

CORPORATE GOVERNANCE DECLARATION PURSUANT TO § 289A HGB

The management of the general partner, Borussia Dortmund Geschäftsführungs-GmbH, and the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA (hereinafter "Company") have submitted the following corporate governance declaration in accordance with § 289a of the German Commercial Code (Handelsgesetzbuch, "HGB").

The corporate governance declaration contains the declaration of conformity pursuant to § 161 of the German Stock Corporation Act (Aktiengesetz, "AktG"), as well as explanations of corporate governance practices and a description of the working principles of the management of the general partner and the Supervisory Board and further governing bodies. It also contains the stipulations regarding the proportion of women on the Supervisory Board and on the two management levels below the general partner pursuant to § 278 (3) in conjunction with § 76 (4) sentences 1 to 3 and § 111 (5) sentences 1 to 3 AktG, as well as pursuant to § 25 (1) sentence 1 of the

German Introductory Act to the Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, "EgAktG"). Moreover, to provide a more detailed understanding of the special requirements placed on companies with legal forms such as ours – and in accordance with section 3.10 of the German Corporate Governance Code in its current version as amended on 5 May 2015 – the current Corporate Governance Report has been reproduced in the appendix and should be read in conjunction with this corporate governance declaration.

This corporate governance declaration will be made permanently available for inspection at the Company's website <http://aktie.bvb.de/eng> under "Corporate Governance" / "Corporate governance declaration".

DECLARATION OF CONFORMITY BY THE MANAGEMENT AND BY THE SUPERVISORY BOARD OF BORUSSIA DORTMUND GmbH & Co. KGaA IN ACCORDANCE WITH § 161 AKTG DATED 9 SEPTEMBER 2015

In accordance with § 161 AktG, the management of the general partner (Borussia Dortmund Geschäftsführungs-GmbH) and the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA declare that since the last Declaration of Conformity was submitted on 9 September 2014, Borussia Dortmund GmbH & Co. KGaA initially complied with the recommendations of the German Corporate Governance Code (the "Code") as amended on 13 May 2013 (the "2013 Code"), and then complied with the Code as amended on 24 June 2014 (published in the Federal Gazette (Bundesanzeiger) on 30 September 2014) (the "2014 Code"), and that it has and will comply with the recommendations of the Code as amended on 5 May 2015 (published in the Federal Gazette on 12 June 2015) (the "2015 Code"), with the exception of the following deviations due to certain specific characteristics of the KGaA legal form and the provisions of the Articles of Association of the Company (unless stated separately otherwise, reference is made below to the Code in all of the aforementioned versions):

Re section 3.8 (3): The D&O policy does not include a deductible; there is no intention to change this because, to our understanding, the negotiation of a deductible will neither influence the behaviour of the members of the executive bodies nor would it provide appropriate motivation.

Re section 4.2.1 sentence 2: The Supervisory Board of Borussia Dortmund GmbH & Co. KGaA has no authority to appoint and dismiss Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their service agreements; this is incumbent upon the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH. The management has been the responsibility of Hans-Joachim Watzke (Chairman) and Thomas Trefß (Managing Director) since January 2006. Their areas of responsibility have been sufficiently defined in their service agreements; moreover, the Managing Directors exercise the authority granted to them by law and the Articles of Association jointly and in close cooperation with each other. Therefore, the relevant executive bodies of Borussia Dortmund Geschäftsführungs-GmbH have considered and continue to consider it unnecessary to stipulate additional rules of procedure for the management.

Re section 4.2.2 (2) sentence 3: Article 7 of Borussia Dortmund GmbH & Co. KGaA's Articles of Association stipulates that the general partner has a right to reimbursement of the staff and materials expenses incurred by it in the course of managing the Company, plus a commission amounting to 3 percent of the net profit for the year generated by the Company. Moreover, as in the past, the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH (deviation from Supervisory Board responsibility as stipulated in section 4.2.2 (2) sentence 3 due to the Company's legal form) will continue to adopt and regularly review the remuneration and the remuneration system for the Managing Directors.

Re section 4.2.3 (2) sentences 4 and 6 as well as section 4.2.3 (2) sentence 8: The remuneration structure for the Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH is adopted by the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH. As in the past, this will continue to be adopted without considering negative developments when structuring the Managing Directors' variable remuneration components and without limiting the sum of the variable remuneration components to a maximum amount; in addition, the Executive Committee will not exclude the possibility of retroactive modifications to performance targets and/or comparison parameters. Given the specific features of the legal form KGaA, the relevant recommendations appear irrelevant to and impracticable for the Company.

Re section 4.2.3 (4) and (5): The Code recommends that German stock corporations stipulate severance caps in executive board members' service agreements in the event of early termination of executive board activity or due to early termination of executive board activity due to a change of control. As in the past, the Executive Committee will continue to have decision-making power in relation to the (re-)appointment of the Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH, generally without stipulating severance caps as such, given that due to the specific features of the legal form KGaA and the provisions of the Articles of Association of the Company, the aforementioned recommendations do not appear practicable. However, the Executive Committee does consider the recommendation not to pay members of the exe-

cutive board in the event of the termination of their service agreements for good cause analogously applicable to the Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH.

Re section 4.2.3 (6): As in the past, the Chairman of the Supervisory Board will not report to the Annual General Meeting on the fundamentals of the remuneration system or changes thereto because – as mentioned above – the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA has no authority to appoint and dismiss Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their service agreements.

Re section 4.2.5 (3) sentences 1 and 2: The Code recommends that the remuneration report include specific, detailed disclosures on each member of the executive board and that the table templates attached to the Code be used for this information. As in the past, our Company will not follow this recommendation, which would have been applicable for the first time in the financial year beginning on 1 July 2014. Due to the specific characteristics of the KGaA legal form, there exists no obligation to disclose the remuneration of individual Managing Directors of the general partner of the Company, Borussia Dortmund Geschäftsführungs-GmbH, as would normally be the case for the members of the executive boards of listed German stock corporations. Nonetheless, we have presented the remuneration of individual Managing Directors in the notes to the annual and consolidated financial statements on a voluntary basis; this appears to be sufficient and appropriate from the perspective of the usefulness of information.

Re section 4.3.3 sentence 3 of the 2015 Code and section 4.3.4 sentence 3 of the 2013 Code and of the 2014 Code: Material transactions between the general partner and certain related parties on the one hand, and the Company on the other within the meaning of §§ 89, 112 in conjunction with §§ 278 (3), 283 no. 5 AktG (e.g., the granting of loans) require the consent of the Supervisory Board. In this sense, the Company has complied with the recommendation. Furthermore, the Supervisory Board is not authorised to adopt a list of transactions requiring its prior consent for the general partner or its Managing Directors.

Re section 4.3.4 of the 2015 Code and section 4.3.5 of the 2013 Code and of the 2014 Code: Given that the Supervisory Board has no authority to appoint and dismiss Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of

their service agreements, not it but rather the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH is responsible for consenting to sideline activities of the Managing Directors of the general partner.

Re section 5.1.2 (1) sentences 2 and 4 of the 2015 Code and section 5.1.2 (1) sentences 2 and 3 of the 2013 Code and of the 2014 Code: Long-term succession planning is the responsibility of the Managing Directors of the Company and – given that the Supervisory Board has no authority to appoint and dismiss personnel – the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH. The latter also acts to ensure sufficient diversity when staffing the management. Considering a woman for the management of the general partner has thus far not been deemed necessary given the fact that the current members (both men) are qualified and have been working together successfully for quite some time and continue to do so.

Re section 5.1.2 (2) sentence 2: As in the past, the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH will continue to decide on the reappointment of its Managing Directors, including, even in the absence of special circumstances, prior to the end of one year before the end of the existing term of appointment. Given the specific features of the KGaA legal form and due to the desire for greater flexibility, it is not considered practicable to make any staffing decision based solely on timing and circumstances.

Re section 5.1.2 (2) sentence 3: As in the past, the Executive Committee of Borussia Dortmund Geschäftsführungs-GmbH will continue to make decisions as to age limits for the Managing Directors of the general partner for upcoming (re-)appointments of Managing Directors, without generally stipulating an age limit to that extent. It is not considered practicable to set any age limits.

Re sections 5.2 (2), 5.3.1 sentence 1, 5.3.2 and 5.3.3: As in the past, the Supervisory Board will not set up committees, specifically an audit committee. Going forward, the full Supervisory Board will continue its existing practice of discussing all issues as they arise, specifically with regard to monitoring the accounting process, the effectiveness of the internal control system, the risk management system and the internal audit system, the audit of the financial statements, specifically the independence of the statutory auditor and additional services rendered, the engagement of the statutory auditor, setting audit foci and the fee agreement, as well as compliance. This applies mutatis

mutandis to the Supervisory Board's decision not to establish a nominating committee as recommended in the Code. Moreover, this committee already consists exclusively of shareholder representatives, as required of a nominating committee by the Code.

Re section 5.4.1 (2) sentence 1 and (3): As in the past, the Supervisory Board will not specify concrete objectives regarding its composition that consider specific issues addressed in the Code pertaining to "age limits for supervisory board members", "diversity" (the 2013 Code and the 2014 Code previously also included the "appropriate degree of female representation") and "the number of independent supervisory board members within the meaning of section 5.4.2" as well as pursuant to the 2015 Code now also a "limit on the length of membership". The Supervisory Board believes that such limitations are not appropriate vis-à-vis other Supervisory Board member nomination criteria and prefers to decide on proposals relating to its composition in light of specific situations as they arise. Notwithstanding the foregoing, compliance with the requirement, issued recently by the legislator, that the target proportion of women on the Supervisory Board be defined, remains mandatory (§ 278 (3) and § 111 (5) AktG in conjunction with § 25 (1) sentence 1 EGAktG and § 289a (3) and (2) no. 4 HGB in conjunction with Article 73 EGHGB).

Re sections 5.4.1 (5) of the 2015 Code and 5.4.1 (4) of the 2013 and 2014 Codes: It has been and will continue to be the policy of the Supervisory Board that when submitting nominations to the Annual General Meeting, the Supervisory Board will not disclose the personal or business relationships between each candidate with the Company, the executive bodies of the Company or any material limited liability shareholder in the Company (i.e., one holding more than 10% of voting shares), because, in its opinion, no secure legal practice exists with respect to this recommendation and the legal certainty of

Supervisory Board elections takes a higher priority than any effort to make legally unnecessary disclosures in connection with nominations.

Re section 5.4.3 sentence 3: No proposed candidates for the office of Chairman of the Supervisory Board have been or will be disclosed because the Supervisory Board considers the individual election of its members to be sufficient and a vote at the Annual General Meeting for or against a candidate with respect to their position on the Supervisory Board to be impracticable.

Re section 5.4.6 (3) sentence 1: No individualised disclosures relating to the remuneration of Supervisory Board members have been made in the financial reports because our view was that this remuneration was transparent under Article 13 (1) of the Articles of Association. Going forward, we will forego the existing practice and break the disclosures down individually in the notes.

Re section 5.5.3 sentence 1: As in the past, the Company will continue to reserve the right to not comply with the recommendation that the Supervisory Board reports to the Annual General Meeting on conflicts of interest as they arise and how these are managed. As in the past, the principle of confidentiality of deliberations within the Supervisory Board (see § 116 sentence 2 AktG and section 3.5 (1) sentence 2 GCGC) will generally continue to take precedence.

Re section 7.1.2 sentence 2: The Company has not and will not comply with the recommendation that the management and the Supervisory Board discuss any half-yearly and quarterly financial reports prior to their publication because the objective of publishing interim financial reports without delay following their preparation by the management takes precedence. Regardless, the Supervisory Board has discussed and monitored such financial reports, and will continue to do so in the future.


Dortmund, September, 9th 2015

On behalf of the Supervisory Board



Gerd Pieper
Director

On behalf of Borussia Dortmund Geschäftsführungs-GmbH



Hans-Joachim Watzke
Managing Director (Chairman)



Thomas Treß
Managing Director

CORPORATE GOVERNANCE PRACTICES

The management conducts the business of the Company in accordance with the applicable statutes, the Articles of Association and other relevant provisions. It works to ensure that Group companies comply with statutory and regulatory provisions as well as with internal Company guidelines. Unless otherwise disclosed in the declaration of conformity, the management and the Supervisory Board follow the recommendations of the German Corporate Governance Code. The business of Borussia Dortmund GmbH & Co. KGaA is managed with the objective of creating sustainable added value in the interests of the Company. The management sets the Company's strategic course in consultation with the Supervisory Board and ensures that the strategies

adopted are implemented. Our corporate culture rests on the pillars of sustainability, integrity and sound corporate leadership. These inform our dealings with customers, suppliers, employees, limited liability shareholders and the Company as a whole. The management is responsible for defining and communicating its strategic objectives. We rely on our executives and employees to demonstrate a sense of responsibility and initiative when carrying out their functions, and have agreed clear management principles with them. We define and agree to clear objectives and regularly review the progress made in realising them.

WORKING PRINCIPLES OF THE MANAGEMENT AND THE SUPERVISORY BOARD AND FURTHER GOVERNING BODIES

Borussia Dortmund Geschäftsführungs-GmbH, the general partner of Borussia Dortmund GmbH & Co. KGaA, is responsible for management and representation of the latter; its sole shareholder is Ballspielverein Borussia 09 e.V. Dortmund. The

following chart shows the structures and responsibilities as between Ballspielverein Borussia 09 e.V. Dortmund, Borussia Dortmund GmbH & Co. KGaA and Borussia Dortmund Geschäftsführungs-GmbH.



MANAGEMENT

Borussia Dortmund Geschäftsführungs-GmbH is represented by the Chairman of the management, **Hans-Joachim Watzke** and Managing Director **Thomas Treß**. Within Borussia Dortmund GmbH & Co. KGaA there are five independent areas of responsibility below the management level, namely, "Communications", "Sport", "Finance", "Sales & Marketing" and "Organisation". Mr Watzke is responsible for setting the Company's strategic course, as well as for the areas of "Communications", "Sales & Marketing" and "Sport", while Mr Treß is responsible for the "Finance" and "Organisation" areas. Their areas of responsibility have been suf-

ficiently defined in their service agreements. The Managing Directors exercise the authority granted to them by law and the Articles of Association jointly and in close cooperation with each other. Therefore, the relevant executive bodies of Borussia Dortmund Geschäftsführung-GmbH have considered and continue to consider it unnecessary to adopt additional rules of procedure for the management. The management provides the Supervisory Board with regular, timely and detailed reports on all relevant issues related to the business development, planning, financing and the risks facing the Company and how they are managed.

SUPERVISORY BOARD

In accordance with Art. 8 (1) of the Articles of Association of Borussia Dortmund GmbH & Co. KGaA, the Supervisory Board comprises nine members, all of whom are shareholder representatives pursuant to § 96 (1) clause 6 AktG. The Chairman of the Supervisory Board is elected from its midst. The Supervisory Board had the following members during the reporting period:

- Mr **Gerd Pieper**
(Chairman)
Managing shareholder of
Stadt-Parfümerie Pieper GmbH Parfümerie
International, Herne
- Mr **Harald Heinze**
(Deputy Chairman)
Chairman of the Executive Board (ret.) of
Dortmunder Stadtwerke AG
- Mr **Bernd Geske**
Managing partner of Bernd Geske Lean
Communication, Meerbusch
- Mr **Christian Kullmann**
Member of the Executive Board/Chief
Strategic Officer of Evonik Industries AG,
Essen
- Mr **Peer Steinbrück**
Member of the German Bundestag,
Federal Minister (ret.), Berlin
- Mr **Ulrich Leitermann**
(since 24 November 2014)
Member and Chairman of the Managing Boards
of group parent companies of the
SIGNAL IDUNA Group
(SIGNAL Krankenversicherung a.G., Dortmund;
IDUNA Vereinigte Lebensversicherung aG für
Handwerk, Handel und Gewerbe, Hamburg;
Deutscher Ring Krankenversicherungsverein
a.G., Hamburg;
SIGNAL IDUNA Allgemeine Versicherung AG,
Dortmund)
- Mr **Bjørn Gulden** (since 27 November 2014)
Chief Executive Officer of PUMA SE,
Herzogenaurach
- Mr **Dr. Reinhold Lunow**
(since 27 November 2014)
Internist, Medical Director and Partner of
Internistische Naturheilkundliche
Gemeinschaftspraxis, Bornheim
- Mr **Dr. Werner Müller**
(since 27 November 2014)
Chairman of the Board of Executives of the
RAG Foundation, Essen

For information on the activities of Supervisory Board members on other statutory supervisory boards or comparable German or foreign supervisory bodies of commercial enterprises, please refer to the disclosures in the notes to the annual financial statements.

The Supervisory Board exercises a supervisory function and monitors the management in the conduct of the Company's business. The responsibilities of a supervisory board for a German partnership limited by shares (Kommanditgesellschaft auf Aktien, "KGaA") are less extensive than the responsibilities of a supervisory board for a German stock corporation (Aktiengesellschaft, "AG"). Specifically, the Supervisory Board has no authority to appoint and dismiss Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their service agreements. Nor is the Supervisory Board authorised to adopt internal rules of procedure or a list of transactions requiring its consent on behalf of the general partner. Rather, such rights and duties are vested in the governing bodies of Borussia Dortmund Geschäftsführungs-GmbH, namely its Advisory Board and the Executive Committee created by the Advisory Board. However, the fact that the Supervisory Board has no ability to exert a direct influence on the actions of the management limits neither its right to receive information nor its obligation to monitor and review the actions of the management. The Supervisory Board discusses the quarterly financial reports and half-yearly annual reports, and reviews the annual and consolidated financial statements of Borussia Dortmund GmbH & Co. KGaA, taking into account the reports of the auditor. The annual financial statements are adopted not by the Supervisory Board but rather by the Annual General Meeting. The Supervisory Board meets at least four times per year and can convene additional meetings if so requested by a member of the Supervisory Board or by the general partner. Issues are deliberated and all resolutions are passed by the full Supervisory Board; the Supervisory Board has not formed any committees. The resolutions of the Supervisory Board are generally adopted during meetings. It is also possible, if so ordered by the Chairman, for the Supervisory Board to pass resolutions by other means described in greater detail in the Articles of Association of the Company and the rules of procedure for the Supervisory Board.

Please refer to the **Corporate Governance Report** and the **Report of the Supervisory Board** for further information.

LIMITED LIABILITY SHAREHOLDERS AND ANNUAL GENERAL MEETING

Our limited liability shareholders exercise their rights at the Annual General Meeting of the Company. The Annual General Meeting is held within the first eight months of each financial year. It is chaired by the Chairman of the Supervisory Board and resolves on all matters for which it is responsible pursuant to the law. Our objective is to render the participation of the limited liability shareholders

in the Annual General Meeting as easy as possible. In that vein, the necessary documents are made available to attendees online. A proxy is appointed for the limited liability shareholders to exercise their voting rights as instructed. However, additional features specific to the KGaA's Annual General Meeting are set forth primarily in §§ 285 and 286 (1) AktG and in the Company's Articles of Association.

STIPULATIONS REGARDING THE PROPORTION OF WOMEN ON THE SUPERVISORY BOARD AND ON THE TWO MANAGEMENT LEVELS BELOW THE GENERAL PARTNER

On 9 September 2015, the Supervisory Board resolved to implement an 11.11% target for female members on the Supervisory Board of Borussia Dortmund GmbH & Co. Kommanditgesellschaft auf Aktien by 30 June 2017, and issued the following grounds and reasoning: "The Supervisory Board of the Company comprises nine members, currently (9 September 2015) all men. Hence the share of female Supervisory Board members is 0%. The term of office of all Supervisory Board members currently serving will expire at the conclusion of the next Annual General Meeting, scheduled to take place on 23 November 2015. The Supervisory Board intends to nominate eight men and one woman as candidates for election at the Annual General Meeting in the upcoming elections for nine new members of the Supervisory Board, whose term of office will expire upon conclusion of the Annual General Meeting which will resolve to ratify the actions of the members of the Boards for financial year 2019/2020. In light of this, the target of 11.11% (equivalent to 1/9) appears appropriate for the ratio of females on the Supervisory Board."

After discussion and consultation with the Supervisory Board of the Company at its meeting on 9 September 2015, the management of Borussia Dortmund Geschäftsführungs-GmbH resolved as the Company's general partner to define the target proportion of women on the Supervisory Board and on the two management levels below the ge-

neral partner as 0% and to set 30 June 2017 as the deadline for each management level to achieve its respective target, in accordance with the following reasoning and explanation: "At present (9 September 2015), (i) the first level of management beneath the general partner consists of 5 people and (ii) the second level of management beneath the general partner also consists of 5 people. At present the members of the two management levels are all men, meaning that the proportion of women is currently 0% in each level. For the period defined, the target set for each management level appears appropriate, specifically for the following reasons: taking into account the longer-term collaboration with the executives represented here, their age structure and the low level of turnover amongst them in the past, it is not realistic to re-staff at the first or second management level beneath the general partner by the stipulated deadline, particularly since there are no plans to increase the number of staff at the first or second management levels. As a consequence, for the period until 30 June 2017 the proportion of women is expected to remain at 0%, and this is therefore naturally the according target for the first and second management levels. However, if contrary to expectations there should be the need to fill any new positions at the aforementioned management levels, the foregoing does not exclude women from consideration, particularly if they are suitably qualified and capable."

CORPORATE GOVERNANCE REPORT

Borussia Dortmund GmbH & Co. KGaA (the "Company") believes it is essential for corporate governance to be clearly structured and effective. Corporate governance embodies a responsible and transparent system of checks and balances designed to ensure a continued focus on sustainable value creation. Efficient cooperation between the management and the Supervisory Board, the preservation of share-

holder interests, and open and transparent corporate communications are vital aspects of sound corporate governance. This is the guiding principle for the Company's Supervisory Board and for the management of Borussia Dortmund Geschäftsführungs-GmbH in its capacity as the general partner of Borussia Dortmund GmbH & Co. KGaA.

GENERAL INFORMATION ON CORPORATE GOVERNANCE AT BORUSSIA DORTMUND GmbH & Co. KGaA

German stock corporation law sets out the statutory framework of corporate governance. Pursuant to § 161 AktG, the executive board and the supervisory board of a listed company are required to submit each year a declaration as to whether and to what extent that company has complied (retrospective) or will comply (forward-looking) with the recommendations of the "Government Commission of the German Corporate Governance Code" contained in the German Corporate Governance Code ("Code") as published in the official section of the electronic Federal Gazette. Although companies may opt to deviate from the Code, they are then obligated to disclose this on an annual basis, providing an explanation for their non-compliance ("comply or explain"). This option exists to ensure that companies are able to meet industry- or company-specific requirements. A well-founded deviation from a recommendation of the Code may be in the interest of sound corporate governance.

The Code is generally reviewed once annually and amended as required. It reflects basic statutory guidelines concerning the management and supervision of listed German companies as well as internationally and nationally recognised standards for sound and responsible corporate governance. In addition to formulating best practices for management, the Code is intended to ensure that corporate governance in Germany is transparent and open to scrutiny and to promote confidence in the management and supervision of listed German companies amongst international and national investors, customers, employees and the public.

Although a large number of the Code's recommendations (expressed using the word "shall") are intended exclusively for German stock corporations (Aktiengesellschaft, "AG"), they may also be applied mutatis mutandis to partnerships limited by shares (Kommanditgesellschaft auf Aktien, "KGaA"), i.e., our Company as well.

A KGaA is a hybrid corporate form combining elements of a German stock corporation and a limited partnership (Kommanditgesellschaft). It is a separate legal entity whose share capital is divided into shares which are held by at least one shareholder (the general partner) that has unlimited liability against creditors of the Company and limited partners (Kommanditaktionäre) that are not personally liable for the debts of the company (§ 278 (1) AktG).

The key differences between a KGaA and a German stock corporation can be characterised as follows:

- Borussia Dortmund GmbH & Co. KGaA does not have an executive board. Instead, the general partner, Borussia Dortmund Geschäftsführungs-GmbH, is solely responsible for its management and representation. This German limited liability company (Gesellschaft mit beschränkter Haftung, "GmbH") is in turn represented by one or more managing directors; its sole shareholder is Ballspielverein Borussia 09 e.V. Dortmund.
- The rights and duties of the KGaA's Supervisory Board, which is appointed by the Annual General Meeting, are limited. Specifically, it has no aut-

hority to appoint and dismiss Managing Directors of Borussia Dortmund Geschäftsführungs-GmbH or to stipulate the terms of their service agreements. Nor is the Supervisory Board authorised to adopt internal rules of procedure or a list of transactions requiring its consent on behalf of the general partner. Rather, such rights and duties are vested in the governing bodies of Borussia Dortmund Geschäftsführungs-GmbH, namely its Advisory Board and the Executive Committee created by the Advisory Board.

- Additional features specific to the KGaA's Annual General Meeting are set forth primarily in §§ 285 and 286 (1) AktG and in the Company's Articles of Association.

As a consequence, a Declaration of Conformity in accordance with § 161 AktG must be submitted by the management of the general partner and the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA, taking into account the specific characteristics of the KGaA's legal form and the provisions of the Articles of Association. The Declaration of Conformity must be made permanently available to shareholders on the Company's website. It is published on the investor relations website, <http://aktie.bvb.de/eng>, under "Corporate Governance". The Declaration of Conformity submitted in September 2015 is an integral component of the Corporate Governance Declaration, and is also printed in the Notes to this report.

The Company's Corporate Governance Report presented here is published in the Annual Report for the 2014/2015 financial year, which is available for download from our investor relations website <http://aktie.bvb.de/eng>, under "Publications".

Transparency

The Company provides the limited partners, shareholders' associations, financial analysts and the general public regular notifications regarding the position of the Company and on material business developments.

In particular, we publish ad hoc disclosures and corporate news on our website, as well as voting rights notifications and directors' dealings notifications submitted to us, information on the shareholder structure, the current version of the Articles of Association and the financial calendar.

The financial calendar includes the dates for key Company events, and can be accessed online at <http://aktie.bvb.de/eng>, under "Financial Calendar".

As in previous years, the Annual Press Conference on the "preliminary" figures of the previous financial year will be streamed live so that the general public may watch the conference online in real time.

The previous year's Annual General Meeting was convened in due and proper form and held on 24 November 2014. In compliance with the German Corporate Governance Code, the reports and documents required by law were made available for inspection; these were given to the limited liability shareholders upon request and were published on the Company's website together with the agenda. The resolutions on all agenda items were approved, with votes in favour ranging between 81.95% and 99.99% of the votes cast.

The next Annual General Meeting of Borussia Dortmund GmbH & Co. KGaA will take place on 23 November 2015 in Dortmund.

The interim financial reports shall be published at the intervals recommended in the Code. The Company will provide further details via ad hoc announcements. The consolidated financial statements and the interim financial reports are prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the member states of the EU. The annual financial statements of Borussia Dortmund GmbH & Co. KGaA were and will continue to be prepared in accordance with the provisions of the German Commercial Code (Handelsgesetzbuch, "HGB") and the German Stock Corporation Act (Aktiengesetz, "AktG").

Publications on our website have been and will continue to be made available in English.

Moreover, we publish analysts' recommendations and research studies on our website <http://aktie.bvb.de/eng>, under "BVB Share", sub-heading "Capital Market View", in order to facilitate communication with market participants. Furthermore, we also publish a great deal more information about the Company on this website. Customers, fans and the public alike can find additional information on the Company at <http://aktie.bvb.de/eng>.

The Notes to the financial statements and the management report contain disclosures on the remuneration of the general partner and the members of the Supervisory Board, as well as on the ownership of Company shares by the general partner and members of its management and by the members of the Supervisory Board. Due to the specific characteristics of the KGaA legal form, there exists no obligation to disclose the remuneration of individual

Managing Directors of the general partner of the Company, Borussia Dortmund Geschäftsführungs-GmbH, as would normally be the case for the members of the executive boards of listed German stock corporations. Nonetheless, we have presented the remuneration of individual Managing Directors in the notes to the annual and consolidated financial statements on a voluntary basis.

Disclosures on the ownership of Company shares by members of management and by members of the Supervisory Board

As at 30 June 2015, one member of management held 7,045 no-par value ordinary bearer shares in the Company. As at the same date, one member of the Supervisory Board held a total of 8,091,909 no-par value ordinary bearer shares. Members of management and the Supervisory Board hold a total of 8,098,954 no-par value shares, which corresponds to more than 1% of the shares issued by Borussia Dortmund GmbH & Co. KGaA.

Dortmund, September, 9th 2015

On behalf of the Supervisory Board

On behalf of Borussia Dortmund Geschäftsführungs-GmbH



Gerd Pieper
Director



Hans-Joachim Watzke
Managing Director (Chairman)



Thomas Treß
Managing Director