

**Declaration by the Management Board and Supervisory Board of
LEONI AG
on the recommendations of the
'Government Commission on the German Corporate Governance Code'
in accordance with Article 161 of the German Companies Act (AktG)**

LEONI AG complies with all the recommendations of the German Corporate Governance Code in the version of 7 February 2017 as published by the Federal Ministry of Justice and Consumer Protection in the official part of the Federal Gazette on 24 April 2017 ('Code') with the exception stated below and will comply with all the recommendations of the Code with the exception stated below in the future. Since issuance of the last declaration of conformity on 12 December 2017, LEONI AG has complied with all the recommendations of the Code with the exception stated below.

In accordance with its duties, the Supervisory Board of LEONI AG concerns itself with the appropriateness of the compensation of the Management Board, giving consideration to the periodic developments of the company-internal salary and wage structures, however, without application of the recommendation in section 4.2.2., para. 2, sentence 3 of the Code in a targeted and structured way. It is the conviction of the Supervisory Board that earlier practice and statutory specifications in accordance with Article 87 of the German Stock Corporation Act (AktG) suffice for determining the compensation of the Management Board in consideration of normal compensation. Standards of comparison are only beneficial if they are realistic, provide a basis for orientation, and allow sufficient leeway for considerations to be made on a case-by-case basis. It is the opinion of the Supervisory Board that the recommendation in section 4.2.2., para. 2, sentence 3 of the Code does not satisfy these requirements in the case of a company such as LEONI, where the majority of the workforce is employed in non-European countries. A delineation of the upper management and the relevant workforce would, in the opinion of the Supervisory Board, be subject to manipulation and ultimately arbitrary, and would not result in standards of comparison which are more comprehensible. Therefore, the recommendation does not serve as an efficient tool for determining the compensation of the Management Board.

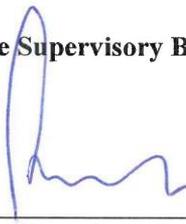
Nuremberg, 13 December 2018

LEONI AG

For the Management Board


Aldo Kamper

For the Supervisory Board


Dr.-Ing. Klaus Probst