

Tuff Group AG

Declaration of compliance with the German Corporate Governance Code (DCGK)

The Management Board and the Supervisory Board of Tuff Group AG have issued the following declaration of compliance with the German Corporate Governance Code (version of 7 February 2017) in accordance with Section 161 German Stock Corporation Act (*Aktiengesetz, AktG*):

Tuff Group AG's Management and Supervisory Boards welcome and support the German Corporate Governance Code (GCGC) and the objectives it pursues. Tuff Group AG follows the recommendations of the GCGC in the version dated 7 February 2017 and will continue to do so in future with the following exceptions for the reasons below:

D&O insurance

The D&O insurance concluded for the Management and Supervisory Boards does not include a deductible for members of the Supervisory Board (Item 3.8 GCGC). The Company is of the opinion that the inclusion of a deductible is not necessary to urge the members of the supervisory board to a responsible behavior as they are already obliged to a responsible behavior in the best interest of the company qua their office and that an inclusion of a deductible may prevent potential suitable candidates from assuming the office as members of the supervisory board.

Age limit for members of the Management and Supervisory Board

There is no age limit for members of the Managing and Supervisory Board (Items 5.1.2 and 5.4.1 GCGC). The Company is of the opinion that the determination of an age limit is not appropriate as the Company shall also benefit from the knowledge and experience of older persons in the work of the Managing and Supervisory Boards.

Committees

In view of its low number of members, the Supervisory Board has not formed any committees (Item 5.3 GCGC).

Constitution of the Supervisory Board

According to the supervisory board it currently does not contain any independent member (Item 5.4.2 GCGC) as the supervisory currently only consists of three members. However, the articles of association of the Company demand a supervisory board with four members. Thus, an independent member of the supervisory board according to the GCGC shall soon be appointed by the shareholders' meeting of the Company.

Munich, January 2019

Tuff Group AG

The Management Board

The Supervisory Board