

Declaration of Conformity with the German Corporate Governance Code pursuant to Section 161 AktG

Wording of the last Declaration of Conformity with the German Corporate Governance Code pursuant to Section 161 AktG

The Executive Board and Supervisory Board of DEMIRE Deutsche Mittelstand Real Estate AG (the „Company“) monitor compliance with the German Corporate Governance Code. They hereby declare that the Company has been complying with and will continue to comply with the recommendations of the „Government Commission German Corporate Governance Code“ in the version dated May 5, 2015, announced by the Federal Ministry of Justice in the official section of the electronic Federal Gazette, with the following exceptions:

- Article 3.8: A deductible for D&O insurance was agreed for the Executive Board but is not planned for the Supervisory Board. It is the Company’s opinion that an agreement for such a deductible for Supervisory Board members would significantly reduce the appeal of a position on the Company’s Supervisory Board and thereby have a negative impact on the chances of attracting adequate candidates for a position on the Company’s Supervisory Board.
- Article 5.3: The Supervisory Board does not form committees since it consists of only three members.
- Article 5.4.1: No age limit nor a limit for the regular length of membership have been established for members of the Supervisory Board. In the Company’s opinion age is not an appropriate criterion to be used for the election of Supervisory Board members.
- Article 7.1.2: 1. The Company will continue to comply with the publication deadlines required by law until further notice.

This declaration has been made available to shareholders on the Company’s homepage at www.demire.ag.

Frankfurt/Main, April 29, 2016

DEMIRE Deutsche Mittelstand Real Estate AG



Hon.-Prof. Andreas Steyer
CEO



Dipl.-Kfm. (FH) Markus Drews
COO



Frank Schaich
CFO



Prof. Dr. Hermann Anton Wagner
Chairman of the Supervisory Board