

Declaration on the Corporate Governance Code in accordance with Section 161 AktG

The Executive Board and the Supervisory Board last submitted the following declaration on the Corporate Governance Code in accordance with Section 161 AktG on 6 December 2016:

The Executive Board and the Supervisory Board of bmp Holding AG are obligated to declare at least once a year the extent to which the Company followed the recommendations of the current version of the German Corporate Governance Code (the "Code") in the reporting period and will follow them in future (declaration of compliance).

With reference to their last declaration submitted on 16 December 2015, the Executive Board and the Supervisory Board of bmp Holding AG declare, in accordance with Section 161 AktG, that the recommendations of the Government Commission of the German Corporate Governance Code (version dated 5 May 2015; published by the Federal Ministry of Justice in the official section of the Federal Gazette [Bundesanzeiger] on 12 June 2015) have been and will be complied with, with the following restrictions:

- *D&O insurance deductibles (Section 3.8)*
The Code recommends, with regard to D&O insurance for Supervisory Board members, a deductible equal to the legally prescribed deductible for members of the Executive Board in accordance with Section 93 (2), sentence 3 AktG. bmp Holding AG does not consider this a suitable means of increasing Supervisory Board members' motivation and responsibility when performing their duties.
- *Diversity in filling managerial positions (Section 4.1.5)*
The Code recommends that diversity be ensured when filling managerial positions in the company, particularly with regard to appropriate consideration of women. bmp Holding AG currently employs two members of staff; there are no management levels below the Executive Board at present. The Executive Board has therefore decided to maintain a target of 0%, which also takes into account any changes relating to the possible establishment of a management level or levels below the Executive Board by 30 June 2017.
- *Composition of the Executive Board (Section 4.2.1)/Diversity in the filling of Executive Board positions (Section 5.1.2)*
The Code recommends that the Executive Board be composed of several persons and have a Chairman or Spokesman. In addition, rules of procedure are to govern the allocation of duties. Furthermore, the Supervisory Board will ensure diversity in the composition of the Executive Board and, in doing so, strive for appropriate consideration of women in particular. The Executive Board of bmp Holding AG has consisted of one member since the last declaration of compliance was submitted. The appointment of a Chairman, as well as the formulation of an allocation of duties, is therefore no longer necessary. The Company has also refrained from defining criteria for potential searches for suitable Executive Board candidates that go beyond those of expertise and

competence, and will continue to do so. The Supervisory Board has therefore decided not to set a target for the proportion of women on the Executive Board, or to maintain a target of 0%, until 30 June 2017.

- *Composition of the Supervisory Board (Section 5.4.1 – 5.4.2)*
The Code recommends that the Supervisory Board should set specific targets for its composition, which in particular should allow for an appropriate proportion of women. The Supervisory Board of bmp Holding set specific targets for its composition for the first time at its meeting on 6 December 2016. As the board currently consists of only three members in view of the Company's size, the Supervisory Board has decided not to stipulate specific targets for the number of female Supervisory Board members for the time being and to maintain a target of 0% until 30 June 2017.
- *Publication of financial reports (Section 7.1.2)*
The Code recommends publishing the annual financial statements within 90 days after the end of the business year and the interim reports within 45 days after the end of the respective reporting period. The Company publishes its financial reports – in conjunction with the commitments stemming from the Exchange Rules for the Frankfurt Stock Exchange – within the legally prescribed deadlines, since the costs of faster preparation and publication are disproportionate to the level of information gained by the shareholders.

The Executive Board of bmp Holding AG does not receive remuneration. In addition, due to its size, the Supervisory Board of bmp Holding AG foregoes the formation of committees. The recommendations under Section 4.2.2 – 4.2.5 (Executive Board remuneration) and under Section 5.2. (2), Section 5.3. (Formation of committees) of the Code therefore do not apply.

Berlin, December 6, 2016

For the Supervisory Board:

Bernd Brunke

Executive Board

Oliver Borrmann