

## MANAGEMENT STATEMENT PURSUANT TO SECTION 289 A OF THE GERMAN COMMERCIAL CODE (HGB) INCLUDING CORPORATE GOVERNANCE REPORT AND DECLARATION OF CONFORMITY

In addition to the Declaration of Conformity pursuant to Section 161 of the German Stock Corporation Act (AktG), the following joint statement made by the Personally Liable General Partner and the Supervisory Board pursuant to Section 289 a of the German Commercial Code (HGB) includes the Corporate Governance Report of EUROKAI GmbH & Co. KGaA (in the following "EUROKAI") required under Article 3.10 of the German Corporate Governance Code ("Code") in the amended version of 5 May 2015 published by the German Federal Ministry of Justice in the official section of the Federal Gazette on 12 June 2015. It is also made publicly accessible on the EUROKAI website at [www.eurokai.com](http://www.eurokai.com).

As a company listed on the German stock exchange and having its head office in Germany, the general Corporate Governance framework for EUROKAI is governed by the applicable laws, the Articles of Association and the Code. Apart from justified exceptions, EUROKAI complies with the recommendations of the German Corporate Governance Code.

EUROKAI is a partnership limited by shares and as such an independent legal entity pursuant to Section 278 (1) of the German Stock Corporation Act (AktG), in which at least one partner is generally liable with the entirety of its assets vis-à-vis the Company's creditors (Personally Liable General Partner) and the other partners have a stake in the authorised capital, which is divided into shares, without being personally liable for the Company's liabilities (limited liability shareholders).

The Personally Liable General Partner of EUROKAI responsible for running the business of the KGaA is Kurt F. W. A. Eckelmann GmbH, Hamburg. The personally liable managing partner of a KGaA (partnership limited by shares) can be compared to the management board of a stock corporation. Section 283 AktG therefore rules that a number of provisions governing the management board of a stock corporation shall apply analogously to the personally liable general partner of a KGaA. Kurt F. W. A. Eckelmann GmbH is represented by the Managing Directors Mr Thomas H. Eckelmann (Chairman) and Ms Cecilia Eckelmann-Battistello. Contrary to a stock corporation, in which pursuant to Section 84 AktG the Supervisory Board is responsible for the appointment and removal of the management board, the Managing Directors of Kurt F. W. A. Eckelmann GmbH are appointed and removed by its Administrative Board. The Administrative Board also concludes the senior executive agreements with the Managing Directors and determines the assignment of duties/rules of procedure of the Management Board. The duty of the supervisory boards of listed companies to set target quotas for women on their executive board required under Section 111 (5) AktG therefore does not apply to EUROKAI.

EUROKAI has no employees of its own. Tasks not related to the management structure of EUROKAI, such as finances, controlling and accounting are handled by EUROGATE GmbH & Co. KGaA, KG within the scope of a service agreement.

EUROKAI is a financial holding company. Its principal ownership interests are the 66.6% holding in the share capital of CONTSHIP Italia S.p.A., Genoa, Italy, as well as the 50% interest in the joint venture EUROGATE GmbH & Co. KGaA, KG, Bremen, the holding company of the EUROGATE Group, in which BLG Logistics Group AG & Co. KG, Bremen, a company owned by the Free Hanseatic City of Bremen (municipality), also holds 50%. The EUROGATE Group, in turn, has a 33.4% stake in CONTSHIP Italia S.p.A. Thus EUROKAI effectively holds a total 83.3% interest in the CONTSHIP Italia Group. Ms Cecilia Eckelmann-Battistello is CEO of CONTSHIP Italia S.p.A. and Mr Thomas H. Eckelmann is Chairman of the Group Management Board of EUROGATE GmbH & Co. KGaA, KG as well as a member of the Board of Directors of CONTSHIP Italia S.p.A.

### SHAREHOLDERS AND GENERAL MEETING

The shareholders of EUROKAI exercise their rights at the General Meeting, in particular the Annual General Meeting. This decides on all matters determined by law and the Articles of Association. Thus, pursuant to Section 286 (1) of the German Stock Corporation Act (AktG), the General Meeting resolves upon the approval of the annual financial statements. This ruling requires the consent of the Personally Liable General Partner. Under the provisions of Section 285 (2) AktG, resolutions of the General Meeting also require the consent of the Personally Liable General Partner.

A nominal value of EUR 1.00 for each voting share entitles its holder to one vote.

All shareholders who have registered with the Company and submitted specific evidence of their shareholding issued by their custodian bank are entitled to attend the General Meeting. Shareholders who are unable to personally attend the General Meeting may assign their voting rights by proxy to a chosen representative, for example a bank or a shareholders' association, to vote on their behalf.

The convening of the General Meeting as well as the reports and information required for the passing of resolutions are published in compliance with the requirements under stock corporation law and made available on the EUROKAI website at [www.eurokai.com](http://www.eurokai.com).

## **TASKS AND RESPONSIBILITIES OF THE PERSONALLY LIABLE GENERAL PARTNER**

The Management Board of the Personally Liable General Partner is composed of two Managing Directors, Mr Thomas H. Eckelmann and Ms Cecilia Eckelmann-Battistello. Mr Thomas H. Eckelmann is Chairman. Under the rules of procedure for the Management Board, he is responsible for coordinating the activities of the Management Board, representing the Company in the public domain, overseeing business communications with the Administrative Board constituted in this Company and with the shareholders. Notwithstanding the fact that the Managing Directors are jointly responsible for the management, they carry out independently the duties assigned to them in the schedule of responsibilities. Mr Thomas H. Eckelmann is specifically responsible for the EUROGATE holding company, of which he is Chairman of the Management Board, and Ms Cecilia Eckelmann-Battistello is specifically responsible for the CONTSHIP Italia Group, of which she is President. Under the rules of procedure, the authorisation to independently conduct the tasks assigned to them reaches its limits where, for example, both areas of responsibility or transactions of material importance are affected, or in the case of measures requiring the consent of the Administrative Board. These and other cases set forth in the rules of procedure require a joint resolution to be adopted by both Managing Directors. Under the provisions set out in the rules of procedure the Managing Directors reach their decisions in meetings that – based on the needs of this pure financial holding company – are held regularly at least twice per month and additionally on a case-by-case basis as required. These are chaired by the Chairman of the Management Board. Use is made of the possibilities to adopt resolutions outside meetings in written or electronic form. Should the Managing Directors not be able to come to an agreement, the Chairman of the Administrative Board shall be responsible for arbitration.

## **COMPOSITION OF THE SUPERVISORY BOARD**

Pursuant to Section 11 of the Articles of Association, the Supervisory Board of EUROKAI is composed of six members, who are elected by the shareholders. They are appointed for a term of four years. In compliance with the recommendations of the German Corporate Governance Code, Supervisory Board members are elected individually.

Former Managing Directors of the Personally Liable General Partner of EUROKAI whose appointed term ended less than two years ago are not represented on the Supervisory Board. In its own estimation, the Supervisory Board has a sufficient number of independent and internationally experienced members. Appropriate consideration is given to the involvement of women in the work of the Supervisory Board. There are no conflicts of interest.

Based on its regular efficiency review, the Supervisory Board believes that as a group it possesses the necessary integrity, commitment and professionalism as well as the knowledge, ability and expert experience required to properly complete its tasks in a company operating at an international level.

Taking into account that EUROKAI is a pure financial holding company that operates nationally and internationally almost exclusively in the field of port handling as well as indirectly in related upstream and downstream areas of activity in the transport sector, the Supervisory Board has specified concrete objectives regarding its composition. These objectives do not constitute requirements to be heeded by shareholders eligible to elect members. Rather, they are intended to express the objectives pursued by the incumbent Supervisory Board with regard to its advisory and supervising functions whilst considering the specifics of the enterprise.

The Supervisory Board has specified the following concrete objectives:

1. Irrespective of the gender of proposed candidates, professional qualifications and personal expertise and integrity are the most important prerequisites for appointments to seats on the Supervisory Board. When proposing Supervisory Board candidates for election, irrespective of their gender, the Supervisory Board will always give top priority to these prerequisites, which are essential for fulfilling its legal duties.
2. Overall, the Supervisory Board's policy is to optimally meet its monitoring and advisory duties by having a diversity of members. Diversity includes, in particular, internationality as well as different experience backgrounds, career and life paths. This also includes a capacity for teamwork and commitment. Every member of the Supervisory Board must take care that he/she has sufficient time to perform his/her mandate in a full and timely manner.
3. At least two members of the Supervisory Board should have international business experience; they do not necessarily have to be foreigners themselves.
4. As long as the Company by virtue of its shareholder structure – as is currently the case – can be considered to be a family-owned company, the Supervisory Board should have at least (i) one family member and (ii) one member who has experience in managing a medium-sized or large family-owned company.
5. The Supervisory Board shall include what it considers an adequate number of independent members, as defined by Article 5.4.2 of the Code. Given that by virtue of its shareholder structure the Company can currently be considered to be a family-owned company, the Supervisory Board considers it desirable that at least two of its members are independent.
6. The Supervisory Board considers it generally desirable to integrate women into the work of the Company, as is currently and has for many years been the case regarding the work of the Management Board of the Personally Liable General Partner,

and consequently also the tasks of the Supervisory Board. The Supervisory Board has determined a target for a share of women of at least 1/6.

7. Proposals for elections to the Supervisory Board should normally only include candidates who are younger than 70. The Supervisory Board consciously refrains from stipulating a fixed age limit for Supervisory Board members as age is not a criterion for qualifications and expertise. Moreover, the Company does not wish to forego the many years of experience of Supervisory Board members.
8. At least one member of the Supervisory Board should possess expertise in the fields of financial accounting or auditing as defined by Section 100 (5) of the German Stock Corporation Act (AktG).
9. No one shall be proposed for election to the Supervisory Board who simultaneously serves a body of or advises a major competitor of the Company or the Group, or provides consultancy services thereto.
10. The Supervisory Board reviews these objectives on a regular basis. It publishes its objectives and the status of their implementation annually in the Corporate Governance Report.

The Supervisory Board is of the opinion that all of the above objectives are currently satisfied. With the appointment of Ms Katja Gabriela Eckelmann to the Supervisory Board on 10 June 2015, it has in particular met the set target for the share of women of at least 1/6.

The objectives defined by the Supervisory Board for its composition are also published on the website at [www.eurokai.com](http://www.eurokai.com) under "Investor Relations/Corporate Governance".

#### **COMMITTEES OF THE SUPERVISORY BOARD**

The Supervisory Board of EUROKAI has set up an Audit Committee and a Human Resources Committee, which are each composed of three members of the Supervisory Board. The committees prepare decisions that are deliberated at the meetings of the Supervisory Board and complement the work of the Supervisory Board. The Supervisory Board can, in as far as the law and the Articles of Association permit, form additional advisory and decision-making committees as and where necessary.

The principal tasks of the Audit Committee are to discuss the half-yearly financial report with the Management Board of the Personally Liable General Partner, to audit the disclosures included in the annual financial statements and consolidated financial statements, management commentaries, Dependency Report and – in consultation with the auditor – the auditor's findings and reports; additionally to prepare the decision of the Supervisory Board on the approval of the annual financial statements and the consolidated financial statements, the appointment of the auditor, as well as the proposal of the Personally Liable General Partner for the distribution of the net retained profits. Furthermore, the Audit Committee monitors the accounting process,

the effectiveness of the internal control and risk management system including compliance, the internal auditing system and the annual audit, and in particular the independence of the auditor and any services additionally provided by the auditor.

The Chairman of the Audit Committee, who shall not be identical with the Chairman of the Supervisory Board, is independent and has gained extensive professional know-how and experience in the application of accounting principles and internal control procedures.

#### **TASKS AND RESPONSIBILITIES OF THE SUPERVISORY BOARD**

The tasks and responsibilities of the six-member Supervisory Board are based on the rules of procedure for the Supervisory Board. The Supervisory Board usually convenes at four ordinary meetings during the year, the dates of which are determined annually in advance. In addition the Supervisory Board where necessary adopts resolutions outside meetings using modern means of communication, so that resolutions in written or electronic form are sufficient. The Supervisory Board has a Chairman, currently Dr Winfried Steeger, who invites members to the meetings, chairs meetings and is responsible for adoption of the resolutions passed. As provided for by law, resolutions require a simple majority and may only be passed on items of the agenda announced beforehand in due form in the convention documents, unless all members of the Supervisory Board consent to the passing of a resolution. The work of the Supervisory Board in the meetings is intensive and characterised by the specialist expertise of its members. The Supervisory Board has set up two committees, the Human Resources Committee and the Audit Committee; however the Human Resources Committee has not developed any active role since 1999 since due to its exclusive function as a holding company the Company does not employ any staff of its own and the appointment and dismissal of the Management Board of the Personally Liable General Partner is the responsibility of its Administrative Board. The Audit Committee, which fulfils statutory duties and of which under the rules of procedure the Chairman of the Supervisory Board is an "automatic" member has a Chairman, currently Dr Sebastian Biedenkopf, who has the requisite specialist knowledge (financial expert). The Audit Committee usually convenes twice a year. The Chairman of the Supervisory Board regularly maintains contact with the Management Board, and consults with it on an ongoing basis on the course of business. The Supervisory Board is also kept regularly informed by the Management Board about the development of the Company through legally stipulated reports and special reports, as and when required.

#### **COMPENSATION OF THE SUPERVISORY BOARD**

The compensation of the Supervisory Board is specified in Section 13 (1) of the Articles of Association, which has the following wording:

"In addition to reimbursement of all necessary expenses and an attendance fee of EUR 500.00 for each meeting attended, each member of the Supervisory Board shall receive annual compensation in the

amount of EUR 8,000.00. The Deputy Chairman of the Supervisory Board shall receive 1 ½ times this amount, the Chairman of the Supervisory Board shall receive three times the amount.

Each member of the Audit Committee shall additionally receive annual compensation of EUR 2,000.00. The Chairman of the Audit Committee shall receive twice this amount.”

The compensation of the Supervisory Board is thus fixed and does not include any performance-based components.

For information regarding the remuneration of the statutory organs of the Company, we refer to No. 37 and No. 43 of the notes to the consolidated financial statements.

#### **COOPERATION BETWEEN PERSONALLY LIABLE GENERAL PARTNER AND SUPERVISORY BOARD**

The Personally Liable General Partner and the Supervisory Board of EUROKAI give high priority to responsible and transparent management committed to corporate responsibility and geared towards long-term success, as well as to the appropriate management of risks. The Personally Liable General Partner informs the Supervisory Board in a regular, timely and comprehensive manner on all matters relevant to the Company and the Group, as well as the joint ventures included in the consolidated financial statements, relating to the corporate strategy, business policy, corporate planning, (in particular financial, investment and personnel planning). It also reports on the development of business, especially of revenue, the position of the Company, the financial and earnings situation, and profitability, and explains in detail any deviations from projections, risk exposure, especially transactions having a possible material impact on the Company's profitability or liquidity, as well as risk management, the internal control system and auditing practices, including compliance. Furthermore, it ensures compliance with legal requirements, in particular the measures stipulated in Section 91 (2) of the German Stock Corporation Act (AktG), and uses its influence to ensure their compliance within the Group companies.

The Supervisory Board advises and supervises the Personally Liable General Partner in the running of the Company. In the case of exceptional business transactions, the Personally Liable General Partner must obtain the prior approval of the Supervisory Board pursuant to Section 7 of the Articles of Association. Furthermore, it must submit a budget estimate/earnings statement as well as an annual investment and financial plan to the Supervisory Board for approval and report on their implementation on a three-monthly basis. The Supervisory Board reviews and approves the financial statements and the management report of the Company as well as the consolidated financial statements and Group management report and management's proposal on the appropriation of net retained profits.

The Supervisory Board has drawn up internal rules of procedure to govern its work. The Chairman of the Supervisory Board coordinates work performed by the Board, chairs its meetings and represents the Board's interests vis-à-vis third parties. Between meetings he regularly consults with the Management Board of the Personally Liable General Partner.

For more information we refer to the Report of the Supervisory Board on page 28 of our Annual Report. The Annual Report is also published on our website at [www.eurokai.com](http://www.eurokai.com) under the heading "Investor Relations/Financial Reports".

#### **TRANSPARENCY**

EUROKAI informs the general public in a regular and timely manner on the economic situation of the Group. The Annual Report and the half-yearly financial report are published within the statutory periods ([www.eurokai.com](http://www.eurokai.com) under the heading "Investor Relations/Financial Reports"). First- and third-quarterly interim statements are also published. Newsworthy events and new developments are reported in press releases and, where necessary, ad-hoc announcements, which are subsequently published on the EUROKAI website ([www.eurokai.com](http://www.eurokai.com) under the heading "Investor Relations/Further Publications"). The legally stipulated reports, documents and information required for the General Meeting are available on the website together with the agenda of the General Meeting and any counter-motions or nominations on the part of the shareholders that the Company is obliged to make accessible to the public.

The planned dates for the main recurring events and publications – such as General Meeting, Annual Report, half-yearly financial report and interim statements – are listed in a financial calendar which is published sufficiently in advance and made permanently available on the EUROKAI website.

#### **RISK MANAGEMENT**

EUROKAI regards the responsible management of business risks as an important principle of good and sustainable corporate governance. Early identification of risks and minimisation of risk positions form an integral part of this. EUROKAI employs an internal control and risk management system, including compliance, and an internal auditing system, which identify, assess and control risks. Continuous adaptation of the systems – in particular of the manuals pertaining to the early risk identification system of the EUROGATE and the CONTSHIP Italia Group – to changed general conditions, as well as monitoring their effectiveness, is a permanent task for the Personally Liable General Partner and the Supervisory Board.

The Personally Liable General Partner informs the Supervisory Board regularly and promptly of existing risks and their development.

For further details, we refer to the risk report and outlook under No. 8 of the Group management report.

## REPORTING AND AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

EUROKAI prepares its consolidated annual financial statements in accordance with International Financial Reporting Standards (IFRS) such as they apply in the EU. The single-entity annual financial statements are prepared according to the requirements of the German Commercial Code (HGB). They are audited by the auditor as well as by the Supervisory Board. The half-yearly financial report is reviewed by the Audit Committee together with the Personally Liable General Partner prior to being published.

The consolidated financial statements and single entity financial statements of EUROKAI were audited and each issued an unconditional audit certificate by the auditor Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, which was appointed by the 2015 General Meeting.

## DECLARATION OF CONFORMITY OF EUROKAI GMBH & CO. KGAA WITH THE GERMAN CORPORATE GOVERNANCE CODE

Pursuant to Section 161 of the German Stock Corporation Act (AktG), the Management Board of Kurt F. W. A. Eckelmann GmbH, Hamburg, as Personally Liable General Partner, and the Supervisory Board of EUROKAI GmbH & Co. KGaA, taking into account the specific organisational distinctions of the legal form of a partnership limited by shares (KGaA) as set out in the following, and the structuring of this legal form through the Articles of Association, declare that EUROKAI GmbH & Co. KGaA (hereinafter "EUROKAI")

- in the period between the last Declaration of Conformity of April 2015 and the coming into force on 12 June 2015 of the new version of the German Corporate Governance Code dated 5 May 2015, (hereinafter the "Code") complied with the recommendations of the Code in the superseded version dated 24 June 2014 (cf. B below), and
- in the period between the coming into force of the Code of 5 May 2015 until the present has complied in full with the recommendations of the latest version of the Code of 5 May 2015 (cf. C below), and
- currently complies with and will continue to comply with the recommendations of the Code of 5 May 2015 as amended (cf. D below).

## A. SPECIFIC ORGANISATIONAL DISTINCTIONS OF THE LEGAL FORM OF A PARTNERSHIP LIMITED BY SHARES (KGAA)

- EUROKAI is a Kommanditgesellschaft auf Aktien – ("KGaA" – partnership limited by shares). In a KGaA, the duties of the management board of a stock corporation ("AG") are the responsibility of the personally liable general partner. The sole Personally Liable General Partner of EUROKAI is Kurt F. W. A. Eckelmann GmbH, Hamburg, whose Managing Directors are thus responsible for conducting the business of EUROKAI. EUROKAI does not hold an interest in the Personally Liable General Partner. The sole shareholder of the Personally Liable General Partner is Familie Thomas Eckelmann GmbH & Co. KG, Hamburg, which is controlled entirely by the family of Mr Thomas H. Eckelmann.
- In comparison with the supervisory board of a German stock corporation, the role of a supervisory board of a KGaA is limited. In particular, the Supervisory Board is not responsible for appointing or dismissing general partners or for regulating the terms and conditions of their contracts, issuing rules of procedure for the Management Board or determining business transactions requiring approval. For this reason, Section 7 of EUROKAI's Articles of Association requires that the Personally Liable General Partner obtain the prior approval of the Supervisory Board for all extraordinary transactions. To this end Section 7 of the Articles of Association contains a catalogue of business transactions requiring approval. The duty of the management board of a stock corporation to report to and inform the supervisory board, as governed by Section 90 AktG, applies analogously to EUROKAI as a KGaA.
- The general meeting of a KGaA fundamentally has the same rights as the general meeting of an AG; it additionally resolves on the adoption of EUROKAI's annual financial statements. Many of the resolutions made by the General Meeting require the consent of the Personally Liable General Partner; particularly the adoption of EUROKAI's annual financial statements.
- Although the concrete wording of the recommendations of the Code does not in all instances take into account the specific organisational distinctions of the legal form of a KGaA, the sole Personally Liable General Partner, Kurt F. W. A. Eckelmann GmbH, and the Supervisory Board have agreed to currently and in future comply with the recommendations of the Code with the deviations stated in Section D below.

**B. DEVIATIONS FROM THE RECOMMENDATIONS OF THE SUPERSEDED CODE OF 24 JUNE 2014 IN THE PERIOD BETWEEN SUBMISSION OF THE LAST DECLARATION OF CONFORMITY OF APRIL 2015 AND THE COMING INTO FORCE ON 12 JUNE 2015 OF THE VERSION AS AMENDED ON 5 MAY 2015**

The Personally Liable General Partner and the Supervisory Board declare that in the period between submission of the last declaration of April 2015 and the coming into force on 12 June 2015 of the version as amended on 5 May 2015, EUROKAI complied with the recommendations of the Code in the superseded version dated 24 June 2014, with the exception of the deviations set down below:

**B. 1 Article 3.8 (3) –  
Deductible in the D&O (directors' and officers' liability insurance) policy for the Supervisory Board**

No deductible has been agreed upon in the D&O policy for the Supervisory Board because neither the Personally Liable General Partner nor the Supervisory Board believes that the motivation and responsibility which the Supervisory Board brings to the fulfilment of its duties can be improved by any such deductible.

**B. 2 Article 4.2.4, 4.2.5 (3) –  
Separate disclosure of the total compensation of each of the Managing Directors of the Personally Liable General Partner**

Separate disclosure of the total compensation of each of the Managing Directors of the Personally Liable General Partner in the notes or the management report is dispensed with. Section 9 of EUROKAI's Articles of Association provides that the compensation of the Managing Directors of the Personally Liable General Partner is determined by EUROKAI's Supervisory Board and is granted and paid to them directly by EUROKAI. To date no use has been made of this option. EUROKAI pays no compensation either to the Managing Directors of the Personally Liable General Partner or to the Personally Liable General Partner itself. As a precautionary measure however, in application of Sections 286 (5), 314 (2) sentence 2 of the German Commercial Code (HGB), the EUROKAI General Meeting of 18 August 2010 decided that in the annual and consolidated financial statements for EUROKAI to be prepared for the years 2010 to 2014 the disclosures required under Section 285 sentence 1 no. 9 letter a) sentence 5 to 8 and under Section 314 (1) no. 6 letter a) sentence 5 to 8 HGB would be omitted.

**B. 3 Article 5.3.3 –  
Nomination Committee**

Pursuant to Article 5.3.3 of the Code, the Supervisory Board is to form a nomination committee composed exclusively of shareholder representatives which proposes suitable candidates to the Supervisory Board for recommendation to the General Meeting.

The Personally Liable General Partner and the Supervisory Board are of the opinion that a nomination committee is not required since the Supervisory Board is composed of only six representatives of the shareholders and is therefore in a position to directly and efficiently make election recommendations to the General Meeting.

**B. 4 Article 6.3 –  
Disclosure of the Ownership of Shares**

Pursuant to Article 6.3 of the Code, beyond the statutory obligation to report and disclose dealings in EUROKAI shares without delay, the ownership of shares in EUROKAI or related financial instruments by Management Board and Supervisory Board members shall be reported if these directly or indirectly exceed 1% of the shares issued by EUROKAI. If the entire holdings of all members of the Management Board and Supervisory Board exceed 1% of the shares issued by EUROKAI, these shall be reported separately in the Corporate Governance Report according to Management Board and Supervisory Board.

Both the Personally Liable General Partner and the Supervisory Board consider the relevant statutory obligation to report and disclose dealings in EUROKAI shares without delay to be adequate. It therefore did not apply this recommendation.

**B. 5 Article 7.1.2 –  
Reporting**

Pursuant to Article 7.1.2 of the Code, the consolidated financial statements shall be publicly accessible within 90 days of the end of the financial year; interim reports (half-yearly and any quarterly reports) shall be publicly accessible within 45 days of the end of the reporting period.

EUROKAI does not apply this recommendation, and practically is not in a position to do so. EUROKAI is a pure financial holding company and therefore relies on the figures provided by its investment holdings, which it regularly does not receive in time to comply with the recommendation. The consolidated financial statements are published pursuant to the requirements under Section 15 of the Company Disclosure Act (PublG) and Section 325 (4) of the German Commercial Code (HGB) and the interim reports pursuant to the requirements under Sections 37w f. of the German Securities Trading Act (WpHG).

**C. DEVIATIONS FROM THE RECOMMENDATIONS OF THE CODE AS AMENDED ON 5 MAY 2015 IN THE PERIOD BETWEEN THE COMING INTO FORCE OF THE LATEST VERSION OF THE CODE DATED 5 MAY 2015 AND THE PRESENT**

On 5 May 2015, the "Government Commission on the German Corporate Governance Code" presented a new version of the Code that was published in the Federal Gazette on 12 June 2015 and thereby came into force. The Personally Liable General Partner and the Supervisory Board of EUROKAI declare that in the period between 12 June 2015 and the present day, the new version of the Code has been complied with in full with the exception of the deviations set out below.



**C. 1 Article 3.8 (3) –  
Deductible in the D&O (directors’ and officers’ liability  
insurance) policy for the Supervisory Board**

No deductible has been agreed upon in the D&O policy for the Supervisory Board because neither the Personally Liable General Partner nor the Supervisory Board believes that the motivation and responsibility which the Supervisory Board brings to the fulfilment of its duties can be improved by any such deductible.

**C. 2 Article 4.2.4, 4.2.5 (3) –  
Separate disclosure of the total compensation of  
each of the Managing Directors of the Personally  
Liable General Partner**

Separate disclosure of the total compensation of each of the Managing Directors of the Personally Liable General Partner in the notes or the management report is dispensed with. Section 9 of EUROKAI's Articles of Association provides that the compensation of the Managing Directors of the Personally Liable General Partner is determined by EUROKAI's Supervisory Board and is granted and paid to them directly by EUROKAI. To date no use has been made of this option. EUROKAI pays no compensation either to the Managing Directors of the Personally Liable General Partner or to the Personally Liable General Partner itself. As a precautionary measure however, in application of Sections 286 (5), 314 (2) sentence 2 of the German Commercial Code (HGB), the EUROKAI General Meeting of 10 June 2015 decided that in the annual and consolidated financial statements for EUROKAI to be prepared for the years 2015 to 2019 the disclosures required under Section 285 sentence 1 no. 9 letter a) sentence 5 to 8 and under Section 314 (1) no. 6 letter a) sentence 5 to 8 HGB shall be omitted.

**C. 3 Article 5.3.3 –  
Nomination Committee**

Pursuant to Article 5.3.3 of the Code, the Supervisory Board is to form a nomination committee composed exclusively of shareholder representatives which proposes suitable candidates to the Supervisory Board for recommendation to the General Meeting.

The Personally Liable General Partner and the Supervisory Board are of the opinion that a nomination committee is not required since the Supervisory Board is composed of only six representatives of the shareholders and is therefore in a position to directly and efficiently make election recommendations to the General Meeting.

**C. 4 Article 5.4.1 (2) –  
Limit of Length of Membership for Members  
of the Supervisory Board**

The Personally Liable General Partner and the Supervisory Board believe that setting such a limit would be an inappropriate restriction on the shareholders' right to elect Supervisory Board members.

**C. 5 Article 6.2 –  
Disclosure of the Ownership of Shares**

Pursuant to Article 6.2 of the Code, beyond the statutory obligation to report and disclose dealings in EUROKAI shares without delay, the

ownership of shares in EUROKAI or related financial instruments by Management Board and Supervisory Board members shall be reported if these directly or indirectly exceed 1% of the shares issued by EUROKAI. If the entire holdings of all members of the Management Board and Supervisory Board exceed 1% of the shares issued by EUROKAI, these shall be reported separately in the Corporate Governance Report according to Management Board and Supervisory Board.

Both the Personally Liable General Partner and the Supervisory Board consider the relevant statutory obligation to report and disclose dealings in EUROKAI shares without delay to be adequate. It therefore did not apply this recommendation.

**C. 6 Article 7.1.2 –  
Reporting**

Pursuant to Article 7.1.2 of the Code, the consolidated financial statements shall be publicly accessible within 90 days of the end of the financial year; interim reports (half-yearly and any quarterly reports) shall be publicly accessible within 45 days of the end of the reporting period.

EUROKAI does not apply this recommendation, and practically is not in a position to do so. EUROKAI is a pure financial holding company and therefore relies on the figures provided by its investment holdings, which it regularly does not receive in time to comply with the recommendation. The consolidated financial statements are published pursuant to the requirements under Section 15 of the Company Disclosure Act (PublG) and Section 325 (4) of the German Commercial Code (HGB) and the half-yearly report pursuant to the requirements under Sections 37w f. of the German Securities Trading Act (WpHG).

**D. CURRENT AND FUTURE DEVIATIONS FROM THE  
RECOMMENDATIONS OF THE CODE IN THE AMENDED  
VERSION DATED 5 MAY 2015**

The Personally Liable General Partner and the Supervisory Board of EUROKAI declare that EUROKAI currently complies with and will continue to comply with the recommendations in the Code in the current version dated 5 May 2015, with the deviations under C. 1 to C. 6 set out above.

Hamburg, Germany, April 2016

Personally Liable General Partner  
Kurt F. W. A. Eckelmann GmbH, Hamburg

Thomas H. Eckelmann  
Cecilia E. M. Eckelmann-Battistello

Supervisory Board