

Declaration of Conformity with the German Corporate Governance Code

On 8 March 2013, the Management Board and Supervisory Board issued the following Declaration of Conformity in accordance with Section 161 of the Stock Corporation Act (Aktiengesetz – AktG):

The last Declaration of Conformity was issued on 9 March 2012 on the basis of the German Corporate Governance Code in the version dated 26 May 2010. As regards the period between the publication of the last Declaration of Conformity and 15 June 2012, the following Declaration refers to the recommendations of the German Corporate Governance Code in the version of 26 May 2010. As regards the period from 16 June 2012, the following Declaration refers to the recommendations of the German Corporate Governance Code in the version of 15 May 2012, which was published in the Federal Gazette on 15 June 2012.

The Management Board and Supervisory Board of SIMONA AG (hereinafter referred to as "SIMONA") hereby declare that the recommendations of the German Corporate Governance Code have been and continue to be complied with, with the exception of the following departures:

- Notifications relating to the convening of a General Meeting, together with the associated documents, are not sent by electronic means. Within this context, the required approvals have not been granted. Regardless of whether the approval requirements are fulfilled, SIMONA is of the opinion that an additional dispatch by electronic means would not be practicable, as the names and e-mail addresses of shareholders are not known in all cases. (Section 2.3.2 of the Code)
- At present, the Management Board contracts contain no possibilities of limitation (cap) in respect of extraordinary developments. In the company's opinion, a change of ownership in particular is considered to constitute an extraordinary development. As regards such events, the current Management Board contracts contain no provisions under which board members would have a claim for additional payments. Therefore, from SIMONA's perspective an agreement concerning caps is at present deemed unnecessary. (Section 4.2.3 paragraph 3 sentence 4 of the Code)
- On 1 July 2011, the General Meeting of Shareholders of SIMONA agreed by a three-quarter majority to disclose Management Board compensation in an aggregated format, divided into fixed and performance-related components, rather than disclosing each amount by name. (Section 4.2.4 sentence 3 of the Code)
- The Supervisory Board has not yet formed a Nomination Committee. The shareholder representatives on the Supervisory Board already discuss nominations on a separate basis. Therefore, in SIMONA's opinion the actual formation of a Nomination Committee is unnecessary. (Section 5.3.3 of the Code)

- The Supervisory Board has not specified concrete objectives regarding its composition which, whilst considering the specifics of the enterprise, take into account the international activities of the enterprise, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of section 5.4.2 of the Code, an age limit to be specified for the members of the Supervisory Board and diversity – particularly an appropriate inclusion of women. Therefore, these objectives are not taken into account when the Supervisory Board puts forward proposals to the competent election bodies. Given the size of the Supervisory Board and the candidates that may potentially be suitable with regard to the specific positioning of the company, SIMONA is of the opinion that quotas defined for this purpose would provide no benefits. (Section 5.4.1 paragraphs 2 and 3 of the Code)
- The members of the Supervisory Board receive remuneration that is commensurate with their duties and scope of responsibility. This compensation consists of fixed remuneration as specified by the Articles of Association and does not contain a performance-related component. However, the General Meeting is authorised to introduce compensation for the Supervisory Board, with this form of remuneration being linked to the attainment of specific performance targets. Insofar as any deviation from the recommendations of the Code existed up to and including 15 June 2012, SIMONA considered this policy to be the most appropriate compensation model in respect of the duties performed by the Supervisory Board, having taken into account the overall compensation structure. (Section 5.4.6 paragraph 2 of the Code)
- Consolidated financial statements and interim statements are made publicly accessible in accordance with the statutory time frames. Owing to the procedures defined for the preparation of annual financial statements, the aim being to deliver the greatest possible transparency and accuracy, SIMONA is of the opinion that earlier publication would not be feasible. (Section 7.1.2 sentence 4 of the Code)

Kirn, March 2013

SIMONA AG

Supervisory Board and Management Board