

Convenience Translation – the German version is the only legally binding version

**Joint Declaration by the Executive Board and the Supervisory Board
of Deutsche EuroShop AG
With Regard to the Recommendations of the Government Commission
'German Corporate Governance Code', in accordance with section 161 of the
German Public Limited Companies Act (*Aktiengesetz* – "AktG")**

The Executive Board and the Supervisory Board of Deutsche EuroShop AG declare that the Company has complied with, and will continue to comply with, the recommendations of the Government Commission on the German Corporate Governance Code (as published by the German Federal Ministry of Justice in the official section of the electronic German Federal Gazette (*Bundesanzeiger*) on 4 July 2003, and as amended on 5 May 2015), subject to a limited number of exceptions as indicated below:

1. The D&O insurance policy taken out for the Supervisory Board does not provide for any deductible. (Section 3.8)

In accordance with the statutory provisions of Article 93 (2) sentence 3 AktG, a deductible was agreed upon for the Executive Board. No deductible is foreseen for the Supervisory Board in the future. In the Executive Board and Supervisory Board's view, a deductible has no effect on the sense of responsibility and loyalty with which the committee members approach their assigned duties and functions.

2. The Supervisory Board did not select a senior management team for the compensation comparison. (Section 4.2.2)

Since the staff of Deutsche EuroShop AG consists of just four people, it would not make sense to differentiate between these and a senior management team. In this respect, only the relationship between the compensation paid to members of the Executive Board and that paid to the overall staff can be considered by the Supervisory Board.

3. No limit is determined for the terms of office of members of the Supervisory Board. (Section 5.4.1).

The Supervisory Board believes that professional qualifications and skills represent the key criteria for members of the Supervisory Board. Limiting the term of office could end qualified and successful terms on the Supervisory Board.

4. The consolidated financial statements are published within 120 days of the end of the financial year (Section 7.1.2)

It is important to the Company to publish audited financial statements that have been approved by the Supervisory Board. An earlier publication date is not feasible due to the schedules for the preparation, auditing and adoption of the financial statements. Unaudited data of relevance to the capital market is published in advance.

Hamburg, 27 November 2015

**The Executive Board and the Supervisory Board
Deutsche EuroShop AG**