



DEUTSCHE BÖRSE  
GROUP

[www.deutsche-boerse.com](http://www.deutsche-boerse.com)

# Financial report 2015

Excerpt: corporate governance report



# Corporate governance report

---

- 153 Corporate governance and  
declaration of conformity
- 153 Corporate governance at  
Deutsche Börse Group
- 157 Shareholder representation,  
transparent reporting and  
communication
- 157 Accounting and auditing

## Corporate governance report

Corporate governance stands for responsible corporate management and control. Good corporate governance boosts the confidence of investors, business partners, employees and the financial markets. It is therefore indispensable for sustaining the company's success.

### Corporate governance and declaration of conformity

Deutsche Börse Group attaches great importance to the principles of responsible corporate governance and control. In accordance with the requirements of the German Corporate Governance Code (GCGC), it publishes the corporate governance report (in connection with the corporate governance declaration) in accordance with section 289a of the Handelsgesetzbuch (HGB, German Commercial Code). The Executive Board and the Supervisory Board of Deutsche Börse AG submitted their annual declaration of conformity in accordance with section 161 of the Aktiengesetz (AktG, German Stock Corporation Act) on 8 December 2015. This is published in the declaration of corporate governance and publicly available on the company's website at [www.deutsche-boerse.com/declconformity](http://www.deutsche-boerse.com/declconformity). The declarations of conformity for the previous five years can also be accessed there.

The Executive Board and the Supervisory Board of Deutsche Börse AG have declared that the recommendations of the "Government Commission on the German Corporate Governance Code" have been and continue to be complied with – with only a few exceptions. The details can be found in the annual declaration of conformity. The suggestions of the GCGC have been and continue to be complied with in full.

### Corporate governance at Deutsche Börse Group

#### Women in management positions

In 2010, the Executive Board already adopted a voluntary commitment aiming at a proportion of women in middle and upper management of 20 per cent, and in lower management of 30 per cent by 2020. The target figures cover the entire Deutsche Börse Group (worldwide basis, including subsidiaries). During the reporting period, the proportion of women in middle and upper management – as well as in lower management – increased slightly.

Moreover, Deutsche Börse Group complied with the statutory provisions regarding equal participation of women and men in leadership positions and determined target figures for Deutsche Börse AG (without subsidiaries). Please refer to the [declaration of corporate governance](#) and the [section "Non-financial key performance indicators"](#) for further information on target figures for women in management positions.

#### Flexible upper age limit for Executive Board members

The flexible upper age limit for Executive Board members means that appointments run until the end of the month in which the Executive Board member concerned turns 60 years of age. From the month following the one in which Executive Board members turn 60, and on each subsequent anniversary, they can be reappointed for a period of one year. However, the last appointment period should finish at

the end of the month in which the Executive Board member turns 65 years of age. When appointing Executive Board members, the Supervisory Board aims to optimise the Executive Board's composition in the interests of the company. Experience, sector-specific expertise as well as personal and professional qualifications play an important role. Depending on the Executive Board post to be filled, it is not only the range and depth of specific experience that matter, but also whether this experience is up to date. The flexible upper age limit is designed to address this issue in particular. It has been worded deliberately loosely to allow the Supervisory Board full flexibility in its appointment decisions.

### Supervisory Board composition goals

The Supervisory Board has resolved a list of requirements setting out specific goals in accordance with section 5.4.1 of the GCGC that relates to the composition of the Board and in particular to the nomination of members:

#### 1. Qualification requirements

Members of the Supervisory Board should have the knowledge, skills and expertise necessary to carry out the duties of a Supervisory Board member at an international company. To this end, the Supervisory Board has defined general (basic) and company-specific qualification requirements. The company-specific qualification requirements are derived from the business model, the company's concrete objectives and the specific regulations applicable to Deutsche Börse Group. In addition, members should have enough time available to perform their duties.

#### Qualification requirements for members of the Supervisory Board of Deutsche Börse AG

##### Basic qualification requirements

Every Supervisory Board member ideally fulfils the following basic qualifications:

- understanding of business issues
- basic knowledge and understanding of the German corporate governance system
- analytical and strategic abilities
- integrity and suitability of character for the position

##### Company-specific qualification requirements

The company-specific qualification requirements relate to the Supervisory Board as a whole. Sound knowledge especially of:

- exchange and capital market business models
- accounting, finance, risk management and compliance
- information technology as well as the clearing and settlement business
- regulatory requirements

#### Coverage of company-specific qualification requirements

	Exchange and capital market business models	Accounting, finance, risk management and compliance	Information technology as well as the clearing and settlement business	Regulatory requirements
Richard Berliand	+	+	+	
Joachim Faber	+	+		+
Karl-Heinz Flöther		+	+	
Craig Heimark		+	+	
Monica Mächler		+		+
Gerhard Roggemann	+			+
Erhard Schipporeit	+	+		
Amy Yip	+	+		

## 2. Independence

According to section 5.4.2 of the GCGC, a Supervisory Board member cannot be considered independent in particular if he or she has personal or business relations with the company, its executive bodies, a controlling shareholder, or an enterprise associated with a controlling shareholder which may cause a substantial and not merely temporary conflict of interests. The Supervisory Board has resolved that at least half of its shareholder representatives should be independent as defined above.

## 3. Women and international profile

Since the Annual General Meeting (AGM) in 2015, the Supervisory Board consists of twelve members, including four women (two shareholder and two employee representatives, respectively). The Supervisory Board resolved that the current female proportion amongst its members (33.33 per cent) shall be maintained until 30 June 2017 as a minimum requirement. The Supervisory Board adheres to its objective of increasing the number of female members. Moreover, the goal is for the Supervisory Board's future composition to continue to reflect the company's international profile.

## 4. Flexible upper age limit and length of membership

The rules specifying a flexible upper age limit (generally 70), set out by the Supervisory Board in its bylaws, are taken into account when candidates are proposed to the AGM. When making such proposals, the Supervisory Board shall also consider the regular membership limit of twelve years, as set in the Supervisory Board's bylaws.

The composition of Deutsche Börse AG's Supervisory Board reflects the goals described above, featuring an appropriate number of independent and international members. With four female Supervisory Board members, the targeted share for female membership (33.33 per cent) has been achieved. Please refer to the following link for further information concerning the members of the Supervisory Board and its committees: [www.deutsche-boerse.com/supervboard](http://www.deutsche-boerse.com/supervboard). The nomination process for the election of shareholder representatives to the Supervisory Board to be elected by the 2015 AGM is described in detail on [page 68 of the corporate report 2014](#).

### **Preparation for the election of shareholder representatives to the Supervisory Board**

Gerhard Roggemann will resign as shareholder representative from Deutsche Börse AG's Supervisory Board by the end of the AGM on 11 May 2016. Mr Roggemann presented his candidacy on short notice at the last AGM shareholder representative election on 13 May 2015, following the sudden and tragic death of Heinz-Joachim Neubürger, who had planned to present his candidacy. Mr Roggemann expressed his readiness to lay down his office before the actual end of the term, provided that another suitable shareholder representative could be found. Mr Roggemann had been a member of the Supervisory Board between 11 May 1998 and 14 May 2003 and was elected as Supervisory Board member again on 12 July 2003. In view of the regular membership limit of twelve years as set by the Supervisory Board, the Nomination Committee worked intensively on the search for a suitable new Supervisory Board member, supported by an external consultant. Regulatory and capital market expertise was particularly emphasised in the requirements profile for potential candidates, in order to compensate for Mr Roggemann's retirement. Simultaneously, the Nomination Committee was striving for an increase of the proportion of female Supervisory Board members. After a number of face-to-face interviews, the Committee agreed on Ann-Kristin Achleitner as a new candidate for the shareholder representative elections to the Supervisory Board of Deutsche Börse AG.

Moreover, the Nomination Committee was engaged in the choice of candidates for the election of shareholder representatives to the Supervisory Board in case of Deutsche Börse AG's transformation into a European Company (Societas Europaea, SE). The Committee conducted another review to make sure that each company-specific qualification requirement would be met by at least two of the candidates. Moreover, the Committee made sure that the candidates have reserved the appropriate amount of time required to perform their duties as Supervisory Board members. The Committee also took the length of the candidates' membership on the Supervisory Board into consideration in order to ensure balance between the different terms of office on the Board. After careful consideration of the entire situation, the Committee decided to propose the Supervisory Board members Richard Berliand, Erhard Schipporeit and Craig Heimark for re-election to the Board in case of the transformation into an SE, although they will slightly exceed the regular membership limit at the end of their planned terms of office. All three of these Board members are of great importance to the Board, not only due to their tremendous experience, but also given their exceptionally high level of professional competence. In addition, they exercise functions with central importance to the company, such as Deputy Chairman of the Supervisory Board or member of the Audit, Risk or Technology Committee. The list of candidates that the Supervisory Board will propose to the AGM for election in case of the transformation into an SE on the recommendation of the Nomination Committee will ensure that the Supervisory Board's members continue to have the collective knowledge, skills and specialist experience needed to duly carry out their tasks during the Board's new term of office. In addition, the Supervisory Board membership will comply with the qualifications profile, and will meet the requirements for independence, diversity and the time needed for members to perform their duties in any case.

#### **Education and training measures for the Supervisory Board**

As a matter of principle, members of the Supervisory Board are responsible for ensuring their own training and further education. In addition, Deutsche Börse AG complies with the recommendation in section 5.4.5 (2) of the GCGC to support the training and further education of Supervisory Board members. For example, it offers specific introductory seminars for new Supervisory Board members and holds workshops on selected strategic issues and, where necessary, specialist topics. Targeted training measures for Supervisory Board members were scheduled, within the efficiency audit, to be implemented during the coming year covering information technology, clearing and risk management issues.

#### **Efficiency audit of the Supervisory Board's work**

Deutsche Börse AG regards regular reviews of the efficiency of Supervisory Board work in accordance with section 5.6 of the GCGC as a key component of good corporate governance. The 2015 efficiency audit was dedicated to the following areas: organisation and performance of Supervisory Board tasks, co-operation between the Executive Board and the Supervisory Board, as well as training measures for the Supervisory Board. The review was largely positive. The suggestions for improvement identified were discussed, and steps were taken to implement them.

## Shareholder representation, transparent reporting and communication

Shareholders exercise their rights at the AGM. As part of good corporate governance, Deutsche Börse AG intends to simplify the exercise of shareholders' rights to the greatest extent possible. For instance, shareholders of Deutsche Börse AG may follow the AGM over the internet, and they have the right to be represented at the AGM by proxies nominated by Deutsche Börse AG. The proxies exercise the voting right solely in accordance with the instructions issued by the shareholder. Furthermore, shareholders may exercise voting rights by postal ballot (in writing or online). The AGM elects, inter alia, the shareholder representatives to the Supervisory Board and resolves on the ratification of the acts of the Executive Board and the Supervisory Board. It also passes resolutions on the appropriation of the unappropriated surplus, resolves on capital measures, approves inter-company agreements, as well as amendments to the Articles of Association of Deutsche Börse AG. An AGM is held every year, where the Executive Board and the Supervisory Board give account regarding the past financial year.

To ensure maximum transparency and equal access to information, Deutsche Börse AG's corporate communications generally follow the rule that all target groups receive all relevant information at the same time. In its financial calendar, Deutsche Börse AG informs shareholders, analysts, shareholders' associations, the media and interested members of the public about key events, such as the date of the AGM or publication dates for financial indicators. In addition to publishing ad hoc disclosures, information on directors' dealings and voting rights notifications, the website [www.deutsche-boerse.com](http://www.deutsche-boerse.com) can be used to access the company's corporate and interim reports, along with company news items. Deutsche Börse AG supplies information about the annual and consolidated financial statements at a financials press conference. Following the publication of the interim reports, the company offers conference calls for analysts and investors. It also outlines its strategy and provides information to all interested parties, while ensuring that all target groups worldwide are informed at the same time.

In addition, Deutsche Börse AG submitted a declaration of conformity with the German Sustainability Code (GSC) for 2015. The GSC is a voluntary instrument that companies can use to ensure the transparency and comparability of their sustainability performance for the public: companies abiding by the GSC use the 20 criteria and associated performance indicators contained in the declaration of conformity to explain various aspects of corporate governance, and ecological and social responsibility, and document them with figures. Deutsche Börse's declaration of conformity with the GSC can be found at [www.deutsche-boerse.com](http://www.deutsche-boerse.com) > Sustainability > Reporting > German Sustainability Code.

## Accounting and auditing

In its corporate report, Deutsche Börse AG provides shareholders and interested members of the public with detailed information on Deutsche Börse Group's business performance in the year under review. The company publishes further information in its half-yearly financial report and two quarterly financial reports. The financial statement documents and the corporate report are published within 90 days of the end of the financial year (31 December); interim reports are available within 45 days of the end of the quarter or six-month period that they concern. Following preparations by the Audit Committee, the consolidated and annual financial statements are discussed and examined by the full Supervisory

Board and with the auditor before being approved. The Executive Board discusses the half-yearly report and the quarterly reports for the first and third quarters with the Supervisory Board's Audit Committee prior to publication. The half-yearly report is reviewed by the auditor. In line with the proposal by the Supervisory Board, the 2015 AGM elected KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, (KPMG) to audit its 2015 annual and consolidated financial statements and to review its half-yearly financial report in the year under review. The lead auditor, Karl Braun, has been responsible for the audit since 2011; the deputy lead auditor, Andreas Dielehner, since 2013. The Supervisory Board's proposal was based on the recommendation by the Audit Committee. The Audit Committee obtained the necessary statement of independence from KPMG prior to the election. This states that there are no personal, business, financial or other relationships between the auditor, its governing bodies and audit managers on the one hand, and the company and the members of its Executive and Supervisory Boards on the other that could give cause to doubt the auditor's independence. The Audit Committee monitored the continued existence of this independence during the reporting period. The Committee also supervised the financial reporting process in 2015. The Supervisory Board was informed promptly of its work and findings; there were no material findings. Information on audit services and fees is provided in [note 6 of the notes to the consolidated financial statements](#).

## Acknowledgement

### Published by

Deutsche Börse AG  
60485 Frankfurt/Main  
Germany  
www.deutsche-boerse.com

### Concept and layout

Lesmo GmbH & Co. KG, Düsseldorf  
Deutsche Börse AG, Frankfurt/Main

### Photographs

Jörg Baumann (Title),  
Thorsten Jansen (Portraits)

### Financial reporting system

Combined management report, consolidated financial statements and notes produced in-house using FIRE.sys and SmartNotes.

### Printed by

Werbedruck GmbH Horst Schreckhase, Spangenberg

### Publication date

15 March 2016

The German version of this report is legally binding. The company cannot be held responsible for any misunderstanding or misinterpretation arising from this translation.

Reproduction – in total or in part – only with the written permission of the publisher

We would like to thank all colleagues and service providers who participated in the compilation of this report for their friendly support.

### Publications service

The Annual 2015 and the financial report 2015 are both available in German and English.

Order number 1000–4606 (Annual in German)  
Order number 1000–4607 (Financial report in German)  
Order number 1010–4608 (Annual in English)  
Order number 1010–4609 (Financial report in English)

The corporate report 2015 of Deutsche Börse Group is available here:

as pdf, html version and in a document library app on the internet:  
[www.deutsche-boerse.com/annual\\_report](http://www.deutsche-boerse.com/annual_report)



As print version at Deutsche Börse Group's publication hotline:

Phone +49-(0) 69–2 11–1 15 10  
Fax +49-(0) 69–2 11–1 15 11

## Contact

### Investor Relations

E-mail [ir@deutsche-boerse.com](mailto:ir@deutsche-boerse.com)  
Phone +49-(0) 69–2 11–1 16 70  
Fax +49-(0) 69–2 11–1 46 08  
[www.deutsche-boerse.com/ir\\_e](http://www.deutsche-boerse.com/ir_e)

### Group Sustainability

E-mail [group-sustainability@deutsche-boerse.com](mailto:group-sustainability@deutsche-boerse.com)  
Phone +49-(0) 69–2 11–1 42 26  
Fax +49-(0) 69–2 11–61 42 26  
[www.deutsche-boerse.com/sustainability](http://www.deutsche-boerse.com/sustainability)

### Marketing Communication

E-mail [corporate.report@deutsche-boerse.com](mailto:corporate.report@deutsche-boerse.com)  
Phone +49-(0) 69–2 11–1 49 84  
Fax +49-(0) 69–2 11–61 49 84

## Registered trademarks

AlphaFlash®, C7®, DAX®, Eurex®, Eurex Bonds®, Eurex Clearing Prisma®, Eurex Repo®, FWB®, GC Pooling®, MDAX®, SDAX®, TecDAX®, T7®, Xetra® and Xetra-Gold® are registered trademarks of Deutsche Börse AG. EURO STOXX 50®, EURO STOXX®, STOXX®, STOXX 50®, STOXX® China Total Market Indices, STOXX® Europe 600 Financials and STOXX® Global ESG Leaders are registered trademarks of STOXX Ltd. TRADEGATE® is a registered trademark of Tradegate AG Wertpapierhandelsbank.