

Declaration of Conformity

Declaration of the Management Board and the Supervisory Board of 3U HOLDING AG on the recommendations of the “Commission of the German Corporate Governance Code” in accordance with Section 161 AktG.

Since the last declaration of conformity of 14 March 2018, 3U HOLDING AG has complied with the recommendations of the “Commission of the German Corporate Governance Code” in the current version of the German Corporate Governance Code of 7 February 2017 with the exceptions listed below, and will continue to do so:

- No. 3.8: The company’s D&O policy does not include a deductible for the Supervisory Board. In this regard, 3U HOLDING AG believes that the responsibility and motivation with which the members of the Supervisory Board carry out their tasks cannot be improved by such a deductible.
- No. 4.1.5: When filling managerial positions, the Management Board is guided by the requirements of the position in questions and looks for the best possible person who meets these requirements. If several equally qualified candidates are available, the Management Board takes diversity and an appropriate consideration of women into account without making these criteria an overriding principle.
- No. 5.1.2: When making appointments to the Management Board, the Supervisory Board is guided by aptitude and qualification and looks for the best possible candidates for Management Board positions. In the company’s opinion, the special weighting prescribed by the Code for other criteria would limit the selection of possible candidates for the Management Board.
- No. 5.4.1: Aptitude, experience and qualification are also the decisive selection criteria when making appointments to the Supervisory Board. Being tied to targets regarding its future composition would limit flexibility without providing any other advantages of the company. This applies all the more because the Supervisory Board comprises only three members.

Düsseldorf/Marburg, 12 March 2019

For the Supervisory Board
Ralf Thoenes

For the Management Board
Michael Schmidt