance-related remuneration (profit-sharing bonus) of all members of the Management Board was contractually limited to 33% of the total remuneration or 70% of the fixed remuneration, respectively. On occasion of the renewal of an employment contract with a member of the Management Board in December 2014 and a the conclusion of a new employment contract with a member of the Management Board in February 2015, which will become effective on 01 April 2015, the Supervisory Board decided against contractually capping the bonus for the re-appointed and newly appointed members of the Management Board, respectively. We consider a contractual cap on bonuses unnecessary as the amount of the bonus amount is determined by the Supervisory Board each year anew.

The options on so-called virtual shares granted to the members of the Management Board as long-term variable remuneration components have been and continue to be limited in number. When exercised, the options entitle the bearer to a cash payment in an amount defined by the positive difference between the average closing price of the DIC Asset share during a reference period preceding the exercise of the option, on the one hand, and the contractually agreed exercise price, on the other hand. The members of the Management Board may therefore benefit from the upside price potential of the shares during the reference period. There was and still is no cap on the amount of participation in the upside price potential at the time the options are exercised. We believe that an additional cap on this share-based remuneration component would run counter to its major incentive, which is working toward increasing the company value.

The Management Board and the Supervisory Board state that the declaration of conformity issued on 15 December 2014 is supplemented insofar as the recommendation in clause 4.2.3 paragraph 2 sentence 6 of the Code as amended has not been and is not complied with since the aforesaid dates because not all of the variable remuneration components and ancillary benefits are capped, so that the total amount of remuneration paid to members of the Management Board is not capped either.

Frankfurt am Main, this 16 March 2015

The Management Board and the Supervisory Board of DIC Asset AG