

**Declaration by the Management Board and Supervisory Board of GfK SE with regard to the recommendations of the “Government Commission German Corporate Governance Code” in accordance with Section 161 of the German Stock Corporation Act (AktG) in conjunction with Section 9 subsection 1 c) (ii) of the Council Regulation on the Statute for a European Company (SE-VO)**

Pursuant to Section 161 AktG in conjunction with Section 9 subsection 1 c) (ii) SE-VO, the Management Board and Supervisory Board of a stock-exchange listed Societas Europaea (SE) must declare on an annual basis the extent to which the company has complied with and will continue to comply with the recommendations of the Government Commission German Corporate Governance Code (“Code”) published by the German Ministry of Justice in the official section of the Federal Gazette and which recommendations have not or will not be complied with and the reasons for non-compliance. The declaration shall be permanently accessible to the public on the company’s website

The Code contains regulations, with different degrees of being legally binding. In addition to outlining terms of the applicable AktG in accordance with Section 9 subsection 1 c) (ii) SE-VO, the Code contains recommendations from which companies may deviate, although in such cases, they are obliged to publish information on such deviations and explain the reasons on an annual basis. The Code also proposes suggestions from which companies may deviate without being required to disclose such deviation.

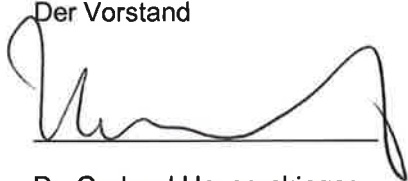
**Declaration of Compliance for 2016**

The Management Board and the Supervisory Board of GfK SE declare that GfK SE has complied with and will continue to comply with the recommendations of the “Government Commission German Corporate Governance Code” in the version of May 5, 2015 published by the German Ministry of Justice on June 12, 2015 in the official section of the Federal Gazette (*Bundesanzeiger*).

Nürnberg, im Dezember 2016

**GfK SE**

Der Vorstand

A handwritten signature in black ink, appearing to be 'G. Hausruckinger', written over a horizontal line.

Dr. Gerhard Hausruckinger

A handwritten signature in black ink, appearing to be 'C. Diedrich', written over a horizontal line.

Christian Diedrich

Der Aufsichtsrat

A handwritten signature in black ink, appearing to be 'R. Klein-Bölting', written over a horizontal line.

Ralf Klein-Bölting