

Annual Declaration of Compliance in accordance with Section 161 of the AktG

The Executive Board and the Supervisory Board of bmp Holding AG are obligated to submit an annual declaration regarding 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 declaration last submitted on 3 December 2014 as well as to previous declarations, 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 considers the measure neither suitable for increasing the motivation and sense of responsibility of the members of the Supervisory Board nor appropriate in view of the level of Supervisory Board remuneration which bmp Holding AGs Supervisory Board Members receive.
- *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 employs a female employee whose position is classified as a staff position with no managerial responsibility. Against this background the recommendation was not and will not be followed.
- *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. Until 7 September 2015 the Executive Board of bmp Holding AG comprised two members, which had the same areas of responsibility. At the time of delivering this declaration the Executive Board consists of one person. Therefore, the nomination of the Executive Board member as Chairman, as well as the formulation of an allocation of duties, ceases to apply. This also applies to the use of characteristics in the search for suitable Executive Board candidates that go beyond the criteria of expertise and competence.
- *Composition of the Supervisory Board (Section 5.4.1 - 5.4.2)*

The Code recommends that the Supervisory Board establish specific targets with regard to

its composition, taking into account the international activities of the company, potential conflicts of interest, the number of independent Supervisory Board members as per Section 5.4.2, an age limit for Supervisory Board members (to be defined), a definable limit for length of membership in the Supervisory Board, and diversity, particularly with regard to the appropriate consideration of women, in light of the company's specific situation. These targets should also be taken into consideration by the Supervisory Board when making candidate recommendations to its selection committees; together with the Executive Board, the Supervisory Board is to publish information on target implementation status as part of the Corporate Governance Report. Furthermore, when making recommendations at the General Stockholders' Meeting, the Supervisory Board is to disclose each candidate's personal and professional relations to the company, to bodies of the company, and to any major stockholder.

Due to the size of the company, the Supervisory Board of bmp Holding AG consists of only three members. Given these circumstances, the Supervisory Board considers the use of criteria for the selection of Supervisory Board candidates beyond expertise and competence to be unsuitable. Accordingly, it has not set itself any targets in this regard. This also applies to the number of independent Supervisory Board members as per Section 5.4.2 of the Code. Therefore, there is no corresponding consideration for recommendations to the selection committees and no reporting on the matter.

Furthermore, in bmp Holding AG's view, the Code's wording regarding personal and business relationships of the Supervisory Board to be disclosed is vague and its delimitation unclear. In the interest of the legal certainty of future Supervisory Board elections, the Executive Board and the Supervisory Board of bmp Holding AG have decided to declare an exception to this recommendation.

- *Proposed candidates for the Supervisory Board chair during Supervisory Board elections (Section. 5.4.3)*

The Code recommends that Chairman of the Supervisory Board candidates be announced to stockholders during Supervisory Board elections. However, such an announcement requires that the proposed candidate previously be elected as a member of the Supervisory Board by the General Stockholders' Meeting. Only afterwards shall a decision be made on the election of the Chairman of the Supervisory Board. This is to take place in accordance with Section 11 (1) of the Articles of Association of bmp Holding AG in connection with Section 107 (1) AktG in the first meeting of the Supervisory Board after its election and in the form that the then new Supervisory Board elects the Chairman and the Vice-Chairman from among its own members. This predefinition of proposed candidates for the position of Chairman of the Supervisory Board constitutes a restriction of the right of the Supervisory Board to decide freely on the matter. Therefore, the recommendation was not and will not be followed.

- *Publication of financial reports (Section 7.1.2)*

The Code recommends to publish 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) or under Section 5.2. (2), Section 5.3. (Formation of committees) of the Code therefore do not apply.

Berlin, 16 December 2015

For the Supervisory Board:

./ Gerd Schmitz-Morkramer

Executive Board:

./ Oliver Borrmann