

Declaration of Conformity with German Corporate Governance Code in accordance with Section 161 German Stock Corporation Act (AktG)

VARTA AG conforms to the recommendations of the German Corporate Governance Code as published in the version of February 07, 2017, made available by the Federal Ministry of Justice in the official section of the Federal Gazette on April 24, 2017, with the exception of Point 3.8 (3) (Amount of D&O insurance deductible for the Supervisory Board), Point 4.2.3 (2) (Contractually defined upper limit for Executive Board contracts), Point 5.1.2 (2) (Age limits for members of the Executive Board), as well as Point 5.4.2 (3) (Number of former Executive Board members on the Supervisory Board) and shall also conform to the recommendations of the German Corporate Governance Code in the version dated February 07, 2017, in the future with the mentioned deviations.

Amount of D&O insurance deductible for the Supervisory Board (Point 3.8 (3))

Since the members of the Supervisory Board perform their duties responsibly and in the best interests of the company, the management is of the opinion that a deductible as such is not liable to increase the commitment and sense of responsibility of the Supervisory Board members.

Contractually defined upper limit for Executive Board contracts (Point 4.2.3 (2))

Currently, not all Executive Board contracts stipulate contractually defined upper limits. The Supervisory Board does not consider such upper limits to be necessary in view of the parameters set for the variable remuneration components and will act appropriately when setting the variable remuneration.

Age limits for members of the Executive Board (Point 5.1.2 (2))

Given the need to maintain a degree of necessary flexibility, the Supervisory Board is of the opinion that such an age limit does not best reflect the company's best interests. The current employment contracts of Executive Board members are not renewed automatically. The Supervisory Board shall consider the age of the candidate in its decision regarding any extension or new employment contracts for members of the Executive Board.

Number of former Executive Board members on the Supervisory Board (Point 5.4.2 (3))

Three former Executive Board members of VARTA AG are now members of the Company's Supervisory Board. The Supervisory Board is in no doubt that its members will fulfill their monitoring tasks responsibly and focus solely on what is in the best interests of the Company when carrying out Supervisory Board activities.

Ellwangen, March 2020

On behalf of the Supervisory Board

the Executive Board

DDr. Michael Tojner
Chairman

Herbert Schein
CEO

Steffen Munz
CFO