

CORPORATE GOVERNANCE REPORT

SUSTAINABLE VALUE CREATION AND EFFICIENT COLLABORATION

Corporate governance stands for responsible corporate leadership and management aimed at increasing the shareholder value in the long term; purposeful and efficient collaboration between the Management Board and the Supervisory Board; consideration for the interests of shareholders and employees; transparency and responsibility in all corporate decision making; as well as appropriate risk treatment. LPKF follows the German Corporate Governance Code.

The actions of the LPKF Group's management and supervisory bodies are guided by the principles of responsible and good corporate governance. The Management Board reports on issues of corporate governance in this chapter – also on behalf of the Supervisory Board – pursuant to both Article 3.10 of the German Corporate Governance Code and Article 289a (1) of the German Commercial Code (Handelsgesetzbuch – HGB). This chapter also contains the statement on corporate governance pursuant to Section 289a HGB. For the remuneration report, please see page 55 of the combined management report.

CORPORATE GOVERNANCE DECLARATION

1. PROCEDURES OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

LPKF AG is an enterprise incorporated according to German law, on which the German Corporate Governance Code is based. The dual management system comprising the Management Board and the Supervisory Board as corporate bodies, both of which have distinct responsibilities, is a fundamental element of German corporate law. The Management Board and the Supervisory Board of LPKF AG work together closely and in an atmosphere of trust in managing and supervising the Company. The Management Board of LPKF AG consists of four members. They are responsible for managing the Company's business in the interests of the Company and with the aim of creating sustainable value. The Supervisory Board set a target of 0% for the share of women on the Management Board to be fulfilled by 30 June 2017 since no changes in the composition of the Management Board are planned at present.

The Management Board and Supervisory Board work together closely and trustfully.

In accordance with the German Act on the Equal Participation of Women and Men in Executive Positions in the Private and the Public Sector, the Management Board also laid down a target for the share of women in the two management levels below the Management Board: 17% in each case. The deadline set for achievement of this target is 30 June 2017.

The Supervisory Board advises and monitors the Executive Management Board with regard to its management of the Company.

The Supervisory Board advises and monitors the Executive Management Board with regard to its management of the Company. The Supervisory Board is integrated in corporate strategy and planning, as well as all aspects of fundamental importance to the Company. The rules of procedure require the Management Board to obtain the approval of the Supervisory Board for significant business transactions. The Chairman of the Supervisory Board coordinates the work of the Supervisory Board, chairs its meetings and represents the Supervisory Board externally.

The Management Board informs the Supervisory Board in a timely and comprehensive manner – both in writing and at regular meetings – of the Group’s planning, performance and situation, including risk management and compliance. Extraordinary Supervisory Board meetings are convened as necessary in connection with material events. The Supervisory Board adopted rules of procedure for its own work.

For all members of its Management Board and Supervisory Board, LPKF AG has taken out a D&O insurance policy subject to a deductible corresponding to 10% of the damage but no more than one-and-a-half times the fixed annual remuneration.

The Supervisory Board of LPKF AG consists of three members. At the most recent Supervisory Board election during the Annual General Meeting on 5 June 2014, the Supervisory Board members were elected individually as recommended by the German Corporate Governance Code. The term of office of the Supervisory Board members runs until the 2019 Annual General Meeting. All election proposals concerning potential Supervisory Board members shall consider the expertise, abilities and professional experience that are required for carrying out the respective tasks as well as issues of diversity. For its proposals to the Annual General Meeting for the election of new Supervisory Board members, the Supervisory Board makes sure that the candidates in question can devote the requisite amount of time to the Company.

According to Article 5.4.1 GCGC, the corporate governance report shall disclose the specific objectives of the Supervisory Board with regard to its composition in view of the Company’s international activities, potential conflicts of interest, an age limit to be specified for Supervisory Board members, a regular limit of length of membership to be specified for the members of the Supervisory Board, the independence of Supervisory Board members and diversity, the latter particularly in terms of an adequate proportion of women, and the status of implementation.

The Supervisory Board formulated objectives regarding its composition.

To this end, the Supervisory Board formulated the following objectives regarding its composition:

a) Addressing the international nature of the Company’s activities

The international activities of LPKF Laser & Electronics AG have been reflected to date in the participation of shareholder representatives in the Supervisory Board and will continue to be addressed in the future in nominations of candidates by the Supervisory Board to the Annual General Meeting. In addition to the ability to speak and write English, the measure here is the professional experience acquired in other German and foreign companies with international operations, whether in management or supervisory bodies, and the understanding of global economic issues. The criterion of internationality does not stipulate that the Supervisory Board’s composition include one or more Supervisory Board members holding foreign citizenship. Instead, German citizens can also contribute this desired experience.

b) Avoiding potential conflicts of interest

Potential conflicts of interest should be avoided as early as when the Supervisory Board nominates candidates to the Annual General Meeting. With the exception of the Supervisory Board’s Deputy Chairman, who was Chairman of the Management Board of LPKF AG until December 2008, no former LPKF Management Board members sit on the Supervisory Board. In addition, when candidates are

proposed to the Annual General Meeting, attention is paid to ensuring that the relevant candidate does not hold a management or advisory position or a position on the supervisory body of competitor companies, suppliers, creditors or clients in order to prevent conflicts of interest from the start. If conflicts of interest arise during a Supervisory Board member's term, the respective Supervisory Board member must disclose this to the Supervisory Board to the attention of the Chairman. In the event of material, not just temporary, conflicts of interest, the member must step down from his or her position.

c) Specifying an age limit

The age limit for members of the Supervisory Board was set at under 70 years at the time of election by resolution of the Supervisory Board on 22 January 2014.

d) Specifying a regular limit of length of membership for the members of the Supervisory Board

To ensure a balanced mix of experience and new members on the Supervisory Board, the Supervisory Board specified a regular limit of 10 years for the average length of membership for the members of the Supervisory Board based on the date of their election.

e) Independence of Supervisory Board members

The Supervisory Board, currently with three members, must have at least two members who are independent within the meaning of the German Corporate Governance Code.

f) Diversity

The composition of the Supervisory Board of LPKF Laser & Electronics AG should reflect as broad as possible a spectrum of professional expertise and experience in various areas relevant to the Company. Against the backdrop of the 2016 amendment of the German Stock Corporation Act, the Supervisory Board resolved at its meeting on 26 January 2016 to specify a target for the share of women on the Supervisory Board of 25% to be fulfilled by 30 June 2017. This target is to be achieved through a corresponding amendment of the Articles of Incorporation, leading to the expansion of the Supervisory Board from three to four members and the search for a suitable female candidate who should preferably have expertise in the areas of finance and/or marketing.

The Management Board and the Supervisory Board are obliged to observe the corporate interests of LPKF AG.

Both the Management Board and the Supervisory Board are obliged to observe the corporate interests of LPKF AG. There were no conflicts of interest in the financial year just ended that would have had to be disclosed to the Supervisory Board without delay. No member of the Management Board held more than three appointments to the supervisory boards of listed stock corporations not belonging to the Group.

The status of implementation of the objectives regarding the composition of the Supervisory Board outlined in a) to f) above is as follows:

The objectives relating to a) "Addressing the international nature of the Company's activities", b) "Avoiding potential conflicts of interest", c) "Specifying an age limit", d) "Specifying a regular limit of length of membership for the members of the Supervisory Board", and e) "Independence of Supervisory Board members" have already been achieved. The Supervisory Board will take objective f) "Diversity (including an acceptable proportion of women on the Supervisory Board)" into account when nominating candidates to replace Supervisory Board members whose terms are ending or for newly created Supervisory Board posts and step up the search for suitable female candidates. The term of office of the Supervisory Board members is five years, and the current term ends with the Annual General Meeting in 2019.

2. CORPORATE GOVERNANCE REPORT

LPKF implements the recommendations and suggestions of the German Corporate Governance Code (GCGC) apart from a few exceptions. The Management Board and the Supervisory Board jointly issued the 2016 Declaration of Compliance on 22 March 2016 pursuant to Section 161 German Stock Corporation Act (Aktiengesetz). The Declaration is permanently made public on LPKF AG's website.

Declaration of Compliance of LPKF Laser & Electronics AG for the 2016 financial year with the Corporate Governance Code in accordance with Section 161 German Stock Corporation Act (Aktiengesetz)

The Management Board and the Supervisory Board declare that the recommendations of the Government Commission on the German Corporate Governance Code have been observed.

The Management Board and the Supervisory Board of LPKF Laser & Electronics AG declare that since the most recent Declaration of Compliance dated 23 March 2015 the recommendations of the Government Commission on the German Corporate Governance Code (GCGC) as amended on 24 June 2014 and as amended on 5 May 2015, have been observed. LPKF will continue to comply with these recommendations. The following exceptions apply:

No severance pay cap agreed for Directors' contracts in case of premature termination of a Director's contract (Article 4.2.3 (4) and (5) GCGC).

Because they only run for three years, the Directors' contracts do not contain a cap on severance pay. If a Director's contract is terminated prematurely without cause, remuneration is limited to no more than the remaining contractual period. The Supervisory Board therefore considers it unnecessary to include in the Directors' contracts a cap on severance pay amounting to two years remuneration.

Formation of Supervisory Board committees (Article 5.3.1 and 5.3.2 GCGC)

Given that it currently has three members, the Supervisory Board of LPKF Laser & Electronics AG does not form any committees.

3. SHAREHOLDERS AND ANNUAL GENERAL MEETING

The shareholders of LPKF AG exercise their co-determination and control rights at the General Meeting, which takes place at least once per year. It resolves all matters determined by law with binding effect on all shareholders and the Company. Each share grants one vote at the Annual General Meeting.

Every shareholder who registers in due time has the right to participate in the Annual General Meeting. Shareholders who cannot or do not want to attend in person have the option of appointing a bank, a shareholders' association, the proxies appointed by LPKF AG who are bound by instructions, or any other agent as their proxy to exercise their voting right.

The notice of the Annual General Meeting as well as the reports and information required for the resolutions are published in accordance with the requirements of German corporate law and are also made available on LPKF AG's website in both German and English.

4. RISK MANAGEMENT

The responsible handling of business risks is an integral part of all good corporate governance. The Management Board of LPKF AG is supported in its work by a comprehensive Group-wide reporting and control system that makes it possible to record, assess and manage risks of this kind. This system is continuously refined, adjusted to changing parameters, and audited by the auditors of the financial statements. The Management Board informs the Supervisory Board on a regular basis of existing risks and their development. The risk report contains details of the LPKF Group's risk management. The risk report is part of the Group management report and contains the report on the accounting-related internal control and risk management system pursuant to the German Commercial Code.

5. TRANSPARENCY

LPKF regularly, immediately and simultaneously informs the participants in the financial markets and interested members of the public about the commercial situation of the Group and any new facts. The annual report, the half-yearly financial report and the quarterly financial reports are published within the specified deadlines. Press releases, and ad hoc announcements where stipulated, provide information on current events and new developments. All of the information is published in printed form and via suitable electronic media such as email and the Internet. The www.lpkf.com website also provides comprehensive information on the LPKF Group and LPKF shares.

A financial calendar lists the scheduled dates for the most important regular events and publications such as the Annual General Meeting, annual report, quarterly financial reports, financials press conference and analyst conferences. The calendar is published well in advance of the scheduled events and is made available permanently on the LPKF AG website.

6. SHARE TRANSACTIONS OF MEMBERS OF THE COMPANY'S CORPORATE BODIES

Reportable directors' dealings involving the sale or purchase of the Company's shares by members of LPKF AG's corporate bodies were published on the Company's website and reported to the competent supervisory authorities. A listing of the shares held by members of the Company's corporate bodies is shown in the remuneration report.

7. ACCOUNTING AND AUDITING

LPKF AG prepares its consolidated financial statements and its interim consolidated financial statements in accordance with the International Financial Reporting Standards (IFRS) as applicable in the European Union. The annual financial statements of LPKF AG are prepared in accordance with the German Commercial Code. The consolidated financial statements are prepared by the Management Board, audited by the auditor of the financial statements and reviewed by the Supervisory Board. The interim reports and the half-yearly financial reports are discussed by the Supervisory Board and the Management Board before publication. The consolidated financial statements and the annual financial statements of LPKF AG were audited by PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Hannover, the auditor elected by the 2015 Annual General Meeting. The audit reports were signed by German public auditors Helmuth Schäfer (since the 2009 annual financial statements) and Prof. Dr. Mathias Schellhorn (since the 2013 annual financial statements). The audits were conducted in accordance with German auditing standards and taking the generally accepted German standards for the audit of financial statements promulgated by the Institute of Public Auditors (IDW) into account. The International Standards on Auditing were also taken into account. The audits also assessed the risk management and compliance with the reporting obligations defined for proper corporate governance pursuant to Section 161 German Stock Corporation Act.

The consolidated and annual financial statements were audited by PwC.

LPKF AG also entered into a contract with the auditor pursuant to which they must notify the Supervisory Board immediately, while the audit is in progress, of any grounds for excluding them, any partiality on their part as well as any material findings and events. Nothing of this nature arose in the course of the audit covering the 2015 financial year.

8. COMPLIANCE – PRINCIPLES GOVERNING CORPORATE ACTIONS AND BUSINESS ACTIVITIES

LPKF employees worldwide are bound by the compliance code.

Acting in compliance with the principles of corporate, environmental and social sustainability in accordance with applicable law is an indispensable element of LPKF's corporate culture. This includes trust, respect and integrity in interactions with other people, values expressed in exemplary behavior vis-à-vis employees, business partners, shareholders and the public. LPKF's understanding of compliance includes observing all laws, statutes and the Articles of Incorporation, complying with internal regulations, and honoring voluntary obligations.

LPKF AG considers it particularly important to raise the awareness of compliance among all of the Group's employees, to entrench compliance in the internal processes (for example, through adherence to the principle of dual control) and to build a compliance structure for the Group that makes compliance guidelines binding on all LPKF employees worldwide and is suitable for effectively preventing compliance violations for the benefit of the Group as a whole.

Training for employees was offered in connection with the Group-wide compliance code to familiarize employees with the goal of this code of conduct and to guarantee uniform ethical and legal standards throughout the entire Group.

The Compliance Office holds regular meetings to discuss current topics, some times in the presence of the technical officers.

In 2015, the managing directors of the global sites were contacted to take steps to prevent corruption and asked to report any cases of corruption that arose, including the countermeasures taken, to the compliance manager. No such incidents came to attention.

In addition, a compliance inventory was performed that involved talking to the compliance officers at the German sites about incidents, current and organizational issues and implementation of changes in the law. The managing directors of the subsidiaries around the world were asked about any incidents and about existing assignments within the organizational unit they manage. The most important outcome of this inventory was that no compliance-related violations/incidents were ascertained. Any assignments to be performed under local law were performed.

Internal auditing, which is performed by an international audit firm functioning as a third-party service provider, plays a key role in the compliance organization. The relevant audits are also used to update the internal control system.



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