

**Declaration of compliance of the Management Board and Supervisory Board of
EXPEDEON AG
with the German Corporate Governance Code in accordance with Sec. 161 AktG
[“Aktengesetz”: German Stock Corporation Act]**

The Executive Board and the Supervisory Board of EXPEDEON AG hereby declare that, EXPEDEON AG has complied and continues to comply with the recommendations set forth by the German Government Commission in the German Corporate Governance Code (hereinafter also "GCGC") in the version of 7 February 2017 since the submittal of the last declaration of compliance on 23 April 2018, in each case with the exceptions set forth below.

- Item 5.4.1 (2) Sentence 1 GCGC: The Supervisory Board has specified concrete objectives regarding its composition, however, neither an age limit nor a regular limit of length of membership. The Supervisory Board is convinced that such limits are not adequate in times of prolonged working lives and shortage of skilled and experienced candidates for such positions and would thus unduly limit the selection of eligible Supervisory Board members. The Supervisory Board will discuss the introduction of an age limit and a regular limit of length of membership in due course.
- Item 7.1.2 Sentence 4 GCGC: The Consolidated Financial Statements for the fiscal year 2017 have been published on 30 April 2018. The Consolidated Financial Statements for the fiscal year 2017 are planned to be published on 30 April 2019. Thus, for the fiscal years 2017 and 2018, the Company has not complied and will not comply, respectively, with the recommendation of Item 7.1.2 Sentence 4 to publish the Consolidated Financial Statements within 90 days of the end of the financial year. In both cases, the exceeding of the period is owed to challenges in ensuring timely year end reporting and auditing for newly acquired entities and complex accounting following the introduction of new International Accounting Standards. The Company aims to meet such deadline from 2020 onwards.

Heidelberg, 12 April 2019

For the Management Board
Heikki Lanckiriet
CEO/CSO

For the Supervisory Board
Dr. Joseph M. Fernández
Deputy chairman of the Supervisory Board