

**VARTA AG Executive Board and Supervisory Board:
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 7, 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), Point 5.4.1 (2) (specification of concrete objectives for the Supervisory Board and competence profile) and Point 6.1 (1) (equal treatment of investors) and shall also conform to the recommendations of the German Corporate Governance Code 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 interest of the company, VARTA AG takes the view 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 interests. The current employment contracts of Executive Board members are not renewed automatically and do not extend beyond 2021 in any case. The Supervisory Board shall consider the age of the candidate in its decision regarding new employment contracts for members of the Executive Board.

Specification of concrete objectives of the Supervisory Board and competence profile of the Supervisory Board (Point 5.4.1 (2))

To date, the Supervisory Board has not set any specific targets or prepared a competence profile. The Supervisory Board will tackle both of these matters in 2019.

Equal treatment of investors (Point 6.1 (1))

This recommendation will be followed with the exception of facts relating to investors who are also members of the Supervisory Board.

Ellwangen, March 2019

On behalf of the Supervisory Board

DDr. Michael Tojner
Chairman

The Executive Board

Herbert Schein
CEO

Steffen Munz
CFO