

## Declaration of conformity

Section 161 AktG (German Stock Corporation Act) requires that the Executive Board and the Supervisory Board of German listed stock corporations state at least once per year if and to what extent the German Corporate Governance Code was, and is, complied with and which of the Code's recommendations were, or are, deviated from, and for what reason.

Executive Board and Supervisory Board of OVB Holding AG hereby declare in accordance with Section 161 (1) sentence 1 AktG that the recommendations of the Government Commission on the German Corporate Governance Code in the version of 24 June 2014, released in the Federal Gazette on 30 September 2014, have been and will be complied with in the future, subject to the following deviations:

### Recommendations:

#### *No. 3.8 (3) GCGC (Directors & Officers (D&O) liability insurance)*

OVB Holding AG has so far not provided for a deductible in the D&O liability insurance policy taken out for the members of the Supervisory Board. The members of the Supervisory Board attend to their duties responsibly and in the Company's best interest. In the opinion shared by Executive Board and Supervisory Board, a deductible is not an appropriate means of further improving the Board members' sense of responsibility.

#### *No. 4.1.5 GCGC (consideration of diversity for executive positions)*

According to the recommendations of the German Corporate Governance Code, the Executive Board shall pay attention to the aspect of diversity in filling executive positions and aim for the adequate consideration of women. The Executive Board of OVB Holding AG pursues the goal of promoting women and aims at having more women assume executive positions. However, the Executive Board holds the view that the aspect of diversity which includes the consideration of women is not a deciding criterion for fill-

ing executive positions. For the benefit of the Company, the right choice much rather depends on management and leadership qualities, expert knowledge in response to the respective executive areas and responsibilities and professional experience. Therefore, a deviation from no. 4.1.5 GCGC is declared preventatively.

#### *No. 4.2.2 (2) sentence 3 (consideration of the relation of Executive Board remuneration to the remuneration of other senior executives and the staff)*

The Code includes the recommendation that the Supervisory Board consider the relation of Executive Board remuneration to the remuneration of other senior executives and the staff as a whole, as well as its development over time; the Supervisory Board is supposed to determine for the purpose of comparison how the group of other senior executives and the relevant staff be defined. In the last Declaration of Conformity, the Executive Board and the Supervisory Board declared a deviation from this recommendation preventatively because the individual requirements had not yet been fully clarified following the recommendation's introduction in 2013. Greater clarity has now been achieved so that a preventative declaration of deviation from this recommendation is no longer necessary for the future.

#### *No. 5.1.2 (1) sentence 2 GCGC (consideration of diversity for composition of the Executive Board)*

According to the recommendations of the German Corporate Governance Code, the Supervisory Board shall pay attention to the aspect of diversity with regard to the composition of the Executive Board and particularly aim for the adequate consideration of women. The Supervisory Board of OVB Holding AG holds the view that the aspect of diversity and the adequate consideration of women are goals to be pursued; however, in the interest of the Company and its shareholders, the Supervisory Board shall continue to consider the specialist know-how, capabilities and experiences of the candidates in their respective fields of business and areas of responsibility to be decisive with regard to the composition of the Executive Board. On this basis, a deviation from no. 5.1.2 (1) sentence 2 GCGC is declared preventatively.

*No. 5.4.1 (2) GCGC (consideration of women in the composition of the Supervisory Board)*

In the composition of the Supervisory Board, the aspect of diversity is generally taken into account. In the interest of the Company, the Supervisory Board will be governed in its election proposals to the Annual General Meeting by the knowledge, capabilities and expert experience of the candidates to be suggested. On this basis, a deviation from no. 5.4.1 (2) GCGC is declared preventatively.

*No. 5.4.5 (2) GCGC (appropriate support of the Supervisory Board members in training and further education measures)*

Supervisory Board members shall be supported adequately by the Company in taking measures for training and further education required for fulfilling their tasks. OVB Holding AG supports the members of the Supervisory Board in taking necessary measures for training and further education. In the last Declaration of Conformity, the Executive Board and Supervisory Board declared a deviation from this recommendation preventatively because formal procedures regarding the support of measures for training and further education had not yet been adopted. The procedure for supporting Supervisory Board members in taking necessary measures for training and further education is now being

further developed by the OVB Holding AG so that a preventative declaration of deviation is no longer necessary for the future.

*No. 5.4.6 (1) sentence 2 as well as (2) sentence 2 GCGC (remuneration of the Supervisory Board)*

Contrary to the recommendation of the Code, the remuneration of the members of the Supervisory Board does not account for membership or chairmanship of the Supervisory Board's committees. In the opinion shared by the Company's Executive Board and Supervisory Board, the duties performed are adequately compensated by the remuneration provided for. The performance-based remuneration of the members of the Supervisory Board is not particularly oriented towards the Company's sustained development. Supervisory Board remuneration was decided by the General Meeting of shareholders; the performance based remuneration is governed by Section 14 of the Articles of Association of OVB Holding AG and it is, in the opinion shared by the Company's Executive Board and Supervisory Board, particularly transparent. It has proved its worth and leads to an adequate remuneration of the Supervisory Board, compliant with the law and consistent with the shareholders' interests.

Cologne/Germany, 27 March 2015

On behalf of the Executive Board



Michael Rentmeister



Oskar Heitz



Mario Freis



Thomas Hücker



Michael Johnnigk

On behalf of  
the Supervisory Board