



Corporate Governance Statement and Report of Manz AG for the 2017 fiscal year

As a listed company, Manz AG hereby submits the following Corporate Governance Statement for Manz AG and the Manz Group for the 2017 fiscal year pursuant to Articles 289f and 315d of the German Commercial Code (HGB). In addition, the following report contains information from the Managing Board and the Supervisory Board about corporate governance at Manz AG pursuant to item 3.10 of the German Corporate Governance Code ("Code").

I. Implementation of the German Corporate Governance Code and Declaration in accordance with Article 161 of the German Stock Corporation Act (AktG)

The Code sets out essential statutory regulations for the management and supervision (governance) of listed German companies and contains internationally and nationally recognized standards for good and responsible governance. The Code aims to increase international and national investors', customers', employees' and the general public's confidence in the management and supervision of listed German companies.

The Managing Board and Supervisory Board of Manz AG are guided by the recommendations set out in the Code. They view themselves as having an obligation to safeguard the company's continued existence and its sustainable creation of value in harmony with the principles of a social market economy. In the 2017 fiscal year, the Managing Board and Supervisory Board paid close attention to the recommendations set out in the Code once again.

Section 161 of the German Stock Corporation Act (AktG) states that the Managing Board and Supervisory Board of a listed stock company must declare each year that the recommendations of the "Government Commission on the German Corporate Governance Code", published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette, have been and are being complied with, or must declare which recommendations have not or are not being complied with. Furthermore, any deviations from the recommendations must be justified. This statement must be permanently accessible to the public on the company's website.

Pursuant to section 161 of the German Stock Corporation Act, the Managing Board and Supervisory Board of Manz AG submitted, on December 15, 2017, the following

"Statement of Compliance for December 2017" relating to the recommendations of the "Government Commission on the German Corporate Governance Code":

"Pursuant to section 161 of the German Stock Corporation Act, the Managing Board and Supervisory Board of Manz AG declare that the May 5, 2015, version of the recommendations of the "Government Commission on the German Corporate Governance Code", published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette, have been complied with since the last Statement of Compliance dated December 6, 2016, with the following exception and that Manz AG will, in future, comply with the February 7, 2017, version of the recommendations with the following exception.

The company has not complied with the recommendation in item 3.8 para. 3 of the Code, which states that a deductible should be agreed in a D&O insurance policy for the Supervisory Board in the amount of at least 10 % of the loss up to at least one and a half times the fixed annual compensation (remuneration) of the Supervisory Board member and it will also not comply with it in future. The Managing Board and Supervisory Board of Manz AG are of the view that the members of the Supervisory Board have carried out and will continue to carry out their duties carefully and conscientiously in the absence of such a deductible and a deductible would not therefore increase further the care that is exercised by the members of the Supervisory Board or their sense of responsibility."

II. Disclosures on Corporate Governance Practices Applied Above and Beyond the Legal Requirements

Manz AG aspires to conduct all business operations in an ethical and legally sound manner. The Managing Board has developed a mission statement for this purpose, which is designed to help the employees of Manz AG and its subsidiaries to act responsibly and make the right decisions when carrying out their daily activities. This corporate mission statement describes our principles of sustainable and socially responsible economic activity.

III. Description of the Mode of Operation of the Managing Board and Supervisory Board

Manz AG is a company incorporated under German law and is subject, in particular, to the provisions of the German Stock Corporation Act (AktG), on the basis of which the German Corporate Governance Code has also been developed. A basic principle of

German stock corporation law is the dual management system by the boards, i.e. the Managing Board and the Supervisory Board. According to this principle, the Managing Board manages the company, while the Supervisory Board advises and monitors the Managing Board. Simultaneous membership on both boards is not permitted. The Manz AG Managing Board and Supervisory Board work together in a close and trustful relationship, striving to increase the value of the company for its shareholders in the long term.

1. Managing Board

The Managing Board of Manz AG consisted of four members in the 2017 fiscal year between January and March 2017, of three members between April and May 2017, of four members in June 2017 and of three members once again as of July 5, 2017. The members of the Managing Board are Eckhard Hörner-Marass (Chairman), Gunnar Voss von Dahlen (Director of Finance) and Martin Drasch (Director of Operations). Information on the members of the Managing Board can be found on Manz AG's website at www.manz.com in the "Company" section under "Group Structure," subsection "Management".

Information about the Managing Board compensation system and compensation for Managing Board members is available in the compensation report, which is part of the management report. Information on long-term composition components based on the Manz Performance Share Plan 2015 is also available in section VII of this report.

The Supervisory Board has issued rules of procedure for the Managing Board that assign specific central management areas to members of the Managing Board to manage independently. This notwithstanding, all members of the Managing Board bear joint responsibility for the overall management of the company. The Managing Board as a whole decides on matters of particular importance. Furthermore, specific measures relating to the management of the company also require Supervisory Board approval. The rules of procedure also contain stipulations on the procedure for meetings and resolutions of the Managing Board, as well as the tasks of the chairman and his deputy.

According to the rules of procedure, the Managing Board is responsible for preparing a report on future business policy and corporate planning for the respective following year and two additional fiscal years, and for presenting it to the Supervisory Board for approval. Furthermore, the reporting obligations of the Managing Board vis-à-vis the Supervisory Board are specified in more detail in the rules of procedure. The rules of procedure stipulate that the Managing Board must regularly, promptly and fully inform the Supervisory Board of all relevant is-

sues relating to the company and the Manz Group regarding planning and business development, the risk situation and risk management and compliance with legal regulations and internal guidelines. In particular, it must report annually on the profitability of the company and at regular intervals on the company's overall situation.

According to the rules of procedure, members of the Managing Board must disclose any conflicts of interest to the Supervisory Board and must inform other Managing Board members of such conflicts as well. Managing Board members may only accept secondary employment, in particular positions on Supervisory Boards outside of the Manz Group, with the approval of the Supervisory Board.

2. Supervisory Board

The Manz AG Supervisory Board consisted of three members until August 17, 2017, and of four members since then, which were elected by the shareholders at the general meeting.

Members of the Supervisory Board Professor Dr. Heiko Aurenz (Chair) and Professor Dr. Michael Powalla (Deputy Chair) were elected at the annual general meeting in 2016. Member Dieter Manz was elected at the annual general meeting in 2017. Dr. Zhiming Xu was appointed on request as a member of the Supervisory Board by order of the Local Court of Stuttgart on October 17, 2017. Information about members of the Supervisory Board can be found on Manz AG's website at www.manz.com in the "Company" section under "Group Structure," subsection "Management."

Information about compensation for Supervisory Board members is available in the compensation report, which is part of the management report.

In addition to monitoring and advising the Managing Board, the Supervisory Board's tasks include appointing and dismissing members of the Managing Board, as well as defining the remuneration system for the Managing Board and the level of remuneration for individual members of the Managing Board. It also reviews the annual and group financial statements issued by the Managing Board and management reports for Manz AG and the Group, along with suggestions on using net profits, special non-financial reports, and reports to the general meeting on the results of its review.

The Supervisory Board has given itself rules of procedure that regulate the internal organization of the Supervisory Board. The rules of procedure contain stipulations on the selection and tasks of the chairman of the Supervisory Board and his

deputy. Furthermore, it also regulates how meetings are called and managed, the participation of Managing Board members and others in meetings, and the decisions made by the Supervisory Board. As a rule, the Supervisory Board of Manz AG convenes five times a year, but at least once per quarter for its regular meetings, and for further special meetings as required. In urgent cases, it can also pass resolutions by means of written correspondence or conference calls.

The rules of procedure stipulate that members of the Supervisory Board must disclose conflicts of interest and that significant and more than just temporary conflicts of interest shall lead to termination of office.

Although the Supervisory Board has not had any committees in the past, when the Supervisory Board was expanded to four members in September 2017 it formed an economic committee with two members for the first time. Professor Dr. Heiko Aurenz and Dieter Manz were appointed as members of the committee for the duration of their terms as Supervisory Board members. The economic committee was assigned duties in the areas of (a) financial accounting, risk management and auditing, (b) finances and management actions requiring approval, (c) Managing Board matters, (d) corporate governance and (e) compliance. It is to prepare deliberations and resolutions for the Supervisory Board in these areas. Furthermore, the committee has been assigned specific monitoring obligations, in particular in the areas of the invoicing process, the effectiveness of the internal control system, risk management, the internal auditing system, auditing, and compliance. It provides the Supervisory Board with relevant suggestions and recommendations within this framework. However, the economic committee has not been granted any of the Supervisory Board's power to make decisions. The members of the committee regularly report to the Supervisory Board on their deliberations and resolutions. The committee holds at least four meetings per year.

The Chair of the Supervisory Board is also in regular contact with the Managing Board, particularly the Chairman, in addition to the meetings of the Supervisory Board and the economic committee, and these individuals inform one another about current corporate developments and important transactions.

The Supervisory Board has specified targets for its composition and a competence profile for the Supervisory Board in its rules of procedure. The Supervisory Board should always be composed of members who collectively provide it with the required special knowledge and experience of various specialist fields that are essential to the company (see section VI. 2 of this report).

The Supervisory Board regularly consults a list of questions and holds discussions to review the efficiency of its own activities. According to the rules of proce-

dure, this review encompasses in particular the procedures within the Supervisory Board and the supply of information to the Supervisory Board, in addition to qualitative criteria. No significant deficits have been identified as of yet, although work processes and regular reporting by the Managing Board, based on the results of the self-assessment, are being developed on an ongoing basis. Furthermore, the Supervisory Board has formed the economic committee, which has two members, as part of its expansion to four members.

IV. Specifying of numerical targets for the equal representation of women and men in management positions

Manz AG first specified numerical targets for the equal representation of women and men in management positions according to Article 76 (4), Article 111 (5) of the German Stock Corporation Act (AktG) and Article 25 (1) of the Introductory Act to the German Stock Corporation act (EGAktG) in the 2015 fiscal year. The Group determined that the numerical targets should each be achieved or exceeded by June 30, 2017. After this implementation deadline, Manz AG set new numerical targets for the equal representation of women and men in management positions according to Articles 76 (4) and 111 (5) of the AktG. The Group determined that the numerical targets should each be achieved or exceeded by June 30, 2022.

The Manz AG Supervisory Board initially resolved to set a numerical target of one third for the proportion of women on the Supervisory Board. During the reference period up until June 30, 2017, the Manz AG Supervisory Board consisted exclusively of men, and the numerical target of one third had not been achieved. During the most recent regular election to the Supervisory Board, previous members of the Supervisory Board Professor Dr. Heiko Aurenz and Professor Dr. Michael Powalla ran for office once again in the interest of providing continuity for the Supervisory Board's work. Furthermore, Guoxing Yang, Deputy Director of the Business Development department at Shanghai Electric Group Co., Ltd., was also elected to the Supervisory Board. These individuals were elected during the shareholders' meeting on July 12, 2016. After Guoxing Yang left the Board, Dr. Zhiming Xu, who serves as CTO of Shanghai Electric Automation Group at Shanghai Electric Group Co., Ltd., was appointed as a member of the Supervisory Board by order of the Local Court of Stuttgart on October 17th, 2017. Therefore, the company did not succeed in appointing a woman as a member of the Supervisory Board within the stipulated time-frame.

The Manz AG Supervisory Board has set a numerical target of 0 % women on the Supervisory Board for the period following June 30, 2017.

The Manz AG Supervisory Board had also established a numerical target of 0 % women for the Managing Board, with an implementation deadline of June 30, 2017. No women were part of the Manz AG Managing Board during this reference period, although this does not represent a failure to meet the numerical target. The Manz AG Supervisory Board has once again set a numerical target of 0 % women on the Managing Board for the period following June 30, 2017.

Based on the current composition of the Supervisory Board and Managing Board and in the interests of continuity, in the opinion of the Supervisory Board, the group does not expect to be able to increase its proportion of women within the reference time period.

The Manz AG Managing Board had established a numerical target of 0 % for the proportion of women on the first management level below the Managing Board (these are the area managers) and a numerical target of 3 % for the proportion of women on the second management level below the Managing Board (these are the department managers), with an implementation deadline of June 30, 2017. During the reference period, only male area managers were working on the first management level below the Managing Board, so that the Group did not fall below the numerical target in this area either. There was one department manager on the second management level below the Managing Board during the entire reference period so the numerical target of 3 % was achieved, although this female employee left Manz AG on June 30, 2017.

The Manz AG Managing Board has established a numerical target of 5 % for the percentage of women on the first management level below the Managing Board (these are the area managers) and a numerical target of 0 % for the percentage of women on the second management level below the Managing Board (these are the department managers), for the period until June 30, 2022. At the time when these goals were established, no women were working on these two management levels. Since women are still significantly under-represented in technical fields, it is a challenge for Manz AG to attract female employees and support them in their development to become managers.

V. Preventing Conflicts of Interest and the Independence of Supervisory Board Members

Dieter Manz, who has been a member of the Supervisory Board since August 17, 2017, was the CEO of Manz AG until July 4, 2017. No concrete conflict of interest resulted from this position. Furthermore, Dieter Manz holds 24.66 % of registered voting shares in Manz AG; however, this does not mean he is a "controlling shareholder" in the sense of clause 5.4.2 sentence 2 of the Code.

Member of the Supervisory Board Guoxing Yang, who held this position until September 12, 2017, is the deputy director of the Business Development department at Shanghai Electric Group Co., Ltd., which acquired a stake of 19.67 % of the registered voting shares in Manz AG through a subsidiary in May 2016. Dr. Zhiming Xu, who was appointed as a member of the Supervisory Board on October 17, 2017, is the CTO of the Shanghai Electric Automation Group at the Shanghai Electric Group Co., Ltd. Manz AG and agreed to a strategic partnership in January 2017 with Shanghai Electric Group Co., Ltd. and Shenhua Group Co., Ltd. – two leading companies in the Chinese energy industry – in the area of CIGS thin film solar technology. The aim of the cooperation is the long-term development and marketing of Manz AG's CIGS thin film solar technology. In this context, Chinese joint venture companies in which Shenhua Group Co. Ltd. and Shanghai Electric Group Co., Ltd. have acquired equity holdings and have placed orders with Manz AG for fully integrated production lines for CIGS thin film solar modules (*CIGSfab*) totaling 263 million euros. No concrete conflict of interest resulted from this business relationship.

Other than this, no conflicts of interest arose involving members of the Managing or Supervisory Boards in the sense of clause 5.5 of the Code that had to be disclosed to the Supervisory Board.

After conducting a thorough review, the Supervisory Board believes that the aforementioned business relationships or former work of the Managing Board do not affect the judgment of the members concerned and do not hinder the independent provision of advice to and monitoring of the Managing Board by the Supervisory Board. It is the opinion of the Supervisory Board that they are not likely to constitute a significant and more than just temporary conflict of interest.

VI. Composition of the Managing Board and Supervisory Board and Diversity in Management Functions

Manz AG has targeted concepts regarding the composition of the Managing Board and Supervisory Board which the Supervisory Board follows within the framework of its competencies under corporate law. Furthermore, the following section will also report on diversity in other management functions within the company.

1. Composition of the Managing Board

a) Diversity concept

In order to implement the recommendation in item 5.1.2, para. 1, sentence 2 of the Code, the Supervisory Board has passed a resolution stipulating that it will

pay attention to diversity when forming the Managing Board. The Supervisory Board accordingly aims, in particular, to take women properly into consideration by ensuring that, during future processes of selection for Managing Board members, appropriately qualified women will also be included as members. Furthermore, the term diversity also encompasses aspects such as age, educational and professional background and international composition.

This policy expresses the will of the Supervisory Board to take diversity aspects into consideration in making its decisions regarding personnel and is also the diversity concept of Manz AG in the sense of Article 289f (2), no. 6 of the HGB, which is being pursued with respect to the composition of the Managing Board. The aim of this concept is to facilitate a good understanding of organizational and business-related circumstances at the Manz Group through a wide range of expertise and viewpoints among its Managing Board members. Diversity should generally allow the members to make decisions with an objective consideration of all relevant circumstances and to be more open to innovative ideas. This should contribute to successful corporate management.

b) Implementing the diversity concept

Diversity is being taken into consideration on the Managing Board, with the exception that it has no female members. The Managing Board has an appropriate mix of experience and age and includes several members with many years of international experience. The Board has an adequate spectrum of specialist and general education, as well as professional knowledge and experience. In line with the Manz Group's profile as an international high-tech mechanical engineering company, the Managing Board members stand out for both their solid academic educations and their professional backgrounds, focused on technical and business administration issues, with an emphasis on the mechanical engineering industry.

2. Composition of the Supervisory Board

a) Goals for composition, competence profile and diversity

Pursuant to item 5.4.1, para. 2 of the Code, the Supervisory Board has specified the following concrete objectives pertaining to its composition and its competence profile for the overall board and it has incorporated them into the rules of procedure for the Supervisory Board. These objectives the company's specific circumstances and take account of its international activities, potential conflicts of interest, the number of independent Supervisory Board members in line with item 5.4.2 of the Code. A yet to-be-specified age limit and length of tenure with the

company for Supervisory Board members have been put in place, as well as a provision for women to be appropriately represented within the company:

The goals for composition and the competence profile that the Supervisory Board seeks to fulfill also represent the diversity of Manz AG with relation to Article 289f (2) no. 6 of the HGB, which has been pursued regarding the composition of the Supervisory Board. The goal of this concept is to facilitate a good understanding of organizational and business-related circumstances at the Manz Group through a diverse range of expertise and viewpoints among its Supervisory Board members. Diversity should generally allow members to ask constructive questions regarding the Managing Board's decisions and allow it to be open to innovative ideas, since it counteracts uniform thinking among members, so-called "groupthink." By doing so, it should lead to effective control and attentive advising of the company's general management.

- The Supervisory Board generally strives to ensure that its composition is always such that its members collectively have the knowledge, skills and specialist experience required to undertake its duties properly.
- Fundamental requirements for the members of the Supervisory Board are personal integrity, sufficient life experience and professional experience, independence and good communication skills. Furthermore, the members must have a basic knowledge of business, corporate law and industry-specific technical information, as well as knowledge of the Manz Group, or they must be willing to acquire such knowledge at the beginning of their term in office. In addition, members of the Supervisory Board must clearly demonstrate that, taking account of their other professional responsibilities and seats on other supervisory boards, they have sufficient time to devote to their duties as a member of the company's Supervisory Board.
- The Supervisory Board should always be composed of members who collectively have the required special skills and experience from various specialist fields that are essential to the company. The Supervisory Board takes its aims regarding its composition into consideration when making election nominations at the general meeting and attempts to fulfill the following competence profile for the overall board:
 - Experience as a member of senior management at a medium-sized company
 - Knowledge and experience in the application of accounting principles and internal control procedures

- Knowledge and experience in the mechanical engineering industry or in other industries in which the Manz Group is active
- Experience in management at companies with international operations
- As a rule, only the following categories of people should be nominated as Supervisory Board members:
 - people below the age of 70 and
 - people who have not already served as a member of the Supervisory Board for five full terms within the meaning of section 102 (1) of the AktG or for 25 years, unless special circumstances justify making an exception in a specific case.
- As part of the selection process, the Supervisory Board will endeavor to submit nominations at the Annual General Meeting to ensure that female members are included if they have appropriate qualifications.
- The Supervisory Board should include at least two independent members as defined in the German Corporate Governance Code regarding ownership structure.

b) Implementation of goals for composition, competence profile and diversity

Apart from failure to achieve the desired percentage of women, the Manz AG Supervisory Board is fulfilling all of the aforementioned goals for composition and fulfills the competence profile in its current state. The Supervisory Board members have the professional and personal qualifications seen as necessary based on their professional experience and expert knowledge, as well as their personal characteristics. Overall, they are familiar with the Manz Group and with the sector in which the company works.

As a result of his knowledge and experience stemming from his occupation as a public auditor and corporate consultant, Professor Dr. Heiko Aurenz (born 1961) was elected as an independent member of the Supervisory Board with expert knowledge in the fields of accounting and the auditing of financial statements (section 100(5) of the German Stock Corporation Act). Professor Dr. Michael Powalla (born 1963) has extensive knowledge and experience of the photovoltaics business segment in particular, both as the head of the photovoltaics division and a member of the Board of Directors at the Center for Solar Energy and Hydrogen Research Baden-Württemberg (ZSW) and as Professor of Thin-Film Photovoltaics at the Karlsruhe Institute of Technology. Dieter Manz (born 1961) has

especially thorough expertise regarding the Manz Group, its sales markets and competitive environment as the founder of the company and long-time CEO of Manz AG. In addition, as a result of his previous work he fulfills the competence profile goals both with respect to management experience at a mid-sized international company and with respect to expertise and experience in the mechanical engineering industry and in other industries in which the Manz Group works. In addition to his technical expertise in the areas of mechanical engineering and machine control and his knowledge of the Chinese markets, Dr. Zhiming Xu (born 1973) also brings his experience from senior executive positions as the CTO of the Shanghai Electric Automation Group at the Shanghai Electric Group Co., Ltd. to his work on the Supervisory Board.

Apart from the fact that it is composed only of men, all other aspects of diversity have been taken into consideration where the Supervisory Board is concerned. It has an appropriate structure of experience and age. The Supervisory Board has two members with long-term international experience. Furthermore, the Board represents appropriate levels of diversity with respect to educational and professional backgrounds. The members all have academic training. Their range of technical and business administration expertise and experience matches the Manz Group's requirements as an international high-tech mechanical engineering company.

The standard limits for age and tenure with the company to join the Supervisory Board of five full terms of office (25 years) have also been observed.

The Supervisory Board also has an appropriate number of independent members, in its own estimations. In the understanding of the Supervisory Board and Managing Board, there are currently at least two members of the Supervisory Board who are independent in the sense of item 5.4.2 of the Code, namely Professor Dr. Heiko Aurenz and Dr. Zhiming Xu.

3. Diversity in Executive Positions at the company

When filling management positions at the Manz Group, the Managing Board pays attention to diversity in accordance with the recommendation in item 4.1.5 of the Code, striving, in particular, to give due consideration to women. These goals should be pursued in addition to a well-balanced level of technical qualifications. As an international company, the Manz Group has a large number of foreign employees and managers, particularly in Asia. Employees and managers from 28 countries (previous year: 28 countries) work at the Group's various subsidiaries and employees from 24 countries (previous year: 25 countries) work at Manz AG alone. The Managing Board has taken further measures to promote a greater de-

gree of international diversity at the senior management level. For example, in addition to biannual international strategy meetings, a wide range of tools for managing staff and fostering their development have been developed and implemented at an international level.

Women made up 16 % (previous year: 16 %) of the Manz Group's workforce at the end of the 2017 fiscal year. However, women are not yet sufficiently represented in managerial positions. The company offers flexible working hours, which make both part-time and flextime schedules possible.

VII. Manz Performance Share Plan 2012 and 2015

1. Basic Principles

The goal of the subscription rights to Manz shares granted pursuant to the stipulations of the Manz Performance Share Plan 2012 and those granted and to be granted on the basis of the Manz Performance Share Plan 2015, is to encourage members of the Managing Board and other Manz Group managers to facilitate lasting increase in the company's internal and external value, effectively tying their interests to the interests of the company's shareholders as well as other stakeholders. The following section will report on these programs in accordance with item 7.1.3 of the Code.

2. Manz Performance Share Plan 2015

a) Authorization

At the Annual General Meeting held on July 7, 2015, a resolution was passed authorizing the Managing Board, with Supervisory Board approval, to issue a total of up to 59,000 subscription rights ("Performance Shares") to up to 118,000 no-par value bearer shares in Manz AG to executives of affiliates of Manz AG and to Manz AG's own managers below Managing Board level, as well as to managers of affiliates below the executive level, both in Germany and abroad and on one or more occasion up until June 30, 2020. Furthermore, the Supervisory Board was given authorization to issue a total of up to 56,000 subscription rights ("Performance Shares") to up to 112,000 no-par value bearer shares in Manz AG to members of the Manz AG Managing Board, on one or more occasions through June 30, 2020.

b) *Manz Performance Share Plan 2015*

The vesting period for exercising the subscription rights is more than four years. If subscription rights are exercised after the end of the vesting period and within the exercise periods of three months after the respective Annual General Meeting, Manz AG shares are issued to the beneficiaries at the exercise price equal to the legally prescribed minimum issue price, which is currently 1.00 euro each.

The subscription rights can be exercised following the expiry of the vesting period, if and insofar as the respective performance target was reached. The specified performance targets for exercising the subscription rights are the EBITDA margin and the development of enterprise value of Manz AG. The EBITDA margin performance target is calculated as the average of the EBITDA margins according to Manz AG's consolidated financial statements during the performance period of four fiscal years beginning with the fiscal year in which Performance Shares are granted. The development of enterprise value performance target is calculated as the increase in the market capitalization of Manz AG during the performance period of four calendar years beginning with the start of the issue period in which the Performance Shares are granted.

The EBITDA margin and development of enterprise value success targets are each assigned a weighting of 50 % for measuring the total degree of target attainment. There is an "objective," a "minimum value," and a "maximum value" for each performance target. The objective defines the value at which the degree of target attainment for the respective performance target is 100 %. The minimum value designates the lower limit of the target corridor, at or below which the degree of target attainment for the respective performance target is 0 %. The maximum value defines the value at or above which the degree of target attainment is 200 %.

For the EBITDA margin target, the minimum value for an EBITDA margin is 5 %. The objective is an EBITDA margin of 10 %. The maximum value for the EBITDA margin target is reached with an EBITDA margin of 15 %. For the development of enterprise value target, the minimum value is 0 %. The objective is a development of enterprise value of 20 %. The maximum value for this performance target is a development of enterprise value of 30 %.

For each initial number of Performance Shares, up to two Manz AG shares may be issued for the respective tranche in accordance with the total degree of target attainment. However, the value of the Performance Shares when the option is exercised is limited to 300 % of the value of the Performance Shares at the time of allocation and if this value is exceeded the final number of Performance Shares

is correspondingly reduced (cap). Furthermore, in the event of extraordinary developments the Supervisory Board and the Managing Board are entitled, at their discretion, to limit the ability of members of the Managing Board and other managers to exercise the granted subscription rights.

Manz AG may fulfill exercised Performance Shares with the issue of new no-par value bearer shares from the Conditional Capital II which was created for this purpose. Manz AG is also authorized to deliver treasury shares. Furthermore, in lieu of delivering shares, Manz AG is entitled to pay out the value of the shares that would have to be delivered following the exercise of Performance Shares, less the exercise price.

c) *Subscription rights granted on the basis of the Manz Performance Share Plan 2015*

The Supervisory Board granted members of the Managing Board a total of 8,028 subscription rights to up to 16,056 Manz AG shares in the 2015 fiscal year. In addition, the Managing Board granted a total of 6,835 subscription rights for up to 13,670 Manz AG shares for the members of the Managing Boards of affiliates and members of Manz AG management below the Managing Board level, as well as members of management of affiliates below the executive level in the 2015 fiscal year. As of Wednesday, February 28, 2018, there remains a total of 14,863 subscription rights to up to 29,726 shares in Manz AG. Following the expiry of the vesting period and attainment of the targets, the subscription rights may be exercised no earlier than during the 2019 fiscal year.

The Supervisory Board granted members of the Managing Board a total of 15,336 subscription rights to up to 30,672 Manz AG shares in the 2016 fiscal year. In addition, the Managing Board granted a total of 9,902 subscription rights to up to 19,804 Manz AG shares to the members of the Managing Boards of affiliates and members of Manz AG management below the Managing Board level and members of management of affiliates below the executive level in the 2016 fiscal year. As of Wednesday, February 28, 2018, there remains a total of 25,238 subscription rights to up to 50,476 shares in Manz AG. Following the expiry of the vesting period and attainment of the targets, the subscription rights may be exercised no earlier than during the 2020 fiscal year.

The Supervisory Board granted members of the Managing Board a total of 4,544 subscription rights to up to 9,088 Manz AG shares in the 2017 fiscal year. In addition, the Managing Board granted a total of 13,907 subscription rights to up to 27,814 Manz AG shares to the members of the Managing Boards of affiliates and members of Manz AG management below the Managing Board level and mem-

bers of management of affiliates below the executive level in the 2017 fiscal year. As of Wednesday, February 28, 2018, there remains a total of 18,451 subscription rights to up to 36,902 shares in Manz AG. Following the expiry of the vesting period and attainment of the targets, the subscription rights may be exercised no earlier than during the 2021 fiscal year.

3. Manz Performance Share Plan 2012

a) Authorization

At the Annual General Meeting held on June 19, 2012, a resolution was passed authorizing the Managing Board, with Supervisory Board approval, to issue a total of up to 27,000 subscription rights for the subscription of a total of up to 108,000 no-par value bearer shares in Manz AG to executives of affiliates of Manz AG and Manz AG's own managers below the Managing Board level, as well as to managers of affiliates, both domestic and foreign, on one or more occasions until May 31, 2017. Furthermore, the Supervisory Board was given authorization to issue a total of up to 37,000 subscription rights for subscription of a total of up to 148,000 no-par value bearer shares in Manz AG to members of Manz AG's Managing Board, on one or more occasions until May 31, 2017.

The authorization was revoked by a resolution passed at the Annual General Meeting of July 7, 2015, insofar as no subscription rights had been issued on the basis of this authorization.

b) Functioning of the Manz Performance Share Plan 2012

The vesting period for exercising the subscription rights is more than four years. If subscription rights are exercised after the end of the vesting period and within the exercise periods of three months after the respective Annual General Meeting, Manz AG shares are issued to the beneficiaries at a price of 1.00 euro each.

The subscription rights may, however, be exercised only if and insofar as the respective target has been achieved (performance component). The target for each individual tranche comprises the average of the EBIT margins (ratio of earnings before interest and taxes to revenue) disclosed in the Manz Group's audited and approved consolidated financial statements pursuant to IFRS for the fiscal year in which the vesting period ends, as well as the preceding three fiscal years. The subscription rights may be exercised only if the company achieves an average EBIT margin of at least 5 % (minimum target). If the minimum target is achieved or exceeded, a success factor will be applied when calculating the number of shares to be issued for each subscription right. This factor is based on a scale

that increases progressively above the standard target, as detailed in the Manz Performance Share Plan 2012. The success factor scale ranges from a factor of 0.5 on achieving the minimum target to a factor of 1.00 on achieving an average EBIT margin of 10 % (standard target) and to a factor of 2.0 upon achieving an average EBIT margin of at least 15 % (stretch target).

The number of shares that the subscription rights entitle beneficiaries to acquire is also dependent on a loyalty component; in other words, when exercising subscription rights, the number of shares to be granted increases the longer the subscription rights are held by the respective beneficiaries, up to an additional four years after the end of the initial vesting period of over four years. According to the scale, which is explained in more detail in the Manz Performance Share Plan, this loyalty factor ranges from a factor of 1.0, which applies when exercising the subscription rights within the fifth calendar year after their issue, to a factor of 2.0, which applies when exercising the corresponding subscription rights in the eighth calendar year after their issue.

The number of subscription rights exercised by the respective beneficiary is multiplied by the applicable success factor, which is determined according to the degree to which the performance target has been achieved and by the respective applicable loyalty factor, which is calculated according to the length of time that the subscription rights have been held. The figure calculated in this way equals the number of shares that the beneficiary will receive by exercising the tranche in question in return for payment of the issue price per share. Each subscription right consequently entitles the holder to purchase up to four Manz AG shares – if the maximum success factor of 2.0 and the maximum loyalty factor of 2.0 are applied.

The Managing Board and Supervisory Board have made provision, in the conditions for subscription right plans, for an option to limit the ability of members of the Managing Board and other members of management to exercise granted subscription rights in the event of extraordinary developments.

c) *Subscription rights granted on the basis of the Manz Performance Share Plan 2012*

The Supervisory Board granted members of the Managing Board a total of 2,658 subscription rights to up to 10,632 Manz AG shares in the 2014 fiscal year. In addition, the Managing Board granted a total of 2,536 subscription rights to up to 10,144 Manz AG shares to members of the Managing Boards of affiliates and members of Manz AG management below the Managing Board level and members of management of affiliates below the executive level in the 2014 fiscal year.

As at February 28, 2018, there remains a total of 5,194 subscription rights to up to 20,776 shares in Manz AG. Following the expiry of the vesting period and attainment of the targets, the subscription rights may be exercised no earlier than during the 2019 fiscal year.

4. Amount of existing Performance Shares

The following table shows the Performance Shares (subscription rights) that are held by current and former members of the Managing Board and other Manz Group managers as of Wednesday, February 28, 2018, as well as the maximum number of Manz AG shares to be issued when these rights are exercised:

Beneficiaries	Performance Share Plan 2012		Performance Share Plan 2015	
	Subscription rights	Max. shares ¹⁾	Subscription rights	Max. shares ²⁾
Dieter Manz Chair of the Managing Board (through 7/4/2017)	1,670	6,680	10,012	20,024
Martin Drasch Member of the Managing Board (since 8/1/2015)	0	0	11,220	22,440
Members of the managing boards of affiliates	902	3,608	12,109	24,218
Other managers	1,634	6,536	18,535	37,070
Total	4,206	16,824	51,876	103,752

1) Maximum number of shares to be issued if Performance Shares are exercised with maximum achievement of performance targets and with the maximum holding period.

2) Maximum number of shares to be issued if Performance Shares are exercised with maximum achievement of performance targets.

VIII. Compliance Management System

In our own estimation, the Manz Group has an appropriate compliance management system geared towards the risk exposure of the company. The following section will describe the basic principles of this system in accordance with item 4.1.3 of the Code.

1. Importance of Compliance at Manz

As an international, publicly listed company, the topic of compliance is especially important to the Manz Group and is correspondingly complex. National legal systems, as well as political, social and cultural conditions must be taken into consideration.

We have defined measures to minimize this risk based on an internal risk analysis and initiated a process to install a Group-wide compliance management system. To ensure it is effective, our compliance management system must adapt to business-specific risks and several local legal requirements.

2. Recognition of Our Compliance Responsibilities

The management and employees of the Manz Group expressly commit to complying with all applicable legal regulations and the principles of ethical and moral integrity. The "Manz AG Code of Conduct" prepared by the Managing Board and binding for all members and managers within the Manz Group establishes how we will fulfill our compliance duties. It includes the following specific aspects:

a) Behavior in the professional and corporate environment

(1) Compliance with the law

We, meaning all employees and managers (jointly referred to as "employees") of the Manz Group ("Manz") will comply with applicable legal regulations and company guidelines. We will observe applicable legal prohibitions and obligations, even if these result in temporary economic disadvantages or difficulties for the company or for individuals. Managers, who must endeavor to fulfill these requirements as much as possible as part of their duty to act as role models. If national laws establish more restrictive regulations than the provisions applicable at Manz, the national laws will take precedence.

(2) Avoiding conflicts of interest

Business decisions are made exclusively in the company's best interests at Manz. Conflicts of interest regarding private concerns, ulterior economic activities or activities of any other nature, including those of family members or other individuals to the organization, should be avoided from the outset. If such conflicts of interest do occur, they must be resolved in accordance with the law and applicable guidelines. The conflict must be described in a transparent manner for this to occur.

In general, employees must disclose secondary employment and receive approval within the framework of their applicable employment agreements. As a general rule, secondary employment at competitors of the Manz Group cannot be approved.

(3) Fair competitive behavior

Manz asserts itself in competition through quality, strength of innovation and global presence. In order to gain the trust of our customers and business partners, we reject all forms of corruption. This means that each employee complies with regulations on competition in their specific area of responsibility. Agreements with competitors that violate antitrust law, for example regarding prices or other conditions, are prohibited.

Suppliers are commissioned based on objective and clear criteria. Improper grounds may not play a role in their selection.

We ensure that invitations, gifts and financial benefits cannot be construed as having had any influence on our business activities.

When commissioning individuals to broker business transactions, Manz ensures that commission payments and other compensation are appropriate in relation to the services performed.

Manz is an international company. It observes relevant trade controls and regulations on import and export controlling and embargoes.

Manz takes all necessary measures to prevent money laundering within its sphere of influence.

(4) Occupational and health protection

In addition to our economic success, the safety and health of our employees is a key corporate goal. Each of our employees promotes safety and health protection within their work area by complying with regulations.

(5) Treating resources carefully

Both while developing new products and services and in operating production equipment, we ensure that negative impacts on the climate and environment are kept to the lowest possible level through a responsible use of resources.

Each employee is responsible for treating natural resources carefully and helping to protect the environment and the climate through their individual behavior.

b) *Handling information*

(1) Protecting operating and trade secrets

We ensure that other companies do not obtain Manz operating and trade secrets. Manz employees are strictly prohibited from trying to find out the operating and trade secrets of other companies.

Manz employees are aware of the importance of confidentiality agreements. Therefore, they must always comply with contractual confidentiality obligations, even if they extend beyond legal requirements.

Employees who obtain concrete information on circumstances not publicly disclosed that, if publicized, would significantly influence the stock market price of Manz shares or derivative financial instruments, may not trade in shares or other financial instruments of Manz AG based on this insider information and may not transmit this information to third parties, no matter whether said insider information is transmitted deliberately or simply through gross carelessness.

(2) Data privacy and data security

Manz places a high value on the security of its employees' and business partners' data. No personal information may be collected or processed without the consent of the affected party, unless required by law.

When using personal information in the course of business transactions, all Manz employees must ensure protection of the private sphere and treat personal information as confidential.

Data on the identity of business partners and the object of business relationships are protected against unauthorized access by third parties using suitable technical measures.

(3) Reporting

Transparent and truthful communication in both internal and external reporting is of great importance to Manz. Each employee ensures that external reports, records and other documents are in accordance with applicable legal regulations and standards, always complete and correct and are always completed on time, in accordance with system requirements.

c) *Integrity in ethical and moral behavior*

(1) Respect

Manz employees are required to treat others with respect at all times. Any form of discrimination in interactions with colleagues, employees and business partners relating to age, disability, national origin, skin color, sex, sexual orientation, religion, world view or other personal characteristics is prohibited.

Fostering a culture of equal opportunity, mutual trust and respect is highly important to us.

We respect internationally recognized human rights and support compliance with those rights. We strictly reject all forms of forced labor and child labor.

We respect the right to free expression, the protection of personal rights and the private sphere. However, each employee should be aware that they may also be considered a representative of the company through their behavior and appearance in public.

(2) Appropriate compensation

We recognize the right to appropriate compensation for all our employees. Wages and other benefits fulfill at least applicable national and local legal standards.

(3) Social engagement

We are engaged in our local areas in different ways. We make donations and engage in other forms of social engagement, solely in the interest of the company.

We do not give any financial benefits, in particular donations or sponsorships, to political parties, either domestically or abroad, or to any political or similar organizations, individual elected officials, or candidates for political office. We follow legal regulations on lobbying and avoid having an improper influence on politics and legislation under all circumstances.

3. Compliance Organization

Our compliance management system is intended to ensure that our business practices comply with applicable law around the world and with the principles set forth here.

Manz provides its employees with concrete specifications on ethical and legal behavior through internal behavioral codes. In addition, we have established binding requirements for our employees in some areas, such as on how to handle gifts and invitations.

Furthermore, the Managing Board has established responsibilities and reporting obligations with respect to compliance with applicable law.

4. Compliance Training and Advising

All managers and employees in positions with unique risks must complete regular compliance training sessions on correct legal behavior within their areas of responsibility. Our company-wide compliance training program consists of in-person training sessions and web-based training.

The goal of this training is to maintain awareness of compliance-related issues. This begins with the orientation that all new employees receive and continues with further training sessions and refresher courses, followed by ongoing intensification of the culture of integrity by the management team.

5. Monitoring compliance and protecting whistle blowers

A compliance report is prepared annually and submitted to the Managing Board and Supervisory Board for review. Furthermore, the Managing Board initiates the completion of random controls based on compliance audits.

Every employee of the Manz group can submit tips on legal violations within the company through a confidential process. These tips are transferred to our compliance organization. Furthermore, they can also report potential misconduct to the compliance organization directly through the Managing Board or managers.

Reutlingen, March 2018

Manz AG

The Managing Board The Supervisory Board