



Dürr AG Declaration of Compliance with the German Corporate Governance Code

The Board of Management and the Supervisory Board of Dürr AG hereby declare in accordance with Section 161 Paragraph 1 Sentence 1 of the German Stock Corporation Act (Aktiengesetz) that since the Declaration of Compliance of December 10, 2014 they have complied with the recommendations of the Government Commission's "German Corporate Governance Code" (the "Code") initially in the version dated June 24, 2014 – as announced in the Federal Gazette (Bundesanzeiger) on September 30, 2014 – and subsequently as amended on May 5, 2015 – as announced in the Federal Gazette on June 12, 2015 and continue to do so subject to the following exceptions:

D&O insurance deductibles (Item 3.8 Paragraphs 2 and 3)

A D&O insurance policy without deductibles (group insurance) existed and continues to exist for members of the Supervisory Board. Accordingly, Item 3.8 Paragraph 3 in connection with Paragraph 2 of the Code was not and continues not to be observed. It is not planned to introduce any deductibles for members of the Supervisory Board because Dürr AG does not believe that the already high dedication and responsibility with which Supervisory Board members observe their duties can be improved any further by an agreement providing for deductibles. Another consideration is that it would be unreasonably costly for the six employee representatives on the Supervisory Board of Dürr AG, which has an equal number of members representing employees and shareholders respectively, to take out personal insurance policies at their own expense to cover the residual risk (in the amount of the deductibles).

Objectives for the composition of the Supervisory Board, age limit for members of the Supervisory Board, and limit of length of membership of the members of the Supervisory Board (Item 5.4.1 Paragraphs 2 and 3)

The recommendations in Item 5.4.1 Paragraphs 2 and 3 of the Code are not complied with. The Supervisory Board is of the opinion that specifying and publishing concrete objectives for its composition, and their regular adjustment, involves a not inconsiderable amount of work which does not appear justified in view of the Supervisory Board's size and the further increased workload placed on the Board by new statutory requirements. Furthermore, setting rigid objectives would exclude opportunities for obtaining excellently qualified persons to serve on the Supervisory Board who do not fit into the predefined framework. The same thing applies to a general age limit and a limit on the length of membership. Moreover, Dürr AG does not consider the capabilities of the members of the Supervisory Board to depend on a rigid age limit.

The Supervisory Board will therefore not be deliberating on the desired composition of the Board and the question of the length of membership until resolutions are to be passed on its proposals to the general meeting of the shareholders on the election of Supervisory Board members. In doing so, it may possibly consider criteria other than those stated in Item 5.4.1 Paragraph 2 of the Code. As of the date on which this declaration is issued, the Supervisory Board has several members with well-established international experience, while two of the longest-serving members have been on the Supervisory Board since 2006.

**Variable remuneration of the members of the Supervisory Board
(Item 5.4.6 Paragraph 2 Sentence 2)**

The system of linking the variable remuneration paid to members of the Supervisory Board to consolidated earnings before tax (EBT) or, from 2017, to the Group's average EBT margin has been approved in a resolution passed by the shareholders and is governed by Article 15 (1) of the Articles of Association. This system has proved itself. Dürr AG does not wish to follow the general trend of converting variable remuneration components into fixed remuneration. It believes that it has a suitable variable remuneration system which awards the successful work of the previous year in connection with a cap providing for a reasonable maximum on the amount of the variable remuneration payable.

Bietigheim-Bissingen, December 16, 2015

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On behalf of the Supervisory Board

On behalf of the Board of Management



Klaus Eberhardt
Chairman of the Supervisory Board



Ralf Dieter
Chief Executive Officer