

Art. 289a German Commercial Code (HGB) Statement of Compliance

EDAG Engineering Group AG, as a Swiss company listed at the German Stock Exchange in Frankfurt is direct subject neither to the Swiss Code of Best Practice (Swiss Code) nor the German Corporate Governance Codex. Nonetheless, EDAG decided to essentially comply with the Swiss Code unless actual circumstances require a deviation from it.

The principles and objectives of Corporate Governance are stated in the Swiss Code of Obligations, the Articles of Association, Organizational Group Regulations of the Group, and the EDAG –Group Code of Conduct. Articles of Association, Organizational Group Regulations and Code of Conduct are regularly reviewed and revised accordingly.

The Articles of Association can be downloaded at <http://ir.edag.com/edag/pdf/satzung.pdf>, the Code of Conduct at <http://www.edag.de/en/edag/edag-an-overview.html>.

For details to relevant Corporate Governance Practices pursuant to Art. 289a para. 2 nr. 2 HGB, please reference to the Annual Report, Section 2. Corporate Governance at http://ir.edag.com/edag/pdf/2015_Consol_Financial_Statements_EN.pdf; which as well contains the description of working methods of the Board of Directors and the Group Executive Management as well as the composition and procedures of the Committees pursuant to Art. 289a para. 2 nr. 3 HGB, which are part of this statement of compliance.

End of 2015, EDAG Engineering GmbH had a quota 8.3% of female executive managers in the first two levels below the managing directors. This quota shall be raised until 2020, for Germany, the target quota of female executive managers is 10%. The overall quota of female employees in EDAG Engineering GmbH is 17.9% in all management- levels at 4.2%

To meet the sustainable quota of female executive managers, EDAG founded the initiative women@EDAG. A comprehensive measure catalog for the recruitment, retention and promotion of female employees and executive managers was developed.

For the supervisory board of EDAG Engineering GmbH, the board decided on October 7th, 2015 that the current quota of 16.0% female board members shall be sustained separately for representatives both of the shareholders and the employees. For the managing directors it was decided that the current quota of 0.0% shall be maintained.

The supervisory board of EDAG Engineering Holding GmbH did not yet decide on a quota as the supervisory board did not meet beyond its constitutive meeting. Currently, the supervisory board has a female quote of 16.0%. The managing directors have a quote of 50.0%.