



## **Compliance declaration pursuant to para. 161 German Stock Corporation Act (*Aktiengesetz*) with respect to the German Corporate Governance Code**

The Executive Board and the Supervisory Board of JOST Werke AG declare that the recommendations of the German Corporate Governance Code (the “Code”) in the version of 7 February 2017 have been met since the Company’s public listing on 20 July 2017 with the following restrictions:

- No. 3.8 paragraph 3 (deductible in the D&O policy for the Supervisory Board): The Company has obtained D&O coverage for the members of the Supervisory Board without the deductible recommended by the Code. The Executive Board takes the view that such a specified deductible is not in itself suitable to increase the performance and sense of responsibility of the members of the Supervisory Board. Furthermore, it may reduce the attractiveness of positions within the Supervisory Board and, therefore, the Company’s opportunities in its competition for qualified candidates.
- No. 4.1.5 paragraph 1 (diversity at the appointment of executive positions in the Company): By way of precaution, a deviation from this recommendation is declared. The Executive Board is committed to diversity in selecting executives and takes into account female candidates. When filling executive positions, however, the professional and personal qualifications of the respective candidate shall be the decisive factor.
- No. 4.2.2 paragraph 2 sentence 3 (appropriateness of the remuneration of the Management Board; performing the vertical comparison): Due to the dynamic development, the Supervisory Board has so far not defined any senior management circle or the entire workforce as categories and has therefore not taken it into account with respect to the development of the remuneration of the Executive Board over time. Such a categorization does not seem crucial to the Supervisory Board.
- No. 5.1.2 paragraph 1 (diversity in the composition of the Executive Board): As a precautionary measure, a deviation from this recommendation is declared, especially with regard to the current composition of the Executive Board. The Supervisory Board is committed to in the selection of Executive Board members and takes into account female candidates. However, currently all members of the Executive Board are male. It is intended to increase attention to female candidates with a view to the future appointment of potential successors of the current members of the Executive Board. However, the Supervisory Board takes the view that the decisive factor shall always be the personal and professional qualification of a candidate.

- No. 7.1.2 sentence 3 (time limits for publication of the consolidated financial statements / interim reports): For organizational reasons, the Company will be unable to comply with the time limits as per the Code recommendations for the publication of interim reports of the current and, most likely, the following fiscal year. As soon as practically and organizationally possible, the Company intends to comply with the time limits as per the Code recommendations. The recommended time limits for the annual report will be met for the financial year 2017 and the following financial years.

Neu-Isenburg, 4 December 2017  
JOST Werke AG

The Management Board

The Supervisory Board