

# CORPORATE GOVERNANCE DECLARATION 2018

---

**Declaration of Conformity of the Board of Management and the Supervisory Board of STRATEC SE (formerly STRATEC Biomedical AG) with the recommendations of the German Corporate Governance Code pursuant to section 161 of the German Stock Corporation Act (AktG).**

The Board of Management and Supervisory Board of STRATEC SE declare that the recommendations of the German Government Commission on the German Corporate Governance Code in the version dated February 7, 2017 have been complied with since the submission of the previous Declaration of Conformity on December 4, 2017 with the exception of the deviations mentioned in the following and that these recommendations will also be complied with in the future with the exception of the deviations mentioned in the following:

## **Section 3.8**

If the company takes out a D&O insurance policy for the Board of Management, a deductible of at least 10% of the loss up to at least the amount of one and a half times of the fixed annual compensation of the Board of Management member must be agreed upon. A similar deductible must be agreed upon in any D&O policy for the Supervisory Board.

No deductible has been agreed upon in the D&O policy for the Supervisory Board. The Board of Management and Supervisory Board are of the opinion that the members of the Supervisory Board perform their duties with due awareness of their responsibilities even without a deductible.

## **Section 4.2.5**

The German Corporate Governance Code recommends presenting the compensation of each Board of Management member in the compensation report with the aid of model tables attached as an annex to the Code and should include the specific information prescribed by the Code.

The company has deviated and continues to deviate from this recommendation. It appears doubtful whether additional use of the various model tables would result in the intended transparency and general understandability of the compensation report (c.f. section 4.2.5 sentence 3 of the Code).

### **Sections 5.3.1 to 5.3.3**

The German Corporate Governance Code recommends that, depending on the specific circumstances of the company and the number of its members, the Supervisory Board should form committees with specialist expertise (including an audit and a nomination committee).

The Supervisory Board of the company consists of the minimum legal requirement of three members and, in view of its size, has not formed any committees to date.

### **Section 7.1.2**

The German Corporate Governance Code recommends that the consolidated financial statements and the group management report should be made publicly accessible within 90 days from the end of the financial year, while mandatory interim financial information should be made publicly accessible within 45 days from the end of the reporting period.

In part, the company has not complied and will not comply with the aforementioned deadlines for publishing the consolidated financial statements and the group management report as well as the mandatory interim financial information. However, the company does comply with the legal publication deadlines as well as the deadlines stated in the stock exchange rules (Börsenordnung) of the Frankfurt Stock Exchange regarding the regulated market with additional obligations arising from admission (Prime Standard), namely of four months for the annual financial statements, of three months for the half-yearly financial report and of two months for the quarterly statements. In the absence of uniform rules and regulations regarding publication deadlines, the company reserves the right to deviate from section 7.1.2, sentence 4.

Birkenfeld, November 30, 2018