

## **Statement of Compliance by WILD BUNCH AG as of April 2019**

The Management Board and Supervisory Board of WILD BUNCH AG (“Wild Bunch”) herewith declare pursuant to Sec. 161 AktG [“Aktengesetz”: German Stock Corporation Act] that since the last declaration of compliance of July 2017 the recommendations of the Government Commission on the German Corporate Governance Code as of April 2018 have been complied with the exception of the points discussed below. Wild Bunch has complied and will continue to comply with the recommendations made in the version of the German Corporate Governance Code dated 17 February 2017 published in the Bundesanzeiger [German Federal Gazette] with the following exceptions:

### **Total remuneration of the Management (4.2.2)**

In assessing the appropriateness of the remuneration of the Management, the ratio to the remuneration of senior executives and the workforce was only partially taken into account.

Reason: The terms of the management service contracts with the three other management members at the time were determined in the course of the merger with Wild Bunch S.A. The corresponding practice at Wild Bunch S.A. had to be considered. In addition, there was a reference to the remuneration of Mr Max Sturm, the determination of which had not yet been based on such a recommendation of the Code. This remuneration structure was also retained in the renegotiation of Management contracts.

### **Use of sample tables for the presentation of remuneration components (4.2.5 para. 4 in conjunction with Annex)**

The individual components of the remuneration of members of the Management are not presented using the model tables.

Reason: Wild Bunch prepares the remuneration report in continuous text form.

### **Composition of the Management/ Diversity (5.1.2)**

The Management consists of Vincent Grimond and Max Sturm. To date, women have not been considered when filling Management positions.

Reason: As part of the negotiations on the merger with Wild Bunch, it was agreed that the Wild Bunch management board would be expanded to include members of the Wild Bunch management. There was no woman among these members of management. The appointment of Mr Chioua and Mr Maraval ended last year. The Supervisory Board has not provided for a replacement. If an application and selection process takes place in the future, the Supervisory Board will again specifically aim to recruit suitable women and take women into account when selecting them for a Management position.

### **Formation of a Nomination Committee (5.3.3)**

The Supervisory Board has not formed a nomination committee.

Reason: By resolution of the Supervisory Board dated 22 August 2011, an Audit Committee and an Investment Committee were established (5.3). The formation of a Nomination Committee (5.3.3), which is composed exclusively of shareholder representatives and which proposes suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting, is currently still waived. On the one hand, due to the size of the company, no employee representatives are members of the Supervisory Board, and on the other hand, new appointments should be discussed by the entire Supervisory Board from the outset.

### **Publication of the consolidated financial statements within 90 days, of the interim report within 45 days (7.1.2)**

Wild Bunch endeavours to publish the consolidated financial statements within 120 days and the interim report within 90 days. Wild Bunch did not publish the consolidated financial statements for the 2017 reporting year within 120 days until 30 April 2018.

Reason: The preparation and adoption of the 2017 consolidated financial statements required considerable organisational resources, particularly in light of the merger with Wild Bunch S.A.

### **Diversity concept pursuant to Section 289f (2) No. 6 HGB**

The Management and Supervisory Board have not yet drawn up an independent diversity concept in accordance with Section 289f (2) No. 6 HGB with regard to the composition of the authorized body and the Supervisory Board with regard to aspects such as age, gender, educational or professional background. The Management and the Supervisory Board are of the opinion that, in addition to the objectives for the composition of the Management and the Supervisory Board and the measures to promote diversity that have been implemented and aspired to in the company to date, an additional diversity concept does not bring any substantial added value. A review of these principles in the 2018 financial year did not lead to any divergent findings. The Management and the Supervisory Board will, however, review whether it makes sense to draw up an independent diversity concept in the 2019 financial year.

### **Report on target achievement of women's quota (§ 289f Para. 2 No. 4 HGB)**

In May 2015, the Bundestag passed a law on the equal participation of women and men in management positions. In accordance with the statutory requirements, which affect the Company as a listed and not co-determined company, binding targets have been set for the Supervisory Board, the Management and the next management level of the Company. The targets for the Supervisory Board and the Management are set by the Supervisory Board, while those for the two management levels below the Management are set by the Management.

In detail, the following was decided for the individual levels:

- Supervisory Board: With effect from 30 June 2017, the Supervisory Board has set a target figure of at least one woman for the period up to 30 June 2022 when the Supervisory Board consists of six members. Following the resignation of Prof. Katja Nettesheim from her Supervisory Board mandate, a previously non-existent replacement with one woman and the current appointment of four members to the Supervisory Board, the target has not yet been reached.

- Management: With effect from 30 June 2017, the Supervisory Board has set a target of zero percent for the period up to 30 June 2022. The Management currently consists of two members. If an application and selection process takes place in the future, the Supervisory Board will again specifically aim to recruit suitable women and take women into account when selecting them for a Management position.

- Management level below the Management: The target figure of 30 percent women for the management level below the Management set by the Management for the period up to June 30, 2022 continues to be met. There is no second management level below the Management.

Berlin, April 2019

WILD BUNCH AG

The Management Board

The Supervisory Board