



Corporate Governance

Declaration of Compliance 2015

Joint Declaration of the Executive Board and the Supervisory Board of STADA Arzneimittel AG concerning the German Corporate Governance Code pursuant to § 161 of the German Stock Corporation Act (*AktG*)

STADA Arzneimittel AG (“**STADA**”) had been complied with the recommendations of the German Corporate Governance Code in the version of June 24, 2014 (published on September 30, 2014 in the Federal Gazette) since the last Declaration of Compliance on November 11, 2014, except the deviations as mentioned there, and STADA will comply with the recommendations of the German Corporate Governance Code in the version of May 05, 2015 (published on June 12, 2015 in the Federal Gazette) in future with the following deviations:

Section 5.3.3: Nomination Committee for Supervisory Board elections

In view of the size of STADA’s Supervisory Board with six shareholder representatives the Supervisory Board believes that such an additional committee is structurally superfluous, but assigned the task of a nomination panel to the Chairmen of the Human Resources Committee and the Audit Committee; the additional remuneration, which pursuant to the articles of incorporation would be payable to Supervisory Board members involved in such a committee, is thus avoided.

Section 5.4.1 Sentence 2: Age limit and regular limit of length of membership for the members of the Supervisory Board

The objectives specified by the Supervisory Board regarding its composition do not contain an age limit or a regular limit of length of membership of the Supervisory Board. In the opinion of the Supervisory Board, age is not a suitable criterion for choosing qualified candidates (male or female) and the Company shall in principle be made available as well the expertise of long-time experienced supervisory board members. A solely age-related disqualification or a limit of maximum length of membership defined in advance is not considered appropriate by the Supervisory Board.

Section 6.2: Shares held by members of the Executive Board and the Supervisory Board

The purchase and sale of STADA shares and options by members of the Executive Board and the Supervisory Board and by closely related persons mentioned in the law are reported to the Company itself and to the German Federal Financial Supervisory Authority (*BaFin*) in accordance with legal requirements and are published in accordance with legal requirements. However, the respective holdings of shares and options to purchase and sell such shares by individual members of the Executive Board and Supervisory Board are not published in the Corporate Governance Report. The Supervisory Board and the Executive Board are of the opinion that compliance with the legal requirements provides sufficient transparency.

For STADA, the recommendations of the German Corporate Governance Code serve as a general basis for the Company’s activity. In daily practice, however, individual situations may occur in which the application of the Code would lead to limitations in the flexibility of the

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Company or in the proven corporate practice. In the interest of good corporate governance deviations from the recommendations of the Code may take place in those individual cases. STADA will, however, regularly review and, if necessary correct compliance with the Code and the above mentioned exceptions.

Bad Vilbel, October 08, 2015

signed
Dr. Martin Abend
Chairman of the Supervisory Board

signed
Hartmut Retzlaff
Chairman of the Executive Board