

**Declaration of Conformity of LEONI AG's Executive Board and
Supervisory Board
in 2012
on the recommendations of the
„Government Commission German Corporate Governance Code“
in the version of 15 May 2012
(last published in the Electronic Federal Gazette [elektronischer
Bundesanzeiger] on 16 June 2012)
pursuant to Article 161 of the German Stock Corporation Act (AktG)**

On 23 November 2012 respectively on 5 December 2012 the Executive Board and the Supervisory Board unanimously approved the following Declaration of Conformity pursuant to Article 161 of the German Stock Corporation Act:

- I. The Executive Board and the Supervisory Board of LEONI AG declare that since 16 June 2012 they have fully complied with the then valid recommendations of the “Government Commission German Corporate Governance Code” in its version of 15 May 2012 with the following exception:

The Code recommends in Section 5.4.6 paragraph 2 sentence 2 that a **performance-related compensation** paid to the Supervisory Board shall be **oriented toward sustainable growth of the enterprise**.

Pursuant to Article 12 paragraph 2 of the current Articles of Association the members of the Supervisory Board receive a performance-related variable compensation which is oriented toward the distributable profit of the Company.

After a thorough and final analysis the Executive Board and the Supervisory Board are of the opinion that the current compensation provisions do not comply with the Code's recommendation in this regard as the variable component does not sufficiently take account of the recommended sustainability criterion.

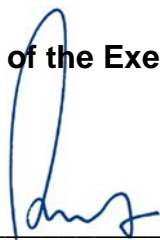
The Supervisory Board's compensation system is intended to be newly regulated in future. Each regulation of the Supervisory Board's compensation requires the amendment of the Articles of Association. However, any amendment of the Articles of Association can only be decided by the Annual General Meeting. This is why the Supervisory Board will propose the amendment of the Articles of Association with regard to this to the upcoming Annual General Meeting on 30 April 2013. This amendment will then fully comply with the Code's recommendation.

- II. The Executive Board and Supervisory Board of LEONI AG further declare that **in future** they intend to **fully comply with all the recommendations** of the "Government Commission German Corporate Governance Code" in its version of 15 May 2012.

Nuremberg, December 2012

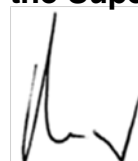
LEONI AG

On behalf of the Executive Board



Dr Klaus Probst

On behalf of the Supervisory Board



Dr Werner Rupp