

**Amendment to the 25 January 2017 declaration by the Management Board and Supervisory Board
of *aap* Implantate AG on the recommendations of the**

**“Government Commission German Corporate Governance Code”
pursuant to Section 161 of the German Companies Act (AktG)**

The Management Board and Supervisory Board of *aap* Implantate AG stated in their 25 January 2017 Declaration of Compliance that the company complies with the recommendations and suggestions of the “Government Commission German Corporate Governance Code” (“Government Commission”) in the version dated 5 May 2015 and published by the Federal Ministry of Justice in the Federal Gazette (Bundesanzeiger) on 12 June 2015 with the exceptions listed therein. The Management Board and Supervisory Board amend this declaration as follows:

Multi-year Calculation Basis and Cap on Variable Compensation Components of the Management Board’s Compensation (Section 4.2.3 para. 2, sentence 3 and sentence 6)

In amending the Management Board members’ employment contracts, *aap* Implantate AG reached agreement with Management Board members Bruke Seyoum Alemu and Marek Hahn on variable compensation components capped at a maximum amount with a multi-year calculation basis, as well as on such variable compensation components having neither a capped maximum amount nor a multi-year calculation basis. The Supervisory Board is of the opinion that the relevant remuneration elements, which include the payment of a special allowance only in the case of certain extraordinary events, provide an incentive for the Management Board in the best interests of the company. The hereby intended alignment of the interests of shareholders and Management Board members would be undermined by imposing a ceiling on the amount. A multi-year calculation basis is precluded in the case of compensation to be granted only when particular special events occur.

Presentation of the Compensation of Management Board members (Section 4.2.5, sentence 5 and sentence 6)

In the remuneration report in the combined Management Report for the annual and consolidated financial statements 2016, *aap* Implantate AG has, for the first time, provided the information recommended in Section 4.2.5, sentence 5 GCGC, and has used for this purpose the model tables provided in accordance with the recommendation in Section 4.2.5, sentence 6 GCGC. The company has therefore followed the recommendations under Section 4.2.5, sentence 5 and sentence 6 GCGC. The Management Board and Supervisory Board intend to follow these recommendations in the future as well. The corresponding deviation in the company’s 25 January 2017 Declaration of Compliance is therefore no longer necessary.

It all other respects, the Declaration of Compliance issued on 25 January 2017, including the deviations from individual Code recommendations and suggestions stated therein, continues to apply.

Berlin, 11 August 2017

For the Supervisory Board



Biense Visser
Supervisory Board Chairman

For the Management Board



Bruke Seyoum Alemu
Management Board Chairman