

## **Declaration of Compliance with the German Corporate Governance Code for the 2013 Financial Year**

The Management Board and Supervisory Board of Nabaltec AG, with registered office in Schwandorf, hereby declare as follows pursuant to § 161 of the German Stock Corporation Act:

Since filing its first Declaration of Compliance on 26 March 2007, Nabaltec AG has complied with the recommendations of the German Corporate Governance Code ("the Code") in Financial Years 2007 to 2012, with the exceptions noted in the Declarations of Compliance for those years. In Financial Year 2013, the Company will comply with the recommendations of the Code as amended on 15 May 2012 and published in the Bundesanzeiger [Federal Gazette], with the following exceptions:

- The Company will not transmit the invitation to the general meeting and the invitation documents electronically to financial services providers, shareholders and shareholder associations (2.3.2 of the Code). Nabaltec AG sends invitations to the general meetings to its shareholders via the depositaries, and the invitation is published in the Bundesanzeiger [Federal Gazette]. In addition, the invitation, the Annual Report and any other general meeting documents are available for download from the Company's website. As a result, the Company believes that the shareholders have proven and secure access to information, and the Company sees no need for an additional electronic transmission.
- A directors and officers (D&O) policy is in place for members of the Supervisory Board, but no deductible has been stipulated for insured persons (3.8 of the Code). The Management and Supervisory Boards do not believe that such a deductible would have the effect of improving the motivation and sense of responsibility of the Supervisory Board members in performing their assigned functions.
- The Supervisory Board will not appoint a Management Board chairman or spokesman for the time being (4.2.1 of the Code). The two Management Board members operate on an equal footing. The Supervisory Board intends to continue this successful arrangement, and feels that there is no cause to elevate one of the two Management Board members over the other by appointing one member to the Management Board chairman or spokesman.
- There is no defined age limit for Management Board members (5.1.2 of the Code), in order to give the Company access to the expertise of older and more experienced management board members and in order to avoid precluding the optimal composition of the Management Board based on nothing more than formal considerations.
- The Supervisory Board does not form any committees, and in particular, does not have a committee on auditing or nomination (5.3.1, 5.3.2 and 5.3.3 of the Code). The Supervisory Board numbers three persons, which is adequate for the size of the Company. Since any Supervisory Board committee would also require at least three members, the Supervisory Board currently deems the formation of committees to be neither necessary nor expedient, and since it works effectively in the general committee.
- The Supervisory Board has not set any specific targets with respect to the adequate representation of women in the Supervisory Board and will therefore not include any such specific targets in the nominations it makes to the general meeting. The Corporate

Governance report will not contain any statements with respect to any such specific targets, or to the status of their implementation (5.4.1 (2) and (3) of the Code). The Supervisory Board does not consider the definition of specific targets, i.e. absolute numbers, quotas and deadlines for implementation, to be appropriate in connection with the inclusion of women in the Supervisory Board. It is of the opinion that the Supervisory Board can only be formed in the best interest of the company and its shareholders if candidates to the Board are selected based not on their gender, but on their expertise and abilities.

- The position of deputy chairman of the Supervisory Board does not affect compensation. Supervisory Board compensation is not itemized and disclosed by name in the notes or the management report (5.4.6 of the Code). The Management and Supervisory Boards deem the current level of compensation for members of the Supervisory Board, which is defined by the general meeting, to be reasonable, and disclosure of total Supervisory Board compensation in the consolidated notes to be sufficient.
- The Company will not publish its consolidated financial statements within 90 days of the close of each financial year and interim reports within 45 days of the close of each reporting period (7.1.2 of the Code). The Company's consolidated financial statements will to be published within four months of the close of each financial year and interim reports within two months of the close of each reporting period. In other words, the Company will voluntarily comply with the statutory deadlines for the regulated market and the stock exchange rules for the Prime Standard segment which are deemed reasonable by the Management Board and Supervisory Board.

Schwandorf, 8 March 2013

The Management Board:

Johannes Heckmann

Gerhard Witzany

The Supervisory Board:

Dr. Leopold von Heimendahl

Dr. Dieter J. Braun

Prof. Dr. Jürgen G. Heinrich