



Update of the Declaration of conformity of December 14, 2016 by the Executive Board and the Supervisory Board of JENOPTIK AG

According to § 161, Para. 1, Sent. 1 of the German Stock Corporation Act (AktG) the Executive Board and the Supervisory Board of a listed company are required to declare annually that the recommendations of the Governmental Commission on the German Corporate Governance Code as published by the Federal Ministry of Justice in the official section of the Federal Gazette (Bundesanzeiger) have been and are being complied with or to indicate which recommendations have not been or are not applied and why not.

The Executive Board and Supervisory Board of JENOPTIK AG support the recommendations of the "Governmental Commission on the German Corporate Governance Code" and state that pursuant to § 161, Para. 1, Sent. 1 of the German Stock Corporation Act:

Since the last declaration of conformity dated December 14, 2016 up to September 14, 2017 (conclusion of a new contract of employment with the Chief Financial Officer, Hans-Dieter Schumacher), the recommendations of the Governmental Commission on the German Corporate Governance Code ("Code") in the version dated February 7, 2017 have been complied with the exceptions 1. to 4. listed below; since September 14, 2017 all recommendations have been complied with and will be complied with in future with the exception stated under 4.:

1. In accordance with Point 4.2.3 Para. 2 Sent. 6 of the Code, the remuneration of the Executive Board shall be capped with maximum levels as regards both the variable components and in the aggregate.

When concluding the contract of employment with the President & CEO, Dr. Stefan Traeger, in December 2016 this recommendation was already taken into account. With the reappointment of Hans-Dieter Schumacher as a member of the board and the associated renewal of the employment contract on September 14, 2017 this recommendation will be followed also with respect to Hans-Dieter Schumacher.

2. In accordance with Point 4.2.3. Para. 4 of the Code it shall be ensured when concluding contracts of employment with members of the Executive Board that payments including fringe benefits made to an Executive Board member due to early termination of his contract do not exceed twice the annual remuneration (Severance Cap) and do not compensate for more than the remaining term of the employment contract. The Severance Cap shall be calculated on the basis of the total remuneration paid for the previous fiscal year and, if appropriate, shall take into account the expected total remuneration for the current fiscal year.

Since the conclusion of the contract of employment with the President & CEO, Dr. Stefan Traeger, in December 2016, this recommendation has been followed and will be followed in full.

3. *In accordance with Point 5.4.6. Para. 2 Sent. 2 of the Code the remuneration of the members of the Supervisory Board shall be linked to sustainable growth of the company if they are granted performance-related remuneration.*

According to the resolution of the Annual General Meeting on June 7, 2017 the remuneration of the Supervisory Board was converted to a purely fixed remuneration, therefore the members of the Supervisory Board are not entitled to a performance-related remuneration any more. Consequently, the company cannot deviate from this recommendation any longer, the recommendation has been followed since June 7, 2017 and will also be followed in the future.

4. *In accordance with Point 5.4.1 Para. 2 Sent. 2 of the Code the Supervisory Board shall specify a regular limit to the Supervisory Board members' term of office when naming concrete objectives regarding its composition.*

This recommendation **has not been followed and will not be followed in the future**. The Supervisory Board has decided not to specify a regular limit regarding the Supervisory Board members' term of office. Such limit is not consistently compatible with the procedure for elections of employee representatives to the Supervisory Board as stipulated in the German Co-Determination Act.

September 2017
JENOPTIK AG



On behalf of the Executive Board
sign. Dr. Stefan Traeger
President & CEO



On behalf of the Supervisory Board
sign. Matthias Wierlacher
Chairman of the Supervisory Board