

(English convenience translation of German original)

Update of the Declaration of Compliance in accordance with Section 161 of the German Stock Corporation Act (AktG) on compliance with the recommendations of the German Corporate Governance Code at STEMMER IMAGING AG:

On June 22, 2020 the Executive Board and Supervisory Board of STEMMER IMAGING AG issued a Declaration of Compliance with the recommendations of the German Corporate Governance Code in the version dated December 16, 2019. The Declaration of Compliance last issued on 22 June 2020 is now to be supplemented by two points.

With regard to remuneration in terms of item G.I., the German Corporate Governance Code 2020 contains new recommendations on Executive Board remuneration compared to the previous year. The current remuneration system of STEMMER IMAGING AG does not fully comply with the new regulations and the company therefore declares deviations in item G.I. The current remuneration system does not fully comply with the following of these recommendations:

G.7 (Aligning performance criteria for the total amount of variable remuneration components mainly with strategic goals – besides operating targets.)

According to this recommendation, the Supervisory Board shall establish performance criteria for each Executive Board member for the forthcoming financial year covering all variable remuneration components; besides operating targets, such performance criteria shall be geared mainly to strategic goals. The currently applicable remuneration system does not provide for an explicit consideration of (qualitative) strategic goals.

G.10 (Share-based Executive Board remuneration and vesting period of four years.)

According to this recommendation, Executive Board members' variable remuneration shall be predominantly invested in company shares by the respective Executive Board member, taking into consideration the respective tax burden, or shall be granted predominantly as share-based remuneration. Granted long-term variable remuneration components shall be accessible to Executive Board members only after a period of four years. The currently applicable remuneration system does not provide for this.

The Supervisory Board of STEMMER IMAGING AG will draw up a new remuneration system for the Executive Board members and submit it to the 2021 Annual General Meeting for approval, which will in particular also take into account the amended recommendations of the German Corporate Governance Code for Executive Board contracts concluded in the future. Existing Executive Board contracts enjoy a valid right of protection and continuity.

Puchheim, 11.02.2021

The Executive Board
Arne Dehn (CEO)

Uwe Kemm (COO)

The Supervisory Board
Klaus Weinmann (Chairman)